NATIONAL FISHERIES CORPORATION

(A COMPONENT UNIT OF THE FSM NATIONAL GOVERNMENT)

FINANCIAL STATEMENTS AND INDEPENDENT AUDITORS' REPORT

SEPTEMBER 30, 2011 AND 2010

Deloitte.

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INDEPENDENT AUDITORS' REPORT

The Board of Directors
National Fisheries Corporation:

We have audited the accompanying statements of net assets of the National Fisheries Corporation (NFC), a component unit of the FSM National Government, as of September 30, 2011 and 2010, and the related statements of revenues, expenses and changes in net assets and of cash flows for the years then ended. These financial statements are the responsibility of NFC's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America 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 NFC’s internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to in the first paragraph present fairly, in all material respects, the financial position of NFC as of September 30, 2011 and 2010, and the changes in its net assets and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming that NFC will continue as a going concern. As discussed in note 8 to the financial statements, NFC has incurred substantial losses from operations. This condition raises substantial doubt about its ability to continue as a going concern.

In accordance with *Government Auditing Standards*, we have also issued our report dated June 21, 2012, on our consideration of NFC’s internal control over financial reporting and on our tests of its compliance with certain laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* and should be considered in assessing the results of our audit.

The Management's Discussion and Analysis on pages 3 through 6 is not a required part of the basic financial statements but is supplementary information required by the Governmental Accounting Standards Board. This information is the responsibility of NFC's management. We have applied certain limited procedures, which consisted principally of inquiries of management regarding the methods of measurement and presentation of the required supplementary information. However, we did not audit such information and we do not express an opinion on it.

Deloitte + Touche LLP

June 21, 2012

This section of the National Fisheries Corporation's (NFC) annual audit report presents the Management's Discussion and Analysis (MD&A) for the fiscal year ended September 30, 2011 and 2010. MD&A is supplementary information required by the Government Accounting Standards Board Statement 34 (GASB 34) on reporting model. The preparation of MD&A is the responsibility of the management of NFC, and it is designed to help the reader in understanding the accompanying financial statements and notes to the financial statements.

Background

The National Fisheries Corporation is a government owned corporation, created under Public Law No. 3-14 by the 3rd Congress of the Federated States of Micronesia (FSM). The main purpose of NFC is to promote the development of the fishing industry in the FSM. NFC is also involved in ancillary activities that support commercial fishing activities. It is for this purpose that NFC initially engaged itself with its Subsidiaries; Yap Fresh Tuna Inc. (YFTI), Chuuk Fresh Tuna Inc. (CFTI), Kosrae Sea Ventures Inc. (KSVI) and Micronesia Longline Fishing Co. (MLFC). However, due to the drastic decline in the number of vessels utilizing YFTI and CFTI, NFC was forced to venture into actual operation of longline fishing vessels, trading of fishing supplies and an airfreight business.

Due to drastic economic conditions, NFC's subsidiaries namely CFTI, YFTI, and MLFC failed to submit audited financial statements. The latest financial statement received from CFTI as dated September 1998. In FY2006, the MLFC board of directors declared the company (MLFC) to be bankrupt. NFC started the non-inclusion of MLFC's financial data in NFC's consolidated financial statements in fiscal year 2004. MLFC is now in trust or receivership and a new trustee has been appointed by the FSM Supreme Court.

Because of the unavailability of financial data from NFC subsidiaries, balances from these investee's were excluded from NFC's financial statements. An investment balance in CFTI of $486k was written-off in 2007.

The financial statements of NFC are presented as combined balances including the balances of Corporate, Fishing operations, Airfreight operation, Transshipment operations and baitfish services from previous years until FY 2006.

Overview of Fiscal Year 2011

The accounts of NFC are organized as a proprietary fund. Proprietary funds are used by governmental units that are operated in a manner similar to private business enterprises.

For the current year, NFC corporate office activities includes consolidated activities from licensing of foreign boats, fish grading and regular corporate and administrative functions.

2011 revenue sources of NFC operations are from $168k of management fees, Kasar Fishing Corporation licensing fees from vessels licensed under NFC/NRMA agreement of $15k, fish grading of $9k, and sales of fishing gears and supplies of $1k. During the year, NFC generated $106k from licensing fees of which $95k or 90% was remitted to NORMA. NFC records this as net in its financial statements.

NFC's budget is prepared by management with concurrence of the board of directors. The budget is the forwarded to the President's budget committee which in turn submits it to Congress for approval.

NATIONAL FISHERIES CORPORATION
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Management Discussion and Analysis
September 30, 2011 and 2010

Financial Highlights

NFC started implementing the financial reporting standards in accordance with Government Accounting Standards Board (GASB) principles in fiscal year 2003. Adopting the GASB principles provide the new financial report of the following basic financial statements:

1. Statement of Net Assets (SNA)

   SNA presents what NFC owns (assets), owes (liabilities and the net assets (the difference between total assets and total liabilities) at the end of the fiscal year. The "net assets" is one indicator of whether the current financial condition has improved or worsened during the year.

   Comparative Statements of Net Assets at September 30, 2011, 2010 and 2009 are summarized below:

	2011	2010	2009
Assets:			
Current assets	$ 65,526	$ 74,333	$ 96,637
Noncurrent assets	14,347	10,253	113,477
Total Assets	$ 79,873	$ 84,586	$ 210,114
Liabilities:			
Current liabilities	$ 3,839,822	$ 3,852,524	$ 3,857,379
Total liabilities	3,839,822	3,852,524	3,857,379
Net assets:			
Invested in capital assets	14,347	10,253	113,477
Unrestricted	(3,774,296)	(3,778,191)	(3,760,742)
	(3,759,949)	(3,767,938)	(3,647,265)
Total liabilities and net assets	$ 79,873	$ 84,586	$ 210,114

   Assets: Company total assets of $80k comprised $66k or 83% of current assets and $14k or 17% of capital assets.

   Current assets: The major portion of the $66k current assets is cash, which accounts for 71% or $47k. The remaining is accounts receivable of $19k.

   Noncurrent assets: The noncurrent assets of $14k comprise the Company's property and equipment, net of accumulated depreciation.

   Liabilities: NFC's liabilities of $3.840 million are all current consisting of a $3.6 million loan from the National Government, which comprises 94% of total NFC liabilities, and other accounts payable and accrued liabilities of $240k.

2. Summary Statement of Revenues, Expenses and changes in Net Assets (SRECNA)

The SRECNA provides information on the financial performance of the current year in terms of revenues and expenses. It presents the operating revenues and expenses and the corresponding net operating results, as well as non-operating revenues and expenses. Below is the comparative summary of SRECNA for the fiscal years ended September 30, 2011, 2010 and 2009.

	2011	2010	2009
Sales/Income	$ 200,957	$ 232,197	$ 181,945
Cost of sales/bad debts	(12,556)	(13,653)	(6,983)
Gross profit	188,401	218,544	174,962
Operating expenses	182,731	266,022	213,864
Earnings (loss) from operations	5,670	(47,478)	(38,902)
Other income (expense)	2,319	(73,195)	(47,638)
Increase (decrease) in net assets	7,989	(120,673)	(86,540)
Beginning net assets	(3,767,938)	(3,647,265)	(3,560,725)
Ending net assets	$ (3,759,949)	$ (3,767,938)	$ (3,647,265)

Sales include licensing fees from vessels licensed under NFC/NORMA agreements, a vessel lease, fish grading and sales of fishing gear and supplies. During the year, NFC generated revenue from licensing fees of which 90% was remitted to NORMA.

The total sales are only from NFC corporate operational activities. Total operating expenses for the year are $183k. The largest is salaries and wages of $107k, office expense of $21k; rental expenses of $19k, utilities of $12k; travel and entertainment of $9k, telephone and internet expenses of $10k, depreciation and amortization of $3k, contractual fees of $600, and repairs and maintenance of $1k.

3. Summary Statement of Cash Flows (SCF)

SCF presents information about changes in the cash position using the direct method of reporting sources and uses of cash. The direct method reports all major cash inflows and outflows at gross amounts, differentiating the activities into cash flows arising from operating activities, noncapital financing and capital and related financing.

Below is the summary statements of cash flows:

	2011	2010	2009
From operating activities	$ (5,548)	$ 12,414	$ (51,257)
Provided by non capital financing activities	-	-	25,000
From capital and related financing activities	(7,516)	29,305	-
Net change in cash	(13,064)	41,719	(26,257)
Cash at beginning of year	59,755	18,036	44,293
Cash at year end	$ 46,691	$ 59,755	$ 18,036

4. Debt and Capital Asset Activities

   No significant debt or capital asset activities occurred during the year ended September 30, 2011. For additional information on capital assets, please refer to note 4 to the financial statements. For additional information concerning notes payable, please refer to note 5 to the financial statements.

Management's Discussion and Analysis for the year ended September 30, 2010 is set forth in NFC's report on the audit of financial statements, which is dated June 15, 2011. That Discussion and Analysis explains the major factors impacting the 2010 financial statements and can be obtained from the FSM office of the National Public Auditor's website at www.fsmopa.fm.

Economic Outlook

The Company has incurred substantial losses from its regular operations including investments with Micronesia Longline Fishing Company (MLFC), Kosrae Sea Ventures (KSVI), Chuuk Fresh Tuna Inc. (CFTI) and Yap Fishing Corporation (YFC). The accumulated losses of NFC from its investments have severely affected NFC's regular operations. These conditions raise substantial doubt about the Company's ability to continue as a going concern. Financial assistance from the FSM National Government is needed to rehabilitate and reconstruct its debt to FSM Government. Moreover, FSM National Government stopped providing a subsidy to NFC this fiscal year. NFC management recently established a joint venture with a Japanese purse seiner company, New Eikyu Gyogo Co., Ltd, and formed Kasar Fishing Corporation (KFC), a purse seiner company to operate and fish in the FSM EEZ and areas under the FSM regional agreement. Said joint venture operation is expected to generate sufficient added income to render NFC a self supporting company in the years to come.

Long term plans for development include expanding the operation of KFC by adding more purse seiner fishing vessels by the end of 2015 and ventures into other fishing operations with other interested foreign fishing companies.

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Statements of Net Assets
September 30, 2011 and 2010

	2011	2010
ASSETS		
Current assets:		
Cash	$ 46,691	$ 59,755
Receivables, net of an allowance for uncollectible accounts of $1,026,102 in 2011 and 2010	18,835	14,578
Total current assets	65,526	74,333
Property and equipment, net	14,347	10,253
	$ 79,873	$ 84,586
LIABILITIES AND NET DEFICIENCY		
Current liabilities:		
Notes payable	$ 3,600,000	$ 3,600,000
Accounts payable	228,660	232,782
Accrued liabilities	11,162	19,742
Total current liabilities	3,839,822	3,852,524
Commitment and contingencies		
Net deficiency:		
Invested in capital assets	14,347	10,253
Unrestricted deficit	(3,774,296)	(3,778,191)
Total net deficiency	(3,759,949)	(3,767,938)
	$ 79,873	$ 84,586

See accompanying notes to financial statements.

NATIONAL FISHERIES CORPORATION
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Statements of Revenues, Expenses and Changes in Net Assets
Years Ended September 30, 2011 and 2010

	2011	2010
Sales	$ 200,957	$ 232,197
Bad debts	(12,556)	(13,285)
Net revenue	188,401	218,912
Cost of sales	-	(368)
Gross profit	188,401	218,544
Operating expenses:		
Salaries and wages	106,778	112,354
Office expense	21,284	26,714
Rent	19,000	19,100
Utilities	11,627	9,379
Telephone and communication	9,720	11,542
Travel and entertainment	9,000	15,709
Depreciation and amortization	3,422	1,519
Repairs and maintenance	665	4,136
Contractual services	564	629
Representation	180	60
Loss on inventory obsolescence	-	64,692
Miscellaneous	491	188
Total operating expenses	182,731	266,022
Earnings (loss) from operations	5,670	(47,478)
Other income (expense):		
Other income (expense), net	2,319	(795)
Loss on disposal of fixed assets	-	(72,400)
Total other income (expense), net	2,319	(73,195)
Change in net assets	7,989	(120,673)
Net assets at beginning of year	(3,767,938)	(3,647,265)
Net assets at end of year	$ (3,759,949)	$ (3,767,938)

See accompanying notes to financial statements.

NATIONAL FISHERIES CORPORATION
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Statements of Cash Flows
Years Ended September 30, 2011 and 2010

	2011	2010
Cash flows from operating activities:		
Cash received from customers	$ 184,144	$ 231,528
Cash paid to suppliers for goods and services	(74,334)	(106,365)
Cash paid to employees for services	(115,358)	(112,749)
Net cash (used in) provided by operating activities	(5,548)	12,414
Cash flows from capital and related financing activities:		
Proceeds from sale of capital assets	-	31,800
Acquisition of capital assets	(7,516)	(2,495)
Net cash (used in) provided by capital and related financing activities	(7,516)	29,305
Net change in cash	(13,064)	41,719
Cash at beginning of year	59,755	18,036
Cash at end of year	$ 46,691	$ 59,755
Reconciliation of earnings (loss) from operations to net cash (used in) provided by operating activities:		
Earnings (loss) from operations	$ 5,670	$ (47,478)
Adjustments to reconcile earnings (loss) from operations to net cash (used in) provided by operating activities:		
Provision for inventory obsolescence	-	64,692
Depreciation and amortization	3,422	1,519
Bad debts	12,556	13,285
Other income/expense	2,319	(795)
Increase in assets:		
Accounts receivable	(16,813)	(13,954)
Decrease in liabilities:		
Accounts payable	(4,122)	(4,460)
Accrued liabilities	(8,580)	(395)
Net cash (used in) provided by operating activities	$ (5,548)	$ 12,414

See accompanying notes to financial statements.

(1) Reporting Entity

The National Fisheries Corporation (NFC) was created under FSM Public Law No. 3-14 by the third Congress of the Federated States of Micronesia (FSM).

The purpose of NFC is to promote the development of commercial pelagic fisheries and related industries within the Federated States of Micronesia's 200 mile Exclusive Economic Zone. NFC is also involved in ancillary activities that support commercial fishery activities. These activities include technical and infrastructure services, manpower training and other related activities promoting commercial fisheries development.

NFC is a discretely presented component unit of the FSM National Government. The financial statements of NFC are incorporated into those of the FSM National Government. Debts and obligations of NFC are not obligations of the FSM National Government unless specifically authorized by the FSM National Government. To date, no such authorization has been made.

(2) Summary of Significant Accounting Policies

The accounting policies of NFC conform to accounting principles generally accepted in the United States of America, as applicable to governmental entities, specifically proprietary funds. Governmental Accounting Standards Board (GASB) Statement No. 20, *Accounting and Financial Reporting for Proprietary Funds and Other Governmental Entities that Use Proprietary Fund Accounting*, requires that proprietary activities apply all applicable GASB pronouncements as well as Statements and Interpretations issued by the Financial Accounting Standards Board (FASB), Accounting Principles Board Opinions, and Accounting Research Bulletins of the Committee on Accounting Procedures issued on or before November 30, 1989. NFC has implemented GASB 20 and elected not to apply FASB Statements and Interpretations issued after November 30, 1989.

GASB issued Statement No. 34, *Basic Financial Statements - and Management's Discussion and Analysis - for State and Local Governments*, which was subsequently amended by Statement No. 37, *Basic Financial Statements - and Management's Discussion and Analysis - for State and Local Governments: Omnibus*, and modified by Statement No. 38, *Certain Financial Statement Note Disclosures*. These statements establish financial reporting standards for governmental entities which require that management's discussion and analysis of the financial activities be included with the basic financial statements and notes and modify certain other financial statement disclosure requirements.

To conform to the requirements of GASB Statement 34, net assets are presented in the following categories:

- Investment in capital assets; capital assets, net of accumulated depreciation, plus construction or improvement of those assets.

- Unrestricted; net assets that are not subject to externally imposed stipulations. Unrestricted net assets may be designated for specific purposes by action of management or the Board of Directors or may otherwise be limited by contractual agreements with outside parties.

(2) Summary of Significant Accounting Policies, Continued

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 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.

Basis of Accounting

Proprietary funds are accounted for on a flow of economic resources measurement focus. With this measurement focus, all assets and liabilities associated with the operation of the fund are included in the statements of net assets. Proprietary fund operating statements present increases and decreases in net total assets. The accrual basis of accounting is utilized by proprietary funds. Under this method, revenues are recorded when earned and expenses are recorded at the time liabilities are incurred.

Proprietary funds distinguish operating revenues and expenses from nonoperating items. Operating revenues and expenses generally result from providing services and producing and delivering goods in connection with a proprietary fund’s principal ongoing operations. All other revenues are reported as nonoperating. Operating expenses includes the cost of sales and services, administrative expenses, and depreciation on capital assets. Expenses not meeting this definition are reported as nonoperating expenses.

Cash

Custodial credit risk is the risk that in the event of a bank failure, NFC’s deposits may not be returned to it. Such deposits are not covered by depository insurance and are either uncollateralized or collateralized with securities held by the pledging financial institution or held by the pledging financial institution but not in the depositor-government’s name. NFC does not have a deposit policy for custodial credit risk.

As of September 30, 2011 and 2010, the carrying amount of NFC’s total cash was $46,691 and $59,755, respectively, and the corresponding bank balances were $53,012 and $64,498, respectively, all of which were maintained in financial institutions subject to Federal Deposit Insurance Corporation (FDIC) insurance. As of September 30, 2011 and 2010, all bank deposits were FDIC insured. NFC does not require collateralization of its cash deposits; therefore, deposit levels in excess of FDIC insurance coverage are uncollateralized. Accordingly, these deposits are exposed to custodial credit risk. NFC has not experienced any losses in such accounts and management believes it is not exposed to any significant custodial credit risk on its deposits.

Investments and Business Development

NFC, in prior years, has invested in various joint ventures with respective agencies in the four states of the FSM which are directly involved in the exploitation and development of the FSM's fisheries industry. The NFC involvement in these joint ventures varies in nature.

(2) Summary of Significant Accounting Policies, Continued

Investments and Business Development, Continued

NFC has previously been directly involved in the management of certain joint ventures through management and marketing agreements entered into with the respective parties. The investment in Micronesia Longline Fishing Company (MLFC), Yap Fishing Corporation (YFC), Yap Fresh Tuna, Inc. (YFTI), Chuuk Fresh Tuna, Inc. (CFTI), and Kosrae Sea Venture Inc. (KSVI) are accounted for using the equity method and, accordingly, the carrying values of these investments have been reduced to $0. In 2011 and 2010, financial statements for these joint ventures were not available. Management has asserted that it is unable to control these joint ventures and does not believe that it is liable for any additional losses of these entities that may occur. As a result, the equity method of accounting has been adopted for investments in these entities for both the years ended September 30, 2011 and 2010.

Receivables

Receivables from fishing and ancillary activities are based on contracted prices, which are both interest free and uncollateralized and are primarily due from government agencies, businesses and individuals located within the FSM. The allowance for doubtful accounts is stated at an amount which management believes will be adequate to absorb possible losses on accounts receivable that may become uncollectible based on evaluations of the collectability of these accounts and prior collection experience. The allowance is established through a provision for uncollectible receivables recorded in the statement of revenues, expenses and changes in net assets.

Property and Equipment

Property and equipment are stated at cost or estimated historical cost, less accumulated depreciation. Donated fixed assets are recorded at estimated fair market value at the date received. The provision for depreciation is computed by the straight line method over the estimated useful lives of the assets, ranging from 10 to 15 years depending on the nature of the asset. A singular piece of equipment, vehicles, office equipment, etc. that equals or exceeds $5,000 is capitalized, except for those assets of the investees, where no set threshold for capitalization of fixed assets has been established.

Compensated Absences

Vested or accumulated vacation leave is recorded as an expense and liability as the benefits accrue to employees. No liability is recorded for nonvesting accumulating rights to receive sick pay benefits.

Operating and Non-Operating Revenue and Expenses

Operating revenues and expenses generally result directly from the operation and maintenance of the Company. Non-operating revenues and expenses result from capital and financing activities, costs and related recoveries from natural disasters, and certain other non-recurring income and costs.

(2) Summary of Significant Accounting Policies, Continued

Revenue Recognition

NFC's primary source of revenue is derived from the provision of services, which are recorded at the time the buyer accepts that the services have been performed.

Other revenue is recorded when earned and measurable.

New Accounting Standards

During fiscal year 2011, NFC implemented the following pronouncements:

- GASB Statement No. 54, *Fund Balance Reporting and Governmental Fund Type Definitions*, which enhances the usefulness of fund balance information by providing clearer fund balance classifications that can be more consistently applied and by clarifying the existing governmental fund type definitions.

- GASB Statement No. 59, *Financial Instruments Omnibus*, which updates and improves existing standards regarding financial reporting of certain financial instruments and external investment pools.

The implementation of these pronouncements did not have a material effect on the accompanying financial statements.

In December 2009, GASB issued Statement No. 57, *OPEB Measurements by Agent Employers and Agent Multiple-Employer Plans*, which amends Statement No. 43, *Financial Reporting for Postemployment Benefit Plans Other Than Pension Plans*, and Statement No. 45, *Accounting and Financial Reporting by Employers for Postemployment Benefits Other Than Pensions*, and addresses issues related to measurement of OPEB obligations by certain employers participating in agent multiple-employer OPEB plans. The provisions of Statement 57 related to the use and reporting of the alternative measurement method are effective immediately. The provisions related to the frequency and timing of measurements are effective for actuarial valuations first used to report funded status information in OPEB plan financial statements for periods beginning after June 15, 2011. Management does not believe that the implementation of this statement will have a material effect on the financial statements of NFC.

In December 2010, GASB issued Statement No. 60, *Accounting and Financial Reporting for Service Concession Arrangements,* which addresses how to account for and report service concession arrangements (SCAs), a type of public-private or public-public partnership that state and local governments are increasingly entering into. The provisions of this statement are effective for periods beginning after December 15, 2011. Management does not believe that the implementation of this statement will have a material effect on the financial statements of NFC.

(2) Summary of Significant Accounting Policies, Continued

New Accounting Standards, Continued

In December 2010, GASB issued Statement No. 61, *The Financial Reporting Entity: Omnibus,* which is designed to improve financial reporting for governmental entities by amending the requirements of Statements No. 14, *The Financial Reporting Entity,* and No. 34, *Basic Financial Statements—and Management's Discussion and Analysis—for State and Local Governments,* to better meet user needs and address reporting entity issues that have come to light since those Statements were issued in 1991 and 1999, respectively. The provisions of this statement are effective for periods beginning after June 15, 2012. Management does not believe that the implementation of this statement will have a material effect on the financial statements of NFC.

In December 2010, GASB issued Statement No. 62, *Codification of Accounting and Financial Reporting Guidance Contained in Pre-November 30, 1989 FASB and AICPA Pronouncements*, which is intended to enhance the usefulness of its Codification by incorporating guidance that previously could only be found in certain Financial Accounting Standards Board (FASB) and American Institute of Certified Public Accountants (AICPA) pronouncements. The provisions of this statement are effective for periods beginning after December 15, 2011. Management does not believe that the implementation of this statement will have a material effect on the financial statements of NFC.

In July 2011, GASB issued Statement No. 63, *Financial Reporting of Deferred Outflows of Resources, Deferred Inflows of Resources, and Net Position*, which establishes guidance for reporting deferred outflows of resources, deferred inflows of resources, and net position in a statement of financial position. The provisions of this statement are effective for periods beginning after December 15, 2011. Management does not believe that the implementation of this statement will have a material effect on the financial statements of NFC.

In July 2011, GASB issued Statement No. 64, *Derivative Instruments: Application of Hedge Accounting Termination Provisions (an amendment of GASB Statement No. 53),* which will improve financial reporting by state and local governments by clarifying the circumstances in which hedge accounting continues to be applied when a swap counterparty, or a swap counterparty's credit support provider, is replaced. The provisions of this statement are effective for periods beginning after June 15, 2011. Management does not believe that the implementation of this statement will have a material effect on the financial statements of NFC.

(3) Related Party Transactions

NFC has entered into various transactions with the FSM National Government. Various loans have been obtained from the FSM National Government or the FSM Development Bank, a component unit of the FSM National Government. These loans are disclosed in note 5.

NFC and Kasar Fishing Corporation (KFC) entered into a management agreement in August 2009 wherein NFC would receive $14,000 per month for two years. NFC received $168,000 in each of the fiscal years 2011 and 2010, for management of KFC operations.

(4) Property and Equipment

Capital asset activity for the years ended September 30, 2011 and 2010 follows:

	October 1, 2010	Additions	Deletions	September 30, 2011
Machinery and equipment	$ 24,750	$ -	$ -	$ 24,750
Office furniture and equipment	29,556	7,516	-	37,072
	54,306	7,516	-	61,822
Less accumulated depreciation	(44,053)	(3,422)	-	(47,475)
	$ 10,253	$ 4,094	$ -	$ 14,347

	October 1, 2009	Additions	Deletions	September 30, 2010
Machinery and equipment	$ 24,750	$ -	$ -	$ 24,750
Fishing vessels – donated	1,497,618	-	(1,497,618)	-
Office furniture and equipment	27,061	2,495	-	29,556
	1,549,429	2,495	(1,497,618)	54,306
Less accumulated depreciation	(1,435,952)	(1,519)	1,393,418	(44,053)
	$ 113,477	$ 976	$ (104,200)	$ 10,253

(5) Notes Payable

Notes payable consist of the following at September 30, 2011 and 2010:

	2011	2010
Loan payable to the FSM National Government due in annual installments of $44,153, non-interest bearing, collateralized by NFC's shares in YFC, with a term of 16 years, beginning March 1994, ending March 2010.	$ 750,640	$ 750,640
Loan payable to the FSM National Government due in annual installments of $86,639, non-interest bearing, with a term of 13 years, beginning July 1994, ending July 2007.	1,212,940	1,212,940
Loan payable to the FSM National Government due in annual installments of $23,363, non-interest bearing, with a term of 16 years, beginning September 1994, ending September 2010.	397,176	397,176
Loan payable to FSM National Government due in annual installments of $29,412, non-interest bearing, with a term of 17 years, beginning October 1995, ending October 2011.	500,000	500,000
Loan payable to the FSM National Government due in annual installments of $5,000, non-interest bearing, with a term of 20 years, beginning April 1995, ending April 2014.	100,000	100,000

(5) Notes Payable, Continued

	2011	2010
Loan payable to the FSM National Government due in annual installments of $1,962, non-interest bearing, with a term of 20 years, beginning April 1995, ending April 2014.	39,244	39,244
Loan payable to the FSM National Government due in annual installments of $5,000, non-interest bearing, with a term of 20 years, beginning November 1994, ending April 2013.	100,000	100,000
Loan payable to the FSM National Government with no terms.	500,000	500,000
	$ 3,600,000	$ 3,600,000

NFC is in default on its notes payable and, therefore, all related debt has been classified as current.

Changes in debt during the years ended September 30, 2011 and 2010 are as follows:

Balance at Beginning of Year 2011	Additions	Deletions	Balance at End of Year 2011
$ 3,600,000	$ -	$ -	$ 3,600,000

Balance at Beginning of Year 2010	Additions	Deletions	Balance at End of Year 2010
$ 3,600,000	$ -	$ -	$ 3,600,000

(6) Contingencies

NFC is party to various legal proceedings arising from operations. External legal counsel represents that the ultimate outcome of the lawsuits cannot be predicted at this time; therefore, no provision for any related liability has been made in the financial statements.

NFC is ultimately liable for Micronesia Longline Fishing Company's (MLFC) loans payable to the Asian Development Bank. MLFC has defaulted on this loan; however, the FSM National Government has been making required debt service payments on behalf of NFC and it is not possible to predict the ultimate outcome of this matter. No provision for this matter has been made in the accompanying financial statements. The MLFC debt is, instead, recorded in the financial statements of the FSM National Government.

(7) Future Lease Revenues

The approximate future minimum annual lease revenue receivable by NFC for space lease contracts currently held with a private customer is as follows:

Year Ending September 30,	Total
2012	$ 10,301
2013	10,301
2014	10,301
2015	10,301
2016	6,009

(8) Going Concern

NFC has incurred substantial losses from operations. This condition raises substantial doubt about the Corporation's ability to continue as a going concern. NFC, as a component unit of the FSM National Government, is dependent on the FSM National Government for its cash flows. The FSM National Government has introduced legislation to dissolve NFC and the ultimate impact of this matter on the accompanying financial statements is uncertain. Additionally, the same measure seeks to transfer NFC's holdings in joint ventures to the applicable State governments.

(9) Subsequent Event

After September 30, 2011, the Corporation has entered in to another joint venture agreement.

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INDEPENDENT AUDITORS' REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING AND ON COMPLIANCE AND OTHER MATTER BASED ON AN AUDIT PERFORMED IN ACCORDANCE WITH *GOVERNMENT AUDITING STANDARDS*

The Board of Directors
National Fisheries Corporation:

We have audited the financial statements of the National Fisheries Corporation (NFC) as of and for the year ended September 30, 2011 and have issued our report thereon dated June 21, 2012, which report included a reference to a significant uncertainty regarding the entity's ability to continue as a going concern. We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States.

Internal Control Over Financial Reporting

Management of NFC is responsible for establishing and maintaining effective internal control over financial reporting. In planning and performing our audit, we considered NFC's internal control over financial reporting as a basis for designing our auditing procedures for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of NFC's internal control over financial reporting. Accordingly, we do not express an opinion on the effectiveness of NFC's internal control over financial reporting.

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

Compliance and Other Matters

As part of obtaining reasonable assurance about whether NFC's financial statements are free of material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts and grant agreements, noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our 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 reported to management of NFC in a separate letter dated June 21, 2012.

This report is intended solely for the information and use of the Board of Directors, management, and others within the entity and is not intended to be and should not be used by anyone other than these specified parties.

Deloitte + Touche LLP

June 21, 2012