

STATE OF CALIFORNIA DEPARTMENT OF SOCIAL SERVICE

ANNUAL REPORT

CONTINUING CARE LICENSING DIVISION

AND

INDEPENDENT AUDITORS' REPORT

FOR THE YEAR ENDED JUNE 30, 2013

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HANSEN HUNTER & CO. P.C.
Certified Public Accountants



HANSEN HUNTER & CO. P.C.

Certified Public Accountants

INDEPENDENT AUDITORS' REPORT

To the Board of Directors
Brethren Hillcrest Homes
La Verne, California

We have audited the accompanying continuing care reserve report ("Reports") of Brethren Hillcrest Homes (the "Company") as of June 30, 2013. The Reports have been prepared by management using the report preparation provisions of California Health and Safety Code Section 1792.

Management's Responsibility

Management is responsible for the preparation and fair presentation of the Reports in accordance with the requirements of California Health and Safety Code Section 1792; this includes the design, implementation and maintenance of internal control relevant to the preparation and fair presentation of Reports that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on the Reports 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 an audit to obtain reasonable assurance about whether the reports are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the Reports. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Reports, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the Reports in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion of the effectiveness of the Company'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 Reports.

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 Reports present fairly, in all material respects, the liquid reserve requirements of the Company as of December 31, 2012, in conformity with the report preparation provisions of California Health and Safety Code Section 1792.



HANSEN HUNTER & CO. P.C.

Certified Public Accountants

Basis of Accounting

The accompanying Reports were prepared in accordance with the report preparation provisions of California Health and Safety Code Section 1792, which is a basis of accounting other than accounting principles generally accepted in the United States of America. The Reports are not intended to be a complete presentation of the Company's assets, liabilities, revenues and expenses. Our opinion is not modified with respect to this matter.

Restriction on Use

Our report is intended solely for the information and use of the Company and for filing with the California Department of Social Services and should not be used by anyone other than these specified parties. However, this report is a matter of public record and its distribution is not limited.

Hansen Hunter & Co. P.C.

October 16, 2013

**FORM 1-1
RESIDENT POPULATION**

<u>Line</u>	Continuing Care Residents	<u>TOTAL</u>
[1]	Number at beginning of fiscal year	286
[2]	Number at end of fiscal year	304
[3]	Total Lines 1 and 2	590
[4]	Multiply Line 3 by ".50" and enter result on Line 5	x.50
[5]	Mean number of continuing care residents	295
All Residents		
[6]	Number at beginning fiscal year	397
[7]	Number at end of fiscal year	375
[8]	Total Lines 6 and 7	772
[9]	Multiply Line 8 by ".50" and enter result on Line 10	x.50
[10]	Mean number of <i>all</i> residents	386
[11]	Divide the mean number of continuing care residents (Line 5) by the mean number of <i>all</i> residents (Line 10) and enter the result (round to two decimal places).	76.42%

**FORM 1-2
ANNUAL PROVIDER FEE**

<u>Line</u>		<u>TOTAL</u>
[1]	Total Operating Expenses (including depreciation and debt service – interest only)	\$20,221,363
[a]	Depreciation	<u>\$2,801,277</u>
[b]	Debt Service (Interest Only)	<u>\$2,512,023</u>
[2]	Subtotal (add Line 1a and 1b)	\$5,313,300
[3]	Subtract Line 2 from Line 1 and enter result	<u>\$14,908,063</u>
[4]	Percentage allocated to continuing care residents (Form 1-1, Line 11)	76.42%
[5]	Total Operating Expense of Continuing Care Residents (multiply Line 3 by Line 4)	<u>\$11,392,742</u>
[6]	Total Amount Due (multiply Line 5 by .001)	<u>x .001</u> <u>\$11,393</u>

PROVIDER: BRETHREN HILLCREST HOMES
COMMUNITY: HILLCREST

PART 2
CERTIFICATION BY OFFICER



October 16, 2013

State of California
Continuing Care Contracts Branch
California Department of Social Services
744 P. Street, M.S. 10-90
Sacramento, California 95814

This Certification Notice is submitted by Brethren Hillcrest Homes; to The State of California, Community Care Licensing Division, Continuing Care Contracts Branch, pursuant to the requirements of the Continuing Care Contract Annual Reserve Report, for the year ended June 30, 2013. Our Certificate of Authority is #069.

To the best of my knowledge, after a review of the enclosed information I certify the following to be true, complete and correct:

1. The Annual Report is correct.
2. Each continuing care contract form in use or offered for new residents has been approved by the Department.
3. The required reserves are being maintained.

Authorized Representative

A handwritten signature in black ink, appearing to read "Matthew Neeley", is written over a horizontal line.

Matthew Neeley
President and Chief Executive Officer

PART 3
EVIDENCE OF FIDELITY BOND



CERTIFICATE OF PROPERTY INSURANCE

DATE (MM/DD/YYYY)

10/19/2012

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AFFIRMATIVELY OR NEGATIVELY AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES FOLLOW. THIS CERTIFICATE OF INSURANCE DOES NOT CONSTITUTE A CONTRACT BETWEEN THE ISSUING INSURER(S), AUTHORIZED REPRESENTATIVE OR PRODUCER, AND THE CERTIFICATE HOLDER.

If this certificate is being prepared for a party who has an insurable interest in the property, do not use this form. Use ACORD 27 or ACORD 28.

PRODUCER Lewis and Associates Insurance Brokers 700 West Center Ave. License #0797015 Visalia CA 93291		CONTACT NAME: Julia Parsons, CIC, CPIW, CISR PHONE (A/C, No, Ext): (800)745-3947 x 139 FAX (A/C, No): (559) 733-5612 E-MAIL ADDRESS: juliap@since1927.com PRODUCER CUSTOMER ID:	
INSURED Brethren Hillcrest Homes 2705 Mountain View Drive La Verne CA 91750		INSURER(S) AFFORDING COVERAGE INSURER A: GuideOne Insurance NAIC # 15032 INSURER B: INSURER C: INSURER D: INSURER E: INSURER F:	

COVERAGES **CERTIFICATE NUMBER:** **REVISION NUMBER:**

LOCATION OF PREMISES / DESCRIPTION OF PROPERTY (Attach ACORD 101, Additional Remarks Schedule, if more space is required)
 Certificate of Insurance to verify fidelity coverage in compliance with Health Section 1789.8.

THIS IS TO CERTIFY THAT THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN. THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

INSR LTR	TYPE OF INSURANCE		POLICY NUMBER	POLICY EFFECTIVE DATE (MM/DD/YYYY)	POLICY EXPIRATION DATE (MM/DD/YYYY)	COVERED PROPERTY	LIMITS
	PROPERTY	DEDUCTIBLES					
	CAUSES OF LOSS	BUILDING				BUILDING	\$
	BASIC	BUILDING				PERSONAL PROPERTY	\$
	BROAD	CONTENTS				BUSINESS INCOME	\$
	SPECIAL					EXTRA EXPENSE	\$
	EARTHQUAKE					RENTAL VALUE	\$
	WIND					BLANKET BUILDING	\$
	FLOOD					BLANKET PERS PROP	\$
						BLANKET BLDG & PP	\$
							\$
							\$
	INLAND MARINE		TYPE OF POLICY				\$
	CAUSES OF LOSS						\$
	NAMED PERILS		POLICY NUMBER				\$
							\$
A	CRIME		01299681	7/1/2012	7/1/2013	FIDELITY LIMIT:	\$ 250,000
	TYPE OF POLICY					FIDELITY DEDUCTIBLE:	\$ 250
	BLANKET FIDELITY						\$
	BOILER & MACHINERY / EQUIPMENT BREAKDOWN						\$
							\$
							\$
							\$

SPECIAL CONDITIONS / OTHER COVERAGES (Attach ACORD 101, Additional Remarks Schedule, if more space is required)
 NOTE: 10 days notice of cancellation applies in the event of cancellation for non-payment of premium. All other reasons is 30 days notice of cancellation.

CERTIFICATE HOLDER		CANCELLATION	
Department of Social Services Attn: Allison Gerrior 744 P St., MS 10-90 Sacramento, CA 95814		SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS.	
		AUTHORIZED REPRESENTATIVE J Parsons, CIC, CPIW/	



CERTIFICATE OF PROPERTY INSURANCE

DATE (MM/DD/YYYY)

6/10/2013

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AFFIRMATIVELY OR NEGATIVELY AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW. THIS CERTIFICATE OF INSURANCE DOES NOT CONSTITUTE A CONTRACT BETWEEN THE ISSUING INSURER(S), AUTHORIZED REPRESENTATIVE OR PRODUCER, AND THE CERTIFICATE HOLDER.

If this certificate is being prepared for a party who has an insurable interest in the property, do not use this form. Use ACORD 27 or ACORD 28.

PRODUCER Lewis and Associates Ins. Brokers 700 West Center Ave. License #Q797015 Visalia CA 93291		CONTACT NAME: Julia Parsons, CIC, CPIW, CPIW PHONE (A/C, No, Ext): (800) 745-3947 x 139 E-MAIL ADDRESS: juliap@since1927.com PRODUCER CUSTOMER ID: BHH		FAX (A/C, No): (559) 733-5612
INSURED Brethren Hillcrest Homes 2705 Mountain View Drive La Verne CA 91750		INSURER(S) AFFORDING COVERAGE		NAIC # 15032
		INSURER A: GuideOne Insurance		
		INSURER B:		
		INSURER C:		
		INSURER D:		
		INSURER E:		
		INSURER F:		

COVERAGES**CERTIFICATE NUMBER:****REVISION NUMBER:**

LOCATION OF PREMISES / DESCRIPTION OF PROPERTY (Attach ACORD 101, Additional Remarks Schedule, if more space is required)

Certificate of Insurance to verify fidelity coverage in compliance with Health Section 1789.8.

THIS IS TO CERTIFY THAT THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

INSR LTR	TYPE OF INSURANCE	POLICY NUMBER	POLICY EFFECTIVE DATE (MM/DD/YYYY)	POLICY EXPIRATION DATE (MM/DD/YYYY)	COVERED PROPERTY	LIMITS
	PROPERTY CAUSES OF LOSS BASIC BROAD SPECIAL EARTHQUAKE WIND FLOOD DEDUCTIBLES BUILDING CONTENTS				BUILDING PERSONAL PROPERTY BUSINESS INCOME EXTRA EXPENSE RENTAL VALUE BLANKET BUILDING BLANKET PERS PROP BLANKET BLDG & PP	\$ \$ \$ \$ \$ \$ \$ \$ \$ \$
	INLAND MARINE CAUSES OF LOSS NAMED PERILS	TYPE OF POLICY POLICY NUMBER				\$ \$ \$
A	<input checked="" type="checkbox"/> CRIME TYPE OF POLICY BLANKET FIDELITY	01299681	7/1/2013	7/1/2014	<input checked="" type="checkbox"/> FIDELITY LIMIT <input checked="" type="checkbox"/> FIDELITY DEDUCTIBLE	\$ \$ 250,000 \$ 250
	BOILER & MACHINERY / EQUIPMENT BREAKDOWN					\$ \$ \$ \$ \$

SPECIAL CONDITIONS / OTHER COVERAGES (Attach ACORD 101, Additional Remarks Schedule, if more space is required)

NOTE: 10 days notice of cancellation applies in the event of cancellation for non-payment of premium. All other reasons is 30 days notice of cancellation.

CERTIFICATE HOLDER**CANCELLATION**

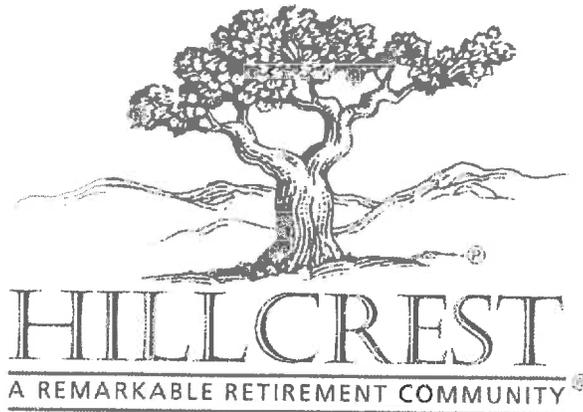
Department of Social Services
 Attn: Allison Gerrior
 744 P St., MS 10-90
 Sacramento, CA 95814

SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS.

AUTHORIZED REPRESENTATIVE

J Parsons, CIC, CPIW/

PART 4
AUDITED FINANCIAL STATEMENTS



**INDEPENDENT AUDITORS' REPORT
AND
FINANCIAL STATEMENTS**

FOR THE YEARS ENDED JUNE 30, 2013 AND 2012

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HANSEN HUNTER & CO. P.C.
Certified Public Accountants

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HANSEN HUNTER & CO. P.C.
Certified Public Accountants

INDEPENDENT AUDITORS' REPORT

To the Board of Directors
Brethren Hillcrest Homes
La Verne, California

We have audited the accompanying financial statements of Brethren Hillcrest Homes (a California not-for-profit corporation), which comprise the statements of financial position as of June 30, 2013 and 2012, and the related statements of activities 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 audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

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



HANSEN HUNTER & CO. P.C.

Certified Public Accountants

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Brethren Hillcrest Homes, as of June 30, 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.

Hansen Hunter & Co. P.C.

September 27, 2013

BRETHREN HILLCREST HOMES
STATEMENTS OF FINANCIAL POSITION

ASSETS

	June 30,	
	2013	2012
CURRENT ASSETS		
Cash and cash equivalents	\$ 5,968,107	\$ 5,390,925
Accounts receivable, net	639,661	596,942
Entrance fees receivable	701,983	1,380,480
Interest receivable	7,349	13,370
Inventory	45,923	47,957
Prepaid expenses and deposits	105,229	133,353
Total current assets	7,468,252	7,563,027
NON-CURRENT ASSETS		
Assets whose use is limited	15,493,200	14,210,680
Investments	252,160	484,740
Bond issue costs, net	1,578,099	1,659,027
Property, plant and equipment, net	66,957,017	67,729,576
TOTAL ASSETS	\$ 91,748,728	\$ 91,647,050

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

BRETHREN HILLCREST HOMES

STATEMENTS OF FINANCIAL POSITION
(Continued)

LIABILITIES AND NET ASSETS

	June 30,	
	<u>2013</u>	<u>2012</u>
CURRENT LIABILITIES		
Accounts payable	\$ 433,428	\$ 675,890
Accrued expenses	1,030,870	900,568
Refundable deposits	23,205	16,650
Prepaid residential fees	235,512	1,830,664
Current portion of long-term debt	980,000	920,000
Interest payable	919,666	958,317
Total current liabilities	<u>3,622,681</u>	<u>5,302,089</u>
NON-CURRENT LIABILITIES		
Long-term debt	40,285,000	41,265,000
Other long-term liability	258,334	274,480
Annuities payable	1,427,539	1,362,159
Repayable entrance fees	1,591,491	2,187,328
Deferred revenue from advance fees	22,164,098	20,500,988
TOTAL LIABILITIES	<u>69,349,143</u>	<u>70,892,044</u>
NET ASSETS		
Unrestricted	12,939,750	11,341,755
Temporarily restricted	2,571,512	2,512,065
Permanently restricted	6,888,323	6,901,186
TOTAL NET ASSETS	<u>22,399,585</u>	<u>20,755,006</u>
TOTAL LIABILITIES AND NET ASSETS	<u>\$ 91,748,728</u>	<u>\$ 91,647,050</u>

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

BRETHREN HILLCREST HOMES

**STATEMENTS OF UNRESTRICTED REVENUES, EXPENSES
AND OTHER CHANGES IN UNRESTRICTED NET ASSETS**

	Years Ended June 30,	
	2013	2012
REVENUES		
Residential living	\$ 9,271,284	\$ 9,317,310
Birch Court	1,881,669	1,849,217
Woods Assisted Living	616,193	653,174
Southwoods Lodge	1,121,571	1,277,035
Woods Health Services	6,098,613	5,627,752
Telephone system	146,864	146,768
Rentals	94,296	82,906
Other revenue	1,066,799	908,235
Donations	179,455	258,765
Investment income	166,428	185,438
Net realized gains on investments	135,345	113,578
Net assets released from restrictions	171,952	881,835
Total revenues	<u>20,950,469</u>	<u>21,302,013</u>
EXPENSES		
Residential living	6,336,603	5,835,222
Birch Court	457,430	357,977
Woods Assisted Living	194,947	214,911
Southwoods Lodge	685,516	661,555
Woods Health Services	3,687,325	3,521,278
Aquatic & Fitness Center	340,897	342,629
Marketing and development	999,730	861,295
Management and general	1,481,960	1,405,075
Interest	2,512,023	2,576,341
Depreciation	2,801,277	2,730,305
Amortization	80,928	80,928
Insurance	328,041	371,998
Telephone system	197,063	196,509
Bad debt expense	-	46,687
Interest expense	117,623	117,623
Total expenses	<u>20,221,363</u>	<u>19,320,333</u>
Change in net assets from operations	729,106	1,981,680
Unrealized gains (losses) on investments	68,889	(217,331)
Unrealized gains on land investment	800,000	200,000
CHANGE IN UNRESTRICTED NET ASSETS	<u>\$ 1,597,995</u>	<u>\$ 1,964,349</u>

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

BRETHREN HILLCREST HOMES

STATEMENTS OF CHANGES IN NET ASSETS

	Years Ended June 30,	
	2013	2012
UNRESTRICTED NET ASSETS		
Change in unrestricted net assets	\$ <u>1,597,995</u>	\$ <u>1,964,349</u>
TEMPORARILY RESTRICTED NET ASSETS		
Contributions	180,551	392,856
Investment income	-	62,363
Interest income	117,623	117,623
Present value adjustment of gift annuities payable	(66,775)	(74,564)
Net assets released from restrictions	<u>(171,952)</u>	<u>(881,835)</u>
Change in temporarily restricted net assets	<u>59,447</u>	<u>(383,557)</u>
PERMANENTLY RESTRICTED NET ASSETS		
Contributions	53,928	36,430
Investment income	(16)	-
Present value adjustment of gift annuities payable	<u>(66,775)</u>	<u>(74,564)</u>
Change in permanently restricted net assets	<u>(12,863)</u>	<u>(38,134)</u>
CHANGE IN NET ASSETS	1,644,579	1,542,658
NET ASSETS – BEGINNING OF YEAR	<u>20,755,006</u>	<u>19,212,348</u>
NET ASSETS – END OF YEAR	\$ <u>22,399,585</u>	\$ <u>20,755,006</u>

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

BRETHREN HILLCREST HOMES

STATEMENTS OF CASH FLOWS

	Years Ended June 30,	
	2013	2012
CASH FLOWS FROM OPERATING ACTIVITIES		
Cash received from residents	\$ 15,227,143	\$ 16,360,090
Non-refundable entrance fees received	5,527,226	3,679,547
Contributions	147,391	199,857
Investment income received	307,778	364,415
Interest expense paid	(2,550,674)	(2,589,027)
Cash paid to suppliers and employees	(14,784,959)	(14,233,292)
Net cash provided by operating activities	3,873,905	3,781,590
CASH FLOWS FROM INVESTING ACTIVITIES		
Capital expenditures	(2,028,718)	(1,168,380)
Change in assets whose use is limited	(202,597)	(462,202)
Change in investments	21,545	(62,805)
Net cash used by investing activities	(2,209,770)	(1,693,387)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from contributions restricted for:		
Investment in endowment	53,928	36,430
Investment in temporarily restricted funds	180,551	392,856
Investment subject to annuity agreements	163,839	13,594
Other financing activities:		
Repayable entrance fees received	149,625	-
Entrance fees repaid	(514,951)	(129,610)
Bond principal payments	(920,000)	(880,000)
Payments on annuity obligations	(199,945)	(203,612)
Net cash used by financing activities	(1,086,953)	(770,342)
NET CHANGE IN CASH AND CASH EQUIVALENTS	577,182	1,317,861
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR	5,390,925	4,073,064
CASH AND CASH EQUIVALENTS, END OF YEAR	\$ 5,968,107	\$ 5,390,925

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

BRETHREN HILLCREST HOMES

STATEMENTS OF CASH FLOWS

(Continued)

**RECONCILIATIONS OF CHANGE IN NET ASSETS
TO NET CASH PROVIDED BY OPERATING ACTIVITIES**

	Years Ended June 30,	
	2013	2012
CHANGE IN NET ASSETS	\$ 1,644,579	\$ 1,542,658
ADJUSTMENTS TO RECONCILE CHANGE IN NET ASSETS TO NET CASH PROVIDED BY OPERATING ACTIVITIES:		
Amortization of entrance fees	(3,416,129)	(3,666,428)
Amortization of gift annuities	133,550	149,128
Depreciation	2,801,277	2,730,305
Amortization of bond issue costs	80,928	80,928
Amortization of other long-term liability	(16,146)	(16,146)
Restricted contributions	(234,479)	(429,286)
Net unrealized (gain) loss on investments	(868,889)	17,331
Other change in annuities payable	(32,064)	(58,908)
Non-refundable entrance fees received	5,527,226	3,679,547
(INCREASE) DECREASE IN OPERATING ASSETS		
Accounts receivable	(42,719)	(18,544)
Interest receivable	6,021	3,036
Inventory	2,034	4,072
Prepaid expenses and deposits	28,124	(73,716)
INCREASE (DECREASE) IN OPERATING LIABILITIES		
Accounts payable	(242,462)	(458,149)
Accrued expenses	130,302	61,160
Prepaid residential fees	(1,595,152)	245,498
Interest payable	(38,651)	(12,686)
Refundable deposits	6,555	1,790
NET CASH PROVIDED BY OPERATING ACTIVITIES	\$ 3,873,905	\$ 3,781,590

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

BRETHREN HILLCREST HOMES

NOTES TO FINANCIAL STATEMENTS

NOTE 1 – NATURE OF BUSINESS:

Brethren Hillcrest Homes (Hillcrest) was incorporated in 1947 as a California tax-exempt not-for-profit corporation, as described in Section 501(c)(3) of the Internal Revenue Code, to operate a continuing care retirement community. Accordingly, contributions to Hillcrest qualify as deductible charitable contributions for income tax purposes. Residents of the retirement community receive housing and related services, including health care, based on individual contracts which may include an entrance fee, monthly fee or a daily fee for services provided. The facility, which is located in La Verne, California, services approximately 400 residents.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

Basis of Presentation - The accompanying financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

Use of Estimates - The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements. Estimates also affect the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Cash and Cash Equivalents - Hillcrest considers all highly liquid instruments, those with a maturity of three months or less at the time of purchase, to be cash equivalents, excluding assets whose use is limited. The carrying amount reported in the statements of financial position for cash and cash equivalents approximates fair value due to the short-term nature of these financial instruments.

Accounts Receivable - Bad debts are accounted for by the allowance method. Hillcrest estimates the allowance based upon its experience. The allowance for doubtful accounts was \$51,334 and \$74,000 at June 30, 2013 and 2012, respectively. Accounts receivable over 90 days old were \$89,313 and \$145,770 at June 30, 2013 and 2012, respectively.

Inventory Valuation - Inventory, which primarily consists of dietary, housekeeping and office supplies, is recorded at cost based on the first-in/first-out method.

Assets Whose Use is Limited - Assets whose use is limited consist of cash, money market funds, land and other investments. The use of the Revenue Certificates of Participation Bonds Series 2003A and 2003B assets are legally restricted per the Revenue Certificates of Participation. These assets are reported at fair market value.

Investments - Hillcrest considers its investments in marketable securities as available for sale, as they are not intended to be held to maturity, nor are they considered operating assets, and as such are carried at fair value. Donated investments are reported at fair value at the date of gift.

BRETHREN HILLCREST HOMES

NOTES TO FINANCIAL STATEMENTS

(Continued)

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued):

Investments (continued) - Realized gains and losses on dispositions are based on the sale proceeds versus the carrying value of the securities sold. Unrealized gains and losses represent the net change in fair value of the securities and are recorded as an increase or decrease to net assets.

Investment income is recorded net of related fees of \$45,262 and \$41,378 for the years ended June 30, 2013 and 2012, respectively.

Amortization of Entrance Fees - Lump sum entrance fees are amortized to determine the amount of fees to be included in revenues, in the manner prescribed by the Revenue Recognition Topic of the FASB Accounting Standards Codification. The amount to be included is calculated by dividing the unamortized entrance fee by the current life expectancy of each resident and summing the results for all residents. The Life Expectancy Tables as published in Section 1792.6 of the State of California Continuing Care Contract Statutes are used in making the above computations. The unamortized portion is shown on the balance sheet as deferred revenue. Current year activity of the unamortized portion of entrance fees is summarized as follows:

	Years Ended June 30,	
	2013	2012
Balance, beginning of year	\$ 20,500,988	\$ 19,746,696
Sale of contracts	5,115,201	4,550,330
Refunds	(167,487)	(129,610)
Amortization of continuing care contracts	(3,416,129)	(3,666,428)
Contract conversion	131,525	-
	\$ 22,164,098	\$ 20,500,988

Non-Refundable Fees - Hillcrest is obligated to refund a portion of entrance fees to residents who withdraw before fifty months. If the resident withdraws within three months, the entire entrance fee is refunded. Contracts are refundable over fifty months, with the refundable amount reduced by 2.00% per month, less a 4% termination fee.

Repayable Contracts - Hillcrest has eight contracts under a repayable entrance fee program that are entitled to a refund of 50% or 90% of the total entrance fee, less a 4% termination fee, upon withdrawal or death after the unit is reoccupied.

The total liability for the repayable entrance fee contracts was \$1,591,491 and \$2,187,328 at June 30, 2013 and 2012, respectively.

Net Asset Classes - Hillcrest classifies its net assets into three categories: unrestricted, temporarily restricted and permanently restricted.

BRETHREN HILLCREST HOMES

NOTES TO FINANCIAL STATEMENTS

(Continued)

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued):

Net Asset Classes (continued) - Unrestricted net assets generally result from revenues from providing services, receiving unrestricted contributions and receiving dividend and interest income, less expenses incurred in providing services, raising contributions, and performing administrative functions. The only limits on the use of unrestricted net assets are the broad limits resulting from Hillcrest's mission as defined in its articles of incorporation and bylaws.

Temporarily restricted net assets are limited by donors for specific purposes or the lapse of specified time periods.

Permanently restricted net assets have been restricted by donors to be maintained by Hillcrest in perpetuity.

Board designated amounts - Directors have designated certain unrestricted amounts for specific purposes. Amounts designated for operations and capital purposes were \$591,125 and \$562,697 at June 30, 2013 and 2012, respectively. Amounts designated for benevolent purposes were \$3,735,829 and \$3,572,401 at June 30, 2013 and 2012, respectively. Amounts designated for repayment of restricted net asset loans were \$279,923 and \$0 at June 30, 2013 and 2012, respectively. Amounts designated as general board funds were \$0 and \$271,856 at June 30, 2013 and 2012, respectively. Inasmuch as these amounts have no donor restrictions, the Board may rescind the designation of these amounts at any time.

Net Patient Service Revenue - Hillcrest has agreements with third-party payors that provide for payments to Hillcrest at amounts different from its established rates. Payment arrangements include prospectively determined rates per discharge, reimbursed costs, discounted charges and per diem payments. Net patient service revenue is reported 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 accrued on an estimated basis in the period the related services are rendered and adjusted in future periods as final settlements are determined. Net resident revenues from Medicare were \$424,318 and \$632,590 for the years ended June 30, 2013 and 2012, respectively. Net resident revenues from Medi-Cal were \$1,488,176 and \$1,593,042 for the years ended June 30, 2013 and 2012, respectively. Upon audit by the State or Medicare, there is a possibility of adjustment to costs reimbursed.

Donor-Restricted Gifts - Unconditional promises to give cash and other assets are reported at fair value at the date the promise is received. The gifts are reported as either temporarily or permanently restricted support if they are received with donor stipulations that limit the use of the donated assets. When a donor restriction expires, that is, when a stipulated time restriction ends or purpose restriction is accomplished, temporarily restricted net assets are reclassified as unrestricted net assets and reported in the statement of operations as net assets released from restrictions.

Donated Services - Significant amounts of time from a number of people have been donated to Hillcrest. The accompanying financial statements do not reflect the value of those donated services as no reliable basis exists for reasonably determining the amounts involved.

BRETHREN HILLCREST HOMES

NOTES TO FINANCIAL STATEMENTS

(Continued)

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued):

Obligation to Provide Future Services - Annually, Hillcrest calculates the present value of the net cost of future services and use of facilities to be provided to current residents and compares that amount with the balance of deferred revenue from entrance fees. If the present value of the net cost of future services and use of facilities exceeds the deferred revenue from entrance fees, a liability is recorded (obligation to provide future services and use of facilities) with the corresponding charge to expense. For the years ended June 30, 2013 and 2012, the calculation resulted in no future service liability. The discount rate used was 6%.

Gift Annuities - Hillcrest sponsors a charitable gift annuity program as part of its fund raising activities. All amounts received in exchange for these annuity contracts are segregated for accounting and investment purposes. Management has interpreted the agreements to require investment of the entire contract amount until the annuitant dies. At the time of death of the annuitant, the residuum is distributed to the designated net asset class as specified by the annuitant at the time the agreement was issued. If no designation was made, the residuum is distributed to the unrestricted net asset class.

Gift annuity contracts are a general liability of Hillcrest and are not limited to the segregated assets. The actuarially determined liability is calculated annually and adjusted accordingly. The discount rate and actuarial assumptions used in calculating the annuity obligation are those provided in Internal Revenue Service guidelines and actuarial tables. As a qualifying not-for-profit corporation, Hillcrest is authorized by the State of California to issue gift annuity contracts and is accordingly subject to applicable State laws and regulations.

Financial Instruments - Hillcrest's financial instruments consist of accounts receivable, entrance fees receivable, interest receivable, deposits, assets whose use is limited, investments, accounts payable, accrued expenses, refundable deposits, prepaid residential fees, interest payable, long-term debt, annuities payable and repayable entrance fees. It is management's opinion that Hillcrest is not exposed to significant interest rate or credit risk arising from these instruments. Unless otherwise noted, the fair value of these financial instruments approximates their carrying values.

Concentration of Credit Risk - Hillcrest is a continuing care retirement community whose only campus is located in La Verne, California. Hillcrest charges monthly fees, on an unsecured basis, to its residents, all of whom live on campus.

Hillcrest has reserve funds, comprised of cash and equivalents and investments, located in various institutions. At times, the amount on deposit in some of the institutions exceeds the federally-insured limit.

Advertising - Advertising and marketing costs are charged to expense at the time they are incurred. Total advertising expense was \$155,154 and \$110,004 for the years ended June 30, 2013 and 2012, respectively.

Functional Expenses - The expenses of Hillcrest are presented according to their functional classification in the accompanying Statements of Unrestricted Revenues, Expenses and Other Changes in Unrestricted Net Assets. Fundraising expense was \$269,532 and \$106,538 for the years ended June 30, 2013 and 2012, respectively.

BRETHREN HILLCREST HOMES

NOTES TO FINANCIAL STATEMENTS

(Continued)

NOTE 3 – ASSETS WHOSE USE IS LIMITED:

Assets whose use is limited are recorded at fair market value and consist of the following:

	June 30,	
	2013	2012
<i><u>Funds Held by Trustee</u></i>		
Reserve funds	\$ 3,669,779	\$ 3,668,748
Revenue/Sinking funds	1,155,347	1,255,306
	4,825,126	4,924,054
<i><u>Board Designated Funds</u></i>		
Benevolence	3,735,829	3,572,401
Operating reserve	591,125	562,697
Restoration fund	279,923	-
	4,606,877	4,135,098
<i><u>Endowment Funds</u></i>		
Endowment funds	2,295,841	1,784,516
<i><u>Gift Annuities</u></i>		
Gift annuities funds	2,069,439	1,890,569
<i><u>Specific Purpose</u></i>		
Specific purposes funds	1,665,108	1,445,634
<i><u>Resident Association</u></i>		
Resident association funds	30,809	30,809
	\$ 15,493,200	\$ 14,210,680

The Board Designated Funds listed above are fully funded and will be used to help residents at Brethren Hillcrest Homes who need assistance to afford their monthly fees if approved by the Benevolence Committee.

There were no expenditures made from the Board Designated Benevolence funds during the year ended June 30, 2013.

BRETHREN HILLCREST HOMES

NOTES TO FINANCIAL STATEMENTS

(Continued)

NOTE 3 – ASSETS WHOSE USE IS LIMITED (continued):

The assets are invested as follows:

	June 30,	
	2013	2012
<i><u>Funds Held by Trustee</u></i>		
Cash and money markets	\$ 4,825,126	\$ 4,924,054
<i><u>Board Designated Funds</u></i>		
Cash and money markets	274,660	168,430
Fixed income securities	2,488,957	2,358,513
Equity securities	1,843,260	1,608,155
	4,606,877	4,135,098
<i><u>Endowment Funds</u></i>		
Cash and money markets	66,457	64,708
Land	2,229,384	1,719,808
	2,295,841	1,784,516
<i><u>Gift Annuities</u></i>		
Cash and money markets	115,349	7,872
Fixed income securities	1,157,994	1,099,684
Equity securities	796,096	783,013
	2,069,439	1,890,569
<i><u>Specific Purpose</u></i>		
Cash and money markets	394,492	465,442
Land	1,270,616	980,192
	1,665,108	1,445,634
<i><u>Resident Association</u></i>		
Cash and money markets	30,809	30,809
	\$ 15,493,200	\$ 14,210,680

BRETHREN HILLCREST HOMES

NOTES TO FINANCIAL STATEMENTS

(Continued)

NOTE 4 – BOND ISSUE COSTS:

Bond issue costs consist of the following:

	June 30,	
	2013	2012
Bond issue costs	\$ 2,427,844	\$ 2,427,844
Accumulated amortization	(849,745)	(768,817)
	\$ 1,578,099	\$ 1,659,027

Bond issue costs are amortized using the straight line method over the term of the related financing agreement. Future amortization of bond issue costs is as follows:

Fiscal Year Ended June 30,	Amount
2014	\$ 80,928
2015	80,928
2016	80,928
2017	80,928
2018	80,928
Thereafter	1,173,459
Total	\$ 1,578,099

NOTE 5 – PROPERTY, PLANT AND EQUIPMENT:

Acquisitions greater than \$500 and with an expected life of one year or more are capitalized at cost. When property is donated, it is valued at fair value at the date of the gift. Interest paid during the construction period of an asset is capitalized.

Depreciation is computed on the straight-line basis over estimated useful lives as follows:

Buildings	Principally 25 to 40 years
Plant and equipment	Principally 3 to 20 years

BRETHREN HILLCREST HOMES

NOTES TO FINANCIAL STATEMENTS

(Continued)

NOTE 5 – PROPERTY, PLANT AND EQUIPMENT (continued):

Property, plant and equipment are summarized as follows:

	June 30,	
	2013	2012
Land and improvements	\$ 2,191,294	\$ 1,635,634
Master plan	387,618	387,618
Buildings and improvements	94,159,667	92,844,904
Furniture, fixtures, equipment and vehicles	4,495,093	4,357,642
	101,233,672	99,225,798
Less: accumulated depreciation	(34,557,382)	(31,756,815)
Subtotal	66,676,290	67,468,983
Construction-in-progress	280,727	260,593
	\$ 66,957,017	\$ 67,729,576
Total	\$ 66,957,017	\$ 67,729,576

NOTE 6 – FAIR VALUE OF FINANCIAL INSTRUMENTS:

Hillcrest has adopted the requirements of the Fair Value Measurements and Disclosure Topic of the FASB Accounting Standards Codification. This Topic defines fair value and requires enhanced disclosure about assets and liabilities carried at fair value. These additional disclosures are required only for financial assets and liabilities measured at fair value and for nonfinancial assets and liabilities measured at fair value on a recurring basis.

This Topic requires that a fair value measurement reflect the assumptions market participants would use in pricing an asset or liability based on the best available information. These assumptions include risks inherent in a particular valuation technique (such as a pricing model) and the risks inherent in the inputs to the model. It also specifies that transaction costs should not be considered in the determination of fair value. According to this Topic, fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (exit price).

This Topic establishes a fair value hierarchy that prioritizes the inputs 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 measurement) and the lowest priority to unobservable inputs (Level 3 measurement). The three levels of the fair value hierarchy defined by this Topic are as follows:

Level 1 – Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions for the asset or liability occur in sufficient frequency and volume to provide pricing information on an ongoing basis.

Level 2 – Pricing inputs are observable, either directly or indirectly, but are not quoted prices included within Level 1. Level 2 includes those financial instruments that are valued using external inputs with models or other valuation methodologies.

BRETHREN HILLCREST HOMES

NOTES TO FINANCIAL STATEMENTS

(Continued)

NOTE 6 – FAIR VALUE OF FINANCIAL INSTRUMENTS (continued):

Level 3 – Pricing inputs include significant inputs that are generally less observable from objective sources. These inputs may be used with internally developed methodologies that result in management’s best estimate of fair value. Level 3 instruments include those that may be more structured or otherwise tailored to customers’ needs.

As required by this Topic, financial assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

The fair value of financial assets measured on a recurring basis as of June 30 are as follows:

	Fair Value Measurements at Reporting Date Using:			
	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<u>June 30, 2013</u>				
Investments				
Insurance investment	\$ 252,160	\$ -	\$ -	\$ 252,160
Total investments	252,160	-	-	252,160
Assets whose use is limited				
Cash and money markets	5,706,893	5,706,893	-	-
Large cap equities	1,301,651	1,301,651	-	-
Mid cap equities	136,143	136,143	-	-
Small cap equities	170,757	170,757	-	-
International equities	866,637	866,637	-	-
Fixed income –				
corporate/government	3,646,951	3,646,951	-	-
Real estate funds	130,241	130,241	-	-
Commodities	33,927	33,927	-	-
Land investment	3,500,000	-	3,500,000	-
Total assets whose use is limited	15,493,200	11,993,200	3,500,000	-
	\$ 15,745,360	\$ 11,993,200	\$ 3,500,000	\$ 252,160

BRETHREN HILLCREST HOMES

NOTES TO FINANCIAL STATEMENTS

(Continued)

NOTE 6 – FAIR VALUE OF FINANCIAL INSTRUMENTS (continued):

	Fair Value Measurements at Reporting Date Using:			
	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<u>June 30, 2012</u>				
Investments				
Cash and money markets	\$ 8,793	\$ 8,793	\$ -	\$ -
Insurance investment	212,884	-	-	212,884
Large cap equities	42,455	42,455	-	-
International equities	5,088	5,088	-	-
Fixed income –				
corporate/government	192,290	192,290	-	-
Real estate funds	8,004	8,004	-	-
Commodities	15,226	15,226	-	-
Total investments	484,740	271,856	-	212,884
Assets whose use is limited				
Cash and money markets	5,661,316	5,661,316	-	-
Large cap equities	1,166,544	1,166,544	-	-
Mid cap equities	113,621	113,621	-	-
Small cap equities	88,982	88,982	-	-
International equities	494,337	494,337	-	-
Fixed income –				
corporate/government	3,458,197	3,458,197	-	-
Real estate funds	186,961	186,961	-	-
Commodities	340,722	340,722	-	-
Land investment	2,700,000	-	2,700,000	-
Total assets whose use is limited	14,210,680	11,510,680	2,700,000	-
	\$ 14,695,420	\$ 11,782,536	\$ 2,700,000	\$ 212,884

BRETHREN HILLCREST HOMES

NOTES TO FINANCIAL STATEMENTS

(Continued)

NOTE 6 – FAIR VALUE OF FINANCIAL INSTRUMENTS (continued):

Assets measured at fair value on a recurring basis using significant unobservable inputs, Level 3 measurements, consist of the following:

	<u>Investments</u>
Balance at June 30, 2011	\$ 175,981
Interest income	-
Unrealized gains	<u>36,903</u>
Balance at June 30, 2012	212,884
Interest income	-
Unrealized gains	<u>39,276</u>
Balance at June 30, 2013	<u>\$ 252,160</u>

Financial assets valued using Level 1 inputs are based on unadjusted quoted market prices within active markets. Assets valued using Level 2 inputs are based on appraisals. Fair value for Level 3 assets is determined by the estimated equity value at year end.

NOTE 7 – PREPAID RESIDENTIAL FEES:

Hillcrest offers private pay residents the option to prepay monthly fees at a discounted rate. The options include prepaying the monthly fees for one year at a 2% discount or prepaying the monthly fees for six months at a 1% discount. Total discounted prepaid residential fees were \$1,830,664 as of June 30, 2012. This discount program was discontinued after 2012, however, certain residents elected to prepay their residential fees. As of June 30, 2013, there was a balance of \$235,512 in prepaid residential fees.

NOTE 8 – LONG TERM BOND DEBT:

On January 1, 2003, Hillcrest issued \$47,000,000 Revenue Certificates of Participation bonds. The Certificates were payable beginning February 15, 2007, with annual payments scheduled through February 15, 2033. Interest is payable semi-annually on August 15 and February 15, at interest rates ranging from 3.125% to 6.625%. The debt consists of six Serial Certificates which mature annually from February 15, 2007 to February 15, 2012. The interest rate is different for each Serial Certificate and ranges from 3.125% to 4.350%. There are two Term Certificates, one at the interest rate of 6.625% and one at 5.600% maturing February 15, 2025 and February 15, 2033, respectively. Each of the Term Certificates requires annual prepayments from sinking fund accounts starting February 15, 2013 through 2025 and from February 15, 2025 through 2033, respectively.

BRETHREN HILLCREST HOMES

NOTES TO FINANCIAL STATEMENTS

(Continued)

NOTE 8 – LONG TERM BOND DEBT (continued):

No Certificates are subject to optional prepayment prior to February 15, 2013. The Term Certificates maturing after February 15, 2013 are subject to mandatory prepayment from sinking funds prior to their stated Certificate Payment Date, as disclosed in the Official Statement. The Certificates will be prepaid at 100% of the principal amount of the Certificates called for prepayment, plus accrued interest with respect to the date fixed for prepayment. Non-scheduled prepayments during February 15, 2013 through February 15, 2014 will be priced at 101% and non-scheduled prepayments during February 15, 2014 through February 15, 2015 will be priced at 100.5%. There is no premium for non-scheduled redemptions after February 15, 2015.

The Certificates are secured by a pledge of Hillcrest’s gross revenues, and further secured by a first deed of trust on a portion of Hillcrest’s facilities, including real property.

Hillcrest has secured an investment grade rating from Standard & Poor’s Rating Services of “BB” for the entire facility. The sale agreement requires Hillcrest to comply with various covenants, conditions and restrictions. A reserve fund has been established from the bond proceeds with the trustee in the amount of \$3,585,085.

The following table sets forth the amounts required to be made available at the principal payment date, or by mandatory prepayment, for the payment of interest with respect to the Certificates and for the principal due. Interest and total payments with respect to the Certificates:

<u>Debt Service Due Fiscal Year</u>	<u>Principal and Mandatory Sinking Account Payment Due February 15</u>		<u>Interest Components Due February 15 and August 15</u>		<u>Total Payments</u>
	<u>Series A</u>	<u>Series B</u>	<u>Series A</u>	<u>Series B</u>	
2014	\$ -	\$ 980,000	\$ 1,354,360	\$ 1,131,550	\$ 3,465,910
2015	-	1,045,000	1,354,360	1,066,625	3,465,985
2016	-	1,115,000	1,354,360	997,394	3,466,754
2017	-	1,190,000	1,354,360	923,525	3,467,885
2018	-	1,270,000	1,354,360	844,688	3,469,048
Thereafter	<u>24,185,000</u>	<u>11,480,000</u>	<u>16,565,640</u>	<u>3,223,063</u>	<u>55,453,703</u>
Totals	\$ <u>24,185,000</u>	\$ <u>17,080,000</u>	\$ <u>23,337,440</u>	\$ <u>8,186,845</u>	\$ <u>72,789,285</u>

Hillcrest has two covenants connected to their \$47,000,000 bond issue. A Debt Service Coverage Ratio of 1.30 is required at the end of each fiscal year. This covenant has been met.

The second covenant, a Days Cash On Hand covenant, requires 150 days of Cash on Hand each June 30 and December 31 until February 15, 2033. This covenant has been met.

BRETHREN HILLCREST HOMES

NOTES TO FINANCIAL STATEMENTS

(Continued)

NOTE 9 – OTHER LONG-TERM LIABILITY:

On June 8, 1998, Hillcrest entered into an agreement with the City of La Verne involving the cost of certain roadway improvements made to “B” Street, which runs along the eastern side of Hillcrest. The City of La Verne contributed \$82,117 of improvement costs to Hillcrest. Rather than requiring Hillcrest to pay cash to the City, the parties agreed that Hillcrest would set aside six residential units for “very low-income housing” for a term of 15 years per unit or a combination of very low-income housing and three lower-income housing units for every two very low-income housing units not occupied. Hillcrest has recorded the cost in fixed assets, and established a corresponding liability which is amortized over the 15 year term.

During the year ended June 30, 2008, Hillcrest and the City of La Verne agreed to extend this agreement. The City contributed an additional \$296,000 for improvements to Benton Street, and Hillcrest has set aside the agreed-upon units for an additional 15 years beyond the original agreement.

NOTE 10 – TEMPORARILY RESTRICTED NET ASSETS:

Temporarily restricted net assets are available for the following purposes:

	June 30,	
	2013	2012
Fine Arts, Video, Naming	\$ 58,745	\$ 58,745
Minnie A. Trout Health Services Education	20,718	30,524
C.O.B. Ministers and Missionaries	117,754	117,754
Christian Service	110,192	110,187
Woods discretionary	75	(3,354)
Nurses training – Bowser	16,089	16,138
Entrance fee – Fasnacht	31,988	31,988
Benevolence	2,399,333	2,419,037
Village Tower	31,132	31,132
Dean Kieffaber Chapel	201	8,510
Mountain View furniture	-	35,988
Good Samaritan	32,557	(142,443)
Associates Emergency Fund	33	33
Book House	2,761	2,761
Chaplain’s foundation – Myrna Wheeler	739	(4,023)
Channel 3	15,564	15,564
Cultural arts society	9,544	8,484
Mountain View sound system	-	(153)
Village center lift	15,669	-
Annuity contracts available for general purposes	(291,582)	(224,807)
	\$ 2,571,512	\$ 2,512,065

BRETHREN HILLCREST HOMES

NOTES TO FINANCIAL STATEMENTS

(Continued)

NOTE 10 – TEMPORARILY RESTRICTED NET ASSETS (continued):

Temporarily restricted net assets were released for the following purposes:

	<u>June 30,</u>	
	<u>2013</u>	<u>2012</u>
Benevolent purposes	\$ 138,057	\$ 341,272
Good Samaritan purposes	(25,587)	501,548
Woods Health Services purposes	(3,354)	1,413
Woods Health Services refurbishing	-	5,410
Dean Kieffaber Chapel	8,309	-
Minnie Trout	9,806	6,291
C.O.B. Ministers	-	445
Chaplain's foundation – Myrna Wheeler	(4,762)	4,701
Channel 3	-	1,479
Cultural arts society	13,599	7,435
Nurses training – Bowser	49	-
Mountain View furnishing	35,988	-
Mountain View sound system	(153)	11,841
	<u> </u>	<u> </u>
Total	\$ <u>171,952</u>	\$ <u>881,835</u>

NOTE 11 – PERMANENTLY RESTRICTED NET ASSETS:

Investment income from permanently restricted net assets is available for the following purposes:

	<u>June 30,</u>	
	<u>2013</u>	<u>2012</u>
Benevolence endowment	\$ 5,796,844	\$ 5,777,048
Benevolence annuity	452,848	519,625
Woods discretionary	38,628	38,628
Minnie A. Trout Health Services Education Fund	180,455	180,455
C.O.B. Ministers and Missionaries	143,250	123,151
Good Samaritan endowment	263,366	249,347
LKB professional development	12,932	12,932
	<u> </u>	<u> </u>
Total	\$ <u>6,888,323</u>	\$ <u>6,901,186</u>

Hillcrest has borrowed from the temporarily and permanently restricted net assets to fund construction of new facilities since 2003. Hillcrest pays three percent simple interest on the borrowed funds.

BRETHREN HILLCREST HOMES

NOTES TO FINANCIAL STATEMENTS

(Continued)

NOTE 12 – DONOR-DESIGNATED ENDOWMENTS:

Hillcrest’s endowments consist of the Benevolence and Good Samaritan endowments established to provide assistance to residents. The endowments include donor restricted funds. As required by generally accepted accounting principles, net assets associated with endowment funds are classified and reported based on the existence or absence of donor-imposed restrictions.

The board of Trustees of Hillcrest has interpreted the Uniform Prudent Management of Institutional Funds Act (UPMIFA) as requiring the preservation of the fair value of the original gift as of the gift date of the donor-restricted endowment funds absent explicit donor stipulations to the contrary. As a result of this interpretation, Hillcrest classifies as permanently restricted net assets the original value of gifts donated to the permanent endowment and the original value of subsequent gifts to the permanent endowment. The policy of the board is that all investment income from the endowment funds are available for unrestricted assistance to residents. In accordance with UPMIFA, Hillcrest considers the following factors in making a determination to appropriate or accumulate donor-restricted endowment funds: (1) the duration and preservation of various funds, (2) the purposes of the donor-restricted endowment funds, (3) general economic conditions, (4) the possible effect of inflation and deflation, (5) the expected total return from income and the appreciation of investments, (6) other resources of Hillcrest and (7) Hillcrest’s investment policy.

Hillcrest has adopted investment and spending policies for endowment assets that attempt to provide a predictable stream of funding to programs supported by its endowment while seeking to maintain the purchasing power of the endowment assets. Endowment assets include those assets of donor-restricted funds that Hillcrest must hold in perpetuity or for a donor-specified period.

Endowment net asset composition by type of fund as of June 30, 2013, is as follows:

	Unrestricted	Temporarily Restricted	Permanently Restricted	Total Net Endowment Assets
Donor-restricted endowment funds	\$ <u> -</u>	\$ <u> -</u>	\$ <u> 6,060,210</u>	\$ <u> 6,060,210</u>

Changes in endowment net assets as of June 30, 2013, are as follows:

	Unrestricted	Temporarily Restricted	Permanently Restricted	Total Net Endowment Assets
Endowment net assets, beginning of year	\$ -	\$ -	\$ 6,026,395	\$ 6,026,395
Contributions	-	-	33,829	33,829
Investment loss	<u> -</u>	<u> -</u>	<u> (14)</u>	<u> (14)</u>
Endowment net assets, end of year	\$ <u> -</u>	\$ <u> -</u>	\$ <u> 6,060,210</u>	\$ <u> 6,060,210</u>

BRETHREN HILLCREST HOMES

NOTES TO FINANCIAL STATEMENTS

(Continued)

NOTE 12 – DONOR-DESIGNATED ENDOWMENTS (continued):

Endowment net asset composition by type of fund as of June 30, 2012, is as follows:

	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>Permanently Restricted</u>	<u>Total Net Endowment Assets</u>
Donor-restricted endowment funds	\$ <u>-</u>	\$ <u>-</u>	\$ <u>6,026,395</u>	\$ <u>6,026,395</u>

Changes in endowment net assets as of June 30, 2012, are as follows:

	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>Permanently Restricted</u>	<u>Total Net Endowment Assets</u>
Endowment net assets, beginning of year	\$ -	\$ -	\$ 6,003,756	\$ 6,003,756
Contributions	<u>-</u>	<u>-</u>	<u>22,639</u>	<u>22,639</u>
Endowment net assets, end of year	\$ <u>-</u>	\$ <u>-</u>	\$ <u>6,026,395</u>	\$ <u>6,026,395</u>

NOTE 13 – LEASE INCOME:

Hillcrest leases approximately nine acres of open land to a nursery, pursuant to a lease dated July 9, 1998. The land was originally purchased in December 2001 for \$2,069,350. The lease automatically renews every five years. Hillcrest may adjust the per-month rent payment annually on July 1. The monthly rental payment was increased from \$1,998 to \$2,074 as of July 1, 2011. The amounts received for the years ended June 30, 2013 and 2012 were \$25,632 and \$24,888, respectively. The lease expired on July 1, 2013, and the lease is operating on a month-to-month basis while the terms are under negotiations. Future monthly payments are \$2,179.

NOTE 14 – PENSION AND ANNUITY PLANS:

Hillcrest provides a pension plan for employees under Section 403(b) of the Internal Revenue Code. All full-time employees are eligible to participate however, an employee must be 21 years of age and have been employed for one year in order to receive employer contributions. Employees may voluntarily contribute a portion of their salary to the plan, subject to certain limitations. Hillcrest contributed 3% on behalf of each eligible employee for the years ended June 30, 2013 and 2012. Hillcrest's total cost for this pension plan was \$191,338 and \$175,809 for the years ended June 30, 2013 and 2012, respectively.

BRETHREN HILLCREST HOMES

NOTES TO FINANCIAL STATEMENTS

(Continued)

NOTE 15 – RELATED PARTIES:

Hillcrest purchased general and professional liability insurance for premiums of \$189,631 and \$181,660 for the years ended June 30, 2013 and 2012, respectively. The insurance was purchased from an insurance company of which Hillcrest is a shareholder. At June 30, 2013 and 2012, Hillcrest's investment was \$211,658 and \$176,078, respectively. This amount is included in investments at cost because it represents less than 5% of the shares of the insurance company.

Hillcrest purchased workers' compensation insurance for premiums of \$510,606 and \$541,344 for the years ended June 30, 2013 and 2012, respectively. The insurance was purchased through a group self-insurance program of which Hillcrest is a member. The group insurance program is governed by the California Department of Industrial Relations. A Hillcrest officer is a member of its Audit Committee.

NOTE 16 – CHARITY CARE:

Hillcrest maintains records to identify and monitor the level of charity care it provides. These records indicate the difference between Hillcrest's customary charge and the rate paid by Medi-Cal or Supplemental Security Income (SSI), as well as charity care for residents. Residents' charity care is supported through Benevolence donations and earnings on endowment resources.

The following information measures the level of voluntary charity care provided for the years ended June 30, 2013 and 2012:

	Years ended June 30,	
	2013	2012
Nursing facility	\$ 62,445	\$ 78,716
Assisted living	52,196	43,215
Residential living	23,415	44,010
Related to contract residents	138,056	165,941
Related to community residents	531,213	495,920
Total	\$ 669,269	\$ 661,861

BRETHREN HILLCREST HOMES

NOTES TO FINANCIAL STATEMENTS

(Continued)

NOTE 17 – COMMITMENTS:

Since July 30, 2008, Hillcrest has been party to an operating lease for a telephone system, which includes insurance and maintenance and expires July 30, 2013. The lease terms are currently under negotiation and the lease has continued on a month-to-month basis. The lease is expected to be executed in November of 2013. At the end of the lease term, Hillcrest may renew the lease for an additional three years at 50% of the previous month's lease cost, or purchase the equipment at the fair market value. Amounts paid for the years ended June 30, 2013 and 2012 were \$99,168 and \$111,103, respectively. Minimum lease payments are as follows:

<u>Fiscal Year Ended June 30,</u>	<u>Amount</u>
2014	\$ <u>41,320</u>
Total	\$ <u>41,320</u>

NOTE 18 – CONTINGENCY:

Hillcrest is subject to various claims for damages that arise in the normal course of business. All claims have been referred to Hillcrest's insurance carrier and are in various stages of investigation, discovery or pretrial. In management's opinion, although the outcomes of these claims are unknown at this time, any losses that may occur would be covered by Hillcrest's insurance company, and therefore, should not have a material impact on Hillcrest's financial position or activities.

The health care industry is subject to numerous laws and regulations of federal, state and local governments. These laws and regulations relate to, among other things, matters such as licensure, accreditation, and government health care program participation requirements, regulations regarding reimbursement for patient services and regulations regarding Medicare and Medi-Cal billing, fraud and abuse. Government agencies are actively conducting investigations concerning possible violations of statutes and regulations by health care providers, which could result in expulsion from government health care programs, together with the imposition of fines and penalties, as well as significant repayments for patient services previously billed. Management believes that Hillcrest is in compliance with the fraud and abuse regulations, as well as other applicable government laws and regulations. Compliance with such laws and regulations can be subject to future government review and interpretation, as well as regulatory actions unknown or unasserted at this time.

NOTE 19 – MARKET VALUE ADJUSTMENT OF LAND:

Hillcrest holds land for investment in the endowment and specific purpose funds. The land was appraised in 2013 and 2012, at \$3,500,000 and \$2,700,000, respectively. The increase in the appraised value of the land resulted in an \$800,000 and a \$200,000 unrealized gain on the statement of activities for the years ended June 30, 2013 and 2012, respectively. The land is carried at the appraised value in assets whose use is limited.

BRETHREN HILLCREST HOMES

NOTES TO FINANCIAL STATEMENTS

(Continued)

NOTE 20 – SUBSEQUENT EVENTS:

Hillcrest did not have any subsequent events through September 27, 2013, which is the date the financial statements were issued, requiring recording or disclosure in the financial statements for the year ended June 30, 2013.



HANSEN HUNTER & CO. P.C.
Certified Public Accountants

Independent Auditors' Report on Additional Information

To the Board of Directors
Brethren Hillcrest Homes
La Verne, California

We have audited the financial statements of Brethren Hillcrest Homes (a California not-for-profit corporation) as of and for the years ended June 30, 2013 and 2012, and have issued our report thereon dated September 27, 2013, which contained an unmodified opinion on those financial statements. Our audit was performed for the purpose of forming an opinion on the financial statements as a whole. The additional information is presented for purposes of additional analysis and is not a required part of the financial statements. Such information is the responsibility of Brethren Hillcrest Homes' management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the 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 financial statements as a whole.

Hansen Hunter & Co. P.C.

September 27, 2013

BRETHREN HILLCREST HOMES

STATEMENT OF FINANCIAL POSITION
JUNE 30, 2013

	Unrestricted	Temporarily Restricted	Permanently Restricted	Eliminations	Total
CURRENT ASSETS					
Cash and cash equivalents	\$ 5,968,107	\$ -	\$ -	\$ -	\$ 5,968,107
Accounts receivable, net	639,661	-	-	-	639,661
Entrance fees receivable	701,983	-	-	-	701,983
Interest receivable	7,349	-	-	-	7,349
Inventory	45,923	-	-	-	45,923
Prepaid expenses and deposits	105,229	-	-	-	105,229
Prepaid interest on restricted funds loan	170,716	-	-	(170,716)	-
Total current assets	7,638,968	-	-	(170,716)	7,468,252
NON-CURRENT ASSETS					
Due from funds	-	582,252	328,463	(910,715)	-
Other due from funds	-	-	3,005,070	(3,005,070)	-
Restricted funds loan	-	206,528	3,714,230	(3,920,758)	-
Assets whose use is limited	6,395,331	3,646,858	5,451,011	-	15,493,200
Investments	252,160	-	-	-	252,160
Bond issue costs, net	1,578,099	-	-	-	1,578,099
Property, plant and equipment, net	66,957,017	-	-	-	66,957,017
TOTAL ASSETS	\$ 82,821,575	\$ 4,435,638	\$ 12,498,774	\$ (8,007,259)	\$ 91,748,728
CURRENT LIABILITIES					
Accounts payable	\$ 433,428	\$ -	\$ -	\$ -	\$ 433,428
Accrued expenses	1,030,870	-	-	-	1,030,870
Refundable deposits	23,205	-	-	-	23,205
Prepaid residential fees	235,512	-	-	-	235,512
Current portion of long-term debt	980,000	-	-	-	980,000
Interest payable	919,666	-	-	-	919,666
Deferred revenue on restricted funds loan	-	170,716	-	(170,716)	-
Total current liabilities	3,622,681	170,716	-	(170,716)	3,622,681
NON-CURRENT LIABILITIES					
Due to funds	910,715	-	-	(910,715)	-
Other due to funds	2,728,881	276,189	-	(3,005,070)	-
Long-term debt	40,285,000	-	-	-	40,285,000
Restricted funds loan	3,920,758	-	-	(3,920,758)	-
Other long-term liability	258,334	-	-	-	258,334
Annuities payable	-	713,769	713,770	-	1,427,539
Repayable entrance fees	1,591,491	-	-	-	1,591,491
Deferred revenue from advance fees	22,164,098	-	-	-	22,164,098
TOTAL LIABILITIES	75,481,958	1,160,674	713,770	(8,007,259)	69,349,143
NET ASSETS					
Unrestricted	7,339,617	-	-	5,600,133	12,939,750
Temporarily restricted	-	3,274,964	-	(703,432)	2,571,512
Permanently restricted	-	-	11,785,004	(4,896,681)	6,888,323
TOTAL NET ASSETS	7,339,617	3,274,964	11,785,004	-	22,399,585
TOTAL LIABILITIES AND NET ASSETS	\$ 82,821,575	\$ 4,435,638	\$ 12,498,774	\$ (8,007,259)	\$ 91,748,728

See independent auditors' report on additional information.

BRETHREN HILLCREST HOMES

STATEMENT OF FINANCIAL POSITION
JUNE 30, 2012

	Unrestricted	Temporarily Restricted	Permanently Restricted	Eliminations	Total
CURRENT ASSETS					
Cash and cash equivalents	\$ 5,390,925	\$ -	\$ -	\$ -	5,390,925
Accounts receivable, net	596,942	-	-	-	596,942
Entrance fees receivable	1,380,480	-	-	-	1,380,480
Interest receivable	13,370	-	-	-	13,370
Inventory	47,957	-	-	-	47,957
Prepaid expenses and deposits	133,333	-	-	-	133,333
Prepaid interest on restricted funds loan	270,283	-	-	(270,283)	-
Total current assets	7,833,310	-	-	(270,283)	7,563,027
NON-CURRENT ASSETS					
Due from funds	-	1,348,212	4,728,990	(6,077,202)	-
Other due from funds	-	-	3,005,070	(3,005,070)	-
Restricted funds loan	-	206,528	3,714,230	(3,920,758)	-
Assets whose use is limited	6,164,151	3,469,333	4,577,196	-	14,210,680
Investments	484,740	-	-	-	484,740
Bond issue costs, net	1,659,027	-	-	-	1,659,027
Property, plant and equipment, net	67,729,576	-	-	-	67,729,576
TOTAL ASSETS	\$ 83,870,804	\$ 5,024,073	\$ 16,025,486	\$ (13,273,313)	\$ 91,647,050
CURRENT LIABILITIES					
Accounts payable	\$ 675,890	\$ -	\$ -	\$ -	675,890
Accrued expenses	900,568	-	-	-	900,568
Refundable deposits	16,650	-	-	-	16,650
Prepaid residential fees	1,830,664	-	-	-	1,830,664
Current portion of long-term debt	920,000	-	-	-	920,000
Interest payable	958,317	-	-	-	958,317
Deferred revenue on restricted funds loan	-	270,283	-	(270,283)	-
Total current liabilities	5,302,089	270,283	-	(270,283)	5,302,089
NON-CURRENT LIABILITIES					
Due to funds	6,077,202	-	-	(6,077,202)	-
Other due to funds	2,728,881	276,189	-	(3,005,070)	-
Long-term debt	41,265,000	-	-	-	41,265,000
Restricted funds loan	3,920,758	-	-	(3,920,758)	-
Other long-term liability	274,480	-	-	-	274,480
Annuities payable	-	681,079	681,080	-	1,362,159
Repayable entrance fees	2,187,328	-	-	-	2,187,328
Deferred revenue from advance fees	20,500,988	-	-	-	20,500,988
TOTAL LIABILITIES	82,256,726	1,227,551	681,080	(13,273,313)	70,892,044
NET ASSETS					
Unrestricted	1,614,078	-	-	9,727,677	11,341,755
Temporarily restricted	-	3,796,522	-	(1,284,457)	2,512,065
Permanently restricted	-	-	15,344,406	(8,443,220)	6,901,186
TOTAL NET ASSETS	1,614,078	3,796,522	15,344,406	-	20,755,006
TOTAL LIABILITIES AND NET ASSETS	\$ 83,870,804	\$ 5,024,073	\$ 16,025,486	\$ (13,273,313)	\$ 91,647,050

See independent auditors' report on additional information.

PART 5
LIQUID RESERVES

**FORM 5-1
LONG-TERM DEBT INCURRED
IN A PRIOR FISCAL YEAR
(Including Balloon Debt)**

Long-Term Debt Obligation	(a) Date Incurred	(b) Principal Paid During Fiscal Year	(c) Interest Paid During Fiscal Year	(d) Credit Enhancement Premiums Paid In Fiscal Year	(e) Total Paid (columns (b) + (c) + (d))
1	01/01/2003	\$920,000	\$2,550,674		\$3,470,674
2					\$0
3					\$0
4					\$0
5					\$0
6					\$0
7					\$0
8					\$0
TOTAL:			\$2,550,674		\$3,470,674

(Transfer this amount to Form 5-3, Line 1)

NOTE: For column (b), do not include voluntary payments made to pay down principal.

PROVIDER: BRETHREN HILLCREST HOMES

**FORM 5-2
LONG-TERM DEBT INCURRED
DURING FISCAL YEAR
(Including Balloon Debt)**

	(a) Date Incurred	(b) Total Interest Paid During Fiscal Year	(c) Amount of Most Recent Payment on the Debt	(d) Number of Payments over Next 12 months	(e) Reserve Requirement (see instruction 5) (columns (c) x (d))
Long-Term Debt Obligation 1					\$0
2					\$0
3					\$0
4					\$0
5					\$0
6					\$0
7					\$0
8					\$0
TOTAL:					\$0

(Transfer this amount to Form 5-3, Line 2)

NOTE: For column (b), do not include voluntary payments made to pay down principal.

PROVIDER: BRETHREN HILLCREST HOMES

**FORM 5-3
CALCULATION OF LONG-TERM DEBT RESERVE AMOUNT**

Line	TOTAL
1 Total from Form 5-1 bottom of Column (e)	\$3,470,674
2 Total from Form 5-2 bottom of Column (e)	\$0
3 Facility leasehold or rental payment paid by provider during fiscal year (including related payments such as lease insurance)	\$0
4 TOTAL AMOUNT REQUIRED FOR LONG-TERM DEBT RESERVE:	\$3,470,674

PROVIDER: BRETHREN HILLCREST HOMES

**FORM 5-4
CALCULATION OF NET OPERATING EXPENSES**

Line	Amounts	TOTAL
1	Total operating expenses from financial statements	<u>\$20,221,363</u>
2	Deductions:	
a.	Interest paid on long-term debt (see instructions)	<u>\$2,550,674</u>
b.	Credit enhancement premiums paid for long-term debt (see instructions)	<u>\$0</u>
c.	Depreciation	<u>\$2,801,277</u>
d.	Amortization	<u>\$80,928</u>
e.	Revenues received during the fiscal year for services to persons who did not have a continuing care contract	<u>\$6,301,541</u>
f.	Extraordinary expenses approved by the Department	<u>\$0</u>
3	Total Deductions	<u>\$11,734,420</u>
4	Net Operating Expenses	<u>\$8,486,943</u>
5	Divide Line 4 by 365 and enter the result.	<u>\$23,252</u>
6	Multiply Line 5 by 75 and enter the result. This is the provider's operating expense reserve amount.	<u>\$1,743,900</u>
PROVIDER: BRETHREN HILLCREST HOMES		
COMMUNITY: HILLCREST		

FORM 5-4 CALCULATION OF NET OPERATING EXPENSES RECONCILIATION OF LINE 2E

Revenues received during the fiscal year for services to persons who did not have a continuing care contract (Line 2E)	\$ 6,301,541
Revenues received from residents	<u>8,925,602</u>
Cash received from residents per direct method cash flow	<u>\$ 15,227,143</u>

**FORM 5-5
ANNUAL RESERVE CERTIFICATION**

Provider Name: BRETHREN HILLCREST HOMES

Fiscal Year Ended: JUNE 30, 2013

We have reviewed our debt service reserve and operating expense reserve requirements as of, and for the Period ended JUNE 30, 2013 and are in compliance with those requirements.

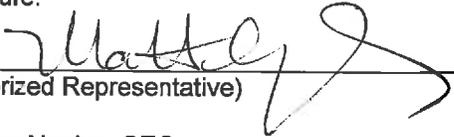
Our liquid reserve requirements, computed using the audited financial statements for the fiscal year are as follows:

		<u>Amount</u>
[1]	Debt Service Reserve Amount	\$3,470,674
[2]	Operating Expense Reserve Amount	\$1,743,900
[3]	Total Liquid Reserve Amount:	\$5,214,574

Qualifying assets sufficient to fulfill the above requirements are held as follows:

	<u>Amount</u> (market value at end of quarter)	
<u>Qualifying Asset Description</u>	<u>Debt Service Reserve</u>	<u>Operating Reserve</u>
[4] Cash and Cash Equivalents	\$0	\$6,242,767
[5] Investment Securities	\$0	\$2,488,957
[6] Equity Securities	\$0	\$1,843,260
[7] Unused/Available Lines of Credit	\$0	\$0
[8] Unused/Available Letters of Credit	\$0	\$0
[9] Debt Service Reserve	\$4,825,126	(not applicable)
[10] Other:	\$0	\$0
(describe qualifying asset)		
Total Amount of Qualifying Assets Listed for Reserve Obligation:	[11] \$4,825,126	[12] \$10,574,984
Reserve Obligation Amount:	[13] \$3,470,674	[14] \$1,743,900
Surplus/(Deficiency):	[15] \$1,354,452	[16] \$8,831,084

Signature:



(Authorized Representative)

Date: 23 OCT 2013

Matthew Neeley, CEO
(Title)

Note 1 to the Continuing Care Reserve Report (Part 5)

The continuing care reserve report included in Part 5 has been prepared in accordance with the report preparation provisions of the California Health and Welfare Code (the Code), Section 1792.

Section 1792 of the Code indicates that the Organization should maintain at all times qualifying assets as a liquid reserve in an amount that equals or exceeds the sum of the following:'

- The amount the provider is required to hold as a debt service reserve under Section 1792.3.
- The amount the provider must hold as an operating expense reserve under Section 1792.4.

In accordance with the Code, the Organization has computed its liquid reserve requirement as of June 30, 2013, the Organizations' most recent fiscal year end, and the reserve is based on audited financial statements for that period.

PART 6
CONTINUING CARE RETIREMENT COMMUNITY
DISCLOSURE STATEMENT

**Continuing Care Retirement Community
Disclosure Statement
General Information**

Date Prepared: 09/30/2013

FACILITY NAME: BRETHREN HILLCREST HOMES
 ADDRESS: 2705 MOUNTAIN VIEW DRIVE, LA VERNE, CA ZIP CODE: 91750 PHONE: (909) 593-4917
 PROVIDER NAME: BRETHREN HILLCREST HOMES FACILITY OPERATOR: BRETHREN HILLCREST HOMES
 RELATED FACILITIES: NONE RELIGIOUS AFFILIATION: CHURCH OF THE BRETHREN
 YEAR OPENED: 1949 NO. OF ACRES: 51 MULTI-STORY: _____ SINGLE STORY: _____ BOTH: X
 MILES TO SHOPPING CTR: 1 MILES TO HOSPITAL: 2

NUMBER OF UNITS:	INDEPENDENT LIVING	HEALTH CARE
APARTMENTS - STUDIO	<u>5</u>	ASSISTED LIVING
APARTMENTS - 1 BDRM	<u>83</u>	<u>48</u>
APARTMENTS - 2 BDRM	<u>138</u>	SKILLED NURSING
		<u>74</u>
		SPECIAL CARE
		<u>24</u>
COTTAGES/HOUSES	<u>7</u>	ALZHEIMER'S
% OCCUPANCY AT YEAR END	<u>89.6%</u>	DESCRIBE SPECIAL CARE: <u>& DEMENTIA</u>

TYPE OF OWNERSHIP: NOT FOR PROFIT FOR PROFIT ACCREDITED: Y N BY: _____

FORM OF CONTRACT: LIFE CARE CONTINUING CARE FEE FOR SERVICE
 ASSIGN ASSETS EQUITY ENTRY FEE RENTAL

REFUND PROVISIONS (Check all that apply): 90% 75% 50% PRORATED TO 0% OTHER: _____

RANGE OF ENTRANCE FEES: \$ 94,080 TO \$ 550,610 LONG-TERM CARE INSURANCE REQUIRED? Y N

HEALTH CARE BENEFITS INCLUDED IN CONTRACT: NO

ENTRY REQUIREMENTS: MIN. AGE: 62 PRIOR PROFESSION: N/A OTHER: _____

COMMON AREA AMENITIES	FACILITY SERVICES AND AMENITIES				
	AVAILABLE	FEE FOR SERVICE	SERVICES AVAILABLE	INCLUDED IN FEE	FOR EXTRA CHARGE
BEAUTY/BARBER SHOP	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	HOUSEKEEPING TIMES/MONTH	IL - NO HC - YES (2)	IL - YES
BILLIARD ROOM	<input checked="" type="checkbox"/>	<input type="checkbox"/>	NUMBER OF MEALS/DAY	IL - NO HC - YES (3)	IL - YES
BOWLING GREEN	<input type="checkbox"/>	<input type="checkbox"/>	SPECIAL DIETS AVAILABLE	YES	YES
CARD ROOMS	<input checked="" type="checkbox"/>	<input type="checkbox"/>			
CHAPEL	<input checked="" type="checkbox"/>	<input type="checkbox"/>	24-HOUR EMERGENCY RESPONSE	<input checked="" type="checkbox"/>	<input type="checkbox"/>
COFFEE SHOP	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	ACTIVITIES PROGRAM	<input checked="" type="checkbox"/>	<input type="checkbox"/>
CRAFT ROOMS	<input checked="" type="checkbox"/>	<input type="checkbox"/>	ALL UTILITIES EXCEPT PHONE	<input checked="" type="checkbox"/>	<input type="checkbox"/>
EXERCISE ROOM	<input checked="" type="checkbox"/>	<input type="checkbox"/>	APARTMENT MAINTENANCE	<input checked="" type="checkbox"/>	<input type="checkbox"/>
GOLF COURSE ACCESS	<input checked="" type="checkbox"/>	<input type="checkbox"/>	CABLE TV	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
LIBRARY	<input checked="" type="checkbox"/>	<input type="checkbox"/>	LINENS FURNISHED	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
PUTTING GREEN	<input type="checkbox"/>	<input type="checkbox"/>	LINENS LAUNDERED	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
SHUFFLEBOARD	<input checked="" type="checkbox"/>	<input type="checkbox"/>	MEDICATION MANAGEMENT	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
SPA	<input checked="" type="checkbox"/>	<input type="checkbox"/>	NURSING/WELLNESS CLINIC	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
SWIMMING POOL - INDOOR	<input checked="" type="checkbox"/>	<input type="checkbox"/>	PERSONAL NURSING/HOME CARE	<input type="checkbox"/>	<input checked="" type="checkbox"/>
SWIMMING POOL - OUTDOOR	<input type="checkbox"/>	<input type="checkbox"/>	TRANSPORTATION - PERSONAL	<input type="checkbox"/>	<input checked="" type="checkbox"/>
TENNIS COURT	<input type="checkbox"/>	<input type="checkbox"/>	TRANSPORTATION-PREARRANGED	<input type="checkbox"/>	<input checked="" type="checkbox"/>
WORKSHOP	<input checked="" type="checkbox"/>	<input type="checkbox"/>	OTHER _____	<input type="checkbox"/>	<input type="checkbox"/>
OTHER _____	<input type="checkbox"/>	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>

All providers are required by Health and Safety Code section 1789.1 to provide this report to prospective residents before executing a deposit agreement or continuing care contract, or receiving any payment. Many communities are part of multi-facility operations which may influence financial reporting. Consumers are encouraged to ask questions of the continuing care retirement community that they are considering and to seek advice from professional advisors. Page 1 of 4

PROVIDER NAME: BRETHREN HILLCREST HOMES

CCRCs

LOCATION (City, State)

PHONE (with area code)

CCRCs	LOCATION (City, State)	PHONE (with area code)

MULTI-LEVEL RETIREMENT COMMUNITIES

CCRCs	LOCATION (City, State)	PHONE (with area code)

FREE-STANDING SKILLED NURSING

CCRCs	LOCATION (City, State)	PHONE (with area code)

SUBSIDIZED SENIOR HOUSING

CCRCs	LOCATION (City, State)	PHONE (with area code)

*PLEASE INDICATE IF THE FACILITY IS LIFE CARE.

PROVIDER NAME: BRETHREN HILLCREST HOMES

	2009/10	2010/11	2011/12	2012/13
INCOME FROM ONGOING OPERATIONS				
OPERATING INCOME (excluding amortization of entrance fee income)	\$ 16,223,636	\$ 17,721,148	\$ 17,159,489	\$ 17,423,774
LESS OPERATING EXPENSES (excluding depreciation, amortization, & interest)	13,208,682	13,798,848	13,932,759	14,827,135
NET INCOME FROM OPERATIONS	3,014,954	3,922,300	3,226,730	2,596,639
LESS INTEREST EXPENSE	2,643,560	2,611,857	2,576,341	2,512,023
PLUS CONTRIBUTIONS	213,385	234,439	258,765	179,455
PLUS NON-OPERATING INCOME (EXPENSES) (excluding extraordinary items)				
NET INCOME (LOSS) BEFORE ENTRANCE FEES, DEPRECIATION AND AMORTIZATION	\$ 584,779	\$ 1,544,882	\$ 909,154	\$ 264,071
NET CASH FLOW FROM ENTRANCE FEES (Total Deposits Less Refunds)	\$ 4,333,610	\$ 3,721,726	\$ 3,549,937	\$ 5,161,900

DESCRIPTION OF SECURED DEBT AS OF MOST RECENT FISCAL YEAR END

LENDER	OUTSTANDING BALANCE	INTEREST RATE	DATE OF ORIGINATION	DATE OF MATURITY	AMORTIZATION PERIOD
BOND ISSUE	\$41,265,000	VAR	1/07/03	2/2033	30 YEARS

FINANCIAL RATIOS (see next page for ratio formulas)

	2012 CCAC Medians 50 th Percentile (optional)	6/30/2011	6/30/2012	6/30/2013
DEBT TO ASSET RATIO		46.61	45.03	43.91
OPERATING RATIO		.96	.95	1.01
DEBT SERVICE COVERAGE RATIO		2.09	2.07	2.23
DAYS CASH-ON-HAND RATIO		182	211	223

HISTORICAL MONTHLY SERVICE FEES

AVERAGE FEE AND PERCENT CHANGE

	2010	%	2011	%	2012	%	2013
STUDIO/CONGREGATE	\$1,277	0%	\$1,277	4%	\$1,325	3%	\$1,365
ONE BEDROOM	\$1,787	2%	\$1,823	4%	\$1,892	3%	\$1,946
TWO BEDROOM	\$2,511	2%	\$2,561	4%	\$2,658	3%	\$2,735
THREE/FOUR BEDROOM	\$3,120	2%	\$3,182	4%	\$3,303	3%	\$3,399
ASSISTED LIVING	\$3,860	2%	\$3,937	4%	\$4,087	0%	\$4,087
SOUTHWOODS LODGE	\$4,488	2%	\$4,578	4%	\$4,752	(3%)	\$4,627
WOODS HEALTH CENTER	\$6,996	2%	\$7,135	4%	\$7,406	3%	\$7,626

COMMENTS FROM PROVIDER: Fees vary according to size of unity and amenities provided. Entrance fees may apply on studio, one and two bedrooms and cottage/houses. Dollar values are from Continuing Care Contracts.

"Average fees" are for the units available at the time of pricing.

FINANCIAL RATIO FORMULAS

LONG-TERM DEBT TO TOTAL ASSETS RATIO

$$\frac{\text{Long-Term Debt, less Current Portion}}{\text{Total Assets}}$$

OPERATING RATIO

$$\frac{\text{Total Operating Expenses} \\ - \text{Depreciation Expense} \\ - \text{Amortization Expense}}{\text{Total operating Revenues} \\ - \text{Amortization of Deferred Revenue}}$$

Debt Service Coverage Ratio

$$\frac{\text{Total Excess of Revenues over Expenses} \\ + \text{Interest, Depreciation} \\ \text{and Amortization Expenses} \\ - \text{Amortization of Deferred Revenue} \\ + \text{Net Proceeds from Entrance Fees}}{\text{Annual Debt Service}}$$

DAYS CASH ON HAND RATIO

$$\frac{\text{Unrestricted Current Cash} \\ \text{And Investments} \\ + \text{Unrestricted Non-Current Cash} \\ \text{and Investments}}{(\text{Operating Expenses} - \text{Depreciation} \\ - \text{Amortization})/365}$$

Note: These formulas are also used by the Continuing Care Accreditation Commission. For each formula, that organization also publishes annual median figures for certain continuing care retirement communities.

PART 7
REPORT ON CCRC MONTHLY SERVICE FEES

FORM 7-1
REPORT ON CCRC MONTHLY SERVICE FEES

	<u>RESIDENTIAL LIVING</u>	<u>ASSISTED LIVING</u>	<u>SKILLED NURSING</u>
[1] Monthly Service Fees at beginning of reporting period: (indicate range, if applicable)	<u>\$726 - \$4,804</u>	<u>\$4,087 - \$7,720</u>	<u>\$6,546 - \$9,028</u>
[2] Indicate percentage of increase in fees imposed during reporting period: (indicate range, if applicable)	<u>0-2%</u>	<u>2%</u>	<u>2%</u>

Check here if monthly service fees at this community were not increased during the Reporting period. (If you checked this box, please skip down to the bottom of this form and specify the names of the provider and community.)

[3] Indicate the date the fee increase was implemented: July 1, 2012
(If more than 1 increase was implemented, indicate the dates for each increase.)

[4] Check each of the appropriate boxes:

- Each fee increase is based on the provider's projected costs, prior year per capita costs, and economic indicators.
- All affected residents were given written notice of this fee increase at least 30 days prior to its implementation.
- At least 30 days prior to the increase in monthly service fees, the designated representative of the provider convened a meeting that all residents were invited to attend.
- At the meeting with residents, the provider discussed and explained the reasons for the increase, the basis for determining the amount of the increase, and the data used for calculating the increase.
- The provider provided residents with at least 14 days advance notice of each meeting held to discuss the fee increases.
- The governing body of the provider, or the designated representative of the provider posted the notice of, and the agenda for, the meeting in a conspicuous place in the community at least 14 days prior to the meeting.

[5] On an attached page, provide a concise explanation for the increase in monthly service fees including the amount of the increase

PROVIDER: BRETHREN HILLCREST HOMES
COMMUNITY: HILLCREST

BRETHREN HILLCREST HOMES

FORM 7-1 *Explanations for Adjustments in Monthly Fees*

▪ Summary of Documents Used in Determining Rate Adjustment

Resident fee increases are only arrived at after reviewing projected costs, prior year per capita costs, and economic conditions. Each of our 24 departments begins by analyzing their current status. Reviewing what their expenditures for the current year have been versus their budget and what their scheduled costs will be for the remainder of the current year. These costs and projections are reviewed with management before any work is done on next year's budget. Known trends, such as the effect of raw material costs, consumer price indexes, future market prices, etc. are used in analyzing and forecasting the remaining months of the current year.

A zero based budget is then used to identify all of the components of the coming year. The first cost each department has to grapple with is labor which comprises over 60% of the total budget. Compiling labor with the remaining department projected costs becomes the forecasted budget.

Revenue is also reviewed for the current year to date, and projected for the remaining months of the current year. Revenue includes turnover, expansion and fee increases. Again, economic indicators including the consumer price index, cost of living adjustments proposed for social security and other indicators of revenue affecting current and future residents are all reviewed and analyzed. Revenue is projected for the balance of the current year before next year's budget is formulated.

Combining projected costs with anticipated revenue while meeting economic indicators for performance are all factors which we employ when proposing a fee change. Fee increases and budget projections of costs after being analyzed by management are reviewed by the Finance Committee, the Board, Resident Association, and an open forum with residents, with each resident individually by letter of notification, in a second public meeting with interested residents and in private meetings as requested.

BRETHREN HILLCREST HOMES

H&SC SECTION 1790(a)(2) and (3) DISCLOSURE

▪ Description of all Reserves Maintained

	JUNE 30,	
	2013	2012
<u>Funds Held by Trustee</u>		
<i>2003 Bond funds:</i>		
Reserve funds	\$ 3,669,779	\$ 3,668,748
Revenue/Sinking funds	1,155,347	1,255,306
	<u>4,825,126</u>	<u>4,924,054</u>
<u>Board Designated Funds</u>		
Benevolence	3,735,829	3,572,401
Operating reserve	591,125	562,697
Restoration fund	279,923	-
	<u>4,606,877</u>	<u>4,135,098</u>
<u>Other Limited Uses</u>		
Endowment funds	2,295,841	1,784,516
Gift annuities funds	2,069,439	1,890,569
Specific purposes funds	1,665,108	1,445,634
Resident Association funds	30,809	30,809
	<u>6,061,197</u>	<u>5,151,528</u>
	<u>\$ 15,493,200</u>	<u>\$ 14,210,680</u>

Status: These funds are fully funded.

▪ Funds Accumulated for Specific Projects or Purposes

- The benevolence funds will be used to provide residence assistance
- The operating reserve is used for operations
- The restoration fund will be used to repay borrowings from restricted funds
- Investments returns on the endowment funds are set aside for operations
- The gift annuities funds are set aside for payment of gift annuities
- The specific purpose funds are set aside for specific projects

▪ Per Capita Cost of Operations

Total operating Expenses (Form 5-4, Line 1)	\$ 20,221,363
Mean number of all residents (Form 1-1 Line 10)	<u>386</u>
	<u>\$ 52,387</u>

PART 8
KEY INDICATORS REPORT

**KEY INDICATORS REPORT
BRETHREN HILLCREST HOMES
FISCAL YEAR ENDED JUNE 30, 2013**

Date Prepared: 10/15/2013

Please attach an explanatory memo that summarizes significant trends or variances in the key operational indicators.


Chief Executive Officer Signature

	2007	2008	2009	2010	2011	2012	2013	Projected 2014	2015	2016	Preferred Trend Indicator
OPERATIONAL STATISTICS											
1. Average Annual Occupancy by Site (%)	97.1%	95.0%	92.5%	90.5%	92.3%	88.3%	89.6%	89.6%	92.0%	92.0%	N/A
MARGIN (PROFITABILITY) INDICATORS											
2. Net Operating Margin (%)	-6%	0%	10%	16%	18%	19%	13%	12%	12%	12%	↑
3. Net Operating Margin – Adjusted (%)	26%	23%	25%	34%	33%	33%	33%	29%	30%	31%	↓
LIQUIDITY INDICATORS											
4. Unrestricted Cash and Investments (\$000)	6,581	4,916	3,812	5,164	8,181	9,526	10,575	12,131	13,261	13,311	↑
5. Days Cash on Hand (Unrestricted)	170	31	91	119	182	211	223	242	258	252	↑
CAPITAL STRUCTURE INDICATORS											
6. Deferred Revenue from Entrance Fees (\$000)	18,833	20,080	20,724	20,191	19,747	20,501	22,164	23,827	25,490	27,153	N/A
7. Net Annual E/F proceeds (\$000)	5,237	4,199	2,859	4,334	3,722	3,550	5,162	4,300	4,800	5,300	N/A
8. Unrestricted Net Assets (\$000)	7,208	6,079	8,800	9,996	9,377	11,342	12,940	13,558	14,209	14,956	N/A
9. Annual Capital Asset Expenditure (\$000)	10,182	4,378	2,665	2,504	2,372	1,168	2,029	3,500	4,000	3,500	N/A
10. Annual Debt Service Coverage Revenue Basis (x)	.23	.46	.49	.85	1.03	1.06	.77	.69	.68	.69	↑
11. Annual Debt Service Coverage (x)	1.79	1.69	1.30	2.09	2.09	2.07	2.23	1.91	1.99	2.11	↑
12. Annual Debt Service/Revenue (%)	.13	.28	.20	.18	.17	.16	.17	.16	.16	.16	↓
13. Average Annual Effective Interest Rate (%)	5.69%	5.77%	5.97%	6.05%	6.09%	6.14%	6.18%	6.17%	6.49%	6.68%	↓
14. Unrestricted Cash & Investments/ Long-Term Debt (%)	15%	11%	9%	12%	19%	23%	26%	31%	35%	36%	↑
15. Average Age of Facility (years)	10.25	9.39	9.86	10.56	11.01	11.63	12.34	13.39	13.96	14.51	↓