

**BENEVOLENT HEALTHCARE
FOUNDATION
DBA PROJECT C.U.R.E.
FINANCIAL STATEMENTS
MAY 31, 2013**

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Independent Auditor's Report

Board of Directors
Benevolent Healthcare Foundation dba Project C.U.R.E.
Centennial, Colorado

Report on the Financial Statements

We have audited the accompanying financial statements of Benevolent Healthcare Foundation dba Project C.U.R.E. (a nonprofit organization), which comprise the statements of financial position as of May 31, 2013 and 2012, and the related statements of activities, functional expenses, and cash flows for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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 from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

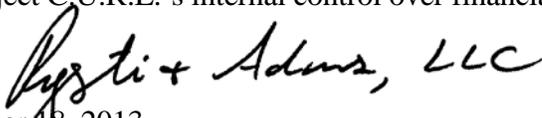
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Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Benevolent Healthcare Foundation dba Project C.U.R.E. as of May 31, 2013 and 2012, and the changes in its net assets and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Other Reporting Required by Government Auditing Standards

In accordance with *Government Auditing Standards*, we have also issued our report dated December 18, 2013, on our consideration of Benevolent Healthcare Foundation dba Project C.U.R.E.'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 internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with Government Auditing Standards in considering Benevolent Healthcare Foundation dba Project C.U.R.E.'s internal control over financial reporting and compliance.


December 18, 2013
Denver, Colorado

BENEVOLENT HEALTHCARE FOUNDATION DBA PROJECT C.U.R.E.
STATEMENTS OF FINANCIAL POSITION

<u>May 31,</u>	<u>2013</u>	<u>2012</u>
<u>Assets</u>		
Cash and cash equivalents	\$ 781,771	\$ 1,184,925
Accounts receivable	637,414	96,223
Investments	102,697	98,684
Inventory	43,289,295	47,568,021
Prepaid expenses	158,506	72,864
Restricted cash	1,076,945	1,048,186
Land and buildings, held for sale	712,000	1,730,971
Land, buildings and equipment, net of accumulated depreciation	6,743,483	6,963,706
Other assets	<u>168,799</u>	<u>201,257</u>
Total Assets	<u>\$ 53,670,910</u>	<u>\$ 58,964,837</u>
<u>Liabilities and Net Assets</u>		
Accounts payable and accrued liabilities	\$ 602,382	\$ 506,594
Deferred revenue	16,314	67,241
Notes payable	142,303	1,048,242
Bonds payable	7,905,000	7,905,000
Deposits	<u>15,918</u>	<u>35,918</u>
Total liabilities	<u>8,681,917</u>	<u>9,562,995</u>
Net Assets		
Unrestricted	44,726,178	49,271,027
Temporarily restricted	<u>262,815</u>	<u>130,815</u>
Total net assets	<u>44,988,993</u>	<u>49,401,842</u>
Total Liabilities and Net Assets	<u>\$ 53,670,910</u>	<u>\$ 58,964,837</u>

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

BENEVOLENT HEALTHCARE FOUNDATION DBA PROJECT C.U.R.E.
STATEMENTS OF ACTIVITIES

For the Years Ended May 31,	2013	2012
Changes in unrestricted net assets:		
<u>Support, revenue and other gains</u>		
Contributions – non-cash	\$ 50,125,348	\$ 62,525,202
Contributions – other	3,571,499	2,971,369
Rental income	206,000	218,992
Federal Government grants	583,181	941,070
Investment income	14,021	3,412
Loss on sale of fixed assets	(42,419)	(719,515)
Special events and other income, net	371,567	253,383
Net assets released from restrictions	0	52,415
Total unrestricted support, revenue and other gains	54,829,197	66,246,328
<u>Expenses and losses</u>		
Program	58,234,993	71,670,344
Rental expenses	173,854	227,161
General and administrative	228,043	183,365
Fundraising	737,156	505,356
Total expenses	59,374,046	72,586,226
Changes in unrestricted net assets	(4,544,849)	(6,339,898)
Changes in temporarily restricted net assets:		
<u>Support, revenue and other gains</u>		
Contributions	132,000	100,000
Net assets released from restrictions	0	(52,415)
Changes in temporarily restricted net assets	132,000	47,585
Total changes in net assets	(4,412,849)	(6,292,313)
Net assets at beginning of year	49,401,842	55,694,155
Net assets at end of year	\$ 44,988,993	\$ 49,401,842

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

BENEVOLENT HEALTHCARE FOUNDATION DBA PROJECT C.U.R.E.
STATEMENTS OF CASH FLOWS

For the Years Ended May 31,	<u>2013</u>	<u>2012</u>
Cash flows from operating activities		
Received from contributions	\$ 3,325,882	\$ 3,071,369
Federal grants received	367,486	914,919
Other cash received	654,378	537,562
Rental income received	186,000	233,992
Interest paid	(630,401)	(646,176)
Interest received	11,066	12,642
Paid to suppliers and employees	<u>(4,339,700)</u>	<u>(3,827,874)</u>
Net cash provided by (used in) operating activities	<u>(425,289)</u>	<u>296,434</u>
Cash flows from investing activities		
Sale of fixed assets	974,241	0
Purchase of fixed assets	(16,350)	(124,076)
Purchase of investments	(200,027)	(115,203)
Sale of investments	198,969	62,755
Change in restricted cash	<u>(28,759)</u>	<u>33,078</u>
Net cash provided by (used in) investing activities	<u>928,074</u>	<u>(143,446)</u>
Cash flows from financing activities		
Proceeds from issuance of long term debt	0	105,609
Principal payments on long term debt	<u>(905,939)</u>	<u>(62,776)</u>
Net cash provided by (used in) financing activities	<u>(905,939)</u>	<u>42,833</u>
Net increase (decrease) in cash and cash equivalents	(403,154)	195,821
Cash and cash equivalents at beginning of year	<u>1,184,925</u>	<u>989,104</u>
Cash and cash equivalents at end of year	<u>\$ 781,771</u>	<u>\$ 1,184,925</u>
Reconciliation of changes in net assets to net cash provided by (used in) operating activities:		
Changes in net assets	\$ (4,412,849)	\$ (6,292,313)
Reconciling adjustments		
Depreciation and amortization	253,342	310,470
Non-cash change in inventory	4,278,726	5,450,633
Loss on disposal of fixed assets	40,419	719,515
(Gain) loss on investment	(2,955)	9,230
Change in operating assets and liabilities		
Accounts receivable	(541,191)	55,379
Prepaid expense and other assets	(65,642)	(14,270)
Accounts payable and accrued liabilities	<u>24,861</u>	<u>57,790</u>
Net cash provided by (used in) operating activities	<u>\$ (425,289)</u>	<u>\$ 296,434</u>

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

BENEVOLENT HEALTHCARE FOUNDATION DBA PROJECT C.U.R.E.
NOTES TO THE FINANCIAL STATEMENTS

NOTE 1 – DESCRIPTION OF ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Benevolent Healthcare Foundation, dba Project C.U.R.E. (Project C.U.R.E.), Centennial, Colorado was formed and organized as a nonprofit organization in Colorado during 2000. Project C.U.R.E. was formed in 1987 and operated under Benevolent Brotherhood Foundation until June 2001. At that time the assets of Project C.U.R.E. were transferred into the Benevolent Healthcare Foundation. Project C.U.R.E. is the sole member of two Colorado limited liability companies, Benevolent Healthcare Foundation of Denver, LLC and Benevolent Healthcare Foundation of Nashville, LLC. These entities are included in the accompanying financial statements.

Project C.U.R.E. provides medical equipment and supplies to communities throughout the world that have a need for these items. Project C.U.R.E. currently delivers its products to over 120 countries and averages over two 40 foot cargo container shipments each week. At May 31, 2013, Project C.U.R.E. either owned or leased warehouses in Colorado, Tennessee, Texas, and New York. Additionally, Project C.U.R.E. utilized donated warehouse space in Arizona, Colorado, Indiana, Kentucky, New Mexico, Pennsylvania, Texas, and Oregon.

Project C.U.R.E. is exempt from income tax under Section 501(c)(3) of the U. S. Internal Revenue Code and comparable state law, and contributions to it are deductible within the limitations prescribed by the Code. The Organization has been classified as a publicly supported organization which is not a private foundation under section 509(a) of the Code. The Organization's open Internal Revenue Service audit periods are May 31, 2010 through 2013. The Organization did not have any material unrelated business income tax liability or significant uncertain tax positions for the years ended May 31, 2013 and 2012.

Basis of Presentation

The financial statements are presented on the basis of unrestricted, temporarily restricted, and permanently restricted net assets.

Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly actual results could differ from those estimates.

Revenue Recognition

Contributions are recognized as revenue when they are received or unconditionally pledged.

Project C.U.R.E. reports gifts of cash and other assets as restricted support if they are received with donor stipulations that limit the use of the donated assets. When a donor restriction expires, that is, when a stipulated time restriction ends or purpose restriction is accomplished, temporarily restricted net assets are reclassified to unrestricted net assets and reported in the statement of activities as net assets released from restrictions.

Donor restricted contributions whose restrictions are met in the same reporting periods are reported as unrestricted support in the statement of activities.

BENEVOLENT HEALTHCARE FOUNDATION DBA PROJECT C.U.R.E.
NOTES TO THE FINANCIAL STATEMENTS

NOTE 1 – DESCRIPTION OF ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Revenue Recognition (Continued)

Project C.U.R.E. reports gifts of land, buildings, and equipment as unrestricted support unless explicit donor stipulations specify how the donated assets must be used. Gifts of long-lived assets with explicit restrictions that specify how the assets are to be used and gifts of cash or other assets that must be used to acquire long-lived assets are reported as restricted support. Absent explicit donor stipulations about how long those long-lived assets must be maintained, Project C.U.R.E. reports expirations of donor restrictions when the donated or acquired long-lived assets are placed in service.

Contributions of services shall be recognized if the services received create or enhance nonfinancial assets or require specialized skills, are provided by individuals possessing those skills, and would typically need to be purchased if not provided by donation.

Allocation of Expenses

The costs of providing the various programs and supporting activities of Project C.U.R.E. have been summarized on a functional basis in the statement of activities. Accordingly, certain costs have been allocated among the program and supporting activities.

Investments

Investments are carried at fair value. Donated investments are initially recorded at fair value on the date of donation. Realized and unrealized gains and losses are reflected in the statement of activities.

Cash and Cash Equivalents

Project C.U.R.E. considers all highly liquid debt instruments with original maturities of three months or less to be cash equivalents.

Restricted cash and cash equivalents are limited in use as a result of the bond issue. A bond reserve totaling \$790,500 is required to be maintained and be used only for the payment of any delinquent principal or interest. The bond indentures also require monthly payments into a restricted account in order to satisfy the next scheduled principal and interest payment, of which \$286,445 and \$194,927 was funded as of May 31, 2013 and 2012. Restricted cash and cash equivalents are invested in the Colorado Surplus Asset Fund Trust (CSAFE). CSAFE is operated similarly to a money market fund and each share is equal in value to \$1.00. A designated custodial bank provides safekeeping and depository services in connection with the direct investment and withdrawal functions of each pooled investment. CSAFE invests in U.S. agencies, commercial paper and money market funds. Restricted cash invested with CSAFE totaled \$1,076,945 and \$985,427 as of May 31, 2013 and 2012.

Inventory

Inventory substantially consists of donated medical supplies that, by law, can no longer be used, nor sold, for medical purposes in the United States of America. The inventory has been valued at wholesale prices obtained from professional supply books and catalogs dated with values from the year 2006 for equipment and 2011 for consumable products. All of the inventory on hand is held exclusively for shipment to developing countries at no charge to them.

BENEVOLENT HEALTHCARE FOUNDATION DBA PROJECT C.U.R.E.
NOTES TO THE FINANCIAL STATEMENTS

NOTE 1 – DESCRIPTION OF ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Advertising Costs

Advertising and promotion costs are expensed as incurred.

Land, Buildings, Equipment and Depreciation

Expenditures for land, buildings and equipment are capitalized at cost. Donated assets are capitalized at their fair value on the date of gift. Depreciation is computed on the straight-line method over the estimated useful lives of the assets. Project C.U.R.E. does not have a capitalization policy.

Subsequent Events

Project C.U.R.E.'s financial statements were available to be issued on December 18, 2013, and this is the date through which subsequent events were evaluated. Project C.U.R.E. did not identify any subsequent events requiring disclosure.

Other Matters

Management has determined that current operational cash needs will occasionally result in cash and money market accounts balances in excess of insured limits.

NOTE 2 – INVESTMENTS

	2013	2012
Equities	\$ 102,697	\$ 98,684
Composition of investment return:		
Interest and dividends	\$ 11,066	\$ 12,642
Realized and unrealized gain (loss)	2,955	(9,230)
	\$ 14,021	\$ 3,412

In accordance with FASB ASC 820, *Fair Value Measurements and Disclosures*, all of the Organization's investments are valued using Level 1, Quoted Prices in Active Markets for Identical Assets inputs. Project C.U.R.E. reviews its holdings on a regular basis to determine if any investment has experienced an other-than-temporary decline in fair value.

NOTE 3 – LAND, BUILDINGS, EQUIPMENT AND DEPRECIATION

	2013	2012
Buildings and improvements	\$ 6,616,793	\$ 6,616,793
Machinery and equipment	176,640	156,954
Vehicles	293,388	298,538
	7,086,821	7,072,285
Accumulated depreciation	(1,521,338)	(1,286,579)
	5,565,483	5,785,706
Land	1,178,000	1,178,000
	\$ 6,743,483	\$ 6,963,706

Depreciation expense for the years ended May 31, 2013 and 2012 was \$240,884 and \$231,580.

BENEVOLENT HEALTHCARE FOUNDATION DBA PROJECT C.U.R.E.
NOTES TO THE FINANCIAL STATEMENTS

NOTE 4 – LAND AND BUILDINGS HELD FOR SALE

Project C.U.R.E. has capital assets in Nashville which are actively being marketed. Because of the inherent uncertainties in estimating the fair value of these assets, it is at least reasonably possible that the estimates used will change within the near term.

NOTE 5 – NOTES PAYABLE

	2013	2012
Note payable to a bank dated January 2012 in the amount of \$41,675, collateralized by a vehicle, with a fixed interest rate of 6.34%. Monthly payment requirement of \$697 includes interest and principal. Matures January 2018.	\$ 33,715	\$ 39,724
Note payable to a bank dated November 2011 in the amount of \$63,934, collateralized by a vehicle, with a fixed interest rate of 3.99%. Monthly payment requirement of \$1,000 includes interest and principal. Matures November 2017.	49,310	59,124
Note payable to a bank dated January 2012 in the amount of \$39,665, not to exceed \$50,000, collateralized by a vehicle, with a fixed interest rate of 6.5%. Interest only quarterly payments with 20% principal payments annually. Matures January 2016.	19,665	29,665
Note payable to a bank dated January 2011 in the amount of \$39,665, not to exceed \$50,000, collateralized by a vehicle, with a fixed interest rate of 6.5%. Interest only quarterly payments with 20% principal payments annually. Matures January 2016.	19,665	29,665
Note payable to a bank dated January 2011 in the amount of \$39,949, not to exceed \$50,000, collateralized by a vehicle, with a fixed interest rate of 6.5%. Quarterly interest only payments with 20% principal payments annually. Matures January 2016.	19,948	29,948
Mortgage payable to a bank dated February 2010 in the amount of \$912,614, collateralized by a first deed of trust on real property, with an interest rate of 6%.	0	860,116
	\$ 142,303	\$ 1,048,242

BENEVOLENT HEALTHCARE FOUNDATION DBA PROJECT C.U.R.E.
NOTES TO THE FINANCIAL STATEMENTS

NOTE 5 – NOTES PAYABLE (CONTINUED)

Annual aggregate principal payments applicable to notes payable for the five years subsequent to May 31, 2013 are as follows:

2014	\$	39,692
2015		40,483
2016		29,027
2017		18,339
2018		14,762

Interest expense for notes payable for the years ended May 31, 2013 and 2012, was \$47,407 and \$62,902.

NOTE 6 – BONDS PAYABLE

During 2008, the Colorado Health Facilities Authority (COHFA) issued health facilities revenue bonds, totaling \$7,905,000 on behalf of Project C.U.R.E. As collateral for the bonds, Project C.U.R.E. entered into a loan agreement with COHFA providing a deed of trust on certain property owned in Denver, Colorado. The bonds mature on February 15, 2028. Interest is paid semi-annually at a rate of 7.375%. Project C.U.R.E. will make interest only payments until 2014. Beginning in 2015, Project C.U.R.E. may redeem the bonds early, with a redemption price of 103% of the bond. This percentage decreases 1% each year until the bonds may be redeemed in 2018 for 100% of the bond's face value.

Annual aggregate principal payments applicable to bonds payable for the five years subsequent to May 31, 2013 are as follows:

2014	\$	275,000
2015		295,000
2016		320,000
2017		340,000
2018		365,000

Interest expense for the bonds payable for the years ended May 31, 2013 and 2012, was \$582,994 and \$583,274.

NOTE 7 – NON-CASH CONTRIBUTIONS

Non-cash contributions consist of the following donated goods, services, and facilities:

	<u>2013</u>	<u>2012</u>
C.U.R.E. Kits	\$ 1,163,800	\$ 1,212,100
Medical Supplies	48,725,209	61,030,750
Transportation	96,422	105,102
Warehouse and office rental space	139,917	177,250
	<u>\$ 50,125,348</u>	<u>\$ 62,525,202</u>

BENEVOLENT HEALTHCARE FOUNDATION DBA PROJECT C.U.R.E.
NOTES TO THE FINANCIAL STATEMENTS

NOTE 8 – TEMPORARILY RESTRICTED NET ASSETS

	2013	2012
Net assets were released from donor restrictions by incurring expenses satisfying the restricted purpose as follows:		
Belize PICU unit	\$ 0	\$ 9,700
C.U.R.E. clinics – educational donations	0	2,715
Medical equipment and supplies	0	40,000
	\$ 0	\$ 52,415

Temporarily restricted net assets are available for the following purposes:

C.U.R.E. clinics	\$ 30,815	\$ 30,815
Philadelphia C.U.R.E. Community	232,000	100,000
	\$ 262,815	\$ 130,815

NOTE 9 – ENDOWMENTS

The Organization’s endowments consist of various term-endowment funds. As required by the generally accepted accounting principles, net assets associated with the endowment funds, including term-endowments, are classified and reported based on the existence or absence of donor imposed restrictions.

The Board of the Organization 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, the Organization classifies as permanently restricted and temporarily 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 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, the Organization considers the following factors in making a determination to appropriate or accumulate donor restricted and term-endowment funds:

1. The duration and preservation of the fund.
2. The purpose of the Organization and the donor restricted endowment fund.
3. General economic conditions.
4. The possible effect of inflation and deflation.
5. The expected total return from income and the appreciation of investments.
6. Other resources of the Organization.
7. The investment policies of the Organization.

Changes in term-endowment net assets for the years ended May 31, 2013 and 2012 are reflected in the statements of activities.

BENEVOLENT HEALTHCARE FOUNDATION DBA PROJECT C.U.R.E.
NOTES TO THE FINANCIAL STATEMENTS

NOTE 10 – COMMITMENTS AND CONTINGENCIES

Project C.U.R.E. leases warehouse and office space under verbal agreements that the monthly rent will be an in-kind donation to Project C.U.R.E. In-kind lease expense for 2013 and 2012 was \$139,917 and \$177,250.

Project C.U.R.E. also leases two warehouse spaces under month-to-month operating leases. Rental expense under operating leases for the years ended May 31, 2013 and May 31, 2012, was \$84,000 and \$84,000.

Project C.U.R.E. recognizes as revenue grant monies received as reimbursement for costs incurred in certain Federal programs it administers. Amounts received or receivable from grantor agencies are subject to audit and adjustment by grantor agencies. Any disallowed claims, including amounts already collected, may constitute a liability of Project C.U.R.E. The amount, if any, of expenditures which may be disallowed by the grantor cannot be determined at this time.

NOTE 11 – RETIREMENT PLAN

Project C.U.R.E. has a tax-sheltered annuity plan under Internal Revenue Code Section 403(b) available to its employees. There were no employer contributions for the years ended May 31, 2013 and 2012.