

FINANCIAL STATEMENTS AND SUPPLEMENTARY SCHEDULE
TOGETHER WITH REPORT OF INDEPENDENT
CERTIFIED PUBLIC ACCOUNTANTS

ICAHN CHARTER SCHOOL 2

June 30, 2009 and 2008

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Audit • Tax • Advisory

Grant Thornton LLP
666 Third Avenue, 13th Floor
New York, NY 10017-4011

T 212.599.0100
F 212.370.4520
www.GrantThornton.com

REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

To the Board of Directors of the
Icahn Charter School 2:

We have audited the accompanying statements of financial position of the Icahn Charter School 2 (the "Charter School") as of June 30, 2009 and 2008, and the related statement of activities and cash flows for the years then ended. These financial statements are the responsibility of the Charter School'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 as established by the American Institute of Certified Public Accountants and the standards applicable to financial audits contained in Government Auditing Standards, issued by the Comptroller General of the United States. 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 consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Charter School's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, 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.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Icahn Charter School 2 as of June 30, 2009 and 2008, and the changes in its net assets and its cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

In accordance with Government Auditing Standards, we have also issued our report dated October 29, 2009 and 2008, on our consideration of the Charter School's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with Government Auditing Standards and should be considered in assessing the results of our audits.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements of the Charter School taken as a whole. The supplementary information included on pages 13 and 14 is presented for purposes of additional analysis and is not a required part of the basic financial statements. Such information has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated, in all material respects, in relation to the basic financial statements taken as a whole.

GRANT THORNTON LLP

New York, New York
October 29, 2009

Icahn Charter School 2

STATEMENTS OF FINANCIAL POSITION

As of June 30, 2009 and 2008

<u>ASSETS</u>	<u>2009</u>	<u>2008</u>
Cash and cash equivalents	\$ 562,344	\$ 319,445
Grants and contributions receivable	135,206	125,234
Prepaid expenses	29,822	17,561
Furniture, fixtures and equipment, net (Note C)	<u>146,652</u>	<u>108,062</u>
Total assets	<u>\$ 874,024</u>	<u>\$ 570,302</u>
<u>LIABILITIES AND NET ASSETS</u>		
Liabilities:		
Accounts payable and accrued expenses	\$ 339,125	\$ 181,129
Deferred revenue	78,145	47,143
Obligation under capital leases (Note F)	<u>51,935</u>	<u>-</u>
Total liabilities	469,205	228,272
Commitments (Note D)		
Net assets - unrestricted	<u>404,819</u>	<u>342,030</u>
Total liabilities and net assets	<u>\$ 874,024</u>	<u>\$ 570,302</u>

The accompanying notes are an integral part of these statements.

Icahn Charter School 2

STATEMENTS OF ACTIVITIES

For the years ended June 30, 2009 and 2008

	<u>2009</u>	<u>2008</u>
Revenues, gains and other support:		
State and local capitation (Note E)	\$ 1,747,311	\$ 1,178,581
Grants and contributions	351,754	525,381
Special education	3,670	-
Interest income	6,575	9,447
Other	<u>3,097</u>	<u>460</u>
Total revenues, gains and other support	<u>2,112,407</u>	<u>1,713,869</u>
Expenses:		
Program services:		
Regular education	1,770,334	1,147,447
Special education	<u>20,389</u>	<u>-</u>
Total program services	1,790,723	1,147,447
Supporting services:		
Management and general	<u>258,895</u>	<u>224,392</u>
Total expenses	<u>2,049,618</u>	<u>1,371,839</u>
Increase in net assets	62,789	342,030
Net assets, beginning of year	<u>342,030</u>	<u>-</u>
Net assets, end of year	<u>\$ 404,819</u>	<u>\$ 342,030</u>

The accompanying notes are an integral part of these statements.

Icahn Charter School 2

STATEMENTS OF CASH FLOWS

For the years ended June 30, 2009 and 2008

	<u>2009</u>	<u>2008</u>
Cash flows from operating activities:		
Cash receipts from:		
State and local capitation	\$ 1,768,176	\$ 1,225,724
Grants and contributions	345,452	400,147
Interest	6,575	9,447
Other	3,097	460
Cash payments to/for:		
Employee salaries and benefits	(1,485,892)	(959,622)
Vendors	<u>(343,371)</u>	<u>(212,629)</u>
Net cash provided by operating activities	<u>294,037</u>	<u>463,527</u>
Cash flows from investing activities:		
Purchase of furniture, fixtures and equipment	<u>(48,684)</u>	<u>(144,082)</u>
Cash flows from financing activities:		
Payments under capital leases	<u>(2,454)</u>	<u>-</u>
Net increase in cash and cash equivalents	242,899	319,445
Cash and cash equivalents, beginning of year	<u>319,445</u>	<u>-</u>
Cash and cash equivalents, end of year	<u>\$ 562,344</u>	<u>\$ 319,445</u>
Reconciliation of increase in net assets to net cash provided by operating activities:		
Increase in net assets	\$ 62,789	\$ 342,030
Adjustments to reconcile increase in net assets to net cash provided by operating activities:		
Depreciation	64,483	36,020
Changes in assets and liabilities:		
Increase in grants and contributions receivable	(9,972)	(125,234)
Increase in prepaid expenses	(12,261)	(17,561)
Increase in accounts payable and accrued expenses	157,996	181,129
Increase in deferred revenue	<u>31,002</u>	<u>47,143</u>
Net cash provided by operating activities	<u>\$ 294,037</u>	<u>\$ 463,527</u>
Supplemental disclosure of cash flow information:		
Equipment acquired under capital leases	<u>\$ 54,389</u>	<u>\$ -</u>

The accompanying notes are an integral part of these statements.

Icahn Charter School 2

NOTES TO FINANCIAL STATEMENTS

June 30, 2009 and 2008

NOTE A - NATURE OF OPERATIONS

The Icahn Charter School 2 (the "Charter School") is an educational corporation formed to operate a charter school located in the City of New York, County of the Bronx. On September 12, 2006, the Board of Regents of the University of the State of New York, for and on behalf of the State Education Department, granted a provisional charter valid for a term of five years, incorporating the Charter School.

The central mission of the Charter School, using the Core Knowledge curriculum developed by E.D. Hirsch, is to provide students with a rigorous academic program offered in an extended day/year setting. Students are expected to graduate armed with the skills and knowledge to participate successfully in the most rigorous academic environments and have a sense of personal and community responsibility. The Charter School is coeducational and nonsectarian and commenced instruction on September 10, 2007.

The Charter School is exempt from federal income tax under Section 501(a) of the Internal Revenue Code and is classified as an organization described in Section 501(c)(3).

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

1. Basis of Presentation

The Charter School prepares its financial statements on the accrual basis of accounting in conformity with U.S. Generally Accepted Accounting Principles ("U.S. GAAP") and standards established by the Financial Accounting Standards Board for external financial reporting by not-for-profit organizations. Those standards require the classification of activities and net assets based upon the existence or absence of donor-imposed restrictions, as follows:

Unrestricted - Net assets that are not subject to donor-imposed stipulation and, therefore, may be expended for any purpose in performing the primary objective of the Charter School.

Temporarily Restricted - Net assets subject to donor-imposed restrictions that will be satisfied either by actions of the Charter School or the passage of time.

Permanently Restricted - Net assets subject to donor-imposed restrictions stipulating that the corpus be maintained in perpetuity by the Charter School, but permit the Charter School to expend all or part of the income derived there from. At June 30, 2009 and 2008, the Charter School did not have any permanently restricted net assets.

Icahn Charter School 2

NOTES TO FINANCIAL STATEMENTS (continued)

June 30, 2009 and 2008

NOTE B (continued)

2. Revenue

Revenue is recorded on the accrual basis of accounting. The Charter School derives its revenue primarily from state and local capitation based on student enrollment, and contributions and grants.

Revenues are reported as increases in unrestricted net assets unless use of the related assets is limited by explicit donor-imposed restrictions or by law. Revenues (state and local capitation) received from the New York City Department of Education Office of Charter Schools are recognized over the period earned. Amounts received in advance are reported as deferred revenue.

The Charter School records contributions of cash and other assets when an unconditional promise to give such assets is received from a donor. Contributions are recorded at the fair market value of the assets received and are classified as either unrestricted, temporarily restricted or permanently restricted, depending on whether the donor has imposed a restriction on the use of such assets. All contributions receivable are expected to be collected within one year.

The Charter School reports gifts of cash or other assets as temporarily restricted support if they are received with donor stipulations that limit the use of the donated assets. When a donor restriction expires, that is, when a stipulated time restriction ends or purpose restriction is accomplished, temporarily restricted net assets are reclassified to unrestricted net assets and reported in the statement of activities as net assets released from restrictions. Donor-restricted contributions whose restrictions are met in the same fiscal year are reported as unrestricted revenues.

Receivables outstanding longer than the payment terms are considered past due. The carrying value of the related receivables is reduced by an appropriate allowance for uncollectible accounts. The Charter School determines its allowance by considering a number of factors, including the length of time receivables are past due, the Charter School's previous loss history, the donor's current ability to pay its obligation, and the condition of the general economy and the industry as a whole.

The Charter School writes off receivables when they are deemed to be uncollectible, and payments subsequently received on such receivables are credited to the allowance for doubtful accounts.

3. Cash and Cash Equivalents

Cash and cash equivalents are recorded at fair value, and are comprised of highly liquid financial instruments with original maturities of three months or less at the time of purchase.

Icahn Charter School 2

NOTES TO FINANCIAL STATEMENTS (continued)

June 30, 2009 and 2008

NOTE B (continued)

4. Concentration of Credit Risk

Certain financial instruments potentially subject the Charter School to concentration of credit risk. These financial instruments consist primarily of cash and cash equivalents. The Charter School maintains its cash in various bank accounts, which may exceed federally insured limits at times. The Charter School has not experienced, nor does it anticipate, any losses with respect to these bank accounts.

5. Furniture, Fixtures, Equipment, Library and Textbooks

Furniture, fixtures, equipment, library and textbooks are stated at cost net of depreciation, or fair value at date of contribution, if donated. Depreciation of furniture, fixtures, equipment, library, software and textbooks is computed in the month in which the assets are acquired, utilizing the straight-line basis, over their estimated useful lives, as follows:

	<u>Useful lives</u>
Furniture	3 years
Fixtures	3 years
Equipment	3 - 5 years
Library, software and textbooks	3 years

6. Contributed Space

The Charter School utilizes certain facilities provided by the New York City public school system at no cost. The cost savings associated with such arrangement which totaled \$80,851 for the year ended June 30, 2009, is recorded as contributed space and is recognized as revenue and expenses in the statement of activities based on the fair value of the space received.

7. Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, 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.

Icahn Charter School 2

NOTES TO FINANCIAL STATEMENTS (continued)

June 30, 2009 and 2008

NOTE C - FURNITURE, FIXTURES AND EQUIPMENT, NET

At June 30, 2009 and 2008, furniture, fixtures and equipment consisted of the following:

	<u>2009</u>	<u>2008</u>
Library, software and textbooks	\$ 65,485	\$ 38,575
Equipment	107,600	40,415
Furniture and fixtures	<u>74,070</u>	<u>65,092</u>
	247,155	144,082
Less: Accumulated depreciation	<u>(100,503)</u>	<u>(36,020)</u>
	<u>\$ 146,652</u>	<u>\$ 108,062</u>

Included in equipment as of June 30, 2009 are assets acquired under capital leases at a cost of \$54,389, with accumulated depreciation of \$2,719. Remaining obligations due under such leases are included in obligations under capital leases in the accompanying fiscal year 2009 statement of financial position.

Depreciation expense totaled \$64,483 and \$36,020 for the years ended June 30, 2009 and 2008, respectively.

NOTE D - RELATED PARTY TRANSACTIONS

Certain payroll and legal services are provided by the Icahn Associates Corp. (the "Company"), a company affiliated with Carl C. Icahn, at no cost to the Charter School. These amounts have not been reflected as in-kind contributions in the accompanying financial statements, as neither the Charter School nor the Company has a readily measurable or objective basis for determining such amounts.

NOTE E - CONCENTRATION OF REVENUES

The Charter School receives a majority of its revenues from the New York State Education Department through the New York City Department of Education Office of Charter Schools. The New York City Department of Education provides general operating support to the Charter School based upon the location and the number of students enrolled. Operating support provided to the Charter School by the New York City Department of Education totaled \$1,747,311 and \$1,178,581 for the years ended June 30, 2009 and 2008, respectively. The Charter School is dependent upon this level of funding in order to continue its operations.

Icahn Charter School 2

NOTES TO FINANCIAL STATEMENTS (continued)

June 30, 2009 and 2008

NOTE F - OBLIGATION UNDER CAPITAL LEASES

Certain long-term leases covering equipment are classified as capital leases. Accordingly, equipment is capitalized as leased property and amortized on a straight-line basis over the term of the lease. The corresponding obligation under the capital leases represents the present value of the rental payments discounted by interest rates implicit in the lease agreements. Annual payments subsequent to June 30, 2009 follow:

<u>Year Ending June 30,</u>	
2010	\$ 12,094
2011	12,094
2012	12,094
2013	12,094
2014	<u>9,070</u>
	57,446
Less: interest	<u>(5,511)</u>
	<u>\$ 51,935</u>

NOTE G - PENSION PLAN

The Charter School has a defined contribution plan (the "Plan"), administered by Prudential, for all full-time personnel. Contributions by The Charter School to the Plan totaled \$27,528 and \$16,104 for the years ended June 30, 2009 and 2008, respectively.



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Grant Thornton LLP
666 Third Avenue, 13th Floor
New York, NY 10017-4011

T 212.599.0100
F 212.370.4520
www.GrantThornton.com

REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS ON INTERNAL
CONTROL OVER FINANCIAL REPORTING AND ON COMPLIANCE AND OTHER
MATTERS BASED ON AN AUDIT OF FINANCIAL STATEMENTS PERFORMED IN
ACCORDANCE WITH *GOVERNMENT AUDITING STANDARDS*

To the Board of Directors of the
Icahn Charter School 2:

We have audited the financial statements of the Icahn Charter School 2 (the "Charter School") as of and for the years ended June 30, 2009 and 2008, and have issued our report thereon dated October 29, 2009. We conducted our audits in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States.

Internal Control Over Financial Reporting

In planning and performing our audits, we considered the Charter School's internal control over financial reporting as a basis for designing our auditing procedures for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Charter School's internal control over financial reporting. Accordingly, we do not express an opinion on the effectiveness of the Charter School's internal control over financial reporting.

A control deficiency exists when the design or operation of a control does not allow management or employees to prevent or detect misstatements on a timely basis in the normal course of performing their assigned functions. A significant deficiency is a control deficiency, or combination of control deficiencies, that adversely affects the Charter School's ability to initiate, authorize, record, process, or report financial data reliably in accordance with accounting principles generally accepted in the United States of America such that there is more than a remote likelihood that a misstatement of the Charter School's financial statements that is more than inconsequential will not be prevented or detected by the Charter School's internal control.

A material weakness is a significant deficiency, or combination of significant deficiencies, that results in more than a remote likelihood that a material misstatement of the financial statements will not be prevented or detected by the Charter School's internal control.

Our consideration of internal control over financial reporting was for the limited purpose described in the first paragraph of this section and would not necessarily identify all deficiencies in internal control that might be significant deficiencies or material weaknesses. We did not identify any deficiencies in internal control over financial reporting that we consider to be material weaknesses, as defined above.

Compliance and Other Matters

As part of obtaining reasonable assurance about whether the Charter School's financial statements are free of material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audits. Accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under Government Auditing Standards.

This report is intended solely for the information and use of the Charter School's Board of Directors and management, and the State of New York awarding agencies providing funding to the Charter School. It is not intended for, and should not be used by anyone other than these specified parties.

GRANT THORNTON LLP

New York, New York
October 29, 2009

SUPPLEMENTARY INFORMATION

Icahn Charter School 2

SCHEDULE OF FUNCTIONAL EXPENSES

For the year ended June 30, 2009

	Regular Education	Special Education	Management and General	Total
Salaries	\$ 1,075,833	\$ 15,433	\$ 182,816	\$ 1,274,082
Employee benefits and payroll taxes	222,867	1,493	42,677	267,037
Bank/payroll service charge	5,867	-	622	6,489
Custodial supplies	295	-	26	321
Dues and subscriptions	1,480	-	-	1,480
Equipment rental/lease	10,067	240	896	11,203
Extracurricular	1,780	-	-	1,780
Insurance	28,127	-	2,446	30,573
Internet and community connectivity	440	10	39	489
Legal	-	-	728	728
Maintenance and repairs	10,948	-	796	11,744
Occupancy	72,676	1,707	6,468	80,851
Office supplies	6,215	-	17,971	24,186
Instructional supplies	102,177	-	-	102,177
Other expenses	7,650	-	-	7,650
Postage and delivery	859	20	77	956
Software and license support	4,556	-	-	4,556
Staff development	109,834	-	-	109,834
Student testing	9,238	-	-	9,238
Telephone	4,997	118	445	5,560
Transportation (student)	30,301	-	-	30,301
Travel	1,891	-	1,441	3,332
Interest	512	11	45	568
Depreciation (Note C)	<u>61,724</u>	<u>1,357</u>	<u>1,402</u>	<u>64,483</u>
Total expenses	<u>\$ 1,770,334</u>	<u>\$ 20,389</u>	<u>\$ 258,895</u>	<u>\$ 2,049,618</u>

This schedule should be read in conjunction with the report of independent certified public accountants.

Icahn Charter School 2

SCHEDULE OF FUNCTIONAL EXPENSES

For the year ended June 30, 2008

	Regular Education	Management and General	Total
Salaries	\$ 643,862	\$ 158,268	\$ 802,130
Employee benefits and payroll taxes	131,365	32,841	164,206
Accounting/auditing fees	8,250	2,750	11,000
Bank/payroll service charge	3,741	1,308	5,049
Consultants - education	44,325	-	44,325
Dues and subscriptions	5,268	777	6,045
Equipment rental/lease	5,087	1,272	6,359
Extracurricular	640	-	640
Insurance	18,044	4,511	22,555
Internet and community connectivity	21,710	5,427	27,137
Maintenance and repairs	1,190	240	1,430
Marketing and recruitment	-	205	205
Office supplies	14,083	3,455	17,538
Instructional supplies	94,233	-	94,233
Other expenses	-	321	321
Postage and delivery	867	289	1,156
Software and license support	23,050	5,763	28,813
Staff development	90,036	-	90,036
Student testing	2,317	-	2,317
Telephone	6,760	1,690	8,450
Transportation (student)	806	201	1,007
Travel	644	223	867
Depreciation (Note C)	<u>31,169</u>	<u>4,851</u>	<u>36,020</u>
Total expenses	<u>\$ 1,147,447</u>	<u>\$ 224,392</u>	<u>\$ 1,371,839</u>

This schedule should be read in conjunction with the report of independent certified public accountants.