HIGH HOPES, INC.

FINANCIAL STATEMENTS AND INDEPENDENT AUDITORS' REPORT

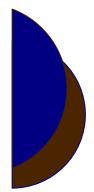
For the Years Ended August 31, 2013 and 2012

HIGH HOPES, INC.

TABLE OF CONTENTS

	Page
Independent Auditors' Report.	2
Financial Statements	
Statements of Financial Position	3
Statements of Activities	4-5
Statements of Functional Expenses	6-7
Statements of Cash Flows	8
Notes to Financial Statements	9-14

1



BROWN & MAGUIRE CPAS, PLLC

2715 Bransford Avenue Nashville, TN 37204

(615) 242-0067 [telephone] (866) 347-3899 [fax]

Independent Auditors' Report

To the Board of Directors of High Hopes, Inc. Brentwood, Tennessee

We have audited the accompanying financial statements of High Hopes, Inc. (a nonprofit organization) (the "Organization"), which comprise the statement of financial position as of August 31, 2013 and 2012, respectively, 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. Those standards require that we plan and perform the audits 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.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Organization as of August 31, 2013 and 2013, respectively, and the changes in its net assets, functional expenses and cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Brown & Maguire CPAs, PLLC

own + Maguire CPAs, PLLC

Nashville, Tennessee

November 7, 2013

High Hopes, Inc. Statements of Financial Position As of August 31, 2013 and 2012

_	August 31, 2013		August 31, 2012		
Assets					
Current assets					
Cash and cash equivalents	\$	100,056	\$	137,707	
Contributions receivable, net		429,428		222,986	
Accounts receivable, net		108,424		129,698	
Total current assets		637,908		490,391	
Property and equipment, net		1,645,319		746,304	
Total assets	\$	2,283,227	\$	1,236,695	
Liabilities and net assets Current liabilities					
Accounts payable	\$	32,212	\$	21,396	
Accrued expenses		113,854		31,345	
Obligations under lines of credit		555,159		129,838	
Obligations under capital lease—current		3,361		-	
Total current liabilities		704,586		182,579	
Obligations under capital lease—non-current		5,041		_	
Total current liabilities		709,627		182,579	
Net assets					
Unrestricted		1,125,455		826,920	
Temporarily restricted		448,145		227,196	
Total net assets		1,573,600		1,054,116	
Total liabilities and net assets	\$	2,283,227	\$	1,236,695	

High Hopes, Inc. Statement of Activities For the Year Ended August 31, 2013

		stricted	mporarily estricted	 Total
Support and revenue				
Contributions:				
United Way	\$	1,297	\$ 41,000	\$ 42,297
Other	2	275,567	30,107	305,674
Therapy fees, net		889,365	-	889,365
Tuition and fees		605,012	-	605,012
Special events	2	219,232	-	219,232
Less: donor direct benefit costs	(1	124,780)	-	(124,780)
In-kind contributions		65,954	-	65,954
Capital campaign		-	520,661	520,661
Net assets released from restrictions	3	370,819	(370,819)	-
Total support and revenue	2,	302,466	 220,949	 2,523,415
Expenses				
Program services	1,0	596,341	-	1,696,341
Management and general	-	197,197	-	197,197
Fundraising	-	110,393	 -	 110,393
Total expenses	2,0	003,931	 -	 2,003,931
Change in net assets	2	298,535	220,949	519,484
Net assets at beginning of year		826,920	 227,196	 1,054,116
Net assets at end of year	\$ 1,	125,455	\$ 448,145	\$ 1,573,600

High Hopes, Inc. Statement of Activities For the Year Ended August 31, 2012

_	Unrestricted	Temporarily Restricted	Total
Support and revenue			
Contributions:			
United Way	\$ 1,624	\$ 41,000	\$ 42,624
Other	167,545	36,600	204,145
Therapy fees, net	845,546	-	845,546
Tuition and fees	618,704	-	618,704
Special events	186,716	-	186,716
Less: donor direct benefit costs	(89,528)	-	(89,528)
In-kind contributions	52,825	4,869	57,694
Capital campaign	-	1,045,110	1,045,110
Other income	740	-	740
Net assets released from restrictions	958,442	(958,442)	
Total support and revenue	2,742,614	169,137	2,911,751
Expenses			
Program services	1,682,327	-	1,682,327
Management and general	200,898	-	200,898
Fundraising	107,617		107,617
Total expenses	1,990,842		1,990,842
Change in net assets	751,772	169,137	920,909
Net assets at beginning of year	75,148	58,059	133,207
Net assets at end of year	\$ 826,920	\$ 227,196	\$ 1,054,116

High Hopes, Inc. Statement of Functional Expenses For the Year Ended August 31, 2013

		I	Program Service	s	S	upporting Services	ipporting Services		
	Ed	lucation	Therapy	Total Program Services	Management and General	Fundraising	Total Support Services	Total Functional Expenses	
Salaries	\$	472,736	\$ 548,763	\$ 1,021,499	\$ 132,089	\$ 66,549	\$ 198,638	\$ 1,220,137	
Payroll taxes		37,473	43,499	80,972	10,470	5,275	15,745	96,717	
Employee benefits		23,094	26,809	49,903	6,453	3,251	9,704	59,607	
Total salaries and									
related expenses		533,303	619,071	1,152,374	149,012	75,075	224,087	1,376,461	
Advertising		1,367	1,587	2,954	382	192	574	3,528	
Contractual services		27,143	109,553	136,696	-	-	-	136,696	
Depreciation		7,093	8,234	15,327	1,982	999	2,981	18,308	
Equipment maintenance		12,027	13,961	25,988	3,360	1,693	5,053	31,041	
Insurance		6,404	7,434	13,838	1,789	901	2,690	16,528	
Interest		944	1,096	2,040	264	133	397	2,437	
Occupancy		95,428	110,775	206,203	26,664	13,433	40,097	246,300	
Other		3,037	3,526	6,563	849	429	1,278	7,841	
Postage		1,477	1,715	3,192	413	208	621	3,813	
Professional fees		4,521	5,248	9,769	1,263	636	1,899	11,668	
Special event costs		-	-	-	-	58,901	58,901	58,901	
Capital campaign		-	-	-	-	15,493	15,493	15,493	
Bad debts		1,554	19,194	20,748	-	-	-	20,748	
Printing		2,086	2,421	4,507	583	294	877	5,384	
In-kind contributions		-	-	-	-	65,879	65,879	63,879	
Supplies		17,731	63,573	81,304	1,386	-	1,386	82,690	
Telephone		6,443	7,479	13,922	1,800	907	2,707	16,629	
Training		838	78	916	7,450		7,450	8,366	
Total expenses		721,396	974,945	1,696,341	197,197	235,173	432,370	2,128,711	
Less expenses included with revenues on the statement of activities – donor						(404,500)	(124.700)	(124 500)	
Total expenses included in the expense section of the statement of activities	<u> </u>	721,396	\$ 974,945	\$ 1.696.341	\$ 197,197	(124,780) \$ 110,393	(124,780) \$ 307,590	(124,780) \$ 2,003,931	
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High Hopes, Inc. Statement of Functional Expenses For the Year Ended August 31, 2012

	Program Services			Su			
	Education	Therapy	Total Program Services	Management and General	Fundraising	Total Support Services	Total Functional Expenses
Salaries	\$ 432,956	\$ 521,454	\$ 954,410	\$ 132,773	\$ 63,750	\$ 196,523	\$ 1,150,933
Payroll taxes	35,607	42,886	78,493	10,920	5,243	16,163	94,656
Employee benefits	16,403	19,755	36,158	5,030	2,415	7,445	43,603
Total salaries and							
related expenses	484,966	584,095	1,069,061	148,723	71,408	220,131	1,289,192
Advertising	4,494	5,412	9,906	1,378	662	2,040	11,946
Contractual services	29,062	72,213	101,275	-	-	-	101,275
Depreciation	13,362	16,092	29,454	4,098	1,967	6,065	35,519
Equipment maintenance	8,997	10,836	19,833	2,759	1,325	4,084	23,917
Insurance	5,976	7,197	13,173	1,832	880	2,712	15,885
Interest	6,216	7,487	13,703	1,907	915	2,822	16,525
Occupancy	92,653	111,591	204,244	28,413	13,643	42,056	246,300
Other	2,759	3,322	6,081	846	9,469	10,315	16,396
Postage	1,050	1,265	2,315	322	2,126	2,448	4,763
Professional fees	4,038	4,864	8,902	1,238	595	1,833	10,735
Special event costs	-	-	· -	· -	35,579	35,579	35,579
Bad debts	44,773	53,925	98,698	-	-	-	98,698
Printing	3,110	3,746	6,856	954	458	1,412	8,268
In-kind contributions	-	-	-	-	57,694	57,694	57,694
Supplies	16,677	73,401	90,078	1,997	-	1,997	92,075
Telephone	2,879	3,468	6,347	883	424	1,307	7,654
Training	744	1,657	2,401	5,548		5,548	7,949
Total expenses	721,756	960,571	1,682,327	200,898	197,145	398,043	2,080,370
Less expenses included with revenues on the statement of activities – donor direct benefit costs		<u> </u>			(89,528)	(89,528)	(89,528)
Total expenses included in the expense section of the statement of activities	\$ 721,756	\$ 960,571	\$ 1,682,327	\$ 200,898	\$ 107,617	\$ 308,515	\$ 1,990,842

High Hopes, Inc. Statements of Cash Flows For the Years Ended August 31, 2013 and 2012

	2013	2012		
Cash flows from operating activities:	_			
Change in net assets	\$ 519,484	\$ 920,909		
Adjustments to reconcile change in net assets to net cash provided by operating activities:				
Depreciation	18,308	35,519		
Decrease in accounts receivable, net	21,274	22,051		
Increase in contributions receivable, net	(206,442)	(190,486)		
Decrease in deposits and prepaids	-	10,150		
Increase in accounts payable and accrued expenses	93,325	10,508		
Net cash provided by operating activities	445,949	808,651		
Cash flows from investing activities:				
Purchases of property and equipment	(917,323)	(721,564)		
Net cash used in investing activities	(917,323)	(721,564)		
Cash flows from financing activities:				
Borrowings on revolving lines of credit, net of payments	425,321	15,648		
Borrowings on under capital lease	10,083	-		
Payments on capital lease	(1,681)			
Net cash provided by financing activities	433,723	15,648		
Net (decrease) increase in cash and cash equivalents	(37,651)	102,735		
Cash and cash equivalents, at beginning of period	137,707	34,972		
Cash and cash equivalents, at end of period	\$ 100,056	\$ 137,707		
Supplemental disclosure of cash flows information:				
Interest paid	\$ 2,437	\$ 16,525		
Income taxes paid	\$ -	\$ -		

1. Description of the Organization and Summary of Significant Accounting Policies

High Hopes, Inc. (the "Organization") was organized in 1984. The Organization, located in Brentwood, Tennessee, is an early intervention preschool and pediatric rehabilitation center which embraces the whole child with tools for learning and skills for life.

Basis of Presentation

The accompanying financial statements were prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

Contributions and Support

Contributions are recorded as unrestricted, temporarily restricted or permanently restricted depending on the existence and/or nature of any donor restrictions.

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 that increases those net asset classes. When a restriction is fulfilled (that is, when a stipulated time restriction ends or the purpose of the restriction is accomplished), temporarily restricted net assets are reclassified to unrestricted and reported in the statement of activities as net assets released from restrictions.

Cash and Cash Equivalents

For purposes of the statements of cash flows, the Organization considers all cash funds and cash bank accounts with an original maturity of three months or less to be cash and cash equivalents.

Contributions Receivable

Unconditional promises to give that are expected to be collected within one year are recorded as contributions receivable 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. Conditional promises to give are not included as support until such time as the conditions are substantially met. Contributions receivable were \$434,258 and \$222,986 as of August 31, 2013 and 2012, respectively. Included within these balances were contributions receivable due from the United Way of Williamson County of \$34,167 as of August 31, 2013 and 2012, respectively, which are scheduled to be collected in the Organization's subsequent fiscal year. Additionally, contributions receivable as of August 31, 2013 and 2012 included \$395,261 and \$188,819, respectively, of capital campaign pledges to be received over subsequent years as well.

The capital campaign pledges are expected to be received for each of the years ended August 31 are as follows:

2014	\$ 320,992
2015	47,386
2016	26,338
2017	5,150
2018	150
Thereafter	75
	400,091
Less allowance for capital pledges	(4,830)
Capital campaign pledges, net	\$ 395,261

Donated Materials and Services

Donated materials and equipment, if any, are reflected as contributions in the accompanying statements at their estimated values at the date of receipt. Contributions of donated services that create or enhance nonfinancial assets, or that require specialized skills, are provided by individuals possessing those skills, and would typically need to be purchased if not provided by donation, are recorded at their fair values in the period received. Additionally, a number of unpaid volunteers have made significant contributions of their time to assist in fund-raising and special projects. However, these services do not meet the requirements above and have not been recorded.

Net Tuition, Therapy and Other Service Fees

Net tuition, therapy and other service fees are recorded at the estimated net realizable amounts from families, third-party payors and others for services rendered. Tuition, therapy and other service fees are recorded at the Organization's established rates with contractual adjustments deducted to arrive at applicable net fees.

Contractual adjustments represent the difference between the Organization's established rates and third-party payor payments. An allowance for estimated contractual adjustments is recorded during the period in which the services are provided and adjusted to actual when payments are received.

Advertising Costs

Advertising costs, which also include marketing and development, are expensed as incurred. Advertising costs were \$3,528 and \$11,946 for the years ended August 31, 2013 and 2012, respectively.

Property and Depreciation

Property and equipment are recorded at cost or at fair value as of the date purchased or contributed. Costs of maintenance and repairs are charged to expense as incurred. Depreciation

is provided on the straight-line method over the estimated lives of the respective assets ranging from three to 10 years.

Income Taxes

The Organization, which is not a private foundation, is exempt from federal and state income taxes under section 501(c) (3) of the Internal Revenue Code. Accordingly, no provision for income taxes has been made.

Program and Supporting Services

The following program and supporting services were included in the accompanying financial statements.

Program Services—Includes activities carried out to fulfill the Organization's mission to provide an early intervention preschool and rehabilitation center for children with special needs in a traditional educational classroom with a concentration in physical, speech and occupational therapy.

Management and General—Includes the functions necessary to ensure an adequate working environment and costs not identifiable with a single program. Includes costs associated with providing coordination and articulation of the Organization's program strategy, business management, general record keeping, budgeting and related purposes.

Fundraising—Includes costs of activities directed toward appeals for financial support, including special events. Other activities include the cost of solicitation and creation and distribution of fundraising materials.

Allocation of Functional Expenses

The costs of providing the various programs and other activities have been summarized on a functional basis in the statements of functional expenses. Accordingly, certain costs have been allocated among program and support services based on estimates by management.

Use of Estimates

The preparation of financial statements in accordance with accounting principles generally accepted in the United States requires management of the Organization to make estimates and assumptions that affect the reported assets and liabilities and contingency disclosures at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from these estimates.

2. Accounts Receivable

Accounts receivable are from third-party payors and patients and are reported net of estimated contractual adjustments and allowances for bad debts. Third-party payors consist primarily of

commercial insurance carriers. As of August 31, 2013 and 2012, accounts receivable consisted of the following:

	2013	2012
Accounts receivable from tuition and therapy services Less allowance for contractual adjustments and allowances for	\$ 198,614	\$ 252,303
bad debts	(90,190)	(122,605)
Account receivable, net	\$ 108,424	\$ 129,698

3. Property and Equipment

Property and equipment consisted of the following as of August 31, 2013 and 2012:

	2013	2012
Land	\$ 624,818	\$ 624,818
Building	1,002,396	95,156
Furniture and equipment	133,379	140,893
Playground equipment	15,409	15,409
Leasehold improvements	85,475	85,475
	1,861,477	961,751
Less: accumulated depreciation	(216,158)	(215,447)
Property and equipment, net	\$ 1,645,319	\$ 746,304

Equipment totaling \$10,083, which was obtained through a capital lease, was included in the total costs of furniture and equipment above as of August 31, 2013. Depreciation expense was \$18,308 and \$35,519 for the years ended August 31, 2013 and 2012, respectively.

4. Temporarily Restricted Net Assets

Changes in temporarily restricted net assets for the year ended August 31, 2013 were as follows:

	Beginning of Year	Restricted Contributions	Released from Restriction	End of Year
Programs	\$ 4,210	\$ 30,107	\$ (20,430)	\$ 13,887
Building	188,819	520,661	(309,389)	400,091
United Way	34,167	41,000	(41,000)	34,167
	\$ 227,196	\$ 591,768	\$ (370,819)	\$ 448,145

Changes in temporarily restricted net assets for the year ended August 31, 2012 were as follows:

			Released	
	Beginning of	Restricted	from	
	Year	Contributions	Restriction	End of Year
Programs	\$ 12	\$ 36,600	\$ (32,402)	\$ 4,210
Building	25,547	1,049,979	(886,707)	188,819
United Way	32,500	41,000	(39,333)	34,167
	\$ 58,059	\$ 1,127,579	\$ (958,442)	\$ 227,196

5. Employee Benefits

The Organization offers medical, dental and supplemental insurance plans to all full-time employees. The costs of this plan to the Organization for the years ended August 31, 2013 and 2012 were \$59,607 and \$43,603, respectively. On September 1, 2013, the Organization began offering a defined contribution plan, the High Hopes, Inc. 401(k) Plan, to eligible employees.

6. Lines of Credit

During 2005, the Organization obtained a line of credit from SunTrust ("SunTrust LOC") with maximum borrowing availability of \$50,000. The SunTrust LOC was secured by the Organization's tangible property and was payable on demand. The SunTrust LOC required monthly interest payments on the outstanding balance. The SunTrust LOC was paid off and terminated in December 2011.

During August 2007, the Organization obtained a second line of credit from Tennessee Commerce Bank ("TCB LOC") with maximum borrowing availability of \$75,000. The TCB LOC was secured by the Organization's tangible property and was payable on demand. The TCB LOC required monthly interest payments on the outstanding balance. The TCB LOC was paid off and terminated in December 2011.

During December 2012, the Organization obtained a line of credit from First Tennessee ("First TN LOC") with a maximum borrowing availability of \$125,000. The First TN LOC is secured by the Organization's tangible property. The First TN LOC is renewable annually each December. The First TN LOC requires monthly interest payments on the outstanding balance. The interest rate was 5.00% as of both August 31, 2013 and 2012, respectively. The outstanding balance on the line of credit was \$73,923 and \$122,004 as of August 31, 2013 and 2012, respectively. The availability under the First TN LOC was \$51,077 and \$2,996 as of August 31, 2013 and 2012, respectively. Additionally, the Organization obtained a construction loan ("Construction Loan") related to the construction of the building on the lot purchased with a maximum borrowing availability of \$2,623,503. The interest rate was 4.99% as of both August 31, 2013 and 2012, respectively. The outstanding balance on the Construction Loan was \$481,236 and \$7,834 as of August 31, 2013 and 2012, respectively. The availability under the Construction Loan was \$1,634,688 and \$2,115,669 as of August 31, 2013 and 2012, respectively.

7. Capital Lease

In March 2013 the Company entered into a capital lease for certain office equipment as defined in accordance with the provisions of Accounting Standards Codification Topic 840, Leases. The related assets were included in the accompanying statements of financial position under property and equipment, net as of August 31, 2013. Amortization expense related to the assets under the capital lease was \$1,681 for the year ended August 31, 2013 and was included in depreciation expense in the accompanying statements of activities for the year ended August 31, 2013.

Future minimum lease payments under the capital lease, which is non-cancelable and exceeds one year, are as follows:

2014	\$ 3,361
2015	3,361
2016	1,679
2017	-
2018	-
Thereafter	-
-	8,401
Obligations under capital lease—current	(3,361)
Obligations under capital lease—non-current	\$ 5,040

8. Operating Lease Commitments

The Organization leases its current facility located on Mallory Lane in Brentwood, Tennessee. Additionally, the Organization leased certain office equipment; however, these leases expired during the year ended August 31, 2013. Lease expense under the Organization's operating leases was \$249,702 and \$251,131 for the years ended August 31, 2013 and 2012, respectively.

The Organization purchased land in Franklin, Tennessee and is currently constructing a new building on the property expects to relocate to Franklin, Tennessee in early 2014. Prior to purchasing the property, the Organization requested and received an amendment (the "Amendment") to its current lease on its Brentwood, Tennessee location. Under the Amendment, the Organization will be allowed to continue to occupy its current facility until the new building is constructed and ready for occupancy on the same terms of the Organization's existing lease on a month-to-month basis.

9. Subsequent Events

The Organization has evaluated all events or transactions that occurred after August 31, 2013, through November 7, 2013, the date these financial statements were issued. During this period the Organization did not have any material recognizable events that required recognition in the disclosures to the August 31, 2013 financial statements.
