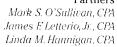
HUDSON RIVER SLOOP CLEARWATER, INC. TABLE OF CONTENTS NOVEMBER 30, 2011

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James L. Sedore, Jr., CPA Charles R. Rae, Jr., CPA

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INDEPENDENT AUDITORS' REPORT

The Board of Directors Hudson River Sloop Clearwater, Inc. 724 Wolcott Avenue Beacon, New York 12508

We have audited the accompanying statement of financial position of the Hudson River Sloop Clearwater, Inc. a nonprofit organization, as of November 30, 2011, and the related statements of activities and cash flows for the year then ended. These financial statements are the responsibility of the Organization's management. Our responsibility is to express an opinion on these financial statements based on our audit. The prior year summarized comparative information has been derived from the Organization's 2010 financial statements and, in our report dated February 25, 2011, we expressed an unqualified opinion on those financial statements.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Hudson River Sloop Clearwater, Inc. as of November 30, 2011, and the changes in its net assets and its cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

As discussed in Note 11 to the financial statements, Hudson River Sloop Clearwater, Inc. changed its policy on accrued vacation. This constitutes a change in accounting principle wherein the 2010 financial statements have been restated to reflect the change.

Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The schedule of functional expenses on page 13 is presented for purposes of additional analysis and is not a required part of the 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 financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the 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 basic financial statements as a whole.

Sedan & Company, CPA's, P.C. Poughkeepsie, New York

April 7, 2012

Poughkeepsie Office

HUDSON RIVER SLOOP CLEARWATER, INC. STATEMENT OF FINANCIAL POSITION NOVEMBER 30, 2011

(WITH COMPARATIVE TOTALS FOR NOVEMBER 30, 2010, Restated)

ASSETS

		2011		Restated 2010
Current Assets:				
Cash and Cash Equivalents	\$	20,618	\$	257,627
Investments		94,297		-
Grants and Accounts Receivable		159,044		83,150
Pledge Receivable		2,974		2,974
Prepaid Expenses		13,811		15,931
Merchandise Inventory		36,381		41,516
Total Current Assets		327,125		401,198
Non-Current Assets:				
Pledge Receivable		12,065		14,163
Beneficial Interest in Community Foundations				
of the Hudson Valley		391,692		287,067
Land		145,400		145,400
Property, Plant and Equipment - Net		807,636		855,760
Total Non-Current Assets		1,356,793		1,302,390
TOTAL ASSETS	\$	1,683,918	\$	1,703,588
LIABILITIES AND NET ASSETS				
Current Liabilities:				
Accounts Payable	\$	99,770	\$	101,611
Accrued Expenses Payable	•	10,710	-	6,575
Refundable Advances		1,001		5,995
Lines of Credit Payable		125,000		10,531
Note Payable		137,000		162,000
Total Current Liabilities		373,481		286,712
Net Assets:				
Unrestricted:				
Board Designated Endowment Fund		391,692		287,067
Undesignated Undesignated		908,745		1,119,809
Restricted:		300,712		1,113,003
Temporarily Restricted		10,000		10,000
Total Net Assets		1,310,437		1,416,876
TOTAL LIABILITIES AND NET ASSETS	\$	1,683,918	\$	1,703,588
			_	

The notes to the financial statements are an integral part of this statement.

HUDSON RIVER SLOOP CLEARWATER, INC. STATEMENT OF ACTIVITIES FOR THE YEAR ENDED NOVEMBER 30, 2011

(WITH COMPARATIVE TOTALS FOR THE YEAR ENDED NOVEMBER 30, 2010, Restated)

		2011		
		Temporarily		Restated
	<u>Unrestricted</u>	Restricted	Total	2010
Revenue and Other Support:				
Individual Donations	\$ 483,606	\$ -	\$ 483,606	\$ 499,414
Corporate, Foundation and Government Support	341,115	147,500	488,615	627,199
Educational Program	855,787	· -	855,787	626,116
Community Program	542,267	_	542,267	570,369
Miscellaneous	12,484	=	12,484	9,434
Return on Investments	(1,196)	_	(1,196)	3,190
Change in Value of Beneficial Interest	4,625	-	4,625	31,662
Net Assets Released From Restrictions	147,500	(147,500)	-	
Total Revenue and Other Support	2,386,188	-	2,386,188	2,367,384
Expenses:				
Program Services:	97.027		97.027	102 (40
Communication	87,027	-	87,027	102,640
Education	384,993	-	384,993	358,141
Environmental Action	237,184	-	237,184	166,881
Community Programs	851,195	-	851,195	700,284
Vessels	428,793		428,793	455,428
Total Program Services	1,989,192		1,989,192	1,783,374
Support Services:				
Management and General	402,404	_	402,404	304,530
Fundraising	101,031	-	101,031	94,320
Total Support Services	503,435		503,435	398,850
Total Expenses	2,492,627		2,492,627	2,182,224
Change in Net Assets	(106,439)	-	(106,439)	185,160
Net Assets at Beginning of Year	1,406,876	10,000	1,416,876	1,184,065
Change in Accounting Principle (Note 11)				47,651
Net Assets at End of Year	\$ 1,300,437	\$ 10,000	\$ 1,310,437	\$ 1,416,876

HUDSON RIVER SLOOP CLEARWATER, INC. STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED NOVEMBER 30, 2011

(WITH COMPARATIVE TOTALS FOR THE YEAR ENDED NOVEMBER 30, 2010, Restated)

	 2011	 Restated 2010
Cash Flows From Operating Activities:		
Change in Net Assets	\$ (106,439)	\$ 185,160
Adjustments to Reconcile Changes in Net Assets		
to Net Cash Flows Provided by (Used For) Operating Activities:		
Realized Gain on Investments	(1,645)	(732)
Unrealized Loss on Investments	3,310	866
Depreciation and Amortization	107,687	105,117
Loss on Disposal of Property and Equipment	519	-
(Increase)/Decrease in:		
Grants Receivable	(75,894)	73,432
Pledge Receivable	2,098	1,995
Prepaid Expenses	2,120	(7,928)
Merchandise Inventory	5,135	(22,060)
Increase/(Decrease) in:		
Accounts Payable	(1,841)	12,897
Accrued Expenses Payable	4,135	3,599
Accrued Vacation	-	(2,157)
Refundable Advances	 (4,994)	 (1,005)
Net Cash (Used) Provided by Operating Activities	(65,809)	 349,184
Cash Flows from Investing Activities:		
(Purchases of)/Proceeds from Investments, Net	(95,962)	12,309
(Increase) in Net Assets of Community Foundations		
of the Hudson Valley	(104,625)	(287,067)
Purchase of Property and Equipment	 (60,082)	 (282,483)
Net Cash Used by Investing Activities	 (260,669)	(557,241)
Cash Flows from Financing Activities:		
Lines of Credit - Net	114,469	(203,597)
Proceeds from/(Repayment of) Note Payable	(25,000)	162,000
Net Cash Provided (Used) by Financing Activities	89,469	(41,597)
Net Decrease in Cash and Cash Equivalents	(237,009)	(249,654)
Cash and Cash Equivalents, Beginning of Year	257,627	507,281
Cash and Cash Equivalents, End of Year	\$ 20,618	\$ 257,627
Other Supplemental Information:		
Interest Paid	\$ 9,402	\$ 12,770

Note 1. Nature of Activities and Summary of Significant Accounting Policies

Nature of Activities

Hudson River Sloop Clearwater, Inc. (the "Organization") is a not-for-profit, member-supported, environmental education and advocacy organization dedicated to the restoration and protection of the Hudson River and similar waterways. The Organization owns and operates a sailing vessel named "Clearwater", launched in 1969 as a floating classroom on the tidewater Hudson, New York Harbor and Long Island Sound.

The Organization's educational efforts also include land-based field trips and classroom presentations, teacher workshops, and production of curriculum resource materials. The Organization's environmental action staff conducts grassroots advocacy programs to further its goal of cleaning and preserving the Hudson River. The Organization also celebrates historic and cultural traditions of the Hudson Valley through special events.

Basis of Accounting

The financial statements of Hudson River Sloop Clearwater, Inc. have been prepared on the accrual basis of accounting wherein revenues are recorded when earned and expenses are recorded as incurred.

Accounting Estimates

The preparation of 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 financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Cash and Cash Equivalents

The Organization considers all highly liquid debt instruments purchased with a maturity of three months or less to be cash equivalents.

Financial Statement Presentation

The Organization is required to report information regarding its financial position and activities according to three classes of net assets (unrestricted net assets, temporarily restricted net assets, and permanently restricted net assets) based upon the existence or absence of donor imposed restrictions. The Organization has adopted a Board designated endowment fund policy, providing for the setting aside of funds for future operations.

Contributions received are recorded as unrestricted, temporarily restricted, or permanently restricted support, depending on the existence and/or nature of any donor restrictions.

Note 1. Nature of Activities and Summary of Significant Accounting Policies (continued)

Financial Statement Presentation (continued)

The cost of providing the Organization's various programs, supporting services and fundraising has been summarized on a functional basis in the statement of activities. Accordingly, certain costs have been allocated among the programs and supporting services benefited.

The financial statements include certain prior year comparative total amounts. Such total amounts do not include sufficient detail to constitute a presentation in conformity with generally accepted accounting principles. Accordingly, such amounts should be read in conjunction with the Organization's financial statements for the year ended November 30, 2010, from which the comparative total amounts were derived.

Grants and Accounts Receivable

The Organization conducts its activities under grants received from various state, local and private sources. Revenue is recognized when the grant conditions are fulfilled, such as when program expenses for the grant are incurred.

Property and Equipment

Property and equipment is stated at cost. Additions, renewals, and improvements of property and equipment, unless of relatively minor amounts, are capitalized. Expenditures for maintenance and repairs are expensed as incurred. The cost of property and equipment retired or sold, together with the accumulated depreciation or amortization, are removed from the appropriate accounts and the resulting gain or loss is included in the statement of activities.

Donations of property and equipment are recorded as support at their estimated fair value at the date of donation. Such donations are reported as unrestricted support unless the donor has restricted the donated asset to a specific purpose. Assets donated with explicit restrictions regarding their use and contributions of cash that must be used to acquire property and equipment are reported as restricted support. Absent donor stipulations regarding how long those donated assets must be maintained, the Organization reports expirations of donor restrictions when the donated or acquired assets are placed in service as instructed by the donor. The Organization reclassifies temporarily unrestricted net assets to unrestricted net assets at that time.

Depreciation and amortization of property and equipment are computed using the straight-line method over the estimated useful lives of the related assets.

Note 1. Nature of Activities and Summary of Significant Accounting Policies (continued)

Income Taxes

The Organization is a not-for-profit organization exempt from federal income and New York State taxes under the provisions of Internal Revenue Code Section 501 (c)(3) and the New York State tax code. However, the Organization remains subject to income taxes on any net income that is derived from a trade or business, regularly carried on and not in furtherance of the purpose for which it was granted exemption.

The Organization's accounting policy is to provide liabilities for uncertain tax positions when a liability is probable and estimable. Management is not aware of any violation of its tax status as an organization exempt from income taxes, nor any exposure to unrelated business income tax.

Merchandise Inventory

Merchandise inventory consists of giftware, fish keys, and clothing and is stated at the lower of cost or market.

Advertising

The Organization follows the policy of charging costs of advertising to expense as incurred. Advertising expense for the years ended November 30, 2011 and 2010 was \$48,770 and \$70,512, respectively.

Subsequent Events Evaluation by Management

Management has evaluated subsequent events for disclosure and/or recognition in the financial statements through the date that the financial statements were available to be issued, which date is April 7, 2012.

Note 2. Pledge Receivable

The unconditional promises to give consist of the following as of November 30:

	2011	2010
Unconditional Pledge Receivable	\$ 17,844	\$ 20,818
Less: Unamortized discount	(2,805)	(3,681)
Net Unconditional Pledge Receivable	\$ 15,039	\$ 17,137
Amounts due in:		
Less than one year	\$ 2,974	\$ 2,974
One to five years	11,896	11,896
More than five years	2,974	5,948
Total amounts due	\$ 17,844	\$ 20,818

Unconditional promises to give due in more than one year are reflected at the present value of estimated future cash flows using a discount rate 5.0%.

Note 3. Gifts in Kind

The Organization records the value of donated goods, facilities, and services when there is an objective basis to measure the fair value. The value of these contributions, as determined by the Organization, was \$42,294 and \$24,555 for the years ended November 30, 2011 and 2010, respectively. These amounts have been included in individual donations on the statement of activities. Not all contributions of services have been reflected in the financial statements since they do not meet the criteria for recognition under generally accepted accounting principles.

Note 4. Property and Equipment

Property and equipment as of November 30, consists of the following:

	2011	2010
Building and Improvements	\$ 14,400	\$ 14,400
Leasehold Improvements	95,395	90,511
Sloop, Yawl, Boat, and Boat Equipment	1,370,434	1,319,372
Furniture and Equipment	155,900	158,203
	1,636,129	1,582,486
Less: Accumulated Depreciation and Amortization	(828,493)	(726,726)
Property and Equipment- Net	\$ 807,636	\$ 855,760

Note 4. Property and Equipment (continued)

Depreciation and amortization expense for the years ended November 30, 2011 and 2010 amounted to \$107,687 and \$105,117.

Note 5. Fair Value of Financial Instruments

Accounting standards establish a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to quoted prices in active markets for identical assets (Level 1 measurements) and the lowest priority to measurements involving significant unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are as follows:

- Level 1 quoted prices in active markets for identical investments.
- Level 2 other significant observable inputs (including quoted prices for similar investments, interest rates, prepayment speeds, credit risk, etc.).
- Level 3 significant unobservable inputs (including the Organization's own assumptions in determining the fair value of investments).

The fair value of each financial instrument in the table below was measured using input guidance and valuation techniques. The following table sets forth estimated fair values for financial instruments at November 30, 2011:

Description	Le	vel 1	I	Level 2		Total
Fixed Income	\$	-	\$	93,775	\$	93,775
Equities		522				522
	_\$	522	_\$_	93,775	_\$_	94,297

Investment return as of November 30, is summarized as follows:

L.	2011	2010
Interest and Dividends	\$ 5,094	\$ 3,324
Realized Gain (Loss)	1,645	732
Unrealized Gain (Loss)	(3,310)	 (866)
Total Return on Investments	\$ 3,429	\$ 3,190

Investments expenses for the years ended November 30, 2011 and 2010 were \$3,243 and \$717, respectively.

Note 6. <u>Lines of Credit</u>

The Organization opened a new line of credit amounting to \$125,000 with an interest rate of prime plus .75% during the fiscal year ending November 30, 2010. The line of credit was collateralized by the general assets of the Organization. As of November 30, 2011, the outstanding balance on the line was \$125,000.

Note 7. Loan Payable

The Organization opened a twelve month term loan amounting to \$215,000 with an interest rate of prime plus .75% and maturing on April 29, 2012, when the balance is due in full. Proceeds of the term loan were used to pay off two lines of credit from November 30, 2009. These two lines of credit were closed in 2010. The term loan is collateralized by the general assets of the Organization. As of November 30, 2011, the outstanding balance on the loan was \$137,000.

Note 8. Temporarily Restricted Net Assets

Temporarily restricted net assets as of November 30, consist of the following:

Restricted to:	2011	2010
Environmental Education Programs	\$ 10,000	\$ 10,000
Total	\$ 10,000	\$ 10,000

Net assets released by incurring expenses satisfying the time and purpose restrictions specified by donors were \$147,500.

Note 9. Concentrations of Credit Risk

Financial instruments which potentially subject the Organization to concentrations of credit risk consist principally of cash and cash equivalents. During the year, cash balances may exceed federally insured limits. The Organization maintains its cash balances in a quality financial institution and cash and cash equivalents were fully insured as of November 30, 2011.

Note 10. Subsequent Events

In December 2011, the Organization sold a building which it owned at 112 Little Market Street for \$25,000. This sale does not have a significant impact on the Organization's financial statements.

The Organization and the Kingston Maritime Museum, have partnered to construct a building at the Maritime Museum to house the Sloop. In December 2011, the Organization received a grant approval from the New York State Office of Parks, Recreation and Historic Preservation for \$400,000 towards the construction of the building.

Note 11. Beneficial Interest in Assets Held by Community Foundations of the Hudson Valley

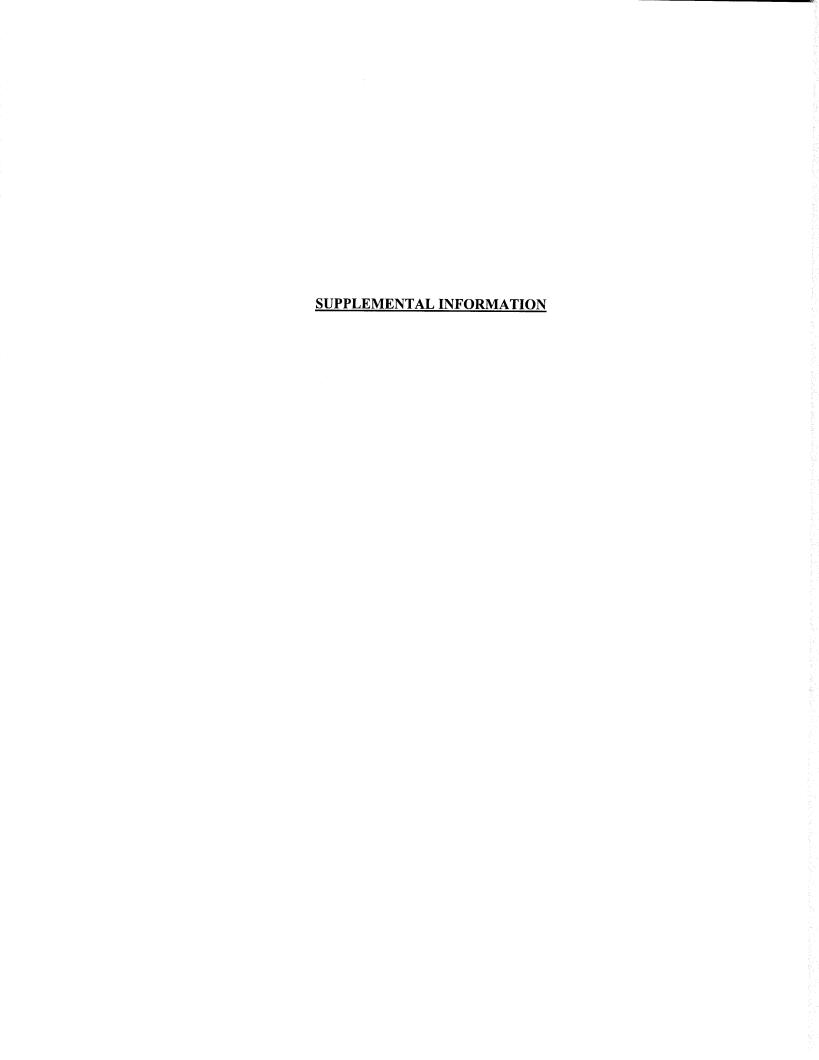
In May 2010, the Organization transferred funds into the Community Foundations of the Hudson Valley to establish a board-designated endowment fund. The Organization has the right to invade the principal of their investments based on the procedures adopted by the Organization's Board of Directors, but has granted variance power covering these funds to the Community Foundations. That power gives the Community Foundations certain rights, including the right to distribute the investment income to other non-profit organizations subject to certain conditions. As a result of these terms, the Community Foundations is the legal owner of the funds. Consequently, these funds are shown as an asset, Beneficial Interest in the Community Foundations of the Hudson Valley and as Board Designated Reserve for Endowment in the net asset section of the financial statements. As of November 30, 2011, the Beneficial Interest in Assets Held by Community Foundations of the Hudson Valley was \$391,692. The Organization's Beneficial Interest in Assets Held by Community Foundations of the Hudson Valley consists of transfers of assets of \$355,405 and accumulated interest and earnings, net of fees, of \$36,287.

Note 12. Change in Accounting Principle

During 2011, the Organization changed its vacation policy. In previous years, an employee was allowed to carryover unused vacation. The new policy does not allow any carryover for the year 2011 or for future years. Due to the change in accounting principle, the Organization restated its 2010 financial statements as follows:

Changes to Statement of Financial Position:

	Before Policy Change	After Policy Change	Change
Accrued Vacation Payable	\$ 47,651	\$ -	\$ (47,651)
Net Assets - undesignated	\$ 1,072,158	\$ 1,119,809	\$ 47,651
Changes to Statement of Activity	ties:		
	Before Policy Change	After Policy Change	Change
Net Assets - at End of Year	\$ 1,369,225	\$ 1,416,876	\$ 47,651



HUDSON RIVER SLOOP CLEARWATER, INC.
SCHEDULE OF FUNCTIONAL EXPENSES
FOR THE YEAR ENDED NOVEMBER 30, 2011
(WITH COMPARATIVE TOTALS FOR THE YEAR ENDED NOVEMBER 30, 2010, Restated)

					Progr	Program Services	es						Supporting Services	g Serv	ices			
					En	Environmental	=	Community	ınity			Mans	Management					Restated
	Comu	Communication	A	Education		Action		Programs	ŭ	Š	Vessels	S &	& General	Fur	Fundraising	Total		2010
Salaries	↔	49,551	69	236,178	∽	141,205	↔		151,350	€9	142,496	69	149.952	69	67.422	\$ 938 154	4	780 182
Employee Benefits		9,940		52,325		35,316		3	31,744		42,310		39,158	,	10.598)	202,132
Total Personnel and Related Costs		59,491		288,503		176,521	 	18.	83,094		184,806		189,110		78,020	1,159,545		982,212
Travel		999		11,602		6,134		,	4,521		4.350		6.533		1.805	35 611		31 436
Insurance		•		•				15	19,924		25,698		11.293		10061	56 915		55.621
Printing		11,815		2,381		2,186		_	11,436				9,325		9,829	46,972		52.156
Equipment Leases/Maintenance		1		2,336		100		=======================================	12,508		2,653		19,058		•	136,655		96.571
Leased Vessel		1		1		•		•	000,6		64,625		,		•	73,625		89,319
I elephone		•		3,129		•			1,360		2,244		6,960		•	13,693		13,843
Postage		3,580		202		768		(.,	3,447		١		10,481		8,902	26,880		31,308
Professional Services		8,431		35,296		49,651		343	343,064		15,806		83,565		2,475	538,288		398,020
Utilities/Fuel		1		3,347		•			ı		6,657		5,097		1	18,101		11,235
Merchandise Inventory		1		•		•		33	38,788		•		•		1	38,788		41,609
Food		24		8,853		209		44	45,840		12,804		2,623		1	70,751		66.828
Operating Supplies		833		6,985		166		=	13,238		19,586		3,789		1	48,422		60,683
Office Supplies				122		436			1,238		1		5,484		ı	7,280		11.009
Rental Fees		ı		•		20		•	6,010		2,875		•		•	8,905		9.579
Fublications/Dues		•		804		•			•		775		1,325		ı	2,904		2,085
Fromotion		2,030		4,554		213		4	40,818		ı		1,155		1	48,770		70,512
Interest Expense		•		•		•					ì		9,402		•	9,402		12,770
Bank Charges/Investment Fees		•		•		•		14	14,205		43		17,739		1	31,987		22,693
Miscellaneous		157		1,225		57		_	1,218		4,889		2,414		•	096'6		009,6
Maillouse Services		ı		•		•			,		į		ı		•	•		5,901
Medical Expense		•		1		,		_	1,486		•				ı	1,486		2,117
Depreciation and Amortization		'		12,654			-		· 		77,982		17,051		1	107,687		105,117
Total Expenses	es.	87,027	↔	384,993	↔	237,184	-∽	851	851,195	÷>	428,793	\$	402,404	ss.	101,031	\$ 2,492,627	€9	2,182,224

See auditor's report.