LEDERER, LEVINE & ASSOCIATES, LLC

CERTIFIED PUBLIC ACCOUNTANTS

KENNETH J. LEDERER, CPA STEVEN J. LEVINE, CPA DEREK A. FLANAGAN, CPA 1099 WALL STREET WEST - SUITE 280 LYNDHURST, NEW JERSEY 07071 (201) 933-3780 (201) 933-3575 FAX

99 MADISON AVENUE - 11th FLOOR NEW YORK, NEW YORK 10016 (800) 269-3457 (NYC)

INDEPENDENT AUDITORS' REPORT

The Board of Directors Avaaz Foundation

We have audited the accompanying statement of financial position of Avaaz Foundation (the "Organization") as of December 31, 2010 and the related statements of activities, functional expenses and cash flows for the year then ended. These financial statements are the responsibility of the Organization's management. Our responsibility is to express an opinion on these financial statements based on our audit.

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

In our opinion, the aforementioned financial statements presents fairly, in all material respects, the financial position of Avaaz Foundation as of December 31, 2010 and the changes in its net assets and cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

Ederer, Covine - Cusouates, LLC Lederer, Levine & Associates, LLC

New York, NY June 28, 2011