FINANCIAL STATEMENTS AND INDEPENDENT AUDITORS' REPORT

DECEMBER 31, 2013 AND 2012

TABLE OF CONTENTS

Independent Auditors' Report	3
Financial Statements:	
Statements of Financial Position	4
Statements of Activities	6
Statements of Functional Expenses	8
Statements of Cash Flows	10
Notes to Financial Statements	11

INDEPENDENT AUDITORS' REPORT

To the Board of Directors of Abe's Garden Nashville, Tennessee

We have audited the accompanying statements of Abe's Garden (a nonprofit corporation), which comprise the statement of financial position as of December 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 audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit 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 assessments 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.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Abe's Garden as of December 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. Bellen ant & Miles, PLLC

April 28, 2014

STATEMENTS OF FINANCIAL POSITION

DECEMBER 31, 2013 AND 2012

ASSETS

	<u>2013</u>	<u>2012</u>
Current Assets		
Cash and Cash Equivalents	\$ 1,615,959	\$ 1,739,089
Accounts Receivable	79,931	57,808
Pledges Receivable	859,112	586,935
Inventory	19,577	16,048
Prepaid Expenses	12,285	24,016
Total Current Assets	2,586,864	2,423,896
Land, Building and Equipment	19,726,603	17,920,101
Less: Accumulated Depreciation	(1,289,447)	(964,942)
Land, Building and Equipment - Net	18,437,156	16,955,159
Noncurrent Assets		
Pledges Receivable, Due after One Year	683,622	605,996
Closing Costs, Net of Amortization	252,492	261,104
Derivative Financial Instruments	231,902	-
Other Assets	1,800	1,800
Total Noncurrent Assets	1,169,816	868,900
Total Assets	\$ 22,193,836	\$ 20,247,955

STATEMENTS OF FINANCIAL POSITION - CONTINUED

DECEMBER 31, 2013 AND 2012

LIABILITIES AND NET ASSETS

	<u>2013</u>		<u>2012</u>
Current Liabilities			
Current Portion of Bonds Payable	\$ 400,000	\$	400,000
Accounts Payable and Accrued Expenses	576,864		500,461
Tenant Deposits	313,338		268,829
Accrued Interest	3,667		3,667
Property Tax Accrual	197,807		166,735
Personalty Tax Accrual	 2,590	•	2,757
Total Current Liabilities	 1,494,266		1,342,449
Noncurrent Liabilities			
Derivative Financial Instruments	-		82,830
Notes Payable	1,600,000		1,600,000
Non-Current Portion of Bonds Payable	 11,400,000		11,800,000
Total Noncurrent Liabilities	 13,000,000		13,482,830
Total Liabilities	 14,494,266		14,825,279
Net Assets			
Unrestricted	7,699,570		5,077,884
Temporarily Restricted	 		344,792
Total Net Assets	 7,699,570		5,422,676
Total Liabilities and Net Assets	\$ 22,193,836	\$	20,247,955

STATEMENT OF ACTIVITIES

	Unrestricted	Temporarily <u>Restricted</u>	Total
Support and Revenue			•
Contributions Residential Rent Services Sold to Residents Net Assets Released from Restrictions	\$ 1,955,253 4,431,666 492,799 344,792	\$ - (344,792)	\$1,955,253 4,431,666 492,799
Total Support and Revenue	7,224,510	(344,792)	6,879,718
Expenses			
Program Services	4,075,434	-	4,075,434
Supporting Services Management and General Fundraising	166,222 364,790	-	166,222 364,790
Total Supporting Services	4,606,446	-	4,606,446
Loss on Sale of Assets	661		661
Total Expenses	4,607,107		4,607,107
Other Income Interest Income	4,283		4,283
Total Other Income	4,283		4,283
Change in Net Assets	2,621,686	(344,792)	2,276,894
Net Assets, January 1, 2013	5,077,884	344,792	5,422,676
Net Assets, December 31, 2013	\$ 7,699,570	\$ -	\$7,699,570

STATEMENT OF ACTIVITIES

Support and Revenue	Unrestricted	Temporarily Restricted	Total
Contributions	\$ 141,583	\$ -	\$ 141,583
Capital Campaign Contributions	-	614,963	614,963
Residential Rent	3,176,498	-	3,176,498
Services Sold to Residents	610,135	-	610,135
Net Assets Released from Restrictions	1,537,490	(1,537,490)	-
Total Support and Revenue	5,465,706	(922,527)	4,543,179
Expenses			
Program Services	3,657,734	-	3,657,734
Supporting Services	•		
Management and General	229,881	. 	229,881
Fundraising	238,973		238,973
Total Expenses	4,126,588		4,126,588
Other Income			
Interest Income	2,513	-	2,513
Insurance Proceeds	51,367		51,367
Total Other Income	53,880	-	53,880
Change in Net Assets	1,392,998	(922,527)	470,471
Net Assets, January 1, 2012	3,684,886	1,267,319	4,952,205
Net Assets, December 31, 2012	\$ 5,077,884	\$ 344,792	\$ 5,422,676

STATEMENT OF FUNCTIONAL EXPENSES

			Supporting Services					
	J	Program	Ma	nagement				
		Services	an	and General		Fundraising		<u>Total</u>
Salaries	\$	2,055,719	\$	-	\$	151,265	\$	2,206,984
Employee Benefits		248,297		-		14,134		262,431
Payroll Taxes		169,780		-		11,480		181,260
Total Salaries and Benefits		2,473,796		-		176,879		2,650,675
Advertising		25,242		20		92,919		118,181
Amortization		3,612		-		5,000		8,612
Depreciation		324,271		-		234		324,505
Equipment Rental		237		-		-		237
Food		351,263		-		-		351,263
Insurance		64,924		1,601		4,768		71,293
Interest		50,250		119,100		-		169,350
Licenses and Fees		2,385		-		~		2,385
Meetings		2,951		2,544		6,188		11,683
Miscellaneous		552		_		119		671
Postage		1,826		37		5,448		7,311
Printing		2,353		-		10,862		13,215
Contracted Services		86,232		40,546		52,067		178,845
Property Taxes		180,331		-		-		180,331
Repairs and Maintenance		112,512		-		736		113,248
Supplies		123,981		335		6,109		130,425
Telephone and Cable		26,735		-		120		26,855
Travel		17,722		2,039		3,341		23,102
Utilities		224,259		-		<u>-</u>		224,259
Total Functional Expenses	\$	4,075,434	\$	166,222	\$	364,790	\$	4,606,446
Total Functional Expenses	<u>Ψ</u>	T,U/J,TJT	ψ	100,222	Ψ	JOT, 1 / O		1,000,110

STATEMENT OF FUNCTIONAL EXPENSES

			Supporting Services					
		rogram Services		Management and General		Fundraising		Total
Salaries	\$	1,736,349	\$	-	\$	145,234	\$	1,881,583
Contractual Employees		1,426		-		•		1,426
Employee Benefits		174,307		-		11,659		185,966
Payroll Taxes	 	153,263				10,766		164,029
Total Salaries and Benefits		2,065,345		-		167,659		2,233,004
Advertising		22,362		20		1,409		23,791
Amortization		3,612		_		5,000		8,612
Depreciation		253,286		-		661		253,947
Equipment Rental		227		-		-		227
Food		246,188		-				246,188
Insurance		39,215		1,106		4,550		44,871
Interest		310,577		179,835		-		490,412
Licenses and Fees		3,090		300		-		3,390
Meetings		1,755		1,178		2,701		5,634
Miscellaneous		4,488		-		305		4,793
Postage		1,108		331		2,583		4,022
Printing		3,359		13		14,197		17,569
Contracted Services		124,359		38,115		29,739		192,213
Property Taxes		157,784		-		-		157,784
Repairs and Maintenance		70,512		707		1,142		72,361
Supplies		98,135		696		1,184		100,015
Telephone and Cable		25,004		34		493		25,531
Travel		10,279		3,707		7,350		21,336
Utilities		217,049		3,839		-		220,888
Total Functional Expenses	\$	3,657,734	\$	229,881	\$	238,973	\$	4,126,588

STATEMENTS OF CASH FLOWS

DECEMBER 31, 2013 AND 2012

CASH FLOWS FROM OPERATING ACTIVITIES	2013	<u>2012</u>
Change in Net Assets	\$ 2,276,894	\$ 470,471
Adjustments to Reconcile to		
Net Cash Provided by Operations:		
Depreciation and Amortization	333,117	262,559
(Increase) Decrease in:	(-a .aa)	30.00#
Accounts Receivable	(22,123)	32,897
Pledges Receivable	(349,803)	905,013
Prepaid Expenses	11,731	(10,634)
Inventory	(3,529)	(7,870)
Derivative Financial Instruments	(231,902)	(1,800)
Other Assets		(1,000)
Increase (Decrease) in:		
Accounts Payable and Accrued Expenses	76,403	282,532
Accrued Liability for Cumberland Property	-	(210,000)
Tenant Deposits	44,509	63,509
Accrued Interest	-	(8,642)
Tax Accruals	30,905	30,561
Derivative Financial Instruments	 (82,830)	 82,830
Net Cash Provided by Operating Activities	 2,083,372	 1,891,426
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisition of Land, Building, and Equipment	 (1,806,502)	 (2,619,665)
Net Cash Used by Investing Activities	 (1,806,502)	 (2,619,665)
CASH FLOWS FROM FINANCING ACTIVITIES		
Payments Made on Line of Credit	_	(482,964)
Proceeds From Borrowings on Line of Credit	-	10,003
Proceeds From the Issuance of Bonds	-	1,726,627
Payments on Bonds Payable	 (400,000)	 (400,000)
Net Cash Provided (Used) by Investing Activities	 (400,000)	 853,666
Net Increase (Decrease) in Cash	(123,130)	125,427
Cash, beginning of year	 1,739,089	 1,613,662
Cash, end of year	\$ 1,615,959	\$ 1,739,089

Supplemental Cash Flows Information:

During the years ended December 31, 2013 and 2012, the Organization paid interest of \$484,082 and \$407,582, respectively.

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2013 AND 2012

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Organization and Purpose:

Abe's Garden ("the Organization") is a nonprofit organization incorporated in Tennessee that is a luxury, independent senior citizen living community specializing in Alzheimer's and adult care. The Organization was founded on May 25, 2007.

Classification of Restricted and Unrestricted Net Assets:

The accompanying financial statements have been prepared on the accrual basis of accounting in accordance with U.S. generally accepted accounting principles. Financial statement presentation follows the requirements of the Financial Accounting Standards Board (FASB) Accounting Standards Codification Topic related to Presentation of Financial Statements of Not-for-Profit Organizations. Under the FASB Accounting Standards Codification, the Organization is required to report information regarding its financial position and activities according to three classes of net assets; unrestricted net assets, temporarily restricted net assets, and permanently restricted net assets.

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 Organization and/or the passage of time. When a restriction expires, temporarily restricted net assets are reclassified to unrestricted net assets and reported in the statement of activities as net assets released from restrictions.

Permanently restricted net assets - Net assets subject to donor-imposed stipulations that may be maintained permanently by the Organization. Generally donors of these assets permit the Organization to use all or part of the income earned for general or specific purposes. The Organization had no permanently restricted net assets as of December 31, 2013 or 2012.

Advertising:

Abe's Garden expenses advertising costs as incurred. Advertising costs for 2013 and 2012 were \$118,181 and \$23,791, respectively.

NOTES TO FINANCIAL STATEMENTS - CONTINUED

DECEMBER 31, 2013 AND 2012

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued

Depreciation:

It is the Organization's policy to capitalize property and equipment over \$500. All purchases less than that amount are expensed in the period incurred. Donated property and equipment are reported as contributions at estimated fair value. Unless donor-restricted, all donated property and equipment are reported as increases in unrestricted net assets. Property and equipment are depreciated over estimated useful lives using the straight-line method. Useful lives range from 3 years for computer equipment to 40 years for building and building improvements.

Income Taxes:

Abe's Garden is exempt from Federal Income Taxes under Section 501(c)(3) of the Internal Revenue Code. Accordingly, no provision for income taxes has been made.

The Organization has evaluated its tax positions in accordance with the Codification Standard relating to Accounting for Uncertainty in Income Taxes. The Organization believes that it has taken no uncertain tax positions.

The Organization files a U.S. Federal Form 990-Return of Organization Exempt from Income Tax. The Organization's returns for the years prior to calendar year 2010 are no longer open for examination.

Cash:

For purposes of the statement of cash flows, the Organization considers all investment instruments purchased with a maturity of three months or less to be cash equivalents.

Donated Assets and Services:

Noncash donations are recorded as contributions at their estimated fair values at the date of donation. A substantial number of volunteers have donated significant amounts of their time to the Organization's program services and fundraising campaigns. Contributions of donated services that create or enhance nonfinancial assets or that require specialized skills are provided by individuals possessing those skills. These services would typically need to be purchased if not provided by donation and are recorded at their fair values in the period received. Contributions of \$143,614 and \$60,542 were recorded as in-kind for the year ended December 31, 2013 and 2012, respectively.

NOTES TO FINANCIAL STATEMENTS - CONTINUED

DECEMBER 31, 2013 AND 2012

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued

Estimates:

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 certain reported amounts and disclosures. Accordingly, actual amounts could differ from those estimates.

Concentration of Credit Risk:

Financial instruments that potentially subject the Organization to concentrations of credit risk consist principally of cash on deposit and pledges receivable. Cash deposits are primarily in financial institutions in Tennessee and at times, may exceed FDIC limits. The balance of an interest bearing account exceeded federally insured amounts by \$1,431,938 and \$828,181 as of December 31, 2013 and 2012, respectively. Concentrations of credit risk with respect to pledges receivable are limited to donors in the Nashville area. Management does not believe that significant credit risk exists at December 31, 2013 and 2012.

Accounts and Pledges Receivable:

Accounts and pledges to be received within the next 12 months, or with restrictions that have been met at year-end are classified as current assets. Pledges designated by the donor to be received more than 12 months after year-end have been classified as noncurrent assets. Abe's Garden does not require collateral or other security to support the receivables, nor does it accrue interest on any of its receivables. Management has evaluated all outstanding pledges at December 31, 2013 and 2012, and determined that no additional allowance is considered necessary.

2. LAND, BUILDING AND EQUIPMENT

A summary of land, building and equipment at December 31, is as follows:

	<u>2013</u>	<u>2012</u>
Land	\$ 7,272,275	\$ 7,272,275
Building and Improvements	11,752,508	10,087,799
Equipment	701,820	560,027
	19,726,603	17,920,101
Less: Accumulated Depreciation	(1,289,447)	(964,942)
Land, Building and Equipment - net	\$18,437,156	\$16,955,159

NOTES TO FINANCIAL STATEMENTS - CONTINUED

DECEMBER 31, 2013 AND 2012

3. RELATED PARTIES

Pledges Receivable

Related party pledges receivable consisted of pledges received from board members at December 31, 2013. Related party pledges receivable due in the next fiscal year are reflected as current, whereas, pledges due in subsequent years are reflected as long-term. The net present value of the related party pledges discounted at 2.60% is \$782,202. Management has determined that no allowance is deemed necessary. Related party pledges receivable as of December 31, 2013 and 2012 consist of:

	<u>2013</u>	<u>2012</u>
Unrestricted Less discount to net present value	\$ 833,500 (51,298)	\$ 440,000 (43,928)
	\$ 782,202	 396,072
Amounts due in: Less than one year One to five years	\$ 361,500 472,000	\$ 110,000 330,000
	\$ 833,500	\$ 440,000

Notes Payable

A partnership in which a board member is a controlling partner, loaned \$1,600,000 to the Organization that matures January 15, 2015. No principal was repaid on this loan during 2013 or 2012. Interest of \$88,000 was paid on the loan in both 2013 and 2012.

Payment of Expenses

A board member is majority shareholder of the company which provides certain back office administrative and payroll services to the Organization. The Organization reimbursed, the company at cost, for the direct cost of payroll and other related expenses in the amounts of \$100,811 and \$83,169 the years ended December 31, 2013 and 2012, respectively.

NOTES TO FINANCIAL STATEMENTS - CONTINUED

DECEMBER 31, 2013 AND 2012

4. TEMPORARILY RESTRICTED NET ASSETS

Temporarily restricted net assets are available for the following at December 31:

2013

2012

Capital Campaign

\$

344,792

5. RETIREMENT PLAN

The Organization has a 401(k) Retirement Savings Plan under which the Company is required to match 5% of employee contributions up to 5% of employee's salaries. The Company's contribution was \$149 and \$212 for the years ended December 31, 2013 and 2012, respectively.

6. NOTE PAYABLE

2013

2012

Note Payable to a privately owned partnership, dated January 15, 2008 in the amount of \$1,600,000, due in interest only payments starting February 15, 2008 at a rate of 5.5%. All principal and interest is due and payable on January 15, 2015. The note is secured by the real estate of the Organization subordinate to the commercial bank note payable.

1,600,000

1,600,000

As of December 31, 2013, the note payable matures as follows:

2014 2015 \$

1,600,000

\$ 1,600,000

NOTES TO FINANCIAL STATEMENTS - CONTINUED

DECEMBER 31, 2013 AND 2012

7. BONDS PAYABLE

The Organization has tax-exempt bonds payable which were issued by The Health and Education Facilities Board of the Metropolitan Government of Nashville and Davidson County, Tennessee, the original trustee. The principal amount of the bonds was used to refinance a loan with a commercial bank of \$10,600,000 and to provide additional funds for the development of the Abe's Garden Project. In 2011 the bonds were purchased from the original trustee by SunTrust Bank (the Bank). The Organization has signed a loan agreement with the Bank that stipulates payment terms relating to principal and interest. The bonds mature on September 1, 2036. Interest is based on the highest of three prevailing indexes (2.60% as of December 31, 2013). The bonds are secured by the land and building of Abe's Garden Project.

The agreement with the Bank contains various debt covenants, including requirements that the Organization maintain cash of greater than 150 days of operating expenses and maintain a debt service coverage ratio of not less than 1.20 to 1. As of December 31, 2013, the Organization was in compliance with the debt covenants.

Total Bonds Payable Less Current Portion	\$11,800,000 400,000	As of December 31, 2013, mature as follows:	Bonds Payable
		2014	\$ 400,000
Non-Current Portion of	\$11,400,000	2015	400,000
Bonds Payable		2016	400,000
,		2017	400,000
		2018 and thereafter	10,200,000
			\$11,800,000

8. SUBSEQUENT EVENTS

Subsequent events were evaluated through April 28, 2014, which is the date the financial statements were available to be issued.

NOTES TO FINANCIAL STATEMENTS - CONTINUED

DECEMBER 31, 2013 AND 2012

9. DERIVATIVE FINANCIAL INSTRUMENTS

The Organization held variable rate debt of approximately \$11.8 million as of December 31, 2013 and \$12.2 million as of December 31, 2012. Interest rate swap agreements are used by the Organization to mitigate the risk of changes in interest rates associated with variable interest rate indebtedness. Under such arrangements, a portion of variable rate indebtedness is converted to fixed rates based on a notional principal amount. The interest rate swap agreements are derivative instruments that are required to be marked to fair value and recorded on the statement of financial position. As of December 31, 2013 and 2012, the aggregate notional principal amount under the interest rate swap agreements, with maturity dates ranging from 2016 through 2021, totaled \$10 million.

2013

As of December 31, 2013, the fair value of the interest rate swap agreements was an asset of \$231,902 and is included in noncurrent assets in the accompanying statements of financial position. The change in fair value on these interest rate swap agreements was a gain of \$314,732 for the year ended December 31, 2013 and is included in the statements of activities as interest expense.

The overall impacts of fluctuations in the fair value of the swap arrangement were as follows:

Liability for Derivative Financial Instruments, January 1, 2013	\$ 82,830
Gain on interest rate swap	 314,732
Asset for Derivative Financial Instruments, December 31, 2013	\$ 231,902
Interest Paid on Debt	\$ 484,082
Gain on interest rate swap	 314,732
Interest expense, per statement of functional expenses	\$ 169,350

NOTES TO FINANCIAL STATEMENTS - CONTINUED

DECEMBER 31, 2013 AND 2012

9. DERIVATIVE FINANCIAL INSTRUMENTS (CONTINUED)

As of December 31, 2012, the fair value of the interest rate swap agreements was a liability of
\$82,830 and is included in noncurrent liabilities in the accompanying statements of financial position.
The change in fair value on these interest rate swap agreements was a loss of \$82,830 for the year

2012

The overall impacts of fluctuations in the fair value of the swap arrangement were as follows:

ended December 31, 2012 and is included in the statements of activities as interest expense.

Liability for Derivative Financial Instruments, January 1, 2012	\$	_
Loss on interest rate swap		82,830
Liability for Derivative Financial Instruments, December 31, 2012		82,830
Interest Paid on Debt	\$	407,582
Loss on interest rate swap		82,830
Interest expense, per statement of functional expenses	_\$_	490,412