Consolidated Financial Statements and OMB Circular A-133
Supplementary Information Together with
Reports of Independent Certified Public Accountants

THE DOMESTIC AND FOREIGN MISSIONARY SOCIETY OF THE PROTESTANT EPISCOPAL CHURCH IN THE UNITED STATES OF AMERICA AND AFFILIATES

December 31, 2010 and 2009

THE DOMESTIC AND FOREIGN MISSIONARY SOCIETY OF THE PROTESTANT EPISCOPAL CHURCH IN THE UNITED STATES OF AMERICA AND AFFILIATES

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REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

To the Executive Council of
**The Domestic and Foreign Missionary Society
of the Protestant Episcopal Church in the
United States of America and Affiliates**:

We have audited the accompanying consolidated statements of financial position of The Domestic and Foreign Missionary Society of the Protestant Episcopal Church in the United States of America and Affiliates (the "Society") as of December 31, 2010 and 2009, and the related consolidated statements of activities and cash flows for the years then ended. These consolidated financial statements are the responsibility of the Society's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We did not audit the financial statements of the St. John's School, which statements reflect total assets and revenues constituting 3% and 3%, respectively, and 6% and 7% respectively, of the related consolidated totals as of December 31, 2010 and 2009. These statements were audited by other auditors whose report has been furnished to us, and our opinion, insofar as it relates to the amounts included for St. John's School, is based solely on the reports of the other auditors.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America 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 Society'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 consolidated financial statements, assessing the accounting principles used and the 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 consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of the Society as of December 31, 2010 and 2009, and the consolidated changes in their net assets and their consolidated 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 June 30, 2011 on our consideration of the Society'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 effectiveness of the Society's 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 consolidated financial statements of the Society as of and for the years ended December 31, 2010 and 2009, taken as a whole. The accompanying schedule of expenditures of federal awards for the year ended December 31, 2010 is presented for purposes of additional analysis as required by the U.S. Office of Management and Budget Circular A-133, *Audits of States, Local Governments and Non-Profit Organizations*, and is not a required part of the basic 2010 consolidated financial statements. Such information has been subjected to the auditing procedures applied in the audit of the basic 2010 consolidated financial statements and, in our opinion, is fairly stated, in all material respects, in relation to the basic 2010 consolidated financial statements taken as a whole.

Grant Thornton LLP

New York, New York
June 30, 2011

THE DOMESTIC AND FOREIGN MISSIONARY SOCIETY OF THE PROTESTANT EPISCOPAL CHURCH IN THE UNITED STATES OF AMERICA AND AFFILIATES

Consolidated Statements of Financial Position

As of December 31, 2010 and 2009

(Dollar amounts in thousands)

ASSETS	**2010**	**2009**
CURRENT ASSETS		
Cash and cash equivalents	$ 16,405	$ 10,385
Receivables:		
Diocesan commitments receivable, net (Note 2)	2,261	3,265
Loans receivable, net (Note 5)	1,001	1,377
Government grants	3,282	1,438
Other receivables, net (Note 4)	5,840	7,202
Collateral received under securities loan agreement (Note 3)	5,510	20,295
Inventory, net (Note 2)	23	138
Prepaid expenses and other assets	468	424
Total current assets	34,790	44,524
Investments (Note 3):		
DFMS-controlled funds	257,767	238,104
Funds held for the benefit of others	83,235	76,773
Total investments	341,002	314,877
Property and equipment, net (Note 6)	58,984	61,217
Loans receivable - noncurrent, net (Note 5)	3,705	3,882
Other assets	178	170
Beneficial interest in outside trusts (Note 2)	7,654	7,076
Total assets	$ 446,313	$ 431,746
LIABILITIES AND NET ASSETS		
LIABILITIES		
Current liabilities:		
Accounts payable and accrued expenses	$ 7,316	$ 11,817
Payable under securities loan agreement (Note 3)	5,510	20,295
Grants payable	719	1,500
Mortgage payable (Note 7)	76	71
Accrued postretirement benefits other than pensions (Note 9)	616	697
Total current liabilities	14,237	34,380
Notes payable (Note 7)	44,975	46,788
Mortgage payable, net of current installments (Note 7)	2,482	2,557
Accrued postretirement benefits other than pensions, net of current portion (Note 9)	10,491	9,521
Annuities payable	512	465
Funds held for the benefit of others	60,011	55,686
Funds held in a trustee relationship	23,224	21,087
Total liabilities	155,932	170,484
Contingencies (Note 13)		
NET ASSETS (Note 11)		
Unrestricted:		
Available for general operations	44,813	30,840
Executive Council Designated Employee Benefit Program	2,855	2,926
Executive Council Designated Principal and Appreciation	48,780	85,580
Invested in property and equipment	26,811	37,045
Total unrestricted	123,259	156,391
Temporarily restricted (Note 10)	136,419	74,737
Permanently restricted	30,703	30,134
Total net assets	290,381	261,262
Total liabilities and net assets	$ 446,313	$ 431,746

The accompanying notes are an integral part of these consolidated financial statements.

THE DOMESTIC AND FOREIGN MISSIONARY SOCIETY OF THE PROTESTANT EPISCOPAL CHURCH IN THE UNITED STATES OF AMERICA AND AFFILIATES

Consolidated Statements of Activities

For the Years Ended December 31, 2010 and 2009

(Dollar amounts in thousands)

	2010				2009			
	Unrestricted	Temporarily Restricted	Permanently Restricted	Total	Unrestricted	Temporarily Restricted	Permanently Restricted	Total
REVENUES AND OTHER SUPPORT								
Diocesan commitments (Note 12)	$ 27,056	$ -	$ -	$ 27,056	$ 30,216	$ -	$ -	$ 30,216
Contributions and bequests	823	2,200	38	3,061	688	2,700	-	3,388
Contributed services	455	-	-	455	932	-	-	932
Investment return designated for current operations (Note 3)	9,657	2,143	-	11,800	9,296	1,970	-	11,266
Other investment income	839	110	-	949	920	225	-	1,145
Government revenue	15,836	-	-	15,836	11,388	-	-	11,388
Fees, sales and other	3,556	-	-	3,556	4,486	-	-	4,486
Episcopal Relief & Development (Note 14)	-	32,232	-	32,232	-	19,499	(1)	19,498
Net assets released from restrictions	29,012	(29,012)	-	-	24,555	(24,555)	-	-
Revenue from the Episcopal Church in Micronesia	6,189	-	-	6,189	6,250	-	(69)	6,181
Total revenues and other support	93,423	7,673	38	101,134	88,731	(161)	(70)	88,500
EXPENSES								
Program services-								
Canonical and missional programs	43,533	-	-	43,533	48,164	-	-	48,164
General convention	1,832	-	-	1,832	4,296	-	-	4,296
Grant-related activities and other	5,394	-	-	5,394	5,961	-	-	5,961
Episcopal Relief & Development (Note 14)	21,629	-	-	21,629	16,770	-	-	16,770
Expenses from the Episcopal Church in Micronesia	7,842	-	-	7,842	7,450	-	-	7,450
Total program services	80,230	-	-	80,230	82,641	-	-	82,641
Supporting services-								
Fundraising	2,067	-	-	2,067	2,178	-	-	2,178
General and administrative	8,879	-	-	8,879	11,085	-	-	11,085
Total supporting services	10,946	-	-	10,946	13,263	-	-	13,263
Total expenses	91,176	-	-	91,176	95,904	-	-	95,904
Changes in net assets from operations	2,247	7,673	38	9,958	(7,173)	(161)	(70)	(7,404)
NONOPERATING ACTIVITIES								
Investment return (loss) (Note 3)	15,274	15,810	-	31,084	23,829	18,293	-	42,122
Less: Other investment income (loss)	839	110	(531)	418	(1,268)	225	(982)	(2,025)
Net investment (loss) gain - trust fund	14,435	15,700	531	30,666	25,097	18,068	982	44,147
Less: Investment return designated for current operations (Note 3)	9,657	2,143	-	11,800	9,296	1,970	-	11,266
Total nonoperating activities	4,778	13,557	531	18,866	15,801	16,098	982	32,881
Changes in net assets	7,025	21,230	569	28,824	8,628	15,937	912	25,477
Postretirement related activities other than net periodic pension cost (Note 9)	295	-	-	295	467	-	-	467
Changes in net assets	7,320	21,230	569	29,119	9,095	15,937	912	25,944
Reclassification of net assets (Note 11)	(40,452)	40,452	-	-	-	-	-	-
Net assets, beginning of year	156,391	74,737	30,134	261,262	147,296	58,800	29,222	235,318
Net assets, end of year	$ 123,259	$ 136,419	$ 30,703	$ 290,381	$ 156,391	$ 74,737	$ 30,134	$ 261,262

The accompanying notes are an integral part of these consolidated financial statements.

THE DOMESTIC AND FOREIGN MISSIONARY SOCIETY OF THE PROTESTANT EPISCOPAL CHURCH IN THE UNITED STATES OF AMERICA AND AFFILIATES

Consolidated Statements of Cash Flows

For the Years Ended of December 31, 2010 and 2009
(Dollar amounts in thousands)

	2010	2009
CASH FLOWS FROM OPERATING ACTIVITIES		
Changes in net assets	$ 29,119	$ 25,944
Adjustments to reconcile changes in net assets to net cash used in operating activities:		
Noncash items:		
Depreciation	2,998	2,919
Change in allowance for uncollectible amounts	1,733	(85)
Amortization of discount to present value receivables	(28)	22
Total noncash adjustments	4,703	2,856
Change in working capital:		
Increase in diocesan commitments receivable	(789)	(1,954)
Decrease (increase) in loans receivable	608	(426)
Increase in government grants receivable	(1,844)	(223)
Decrease in other receivables	1,395	1,974
Decrease (increase) in inventory, prepaid expenses and other assets	63	(123)
(Decrease) increase in accounts payable and accrued expenses	(4,501)	3,193
(Decrease) increase in grants payable	(781)	483
Total change in working capital accounts	(5,849)	2,924
Change in investments:		
Net realized and unrealized gains on investments	(29,401)	(40,064)
Total change in investments	(29,401)	(40,064)
Other changes:		
Change in value of beneficial interests in outside trusts	(531)	(982)
Increase in accrued postretirement benefits other than pensions	889	986
Permanently restricted contributions	38	1
Total other changes	396	5
Total change in working capital accounts and other	(34,854)	(37,135)
Net cash used in operating activities	(1,032)	(8,335)
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchases of property and equipment	(765)	(10,362)
Proceeds from sales of investments	622,524	379,721
Purchases of investments	(612,786)	(371,910)
Net cash provided by (used in) investing activities	8,973	(2,551)
CASH FLOWS FROM FINANCING ACTIVITIES		
Permanently restricted contributions	(38)	(1)
Borrowings under line of credit	(1,813)	9,288
Proceeds from mortgage loan	-	932
Principal payments on mortgage loan	(70)	-
Net cash (used in) provided by financing activities	(1,921)	10,219
Net increase (decrease) in cash and cash equivalents	6,020	(667)
Cash and cash equivalents, beginning of year	10,385	11,052
Cash and cash equivalents, end of year	$ 16,405	$ 10,385
Supplemental disclosure of cash flow information:		
Cash paid for interest during the year	$ 930	$ 1,287

The accompanying notes are an integral part of these consolidated financial statements.

1. ORGANIZATION AND NATURE OF ACTIVITIES

The Domestic and Foreign Missionary Society of the Protestant Episcopal Church in the United States of America ("DFMS") is the corporate organization charged with the legal and financial responsibilities for the operations of the Episcopal Church in the United States. It does not, however, operate or otherwise control individual dioceses. The General Convention is the legislative body of the Episcopal Church and meets in convention once every three years. Between conventions, the Executive Council of the General Convention is charged with the responsibility of implementing the programs and policies adopted by the General Convention.

DFMS's consolidated financial statements include the activities of Episcopal Relief & Development ("ERD"), a separate 501(c)(3) not-for-profit corporation, Episcopal Church Women, United Thank Offering and all other direct agencies of DFMS, as well as missional church and school activities in Micronesia (Guam). All intercompany transactions are eliminated upon consolidation. These entities and programs are collectively known as the "Society."

A significant amount of the Society's support comes from amounts provided by the dioceses.

The Society has been classified by the Internal Revenue Service as a not-for-profit organization exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code. Therefore, no provision for income taxes has been made in the accompanying consolidated financial statements.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying consolidated financial statements have been prepared using the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America. Accordingly, the classification of the Society's net assets and its support, revenues and expenses are based on the existence or absence of donor-imposed restrictions. The amounts for each of the three classes of net assets, permanently restricted, temporarily restricted and unrestricted, are displayed in the consolidated statement of financial position and the changes in each of those classes of net assets are displayed in the consolidated statement of activities.

Net assets consist of the following:

Unrestricted – net assets that are neither permanently nor temporarily restricted by donor-imposed stipulations and, therefore, are available to carry out the Society's operations. Unrestricted net assets also include those net assets that are restricted as to their use by action of the Executive Council.

Temporarily Restricted – net assets resulting from contributions and other inflows of assets whose use by the Society is limited by donor-imposed stipulations that either expire by passage of time or can be fulfilled and removed by actions of the Society pursuant to those stipulations. When such stipulations end or are fulfilled, such temporarily restricted net assets are reclassified to unrestricted net assets and reported in the consolidated statement of activities as net assets released from restrictions. Temporarily restricted net assets are comprised primarily of funds designated for disaster relief and other specific diocesan programs at the Society.

(Dollar amounts in thousands)

Permanently Restricted – net assets resulting from contributions and other inflows of assets whose use by the Society is limited in perpetuity by donor-imposed stipulations that neither expire by the passage of time nor can be fulfilled or otherwise removed by actions of the Society. Permanently restricted net assets are comprised primarily of funds restricted by donors to be held in perpetuity for the purpose of supporting the operations of the Society.

Concentration of Credit Risk

Financial instruments that potentially subject the Society to concentrations of credit and market risk consist principally of cash and cash equivalents on deposit with financial institutions, which from time to time may exceed the Federal Deposit Insurance Corporation limit, and investments. Management does not believe that a significant risk of loss due to the failure of a financial institution the Society utilizes is likely. Management also believes that its market risk is mitigated by an adequate diversification of its investments.

Diocesan Commitments Receivable

The Society provides for an allowance for uncollectible receivables based on an assessment of various factors, including historical collection experience and current economic conditions. The allowance for uncollectible accounts was $1,722 and $106 at December 31, 2010 and 2009, respectively. Diocesan commitment receivables, some of which are recorded at the present value of their expected future cash flows, at December 31, 2010 are as follows:

	2010	2009
Amounts expected to be collected:		
Within one year	$ 3,507	$ 3,371
Between one and five years	312	-
Greater than five years	341	-
Total diocesan commitments	4,160	3,371
Allowance for uncollectible receivables	(1,722)	(106)
Present value discount	(177)	-
Diocesan commitments receivable, net	$ 2,261	$ 3,265

Investments

Investments include those that belong to the Society as well as those held on behalf of others. They consist of both marketable and non-marketable securities, stated at quoted market values or values provided by the respective fund manager or general partner. Realized and unrealized gains or losses on investments pertaining to the Society have been reflected on the accompanying consolidated statements of activities.

Investment securities, in general, are exposed to various risks, such as interest rate, credit and overall market volatility changes. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and such changes could materially affect the amounts reported on the accompanying consolidated financial statements.

Fair Value Measurements

Fair value is the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. As required by U.S. Generally Accepted Accounting Principles for fair value measurement, the Society uses a fair value hierarchy that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that observable inputs be used when available.

Observable inputs are inputs that market participants would use in pricing the asset or liability based on market data obtained from independent sources. Unobservable inputs reflect assumptions that market participants would use in pricing the asset or liability based on the best information available in the circumstances. The hierarchy is broken down into three levels based on the transparency of inputs as follows:

Level 1 - Quoted prices are available in active markets for identical assets or liabilities as of the measurement date. A quoted price for an identical asset or liability in an active market provides the most reliable fair value measurement because it is directly observable to the market.

Level 2 - Pricing inputs other than quoted prices in active markets, which are either directly or indirectly observable as of the measurement date. The nature of these securities include investments for which quoted prices are available but traded less frequently and investments that are fair valued using other securities, the parameters of which can be directly observed. Also included in Level 2 are investments measured using a NAV per share, or its equivalent, that may be redeemed at that NAV at the date of the statement of financial position or in the near term, which the Society has generally considered to be within 90 days.

Level 3 - Securities that have little to no pricing observability as of the measurement date. These securities are measured using management's best estimate of fair value, where the inputs into the determination of fair value are not observable and require significant management judgment or estimation. Also included in Level 3 are investments measured using a NAV per share, or its equivalent, that can never be redeemed at the NAV or for which redemption at NAV is uncertain due to lockup periods or other investment restrictions.

Inputs are used in applying the various valuation techniques and broadly refer to the assumptions that market participants use to make valuation decisions, including assumptions about risk. Inputs may include price information, volatility statistics, specific and broad credit data, liquidity statistics, and other factors. A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. However, the determination of what constitutes "observable" requires significant judgment by the entity. The Society considers observable data to be that market data that is readily available, regularly distributed or updated, reliable and verifiable, not proprietary, and provided by independent sources that are actively involved in the relevant market.

In 2010, the Society adopted new Financial Accounting Standards Board ("FASB") guidance related to fair value measurements and disclosure of investments in certain entities that do not have a quoted market price but that calculate net asset value ("NAV") per share or its equivalent. As a practical expedient, the guidance permits, but does not require, the Society to measure fair value of an investment in an investee within the scope of the amendments based on the investee's NAV per share or its equivalent. As a result of applying the practical expedient, the fair value of certain of the Society's investments in alternative investments was determined based on the reported NAV beginning with the December 31, 2010 valuation. The adoption of this guidance did not have a material impact on the fair values of applicable investments; however, the use of the practical expedient required additional disclosures. See Note 3 for additional details.

The categorization of a financial instrument within the hierarchy is based upon the pricing transparency of the instrument and does not necessarily correspond to the Society's perceived risk of that instrument.

The Society estimates that the fair value of its financial instruments does not differ materially from the carrying values as presented on the accompanying consolidated statements of financial position.

Cash and Cash Equivalents

The Society considers all highly liquid investments with original maturities of less than three months from the date of purchase to be cash and cash equivalents, except for those cash equivalents which are included in the Society's investment portfolio which are considered to be for long-term investment purposes.

Valuation of Investments

Investments whose values are based on quoted market prices in active markets, and are therefore classified within Level 1, include actively traded equities, certain U.S. government and sovereign obligations, and certain money market securities. The Society does not adjust the quoted price for such instruments, even in situations where the Society holds a large position and a sale could reasonably impact the quoted price.

Investments that trade in markets that are not considered to be active, but are valued based on quoted market prices, dealer quotations or alternative pricing sources supported by observable inputs are classified within Level 2. These include certain U.S. government and sovereign obligations not included in Level 1, most government agency securities, investment-grade corporate bonds, certain mortgage products, certain bank loans and bridge loans, less liquid listed equities, state, municipal and provincial obligations, most physical commodities and certain loan commitments. As Level 2 investments include positions that are not traded in active markets and/or are subject to transfer restrictions, valuations may be adjusted to reflect illiquidity and/or non-transferability, which are generally based on available market information.

Investments classified within Level 3 have significant unobservable inputs, as they trade infrequently or not at all. Level 3 investments include private equity and real estate investments, certain bank loans and bridge loans, less liquid corporate debt securities (including distressed debt instruments), collateralized debt obligations, and less liquid mortgage securities (backed by either commercial or residential real estate). When observable prices are not available for these securities, the Society uses one or more valuation techniques (e.g., the market approach, the income approach or the cost approach) for which sufficient and reliable data is available. Within Level 3, the use of the market approach generally consists of using comparable market transactions, while the use of the income approach generally consists of the net present value of estimated future cash flows, adjusted as appropriate for liquidity, credit, market and/or other risk factors.

The inputs used by the Society in estimating the value of Level 3 investments include the original transaction price, recent transactions for the same or similar instruments, completed or pending third-party transactions in the underlying investment or comparable issuers, subsequent rounds of financing, recapitalizations and other transactions across the capital structure, offerings in the equity or debt capital markets, and changes in financial ratios or cash flows. Level 3 investments may also be adjusted to reflect illiquidity and/or non-transferability, with the amount of such discount estimated by the Society in the absence of market information. The fair value measurement of Level 3 investments does not include transaction costs that may have been capitalized as part of the security's cost basis. Assumptions used by the Society in valuing such assets, due to the lack of observable inputs, may significantly impact the resulting fair value and therefore the Society's changes in net assets.

Inventory

Inventory is recorded at the lower of cost or market and is accounted for using the average cost method. Such inventory consists primarily of program-related literature and other materials. During fiscal 2010 the Society liquidated the majority of its inventory balance. The allowance for obsolescence was $0 and $7 at December 31, 2010 and 2009, respectively.

Property and Equipment

The Society's investment in property and equipment consists of its New York headquarters and the school and missional churches of Micronesia (Guam). Property and equipment, with the exception of land, are depreciated using the straight-line method over the estimated service lives of the respective assets. Property and equipment costing greater than $1.5 and with useful lives greater than one year are capitalized. The useful lives assigned to furniture and equipment and building improvements range from 5 to 30 years.

(Dollar amounts in thousands)

Beneficial Interest in Outside Trusts

From time to time, certain donors have established trusts with third party administrators, typically banks or other Episcopal entities that call for the income earned on these gifts to be paid to the Society and/or other beneficiaries and the principal to be invested in perpetuity. Historically, the income received from these outside trusts has been recorded as either temporarily restricted or unrestricted based upon the donors' imposed stipulations. The fair value of these outside trust assets is recognized as a component of permanently restricted net assets. The beneficial interest in outside trust is adjusted each year and the change in value is recognized on the consolidated statement of activities based on changes in the market values of the trusts' underlying investments. A liability has been established for amounts payable to life tenants under such arrangements. The Society's beneficial interest in outside trusts is classified as Level 3 within the FASB's fair value hierarchy as of December 31, 2010 and 2009.

The following table summarizes the changes in fair value associated with the Society's beneficial interest in outside trusts for the years ended December 31, 2010 and 2009:

	2010	2009
Balance, beginning of the year	$ 7,076	$ 6,026
Change in value of amounts due to beneficiaries	47	68
Unrealized gains	531	982
Balance, end of the year	$ 7,654	$ 7,076

Grants Payable

The awarding of grants is reflected on the consolidated financial statements at the time they are approved by the appropriate board and the grantee is notified. Grants represent unconditional promises to give that are expected to be paid within one year.

Funds Held for the Benefit of Others

In the ordinary course of business, the Society acts as a custodian for funds owned by others and for which no benefit of income or principal is received. In these cases, the balances are treated as liabilities rather than included in the Society's net assets and as assets held in investment accounts. The income derived from these investments is not included on the consolidated statement of activities but reflected as a change in value of related assets and liabilities.

Funds Held in a Trustee Relationship

Funds held in a trustee relationship are funds held in a fiduciary relationship by the Society, as trustee, where the original principal is invested permanently and the income is used in support of specific third-party beneficiaries.

Contributions

Contributions, including unconditional promises to give (pledges), are reported as revenues in the period received or pledged. Contributions of assets, other than cash, are recorded at their estimated fair value at the date of gift. Contributions to be received after one year are discounted using an appropriate credit adjusted discount rate which corresponds with the collection period of the respective pledge. Amortization of discount is recorded as additional contribution revenue in accordance with donor-imposed restrictions, if any. An allowance for uncollectible contributions receivable is provided based upon management's judgment including such factors as prior collection history, type of contribution and nature of fundraising activity.

Contributed Services

Contributed services are valued at their estimated fair value and are recognized as revenue and expenses on the consolidated statement of activities in the period received. Contributed legal services for the years ended December 31, 2010 and 2009 totaled $455 and $932, respectively.

Income Taxes

The income taxes topic number 740, "Income Taxes" of the FASB Accounting Standards Codification ("Codification") establishes criterion that an individual tax position has to meet for some or all the benefits of that position to be recognized in an entity's financial statements. Only tax positions that meet the "more-likely-than-not" recognition threshold at the adoption date will be recognized or continue to be recognized. The effectiveness for applying this criterion was adopted by the Society on January 1, 2009 and had no impact on the Society's consolidated financial statements. The tax years ended 2007, 2008, 2009 and 2010 are still open to audit. The Society has processes presently in place to ensure the maintenance of its tax-exempt status; to identify and report unrelated income; determine its filing and tax obligations in jurisdictions for which it has nexus; and to review other matters that may be considered tax positions.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and judgments that affect the reported amounts of assets and liabilities and disclosure of contingencies at the date of the financial statements and revenues and expenses recognized during the reporting period. The most significant of which pertain to the determination of specific reserves against loans and other accounts receivable, the valuation of non-exchange traded alternative investments, postretirement benefit obligations, and the useful lives assigned to fixed assets. Actual results may differ from these estimates.

Reclassifications

Certain reclassifications have been made to the prior year consolidated financial statements to conform to the current year's presentation. Such reclassifications did not change total assets, liabilities, revenues, expenses or changes in net assets as reflected in the 2009 consolidated financial statements.

(Dollar amounts in thousands)

Subsequent Events

The Society evaluated its December 31, 2010 consolidated financial statements for subsequent events through June 30, 2011, the date the consolidated financial statements were available to be issued. The Society is not aware of any subsequent events which would require recognition or disclosure in the accompanying consolidated financial statements, except as disclosed in Note 7.

3. INVESTMENTS

At December 31, 2010, total investments of approximately $341,000 consist of $307,000 in trust fund endowment assets, $9,000 in unit-trust and pooled income funds, $21,000 in medium-term investments, $1,000 in St. John's School (Guam) investments and $3,000 in certificates of deposit with minority-controlled banks. At December 31, 2009, total investments of approximately $315,000 consist of $283,000 in trust fund assets, $9,000 in unit-trust and pooled income funds, $18,000 in medium-term investments, $2,000 in St. John's School (Guam) investments and $3,000 in certificates of deposit with minority-controlled banks.

Investments are carried at fair value and consist of the following at December 31:

	Fair Value		Cost	
	2010	**2009**	**2010**	**2009**
Common stock	$ 209,333	$ 198,486	$ 175,629	$ 176,891
Bonds:				
Corporate	27,133	25,655	28,735	29,970
Government	24,376	20,722	24,513	20,892
Other, primarily mutual bond funds	2,942	2,976	2,955	3,067
Total bonds	54,451	49,353	56,203	53,929
Mutual funds (primarily common stock and bonds)	26,932	23,525	25,467	22,650
Certificates of deposit	2,100	2,200	2,100	2,200
Other, primarily money market funds and other cash equivalents	8,288	7,375	8,288	7,374
Real estate	-	284	-	284
Alternative investments	39,898	33,654	35,645	33,715
Total investments	341,002	314,877	303,332	297,043
Funds held for the benefit others	(83,235)	(76,773)	(74,880)	(73,376)
Total DFMS-controlled funds	$ 257,767	$ 238,104	$ 228,452	$ 223,667

(Dollar amounts in thousands)

Since alternative investments may not be readily marketable, the estimated fair value assigned to such interests is subject to uncertainty and, therefore, may differ from the value that would have been used had a ready market for such investments existed. The values assigned to holdings do not necessarily represent amounts which might ultimately be realized upon sale or other disposition since such amounts depend on future circumstances and cannot reasonably be determined until the actual liquidation occurs. Because of the inherent uncertainty of such valuations, the estimated fair values may differ significantly from the values that would have been used had a ready market for such investments existed and the differences could be material.

The following table prioritizes the inputs used to measure the fair value of the Society's investments within the fair value hierarchy at December 31, 2010 and 2009:

	2010			
	Level 1	**Level 2**	**Level 3**	**Total**
Common stock	$ 209,333	$ -	$ -	$ 209,333
Bonds:				
Corporate	27,133	-	-	27,133
Government	24,376	-	-	24,376
Other, primarily mutual bond funds	2,942	-	-	2,942
Mutual funds (primarily common stock and bonds)	26,932	-	-	26,932
Certificates of deposit	-	2,100	-	2,100
Other, primarily money market funds and cash equivalents	8,288	-	-	8,288
Alternative investments:				
Fund of funds	-	-	17,209	17,209
Fixed income fund	-	22,689	-	22,689
Total	$ 299,004	$ 24,789	$ 17,209	$ 341,002

(Dollar amounts in thousands)

	2009			
	Level 1	**Level 2**	**Level 3**	**Total**
Common stock	$ 198,486	$ -	$ -	$ 198,486
Bonds:				
Corporate	25,655	-	-	25,655
Government	20,722	-	-	20,722
Other, primarily mutual bond funds	2,976	-	-	2,976
Mutual funds (primarily common stock and bonds)	23,525	-	-	23,525
Certificates of deposit	-	2,200	-	2,200
Other, primarily money market funds and cash equivalents	7,375	-	-	7,375
Alternative investments:				
Fund of funds	-	-	9,911	9,911
Fixed income fund	-	23,743	-	23,743
Real estate	-	-	284	284
Total	$ 278,739	$ 25,943	$ 10,195	$ 314,877

The following table summarizes the changes in fair value associated with the Society's Level 3 investments for the years ended December 31, 2010 and 2009:

	2010	**2009**
Balance, beginning of the year	$ 10,195	$ 8,961
Realized gains	27	633
Unrealized gains	1,489	601
Purchases	5,498	-
Balanc, end of the year	$ 17,209	$ 10,195

The Society lends certain equities and bonds included in its investment portfolio to brokerage firms. In return for the securities loaned, the Society receives cash or securities as collateral in amounts at least equal to the fair value of the securities loaned. The Society retains all rights of ownership to the securities loaned and receives all interest and dividend income. The related collateral received under this arrangement at December 31, 2010 and 2009 is reflected as collateral received under securities loan agreement with an off-setting payable in the accompanying consolidated statements of financial position.

(Dollar amounts in thousands)

The Society uses the Net Asset Value (NAV) per share, or its equivalent to determine the fair value as of the measurement date of all the underlying investments which: (a) do not have a readily determinable fair value and (b) prepare their investees financial statements consistent with the measurement principles of an investments company or have the attributes of an investment company. The following table details certain attributes pertaining to the investments reported at fair value using a NAV, or its equivalents, as of December 31, 2010.

Type	Strategy	NAV in Funds	# of Funds	Remaining Life	$ Amount of Unfunded Commitments	Timing to Drawdown Commitments	Redemption Terms
Fund of Funds	Commodities, equity, and interest rate-driven focused commingled funds.	$ 17,209	1	N/A	N/A	N/A	Subject to 95 days with prior written notice.
Fixed Income Fund	Global investment grade fixed income.	11,646	1	N/A	N/A	N/A	Any business day of the month, up to 10 business days notice depending on the size of the withdrawal.
Fixed Income Fund	Global equity and fixed income funds in market neutral strategies.	11,043	1	N/A	N/A	N/A	
Total		$ 39,898	3		$ -		

The composition of the collateral received under the securities loan agreement at December 31, 2010 and 2009 is as follows:

	2010	2009
Asset backed securities	$ 445	$ 4,595
Bank notes	457	5,254
Corporate debt	4,608	10,446
Total	$ 5,510	$ 20,295

The collateral detailed above is classified as Level 2 within the FASB's fair value hierarchy as of December 31, 2010 and 2009.

The Society follows the “Total Return Approach” to investments whereby it applies a prudent portion of the realized and unrealized returns on investments to meet current designated and undesignated expenditures. Total return consists of two elements: yield and appreciation. Based on the Society’s long-term investment strategy, the Executive Council sets the payout rate on the DFMS trust funds at a percentage (5.5% in 2010 and 5.0% in 2009) of a five-year moving average market value of the portfolio. Any return in excess of this percentage is reinvested to protect the real dollar value of these funds against the effects of inflation.

(Dollar amounts in thousands)

In October 2008, however, to support the work of dioceses in reorganization, the Executive Council decided to distribute during 2009 up to $700 in excess of amounts appropriated under the spending policy from nine trust funds.

Investment income is comprised of the following for the years ended December 31:

	2010	2009
Interest and dividends	$ 3,794	$ 4,912
Realized and unrealized gains	29,401	40,064
Total investment income	33,195	44,976
Less: ERD investment income	(2,111)	(2,854)
Investment return	$ 31,084	$ 42,122

4. RECEIVABLES

Other receivables consist of the following at December 31, 2010 and 2009:

	2010	2009
Contributions receivable, net	$ 3,782	$ 5,428
Other receivables	2,058	1,774
Total other receivables	$ 5,840	$ 7,202

Contributions receivable, which are recorded at the present value of their expected future cash flows, consisted of the following at December 31, 2010 and 2009:

	2010	2009
Amounts expected to be collected:		
Within one year	$ 1,911	$ 2,260
In one to four years	2,013	3,343
Total contributions receivable	3,924	5,603
Allowance for uncollectible pledges	(80)	(14)
Present value discount (rates ranging from 1.50% to 6.00%)	(62)	(161)
Contributions receivables, net	$ 3,782	$ 5,428

(Dollar amounts in thousands)

5. LOANS RECEIVABLE, NET

Loans receivable, net, consist of the following at December 31 2010 and 2009:

	2010	2009
Construction loans to dioceses and missionary districts	$ 1,356	$ 814
Economic justice and community investment loans	3,850	5,000
Residential loans to employees	12	12
	5,218	5,826
Allowance for uncollectible accounts	(512)	(567)
	4,706	5,259
Current portion	(1,001)	(1,377)
Long-term loans receivable, net	$ 3,705	$ 3,882

Such loans bear interest at varying rates ranging from 0.9% to 8.0% and are payable as installments or on demand. These loans are unsecured. No new residential loans have been extended to employees since 1998. The remaining loans outstanding were made during fiscal 1994 and 1995.

6. PROPERTY AND EQUIPMENT, NET

Property and equipment, net, consist of the following at December 31 2010 and 2009:

	2010	2009
Land	$ 17,195	$ 17,195
Buildings and improvements	67,688	67,088
Other equipment and furnishings	5,244	5,079
	90,127	89,362
Less: Accumulated depreciation	(31,143)	(28,145)
Property and equipment, net	$ 58,984	$ 61,217

Depreciation expense amounted to $2,998 and $2,919 for the years ended December 31, 2010 and 2009, respectively.

The increase in the Society's land assets during 2009 is primarily due to the purchase of land in Austin, Texas, authorized by the Society's Executive Council, at an approximate cost of $9.5 million, plus related closing costs, for the potential future development of a building to house the Archives and the Mission Research Center.

7. MORTGAGE AND NOTES PAYABLE

Property

A Mortgage payable on the St. John's School property amounted to $2,557 and $2,628 as of December 31, 2010 and 2009, respectively. The interest rate of 6% is adjusted every three years on March 11 to 3% over the Federal Home Loan rate. The note is collateralized by a third-party mortgage on real and leasehold property and matures in March 2019.

Interest expense amounted to $930 and $1,287 for the years ended December 31, 2010 and 2009, respectively.

Line of Credit

In December 2004, DFMS obtained a $50 million line of credit (facility) from the Bank of New York, secured by DFMS's investment in unrestricted marketable securities, at amounts described below, to be used primarily for working capital and other business purposes, including providing funding to renovate DFMS's corporate office. The line of credit may be drawn and repaid at any time during the revolver period. The interest rate assigned to amounts borrowed under the facility is chosen by DFMS based on the Prime Rate or the Eurodollar Rate of various maturities then in effect. For the years ended December 31, 2010 and 2009, the interest rates assigned to each borrowing tranche ranged from 0.81% to 1.75% and 1.44% to 2.63%, respectively.

At December 31, 2010 and 2009, $44,975 and $46,788 was outstanding under this line of credit, respectively, and is reflected on the accompanying consolidated statements of financial position as notes payable. Interest expense amounted to $772 and $1,629 for the years ended December 31, 2010 and 2009, respectively.

In early 2011, the Society completed new credit facilities to replace the previous line of credit with the Bank of New York. The new credit facilities are summarized below. At April 30, 2011, $46,340 was outstanding of the $62,000 total facilities available.

In January 11, 2011, the Society obtained a $37 million term loan secured by DFMS's investment in unrestricted marketable securities, from U. S. Bank, to be used primarily for working capital and other business purposes. The facility is structured as a 5 year loan with a fixed interest rate and annual repayments on a 25 year schedule. Interest is payable monthly; annual principal of $1,480 is payable on each anniversary date through 2016. If not extended or renegotiated, unpaid principal will be due in 2016. At April 30, 2011, $37,000 was outstanding.

Also on January 11, 2011, the Society obtained a one-year $ 5 million revolving credit facility from U.S. Bank. The facility, which is unsecured, bears interest based on the Eurodollar rate plus 75 basis points. Interest only is payable monthly. At April 30, 2011, none of the facility had been used.

On April 5, 2011, the Society obtained a $20 million revolving credit facility, secured by DFMS's investment in unrestricted marketable securities, from Bank of America Merrill Lynch, to be used primarily for working capital and other business purposes. The facility bears interest based on the Eurodollar rate plus 1.0%. Interest is payable monthly. The revolving credit may be drawn and repaid at any time through April 2016. If not extended or renegotiated, unpaid principal will be due in 2016. At April 30, 2011, $9,340 was outstanding.

Each new facility includes standard affirmative and negative covenants usual and customary for similar facilities, including remaining an ongoing business, quarterly financial reporting, limitations on additional indebtedness, and no assignment of collateral.

8. PENSION PLANS

DFMS maintains a defined contribution pension plan (the "Plan") for all eligible lay employees. Under the Plan, DFMS contributes 5% of eligible salaries and DFMS matches employee contributions to the Plan up to 4%. It is the opinion of counsel to the Plan that, as a Church Plan, this Plan is exempt from the requirements of the Employee Retirement Income Security Act of 1974 ("ERISA"). Pension expense for this Plan recognized on the accompanying consolidated financial statements amounted to $874 and $925 for the years ended December 31, 2010 and 2009, respectively.

DFMS is a participant in a separate pension plan administered by the Church Pension Fund (an independent organization) that provides pension benefits to all ordained clergy of the Episcopal Church, including those who hold positions within DFMS. Pension expense for this plan recognized on the accompanying consolidated financial statements amounted to $698 and $828 for the years ended December 31, 2010 and 2009, respectively.

The Executive Council of DFMS has voluntarily paid pension supplements to employees who retired prior to 1971 and had 20 years of service with DFMS. These benefits are accounted for on a "pay-as-you-go basis." Pension expense for this "plan," recognized in the accompanying consolidated financial statements, amounted to $756 and $663 for the years ended December 31, 2010 and 2009, respectively.

The St. John's School maintains a defined contribution pension plan. This plan covers all eligible employees of the St. John's School. Benefits under this plan are provided by fixed-dollar annuities issued by the Teachers Insurance and Annuity Association and by variable annuities offered by its companion organization, the College Retirement Equities Fund. The St. John's School contributes 5% of the gross base pay of its employees. After 10 years of employment, the St. John's School will increase its contribution by a graduated percentage rate (7%-17%) depending on the number of years of employment. Pension expense for this plan recognized in the accompanying consolidated financial statements amounted to $160 and $185 for the years ended December 31, 2010 and 2009, respectively.

(Dollar amounts in thousands)

9. POSTRETIREMENT BENEFITS OTHER THAN PENSIONS

DFMS sponsors postretirement benefit plans which provide both health care (fully contributory until the retiree reaches age 65) and life insurance (noncontributory) benefits to both lay personnel and clergy.

The following tables set forth the status of the plans and the components of net periodic benefit cost at December 31, 2010 and 2009:

	2010	2009
Change in benefit obligation:		
Benefit obligation, beginning of year	$ 10,219	$ 9,233
Service cost	460	461
Interest cost	560	555
Curtailment	-	(192)
Actuarial loss	502	690
Benefits paid	(634)	(528)
Benefit obligation, end of year	$ 11,107	$ 10,219
Components of accrued benefit cost:		
Funded status	$ 11,107	$ (10,218)
Unrecognized net prior service cost	63	112
Unrecognized actuarial net gain	(47)	(549)
Accrued benefit cost	$ 11,123	$ (10,655)
Components of net periodic benefit cost:		
Service cost	$ 460	$ 461
Interest cost	560	555
Amortization of actuarially gain	-	(24)
Amortization of unrecognized prior service costs	(49)	55
Net periodic benefit cost for fiscal year	$ 971	$ 1,047
Changes in assets and benefit obligations recognized in unrestricted net assets:		
Net loss actuarially	$ 502	$ 690
Amortization of unrecognized gain	-	24
Amortization of unrecognized prior service cost	49	(55)
Curtailment	-	(192)
Total change recognized in unrestricted net assets	$ 551	$ 467
Total recognized in net periodic benefit cost and unrestricted net assets	$ 1,522	$ 1,514

(Dollar amounts in thousands)

The discount rates used in determining the accumulated postretirement benefit obligations were 5.25% and 5.75% for the years ended December 31, 2010 and 2009, respectively. The assumed medical care cost trend rate used was 6.00% for fiscal year 2010, decreasing gradually in future years to 4.7% by fiscal year 2082 and remaining at that level thereafter. Increasing the assumed medical care cost trend rate by 1% would increase the accumulated postretirement benefit obligation as of December 31, 2010 and 2009 by $1,385 and $1,261 respectively, and increase the aggregate of the service cost and interest cost by $185 and $171 respectively. Decreasing the assumed medical care cost trend rate by 1% would decrease the accumulated postretirement benefit obligation as of December 31, 2010 and 2009 by $1,151 and $1,054 respectively, and decrease the aggregate of the service cost and interest cost by $149 and $139 respectively.

The following benefit payments are expected to be paid as follows:

2011	$ 688
2012	676
2013	674
2014	651
2015	644
2016-2020	3,155
Total	$ 6,488

10. TEMPORARILY RESTRICTED NET ASSETS

Temporarily restricted net assets are held for the following purposes at December 31, 2010 and 2009:

	2010	2009
Program-specific trust funds	$ 32,954	$ 30,198
Endowment earnings for domestic and foreign mission programs	80,634	16,492
Guam - School Scholarships	2,745	2,704
Episcopal Relief & Development	14,097	19,619
United Thank Offering and Episcopal Church Women Fund	1,066	1,432
Various other program funds	4,923	4,292
Total temporarily restricted net assets	$ 136,419	$ 74,737

11. ENDOWMENT FUND

The Society has adopted the provisions of "Endowments of Not-for-Profit Organizations: Net Asset Classification of Funds Subject to an Enacted Version of the Uniform Prudent Management of Institutional Funds Act, and Enhanced Disclosures for All Endowment Funds" of the Codification. This standard provides guidance on classifying the net assets associated with donor-restricted endowment funds held by organizations subject to the Uniform Prudent Management of Institutional Funds Act ("UPMIFA"), passed by the State of New York in September 2010, and also requires additional disclosures about endowments for both donor-restricted funds and board-designated funds.

The Society has interpreted the New York State UPMIFA ("NYPMIFA") as requiring the preservation of the fair value of the original gift, as of the gift date of the donor-restricted endowment funds, absent explicit donor stipulations to the contrary. As a result of this interpretation, the Society classifies as permanently restricted net assets: (a) the original value of gifts donated to the permanent endowment, (b) the original value of subsequent gifts to the permanent endowment; and, the (c) accumulations to the permanent endowment made in accordance with the directions of the applicable donor gift instrument, at the time the accumulation is added to the fund.

The remaining portion of the donor-restricted endowment fund that is not classified in permanently restricted net assets is classified as temporarily restricted nets assets until such amounts are appropriated for expenditure by the Society in a manner consistent with the standard of prudence prescribed by NYPMIFA.

In accordance with NYPMIFA, the Society considers the following factors in making a determination to appropriate or accumulate donor-restricted endowment funds: the purpose, duration, and preservation of the endowment fund; expected total return of investments; general economic conditions; other resources of the Society; and the investment policy of the Society.

The Society has a policy of appropriating for distribution each year a Board of Directors approved spending rate of its endowment fund's average fair value over five years. In establishing this policy, the Society considered the long-term expected return on its endowment. Accordingly, over the long term, the Society expects the current spending policy to grow at a pace at least equal to inflation. This is consistent with the Society's objective to maintain the purchasing power of the endowment assets held in perpetuity or for a specified term as well as to provide additional real growth through new gifts and investment return.

The Society has adopted investment policies for endowment assets that attempt to provide a predictable stream of funding to programs supported by its endowment while seeking to maintain the purchasing power of the endowment assets. Endowment assets include those assets of donor-restricted funds that the Society must hold in perpetuity or for donor-specified periods. Under this policy, as approved by the Board of Directors, the endowment assets are invested in a manner that is intended to produce results that exceed the price and yield results of appropriate benchmarks without putting the assets at imprudent risk. To satisfy its long-term objectives, the Society relies on a total return strategy in which investment returns are achieved through both capital appreciation (realized and unrealized) and current yield (interest and dividends). The

(Dollar amounts in thousands)

Society targets a diverse asset allocation that places a greater emphasis on equity-based investments to achieve its long-term return objectives within prudent risk constraints.

With the exception of endowment pledges and split interest agreements, the following tables summarize endowment net asset composition by type of fund as of December 31, 2010 and 2009:

	2010			
Composition of Endowment Net Assets by Type of Fund	**Unrestricted**	**Temporarily Restricted**	**Permanently Restricted**	**Total**
Donor-restricted endowment funds	$ -	$ 109,456	$ 23,561	$ 133,017
Board-designated endowment funds	48,780	-	-	48,780
Total	$ 48,780	$ 109,456	$ 23,561	$ 181,797
Changes in Endowment Net Assets				
Endowment net assets, beginning of year	$ 85,580	$ 59,885	$ 23,523	$ 168,988
Net asset reclassification based on change in law	(40,452)	40,452	-	-
Endowment net assets after reclassification	45,128	100,337	23,523	168,988
Investment return:				
Investment income	208	-	-	208
Net appreciation (realized and unrealized)	2,802	10,316	-	13,118
Other	-	-	-	-
Contributions	280	320	38	638
Appropriation of endowment assets for expenditure	362	(1,517)	-	(1,155)
Endowment net assets, end of year	$ 48,780	$ 109,456	$ 23,561	$ 181,797

(Dollar amounts in thousands)

	2009			
Composition of Endowment Net Assets by Type of Fund	**Unrestricted**	**Temporarily Restricted**	**Permanently Restricted**	**Total**
Donor-restricted endowment funds	$ -	$ 59,885	$ 23,523	$ 83,408
Board-designated endowment funds	85,580	-	-	85,580
Total	$ 85,580	$ 59,885	$ 23,523	$ 168,988
Changes in Endowment Net Assets				
Endowment net assets, beginning of year	$ 79,106	$ 43,094	$ 23,593	$ 145,793
Investment return:				
Investment income	193	-	-	193
Net appreciation (realized and unrealized)	4,985	18,338	-	23,323
Other	-	-	(70)	(70)
Contributions	474	518	-	992
Appropriation of endowment assets for expenditure	822	(2,065)	-	(1,243)
Endowment net assets, end of year	$ 85,580	$ 59,885	$ 23,523	$ 168,988

12. RELATED PARTIES

The Episcopal Church is an unincorporated association governed by the General Convention. It carries out its administrative, finance and other program activities through DFMS, a New York corporation. DFMS is governed by the Executive Council whose members are elected by the General Convention and the Provinces. The Executive Council acts as the General Convention between meetings. DFMS engages in financial transactions with both foreign and domestic entities affiliated with the Episcopal Church and the worldwide Anglican Communion. DFMS receives its principal financial support in the form of Diocesan commitments, which totaled approximately $27,000 and $30,000 per annum for the years ended December 31, 2010 and 2009, respectively. In addition, DFMS receives a significant portion of nongovernmental fees from related parties as well, which totaled approximately $843 and $620 for the years ended December 31, 2010 and 2009, respectively. DFMS expended approximately $53,000 and $52,000 for the years ended December 31, 2010 and 2009, respectively, in either direct payments/grants to affiliated entities or expenses incurred on behalf of these related parties. Of the total loans receivable reported on the accompanying consolidated statements of financial position at December 31, 2010 and 2009, approximately $1,000 each year represent loans to related entities which bear interest at rates ranging from 3.0% to 8.0% per annum.

(Dollar amounts in thousands)

13. CONTINGENCIES

Government Funding

The Society enters into contracts with agencies of the United States Government under which the government provides funding for various refugee resettlement activities carried on by the Society in the United States and in other countries. The expenditures of these funds by the Society and its affiliated organizations are subject to audit by the federal government. In the opinion of management, audit adjustments, if any, are not expected to have a material effect on the consolidated financial position or changes in net assets of the Society.

Refugee Loans Receivable and Collections

In connection with its cooperative agreements with the United States Government for refugee resettlement, the Society acts as the collection agent for travel loans made to refugees by the International Organization for Migration. In return for these services, the Society retains 25% of all loan collections as a recovery of its administrative costs incurred. As of December 31, 2010 and 2009, there were $11,404 and $10,132, respectively, of refugee loans outstanding. Such amounts are not reflected on the accompanying consolidated financial statements, and the Society does not guarantee the loans.

Litigation

The Society is subject to various claims and legal proceedings that have arisen in the ordinary course of its business activities. The Society is not aware of any pending litigation which will have a material adverse effect on its consolidated financial statements.

14. EPISCOPAL RELIEF & DEVELOPMENT

The following represents summarized financial information for ERD for the years ended December 31, 2010 and 2009:

	2010	2009
Revenues:		
Contributions	$ 31,645	$ 16,642
Investments and other	2,111	2,856
Total	$ 33,756	$ 19,498
Expenses:		
Program	$ 21,629	$ 16,770
Fundraising	2,067	2,123
General and administration	832	1,875
Total	$ 24,528	$ 20,768

THE DOMESTIC AND FOREIGN MISSIONARY SOCIETY OF THE PROTESTANT EPISCOPAL CHURCH IN THE UNITED STATES OF AMERICA AND AFFILIATES

Schedule of Expenditures of Federal Awards

For the year ended December 31, 2010

Federal Grantor/Program Title	Federal CFDA Number	Federal Expenditures
United States Department of State/Bureau for Population, Refugees, and Migration:		
Reception and Placement Cooperative	19.510	$ 9,595,409
United States Department of Health and Human Services:		
Refugee and Entrant Assistance – Voluntary Agency Programs	93.567	3,168,472
Refugee and Entrant Assistance – Discretionary Grants	93.576	840,837
Total United States Department of Health and Human Services		4,009,309
United States Agency for International Development:		
Foreign Assistance for Programs Overseas	98.001	1,525,133
Total Expenditures of Federal Awards		$ 15,129,851

The accompanying notes to schedule of expenditures of federal awards are an integral part of this schedule.

1. BASIS OF PRESENTATION

The accompanying schedule of expenditures of federal awards for the year ended December 31, 2010 includes the federal grant activity of The Domestic and Foreign Missionary Society of the Protestant Episcopal Church in the United States of America and Affiliates (the "Society") and is presented on the accrual basis of accounting. The information in this schedule is presented in accordance with the requirements of OMB Circular A-133, *Audits of States, Local Governments, and Not-for-Profit Organizations*.

2. SUBRECIPIENTS

Of the federal expenditures presented on the schedule, the Society provided federal awards to subrecepients during the year ended December 31, 2010, as follows:

Federal Grantor/Program Title	Federal CFDA number	Amount Provided to Sub-recipients
United States Department of State/Bureau for Population, Refugees, and Migration:		
Reception and Placement Cooperative	19.510	$ 8,399,644
United States Department of Health and Human Services:		
Refugee and Entrant Assistance - Voluntary Agency Programs	93.567	2,545,205
Refugee and Entrant Assistance - Discretionary Grants	93.576	777,469
United States Agency for International Development:		
Foreign Assistance for Programs Overseas	98.001	1,268,160

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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 Executive Council of
The Domestic and Foreign Missionary Society of the Protestant Episcopal Church in the United States of America and Affiliates:

We have audited the consolidated financial statements of The Domestic and Foreign Missionary Society of the Protestant Episcopal Church in the United States of America and Affiliates (the "Society") as of and for the years ended December 31, 2010 and 2009, and have issued our report thereon dated June 30, 2011. We conducted our audits in accordance with auditing standards generally accepted in the United States of America 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.

Internal Control Over Financial Reporting

In planning and performing our audit, we considered the Society's internal control over financial reporting as a basis for designing our audit procedures for the purpose of expressing an opinion on the consolidated financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Society's internal control over financial reporting. Accordingly, we express no such opinion.

A deficiency in internal control over financial reporting exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct misstatements on a timely basis. A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the entity's financial statements will not be prevented, or detected and corrected on a timely basis.

Our consideration of internal control would not necessarily identify all deficiencies in internal control over financial reporting that might be material weaknesses. Given these limitations, during our audit we did not identify any deficiencies in the Society's internal control over financial reporting that we consider to be material weaknesses. However, material weaknesses may exist that were not identified.

Compliance and Other Matters

As part of obtaining reasonable assurance about whether the Society's consolidated 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 audit and 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*.

We noted certain matters that we have reported to management of the Society in a separate letter.

This report is intended solely for the information and use of management, the executive council, the audit committee, federal awarding agencies and pass-through entities and is not intended to be and should not be used by anyone other than these specified parties.

Grant Thornton LLP

New York, New York
June 30, 2011

Grant Thornton

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REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS ON COMPLIANCE WITH REQUIREMENTS THAT COULD HAVE A DIRECT AND MATERIAL EFFECT ON EACH MAJOR PROGRAM AND ON INTERNAL CONTROL OVER COMPLIANCE IN ACCORDANCE WITH OMB CIRCULAR A-133

To the Executive Council of
The Domestic and Foreign Missionary Society
of the Protestant Episcopal Church in the
United States of America and Affiliates:

Compliance

We have audited the compliance of The Domestic and Foreign Missionary Society of the Protestant Episcopal Church in the United States of America and Affiliates (the "Society") with the types of compliance requirements described in the U.S. Office of Management and Budget ("OMB") Circular A-133 Compliance Supplement that could have a direct and material effect on each of its major federal programs for the year ended December 31, 2010. The Society's major federal program is identified in the summary of auditors' results section of the accompanying schedule of findings and questioned costs. Compliance with the requirements of laws, regulations, contracts, and grants applicable to its major federal program is the responsibility of the Society's management. Our responsibility is to express an opinion on the Society's compliance based on our audit.

We conducted our audit of compliance in accordance with auditing standards generally accepted in the United States of America established by the American Institute of Certified Public Accountants, the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States, and OMB Circular A-133, *Audits of States, Local Governments, and Non-Profit Organizations*. Those standards and OMB Circular A-133 require that we plan and perform the audit to obtain reasonable assurance about whether noncompliance with the types of compliance requirements referred to above that could have a direct and material effect on a major federal program occurred. An audit includes examining, on a test basis, evidence about the Society's compliance with those requirements and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion. Our audit does not provide a legal determination of the Society's compliance with those requirements.

In our opinion, the Society complied, in all material respects, with the requirements referred to above that could have a direct and material effect on its major federal program for the year ended December 31, 2010.

Internal Control Over Compliance

Management of the Society is responsible for establishing and maintaining effective internal control over compliance with the requirements of laws, regulations, contracts, and grants applicable to federal programs. In planning and performing our audit, we considered the Society's internal control over compliance with requirements that could have a direct and material effect on a major federal program as a basis for designing audit procedures for the purpose of expressing an opinion on compliance, but not for the purpose of expressing an opinion of the effectiveness of the Society's internal control over compliance. Accordingly, we express no such opinion.

A deficiency in internal control over compliance exists when the design or operation of a control over compliance does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct noncompliance with a type of compliance requirement of a federal program on a timely basis. A material weakness is a deficiency, or a combination of deficiencies, in internal control over compliance such that there is a reasonable possibility that material noncompliance with a type of compliance requirement of a federal program will not be prevented, or detected and corrected on a timely basis.

Our consideration of internal control would not necessarily identify all deficiencies in internal control over compliance that might be material weaknesses. Given these limitations, during our audit we did not identify any deficiencies in the Society's internal control over compliance that we consider to be material weaknesses. However, material weaknesses may exist that were not identified.

This report is intended solely for the information and use of management, the executive council, the audit committee, federal awarding agencies and pass-through entities and is not intended to be and should not be used by anyone other than these specified parties.

Grant Thornton LLP

New York, New York
September 6, 2011

SECTION I - SUMMARY OF AUDITORS' RESULTS

Financial Statements:

Type of auditors' report issued:	Unqualified	
Internal control over financial reporting:		
• Material weakness(es) identified?	___ yes	X no
• Significant deficiency(ies) identified that are not considered to be material weakness(es)?	___ yes	X none reported
Noncompliance material to financial statements noted?	___ yes	X no

Federal Awards:

Internal control over the major program:		
• Material weakness(es) identified?	___ yes	X no
• Significant deficiency(ies) identified that are not considered to be material weakness(es)?	___ yes	X none reported
Type of auditors' report issued on compliance for the major program:	Unqualified	
Any audit findings disclosed that are required to be reported in accordance with Section 510(a) of OMB Circular A-133?	___ yes	X no

Identification of the major program:

Federal Grantor/Program Title	Federal CFDA Number
United States Department of State/Bureau for Population, Refugees, and Migration: Reception and Placement Cooperative	19.510

Dollar threshold used to distinguish between type A and type B programs:	$453,896	
Auditee qualified as a low-risk auditee?	X yes	__ no

SECTION II - FINDINGS RELATED TO FINANCIAL STATEMENTS

None noted.

SECTION III - FEDERAL AWARD FINDINGS AND QUESTIONED COSTS

None noted.

THE DOMESTIC AND FOREIGN MISSIONARY SOCIETY OF THE PROTESTANT EPISCOPAL CHURCH IN THE UNITED STATES OF AMERICA AND AFFILIATES

Summary Schedule of Prior Year Findings and Questioned Costs

For the year ended December 31, 2010

None noted.