

**CUMBERLAND HEIGHTS
FOUNDATION, INC. AND AFFILIATE**

Consolidated Financial Statements and Schedules

December 31, 2013 and 2012

(With Independent Auditors' Report Thereon)



LATTIMORE BLACK MORGAN & CAIN, PC
CERTIFIED PUBLIC ACCOUNTANTS AND BUSINESS ADVISORS

CUMBERLAND HEIGHTS FOUNDATION, INC. AND AFFILIATE

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INDEPENDENT AUDITORS' REPORT

**The Board of Directors of
Cumberland Heights Foundation, Inc.:**

We have audited the accompanying consolidated financial statements of Cumberland Heights Foundation, Inc. and Affiliate, which comprise the consolidated statements of financial position as of December 31, 2013 and 2012, and the related consolidated statements of activities and cash flows for the years then ended, and the related notes to the consolidated financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated 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 consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the consolidated 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 consolidated 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 consolidated financial statement presentation.

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

Opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Cumberland Heights Foundation, Inc. and Affiliate as of December 31, 2013 and 2012, and the results of their operations and their cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Report on Supplementary Information

Our audits were made for the purpose of forming an opinion on the consolidated financial statements taken as a whole. The consolidating information is presented for purposes of additional analysis of the consolidated financial statements rather than to present the financial position, statements of activities and cash flows of the individual entities and is not a required part of the consolidated financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the consolidated financial statements. The information has been subjected to the auditing procedures and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the consolidated financial statements or to the consolidated financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the consolidated financial statements as a whole.

Lattimore Black Maynor + Cain, PC

Brentwood, Tennessee
May 20, 2014

CUMBERLAND HEIGHTS FOUNDATION, INC. AND AFFILIATE

Consolidated Statements of Financial Position

December 31, 2013 and 2012

	<u>Assets</u>	
	<u>2013</u>	<u>2012</u>
Current assets:		
Cash and cash equivalents, including cash designated for debt service of \$1,906,515 in 2013 and \$860,783 in 2012	\$ 4,450,671	\$ 3,184,168
Accounts receivable for services, less allowance for doubtful accounts of \$477,231 in 2013 and \$527,954 in 2012	3,209,994	2,911,228
Current portion of contributions receivable, less allowance for uncollectible pledges of \$11,780 in 2013 and \$46,325 in 2012	26,400	57,575
Other current assets	<u>155,170</u>	<u>176,412</u>
Total current assets	7,842,235	6,329,383
Property and equipment, net	15,859,411	16,292,348
Contributions receivable, excluding current portion	2,891	1,279
Investments	2,016,361	1,491,001
Beneficial interest in perpetual trust	<u>566,468</u>	<u>541,138</u>
	<u>\$ 26,287,366</u>	<u>\$ 24,655,149</u>
 <u>Liabilities and Net Assets</u> 		
Current liabilities:		
Current installments of long-term debt	\$ 257,434	\$ 259,166
Current installments of capital lease obligation	4,467	24,067
Accounts payable	246,642	520,874
Accrued expenses	<u>831,209</u>	<u>835,565</u>
Total current liabilities	1,339,752	1,639,672
Long-term debt, excluding current installments	4,114,668	4,395,130
Capital lease obligation, excluding current installments	-	6,691
Fair value of interest rate swap agreement	<u>372,478</u>	<u>523,945</u>
Total liabilities	<u>5,826,898</u>	<u>6,565,438</u>
Net assets:		
Unrestricted	18,020,246	15,770,256
Temporarily restricted	1,873,754	1,778,317
Permanently restricted	<u>566,468</u>	<u>541,138</u>
Total net assets	<u>20,460,468</u>	<u>18,089,711</u>
	<u>\$ 26,287,366</u>	<u>\$ 24,655,149</u>

See accompanying notes to the consolidated financial statements.

CUMBERLAND HEIGHTS FOUNDATION, INC. AND AFFILIATE

Consolidated Statements of Activities

Years ended December 31, 2013 and 2012

	<u>2013</u>	<u>2012</u>
Changes in unrestricted net assets:		
Public support and revenue:		
Patient service revenue, net	\$ 24,533,200	\$ 23,206,041
Contributions	420,098	314,463
Investment income	54,614	28,047
Other	<u>310,644</u>	<u>394,138</u>
Total public support and revenue	25,318,556	23,942,689
Satisfaction of restrictions	<u>667,090</u>	<u>1,057,472</u>
Total unrestricted public support and revenue	<u>25,985,646</u>	<u>25,000,161</u>
Expenses:		
Program services:		
Clinical services	11,771,681	11,088,878
Ancillary services	<u>3,874,564</u>	<u>3,687,673</u>
Total program services	15,646,245	14,776,551
Supporting services:		
Administrative and fiscal	5,347,276	5,226,638
Marketing and public relations	<u>2,893,602</u>	<u>2,750,999</u>
Total supporting services	8,240,878	7,977,637
Gain on interest rate swap agreement	<u>(151,467)</u>	<u>(51,209)</u>
Total expenses	<u>23,735,656</u>	<u>22,702,979</u>
Increase in unrestricted net assets	<u>2,249,990</u>	<u>2,297,182</u>
Changes in temporarily restricted net assets:		
Contributions	556,319	1,233,070
Investment income, net	180,274	91,051
Net assets released from restrictions	<u>(641,156)</u>	<u>(1,036,247)</u>
Increase in temporarily restricted net assets	<u>95,437</u>	<u>287,874</u>
Changes in permanently restricted net assets:		
Investment income, net	51,264	57,525
Income distributed	<u>(25,934)</u>	<u>(21,225)</u>
Increase in permanently restricted net assets	<u>25,330</u>	<u>36,300</u>
Increase in net assets	2,370,757	2,621,356
Net assets at beginning of year	<u>18,089,711</u>	<u>15,468,355</u>
Net assets at end of year	<u>\$ 20,460,468</u>	<u>\$ 18,089,711</u>

See accompanying notes to the consolidated financial statements.

CUMBERLAND HEIGHTS FOUNDATION, INC. AND AFFILIATE

Consolidated Statements of Cash Flows

Years ended December 31, 2013 and 2012

	<u>2013</u>	<u>2012</u>
Cash flows from operating activities:		
Increase in net assets	\$ 2,370,757	\$ 2,621,356
Adjustments to reconcile change in net assets to net cash provided by operating activities:		
Depreciation and amortization	1,032,481	1,000,375
Provision for doubtful accounts	564,178	776,608
Provision for uncollectible pledges	(34,545)	(42,323)
(Gain) loss on sale of property and equipment	24,316	(1,800)
Net gain on investments	(259,494)	(148,207)
Gain on interest rate swap agreement	(151,467)	(51,209)
(Increase) decrease in operating assets:		
Accounts receivable for services	(862,944)	(529,335)
Contributions receivable	64,108	82,233
Other current assets	21,242	98,207
Increase (decrease) in operating liabilities:		
Accounts payable	(274,232)	245,448
Accrued expenses	(4,356)	151,522
Total adjustments	<u>119,287</u>	<u>1,581,519</u>
Net cash provided by operating activities	<u>2,490,044</u>	<u>4,202,875</u>
Cash flows from investing activities:		
Proceeds from disposal of property and equipment	-	1,800
Purchases of property and equipment	(623,860)	(2,023,695)
Proceeds from sale of investments	69,650	58,406
Purchases of investments, net	<u>(360,846)</u>	<u>(292,796)</u>
Net cash used by investing activities	<u>(915,056)</u>	<u>(2,256,285)</u>
Cash flows from financing activities:		
Repayments on long-term debt	(282,194)	(197,860)
Proceeds from long-term debt	-	450,000
Line of credit, net activity	-	(52,953)
Principal payments on capital leases	<u>(26,291)</u>	<u>(25,441)</u>
Net cash provided (used) by financing activities	<u>(308,485)</u>	<u>173,746</u>
Increase in cash	1,266,503	2,120,336
Cash and cash equivalents at beginning of year	<u>3,184,168</u>	<u>1,063,832</u>
Cash and cash equivalents at end of year	<u>\$ 4,450,671</u>	<u>\$ 3,184,168</u>

See accompanying notes to the consolidated financial statements.

CUMBERLAND HEIGHTS FOUNDATION, INC. AND AFFILIATE

Notes to the Consolidated Financial Statements

December 31, 2013 and 2012

(1) Nature of operations

Cumberland Heights Foundation, Inc. (the "Foundation") is a charitable organization that maintains and operates treatment centers for the rehabilitation of persons addicted to the use of alcohol and/or drugs. Cumberland Heights Professional Associates, Inc. (the "Affiliate") is a separate organization that was formed to provide medical and outpatient services to the patients of the Foundation. Due to the Foundation's economic interest in Cumberland Heights Professional Associates, Inc. and since the Foundation and the Affiliate share a common board of directors, the Affiliate has been included in the consolidated financial statements of the Foundation. Creative Recovery Communities, Inc. ("CRC") was a private high school, d/b/a Community High School, that shared a common board with the Foundation. CRC was closed in a prior year; however, the organization still exists as a legal entity for business purposes.

(2) Summary of significant accounting policies

The consolidated financial statements of the Foundation and Affiliate are presented on the accrual basis. The significant accounting policies followed are described below.

(a) Principles of consolidation

These consolidated financial statements include the accounts of the Foundation and its Affiliate (collectively, the "Organizations"). All significant intercompany accounts and transactions have been eliminated.

(b) Basis of presentation

Net assets and revenues, expenses, gains and losses are classified based on the existence or absence of donor-imposed restrictions. Accordingly, net assets of the Foundation and Affiliate and changes therein are classified and reported as follows:

Unrestricted net assets - Net assets that are not subject to donor-imposed stipulations.

Temporarily restricted net assets - Net assets subject to donor-imposed stipulations that may or will be met either by actions of the Foundation and Affiliate and/or the passage of time.

Permanently restricted net assets - Net assets subject to donor-imposed stipulations that they be maintained permanently by the Foundation and Affiliate.

All contributions are considered to be available for unrestricted use unless specifically restricted by the donor. Amounts received that are designated for future periods or restricted by the donor for specific purposes are reported as temporarily restricted or permanently restricted support.

CUMBERLAND HEIGHTS FOUNDATION, INC. AND AFFILIATE

Notes to the Consolidated Financial Statements

December 31, 2013 and 2012

(c) Investments

Investments in marketable equity securities with readily determinable fair values and all investments in debt securities are shown at their fair values in the consolidated statements of financial position. Investment income shown in the consolidated statements of activities includes interest, dividends, and realized and unrealized gains and losses, net of investment expenses. Investment income is reported in the period earned as an increase in unrestricted net assets unless the use of the assets received is limited by donor-imposed restrictions. Investment income that is temporarily restricted by the donor is reported as an increase in unrestricted net assets if the restrictions are met or expire in the year in which the income is recognized. Other donor-restricted investment income is reported as an increase in temporarily restricted net assets, depending on the nature of the restrictions. Interest and dividend income for permanently restricted net assets is reported as an increase in unrestricted net assets. Unrealized gains and losses on permanently restricted net assets are reported as increases or decreases in permanently restricted net assets, based on the donor's explicit instructions.

(d) Receivables and credit policies

The Foundation and Affiliate report accounts receivable, net of an allowance for doubtful accounts, at the amount which represents management's estimate of the amount that ultimately will be realized. The Foundation and Affiliate review the adequacy of the allowance for doubtful accounts on an ongoing basis, using historical payment trends, analyses of accounts receivable by payor source and aging of receivables, as well as review of specific accounts, and make adjustments to the allowance as necessary. The carrying amount of accounts receivable is reduced by the allowance, which reflects management's best estimate of the amounts that will not be collected. Late or interest charges on delinquent accounts are not recorded until collected. Accounts are sent to collections after 90 days of non-payments and are written off in the event of the inability to pay.

(e) Property and equipment

Property and equipment are stated at cost. Donated property and equipment are recorded at their estimated market value at the date of the gift. Depreciation and amortization are provided over the assets' estimated useful lives using the straight-line method as follows:

	<u>Years</u>
Transportation equipment	5
Furniture and fixtures	3 - 5
Machinery and equipment	3 - 5
Buildings and improvements	3 - 30

Expenditures for maintenance and repairs are expensed when incurred. Expenditures for renewals or betterments are capitalized. When property is retired or sold, the cost and the related accumulated depreciation or amortization are removed from the accounts, and the resulting gain or loss is recorded as a change in net assets.

CUMBERLAND HEIGHTS FOUNDATION, INC. AND AFFILIATE

Notes to the Consolidated Financial Statements

December 31, 2013 and 2012

(f) Income taxes

The Foundation and Affiliate are exempt from federal and state income taxes under the provisions of Internal Revenue Code Section 501(c)(3), and, accordingly, no provision for income taxes is included in the consolidated financial statements.

Under generally accepted accounting principles, a tax position is recognized as a benefit only if it is "more likely than not" that the tax position would be sustained in a tax examination, with a tax examination being presumed to occur. The amount recognized is the largest amount of tax benefit that is greater than 50% likely of being realized on examination. For tax positions not meeting the "more likely than not" test, no tax benefit is recorded. The Foundation and Affiliate had no material uncertain tax positions that qualify for recognition or disclosure in the consolidated financial statements.

As of December 31, 2013, the Organizations have no accrued interest or penalties related to uncertain tax positions. It is their policy to recognize interest and/or penalties related to income tax matters in income tax expense.

The Foundation and Affiliate file separate U.S. Federal information tax returns. The Organizations are currently open to audit under the statute of limitations by the Internal Revenue Service for the years ended after December 31, 2009.

(g) Revenue recognition

Net patient service revenue is recognized at the estimated net realizable amounts from patients, third-party payors, and others for services rendered, including estimated retroactive adjustments under reimbursement agreements with third-party payors. Retroactive adjustments are made on an estimated basis in the period the related services are rendered and adjusted in future periods, as final settlements are determined.

The Foundation has a Patient Assistance Fund that provides treatment scholarships for persons who have not had a previous treatment experience, who demonstrate a high level of motivation, and who have no financial resources. The Foundation also provides for indigent patients, under certain circumstances. Revenue is not recognized in the financial statements for charity care. Direct and indirect costs of charity care which are based on the ratio of total costs to total gross charges were approximately \$644,000 and \$688,000 in 2013 and 2012, respectively.

Certain cash contributions are recognized as revenue when received.

Contributions receivable which are unconditional promises to give that are expected to be collected within one year are recorded at their net realizable value. Unconditional promises to give that are expected to be collected in future years are recorded at the present value of estimated future cash flows. The discounts on those amounts are computed, and recorded if material, using a risk-free interest rate applicable to the year in which the promise is received. Amortization of the discount is included in contribution revenue. Conditional promises to give are not included as support until such time as the conditions are substantially met.

CUMBERLAND HEIGHTS FOUNDATION, INC. AND AFFILIATE

Notes to the Consolidated Financial Statements

December 31, 2013 and 2012

(h) Advertising and promotion costs

Advertising and promotion costs are expensed as incurred.

(i) Long-lived assets

The carrying values of long-lived assets are reviewed whenever events or circumstances indicate that the carrying amount of an asset may not be recoverable. If this review indicates that the asset will not be recoverable, as determined based on the undiscounted cash flows of the operating entity or asset over the remaining amortization period, the carrying value of the asset will be reduced to its fair value.

(j) Fair value of interest rate swap agreement

The Foundation uses derivatives to manage risks related to interest rate movements. Interest rate swap contracts designated and qualifying as cash flow hedges are reported at fair value. The gain or loss on the hedge is included in the consolidated statements of activities. The Foundation's interest rate risk management strategy is to stabilize cash flow requirements by maintaining interest rate swap contracts to convert variable-rate debt to a fixed rate.

(k) Fundraising costs

For the years ended December 31, 2013 and 2012, expenses totaling \$431,896 and \$364,019, respectively, were associated with fundraising and are classified in the consolidated statements of activities under marketing and public relations.

(l) Events occurring after reporting date

The Organizations have evaluated events and transactions that occurred between December 31, 2013 and May 20, 2014 which is the date that the consolidated financial statements were available to be issued, for possible recognition or disclosure in the consolidated financial statements.

(3) Credit risk and other concentrations

The Foundation generally maintains cash on deposit at banks in excess of federally insured amounts. All cash balances in excess of FDIC insurance are secured under repurchase agreements or other deposit arrangements. The Foundation has not experienced any losses in such accounts and management believes the Foundation is not exposed to any significant credit risk related to cash.

The Foundation utilizes various investment instruments. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the consolidated statements of financial position.

CUMBERLAND HEIGHTS FOUNDATION, INC. AND AFFILIATE

Notes to the Consolidated Financial Statements

December 31, 2013 and 2012

The Foundation and Affiliate provide rehabilitation treatment for individuals with alcohol and other chemical dependencies under various payor programs. Accordingly, the concentration of accounts receivable and revenue from Blue Cross/Magellan, private insurance companies, and individuals as of and for the years ended December 31, 2013 and 2012, is as follows:

	<u>2013</u>		<u>2012</u>	
	<u>Accounts Receivable</u>	<u>Revenue</u>	<u>Accounts Receivable</u>	<u>Revenue</u>
Other private insurance	41 %	37 %	38 %	36 %
Individuals	23	22	30	24
Blue Cross/Magellan	<u>36</u>	<u>41</u>	<u>32</u>	<u>40</u>
	<u>100 %</u>	<u>100 %</u>	<u>100 %</u>	<u>100 %</u>

(4) Assets and liabilities measured at fair value

Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 820, *Fair Value Measurements and Disclosures*, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

Level 1 - Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Foundation's management has the ability to access.

Level 2 - Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 - Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

CUMBERLAND HEIGHTS FOUNDATION, INC. AND AFFILIATE

Notes to the Consolidated Financial Statements

December 31, 2013 and 2012

The following is a description of the valuation methodologies used for asset measurement at fair value. There have been no changes in the methodologies used at December 31, 2013 and 2012.

- (i) *Mutual funds:* Valued at the net asset value of shares held by the Foundation at year end.
- (ii) *Equity securities:* Valued at the closing price reported on the active market on which the individual securities are traded.
- (iii) *Contributions receivable:* Valued at the net realizable value of the contributions receivable outstanding at year-end.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Foundation's management believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Foundation's assets at fair value as of December 31, 2013 and 2012:

	2013			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Cash held in interest program	\$ <u>129,736</u>	\$ <u>-</u>	\$ <u>-</u>	\$ <u>129,736</u>
Mutual funds:				
Fixed income	653,970	-	-	653,970
Domestic index	104,744	-	-	104,744
International	<u>101,395</u>	<u>-</u>	<u>-</u>	<u>101,395</u>
	<u>860,109</u>	<u>-</u>	<u>-</u>	<u>860,109</u>
Equity securities:				
Consumer	212,651	-	-	212,651
Industrial and energy	305,215	-	-	305,215
Information	96,149	-	-	96,149
Healthcare	209,502	-	-	209,502
Telecommunications and utilities	86,569	-	-	86,569
Other	<u>116,430</u>	<u>-</u>	<u>-</u>	<u>116,430</u>
	<u>1,026,516</u>	<u>-</u>	<u>-</u>	<u>1,026,516</u>
Beneficial trust	<u>566,468</u>	<u>-</u>	<u>-</u>	<u>566,468</u>
Contributions receivable, net	<u>-</u>	<u>-</u>	<u>29,291</u>	<u>29,291</u>
Total	\$ <u>2,582,829</u>	\$ <u>-</u>	\$ <u>29,291</u>	\$ <u>2,612,120</u>

CUMBERLAND HEIGHTS FOUNDATION, INC. AND AFFILIATE

Notes to the Consolidated Financial Statements

December 31, 2013 and 2012

	<u>2012</u>			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Cash held in interest program	\$ <u>104,572</u>	\$ <u>-</u>	\$ <u>-</u>	\$ <u>104,572</u>
Mutual funds:				
Fixed income	481,680	-	-	481,680
Domestic index	77,188	-	-	77,188
International	<u>86,083</u>	<u>-</u>	<u>-</u>	<u>86,083</u>
	<u>644,951</u>	<u>-</u>	<u>-</u>	<u>644,951</u>
Equity securities:				
Consumer	177,741	-	-	177,741
Industrial and energy	241,091	-	-	241,091
Information	73,002	-	-	73,002
Healthcare	115,864	-	-	115,864
Telecommunications and utilities	57,007	-	-	57,007
Other	<u>76,773</u>	<u>-</u>	<u>-</u>	<u>76,773</u>
	<u>741,478</u>	<u>-</u>	<u>-</u>	<u>741,478</u>
Beneficial trust	<u>541,138</u>	<u>-</u>	<u>-</u>	<u>541,138</u>
Contributions receivable, net	<u>-</u>	<u>-</u>	<u>58,854</u>	<u>58,854</u>
Total	\$ <u>2,032,139</u>	\$ <u>-</u>	\$ <u>58,854</u>	\$ <u>2,090,993</u>

The beneficial interest in perpetual trust consists of mutual funds and equity securities. The interest rate swap, within the fair value hierarchy, is considered a Level 2 liability and is measured at fair value on a recurring basis.

CUMBERLAND HEIGHTS FOUNDATION, INC. AND AFFILIATE

Notes to the Consolidated Financial Statements

December 31, 2013 and 2012

The following table provides a summary of changes in fair value of the Foundation's Level 3 assets for the year ended December 31, 2013 and 2012:

	Fair Value Measurements Using Significant <u>Unobservable Inputs (Level 3)</u>
	<u>Contributions receivable, net</u>
Balance at December 31, 2011	\$ 98,764
New contributions	34,295
Contributions received	(105,094)
Decrease in allowance for uncollectible pledges	42,323
Write-off of pledges	<u>(11,434)</u>
Balance at December 31, 2012	58,854
New contributions	74,065
Contributions received	(90,872)
Decrease in allowance for uncollectible pledges	34,545
Write-off of pledges	<u>(47,301)</u>
Balance at December 31, 2013	<u>\$ 29,291</u>

(5) Contributions receivable

The Foundation solicits pledges of support from board members and others for contributions to be used for specific purposes. The pledges are discounted when recorded to reflect the present value of expected future collections due after one year. Contributions receivable are reported as temporarily restricted net assets in the accompanying consolidated financial statements and are scheduled to be received as follows:

	<u>2013</u>	<u>2012</u>
Receivable in less than one year	\$ 38,180	\$ 103,900
Receivable in one to five years	<u>8,720</u>	<u>7,108</u>
	46,900	111,008
Less allowance for uncollectible pledges	(11,780)	(46,325)
Less discount	<u>(5,829)</u>	<u>(5,829)</u>
	<u>\$ 29,291</u>	<u>\$ 58,854</u>

CUMBERLAND HEIGHTS FOUNDATION, INC. AND AFFILIATE

Notes to the Consolidated Financial Statements

December 31, 2013 and 2012

(6) Investments

A summary of the fair value of investments as of December 31, 2013 and 2012 is as follows:

	<u>2013</u>	<u>2012</u>
Cash held in interest program	\$ 129,736	\$ 104,572
Mutual funds	860,109	644,951
Equity securities	<u>1,026,516</u>	<u>741,478</u>
	<u>\$ 2,016,361</u>	<u>\$ 1,491,001</u>

As of December 31, 2013 and 2012, the fair value of invested assets assigned to permanently restricted endowment net asset balances required to be maintained in perpetuity did not have a deficiency.

(7) Beneficial interest in perpetual trust

The Foundation is the beneficiary of a trust created by a donor, the assets of which are not in the possession of the Foundation. The Foundation has legally enforceable rights and claims to such income therefrom. Net realized and unrealized gains or losses related to the beneficial interest are reported as changes in permanently restricted net assets based on the explicit donor stipulation. The fair value of the beneficial interest was \$566,468 and \$541,138 at December 31, 2013 and 2012, respectively, and is included in permanently restricted net assets in the accompanying consolidated financial statements.

(8) Investment income

The following schedule summarizes the investment income (loss) in the consolidated statements of activities for 2013 and 2012:

	<u>2013</u>	<u>2012</u>
Interest and dividend income	\$ 54,428	\$ 51,636
Net gain on investments	259,494	148,207
Fees paid	<u>(27,770)</u>	<u>(23,220)</u>
	<u>\$ 286,152</u>	<u>\$ 176,623</u>

CUMBERLAND HEIGHTS FOUNDATION, INC. AND AFFILIATE

Notes to the Consolidated Financial Statements

December 31, 2013 and 2012

(9) Property and equipment

A summary of property and equipment as of December 31, 2013 and 2012 is as follows:

	<u>2013</u>	<u>2012</u>
Land	\$ 440,442	\$ 440,442
Buildings and improvements	23,108,656	22,709,807
Machinery and equipment	2,503,393	2,623,713
Transportation equipment	264,062	264,062
Furniture and fixtures	577,591	1,096,827
Construction in progress	<u>296,897</u>	<u>624,603</u>
	27,191,041	27,759,454
Accumulated depreciation and amortization	<u>(11,331,630)</u>	<u>(11,467,106)</u>
	<u>\$ 15,859,411</u>	<u>\$ 16,292,348</u>

Depreciation and amortization expense amounted to approximately \$1,032,000 and \$1,000,000 for the years ended December 31, 2013 and 2012, respectively.

Construction in progress primarily consists of amounts incurred relating to the renovation of certain property. At December 31, 2013, the estimated cost to complete was approximately \$303,000.

(10) Line of credit

At December 31, 2013, the Foundation had a \$950,000 revolving line of credit, payable on demand, which matures August 29, 2014. There were no borrowings on the line at December 31, 2013 and 2012. Borrowings under the line bear interest, payable monthly, at an annual interest rate equal to the one-month LIBOR plus 1.50 percentage points over the index. The line of credit is secured by accounts receivable.

The line of credit agreement is cross-collateralized with the long-term debt (see Note 11). The security agreement with the bank contains certain financial covenants, including requirements for the maintenance of specified current ratios and minimum levels of debt service coverage. The Foundation was in compliance with all debt covenants as of December 31, 2013.

CUMBERLAND HEIGHTS FOUNDATION, INC. AND AFFILIATE

Notes to the Consolidated Financial Statements

December 31, 2013 and 2012

(11) Long-term debt

A summary of long-term debt as of December 31, 2013 and 2012 is as follows:

	<u>2013</u>	<u>2012</u>
Note payable in connection with \$9,991,000 Series 2007 Health Facilities Bonds issued by the Metropolitan Government of Nashville and Davidson County, Tennessee; due in scheduled principal installments ranging from \$9,818 to \$13,208 plus interest at a variable rate based on the 30-day LIBOR rate (1.35% at December 31, 2013) through May 15, 2017.	\$ 4,122,102	\$ 4,254,296
Note payable due in scheduled principal installments of \$12,500 plus interest at a fixed rate of 3.70% per annum through September 4, 2015.	<u>250,000</u>	<u>400,000</u>
Total	4,372,102	4,654,296
Less current installments	<u>257,434</u>	<u>259,166</u>
Long-term debt, excluding current installments	<u>\$ 4,114,668</u>	<u>\$ 4,395,130</u>

A summary of future maturities of long-term debt as of December 31, 2013 is as follows:

<u>Year</u>	<u>Amount</u>
2014	\$ 257,434
2015	252,393
2016	150,006
2017	<u>3,712,269</u>
	<u>\$ 4,372,102</u>

The long-term notes payable are secured by a first mortgage of the Foundation's property and a negative pledge, respectively. The loan agreement in connection with the \$9,991,000 Series 2007 Health Facilities Bonds also requires maintenance of certain covenants (see Note 10).

CUMBERLAND HEIGHTS FOUNDATION, INC. AND AFFILIATE

Notes to the Consolidated Financial Statements

December 31, 2013 and 2012

(12) Capital lease obligation

The Foundation entered into a capital lease arrangement during a prior year to finance the acquisition of certain equipment. The Foundation's obligation as of December 31, 2013 and 2012 is as follows:

	<u>2013</u>	<u>2012</u>
Minimum lease payments payable	\$ 4,485	\$ 31,395
Less: portion representing interest	<u>18</u>	<u>637</u>
Capital lease obligation	4,467	30,758
Less: current portion	<u>4,467</u>	<u>24,067</u>
Long-term portion	\$ <u>-</u>	\$ <u>6,691</u>

Future minimum annual lease payments payable under the capital lease obligation as of December 31, 2013 are as follows:

<u>Year</u>	<u>Amount</u>
2014	\$ <u>4,485</u>

Equipment utilized under the capital lease obligation at December 31, 2013 amounted to approximately \$41,000.

(13) Interest rate swap agreement

In May 2007, the Foundation entered into an interest rate swap agreement with a commercial bank to reduce the impact of changes in interest rates on its taxable revenue bond Series 2007. Under the interest rate swap agreement, which is classified as a cash flow hedge, the Foundation pays interest at a fixed rate of 3.39% and receives interest at 70% of the one-month LIBOR plus 1.24%. The existing agreement terminates in May 2017 and has an original notional amount of \$9,991,000. The current notional amount is \$4,097,875 as of December 31, 2013. Notional amounts do not quantify risk or represent assets or liabilities of the Foundation, but are used in the determination of cash settlements under the agreement. At December 31, 2013 and 2012, the fair value of the agreement was \$372,478 and \$523,945, respectively, and is reported as a long-term liability in the consolidated statements of financial position. The change in the estimated fair value of the interest rate swap agreement of \$151,467 and \$51,209 during the years ended December 31, 2013 and 2012, respectively, is reported as a gain in the consolidated statements of activities.

(14) Net assets

As of December 31, 2013 and 2012, the Board of Directors had designated \$444,766 and \$289,499, respectively, of unrestricted net assets as a general endowment fund to support the mission of the Organization. Since that amount resulted from an internal designation and is not donor-restricted, it is classified and reported as unrestricted net assets.

CUMBERLAND HEIGHTS FOUNDATION, INC. AND AFFILIATE

Notes to the Consolidated Financial Statements

December 31, 2013 and 2012

The primary objective of the Foundation's endowment funds is the preservation of capital. Secondly, the endowment funds should provide reasonable growth of principal within the unfolding market environment, as well as an adequate level of income to supplement the financial needs of the Foundation. The monies of the endowment funds are to be invested in a portfolio that is comprised of equity securities (50-70%), fixed income securities (30-50%) and cash reserves (0-10%).

Composition of and changes in endowment net assets for the years ended December 31, 2013 and 2012 were as follows:

	<u>2013</u>	<u>2012</u>
Board-designated endowment net assets,		
beginning of year	\$ 289,499	\$ 242,025
Net change during year	<u>155,267</u>	<u>47,474</u>
Board-designated endowment net assets, end of year	<u>\$ 444,766</u>	<u>\$ 289,499</u>

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

	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>Permanently Restricted</u>	<u>Total Net Endowment Assets</u>
Donor-restricted endowment funds	\$ -	\$ 1,610,726	\$ 566,468	\$ 2,177,194
Board-designated endowment funds	<u>444,766</u>	<u>-</u>	<u>-</u>	<u>444,766</u>
Total funds	<u>\$ 444,766</u>	<u>\$ 1,610,726</u>	<u>\$ 566,468</u>	<u>\$ 2,621,960</u>
Endowment net assets,				
beginning of year	\$ 289,499	\$ 1,402,842	\$ 541,138	\$ 2,233,479
Contributions	124,016	62,059	-	186,075
Amounts appropriated for expenditure	(9,267)	(34,449)	(25,934)	(69,650)
Investment income, net	<u>40,518</u>	<u>180,274</u>	<u>51,264</u>	<u>272,056</u>
Endowment net assets, end of year	<u>\$ 444,766</u>	<u>\$ 1,610,726</u>	<u>\$ 566,468</u>	<u>\$ 2,621,960</u>

The unrestricted and temporarily restricted endowment net assets noted above include \$39,131 of cash and cash equivalents and \$2,016,361 of investments at December 31, 2013.

CUMBERLAND HEIGHTS FOUNDATION, INC. AND AFFILIATE

Notes to the Consolidated Financial Statements

December 31, 2013 and 2012

Endowment net asset composition by type of fund as of December 31, 2012 and is as follows:

	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>Permanently Restricted</u>	<u>Total Net Endowment Assets</u>
Donor-restricted endowment funds	\$ -	\$ 1,402,842	\$ 541,138	\$ 1,943,980
Board-designated endowment funds	<u>289,499</u>	<u>-</u>	<u>-</u>	<u>289,499</u>
Total funds	<u>\$ 289,499</u>	<u>\$ 1,402,842</u>	<u>\$ 541,138</u>	<u>\$ 2,233,479</u>
Endowment net assets, beginning of year	\$ 242,025	\$ 902,679	\$ 504,838	\$ 1,649,542
Contributions	31,011	438,236	-	469,247
Amounts appropriated for expenditure	(8,057)	(29,124)	(21,225)	(58,406)
Investment income, net	<u>24,520</u>	<u>91,051</u>	<u>57,525</u>	<u>173,096</u>
Endowment net assets, end of year	<u>\$ 289,499</u>	<u>\$ 1,402,842</u>	<u>\$ 541,138</u>	<u>\$ 2,233,479</u>

The unrestricted and temporarily restricted endowment net assets noted above include \$201,340 of cash and cash equivalents and \$1,491,001 of investments at December 31, 2012.

Temporarily restricted net assets as of December 31, 2013 and 2012 are available for the following purposes:

	<u>2013</u>	<u>2012</u>
Patient assistance (including endowment net assets of \$1,610,726 and \$1,402,842 at December 31, 2013 and 2012, respectively)	\$ 1,720,637	\$ 1,529,030
Other specific operational programs	<u>153,117</u>	<u>249,287</u>
	<u>\$ 1,873,754</u>	<u>\$ 1,778,317</u>

Permanently restricted net assets are held in perpetuity with the unrealized gain (loss) reflected as permanently restricted net assets and the income from assets expendable to support certain programs. A summary of the permanently restricted net assets for which the related income is expendable as of December 31, 2013 and 2012 is as follows:

	<u>2013</u>	<u>2012</u>
Olcott Foundation	<u>\$ 566,468</u>	<u>\$ 541,138</u>

CUMBERLAND HEIGHTS FOUNDATION, INC. AND AFFILIATE

Notes to the Consolidated Financial Statements

December 31, 2013 and 2012

The endowment funds are primarily invested in equity and fixed income securities. As determined by the restrictions imposed by the donors and the guidelines established by the endowment committee, the permanently restricted endowment is generally expended at a rate between 3% and 5% of the calendar year end principal balance.

(15) Natural classification of expenses

A summary of the natural classification of expenses for the years ended December 31, 2013 and 2012 is as follows:

	<u>2013</u>	<u>2012</u>
Salaries and temporary labor	\$ 15,205,282	\$ 13,995,712
Contract services	1,171,944	1,176,279
Provision for doubtful accounts	564,178	776,608
Depreciation and amortization	1,032,481	1,000,375
Interest, including swap agreement	68,531	169,397
General insurance	472,367	461,739
Utilities	607,598	627,004
Food service	830,920	752,333
Supplies	567,512	589,647
Other	<u>3,214,843</u>	<u>3,153,885</u>
	<u>\$ 23,735,656</u>	<u>\$ 22,702,979</u>

(16) Profit-sharing plan

Eligible employees of the Foundation may participate in the Cumberland Heights 401(k) Retirement Plan (the "Plan"). Employees are generally eligible after they reach age 20 1/2 and are employed for six months. From October 2010 through June 2012 the Foundation discontinued all matching contributions. In July 2012 the Foundation re-instated the employer matching contribution equal to 100% of salary deferral contributions up to 3% of compensation and 50% of the next 2% of compensation. The Foundation made contributions of \$211,354 and \$96,583 to the Plan in 2013 and 2012, respectively.

(17) Advertising expenses

Advertising costs of \$522,786 and \$644,089 were expensed during 2013 and 2012, respectively.

(18) Lease commitments

The Foundation leases office space and various office equipment under operating leases. Rent expense under these leases amounted to \$308,497 and \$382,868 in 2013 and 2012, respectively.

CUMBERLAND HEIGHTS FOUNDATION, INC. AND AFFILIATE

Notes to the Consolidated Financial Statements

December 31, 2013 and 2012

A summary of future minimum payments under these leases as of December 31, 2013 is as follows:

<u>Year</u>	<u>Amount</u>
2014	\$ 328,233
2015	213,994
2016	208,854
2017	184,528
2018	151,584
2019 and later years	<u>5,111</u>
	<u>\$ 1,092,304</u>

(19) Contingencies

Healthcare Industry

The delivery of personal and health care services entails an inherent risk of liability. Participants in the health care services industry have become subject to an increasing number of lawsuits alleging negligence or related legal theories, many of which involve large claims and result in the incurrence of significant exposure and defense costs. The Foundation and Affiliate are insured with respect to medical malpractice risk on a claims-made basis. The Foundation and Affiliate also maintain insurance for general liability, director and officer liability and property. Certain policies are subject to deductibles. In addition to the insurance coverage provided, the Foundation and Affiliate indemnify certain officers and directors for actions taken on behalf of the Foundation and Affiliate. Management is not aware of any claims against the Foundation or Affiliate which would have a material financial impact.

The health care industry is subject to numerous laws and regulations of federal, state and local governments. These laws and regulations include, but are not necessarily limited to, matters such as licensure, accreditation, government health care program participation requirements, reimbursement for patient services, fraud and abuse. Recently, government activity has increased with respect to investigations and/or allegations concerning possible violations of fraud and abuse statutes and/or regulations by health care providers. Violations of these laws and regulations could result in expulsion from government health care programs together with the imposition of significant fines and penalties, as well as significant repayments for patient services previously billed. Management believes that the Foundation and Affiliate are in compliance with fraud and abuse statutes, as well as other applicable government laws and regulations.

CUMBERLAND HEIGHTS FOUNDATION, INC. AND AFFILIATE

Notes to the Consolidated Financial Statements

December 31, 2013 and 2012

Healthcare Reform

In March 2010, Congress adopted comprehensive health care insurance legislation, the Patient Care Protection and Affordable Care Act and the Health Care and Education Reconciliation Act (collectively, the "Health Care Reform Legislation"). The Health Care Reform Legislation, among other matters, is designed to expand access to health care coverage to substantially all citizens through a combination of public program expansion and private industry health insurance. Provisions of the Health Care Reform Legislation become effective at various dates over the next several years and a number of additional steps are required to implement these requirements. Due to the complexity of the Health Care Reform Legislation, reconciliation and implementation of the legislation continues to be under consideration by lawmakers, and it is not certain as to what changes may be made in the future regarding health care policies. Changes to existing Medicaid coverage and payments are also expected to occur as a result of this legislation. While the full impact of Health Care Reform Legislation is not yet fully known, changes to policies regarding reimbursement, universal health insurance and managed competition may materially impact the Organizations' operations.

Litigation

The Foundation and Affiliate are involved in various legal actions arising in the normal course of business. In the opinion of management, such matters will not have a material adverse effect on the Foundation's consolidated financial position or results of operations. As these matters develop, it is reasonably possible management's estimate of their effect could change and an accrual for additional liabilities could be required.

(20) Related party transactions

The Foundation sometimes purchases goods or services from companies or organizations that are affiliated with or owned, directly or indirectly, by members of the Board of Directors. Additionally, the Foundation receives pledges from companies or organizations that are affiliated with or owned, directly or indirectly, by members of the Board of Directors.

(21) Supplemental disclosures of cash flow statement information

	<u>2013</u>	<u>2012</u>
Interest paid	\$ <u>219,998</u>	\$ <u>220,606</u>

(22) Subsequent event

In April 2014, the Foundation entered into a contract for the purchase of real property at a cost of \$802,000. The Foundation intends to finance the purchase with \$302,000 of cash and \$500,000 of bank financing. The property will be used as housing for the Women's Extended Care Program.

CUMBERLAND HEIGHTS FOUNDATION, INC. AND AFFILIATE

Consolidating Statement of Financial Position

December 31, 2013

Assets	Cumberland Heights Foundation, Inc.	Cumberland Heights Professional Associates, Inc.	Eliminating Entries		Consolidated
			Debit	Credit	
Current assets:					
Cash and cash equivalents	\$ 4,278,314	\$ 172,357	-	-	\$ 4,450,671
Accounts receivable for services, net	3,094,575	115,419	-	-	3,209,994
Receivable from related parties	-	16,341	-	16,341	-
Current portion of contributions receivable, net	26,400	-	-	-	26,400
Other current assets	143,834	11,336	-	-	155,170
Total current assets	7,543,123	315,453	-	16,341	7,842,235
Property and equipment, net	15,859,411	-	-	-	15,859,411
Contributions receivable, excluding current portion	2,891	-	-	-	2,891
Investments	2,016,361	-	-	-	2,016,361
Beneficial interest in perpetual trust	566,468	-	-	-	566,468
	<u>\$ 25,988,254</u>	<u>\$ 315,453</u>	<u>-</u>	<u>16,341</u>	<u>\$ 26,287,366</u>
Liabilities and Net Assets					
Current liabilities:					
Current installments of long term debt	\$ 257,434	-	-	-	\$ 257,434
Current installments of capital lease obligation	4,467	-	-	-	4,467
Payable to related parties	16,341	-	16,341	-	-
Accounts payable	210,367	36,275	-	-	246,642
Accrued expenses	778,730	52,479	-	-	831,209
Total current liabilities	1,267,339	88,754	16,341	-	1,339,752
Long term debt, excluding current installments	4,114,668	-	-	-	4,114,668
Fair value of interest rate swap agreement	372,478	-	-	-	372,478
Total liabilities	<u>5,754,485</u>	<u>88,754</u>	<u>16,341</u>	<u>-</u>	<u>5,826,898</u>
Net assets					
Unrestricted	17,793,547	226,699	-	-	18,020,246
Temporarily restricted	1,873,754	-	-	-	1,873,754
Permanently restricted	566,468	-	-	-	566,468
Total net assets	<u>20,233,769</u>	<u>226,699</u>	<u>-</u>	<u>-</u>	<u>20,460,468</u>
	<u>\$ 25,988,254</u>	<u>\$ 315,453</u>	<u>\$ 16,341</u>	<u>\$ -</u>	<u>\$ 26,287,366</u>

(a) To eliminate intercompany receivables and payables.

CUMBERLAND HEIGHTS FOUNDATION, INC. AND AFFILIATE

Consolidating Statement of Activities

Year Ended December 31, 2013

	Cumberland Heights Foundation, Inc.	Cumberland Heights Professional Associates, Inc.	Eliminating Entries		
			Debit	Credit	Consolidated
Changes in unrestricted net assets:					
Public support and revenue	\$ 23,769,449	\$ 763,751	-	-	\$ 24,533,200
Patient service revenue, net	420,098	-	-	-	420,098
Contributions	54,614	-	-	-	54,614
Investment income	310,644	288,000 (a)	288,000	-	310,644
Other					
Total public support and revenue	24,554,805	1,051,751	288,000	-	25,318,556
Satisfaction of restrictions	667,090	-	-	-	667,090
Total unrestricted public support and revenue	25,221,895	1,051,751	288,000	-	25,985,646
Expenses:					
Program services:					
Ancillary services					
Total program services	11,061,408	854,273	-	(a) 144,000	11,771,681
Supporting services:	3,873,619	945	-	-	3,874,564
Administrative and fiscal	14,935,027	855,218	-	144,000	15,646,245
Marketing and public relations	5,464,299	26,977	-	(a) 144,000	5,347,276
Total supporting services	2,893,602	-	-	-	2,893,602
Gain on interest rate swap agreement	8,357,901	26,977	-	144,000	8,240,878
Total expenses	(151,467)	-	-	-	(151,467)
Increase in unrestricted net assets	23,141,461	882,195	-	288,000	23,735,656
Changes in temporarily restricted net assets:					
Contributions	2,080,434	169,556	288,000	288,000	2,249,990
Investment income, net	556,319	-	-	-	556,319
Net assets released from restrictions	180,274	-	-	-	180,274
Increase in temporarily restricted net assets	(641,156)	-	-	-	(641,156)
Changes in permanently restricted net assets	95,437	-	-	-	95,437
Investment income, net	51,264	-	-	-	51,264
Income distributed	(25,934)	-	-	-	(25,934)
Increase in permanently restricted net assets	25,330	-	-	-	25,330
Increase in net assets	2,201,201	169,556	288,000	288,000	2,370,757
Net assets at beginning of the year	18,032,568	57,143	400,745	400,745	18,089,711
Net assets at end of the year	\$ 20,233,769	\$ 226,699	\$ 688,745	\$ 688,745	\$ 20,460,468

(a) To eliminate intercompany administrative fee income/expense.