Financial Statements For The Fiscal Year Ended May 31, 2025

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Accounting · Auditing · Tax · Consulting

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Independent Accountants' Audit Report

To the Board of Directors
Saint Photios Orthodox Theological Seminary
Etna, CA

Opinion

We have audited the accompanying financial statements of Saint Photios Orthodox Theological Seminary, (a nonprofit organization), which comprise the statement of financial position as of May 31, 2025, and the related statements of activities, functional expenses, and cash flows for the year then ended, and the related notes to the financial statements.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Saint Photios Orthodox Theological Seminary as of May 31, 2025, and the changes in its net assets and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of Saint Photios Orthodox Theological Seminary and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about Saint Photios Orthodox Theological Seminary's ability to continue as a going concern within one year after the date that the financial statements are available to be issued.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with generally accepted auditing standards will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgement made by a reasonable user based on the financial statements.

In performing an audit in accordance with generally accepted auditing standards, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- · Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit 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 Saint Photios Orthodox Theological Seminary's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- · Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about Saint Photios Orthodox Theological Seminary's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control related matters that we identified during the audit.

Giannakopoulos & Giannakopoulos, CPAs

Astoria, NY November 17, 2025

STATEMENT OF FINANCIAL POSITION

At May 31, 2025

ASSETS			
Current Assets			
Cash and cash equivalents	\$ 119,595		
Investments (See note 3)	131,817		
Accounts Receivable	2,307		
Prepaid Expenses	550		
Total Current Assets		\$	254,269
Fixed Assets			
Property and equipment - net (See note 4)	2,033,900		
Total Fixed Assets	 		2,033,900
TOTAL ASSETS		\$	2,288,169
			
LIABILITIES AND NET ASSETS			
Liabilities			
Current Liabilities			
Accounts payable and accrued expenses	42,045		
Current portion of notes payable (See note 5)	17,261		
Due to related party - net (See note 8)	95,777		
Unearned Revenue	2,000		
Other current liabilities (See note 11)	 10,000		
Total Current Liabilities			167,083
Long Term Liabilities			
Notes payable (See note 5)	 365,398		
Total Long Term Liabilities	 		365,398
TOTAL LIABILITIES		\$	532,481
Net Assets			
Without donor restrictions	1,483,846		
With donor restrictions (See note 6)	 271,842		
Total Net Assets			1,755,688
TOTAL LIABILITIES AND NET ASSETS		\$	2,288,169

See independent accountants' audit report and notes to the financial statements

STATEMENT OF ACTIVITIES

For the Fiscal Year Ended May 31, 2025

	Without Donor Restrictions					ith Donor		Total
REVENUE AND SUPPORT								
Contributions	\$	708,359	\$	92,792	\$	801,151		
Scholarship	Ψ	-	Ψ	75,193	ψ	75,193		
Monastic community support (See note 7)		254,147		73,173		254,147		
Program income		,,				234,147		
Tuition and fees		102,096		_		102,096		
Room and board		56,763		_		56,763		
Net investment income (See note 3)		5,722		_		5,722		
Other		3,363				3,363		
Total Revenue and Support		1,130,450		167,985		1,298,435		
Net assets released from restrictions		180,481		(180,481)		-		
TOTAL REVENUE, SUPPORT, AND NET ASSETS RELEASED FROM RESTRICTIONS	\$	1,310,931	_\$	(12,496)	_\$_	1,298,435		
EXPENSES								
Program services:								
Seminary		915,160				915,160		
Total Program Services		915,160		-	-	915,160		
Supporting services:								
Management and general		12,768		_		12,768		
Fundraising and marketing		235,832		-		235,832		
Total Supporting Services		248,600				248,600		
TOTAL EXPENSES	_\$	1,163,760	\$		\$	1,163,760		
CHANGE IN NET ASSETS	\$	147,171	\$	(12,496)	\$	134,675		
NET ASSETS - BEGINNING OF YEAR	\$	1,336,675	\$	284,338	\$	1,621,013		
NET ASSETS - END OF YEAR	\$	1,483,846		271,842	\$	1,755,688		

See independent accountants' audit report and notes to the financial statements

STATEMENT OF FUNCTIONAL EXPENSES

For the Fiscal Year Ended May 31, 2025

	Progr	ram Services	Supporting Services				
	S	Seminary		Management and General		Iraising and	 Total
Professional services	\$	246,908	\$	12,680	\$	293	\$ 259,881
Depreciation		87,662		-		885	88,547
Salaries		262,824		_		160,690	423,514
Supplies & small equipment		51,011		_		382	51,393
Scholarships		53,025		_		_	53,025
Meals		30,009		-		303	30,312
Facilities		46,443		_		469	46,912
Utilities and related expenses		23,015		_		233	23,248
Interest expense		21,793		_		220	22,013
Housing costs		43,250		-		_	43,250
Travel and conferences		4,791		_		_	4,791
Advertising		-		_		63,595	63,595
Other		44,429		88		8,762	 53,279
TOTAL EXPENSES	\$	915,160	\$	12,768	\$	235,832	\$ 1,163,760

STATEMENT OF CASH FLOWS

For the Fiscal Year Ended May 31, 2025

CASH FLOWS FROM OPERATING ACTIVITIES		
Change in net assets		\$ 134,675
Adjustments to reconcile change in net assets to net cash:		+ 10 1,010
Depreciation		88,547
Unrealized and realized (gain) / loss on investments		(1,678)
(Increase) / Decrease in:		(2,070)
Accounts receivable		1,032
Prepaid expenses		-,
Increase / (Decrease) in:		
Accounts payable and accrued expenses		1,603
Unearned Revenue		2,000
Other current liabilities		7,032
Net Cash Provided by / (Used For) Operating Activities		233,211
CASH FLOWS FROM INVESTING ACTIVITIES		
Payments for the purchase of property and equipment		(49,309)
Proceeds from sale of vehicle		1,440
Proceeds from the sale of investments		43,437
Payments for the purchase of investments		(136,837)
Net Cash Provided by / (Used For) Investing Activities		(141,269)
CASH FLOWS FROM FINANCING ACTIVITIES		
Imputed Interest on Related Party Loan		4,413
Principal payments on debt		(16,499)
Net Cash Provided by / (Used For) Financing Activities		•
2.50 Class 2.10 Made by , (Cased 101) I mancing rectivities		(12,086)
NET INCREASE / (DECREASE) IN CASH		\$ 79,856
CASH AND CASH EQUIVALENTS - BEGINNING OF Y	EAR	\$ 39,739
CASH AND CASH EQUIVALENTS - END OF YEAR		\$ 119,595
SUPPLEMENTAL DISCLOSURE OF CASH FLOWS IN	FORMATION	
Cash Paid for Interest	\$ 17,600	
Cash Paid for Income Taxes (See note 1)	\$ -	

See independent accountants' audit report and notes to the financial statements

NOTES TO FINANCIAL STATEMENTS

For the Fiscal Year Ended May 31, 2025

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Activities

Saint Photios Orthodox Theological Seminary (the Seminary) is a nonprofit religious corporation formed under the laws of the State of California in August 2015. The mission of the Seminary is to serve the Church of the Genuine Orthodox Christians of Greece (GOC) and the wider witness by preparing candidates for the Priesthood and Diaconate to minister to the parishes of its Eparchy in the U.S.A. and Canada, as well as the future missions in North America. The Seminary is supported primarily by charitable donations, monastic community support, and tuition and fees from students. The Seminary has been accredited by the Association for Biblical Higher Education.

Basis of Accounting

The accompanying financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America. Revenues are recognized when earned and expenses are recognized when the obligation is incurred. The Seminary classifies revenues and contributions as well as expenses into two classes based upon the existence or absence of donor restrictions.

Net Assets - Without Donor Restrictions

Net assets without donor restrictions are resources available to support operations. The only limits on the use of these net assets are the broad limits resulting from the nature of the organization, the environment in which it operates, and any limits resulting from contractual agreements with creditors and others that are entered into the course of operations.

Net Assets - With Donor Restrictions

Net assets with donor restrictions are resources restricted by the donors for use for a particular purpose. The restrictions expire when the resources are used in accordance with the donors' instructions. When a donor's restriction is satisfied, either by completion of the purpose or full use of the donated funds, the expiration of the restriction is reported on the financial statements by reclassifying the net assets from restricted to those unrestricted.

Cash and Cash Equivalents

Cash and cash equivalents include cash on hand, cash in banks, and all higher liquid investments with maturities of three months or less at the time of purchase. The Seminary maintains its cash balances at financial institutions located in California State. Accounts at the institutions are insured by the FDIC up to \$250,000 and is subject to the corresponding credit risk when balances exceed the insured amount, which is mitigated by the high credit of those financial institutions.

Revenue and Revenue Recognition

The Seminary recognizes revenue from program services over time as the performance obligation of administering the related services are met through the duration of the school year. Program income includes both Tuition and Fees as well as other revenue streams such as Room and Board. Scholarships are granted based on financial need and includes amounts funded by the Seminary as well as donations from donors. Scholarship expense is reported separately on the Statement of Functional Expenses.

Contributions are recognized when cash, securities or other assets, or an unconditional promise to give is received. Conditional promises to give are not recognized until the conditions on which they depend have been substantially met. Revenue is recognized when earned.

NOTES TO FINANCIAL STATEMENTS

For the Fiscal Year Ended May 31, 2025

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Accounts Receivable and Allowance for Credit Losses

Accounts receivable primarily represents the balance of tuition and other miscellaneous charges owed to the Seminary. Accounts receivable is required to be stated net of allowance for credit losses, when considered necessary by the Seminary, which would be reported on the face of the Seminary's Statement of Financial Position. The allowance is then charged against the related revenue stream. The Seminary has not evaluated an allowance for credit losses based on historical loss experience, length of time the receivable is overdue, and current information related to students accounts. If deemed uncollectible, then the amount is written off. Although the lack of an evaluation of credit losses is a departure from GAAP, management believes it does not result in a material difference. There was no bad debt expense for the fiscal year ended May 31, 2025.

Financial Instruments and Credit Risk

The Seminary's financial instruments that are potentially exposed to concentration of credit risk consists primarily of cash, cash equivalents, and short-term investments. In accordance with its investment policy, the Seminary places its temporary cash investments with high quality credit institutions. At May 31, 2025, the Seminary had no cash and cash equivalents in excess of the FDIC insured limit.

Investments

Investments in marketable securities with readily determinable fair values are stated at fair market value on the Statement of Financial Position. Unrealized gains and losses are included in the changes in net assets on the Statement of Activities. Investment income and gains restricted by donors are reported as increases in net assets without donor restriction if the restrictions are met in the reporting period in which the income and gains are recognized.

Property and Equipment

Property and equipment of \$1,000 or more are capitalized at cost when purchased, or at fair market value when contributed. Expenditures for maintenance and repairs are charged to expense as incurred whereas major betterments are capitalized. Property and equipment is depreciated using the straight-line method over the estimated useful life of the asset. The estimated useful lives of current property and equipment range as follows:

Buildings	40 Years
Land improvements	20 Years
Furniture and equipment	4-10 Years
Library materials	10 Years
Vehicles	10 Years

Income Taxes

The Seminary is recognized by the Internal Revenue Service as a Section 501(c)(3) non-profit organization and is therefore exempt from federal and state income taxes. Accordingly, no provision for income taxes has been recorded in the accompanying financial statements. The Seminary is classified by the Internal Revenue Service as other than a private foundation. The Seminary does not believe its financial statements include (or reflect) any uncertain tax positions.

Use of Accounting Estimates

The preparation of the financial statements in conformity with US 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.

NOTES TO FINANCIAL STATEMENTS

For the Fiscal Year Ended May 31, 2025

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Functional Allocation of Expenses

The financial statements report certain categories of expenses that are attributed to more than one program or supporting function. Therefore, expenses require allocation on a reasonable basis that is consistently applied. Certain significant expenses are allocated based on square footage, such as facilities or supplies.

Advertising Costs

The Seminary expenses advertising costs as they are incurred. Advertising costs totaled \$63,595 for the year ended May 31, 2025.

2. LIQUIDITY AND AVAILABILITY

Financial assets available for general expenditures, that is, without donor or other restrictions limiting their use, within one year of the balance sheet date, comprise the following:

Total	\$ (17,573)
Amounts restricted by donor for purpose	 271,842
Less: unavailable for general expenditures in one year due to:	
Prepaid expenses	550
Accounts receivable	2,307
Investments	131,817
Cash and cash equivalents	\$ 119,595

The Seminary maintains sufficient cash in banks to meet ongoing daily or monthly operational expenses. Excess cash is invested and can be converted back to cash within 30 days.

3. FAIR VALUE MEASUREMENTS

FASB ASC 820-10, Fair Value Measurements, establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Seminary has the ability to access.

Level 2: Quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; inputs other than quoted prices that are observable for the asset or liability; inputs that are derived principally from or corroborated by observable market data by correlation or other means; if the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

Level 3: Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

NOTES TO FINANCIAL STATEMENTS For the Fiscal Year Ended May 31, 2025

3. FAIR VALUE MEASUREMENTS, (Cont'd)

4.

The asset or liability's fair value measurement level withing the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The following table sets forth by level, within the fair value hierarchy the Seminary's assets and liabilities at fair value for the fiscal year ended May 31, 2025. Level 2 investment values are based on the Net Asset Value (NAV) per share as listed in the prospectus.

	 Level 1		Level 2	Level 3		Total
Money Market Funds	\$ 33,456	\$	-	\$	-	\$ 33,456
Stocks and Mutual Funds	 98,361			 	_	98,361
TOTAL	\$ 131,817	\$		\$ 	-	\$ 131,817
Investment Income / (Loss)						
Interest and Dividends	\$ 4,044					
Realized Gains / (Losses)	2,652					
Unrealized Gains / (Losses)	(974)	}				
		-				
NET INVESTMENT INCOME / (LOSS)	\$ 5,722					
PROPERTY AND EQUIPMENT Property and equipment consisted of the following: Nondepreciable Assets						
Land	\$ 119,972					
Work in progress	 587,341					
TOTAL NON-DEPRECIABLE ASSETS		\$	707,313			
Depreciable Assets						
Buildings	\$ 1,232,538					
Land improvements	137,558					
Leasehold improvements	35,826					
Furniture and equipment	178,735					
Library materials	340,628					
Vehicle	 16,000					
Total Depreciable Assets			1,941,285			
Less: Accumulated depreciation			(614,698)			
DEPRECIABLE ASSETS - NET			1,326,587			
PROPERTY AND EQUIPMENT - NET		\$	2,033,900			

Total depreciation expense for the fiscal year ended May 31, 2025 was \$88,547.

NOTES TO FINANCIAL STATEMENTS

For the Fiscal Year Ended May 31, 2025

5. NOTES PAYABLE

The Seminary entered into a note payable with Banner Bank in April 2020 in the original amount of \$183,485. The note was refinanced in January 2021 for the amount of \$448,500; it matures in January 2041 and is payable in 120 monthly payments of \$2,842 at an interest rate of 4.5%. Afterwards, there shall be 120 monthly payments of \$2,908 at the then U.S. Prime Rate plus 1%. The note is collateralized by real property and contains certain covenants with which the Seminary must comply. As of the date of these financials, the Seminary was in compliance with these loan covenants.

The Seminary's principal payments for the next five years are as follows:

2025	\$ 17,261
2026	18,054
2027	18,883
2028	19,750
2029	20,658
Thereafter	 288,053
Total	\$ 382,659

6. NET ASSETS

The Seminary's net assets as of May 31, 2025 are as follows:

NET ASSETS WITHOUT DONOR RESTRICTION

Undesignated	\$ 1,483,846
Total Net Assets Without Donor Restriction	\$ 1,483,846
NET ASSETS WITH DONOR RESTRICTION Subject to Expenditures for Specified Purpose	
Scholarship	\$ 139,489
Mortgage	20,679
Construction, Phase 2	107,451
Related Party Imputed Interest	4,223
Total Net Assets With Donor Restrictions	\$ 271,842

7. NON-CASH CONTRIBUTIONS

Non-cash contributions are recorded at their estimated fair market value. Donated services that create or enhance non-financial assets or that require specialized skills, are provided by individuals possessing those skills, and would typically need to be purchased if not provided by donation, are recorded at their fair values in the period received. The Seminary received the following non-cash contributions, which are included in revenue in the Statement of Activities:

TOTAL	\$ 294,422
Other Professional Services	 18,180
Donated Stocks/Materials	90,362
Seminary Services	\$ 185,880

NOTES TO FINANCIAL STATEMENTS

For the Fiscal Year Ended May 31, 2025

8. RELATED PARTY LOAN

On May 2, 2023, the Seminary borrowed from SGPM an amount of \$100,000. The note payable is a zero-interest loan, due in 3 years as a lump sum payment. As of May 31, 2025, there is a principle amount due of \$100,000.

Due to the zero interest loan, there was a implied discount on the loan of \$13,195 using an effective interest rate of 4.83%. results in imputed interest being calculated throughout the term of the loan. The discount is recorded as a restricted donation that releases through imputed interest "paid" each year. At the end of the term of the loan, the final balance will be paid along with any remaining imputed interest being released to unrestricted net assets. As of May 31, 2025, there was imputed interest paid of \$4,413 with a remaining loan balance of \$95,777.

9. RELATED PARTY TRANSACTIONS

The Seminary has received goods and services from the Saint Gregory Palamas Monastery (SGPM), with which it is affiliated through the GOC. SGPM provides donated services and goods to the Seminary to support the day to day operations of the Seminary. The Seminary received donated goods and services totaling \$207,707 from SGPM during the year. The Seminary rents housing facilities for students from SGPM, on an annual lease. The Seminary paid rent of \$30,000 during the year.

The Seminary has received services from the Convent of Saint Elizabeth (CSE), with which it is affiliated through the GOC. CSE provides donated goods and services to the Seminary to support the day to day operations of the Seminary received donated goods and services totaling \$46,440 from CSE during the year.

The Seminary received contributions totaling \$18,085 from Board members of the Seminary or organizations related to Board members during the year. The Seminary received contributions totaling \$101,118 from both SGPM and CSE during the year.

10. LEASES

The Seminary has adopted ASU 2016-02 and its update, ASU 2018-02, as of June 1, 2022. However, the Seminary does not currently have any leases that would fall under the rules of ASU 2016-02 for capitalization of such leases, as they are all twelve months or less in duration.

The Seminary leases storage space on a month to month lease at \$500 per month. Rent expense was \$6,000 during the year.

The Seminary leases housing facilities on a month to month lease at \$550 per month. Rent expense was \$6,600 during the year.

The Seminary leases office space on a month to month lease at \$950 per month. Rent expense was \$6,650 during the year.

The Seminary leases additional housing facilities from SGPM, a related party described in Note 9, Related Party Transactions.

11. OTHER CURRENT LIABILITIES

Other Current Liabilities consist of a translation fund payable. A donor of the Seminary has donated money to fund a translation of a foreign language book into English by one of the Adjunct Professors. As of the date the financials were available for issuance, neither Seminary nor the Professor have completed the project.

12. <u>SUBSEQUENT EVENTS</u>

The Seminary has evaluated subsequent events through November 17, 2025, the date the financial statements were available for issuance. No subsequent events require recognition or disclosure in the financial statements.

See independent accountants' audit report