



Howard, Wershbale & Co.
CPAs & Advisors

**Laurel Lake Retirement Community
Foundation, Inc. and Subsidiary**

YEAR ENDED DECEMBER 31, 2013

LAUREL LAKE RETIREMENT COMMUNITY FOUNDATION, INC. AND SUBSIDIARY

CONSOLIDATED PRO FORMA FINANCIAL STATEMENT

YEAR ENDED DECEMBER 31, 2013

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Independent Accountants' Report

Board of Directors
Laurel Lake Retirement Community Foundation, Inc.
and Subsidiary
Hudson, Ohio

We have reviewed the pro forma adjustments reflecting the transaction described in Note 1 and the application of those adjustments to the historical amounts in the accompanying pro forma consolidated statement of activities and changes in net assets of Laurel Lake Retirement Community Foundation, Inc. and Subsidiary for the year ended December 31, 2013. This historical consolidated pro forma financial statement is derived from the historical unaudited 2013 financial statements of Laurel Lake Retirement Community Foundation, Inc. and Subsidiary, which were reviewed by us. Such pro forma adjustments are based on management's assumptions as described in Note 1. Laurel Lake Retirement Community Foundation, Inc. and Subsidiary's management is responsible for the pro forma financial information.

Our review was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants. A review is substantially less in scope than an examination, the objective of which is the expression of an opinion on management's assumptions, the pro forma adjustments and the application of those adjustments to historical financial information. Accordingly, we do not express such an opinion.

The objective of this pro forma financial information is to show what the significant effects on the historical financial information might have been had the transaction occurred at a later date. However, the pro forma condensed consolidated financial statement is not necessarily indicative of the results of operations or related effects on financial position that would have been attained had the above-mentioned transaction actually occurred later.

Based on our review, nothing came to our attention that caused us to believe that management's assumptions do not provide a reasonable basis for presenting the significant effects directly attributable to the above-mentioned transaction described in Note 1, that the related pro forma adjustments do not give appropriate effect to those assumptions, or that the pro forma column does not reflect the proper application of those adjustments to the historical consolidated financial statement amounts in the pro forma condensed consolidated statement of activities and changes in net assets for the year ended December 31, 2013.

Our review was made primarily for the purpose of expressing a conclusion that there are no material modifications that should be made to the consolidated financial statement in order for it to be in conformity with accounting principles generally accepted in the United States of America. The supplementary schedule on page 14 is presented for purposes of additional analysis and is not a required part of the basic financial statements. Such information has been subjected to the inquiry and analytical procedures applied in the review of the basic consolidated financial statement, and we did not become aware of any material modifications that should be made to such information.

HW & Co.

Cleveland, Ohio
May 31, 2014

**LAUREL LAKE RETIREMENT COMMUNITY FOUNDATION, INC.
AND SUBSIDIARY**

PRO FORMA CONSOLIDATED STATEMENT OF ACTIVITIES AND CHANGES IN NET ASSETS

YEAR ENDED DECEMBER 31, 2013

Revenue and other support:

Resident services:		
Monthly service fees	\$	13,801,360
Amortization of deferred revenue		5,564,158
Nursing services and other		4,146,654
Investment income, net		1,577,625
Contributions		560,583
Net assets released from restrictions for operations		<u>63,676</u>
 Total revenue and other support		 <u>25,714,056</u>

Expenses:

Salaries and wages		7,475,053
Employee benefits		<u>2,239,178</u>
 Total employment expenses		 9,714,231
Purchased services		2,678,573
Supplies		1,654,985
Utilities		1,325,256
Rent		16,498
Insurance		165,179
Interest		1,436,300
Management fees		628,839
Program expenses – Foundation		907,616
Operating expenses – Foundation		89,751
Depreciation and amortization		2,338,825
Miscellaneous		<u>1,062,540</u>
 Total expenses		 <u>22,018,593</u>

Excess of revenue and other support over expenses 3,695,463

Other changes in unrestricted net assets:

Contributions, property and equipment		616,974
Net assets released from restriction for capital		93,586
Unrealized gains on other than trading securities, net		<u>83,301</u>

Increase in unrestricted net assets 4,489,324

Temporarily restricted net assets:

Contributions		170,654
Unrealized gains on investments, net		319,719
Investment income, net		944,757
Net assets released from restrictions		<u>(157,262)</u>

Increase in temporarily restricted net assets 1,277,868

Permanently restricted net assets:

Contributions		<u>1,000</u>
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Increase in permanently restricted net assets 1,000

Increase in net assets **\$ 5,768,192**

See notes to consolidated financial statements.

**LAUREL LAKE RETIREMENT COMMUNITY FOUNDATION, INC.
AND SUBSIDIARY**

NOTES TO PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS

YEAR ENDED DECEMBER 31, 2013
(See Independent Accountants' Review Report)

1. Summary of significant accounting policies:

Description of organization and basis of consolidation:

The accompanying pro forma consolidated financial statement includes the accounts of Laurel Lake Retirement Community Foundation, Inc. (the Foundation) and Laurel Lake Retirement Community, Inc. (the Community) (collectively, referred to as Laurel Lake). The Foundation is a not-for-profit foundation established to solicit donations for the benefit of Laurel Lake Retirement Community, Inc. The Community's sole member is Laurel Lake Retirement Community Foundation, Inc. All significant intercompany transactions have been eliminated in consolidation.

Laurel Lake, located in Hudson, Ohio, is a continuing care retirement community consisting of 293 residential units, 59 assisted living units and 75 skilled nursing beds. The Community operates under the "life care" concept in which residents enter into an occupancy agreement, which requires payment of a one-time entrance fee and a subsequent monthly service fee. Generally, these payments entitle residents to the use and privileges of the Community for life including certain nursing services provided in Laurel Lake's skilled nursing facility. The occupancy agreement does not entitle the residents to an interest in the real estate or other property owned by the Community.

The Community's sole member until December 30, 2013 was Catholic Health Partners (CHP), an integrated acute and long-term care health system headquartered in Cincinnati, Ohio.

On December 30, 2013, CHP donated 100% of its membership interest in the Foundation to the Foundation's Board of Directors. The Foundation then, on December 30, 2013, acquired a 100% membership interest in the Community from CHP (see Note 9). As a result, the Community is a wholly-owned subsidiary of the Foundation.

The unaudited pro forma consolidated statement of activities and changes in net assets is presented as if the acquisition described in Note 9 to this financial statement occurred on January 1, 2014.

Use of estimates:

The preparation of consolidated 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 consolidated financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

**LAUREL LAKE RETIREMENT COMMUNITY FOUNDATION, INC.
AND SUBSIDIARY**

NOTES TO PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

YEAR ENDED DECEMBER 31, 2013
(See Independent Accountants' Review Report)

1. Summary of significant accounting policies (continued):

Nursing services revenue and accounts receivable:

The Community receives a significant portion of its nursing service revenue from the Medicare program. Government payment systems and related funding for nursing facilities are subject to periodic review and modification by governmental payors. Changes in government payment systems and the effects are uncertain, and therefore such changes could have a material impact on the Community's future financial condition, results of operations and cash flows. The approximate Medicare revenue as a percentage of total nursing services revenue was 32% in 2013.

Services rendered to Medicare program beneficiaries are paid at prospectively determined rates under an acuity-based classification system. Rates are adjusted annually by the Center for Medicare Services on October 1, in conjunction with the beginning of the Federal fiscal year. Federal rates are subject to a county-specific wage adjustment based on the relative hospital wage level of the geographic area of the facility compared to the national average hospital wage level.

Collection of accounts receivable in the ordinary course of business is dependent on the Medicare program's ability to make timely payments to health care providers.

In evaluating the collectibility of accounts receivable and determination of an estimated allowance for doubtful accounts, the Community considers a number of factors, including the age of the accounts, changes in collection patterns, the composition of accounts by payor type and general industry conditions. Amounts considered uncollectable are written off against the allowance for doubtful accounts.

Laws and regulations governing the Medicare program are complex and subject to interpretation. Potential noncompliance with laws and regulations can be subject to future government review and interpretation as well as regulatory action. The Community believes that it is in compliance with all applicable laws and regulations and is not aware of any material pending or threatened investigations involving allegations of noncompliance.

Investments:

Investments in equity securities that have readily determinable fair values and all investments in debt securities are measured at fair value. Investment income (including realized gains and losses on investments, unrealized gains and losses on trading securities, interest and dividends) is included in the performance indicator, excess of revenue and other support over expenses, unless the income is restricted by donor or law. Net changes in unrealized gains or losses on other than trading securities are excluded from the performance indicator.

LAUREL LAKE RETIREMENT COMMUNITY FOUNDATION, INC. AND SUBSIDIARY

NOTES TO PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

YEAR ENDED DECEMBER 31, 2013
(See Independent Accountants' Review Report)

1. Summary of significant accounting policies (continued):

Investments (continued):

Laurel Lake invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could have a material effect on the pro forma consolidated statement of activities and changes in net assets.

Endowments:

Laurel Lake's endowment consists of several individual funds established for a variety of purposes. Net assets associated with endowment funds, are classified and reported based on the existence or absence of donor-imposed restrictions. Board-designated funds are primarily intended to support various current and future programs. However, board-designated funds, including principal, are expendable for any purpose, at any time, as may be deemed appropriate and as approved by the Board of Directors, and as such, are not considered to be an endowment by management.

Interpretation of relevant law:

Laurel Lake has interpreted the Uniform Prudent Management of Institutional Funds Act (UPMIFA) 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, Laurel Lake 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 (c) accumulations to the permanent endowment made in accordance with the direction 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 net assets until those amounts are appropriated for expenditure by the organization in a manner consistent with the standard of prudence prescribed by UPMIFA. In accordance with UPMIFA, Laurel Lake considers the following factors in making a determination to appropriate or accumulate donor-restricted endowment funds:

- The duration and preservation of the fund
- The purpose of Laurel Lake and the donor-restricted endowment fund
- General economic conditions
- The possible effect of inflation and deflation
- The expected total return from income and the appreciation of investments
- Other resources of Laurel Lake
- The investment policies of Laurel Lake

**LAUREL LAKE RETIREMENT COMMUNITY FOUNDATION, INC.
AND SUBSIDIARY**

NOTES TO PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

YEAR ENDED DECEMBER 31, 2013
(See Independent Accountants' Review Report)

1. Summary of significant accounting policies (continued):

Interpretation of relevant law (continued):

Laurel Lake's investment and spending policies for endowment assets 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 Laurel Lake must hold in perpetuity. In order to satisfy its long-term rate-of-return objectives, Laurel Lake 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). Laurel Lake targets a diversified asset allocation to achieve its long-term return objectives within prudent risk constraints. Since the donor has not restricted the use of investment income (interest and dividend, realized and unrealized gains and losses) on the donor-restricted endowment funds, Laurel Lake has the ability to utilize those earnings for its operations.

Property and equipment:

Property and equipment are stated at historical cost or, if donated or impaired, at fair market value at the date of receipt or determination. Expenditures which substantially increase the useful lives of existing assets are capitalized. Routine maintenance and repairs are expensed as incurred. Depreciation (straight-line method) is provided in amounts sufficient to amortize the cost of the related assets over their estimated useful lives. Capital leases are amortized using the straight-line method over the shorter period of the lease term or the estimated useful life of the equipment.

Gift annuities:

The Foundation receives assets from donors under gift annuity agreements designating the Foundation as the trustee and charitable remainder beneficiary of these assets. The terms of the trust agreements require that the Foundation, as trustee, invest the assets and pay an annuity to the annuitant, the donor or a specified beneficiary over the remainder of the annuitants' or specified beneficiary's life. Upon the death of the named individual, the Foundation may use its remainder interest for any purpose consistent with its mission.

The Foundation has recorded the donated assets in the consolidated financial statements as investments and recorded a liability for the actuarial present value of the future annuity payments to reflect the time value of money (through discounts for interest). The discount rate used to compute the liability in 2013. These rates are commensurate with the risk associated with the ultimate payment of the obligation. The Foundation records a contribution to temporarily restricted net assets for the difference between the assets received and the recorded liability for future annuity payments.

**LAUREL LAKE RETIREMENT COMMUNITY FOUNDATION, INC.
AND SUBSIDIARY**

NOTES TO PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

YEAR ENDED DECEMBER 31, 2013
(See Independent Accountants' Review Report)

1. Summary of significant accounting policies (continued):

Entrance fee deposits and receivables:

Entrance fee deposits represent amounts paid by prospective residents who have signed a residence agreement to reserve a specific living unit or to reserve a place on the waiting list for available units. Generally, a deposit of at least 10% of the entrance fee is collected when the residence agreement is signed. The balance of the fee is payable on or before the date the resident moves in, or otherwise establishes residency. Prospective residents may cancel their residence agreements at any time prior to occupancy and receive a full refund of the entrance fee deposit, less an application fee of \$1,000 under certain circumstances.

The Community enters into promissory notes recorded as entrance fee receivables with certain new residents who sign resident contracts. Interest accrues at 4% per annum. Principal plus accrued interest is receivable by the Community in one installment when certain conditions are met. The Community believes these notes are fully collectible.

Deferred revenue and refundable entrance fees:

During July 2012, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2012-01, Continuing Care Retirement Communities-Refundable Advance Fees (Subtopic 954-430), Health Care Entities-Deferred Revenue. The amendments require that a continuing care retirement community recognize a deferral of revenue when a contract between a continuing care retirement community and a resident stipulates that (1) a portion of the advance fee is refundable if the contract holder's unit is reoccupied by a subsequent resident, (2) the refund is limited to the proceeds of reoccupancy, and (3) the legal environment and the entity's management policy and practice supports the withholding of refunds under condition (2). Consequently, refundable advanced fees that are contingent upon reoccupancy by a subsequent resident but are not limited to the proceeds of the reoccupancy, should be accounted for and reported as a liability. For nonpublic companies, the amendments in this ASU are effective for fiscal periods beginning after December 15, 2013. Early adoption is permitted. The amendments in this ASU should be applied retrospectively by recording a cumulative effect adjustment to opening unrestricted net assets as of the beginning of the earliest period presented. The Community adopted the guidance related to this ASU effective January 1, 2013.

The Community offers three types of resident contracts (Plan A, Plan B and Plan C) with regard to the one-time entrance fee paid in addition to the monthly service fees. Under Plan A agreements, residents or their estates receive a refund equal to their entrance fee less a 10% cancellation fee and less 1.5% of their entrance fees for each month of residency. If the resident leaves within five years or expires within one year of establishing residency, the Community's responsibility is deemed fulfilled and no refund is given. Plan A entrance fees are recorded as deferred revenue which is being amortized over the estimated remaining life expectancy of each resident.

**LAUREL LAKE RETIREMENT COMMUNITY FOUNDATION, INC.
AND SUBSIDIARY**

NOTES PRO FORMA CONSOLIDATED TO FINANCIAL STATEMENTS (CONTINUED)

YEAR ENDED DECEMBER 31, 2013
(See Independent Accountants' Review Report)

1. Summary of significant accounting policies (continued):

Deferred revenue and refundable entrance fees (continued):

Under Plan B agreements, 94% of a resident's entrance fee is refundable upon re-occupancy of the unit (including receipt of the entrance fee from the new occupant). Plan B entrance fees are accounted for as deferred revenue. The refundable portion of Plan B entrance fees (94% of the fee) is amortized over the estimated remaining useful life of the facility. The nonrefundable portion of Plan B entrance fees (6% of the fee) is amortized over the estimated life expectancy of each resident.

Under Plan C agreements, residents or their estates receive a refund upon re-occupancy of the unit (including receipt of the entrance fee from the new occupant). The refund is equal to their entrance fee less the sum of: a) 10% of the entrance fee paid and b) 1.5% of the entrance fee paid for each month of residency up to a maximum amount of 40% of the entrance fee. Plan C entrance fees are accounted for as deferred revenue. The refundable portion of Plan C entrance fees (50% of the fee) is amortized over the estimated useful life of the facility. The nonrefundable portion of Plan C entrance fees (remaining 50% of fee) is amortized over the estimated life expectancy of each resident.

Net assets:

Temporarily restricted net assets are those whose use by Laurel Lake has been limited by donors to a specific time period or purpose from resources on which donors place no restriction or that arise as a result of the operations of Laurel Lake for its stated purposes. Earnings on investments of temporarily restricted net assets are added to temporarily restricted net assets. Temporarily restricted contributions, which are primarily related to the Foundation, are recorded as additions to temporarily restricted net assets. The temporarily restricted net assets are primarily comprised of charitable gift annuities received and the life care fund.

Permanently restricted net assets have been restricted by donors to be maintained by the Foundation in perpetuity. Included within permanently restricted net assets are proceeds from gifts related to the Veraar Campus Endowment Fund. This fund utilizes investment income for maintenance of memorial and honorarium plantings on the Community campus.

**LAUREL LAKE RETIREMENT COMMUNITY FOUNDATION, INC.
AND SUBSIDIARY**

NOTES TO PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

YEAR ENDED DECEMBER 31, 2013
(See Independent Accountants' Review Report)

1. Summary of significant accounting policies (continued):

Excess of revenue and other support over expenses:

The consolidated pro forma statement of activities and changes in net assets includes a "performance indicator," excess of revenue and other support over expenses. Changes, if any, in unrestricted net assets which are excluded from the performance indicator, consistent with industry practice, include net asset transfers to and from affiliates, contributions of long-lived assets (including assets acquired using contributions which by donor restriction were to be used for the purpose of acquiring such assets) and changes in net unrealized gains or losses on other than trading securities. Changes in net unrealized gains or losses on trading securities are included in the performance indicator.

Obligation to provide future services and the use of facilities to current residents:

The Community annually calculates the present value of the net cost of future services and the use of facilities to be provided to current residents and compares that amount with the balance of deferred revenue from entrance fees. If the present value of the net cost of future service obligations (FSO) and use of facilities exceeds the deferred revenue from entrance fees, a liability is recorded with a corresponding charge to expense. As of December 31, 2013, no such liability was determined to be required. The discount rate used to estimate the FSO was 6% in 2013.

Management agreement and amounts paid to Catholic Health Partners and Affiliates:

Laurel Lake had a ten-year management agreement with CHP under which CHP provides certain management services to Laurel Lake. For these services, Laurel Lake paid CHP an annual management fee. The term of the agreement is subject to automatic extension so that the agreement will always have a term of ten years from the current extension date. Laurel Lake paid \$204,918 in 2013 to CHP under this management agreement. Laurel Lake also paid additional fees of \$423,921 in 2013 to CHP for administrative support services. All the fees are included in management fee expense in the pro forma consolidated statements of activities and changes in net assets. This agreement ended December 31, 2013.

Laurel Lake contributed approximately \$483,000 in 2013 connection with their unsponsored community benefit program which is included in various expenses on the consolidated statements of activities. This program provides community services to the poor and other benefits to the broader community.

**LAUREL LAKE RETIREMENT COMMUNITY FOUNDATION, INC.
AND SUBSIDIARY**

NOTES TO PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

YEAR ENDED DECEMBER 31, 2013
(See Independent Accountants' Review Report)

2. Investment income:

Net investment return is summarized as follows:

Net investment income, included in unrestricted revenue:

Interest and dividends, net	\$ 198,607
Net increase in unrealized gain, trading securities	520,155
Net realized gains on sales of securities	<u>858,863</u>
	<u>1,577,625</u>

Net investment gain included in temporarily restricted revenue:

Interest and dividends, net	411,089
Net realized gains on sales of securities	<u>533,668</u>
	<u>944,757</u>

Unrealized gains on other than trading securities:

Unrestricted	83,301
Temporarily restricted	<u>319,719</u>
	<u>403,020</u>

Total net investment income	<u>\$ 2,925,402</u>
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3. Taxes:

Laurel Lake is recognized as exempt from Federal income tax under Section 501(a) of the Internal Revenue Code as a charitable organization qualifying under Internal Revenue Code Section 501(c)(3).

Laurel Lake is no longer subject to Federal income tax examinations by tax authorities for years before 2010.

On October 18, 1993, Laurel Lake granted a third mortgage on its real property to the Village of Hudson, Ohio to secure payments in lieu of property taxes under an agreement between the Village of Hudson and the Community. Annual payments are based on specified percentages of property taxes that would otherwise be due on the real property consisting of the residential units subject to taxation. Amounts and percentages per the agreement are as follows:

Period	Amount Due
2011-2013	Annually, the greater of \$314,000 or 45% of the tax due without exemption
2014-2017	Annually, the greater of \$421,000 or 60% of the tax due without exemption
2018	The greater of one-twelfth of \$421,000 or 60% of the tax due without exemption plus the difference between (i) the amount paid in 2018 and (ii) the greater of \$421,000 or 60% of the tax due without exemption
After 2018	100% of the tax due without exemption

**LAUREL LAKE RETIREMENT COMMUNITY FOUNDATION, INC.
AND SUBSIDIARY**

NOTES TO PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

YEAR ENDED DECEMBER 31, 2013
(See Independent Accountants' Review Report)

3. Taxes (continued):

These amounts are expensed as incurred and totaled \$314,000 in 2013. This expense is included in miscellaneous expense on the pro forma consolidated statements of activities and changes in net assets.

4. Endowments:

Laurel Lake's disclosure of its endowment net asset composition by type of fund as of December 31, 2013, follows:

Endowment net asset composition by type of fund as of December 31, 2013:

	<u>Temporarily Restricted</u>	<u>Permanently Restricted</u>	<u>Total</u>
Donor-restricted endowment funds	\$ 4,151,614	\$ 186,881	\$ 4,338,495

Changes in endowment net assets for the year ended December 31, 2013:

	<u>Temporarily Restricted</u>	<u>Permanently Restricted</u>	<u>Total</u>
Endowment net assets, beginning of year	\$ 2,873,746	\$ 185,881	\$ 3,059,627
Investment return:			
Investment income	944,757		944,757
Net realized and unrealized gains	<u>319,719</u>		<u>319,719</u>
Total investment return	<u>1,264,476</u>		<u>1,264,476</u>
Contributions	170,654	1,000	171,654
Appropriation of endowment assets for expenditure	<u>(157,262)</u>		<u>(157,262)</u>
Endowment net assets, end of year	<u>\$ 4,151,614</u>	<u>\$ 186,881</u>	<u>\$ 4,338,495</u>

**LAUREL LAKE RETIREMENT COMMUNITY FOUNDATION, INC.
AND SUBSIDIARY**

NOTES TO PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

YEAR ENDED DECEMBER 31, 2013
(See Independent Accountants' Review Report)

5. Retirement plan:

The Community has a 403(b) defined contribution retirement plan (the Plan), for all eligible employees. The Plan provides for employee contributions ranging from 1% to 6% of compensation through salary reduction. The Community has elected to contribute 1% of compensation for each eligible employee. In addition, the Community has elected to match either 33% or 50% of an employee's contribution depending on the length of service, as defined by the Plan. Total expense under the Plan was approximately \$128,900 in 2013.

6. Insurance coverage:

Through December 30, 2013 Laurel Lake was insured under CHP's property, professional, general and excess liability policy and reimburses CHP for insurance costs incurred on Laurel Lake's behalf (approximately \$165,200). Also, Laurel Lake was insured under HMHP's Health Insurance Self Funded Plan. Laurel Lake has no separately recorded professional or general liability accrual recorded at December 31, 2013 as Laurel Lake management does not believe there are claims that require a reserve for potential payment of deductible amounts. There may be unknown incidents, which may result in the assertion of claims, however, Laurel Lake management does not believe there are any material potential liabilities.

7. Functional expenses:

Laurel Lake provides general health care services and resident services to residents of the community in addition to incurring general and administrative and fundraising expenses as follows:

Residential services	\$ 13,810,068
Health care services	5,311,992
General and administrative	2,806,782
Fundraising	<u>89,751</u>
	<u>\$ 22,018,593</u>

8. Real estate taxes:

In June 2012, the Community reached an agreement with Summit County for the repayment of these taxes. The terms of the agreement required monthly payments of \$13,391 for sixty months beginning in August 2012.

**LAUREL LAKE RETIREMENT COMMUNITY FOUNDATION, INC.
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NOTES TO PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

YEAR ENDED DECEMBER 31, 2013
(See Independent Accountants' Review Report)

9. Acquisition of membership interest:

On December 30, 2013, the Foundation acquired a 100% membership interest in the Community from CHP, which included certain assets and liabilities, for \$38,000,000. The acquisition was made for the purpose of purchasing the retirement community. The terms of the purchase agreement granted the Foundation several credits to the purchase price. These items were computed at \$3,571,132 and are recorded as the current asset due from Catholic Health Partners.

Consideration for this acquisition consisted of several credit facilities in the amount of \$50,175,000. In addition to the acquisition of the membership interest, proceeds from borrowings were used to fund working capital, assets limited as to use, and for payment of acquisition costs. Allocation of the purchase price was based on the fair market value of assets acquired and liabilities assumed as follows:

Accounts receivable, trade	\$ 767,667
Entrance fees receivable	286,250
Prepaid expenses and other	568,096
Property and equipment	65,672,586
Operating rights to licensed beds	1,500,000
Accounts payable, trade	(818,529)
Accrued expenses and other	(2,024,119)
Entrance fees received in advance of deposits	(3,402,063)
Deferred revenue	<u>(28,121,011)</u>
Net assets acquired	<u>\$ 34,428,867</u>

10. Subsequent events:

In preparing these consolidated pro forma financial statements, Laurel Lake management has evaluated events and transactions for potential recognition or disclosure through May 31, 2014, the date Laurel Lake's financial statements were available to be issued.

**LAUREL LAKE RETIREMENT COMMUNITY FOUNDATION, INC.
AND SUBSIDIARY**

PRO FORMA CONSOLIDATING STATEMENT OF ACTIVITIES AND CHANGES IN NET ASSETS

YEAR ENDED DECEMBER 31, 2013

	Laurel Lake Retirement Community Foundation, Inc.	Laurel Lake Retirement Community, Inc.	Eliminations	Consolidated
Revenue and other support:				
Resident services:				
Monthly service fees		\$ 13,801,360		\$ 13,801,360
Amortization of deferred revenue		5,564,158		5,564,158
Nursing services and other		4,146,654		4,146,654
Investment income, net	\$ 96,988	1,480,637		1,577,625
Contributions	560,583			560,583
Net assets released from restrictions for operations	63,676			63,676
	<u>721,247</u>	<u>24,992,809</u>		<u>25,714,056</u>
Expenses:				
Salaries and wages		7,475,053		7,475,053
Employee benefits		2,239,178		2,239,178
		<u>9,714,231</u>		<u>9,714,231</u>
Total employment expenses		9,714,231		9,714,231
Purchased services		2,678,573		2,678,573
Supplies		1,654,985		1,654,985
Utilities		1,325,256		1,325,256
Rent		16,498		16,498
Insurance		165,179		165,179
Interest		1,436,300		1,436,300
Management fees		628,839		628,839
Program expenses - Foundation	907,616			907,616
Operating expenses - Foundation	89,751			89,751
Depreciation and amortization		2,338,825		2,338,825
Miscellaneous		1,062,540		1,062,540
	<u>997,367</u>	<u>21,021,226</u>		<u>22,018,593</u>
Total expenses		21,021,226		22,018,593
Excess of revenue and other support over expenses	(276,120)	3,971,583		3,695,463
Other changes in unrestricted net assets:				
Contributions, property and equipment		616,974		616,974
Net assets released from restriction for capital		93,586		93,586
Unrealized gains on other than trading securities, net	83,301			83,301
	<u>(192,819)</u>	<u>4,682,143</u>		<u>4,489,324</u>
Increase in unrestricted net assets		4,682,143		4,489,324
Temporarily restricted net assets:				
Contributions	170,654			170,654
Unrealized gains on investments, net	319,719			319,719
Investment income, net	944,757			944,757
Net assets released from restrictions	(157,262)			(157,262)
	<u>1,277,868</u>			<u>1,277,868</u>
Increase in temporarily restricted net assets		1,277,868		1,277,868
Permanently restricted net assets:				
Contributions	1,000			1,000
	<u>1,000</u>			<u>1,000</u>
Increase in permanently restricted net assets		1,000		1,000
Increase in net assets	<u>\$ 1,086,049</u>	<u>\$ 4,682,143</u>	<u>\$</u>	<u>\$ 5,768,192</u>