

FINANCIAL STATEMENTS

JANUARY 31, 2006

GOLDSTEIN GOLUB KESSLER LLP

Certified Public Accountants and Consultants

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INTRODUCTION

Background

Matthew Walker Comprehensive Health Center, Inc. (the "Center") operates a community health center located in Nashville, Tennessee. The Center provides a broad range of health services to a largely medically underserved population.

Scope of Audit

The financial audit of the Center was performed in accordance with auditing standards generally accepted in the United States of America; the standards applicable to financial audits contained in Government Auditing Standards issued by the Comptroller General of the United States; and Office of Management and Budget Circular A-133, Audits of States, Local Governments, and Non-Profit Organizations. The audit covered the 12-month period ended January 31, 2006 and fieldwork was performed from April 24, 2006 to April 28, 2006.

The following were the principal objectives of the organization-wide audit:

- The expression of an opinion on the balance sheet as of January 31, 2006, and the related statements of operations and changes in unrestricted net assets, functional expenses, and cash flows for the year then ended;
- The expression of an opinion on the schedule of expenditures of federal awards for the year ended January 31, 2006;
- The assessment of the Center's internal accounting and administrative control structures;
- The performance of cost validations of transaction costs on a test basis;
- The assessment, on a test basis, of the Center's compliance with the prescribed U.S. Department of Health and Human Services cost principles (45 CFR 74, as amended, subpart Q) for selected functional types of costs; and
- To ascertain whether costs claimed for funding under specific grants are fairly presented in conformity with the terms of the grant and related U.S. Department of Health and Human Services cost principles.



GOLDSTEIN GOLUB KESSLER LLP

Certified Public Accountants and Consultants

INDEPENDENT AUDITOR'S REPORT

The Board of Directors
Matthew Walker Comprehensive Health Center, Inc.

We have audited the accompanying balance sheet of Matthew Walker Comprehensive Health Center, Inc. (the "Center") as of January 31, 2006, and the related statements of operations and changes in unrestricted net assets, functional expenses, and cash flows for the year then ended. These financial statements are the responsibility of the Center'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 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 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 financial statements referred to above present fairly, in all material respects, the financial position of Matthew Walker Comprehensive Health Center, Inc. as of January 31, 2006, and the changes in its net assets and its cash flows for the year 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 April 28, 2006 on our consideration of Matthew Walker Comprehensive Health Center, Inc.'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 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.

GOLDSTEIN GOLUB KESSLER LLP

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April 28, 2006

BALANCE SHEET

January 31, 2006	
ASSETS	
Current Assets:	
Cash	\$ 681,988
Patient services receivable, net (Note 3) Grants receivable - DHHS	922,849
Contract services receivable	62,994
Prepaid expenses and other	91,243 73,545
Pledges receivable - current portion (Note 5)	49,640
Inventory	262,610
Total current assets	2,144,869
Property and Equipment, net (Note 4)	6,277,391
Pledges Receivable (Note 5)	78,000
Total Assets	\$8,500,260
LIABILITIES AND UNRESTRICTED NET ASSETS	
Current Liabilities:	
Accounts payable and accrued expenses	\$ 445,265
Accrued compensation	380,649
Loan payable - current portion (Note 6)	117,933
Total current liabilities	943,847
Loan Payable, less current maturities (Note 6)	3,406,501
Total liabilities	4,350,348
Commitments and Contingencies (Notes 4, 8, 10 and 11)	
Unrestricted Net Assets	4,149,912
Total Liabilities and Unrestricted Net Assets	\$8,500,260

STATEMENT OF OPERATIONS AND CHANGES IN UNRESTRICTED NET ASSETS

Year ended January 31, 2006	
Revenue:	
DHHS grants (Note 7)	\$3,964,747
Patient services, net (Note 8)	3,941,981
Contract services (Note 9)	181,876
Donated pharmaceuticals	249,250
Contributions and other	123,588
Total revenue	8,461,442
Expenses:	
Salaries and benefits	4,764,731
Other than personnel services	2,692,545
Interest expense	172,637
Provision for bad debts	300,000
Total expenses	7,929,913
Operating income prior to depreciation	531,529
Depreciation	313,022
Operating income prior to nonoperating revenue	218,507
Nonoperating revenue - net gain on sale of assets	36,815
Increase in unrestricted net assets	255,322
Unrestricted net assets at beginning of year	3,894,590
Unrestricted net assets at end of year	\$4,149,912

STATEMENT OF FUNCTIONAL EXPENSES

Year ended January 31, 2006

	Program Services	General and Administrative	Total
Salaries and wages	\$3,155,138	\$ 813,521	\$3,968,659
Fringe benefits	632,888	163,184	796,072
Healthcare consultants	285,258		285,258
Consultants and contractual services	285,023	13,876	298,899
Professional fees	ŕ	56,686	56,686
Laboratory fees	328,970	•	328,970
Consumable supplies	942,936	74,049	1,016,985
Occupancy	131,550	89,965	221,515
Insurance	11,050	20,900	31,950
Equipment rental and maintenance	81,950	30,020	111,970
Telephone	24,455	13,580	38,035
Travel, conferences and meetings	64,911	37,430	102,341
Dues and subscriptions	17,326	33,017	50,343
Printing, publications and postage	17,119	33,994	51,113
Interest	126,352	46,285	172,637
Provision for bad debts	300,000		300,000
Other	17,331	81,149	98,480
	6,422,257	1,507,656	7,929,913
Depreciation	243,293	69,729	313,022
Total functional expenses	\$6,665,550	\$1,577,385	\$8,242,935

STATEMENT OF CASH FLOWS

Year ended January 31, 2006	
Cash flows from operating activities:	Ф O OE4 754
Cash received from DHHS grants	\$ 3,951,751
Cash received from patient services	3,554,134 172,039
Cash received from contract services	254,568
Cash received from contributions and other	(7,588,547)
Cash paid for operations	(172,637)
Cash paid for interest	
Net cash provided by operating activities	171,308
Cash flows provided by investing activity:	
Purchase of property and equipment	(31,135)
Proceeds from sale of property and equipment	501,754
Net cash provided by investing activities	470,619
Cash used in financing activity - payments on loan payable	(112,399)
Net increase in cash	529,528
Cash at beginning of year	152,460
	\$ 681,988
Cash at end of year	Ψ 001,300
Reconciliation of increase in unrestricted net assets	
to net cash provided by operating activities:	
Increase in unrestricted net assets	\$ 255,322
	Ψ
Adjustments to reconcile increase in unrestricted net assets to net cash	
provided by operating activities: Depreciation	313,022
Provision for bad debts	300,000
Net gain on sale of assets	(36,815)
Changes in operating assets and liabilities:	, , ,
Increase in patient services receivable	(387,847)
Increase in grants receivable - DHHS	(12,996)
Increase in contract services receivable	(9,837)
Increase in prepaid expenses and other	(28,435)
Decrease in pledges receivable	130,980
Increase in inventory	(82,788)
Decrease in accounts payable and accrued expenses	(287,796)
Increase in accrued compensation	18,498
Total adjustments	(84,014)
Net cash provided by operating activities	\$ 171,308

NOTES TO FINANCIAL STATEMENTS January 31, 2006

1. ORGANIZATION:

Matthew Walker Comprehensive Health Center, Inc. (the "Center") operates a community health center located in Nashville, Tennessee. The Center provides a broad range of health services to a largely medically underserved population.

The U.S. Department of Health and Human Services (the "DHHS") provides substantial support to the Center. The Center is obligated under the terms of the DHHS grants to comply with specified conditions and program requirements set forth by the grantor.

2. SIGNIFICANT ACCOUNTING POLICIES:

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. Estimates also affect the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

The Center maintains its cash in bank deposit accounts which, at times, may exceed federally insured limits. The Center has not experienced any losses in such accounts.

Patient services receivable are reported at their outstanding unpaid principal balances reduced by an allowance for doubtful accounts. The Center estimates doubtful accounts based on historical bad debts, factors related to specific payors' ability to pay and current economic trends. The Center writes off accounts receivable against the allowance when a balance is determined to be uncollectible.

Pledges (promises to give) are enforceable, but unsecured and principally derived from individuals, corporations and foundations.

Inventory consists of medical supplies and pharmaceuticals and is recorded at the lower of cost (first in, first out) or market.

Property and equipment is recorded at cost. Depreciation is recorded on a straight-line basis over the estimated useful lives of the assets, which range from 5 to 10 years for equipment and vehicle, and 40 years for building and building improvements.

Contributions are recorded as either temporarily or permanently restricted revenue if they are received with donor stipulations that limit the use of the donated asset. When a donor restriction expires, that is, when a stipulated time restriction ends or purpose restriction is accomplished, temporarily restricted assets are reclassified to unrestricted net assets and reported in the statement of operations and changes in unrestricted net assets as net assets released from restrictions. Donor-restricted contributions whose restrictions expire during the same fiscal year are recognized as unrestricted revenue.

Revenue from government grants and contracts designated for use in specific activities is recognized in the period when expenditures have been incurred in compliance with the grantor's restrictions. Grants and contracts awarded for the

NOTES TO FINANCIAL STATEMENTS January 31, 2006

acquisition of long-lived assets are reported as unrestricted nonoperating revenue, in the absence of donor stipulations to the contrary, during the fiscal year in which the assets are acquired. Cash received in excess of revenue recognized is recorded as refundable advances. At January 31, 2006, the Center has received conditional grants and contracts from governmental entities in the aggregate amount of \$3,639,077 that have not been recorded in these financial statements. These grants and contracts require the Center to provide certain healthcare services during specified periods. If such services are not provided during the periods, the governmental entities are not obligated to expend the funds allotted under the grants and contracts.

Patient services revenue is reported at the estimated net realizable amounts from patients, third-party payors and others for services rendered. Self-pay revenue is recorded at published charges with charitable allowances deducted to arrive at net self-pay revenue. All other patient services revenue is recorded at published charges with contractual allowances deducted to arrive at patient services, net.

Donated goods are recognized in the accompanying financial statements when they are specifically identifiable and can be objectively valued in monetary terms.

Interest earned on federal funds is recorded as a payable to the Public Health Service (the "PHS") in compliance with OMB Circular A-110.

The Center was incorporated as a not-for-profit corporation under the laws of the State of Tennessee and is exempt from income taxes under Section 501(c)(3) of the Internal Revenue Code. Therefore, there is no provision for income taxes.

3. PATIENT SERVICES RECEIVABLE, NET:

Patient services receivable consists of the following:

Patient services receivable, net	\$	92	2,84	9
Less allowance for doubtful accounts			5,02 2,17	
Private insurance Self-pay Tenncare managed care plans Medicaid managed care wraparound Tennessee Department of Health - Essential Access Pool	1	,77, 9 27	9,97 7,56 9,15 1,21 4,82	2 9 8
Medicare	\$	5.	2,29	9

NOTES TO FINANCIAL STATEMENTS January 31, 2006

Land Building and improvements Furniture and equipment 1,498,866 Vehicle 24,093 Less accumulated depreciation 7,233,157 Less accumulated depreciation 955,766 S6,277,391 In the event the DHHS grants are terminated, the DHHS reserves the right to transfer all property and equipment purchased with grant funds to the PHS or third parties. The Center received promises to give from various individuals, corporations and foundations for its capital campaign. The aggregate amount of future receivables is as follows: Year ending January 31, 2007 2008 2009 2009 2010 2010 20,000 S127,640 Long-term debt consists of the following: Loan payable - on January 31, 2006, the Center entered into a loan agreement for \$3,825,000 for the building located at 1035 14th Avenue North. Interest payments are due monthly based on a fixed rate at 4.75%. The remaining balance is due in full on December 15, 2009. \$3,524,434	4. PROPERTY AND	Property and equipment, net, consists of the following:	
Less accumulated depreciation 955,766 \$6,277,391 In the event the DHHS grants are terminated, the DHHS reserves the right to transfer all property and equipment purchased with grant funds to the PHS or third parties. The Center received promises to give from various individuals, corporations and foundations for its capital campaign. The aggregate amount of future receivables is as follows: Year ending January 31, 2007 \$ 49,640 2008 29,000 2009 29,000 2010 20,000 \$127,640 Long-term debt consists of the following: Loan payable - on January 31, 2006, the Center entered into a loan agreement for \$3,825,000 for the building located at 1035 14th Avenue North. Interest payments are due monthly based on a fixed rate at 4.75%. The remaining balance is due in full on December 15, 2009. \$3,524,434	EQUIPMENT, NET:	Building and improvements Furniture and equipment	5,223,556 1,498,866
In the event the DHHS grants are terminated, the DHHS reserves the right to transfer all property and equipment purchased with grant funds to the PHS or third parties. 5. PLEDGES RECEIVABLE: The Center received promises to give from various individuals, corporations and foundations for its capital campaign. The aggregate amount of future receivables is as follows: Year ending January 31, 2007 2008 2009 2009 2010 20,000 2010 20,000 \$127,640 Long-term debt consists of the following: Loan payable - on January 31, 2006, the Center entered into a loan agreement for \$3,825,000 for the building located at 1035 14th Avenue North. Interest payments are due monthly based on a fixed rate at 4.75%. The remaining balance is due in full on December 15, 2009. \$3,524,434		Less accumulated depreciation	
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2007 \$ 49,640 2008 29,000 2009 29,000 2010 \$127,640 6. LONG-TERM DEBT: Long-term debt consists of the following: Loan payable - on January 31, 2006, the Center entered into a loan agreement for \$3,825,000 for the building located at 1035 14th Avenue North. Interest payments are due monthly based on a fixed rate at 4.75%. The remaining balance is due in full on December 15, 2009. \$3,524,434		foundations for its capital campaign. The aggregate	
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2009 2010 20,000 \$127,640 Long-term debt consists of the following: Loan payable - on January 31, 2006, the Center entered into a loan agreement for \$3,825,000 for the building located at 1035 14 th Avenue North. Interest payments are due monthly based on a fixed rate at 4.75%. The remaining balance is due in full on December 15, 2009. \$3,524,434		2007	\$ 49,640
6. LONG-TERM DEBT: Long-term debt consists of the following: Loan payable - on January 31, 2006, the Center entered into a loan agreement for \$3,825,000 for the building located at 1035 14 th Avenue North. Interest payments are due monthly based on a fixed rate at 4.75%. The remaining balance is due in full on December 15, 2009. \$3,524,434			
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DEBT: Loan payable - on January 31, 2006, the Center entered into a loan agreement for \$3,825,000 for the building located at 1035 14 th Avenue North. Interest payments are due monthly based on a fixed rate at 4.75%. The remaining balance is due in full on December 15, 2009. \$3,524,434			\$127,640
located at 1035 14 th Avenue North. Interest payments are due monthly based on a fixed rate at 4.75%. The remaining balance is due in full on December 15, 2009. \$3,524,434		Loan payable - on January 31, 2006, the Center entered	
		located at 1035 14 th Avenue North. Interest payments are due monthly based on a fixed rate at 4.75%. The	\$3.524.434
the state of the s			117,933

\$3,406,501

NOTES TO FINANCIAL STATEMENTS January 31, 2006

The aggregate amount of principal payments on long-term debt during the years following January 31, 2006 is as follows:

Year ending January 31,

2007 2008	\$ 117,933 123,739
2009	129,379
2010	3,153,383
	\$3,524,434

7. DHHS GRANTS:

For the year ended January 31, 2006, the Center received the following grants from the DHHS:

Grant Number	Grant Period	Grant Amount	Unrestricted Amount Recognized
6H80CS00710-04-01 U50/CCU422173-03 U50/CCU422173-04	02/01/05 - 01/31/06 09/30/04 - 09/29/05 09/30/05 - 09/29/06	\$3,027,379 924,372 924,371	\$3,027,379 514,376 422,992
•			\$3,964,747

8. PATIENT SERVICES, NET:

For the year ended January 31, 2006, patient services revenue consists of the following:

	Gross Charges	Charitable and Contractual Allowance	Net Revenue
Medicare	\$ 391,496	\$ 90,770	\$ 300,726
Private insurance	624,053	320,825	303,228
Self-pay	6,212,211	4,283,748	1,928,463
Tenncare managed care plans	1,240,125	803,176	436,949
	8,467,885	5,498,519	2,969,366
Medicaid managed care wraparound			485,827
Tennessee Department of Health Essential Access Pool			486,788
			\$3,941,981

NOTES TO FINANCIAL STATEMENTS January 31, 2006

Medicare and Tenncare revenue is reimbursed to the Center at the net reimbursement rates as determined by the program. Reimbursement rates are subject to revisions under the provisions reimbursement regulations. Adjustments for such revisions are recognized in the year incurred.

CONTRACT SERVICES:

For the year ended January 31, 2006, contract services and other grants revenue consist of the following:

Meharry Medical College:	
Healthy Communities Access Program	\$ 42,586
Community Networks Program	34,943
United Way:	
McGruder Family Resource Center	46,861
Managing Your Diabetes	28,447
Other	29,039
	\$181,876

10. PENSION PLAN:

The Center has a defined contribution pension plan covering substantially all employees who meet certain eligibility requirements. The amounts contributed to the plan are a fixed percentage of the participant's compensation. Pension expense amounted to \$111,215 for the year ended January 31, 2006.

11. COMMITMENTS AND CONTINGENCIES:

The Center has contracted with various funding agencies to perform certain healthcare services and receives Medicare revenue from the federal government. Reimbursements received under these contracts and payments from Medicare are subject to audit by federal and state governments and other agencies. Upon audit, if discrepancies are discovered, the Center could be held responsible for refunding the amounts in question.

The Center maintains medical malpractice coverage under the Federal Tort Claims Act ("FTCA"). FTCA provides malpractice coverage to eligible PHS-supported programs and applies to the Center and its employees while providing services within the scope of employment included under grant-related activities. The Attorney General, through the U.S. Department of Justice, has the responsibility for the defense of the individual and/or grantee for malpractice cases approved for FTCA coverage.

INTERNAL CONTROLS AND COMPLIANCE SECTION

JANUARY 31, 2006



GOLDSTEIN GOLUB KESSLER LLP

Certified Public Accountants and Consultants

REPORT 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

The Board of Directors Matthew Walker Comprehensive Health Center, Inc.

We have audited the financial statements of Matthew Walker Comprehensive Health Center, Inc. (the "Center") as of and for the year ended January 31, 2006, and have issued our report thereon dated April 28, 2006. 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 - In planning and performing our audit, we considered the Center's internal control over financial reporting in order to determine our auditing procedures for the purpose of expressing our opinion on the financial statements and not to provide assurance on the internal control over financial reporting. Our consideration of the internal control over financial reporting would not necessarily disclose all matters in the internal control over financial reporting that might be material weaknesses. A material weakness is a reportable condition in which the design or operation of one or more of the internal control components does not reduce to a relatively low level the risk that misstatements caused by error or fraud in amounts that would be material in relation to the financial statements being audited may occur and not be detected within a timely period by employees in the normal course of performing their assigned functions. We noted no matters involving the internal control over financial reporting and its operation that we consider to be material weaknesses.

Compliance and Other Matters - As part of obtaining reasonable assurance about whether the Center'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*.

This report is intended solely for the information and use of the board of directors, management and 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.

GOLDSTEIN GOLUB KESSLER LLP

Goldstein Golub Kessler LLP

April 28, 2006



GOLDSTEIN GOLUB KESSLER LLP

Certified Public Accountants and Consultants

REPORT ON COMPLIANCE WITH REQUIREMENTS APPLICABLE TO EACH MAJOR PROGRAM AND ON INTERNAL CONTROL OVER COMPLIANCE IN ACCORDANCE WITH OMB CIRCULAR A-133

The Board of Directors
Matthew Walker Comprehensive Health Center, Inc.

Compliance - We have audited the compliance of Matthew Walker Comprehensive Health Center, Inc. (the "Center") with the types of compliance requirements described in the U.S. Office of Management and Budget ("OMB") Circular A-133 Compliance Supplement that are applicable to each of its major federal programs for the year ended January 31, 2006. The Center's major federal program is identified in the summary of auditor's results section of the accompanying schedule of findings and questioned costs. Compliance with the requirements of laws, regulations, contracts and grants applicable to each of its major federal programs is the responsibility of the Center's management. Our responsibility is to express an opinion on the Center'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; 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 Center'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 on the Center's compliance with those requirements.

In our opinion, the Center complied, in all material respects, with the requirements referred to above that are applicable to each of its major federal programs for the year ended January 31, 2006.

Internal Control Over Compliance - The management of the Center is responsible for establishing and maintaining effective internal control over compliance with requirements of laws, regulations, contracts and grants applicable to federal programs. In planning and performing our audit, we considered the Center's internal control over compliance with requirements that could have a direct and material effect on a major federal program in order to determine our auditing procedures for the purpose of expressing our opinion on compliance and to test and report on internal control over compliance in accordance with OMB Circular A-133.



Our consideration of the internal control over compliance would not necessarily disclose all matters in the internal control that might be material weaknesses. A material weakness is a reportable condition in which the design or operation of one or more of the internal control components does not reduce to a relatively low level the risk that noncompliance with the applicable requirements of laws, regulations, contracts and grants that would be material in relation to a major federal program being audited may occur and not be detected within a timely period by employees in the normal course of performing their assigned functions. We noted no matters involving the internal control over compliance and its operations that we consider to be material weaknesses.

This report is intended solely for the information and use of the board of directors, management and 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.

GOLDSTEIN GOLUB KESSLER LLP

Goldstein Golub Kessler LLP

April 28, 2006

SCHEDULE OF FINDINGS AND QUESTIONED COSTS January 31, 2006

Section I - Summary of Auditor's Results Financial Statements Type of auditor's report issued: Unqualified Internal control over financial reporting: Material weakness(es) identified? √ no _ yes Reportable condition(s) identified that are not considered to be material weakness(es)? $\underline{\hspace{0.1cm}}^{\hspace{0.1cm}}\sqrt{\hspace{0.1cm}}$ none reported __ yes Noncompliance material to financial statements noted? √ no ____ yes Federal Awards Internal control over major programs: Material weakness(es) identified? __√_ no ____ yes Reportable condition(s) identified that are not considered to be material weakness(es)? $\sqrt{}$ none reported yes Type of auditor's report issued on compliance for major programs: Unqualified Any audit findings disclosed that are required to be reported in accordance with Section 510(a) of Circular A-133? yes Identification of major program: **CFDA Number** Name of Federal Program or Cluster United States Department of Health and Human Services: 93.224 Consolidated Health Center Program Dollar threshold used to distinguish between type A and type B programs: \$300,000 Auditee qualified as low-risk auditee? Section II - Financial Statement Findings None Section III - Federal Award Findings and Ouestioned Costs None

STATUS OF PRIOR-YEAR'S FINDINGS January 31, 2006

There were no prior-year's findings.



GOLDSTEIN GOLUB KESSLER LLP

Certified Public Accountants and Consultants

INDEPENDENT AUDITOR'S REPORT ON SUPPLEMENTARY INFORMATION - SCHEDULE OF EXPENDITURES OF FEDERAL AWARDS

The Board of Directors
Matthew Walker Comprehensive Health Center, Inc.

We have audited the basic financial statements of Matthew Walker Comprehensive Health Center, Inc. for the year ended January 31, 2006, and those statements, together with our opinion thereon, appear in the first section of this report. Our audit was conducted for the purpose of forming an opinion on those basic financial statements taken as a whole. The accompanying schedule of expenditures of federal awards is presented for purposes of additional analysis as required by U.S. OMB Circular A-133, and is not a required part of the basic financial statements. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated, in all material respects, in relation to the basic financial statements taken as a whole.

GOLDSTEIN GOLUB KESSLER LLP

Toldstein Golub Kessler LLP

April 28, 2006

SUPPLEMENTARY INFORMATION

SCHEDULE OF EXPENDITURES OF FEDERAL AWARDS

Year ended January 31, 2006

Federal Grantor/ Pass-through Grantor/ Program Title	Federal CFDA Number	Pass-through Grantor's Number	Total Expenditures
U.S. Department of Health and Human Services: Direct programs:			
Consolidated Health Center Program Assistance Program for Chronic	93.224	N/A	\$3,027,379
Disease Prevention and Control Passed through Meharry Medical College:	93.945	N/A	937,368
Healthy Communities Access Program	93.890	Not Available	42,586
Total U.S. Department of Health and Human Services			4,007,333
U.S. Department of Justice: Passed through Tennessee Department of Health:			
Crime Victim Assistance	16.575	Not Available	6,241
Total federal awards			\$4,013,574

Note 1: Basis of Presentation

The accompanying schedule of expenditures of federal awards includes the federal grant activity of the Center 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 Non-Profit Organizations*. Therefore, some amounts presented in this schedule may differ from amounts presented in, or used in the presentation of, the basic financial statements.

Note 2: Subrecipients

Of the federal expenditures presented in the schedule, the Center provided no federal awards to subrecipients.