

The Manchester Memorial Hospital

Independent Auditors' Report and
Financial Statements

As of and for the Years Ended
September 30, 2012 and 2011



Saslow Lufkin & Buggy, LLP
Certified Public Accountants and Consultants

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Table of Contents

	<u>Page</u>
Independent Auditors' Report.....	1
Financial Statements:	
Balance Sheets.....	2
Statements of Operations and Changes in Net Assets.....	3
Statements of Cash Flows	5
Notes to the Financial Statements	6



Independent Auditors' Report

To the Board of Trustees of
The Manchester Memorial Hospital:

We have audited the accompanying balance sheets of The Manchester Memorial Hospital (the Hospital) (a subsidiary of Eastern Connecticut Health Network, Inc.), as of September 30, 2012 and 2011 and the related statements of operations and changes in net assets and cash flows for the years then ended. These financial statements are the responsibility of the Hospital's management. 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 of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Hospital's internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above, present fairly, in all material respects, the financial position of The Manchester Memorial Hospital as of September 30, 2012 and 2011 and the results of its operations and changes in its net assets and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Saslow Lufkin & Buggy, LLP

December 18, 2012

The Manchester Memorial Hospital
Balance Sheets
September 30, 2012 and 2011

	2012	2011
Assets		
Current assets:		
Cash and cash equivalents	\$ 6,414,687	\$ 10,880,739
Current portion of assets whose use is limited	4,781,749	803,195
Accounts receivable, less allowance for bad debts of \$5,492,504 in 2012 and \$3,450,113 in 2011	26,534,856	24,700,330
Inventory	2,660,785	2,591,838
Due from affiliates	484,258	419,887
Current portion of estimated settlements due from third-party payers	3,549,365	432,832
Prepaid expenses and other current assets	2,028,449	2,506,129
Total current assets	46,454,149	42,334,950
Assets whose use is limited - net of current portion:		
Donor restricted investments	2,312,582	1,677,029
Board designated investments	7,434,591	6,346,662
Investments held in trust for estimated self-insurance liabilities	1,856,635	2,438,807
Investments held under bond indentures	3,258,804	3,259,163
Beneficial interest in trust assets	5,296,479	4,800,923
Total assets whose use is limited - net of current portion	20,159,091	18,522,584
Interest in net assets of ECHN Community Healthcare Foundation, Inc.	6,199,192	3,872,533
Investments	8,547,933	7,217,602
Investments in joint ventures	3,565,975	3,719,835
Property, plant and equipment, net	51,317,622	52,084,498
Other assets:		
Estimated settlements due from third-party payers - net of current portion	-	1,306,869
Due from affiliated entities - net of current portion	31,960,910	20,842,090
Intangible assets - net	-	72,000
Other - net	1,866,512	1,856,527
Total other assets	33,827,422	24,077,486
Total assets	\$ 170,071,384	\$ 151,829,488
Liabilities and Net Assets		
Current liabilities:		
Accounts payable and accrued expenses	\$ 17,702,182	\$ 15,290,987
Line of credit	6,500,000	6,500,000
Current portion of long-term debt and capital lease obligations	3,898,759	3,467,143
Due to affiliated entities	818,583	2,283,655
Due to third-party payers	1,343,126	1,420,022
Current portion of accrued pension and other postretirement benefits	2,733,125	8,678,593
Other current liabilities	2,426,820	2,557,626
Total current liabilities	35,422,595	40,198,026
Long-term debt and capital lease obligations - net of current portion	51,672,633	49,708,745
Estimated self-insurance liabilities	9,814,802	5,736,899
Accrued pension and other postretirement benefits - net of current portion	57,470,806	43,370,197
Other liabilities	684,775	673,979
Total liabilities	155,065,611	139,687,846
Net assets:		
Unrestricted	4,925,515	3,473,307
Temporarily restricted	1,905,069	988,702
Permanently restricted	8,175,189	7,679,633
Total net assets	15,005,773	12,141,642
Total liabilities and net assets	\$ 170,071,384	\$ 151,829,488

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

The Manchester Memorial Hospital
Statements of Operations and Changes in Net Assets
For the Years Ended September 30, 2012 and 2011

	2012	2011
Revenues:		
Net patient service revenue	\$ 175,217,566	\$ 166,602,261
Change in interest in unrestricted net assets of ECHN Community Healthcare Foundation, Inc.	2,035,698	455,096
Other revenues	15,303,250	11,857,772
EHR incentive payment revenue	2,206,302	356,984
Net assets released from restrictions used for operations	316,686	478,506
Total revenues	195,079,502	179,750,619
Expenses:		
Salaries and wages	81,549,825	77,581,560
Fringe benefits	24,867,252	21,779,464
Supplies and other	62,035,761	58,149,870
Provision for bad debts	6,382,307	6,164,670
Depreciation and amortization	6,896,812	7,107,904
Interest and financing costs	2,714,044	2,539,198
Total expenses	184,446,001	173,322,666
Income from operations	10,633,501	6,427,953
Non-operating losses	(868,637)	(364,307)
Excess of revenues over expenses	\$ 9,764,864	\$ 6,063,646

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

The Manchester Memorial Hospital
Statements of Operations and Changes in Net Assets (continued)
For the Years Ended September 30, 2012 and 2011

	2012	2011
Unrestricted net assets:		
Excess of revenues over expenses	\$ 9,764,864	\$ 6,063,646
Change in unrealized appreciation (depreciation)		
on investments	2,831,138	(642,132)
Net change on interest rate swap agreement	(123,039)	167,734
Equity transfer from ECHN	1,904,338	1,681,231
Change in investment of ECHN Community Healthcare Foundation, Inc.	530,769	(269,412)
Transfers to other affiliated entities	(310,801)	(147,612)
Net assets released from restrictions used for capital	231,566	1,652,194
Pension and postretirement-related adjustments	(13,376,627)	(10,396,040)
Change in unrestricted net assets	1,452,208	(1,890,391)
Temporarily restricted net assets:		
Change in interest in net assets of ECHN Community Healthcare Foundation, Inc.	450,324	297,000
Investment income	18,520	17,339
Net assets released from restrictions for operations	(316,686)	(478,506)
Net assets released from restrictions used for capital	(231,566)	(1,652,194)
Change in unrealized appreciation (depreciation)		
on investments	345,177	(14,871)
Transfers from ECHN and other affiliates	650,598	915,801
Change in temporarily restricted net assets	916,367	(915,431)
Permanently restricted net assets:		
Change in beneficial interest in trust assets	495,556	(243,923)
Change in permanently restricted net assets	495,556	(243,923)
Change in net assets	2,864,131	(3,049,745)
Net assets at beginning of year	12,141,642	15,191,387
Net assets at end of year	\$ 15,005,773	\$ 12,141,642

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

The Manchester Memorial Hospital
Statements of Cash Flows
For the Years Ended September 30, 2012 and 2011

	2012	2011
Cash flows from operating activities:		
Change in net assets	\$ 2,864,131	\$ (3,049,745)
Adjustments to reconcile change in net assets to net cash (used in) provided by operating activities:		
Depreciation and amortization	6,896,812	7,107,904
Amortization of bond costs related to Series B defeasement	-	26,692
Provision for bad debts	6,382,307	6,164,670
Change in unrealized (appreciation) depreciation on investments	(3,176,315)	668,880
Income on investments in joint ventures	(667,525)	(444,056)
Transfers from other affiliated entities	(2,244,135)	(2,449,420)
Change in interest in net assets of ECHN Community Healthcare Foundation, Inc.	(2,326,659)	980,370
Change in beneficial interest in trust assets	(495,556)	243,923
Pensions and postretirement-related adjustments	13,376,627	10,396,040
Loss on disposal of assets	-	63,430
Net change on interest rate swap	4,808	(182,676)
Changes in assets and liabilities:		
Accounts receivable, net	(8,216,833)	(6,358,231)
Inventory	(68,947)	(21,747)
Prepaid expenses and other current assets	477,680	109,193
Estimated settlements due to/from third-party payers	(1,886,560)	305,259
Due (to) from affiliated entities	(12,227,278)	(5,870,383)
Intangible assets - net	72,000	108,000
Other - net	(52,874)	(765,385)
Accounts payable and accrued expenses	2,411,195	(713,024)
Accrued pension and other post-retirement benefits	(5,221,486)	(3,550,995)
Estimated self-insurance liabilities	4,077,903	(402,579)
Other liabilities	(124,818)	1,057,630
Net cash (used in) provided by operating activities	(145,523)	3,423,750
Cash flows from investing activities:		
Purchases of property, plant and equipment	(5,202,968)	(7,386,712)
Purchases of investments	(8,011,840)	(4,234,038)
Investments in joint ventures	(44,600)	(35,000)
Distributions from joint ventures	445,000	585,000
Proceeds from sales of investments and assets whose use is limited	4,738,112	3,900,481
Net cash used in investing activities	(8,076,296)	(7,170,269)
Cash flows from financing activities:		
Principal payments on long-term debt	(10,033,716)	(4,682,252)
Net borrowings on lines of credit	-	1,500,000
Payments for bond issuance costs	(154,652)	(72,026)
Payment for termination of interest rate swaps	-	(153,423)
Transfers from (to) other affiliated entities	2,244,135	2,449,420
Proceeds from issuance of debt	11,700,000	8,589,456
Net cash provided by financing activities	3,755,767	7,631,175
Change in cash and cash equivalents	(4,466,052)	3,884,656
Cash and cash equivalents at beginning of year	10,880,739	6,996,083
Cash and cash equivalents at end of year	\$ 6,414,687	\$ 10,880,739
Cash paid for interest	\$ 1,621,018	\$ 2,303,602
Equipment acquisitions under capital lease arrangements	\$ 700,650	\$ 6,574,956

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

The Manchester Memorial Hospital
Notes to the Financial Statements
As of and for the Years Ended September 30, 2012 and 2011

Note 1 - General

Organization - The Manchester Memorial Hospital (the Hospital or MMH) is a not-for-profit, 249-bed acute care hospital that provides inpatient, outpatient and emergency care services for residents of Manchester and surrounding towns. The Hospital is a subsidiary of Eastern Connecticut Health Network, Inc. (ECHN or the Network), which was formed in 1995 by a merger of MMH Corp. and Rockville Area Health Services, Inc. ECHN was organized to provide a broader health care system for the surrounding communities with quality medical care at a reasonable cost and to foster an environment conducive to health and well-being whether in the home or in the community.

Other related entities of MMH include:

The Rockville General Hospital, Inc. (RGH) - RGH is a not-for-profit hospital with 102 licensed beds, located in the Rockville section of Vernon, Connecticut. RGH, which admitted its first patient in 1921, is a short-term, acute care general hospital, which provides inpatient, outpatient and emergency care services for residents of Tolland County and nearby towns, for a total service area of 19 towns.

ECHN ElderCare Services, Inc. (EES) - EES is a not-for-profit, skilled nursing facility with 130 licensed beds and physical, occupational and speech rehabilitation services located in Tolland, Connecticut.

ECHN Community Healthcare Foundation, Inc. (ECHF) - ECHF is a not-for-profit organization, whose purpose is to raise funds on behalf of ECHN and its not-for-profit subsidiaries. It was established in 2000, when the fundraising efforts of ECHN were consolidated into a single not-for-profit foundation. ECHF focuses primarily on the capital and program needs of ECHN and its not-for-profit subsidiaries.

Eastern Connecticut Medical Professionals Foundation, Inc. (ECMPF) - ECMPF is a not-for-profit organization that currently operates physician office practices in the Network's service area and a hospitalist program that serves MMH and RGH. Its mission allows it to operate other not-for-profit, separately incorporated allied health ventures.

ECHN Enterprises, Inc. (Enterprises) - Enterprises is a for-profit organization formed under the laws of the State of Connecticut, with ECHN as the sole shareholder. Enterprises owns, leases and has an interest in real estate to support the mission and vision of ECHN. It is also the parent corporation of Haynes Street Property Management, LLC (HSPM). HSPM is a for-profit, limited liability company formed under the laws of the State of Connecticut, which manages the Glastonbury Wellness Center and sublets space to various MMH departments and physician offices, as well as to ECMPF.

Visiting Nurse and Health Services of Connecticut (VNHSC) - VNHSC is a not-for-profit, nonstock Connecticut corporation that provides and administers a comprehensive, multi-disciplinary home health program, hospice program and wellness programs to promote the health of individuals, families and groups in the Greater Northern Central Connecticut area. In addition, VNHSC is the sole member of A Caring Hand, LLC, which is a for-profit Connecticut limited liability company providing and administering homemaker, companion, live-in and personal care assistance services to individuals and families in the Greater Northern Central Connecticut area.

The Manchester Memorial Hospital
Notes to the Financial Statements
As of and for the Years Ended September 30, 2012 and 2011

Note 1 - General (continued)

Connecticut Healthcare Insurance Company (CHIC) - CHIC, a captive insurance company, provides hospital and physician professional and general liability coverage to MMH, RGH, EES and all other subsidiaries of ECHN.

ECHN and each of its subsidiaries, except for Enterprises, CHIC and A Caring Hand, LLC, are separate Connecticut not-for-profit corporations, qualified as exempt organizations under Section 501(c)(3) of the Internal Revenue Code (IRC) and governed by separate Boards of Trustees (the Board) - although the membership of the ECHN, MMH, and RGH boards are currently identical. ECHN, acting through its Board of Trustees, is the sole member of each of its subsidiaries.

ECHN has various powers with regard to each of its members, which include approving all operating and capital budgets; controlling the investment of funds, location of services, agreements and transactions, affiliations, controlling changes, amendments or restatements of certificates of incorporation and bylaws, electing trustees and officers, appointing committees, adopting a system-wide vision and strategic plans and approving debt borrowings.

Note 2 - Summary of Significant Accounting Policies

Basis of Presentation - The accompanying financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America (GAAP), as promulgated by the Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC).

Use of Estimates - The preparation of financial statements in conformity with GAAP 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.

The Hospital's significant estimates relate to the valuation of investments and interest rate swap agreements, allowance for doubtful patient accounts receivable, contractual allowances on patient accounts receivables, self-insurance liabilities, estimated settlements due to and from third parties, conditional asset retirement obligations, postretirement and pension benefit costs and the related obligations.

Cash and Cash Equivalents - The Hospital considers all highly liquid investments with original maturities of three months or less at date of purchase to be cash equivalents, excluding amounts whose use is limited or restricted by Board designation or other arrangements under trust agreements. Cash equivalents include money market funds. In general, the Federal Deposit Insurance Corporation (FDIC) insures cash balance up to \$250,000 per depositor, per bank. The FDIC also provides separate unlimited coverage for deposit accounts that meet the definition of non-interest bearing accounts. Unlimited coverage on non-interest bearing accounts extends until December 31, 2012. At times, the Hospital maintains cash balances that are in excess of the insured FDIC limits. The Hospital maintains its cash at various banks and it is the Hospital's policy to monitor the financial strength of the banks on an ongoing basis.

Money market funds are not insured by the FDIC and are not a risk-free investment. Money market funds invest in a variety of instruments including mortgage-backed and asset-backed securities. Although a money market fund seeks to preserve its \$1 per share value, it is possible that a money market fund's value can decrease below \$1 per share.

The Manchester Memorial Hospital
Notes to the Financial Statements
As of and for the Years Ended September 30, 2012 and 2011

Note 2 - Summary of Significant Accounting Policies (continued)

Net Assets - Resources are reported for accounting purposes in separate classes of net assets based on the existence or absence of donor-imposed restrictions. In the accompanying financial statements, net assets that have similar characteristics have been combined as follows:

Permanently Restricted - Net assets subject to explicit donor-imposed stipulations that they be maintained by the Hospital in perpetuity are classified as permanently restricted. Such permanently restricted net assets include endowment funds and the Hospital's share of its beneficial interest in trust assets held by third parties. Generally, the donors of these assets permit the Hospital to use all or part of the investment return on these assets for operating purposes.

Temporarily Restricted - Net assets whose use by the Hospital is subject to explicit donor-imposed stipulations that can be fulfilled upon incurrence of expenditures by the Hospital pursuant to those stipulations or that expire by the passage of time are classified as temporarily restricted.

Unrestricted - Net assets that are not subject to explicit donor-imposed stipulations are classified as unrestricted. Unrestricted net assets may be designated for specific purposes by action of the Board or may otherwise be limited by contractual agreements with outside parties. Such designated assets are classified as assets whose use is limited in the accompanying balance sheets.

Revenues are reported as increases in unrestricted net assets, unless use of the related assets is limited by donor-imposed restrictions. Expenses are reported as decreases in unrestricted net assets. Gains and losses on investments and other assets or liabilities are reported as increases or decreases in unrestricted net assets, unless their use is restricted by explicit donor stipulations or by law. Expirations of temporary restrictions on net assets, that is, the donor-imposed stipulated purpose has been accomplished and/or stipulated period has elapsed, are reported as reclassifications between the applicable classes of net assets.

Contributions, including unconditional promises to give, are recognized as revenues at the date the promise is received. Contributions of assets other than cash are recorded at their estimated fair value. Contributions to be received after one year are discounted at the appropriate rate commensurate with the risks involved. Amortization of the discount is included in other revenues. Contributions restricted for the acquisition of land, buildings and equipment are reported as temporarily restricted support. These contributions are reclassified to unrestricted net assets when the capital asset is acquired or constructed and placed in service.

Assets Whose Use is Limited - Assets whose use is limited primarily include cash and investments held by trustees under indenture agreements, Board designated investments which include endowments and cash and investments set aside by the Board for future capital improvements over which the Board retains control and may, at its discretion, subsequently use for other purposes, beneficial interests in trust assets, donor restricted and other restricted investments. Amounts required to meet current liabilities of the Hospital have been classified as current assets in the balance sheets as of September 30, 2012 and 2011.

The income earned on restricted funds is generally available for operations of the Hospital and is recorded as revenue in unrestricted net assets, unless restricted by the donor or to pay future split interest obligations, at which time the income is added to the appropriate restricted net asset balance. However, if a specific gift instrument explicitly requires the permanent reinvestment of appreciation, or a portion thereof, such reinvested amounts are recorded within permanently restricted net assets. There were no gifts with reinvestment restrictions for the years ended September 30, 2012 and 2011.

The Manchester Memorial Hospital
Notes to the Financial Statements
As of and for the Years Ended September 30, 2012 and 2011

Note 2 - Summary of Significant Accounting Policies (continued)

The Hospital relies on a balanced strategy in which endowment returns are achieved through both capital appreciation and interest and dividends. The Hospital targets a diversified asset allocation of fixed income mutual funds, fixed income equity funds and money market funds.

Assets received as donations or bequests are recorded as contributions on the date received at the estimated fair value. The average cost method is used to determine realized gains or losses on sales of marketable equity securities.

Beneficial Interest in Trust Assets - MMH has been named sole or participating beneficiary in several perpetual trusts, for which third parties act as the trustee. Under the terms of these trusts, MMH has the irrevocable right to receive the income earned on the trust assets in perpetuity. The estimated present value of the future payments to MMH is recorded at the fair value of the assets held in the trust as beneficial interest in trust assets and is classified as permanently restricted.

The income from the trusts is included in the change in interest in net assets of ECHF as unrestricted and temporarily restricted support. For the years ended September 30, 2012 and 2011, income of \$335,202 and \$190,251, respectively, was recorded in the statements of operations and changes in net assets. Changes in the fair value of the trust assets are recognized as changes in permanently restricted net assets. MMH records the beneficial interest in trust assets when it is notified of the existence of the trust or when information becomes available to record the fair value of the trust assets.

Investments - The Hospital's investment portfolio is classified as available for sale, with unrealized gains and losses excluded from the excess of revenues over expenses, unless the losses are deemed to be other than temporary. Investments in equity securities with readily determinable fair values and all investments in mutual funds are measured at fair value in the balance sheets.

Investment income or loss (including realized gains and losses on investments, interest and dividends) is included in the excess of revenues over expenses, unless the income or loss is restricted by donor or law.

Other Than Temporary Impairments on Investments - The Hospital accounts for other than temporary impairments in accordance with FASB ASC 320 and continually reviews its securities for impairment conditions, which could indicate that an other than temporary decline in market value has occurred. In conducting this review, numerous factors are considered, which include specific information pertaining to an individual company or a particular industry, general market conditions that reflect prospects for the economy as a whole and the ability and intent to hold securities until recovery. The carrying value of investments is reduced to its estimated realizable value if a decline in fair value is considered to be other than temporary. The Hospital has recorded an impairment charge of \$0 and \$68,497 for the years ended September 30, 2012 and 2011, related to investments held by CHIC.

Property, Plant and Equipment - Property, plant and equipment are stated at cost or, in the case of donated property, at fair value at the date of the gift, less accumulated depreciation and amortization. Major improvements and betterments to existing plant and equipment are capitalized. Expenditures for maintenance and repairs that do not extend the lives of the applicable assets are charged to expense as incurred. Upon disposition or retirement of property, plant and equipment, the cost and related accumulated depreciation and amortization are eliminated from the respective accounts and any resulting gain or loss is included within income or loss from operations.

The Manchester Memorial Hospital
Notes to the Financial Statements
As of and for the Years Ended September 30, 2012 and 2011

Note 2 - Summary of Significant Accounting Policies (continued)

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

Buildings	10 - 40 years
Building improvements	5 - 40 years
Machinery and equipment	3 - 15 years
Furniture and fixtures	5 - 20 years

Equipment under capital leases is amortized utilizing the straight-line method over the shorter of the lease term or the estimated useful life of the equipment. Depreciation and amortization expense was \$6,184,479 and \$6,439,247 for the years ended September 30, 2012 and 2011, respectively.

Interest cost incurred on borrowed funds during the construction period of capital assets is capitalized as a component of the cost of acquiring those assets.

Physician loan amortization totaling \$106,673 and \$138,863 for the years ended September 30, 2012 and 2011, respectively, are included within depreciation and amortization in the accompanying statements of operations and changes in net assets.

Gifts of property and equipment are reported as unrestricted support and are excluded from the excess of revenues over expenses, unless explicit donor stipulations specify how the donated assets must be used. Gifts of property and equipment with explicit restrictions that specify how the assets are to be used and gifts of cash or other assets that must be used to acquire property and equipment are reported as restricted support. Absent explicit donor stipulations about how long those property and equipment must be maintained, expirations of donor restrictions are reported as released from restrictions when the donated or acquired property and equipment assets are placed in service.

Investments in Joint Ventures - The Hospital has invested in joint ventures, which are accounted for under the equity method of accounting. These joint ventures include the Hospital's investment in the following:

	<u>2012</u>	<u>Ownership Percentage</u>	<u>2011</u>	<u>Ownership Percentage</u>
Northeast Regional Radiation Oncology Network, Inc.	\$ 3,055,158	25%	\$ 2,819,068	25%
Evergreen Endoscopy Center, LLC	397,153	50%	381,284	50%
Evergreen Imaging Center, LLC	-	0%	358,201	50%
Medical Practice Partners, LLC	41,269	50%	121,637	50%
Tolland Imaging Center	72,395	35%	39,645	35%
	<u>\$ 3,565,975</u>		<u>\$ 3,719,835</u>	
Total				

Distributions from these joint ventures for the years ended September 30, 2012 and 2011 was \$445,000 and \$585,000, respectively. The Hospital's share of the earnings of the joint venture is reported as other revenues and is \$667,525 and \$444,056 for the years ended September 30, 2012 and 2011, respectively.

The Manchester Memorial Hospital
Notes to the Financial Statements
As of and for the Years Ended September 30, 2012 and 2011

Note 2 - Summary of Significant Accounting Policies (continued)

Summarized financial information from the financial statements of these organizations as of September 30, 2012 and 2011, and for the years then ended, is as follows:

<u>2012</u>	<u>Total Assets</u>	<u>Net Assets</u>	<u>Change in Net Assets</u>	<u>Excess (Deficiency) of Revenues Over Expenses</u>
Northeast Regional Radiation Oncology Network, Inc.	\$ 12,257,336	\$ 12,220,632	\$ 944,362	\$ 961,990
Evergreen Endoscopy Center, LLC	\$ 2,199,308	\$ 793,946	\$ 31,378	\$ 731,378
Medical Practice Partners, LLC	\$ 1,569,742	\$ 185,290	\$ (57,983)	\$ (127,183)
Tolland Imaging Center	\$ 1,258,554	\$ 214,706	\$ 101,436	\$ 100,840
<u>2011</u>	<u>Total Assets</u>	<u>Net Assets</u>	<u>Change in Net Assets</u>	<u>Excess (Deficiency) of Revenues Over Expenses</u>
Northeast Regional Radiation Oncology Network, Inc.	\$ 14,987,787	\$ 11,276,270	\$ (24,696)	\$ (24,809)
Evergreen Endoscopy Center, LLC	\$ 2,511,718	\$ 762,568	\$ 762,568	\$ 668,513
Evergreen Imaging Center, LLC	\$ 1,210,664	\$ 716,401	\$ 111,908	\$ 232,726
Medical Practice Partners, LLC	\$ 1,459,023	\$ 243,273	\$ 64,960	\$ 44,960
Tolland Imaging Center	\$ 1,696,739	\$ 113,270	\$ 28,745	\$ (52,019)

Unamortized Bond Issue Costs - Financing costs associated with the issuance of long-term debt are amortized over the term of the bonds using the effective interest method. Amortization is included in interest and financing costs in the accompanying statements of operations and changes in net assets and the unamortized carrying value is recorded within other - net in the accompanying balance sheets.

Intangible Assets - Intangible assets, principally license enhancements, are amortized over the life of the respective intangible property. On average, this amortization period for license enhancements is 5 years. Amortization is included in depreciation and amortization in the accompanying statements of operations and changes in net assets and the unamortized carrying value is recorded within intangible assets - net in the accompanying balance sheets. Any residual value remaining after the amortization period is considered insignificant.

Excess of Revenues Over Expenses - The statements of operations and changes in net assets include the excess of revenues over expenses. Changes in unrestricted net assets, which are excluded from the excess of revenues over expenses, consistent with industry practice, include changes in unrealized appreciation (depreciation) on investments, net gain (loss) on interest rate swap that qualifies for hedge accounting; net assets released from restrictions used for capital acquisitions; pension and postretirement-related adjustments; transfers to and from affiliates and other changes in net assets.

The Manchester Memorial Hospital
Notes to the Financial Statements
As of and for the Years Ended September 30, 2012 and 2011

Note 2 - Summary of Significant Accounting Policies (continued)

For purposes of display, transactions deemed by management to be ongoing, major or central to providing of health care services are reported as operating revenues and operating expenses. Operating revenues include net patient service revenue, grant income and investment income. Peripheral or incidental transactions are reported as non-operating gains and losses. Non-operating gains and losses include investment income and expenses related to property management, realized gains and losses on sales of investments, losses recognized on investments representing declines in value considered to be other-than-temporary in nature, gains and losses related to the termination of certain swap instruments, changes in the fair values of interest rate swaps that do not qualify for hedge accounting (net interest expense) and the costs associated with pursuing business combinations.

Charity Care - The Hospital provides care to patients who meet certain criteria under its charity care policy without charge or at amounts less than its established and contractual rates. The Hospital does not pursue collection of amounts determined to qualify as charity care; as such, these amounts are not reported as revenue.

Deferred Revenue - Deferred revenue represents payments received for the services to be rendered in the next fiscal year and is recorded within other current liabilities in the accompanying balance sheets.

Net Patient Service Revenue - Net patient service revenue is reported at the estimated net realizable amounts from patients, third-party payers and others for services rendered, including estimated retroactive adjustments under reimbursement agreements with third-party payers. 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.

Contracts, laws and regulations governing Medicare, Medicaid, Blue Cross and the uncompensated care pool programs in the State of Connecticut are complex and subject to interpretation. As a result, there is at least a reasonable possibility that recorded estimates will change by a material amount in the near term. The Hospital records adjustments to the amounts accrued for estimated settlements related to prior years.

The Hospital has agreements with third-party payers that provide for payments at amounts different from its established rates. A summary of the payment agreements with major third-party payers is as follows:

Medicare - Acute care hospitals are subject to a federal prospective payment system for most Medicare inpatient hospital services and for certain outpatient services. Under this prospective payment methodology, Medicare pays a prospectively determined per-discharge or per-visit rate for non-physician services. These rates vary according to the Diagnosis Related Group or Ambulatory Payment Classification of each patient.

Inpatient rehabilitation and mental health services, outpatient services, capital and medical education costs related to Medicare beneficiaries are paid based on a prospective payment system, subject to certain limitations. Certain other outpatient services are reimbursed according to fee screens.

Medicaid - Inpatient services rendered to Medicaid program beneficiaries are reimbursed at prospectively determined rates per discharge. Outpatient services rendered to Medicaid program beneficiaries are reimbursed under a cost-reimbursement methodology. The Hospital is reimbursed at a tentative rate with final settlement determined after submission of annual cost reports by the Hospital.

Other Payers - The Hospital has also entered into payment agreements with certain commercial insurance carriers, health maintenance organizations and preferred provider organizations. The basis for payment under these agreements includes rates per discharge, discounts from established charges, per diem rates and fee schedule payments.

The Manchester Memorial Hospital
Notes to the Financial Statements
As of and for the Years Ended September 30, 2012 and 2011

Note 2 - Summary of Significant Accounting Policies (continued)

Health Care Industry - The health care industry is subject to numerous laws and regulations of federal, state and local governments. These laws and regulations include, but are not limited to, matters such as licensure, accreditation, government health care program participation requirements, reimbursement for patient services and Medicare and Medicaid fraud and abuse. Government activity has increased with respect to investigations and allegations concerning possible violations of fraud and abuse statutes and regulations by health care providers. Violations of these laws and regulations could result in expulsion from government health care programs together with the imposition of significant fines and penalties, as well as significant repayments for patient services previously billed. Management believes that the Hospital is in compliance with fraud and abuse regulations as well as other applicable government laws and regulations. Compliance with such laws and regulations can be subject to further governmental review and interpretation as well as regulatory actions unknown or unasserted at this time.

EHR Incentive Payment Revenue - The American Recovery and Reinvestment Act of 2009 authorized the Centers for Medicare and Medicaid Services (CMS) to award incentive payments to eligible health care providers who demonstrate Meaningful Use of certified electronic health records (EHR). These incentive programs are designed to support providers in this period of health information technology transition and instill the use of EHRs in meaningful ways to help our nation to improve the quality, safety, and efficiency of patient health care. Total received for Medicare amounted to \$1,880,890 and \$0, respectively, and the total received for Medicaid amounted to \$325,412 and \$356,984, respectively, for the years ended September 30, 2012 and 2011.

Future Operations - Current trends in the health care industry include mergers and other forms of affiliations among providers, increasing shifts to managed care, overall reduction in inpatient average length of stay, increasingly restrictive reimbursement policies by governmental and private payers and the prospect of significant changes in legislation at the state and national level. Management cannot assess or project the ultimate effect of these or other items on the future operations of the Hospital.

Interest in Net Assets of ECHF - ECHF was formed as a not-for-profit organization to supervise the development activities and engage in investment activities for the benefit of all of the ECHN subsidiaries. ECHN is the sole member of ECHF and ECHF's Board of Directors is appointed by ECHN. The Hospital follows the provisions of FASB ASC 958 (formerly, FASB Statement No. 136, "Transfers of Assets to a Not-for-Profit Organization or Charitable Trust That Raises or Holds Contributions for Others"). Accordingly, the Hospital has reflected its proportionate interest in the net assets of ECHF in the Hospital's financial statements.

Income Taxes - The Hospital is a not-for-profit organization, which is in compliance with the provisions of Internal Revenue Code (IRC) Sec. 501(c)(3) and is exempt from federal tax under IRC Sec. 501(a). At times, the Hospital is involved with activities that subject minor amounts of unrelated business federal income tax, which are paid as they come due in accordance with the IRC and the regulations there under. Such amounts are insignificant to the Hospital's financial statements.

The Hospital accounts for uncertain tax positions in accordance with provisions of FASB ASC 740, "Income Taxes" which provides a framework for how companies should recognize, measure, present and disclose uncertain tax positions in their financial statements. The Hospital may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The Hospital does not have any uncertain tax positions as of September 30, 2012 and 2011. As of September 30, 2012 and 2011, the Hospital did not record any penalties or interest associated with uncertain tax positions. The Hospital's prior three tax years are open and subject to examination by the Internal Revenue Service.

The Manchester Memorial Hospital
Notes to the Financial Statements
As of and for the Years Ended September 30, 2012 and 2011

Note 2 - Summary of Significant Accounting Policies (continued)

Asset Retirement Obligations - The Hospital recognizes a liability for the fair value of a conditional asset retirement obligation if the fair value of the liability can be reasonably estimated. Uncertainty about the timing and/or method of settlement of a conditional asset retirement obligation is factored into the measurement of the liability when sufficient information exists. The types of asset retirement obligations that the Hospital recognizes are those for which the Hospital has a legal obligation to perform an asset retirement activity, however, the timing and/or method of settling the obligation are conditional on a future event that may or may not be within its control. The fair value of a liability for the legal obligation associated with an asset retirement is recorded in the period in which the obligation is incurred. When the liability is initially recorded, the cost of the asset retirement is capitalized.

As of September 30, 2012 and 2011, the Hospital has recognized \$272,109 and \$266,121, respectively, as an obligation to remove asbestos from various buildings upon retirement. This total is included in the balance sheets within other liabilities.

Accounting for Defined Benefit Pension and Other Postretirement Plans - The Hospital recognizes the overfunded or underfunded status of their defined-benefit pension and other postretirement benefit plans (collectively, "postretirement benefit plans") in the balance sheets as an asset or liability. The Hospital recognizes changes in the funded status of the plans in the year in which the changes occur as a change in unrestricted net assets presented below the excess of revenues over expenses in its statements of operations and changes in net assets.

Inventory - The Hospital records inventory at cost using the first-in, first-out method.

Impairment of Long-Lived Assets - Long-lived assets to be held and used are reviewed for impairment whenever circumstances indicate that the carrying amount of an asset may not be recoverable. Long-lived assets to be disposed are reported at the lower of carrying amount or fair value, less cost to sell.

Estimated Self-Insurance Liabilities - The liabilities for outstanding losses and loss related expenses and the related provision for losses and loss related expenses include estimates for malpractice losses, general liability and workers' compensation incurred but not reported claims, as well as losses pending settlement. Such liabilities are necessarily based on estimates and, while management believes the amounts provided are adequate, the ultimate liability may be in excess of or less than the amounts provided. As a result, there is at least a reasonable possibility that recorded estimates will change by a material amount in the near term. The methods for making such estimates and the resulting liability are actuarially reviewed on an annual basis, and any adjustments required are reflected in operations in the current period. The current portion of estimated self-insurance liabilities is recorded within other current liabilities in the accompanying balance sheets.

Concentration of Credit Risk - Financial instruments which potentially subject the Hospital to concentration of credit risk consist of accounts receivable, investments, including temporary cash investments, marketable equity and debt securities, mutual funds, government securities and interest rate swap agreements. The Hospital receives a significant portion of its payments for services rendered from a limited number of government and commercial third-party payers, including Medicare (a federal program), Medicaid (a State of Connecticut program) and various health insurance companies.

Interest Rate Swap Agreements - Interest rate swap agreements are recognized as either assets or liabilities in the balance sheet at fair value regardless of the purpose or intent for holding them. Changes in the fair value of interest rate swap agreements are recognized in non-operating losses or if designated and effective as hedge transactions, as changes in unrestricted net assets.

The Manchester Memorial Hospital
Notes to the Financial Statements
As of and for the Years Ended September 30, 2012 and 2011

Note 2 - Summary of Significant Accounting Policies (continued)

Advertising Costs - The Hospital expenses advertising costs the first time the advertising takes place. The total amount charged to advertising expense was \$1,066,330 and \$1,148,031 for the years ended September 30, 2012 and 2011, respectively, and is recorded in supplies and other in the accompanying statements of operations and changes in net assets.

Accounting Pronouncements Adopted - In August 2010, the FASB issued Accounting Standards Update (ASU) No. 2010-23, "*Health Care Entities (Topic 954): Measuring Charity Care for Disclosure*". ASU No. 2010-23 is intended to reduce the diversity in practice regarding the measurement basis used in the disclosure of charity care. ASU No. 2010-23 requires that cost be used as the measurement basis for charity care disclosure purposes and that cost be identified as the direct or indirect cost of providing the charity care, and requires disclosure of the method used to identify or determine such costs. This ASU is effective for fiscal years beginning after December 15, 2010, with retrospective application required. The Hospital's adoption of ASU 2010-23 did not have a material impact on its overall financial statements.

In August 2010, the FASB issued ASU No. 2010-24, "*Health Care Entities (Topic 954) Presentation of Insurance Claims and Related Insurance Recoveries*". ASU No. 2010-24 clarifies that a health care entity may not net insurance recoveries against related claim liabilities. In addition, the amount of the claim liability must be determined without consideration of insurance recoveries. This ASU is effective for fiscal years beginning after December 15, 2010. The Hospital's adoption of ASU 2010-24 resulted in the recording of additional claims liabilities and insurance recoveries from CHIC in the amount of \$7,825,000 and \$3,795,000 as of September 30, 2012 and 2011, respectively, which resulted in increasing the due from affiliates and the estimated self insurance liabilities.

Pending Accounting Pronouncements - In May 2011, the FASB issued ASU No. 2011-04, "*Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRS*". ASU No. 2011-04 amends certain guidance in ASC 820, "*Fair Value Measurement*". ASU 2011-04 expands ASC 820's existing disclosure requirements for fair value measurements and makes other amendments. ASU 2011-04 is effective for interim and annual reporting periods beginning after December 15, 2011 and will be applied on a prospective basis. The Hospital is currently evaluating the effect that the provisions of ASU 2011-04 will have on the Hospital's financial statements.

In July 2011, the FASB issued ASU No. 2011-07, "*Health Care Entities (Topic 954), Presentation and Disclosure of Patient Service Revenue, Provision for Bad Debts, and the Allowance for Doubtful Accounts for Certain Health Care Entities*". ASU 2011-07 requires a health care entity to change the presentation of their statement of operations by reclassifying the provision for bad debts associated with patient service revenues from an operating expense to a deduction from patient service revenues (net of contractual allowances and discounts). Additionally, enhanced disclosures about an entity's policies for recognizing revenue, assessing bad debts, as well as qualitative and quantitative information about changes in the allowance for doubtful accounts are required. ASU 2011-07 is effective for fiscal years and interim periods within those fiscal years beginning after December 15, 2012. The Hospital does not believe adoption of ASU 2011-07 will have a material impact on its overall financial statements.

Reclassification - Certain amounts in the 2011 financial statements have been reclassified to conform to the 2012 presentation. These reclassifications had no material effect on the financial statements.

Subsequent Events - Subsequent events have been evaluated through December 18, 2012, the date through which procedures were performed to prepare the financial statements for issuance. Management believes that there are no subsequent events having a material impact on the financial statements.

The Manchester Memorial Hospital
Notes to the Financial Statements
As of and for the Years Ended September 30, 2012 and 2011

Note 3 - Assets Whose Use is Limited and Investments

Assets whose use is limited and investments as of September 30, 2012 and 2011, include the following:

	<u>2012</u>		<u>2011</u>	
	<u>Cost</u>	<u>Fair Value</u>	<u>Cost</u>	<u>Fair Value</u>
Board designated and donor-restricted:				
Mutual funds:				
Dodge & Cox Balanced Fund	\$ 3,896,120	\$ 4,367,798	\$ 3,896,121	\$ 3,569,763
Vanguard Wellington Fund	<u>4,668,043</u>	<u>5,379,375</u>	4,517,303	<u>4,453,928</u>
Total	<u>\$ 8,564,163</u>	<u>\$ 9,747,173</u>	<u>\$ 8,413,424</u>	<u>\$ 8,023,691</u>
Investments held in trust for estimated self-insurance liabilities:				
Money market funds	\$ 120,455	\$ 120,455	\$ 415,571	\$ 415,571
Short-term bond fund	-	-	78,504	79,743
Moderate allocation fund	<u>1,406,063</u>	<u>1,736,180</u>	1,831,333	<u>1,943,493</u>
Total	<u>\$ 1,526,518</u>	<u>\$ 1,856,635</u>	<u>\$ 2,325,408</u>	<u>\$ 2,438,807</u>
Investments held under bond indentures:				
Money market funds	\$ 7,375,683	\$ 7,375,683	\$ 3,505,751	\$ 3,505,751
U.S. government securities	<u>665,384</u>	<u>664,870</u>	557,619	<u>556,607</u>
Total	<u>\$ 8,041,067</u>	<u>\$ 8,040,553</u>	<u>\$ 4,063,370</u>	<u>\$ 4,062,358</u>
Beneficial interest in trust assets	<u>\$ 4,692,910</u>	<u>\$ 5,296,479</u>	<u>\$ 4,908,298</u>	<u>\$ 4,800,923</u>
Investments:				
Money market funds	\$ 413,350	\$ 413,350	\$ 362,494	\$ 362,494
Mutual funds:				
Foreign large growth fund	2,011,719	2,349,011	2,005,524	1,929,010
Value index fund	2,202,039	2,085,213	2,148,454	1,623,315
Short-term bond fund	1,689,477	1,720,441	1,648,366	1,646,482
Moderate allocation funds	<u>1,745,366</u>	<u>1,979,918</u>	1,677,870	<u>1,656,301</u>
Total	<u>\$ 8,061,951</u>	<u>\$ 8,547,933</u>	<u>\$ 7,842,708</u>	<u>\$ 7,217,602</u>
Total assets whose use is limited and investments	<u>\$ 30,886,609</u>	<u>\$ 33,488,773</u>	<u>\$ 27,553,208</u>	<u>\$ 26,543,381</u>

The Manchester Memorial Hospital
Notes to the Financial Statements
As of and for the Years Ended September 30, 2012 and 2011

Note 3 - Assets Whose Use is Limited and Investments (continued)

The fair values and gross unrealized losses for all investment categories whose fair value is below its cost and the length of time that the securities have been in an unrealized loss position as of September 30, 2012 and 2011, are as follows:

<u>2012</u>	<u>Less than 12 months</u>		<u>Greater than 12 months</u>		<u>Total</u>	
	<u>Fair Value</u>	<u>Unrealized Losses</u>	<u>Fair Value</u>	<u>Unrealized Losses</u>	<u>Fair Value</u>	<u>Unrealized Losses</u>
Large value fund	\$ -	\$ -	\$ 2,085,213	\$ (116,825)	\$ 2,085,213	\$ (116,825)
U.S. government securities	-	-	664,870	(514)	664,870	(514)
	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 2,750,083</u>	<u>\$ (117,339)</u>	<u>\$ 2,750,083</u>	<u>\$ (117,339)</u>
<u>2011</u>	<u>Less than 12 months</u>		<u>Greater than 12 months</u>		<u>Total</u>	
	<u>Fair Value</u>	<u>Unrealized Losses</u>	<u>Fair Value</u>	<u>Unrealized Losses</u>	<u>Fair Value</u>	<u>Unrealized Losses</u>
Short-term bond fund	\$ 1,619,149	\$ (2,217)	\$ -	\$ -	\$ 1,619,149	\$ (2,217)
Foreign large growth fund	1,929,010	(76,514)	-	-	1,929,010	(76,514)
Value index fund	-	-	1,623,315	(525,139)	1,623,315	(525,139)
U.S. government securities	556,607	(1,012)	-	-	556,607	(1,012)
Moderate allocation funds	4,453,928	(63,375)	4,875,711	(376,336)	9,329,639	(439,711)
	<u>\$ 8,558,694</u>	<u>\$ (143,118)</u>	<u>\$ 6,499,026</u>	<u>\$ (901,475)</u>	<u>\$ 15,057,720</u>	<u>\$ (1,044,593)</u>

The Hospital's unrealized losses on its investments in mutual funds consist mostly of unrealized losses in the Vanguard Group, U.S. government securities and Dodge & Cox diversified equity mutual funds as of September 30, 2012 and 2011. The Hospital has evaluated the near-term prospects of the investments in relation to the severity of the impairment (fair value is approximately 1% to 6% and 1% to 24% less than cost as of September 30, 2012 and 2011, respectively) and recent market trends. Based on that evaluation and the Hospital's ability and intent to hold those investments for a reasonable period of time sufficient for a forecasted recovery of fair value, the Hospital does not consider those investments to be other-than-temporarily impaired as of September 30, 2012 and 2011.

Interest and dividend income on the assets whose use is limited and investments included within other revenues on the statements of operations and changes in net assets totaled \$459,119 and \$469,526 for the years ended September 30, 2012 and 2011, respectively. There were no realized gains or losses for the year ended September 30, 2012 and 2011.

Note 4 - Fair Value Measurements

FASB ASC 820 provides a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements).

The Manchester Memorial Hospital
Notes to the Financial Statements
As of and for the Years Ended September 30, 2012 and 2011

Note 4 - Fair Value Measurements (continued)

The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

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

Level 2 - Inputs to the valuation methodology include:

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

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

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

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

The following table presents the financial instruments carried at fair value as of September 30, 2012 and 2011, by the valuation hierarchy.

<u>2012</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Assets:				
Money market funds	\$ 7,909,488	\$ -	\$ -	\$ 7,909,488
U.S. government securities	664,870	-	-	664,870
Mutual funds:				
Short-term bond fund	1,720,441	-	-	1,720,441
Foreign large growth fund	2,349,011	-	-	2,349,011
Value index fund	2,085,213	-	-	2,085,213
Moderate allocation funds	13,463,271	-	-	13,463,271
Beneficial interest in trust assets	-	-	5,296,479	5,296,479
Total assets at fair value	<u>\$ 28,192,294</u>	<u>\$ -</u>	<u>\$ 5,296,479</u>	<u>\$ 33,488,773</u>
Liabilities:				
Obligations under interest rate swap agreements	<u>\$ -</u>	<u>\$ 412,666</u>	<u>\$ -</u>	<u>\$ 412,666</u>
Total liabilities at fair value	<u>\$ -</u>	<u>\$ 412,666</u>	<u>\$ -</u>	<u>\$ 412,666</u>

The Manchester Memorial Hospital
Notes to the Financial Statements
As of and for the Years Ended September 30, 2012 and 2011

Note 4 - Fair Value Measurements (continued)

<u>2011</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Assets:				
Money market funds	\$ 4,283,816	\$ -	\$ -	\$ 4,283,816
U.S. government securities	556,607	-	-	556,607
Mutual funds:				
Short-term bond fund	1,726,225	-	-	1,726,225
Foreign large growth fund	1,929,010	-	-	1,929,010
Value index fund	1,623,315	-	-	1,623,315
Moderate allocation funds	11,623,485	-	-	11,623,485
 Beneficial interest in trust assets	<u>-</u>	<u>-</u>	<u>4,800,923</u>	<u>4,800,923</u>
 Total assets at fair value	<u>\$ 21,742,458</u>	<u>\$ -</u>	<u>\$ 4,800,923</u>	<u>\$ 26,543,381</u>
Liabilities:				
Obligations under interest rate swap agreements	<u>\$ -</u>	<u>\$ 407,858</u>	<u>\$ -</u>	<u>\$ 407,858</u>
 Total liabilities at fair value	<u>\$ -</u>	<u>\$ 407,858</u>	<u>\$ -</u>	<u>\$ 407,858</u>

During the year ending September 30, 2012 and 2011, the value of the beneficial interest in trusts increased (decreased) for a change in market value of \$830,578 and (\$53,672) respectively. In addition, the Hospital received \$335,202 and \$190,251 in distributions from these trusts in 2012 and 2011, respectively.

The Hospital's valuation methodologies used to measure financial assets and liabilities at fair value are outlined below. Where applicable, the Hospital uses quoted prices in active markets for identical assets and liabilities to determine fair value (Level 1 inputs). This pricing methodology applies to money market funds, short-term bonds, foreign large growth funds, value index funds, moderate allocation funds and U.S. government securities.

If quoted prices in active markets for identical assets and liabilities are not available, then quoted prices for similar assets and liabilities, quoted prices for identical assets or liabilities in inactive markets or inputs other than quoted prices that are observable for the asset or liability, either directly or indirectly, will be used to determine fair value (Level 2 inputs). The Level 2 classification includes the interest rate swap agreements. The interest rate swap agreements are valued based on a determination of market expectations relating to the future cash flows associated with the swap contract using sophisticated modeling based on observable market-based inputs, such as interest rate curves.

Assets and liabilities that are valued using significant unobservable inputs, such as extrapolated data, proprietary models, or indicative quotes that cannot be corroborated with market data are classified in Level 3 within the fair value hierarchy. The Level 3 classification includes the Hospital's beneficial interest in trusts. The value of the Hospital's assets is based on total fund values and the Hospital's corresponding beneficiary percentage.

Fair values of the Hospital's Series A and C Bonds are based on current traded value. The fair value of the Series A and C Bonds as of September 30, 2012 and 2011, is approximately \$31,677,423 and \$30,657,329, respectively. The fair value of the Hospital's remaining long-term debt approximates its carrying value.

The Manchester Memorial Hospital
Notes to the Financial Statements
As of and for the Years Ended September 30, 2012 and 2011

Note 4 - Fair Value Measurements (continued)

As of September 30, 2012 and 2011, the Hospital's other financial instruments included accounts receivable, accounts payable and accrued expenses and estimated settlements due from (to) third-party payers. The carrying amounts reported in the balance sheets for these financial instruments approximate their fair value.

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

Note 5 - Property, Plant and Equipment

Property, plant and equipment as of September 30, 2012 and 2011, consists of the following:

	<u>2012</u>	<u>2011</u>
Land and land improvements	\$ 2,852,720	\$ 2,852,720
Building and building improvements	91,468,958	90,405,970
Fixed equipment	16,360,083	16,231,441
Moveable equipment	<u>81,803,222</u>	<u>78,151,293</u>
	192,484,983	187,641,424
Less: accumulated depreciation and amortization	<u>(143,593,395)</u>	<u>(137,494,546)</u>
	48,891,588	50,146,878
Construction in progress	<u>2,426,034</u>	<u>1,937,620</u>
Total	<u>\$ 51,317,622</u>	<u>\$ 52,084,498</u>

For the years ended September 30, 2012 and 2011, the Hospital capitalized interest related to construction financed with tax-exempt debt of \$53,729 and \$37,080, respectively. The cost to complete the construction in progress is approximately \$4,135,000 and \$2,500,000 as of September 30, 2012 and 2011, respectively.

Note 6 - Unamortized Bond Issue Costs

Unamortized bond issue costs that are recorded within other - net in the accompanying balance sheets as of September 30, 2012 and 2011, are as follows:

	<u>2012</u>	<u>2011</u>
Deferred financing costs	\$ 2,269,765	\$ 2,115,113
Less: accumulated amortization	<u>(718,397)</u>	<u>(626,604)</u>
Total	<u>\$ 1,551,368</u>	<u>\$ 1,488,509</u>

The Manchester Memorial Hospital
Notes to the Financial Statements
As of and for the Years Ended September 30, 2012 and 2011

Note 7 - Intangible Assets

The gross carrying amount and accumulated amortization related to license enhancements as of September 30, 2012 and 2011 consisted of the following:

	2012	2011
Gross carrying amount	\$ 540,000	\$ 540,000
Accumulated amortization	(540,000)	(468,000)
Total	\$ -	\$ 72,000

Amortization expense related to intangible assets was \$72,000 and \$108,000 for the years ended September 30, 2012 and 2011, respectively.

Note 8 - Related Party Transactions

The Network provides certain administrative and operating services to the Hospital and allocates these expenses along with revenues back to the Hospital. The allocation percentage is as follows: MMH 69.8%, RGH 28.9%, and EES 1.3%. The net expenses allocated were \$15,875,973 and \$18,459,129 for the years ended September 30, 2012 and 2011, respectively.

Amounts due from related entities as of September 30, 2012 and 2011, consist of the following:

	2012	2011
ECMPF	\$ 10,546,892	\$ 6,644,148
ECHF	484,258	248,908
ECHN	14,216,381	10,716,012
CHIC	7,825,000	3,795,000
Enterprises	2,074,115	2,559,387
	35,146,646	23,963,455
Less: allowance for uncollectible accounts	(2,701,478)	(2,701,478)
Total	\$ 32,445,168	\$ 21,261,977

Amounts due from affiliates consist of operational, working capital, due from CHIC for insurance recoveries and other advances made to ECHN and its affiliates. Management believes all amounts due from ECHN and its affiliates will be repaid, however, the Hospital has established a \$2.7 million reserve against ECMPF. Management believes the amounts due from ECHN, ECMPF and Enterprises can be repaid through the individual entities net asset value and/or ECHN's overall consolidated net asset value.

The Manchester Memorial Hospital
Notes to the Financial Statements
As of and for the Years Ended September 30, 2012 and 2011

Note 8 - Related Party Transactions (continued)

The Hospital received an equity transfer from ECHN of \$1,904,338 and \$1,681,231 for the years ended September 30, 2012 and 2011, respectively.

Amounts due to related entities as of September 30, 2012 and 2011, consist of the following:

	2012	2011	
RGH	\$ 774,083	\$ 1,986,032	
EES	44,500	297,623	
Total	\$ 818,583	\$ 2,283,655	

Note 9 - Medical Malpractice Insurance

In fiscal year 2007, ECHN established a single-parent captive, CHIC, which covers all of its subsidiaries, including the Hospital. CHIC provides malpractice and general insurance coverage for ECHN and its subsidiaries at \$3,000,000 per occurrence and \$9,000,000 in the aggregate for the years ending September 30, 2012 and 2011.

Effective October 1, 2009, CHIC also provided an excess healthcare professional liability and umbrella liability insurance policy on a claims made basis covering healthcare professional liability, general care liability, automobile liability, employers liability, helipad liability and non-owned aircraft liability. The limit provided is \$30,000,000 for each loss event and in the annual aggregate excess of the primary coverage layers described above. This coverage is fully reinsured.

Claims that fall within CHIC's policies for medical malpractice and general liability insurance have been asserted against the Hospital by various claimants. The claims are in various stages and some may ultimately be brought to trial. CHIC has employed independent actuaries to estimate the ultimate costs, if any, of the resolution of such claims. Management believes these reserves provide an adequate reserve for loss contingencies.

The Hospital does not self-insure any malpractice risks other than exposures greater than its excess coverage's, however, as of September 30, 2012 and 2011, the Hospital has recorded a liability for estimated incurred but not reported claims, as it currently has a claims-made policy with CHIC. In addition, as mentioned in Note 2, the adoption of ASU 2010-24, the Hospital recorded additional claims liabilities and insurance recoveries from CHIC in the amount of \$7,825,000 and \$3,795,000 as of September 30, 2012 and 2011, respectively.

Note 10 - Estimated Self-Insurance Liabilities

The Hospital is self-insured for workers' compensation insurance coverage. The Hospital participates in Workers' Compensation Trust, a revocable trust, for the purpose of setting aside assets based on actuarial funding recommendations. The Hospital has a \$350,000 limit per occurrence for workers' compensation claims. The Hospital has employed independent actuaries to estimate the ultimate costs, if any, of workers' compensation claims. Accrued workers' compensation reserves have been discounted at 5% as of September 30, 2012 and 2011, and in management's opinion provide an adequate reserve for loss contingencies.

The Manchester Memorial Hospital
Notes to the Financial Statements
As of and for the Years Ended September 30, 2012 and 2011

Note 11 - Pension and Other Postretirement Benefits

ECHN has a defined benefit pension plan covering substantially all of the employees of the Hospital and RGH. The benefits are based upon years of service and compensation for the five highest years during the employee's last 10 years of service. MMH contributes amounts sufficient to meet the minimum funding requirements of the Employee Retirement Income Security Act of 1974, as well as such additional amounts as deemed appropriate.

Effective December 31, 2008, ECHN implemented a soft freeze on the defined-benefit pension plan. All employees with age and service credits greater than 65 were given the option to stay in the defined-benefit pension plan or freeze their defined benefits and enter into a defined contribution plan. All other employees were required to enter into the defined contribution plan. Under the defined contribution plan, ECHN contributes 3% of eligible employees' salaries. This match is non-guaranteed for all employees except certain union workers. During fiscal year 2012 and 2011, the Hospital incurred expenses of \$1,058,195 and \$966,090, respectively, related to this plan.

MMH and RGH also sponsor a postretirement benefit plan that provides health care benefits to those employees who retire. The criterion to receive this benefit is to be vested in the pension plan, attain age 55 or older and start collecting under the defined benefit plan described above once retired. The retiree must be enrolled into the medical plan on the date of retirement to be eligible for the continuation. The postretirement health care plan is contributory and the retiree pays 100% of the premium.

Unrestricted net assets of the Hospital and RGH as of September 30, 2012 include unrecognized actuarial losses of \$71,226,109 related to the defined-benefit pension plan and unrecognized actuarial gains of \$877,039 related to the postretirement plan. Of this amount, \$5,481,445 is expected to be recognized in net periodic pension costs in 2013.

The effects of Medicare Prescription Drug, Improvement and Modernization Act of 2003 were reflected as of September 30, 2012 and 2011, assuming that ECHN will continue to provide a prescription drug benefit to retirees that is at least actuarially equivalent to Medicare Part D and that ECHN will receive the federal subsidy. The subsidy reduced plan liabilities by approximately \$1,100,000 for each of the years ended September 30, 2012 and 2011, respectively. Subsidies of \$95,241 and \$95,233 were received in the years ended September 30, 2012 and 2011, respectively. Future benefits of \$397,164 are expected to be paid and future subsidies of \$69,237 are expected to be received related to the year ended September 30, 2013.

The Manchester Memorial Hospital
Notes to the Financial Statements
As of and for the Years Ended September 30, 2012 and 2011

Note 11 - Pension and Other Postretirement Benefits (continued)

The pension and postretirement plans change in benefit obligation and change in plan assets for the years ended September 30, 2012 and 2011, are as follows (information presented is for the Network (MMH and RGH combined), based on September 30 measurement date):

	<u>Pension Benefits</u>		<u>Other Postretirement Benefits</u>	
	<u>2012</u>	<u>2011</u>	<u>2012</u>	<u>2011</u>
Change in benefit obligation:				
Benefit obligation, beginning of year	\$ 188,714,944	\$ 173,024,122	\$ 4,680,687	\$ 4,502,342
Service cost	2,233,145	1,694,601	63,127	62,573
Interest cost	10,105,635	9,607,108	226,498	211,052
Plan participants' contributions	-	-	507,918	676,830
Receipt of Medicare Part D reimbursement	-	-	95,241	95,233
Actuarial loss (gain)	30,013,892	11,875,070	(140,180)	105,204
Benefits paid	(7,966,121)	(7,485,957)	(800,286)	(972,547)
	<u>\$ 223,101,495</u>	<u>\$ 188,714,944</u>	<u>\$ 4,633,005</u>	<u>\$ 4,680,687</u>
Change in plan assets:				
Fair value of plan assets, beginning of year	\$ 125,293,980	\$ 118,535,420	\$ -	\$ -
Actual return on plan assets	20,980,869	7,674,517	-	-
Employer contributions	10,910,000	6,570,000	197,127	200,484
Plan participants' contributions	-	-	507,918	676,830
Receipt of Medicare Part D reimbursement	-	-	95,241	95,233
Benefits paid	(7,966,121)	(7,485,957)	(800,286)	(972,547)
	<u>\$ 149,218,728</u>	<u>\$ 125,293,980</u>	<u>\$ -</u>	<u>\$ -</u>
Accrued pension and other postretirement benefits	<u>\$ (73,882,767)</u>	<u>\$ (63,420,964)</u>	<u>\$ (4,633,005)</u>	<u>\$ (4,680,687)</u>
Accumulated benefit obligation	<u>\$ (213,696,232)</u>	<u>\$ (183,312,903)</u>	<u>\$ -</u>	<u>\$ -</u>

The amounts recognized in the Network's consolidated balance sheets as of September 30, 2012 and 2011 are as follows:

	<u>Pension Benefits</u>		<u>Other Postretirement Benefits</u>	
	<u>2012</u>	<u>2011</u>	<u>2012</u>	<u>2011</u>
Current liabilities	\$ 3,500,000	\$ 10,910,000	\$ 397,164	\$ 420,446
Noncurrent liabilities	70,382,767	52,510,964	4,235,841	4,260,241
Net amount recognized	<u>\$ 73,882,767</u>	<u>\$ 63,420,964</u>	<u>\$ 4,633,005</u>	<u>\$ 4,680,687</u>

The Manchester Memorial Hospital
Notes to the Financial Statements
As of and for the Years Ended September 30, 2012 and 2011

Note 11 - Pension and Other Postretirement Benefits (continued)

The allocation of the accrued pension and postretirement benefits for the years ended September 30, 2012 and 2011 is as follows:

	Pension Benefits		Other Postretirement Benefits	
	2012	2011	2012	2011
MMH	\$ 56,594,968	\$ 48,712,087	\$ 3,608,963	\$ 3,336,703
RGH	17,287,799	14,708,877	1,024,042	1,343,984
	\$ 73,882,767	\$ 63,420,964	\$ 4,633,005	\$ 4,680,687

The plan's components of net periodic benefit cost for the years ended September 30, 2012 and 2011, are as follows (pension benefits information presented is for MMH and RGH combined):

	Pension Benefits		Other Postretirement Benefits	
	2012	2011	2012	2011
Service cost	\$ 2,233,145	\$ 1,694,601	\$ 63,127	\$ 62,573
Interest cost	10,105,635	9,607,108	226,498	211,052
Expected return on plan assets	(10,959,005)	(10,398,180)	-	-
Amortization of prior service (credits) costs	(234,992)	(234,992)	77,724	77,724
Amortization of net loss (gain)	2,871,791	1,304,258	(43,699)	(57,507)
Net periodic benefit cost	\$ 4,016,574	\$ 1,972,795	\$ 323,650	\$ 293,842

The allocation of the net periodic benefit cost for the years ended September 30, 2012 and 2011, is as follows:

	Pension Benefits		Other Postretirement Benefits	
	2012	2011	2012	2011
MMH	\$ 3,060,240	\$ 1,340,948	\$ 252,113	\$ 209,470
RGH	956,334	631,847	71,537	84,372
	\$ 4,016,574	\$ 1,972,795	\$ 323,650	\$ 293,842

The assumptions used to the determine pension and postretirement benefit obligations as of September 30, 2012 and 2011, are as follows:

	Pension Benefits		Other Postretirement Benefits	
	2012	2011	2012	2011
Discount rate	4.32%	5.47%	3.64%	5.03%
Expected long-term rate of return	8.00%	8.00%	N/A	N/A
Rate of compensation increase	2.75%	2.75%	N/A	N/A
Initial medical trend rate	N/A	N/A	7.91%	8.91%
Ultimate medical trend rate	N/A	N/A	4.50%	4.50%
Number of years to ultimate medical trend rate	N/A	N/A	15 years	17 years

The Manchester Memorial Hospital
Notes to the Financial Statements
As of and for the Years Ended September 30, 2012 and 2011

Note 11 - Pension and Other Postretirement Benefits (continued)

The assumptions used to determine net periodic benefit cost of the pension and postretirement plans for the years ended September 30, 2012 and 2011, were as follows:

	<u>Pension Benefits</u>		<u>Other Postretirement Benefits</u>	
	<u>2012</u>	<u>2011</u>	<u>2012</u>	<u>2011</u>
Discount rate	5.47%	5.67%	5.03%	4.88%
Expected long-term rate of return	8.00%	8.00%	N/A	N/A
Rate of compensation increase	2.75%	2.75%	N/A	N/A
Initial medical trend rate	N/A	N/A	7.91%	8.91%
Ultimate medical trend rate	N/A	N/A	4.50%	4.50%
Number of years to ultimate medical trend rate	N/A	N/A	15 years	17 years

The medical trend rate assumption has a significant effect on the amounts reported. A one-percentage point change in assumed health care cost trend rates would have the following effects:

	<u>One- Percentage Point Increase</u>	<u>One- Percentage Point Decrease</u>
Effect on year end postretirement benefit obligation	\$ 382,130	\$ (338,354)
Effect on total of service and interest cost components	\$ 25,275	\$ (22,288)

The pension plan's weighted-average asset allocations as of September 30, 2012 and 2011, by asset category, are as follows:

	<u>Pension Benefits</u>	
	<u>2012</u>	<u>2011</u>
Asset category:		
Equity securities	51%	42%
Debt securities	48%	57%
Cash and cash equivalents	1%	1%
	100%	100%

The Manchester Memorial Hospital
Notes to the Financial Statements
As of and for the Years Ended September 30, 2012 and 2011

Note 11 - Pension and Other Postretirement Benefits (continued)

The pension plan's investment policy includes the following asset allocation guidelines:

Asset category:	2012		2011	
	Policy Target	Range	Policy Target	Range
Equity securities	53%	40-60%	44%	34-54%
Debt securities	46%	45-50%	56%	51-61%
Cash and cash equivalents	1%	0-4%	0%	0-4%

The asset allocation policy was developed in consideration of the following long-term investment objectives: maximizing portfolio returns with at least a return of 4%, net of all trading expenses and fees, above inflation, as measured by the Consumer Price Index and achieving portfolio returns which exceed a composite index consisting of the S&P 500, the Russell 2000 Index, Ryan Labs GIC Index and the Barclays Capital Aggregate Bond Index in the same proportion as the fund's average commitment to equity and fixed income, respectively, and to rank in the top quartile of a broad universe of corporate pension plans of similar size.

The expected long-term rate-of-return-on-assets assumption was determined by evaluating portfolio returns based on capital market assumptions over a 20-year time horizon which are reduced by expected transaction costs and expected investment management fees for passively invested assets (to the extent that such fees are expected to be paid out of plan assets rather than directly by the Network).

Fair value methodologies used to assign plan assets to levels in accordance with FASB ASC 820 are consistent with the inputs described in Note 4.

The following table presents the investments of the defined benefit plan carried at fair value as of September 30, 2012, by the valuation hierarchy.

2012	Level 1	Level 2	Level 3	Total
Assets:				
Cash and cash equivalents	\$ 944,555	\$ -	\$ -	\$ 944,555
Fixed income mutual funds:				
Long duration	53,025,749	-	-	53,025,749
US Core Opportunistic	12,088,551	-	-	12,088,551
US Passive	2,983,658	-	-	2,983,658
Guaranteed investment contract	183,256	-	3,195,313	3,378,569
Equity mutual funds:				
Small/mid cap	8,232,969	-	-	8,232,969
Active long cap	11,917,531	-	-	11,917,531
Large cap	30,277,740	-	-	30,277,740
International	26,369,406	-	-	26,369,406
Total assets at fair value	\$ 146,023,415	\$ -	\$ 3,195,313	\$ 149,218,728

The Manchester Memorial Hospital
Notes to the Financial Statements
As of and for the Years Ended September 30, 2012 and 2011

Note 11 - Pension and Other Postretirement Benefits (continued)

The following table presents the investments of the defined benefit plan carried at fair value as of September 30, 2011, by the valuation hierarchy.

<u>2011</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Assets:				
Cash and cash equivalents	\$ 588,004	\$ -	\$ -	\$ 588,004
Fixed income mutual funds:				
Long duration	56,839,238	-	-	56,839,238
US Core Opportunistic	9,716,075	-	-	9,716,075
US Passive	1,738,106	-	-	1,738,106
Guaranteed investment contract	170,915	-	3,374,535	3,545,450
Equity mutual funds:				
Small/mid cap	5,699,196	-	-	5,699,196
Large cap	26,548,136	-	-	26,548,136
International	20,619,775	-	-	20,619,775
 Total assets at fair value	 <u>\$ 121,919,445</u>	 <u>\$ -</u>	 <u>\$ 3,374,535</u>	 <u>\$ 125,293,980</u>

The changes within the level 3 investments as of September 30, 2012 and 2011 is as follows:

<u>2012</u>	<u>Guaranteed Investment Contract</u>	
Balance as of October 1, 2011	\$ 3,374,535	
Investment income	194,239	
Expenditures	(373,461)	
 Balance as of September 30, 2012	 <u>\$ 3,195,313</u>	

<u>2011</u>	<u>Real Estate Securities</u>	<u>Guaranteed Investment Contract</u>	<u>Total</u>
Balance as of October 1, 2010	\$ 2,333,339	\$ 3,571,198	\$ 5,904,537
Investment return:			
Investment income	-	237,985	237,985
Net change in market value	498,504	-	498,504
Proceeds from sale of investment	(2,831,843)	-	(2,831,843)
Expenditures	-	(434,648)	(434,648)
 Balance as of September 30, 2011	 <u>\$ -</u>	 <u>\$ 3,374,535</u>	 <u>\$ 3,374,535</u>

The Manchester Memorial Hospital
Notes to the Financial Statements
As of and for the Years Ended September 30, 2012 and 2011

Note 11 - Pension and Other Postretirement Benefits (continued)

During fiscal year 2013, ECHN anticipates contributing \$3,500,000 to the defined benefit plan.

The future benefit payments, which reflect estimated future service and expected to be paid from the plans for the year ended September 30, 2012, are as follows:

	<u>Pension Benefits</u>	<u>Other Postretirement Benefits</u>
2013	\$ 7,839,728	\$ 397,164
2014	\$ 8,177,609	\$ 409,051
2015	\$ 8,613,029	\$ 401,768
2016	\$ 9,079,307	\$ 405,187
2017	\$ 9,773,496	\$ 418,484
2018-2022	\$ 58,816,410	\$ 2,087,013

The Hospital also has a defined contribution employee savings plan covering substantially all employees. Eligible employees who contribute to the plan will have 20% - 50%, depending upon years of service, of contributions matched by the Hospital, up to a maximum of 6% of annual compensation. The Hospital incurred expenses related to the employee savings plan amounting to \$634,787 and \$928,889 for the years ended September 30, 2012 and 2011, respectively.

Note 12 - Long-Term Debt and Line of Credit

Long-term debt and capital lease obligations as of September 30, 2012 and 2011, consist of the following:

	<u>2012</u>	<u>2011</u>
The Hospital's portion of Connecticut Health and Educational Facilities Authority (CHEFA) Hospital Revenue Bonds, ECHN Issue Series 2000A bearing interest at rates ranging from 5.625% to 6.375%, net of unamortized original issue discount of \$28,582 and \$32,806 in 2012 and 2011, respectively.	\$ 4,871,418	\$ 5,217,194
The Hospital's portion of CHEFA Hospital Revenue Bonds, ECHN Issue Series 2005C, bearing interest at rates ranging from 4.00% to 5.125%, net of amortized original issue premium of \$286,137 and \$302,034 in 2012 and 2011, respectively.	26,570,087	27,159,634
The Hospital's portion of CHEFA Hospital Revenue Bonds, ECHN Series D Bonds, bearing interest at a variable rate, adjusted weekly.	9,952,877	10,145,791
The Hospital's portion of the CHEFA Demand Revenue Bonds, ECHN Series E bearing interest at a variable rate, adjusted weekly.	1,807,000	1,962,500

The Manchester Memorial Hospital
Notes to the Financial Statements
As of and for the Years Ended September 30, 2012 and 2011

Note 12 - Long-Term Debt and Line of Credit (continued)

	2012	2011
Loan payable to Sovereign Bank, face amount of \$5,200,000 due and payable in semi-annual principal and interest installments maturing on January 3, 2022 and bearing interest at 3.38%.	5,194,222	-
Promissory note payable to Rockville Bank, due and payable in monthly principal and interest installments, maturing on July 1, 2025, bearing interest at 5.87%.	842,967	884,113
Promissory note payable to Siemens Medical Solutions USA, face amount of \$1,547,995 due and payable in monthly principal and interest installments maturing from April 30, 2011 to September 30, 2012, bearing interest at rates ranging from 5.8% to 6.0%.	-	165,166
The Hospital's portion of the loan due to Chase Equipment Leasing Inc., face amount allocated to MMH of \$1,680,000 due and payable in monthly principal and interest installments maturing on March 20, 2013 and bearing interest at 3.24%.	180,492	532,833
Promissory note payable to New Alliance Bank due and payable in monthly principal and interest installments, maturing on June 1, 2012, bearing interest at a variable rate.	-	22,286
Capital lease obligations (see Note 14)	6,152,329	7,086,371
Total long-term debt	55,571,392	53,175,888
Less: current maturities	(3,898,759)	(3,467,143)
Long-term debt - net	\$ 51,672,633	\$ 49,708,745

Line of credit obligations as of September 30, 2012 and 2011, consist of the following:

	2012	2011
Revolving line of credit with TD Bank in 2012 and 2011, bearing interest at a variable rate.	\$ 6,500,000	\$ 6,500,000

In February 2000, the Hospital, RGH and EES (collectively, the Series A Obligated Group) entered into an agreement and open-ended mortgage with the Connecticut Health and Educational Facilities Authority (CHEFA) in connection with the issuance of CHEFA Hospital Revenue Bonds, Eastern Connecticut Health Network, Issue Series 2000A (the Series A Bonds). A portion of the proceeds from the Series 2000A Bonds, net of the original issue discount and amounts used to establish required reserve accounts, was placed in an irrevocable trust from which the remaining debt service payments for defeased CHEFA bonds will be paid. The remainder was used to finance additions and renovations for various facilities. The Series A Obligated Group has been legally released from any future debt service on the defeased bonds. The Series A Bonds are due on various dates through July 1, 2030.

The Manchester Memorial Hospital
Notes to the Financial Statements
As of and for the Years Ended September 30, 2012 and 2011

Note 12 - Long-Term Debt and Line of Credit (continued)

On October 1, 2005, the Hospital, RGH, EES and ECHF (collectively, the Series C Obligated Group) entered into an agreement and open-ended mortgage with the CHEFA to borrow \$37,065,000 in connection with the issuance of CHEFA Hospital Revenue Bonds, Eastern Connecticut Health Network Issue, Series C (the Series C Bonds). The proceeds from the Series C Bonds, net of the original issue premium and amounts used to establish required reserve accounts, were placed in an irrevocable trust to advance refund and defease a portion of the Series 2000A Bonds. MMH, RGH and EES (collectively, the Series A Obligated Group) have been legally released from any future debt service on the portion of defeased Series 2000A Bonds. The Series C Bonds are due on various dates through July 1, 2030.

In May 2009, the Hospital, RGH, EES and ECHF (collectively, the Series D Obligated Group) entered into an agreement and open-ended mortgage with CHEFA in connection with the issuance of CHEFA Hospital Revenue Bonds, Eastern Connecticut Health Network, Issue Series D (the Series D Bonds). The proceeds from the Series D Bonds, net of amounts used to establish required reserve accounts, were used to finance renovations at MMH, an expansion at EES and other campus improvements. The Series D Bonds are due on various dates through May 14, 2039.

In December 2010, the Hospital, RGH, EES and ECHF (collectively, the Series E Obligated Group) entered into an agreement and open-ended mortgage with CHEFA in connection with the issuance of CHEFA Hospital Revenue Bonds, Eastern Connecticut Health Network, Issue Series E (the Series E Bonds). The proceeds from the Series E Bonds, net of amounts used to establish required reserve accounts, were used to refinance the Series B Bonds and fund interest rate swap agreement termination payments relating to the Series B Bonds. The Series E Bonds are due on various dates through July 1, 2034.

Under the terms of the Series A, Series B, Series C, Series D and Series E Bonds, the Series A Obligated Group, Series B Obligated Group, Series C Obligated Group, Series D Obligated Group and Series E Obligated Group (the "Obligated Groups") are required to maintain certain deposits with a trustee. Such deposits are included in assets whose use is limited. The indenture also places limits on the incurrence of additional borrowings and dispositions of property and requires that the Obligated Groups satisfy certain measures of financial performance as long as the bonds are outstanding.

The Obligated Groups are required to comply with certain financial covenants (as defined in the trust agreements), including a debt service coverage ratio, day's cash on hand requirement and minimum cash to debt ratio. As of September 30, 2012 and 2011, the Obligated Groups were in compliance with the financial covenants of the debt agreements; however, ECHN had to receive a waiver from TD Bank, N.A. (under a letter of credit agreement for Series D and E bonds) for transfers to affiliated organizations outside the Obligated Group in excess of \$4.0 million for the year ended September 30, 2011. The letter of credit agreement was amended in fiscal year 2012 to eliminate this requirement.

Under the terms of the CHEFA agreements, each member of the Obligated Groups is jointly and severally liable for the full and prompt payment of the amounts owed by the Obligated Groups. Total debt of the Obligated Groups was \$81,999,098 and \$80,156,296 as of September 30, 2012 and 2011, respectively. The debt is also secured by the gross receipts of the Obligated Groups.

In June 2012, the Obligated Group entered into a loan agreement with CHEFA for \$5,200,000 in connection with purchase of equipment and renovation costs. The proceeds of the loan, net of disbursements, are included in the current portion of assets whose use is limited. Semi-annual principal and interest payments are due through January 2022.

The Manchester Memorial Hospital
Notes to the Financial Statements
As of and for the Years Ended September 30, 2012 and 2011

Note 12 - Long-Term Debt and Line of Credit (continued)

The loans due to Chase Equipment Leasing Inc. are collateralized by the related equipment, accessories, attachments, software and other property relating thereto.

The Hospital is party to various capital leases, which are described in Note 14.

The annual maturities of the Hospital's portion of the long-term debt and capital lease obligations in each of the succeeding five years and thereafter as of September 30, 2012 are as follows

2013	\$	3,898,759
2014		3,337,485
2015		3,193,235
2016		3,093,443
2017		2,162,508
Thereafter		<u>39,628,407</u>
		55,313,837
Plus premium - net		<u>257,555</u>
Total		<u><u>\$ 55,571,392</u></u>

On November 11, 2010, ECHN entered into a \$6,500,000 unsecured line of credit with TD Bank, N.A., to replace the line of credit agreement with Sovereign Bank. This line of credit carries an interest rate of LIBOR plus 2.25% and expires one year after issuance date. ECHN renewed this line of credit in 2012 and is in the process of renewing it for 2013. As of September 30, 2012 and 2011, MMH had \$6,500,000 outstanding under this line of credit.

Note 13 - Derivatives

The Hospital uses derivative instruments, specifically interest rate swap agreements, to manage its exposure to changes in the interest rate on its CHEFA bonds. The use of derivative instruments exposes the Hospital to additional risks related to the derivative instrument, including market risk, credit risk and termination risk as described below and the Hospital has defined risk management practices to mitigate these risks, as appropriate.

Market risk represents the potential adverse effect on the fair value and cash flow of a derivative instrument due to changes in interest rates or rate spreads. Market risk is managed through ongoing monitoring of interest rate exposure based on set parameters regarding the type and degree of market risk that the Hospital will accept. Credit risk is the risk that the counterparty on a derivative instrument may be unable to perform its obligation during the term of the contract. When the fair value of a derivative contract is positive, the counterparty owes the Hospital, which creates credit risk.

Credit risk is managed by setting stringent requirements for qualified counterparties at the date of execution of a derivative transaction and requiring counterparties to post collateral in the event of a credit rating downgrade or if the fair value of the derivative contract exceeds a negotiated threshold.

The Manchester Memorial Hospital
Notes to the Financial Statements
As of and for the Years Ended September 30, 2012 and 2011

Note 13 - Derivatives (continued)

Termination risk represents the risk that the Hospital may be required to make a significant payment to the counterparty, if the derivative contract is terminated early. Termination risk is assessed at onset by performing a statistical analysis of the potential for a significant termination payment under various scenarios designed to encompass expected interest rate changes over the life of the proposed contract. The test measures the ability to make a termination payment without a significant impairment to the Hospital's ability to meet its debts or liquidity covenants.

In connection with the redemption of Series B Bonds and the issuance of Series E Bonds, the related swap was terminated and paid off in May 2011. Total cash paid by the Hospital and RGH was \$822,875 and MMH recorded a loss of \$82,288 in non-operating losses and an increase in unrestricted net assets of \$167,734 in the statements of operations and changes in net assets for the year ended September 30, 2011 relating to the swap termination.

In May 2009, ECHN entered into an interest rate swap agreement to manage the interest cost and risk associated with \$15,250,000 of its Series D variable rate debt. Under the terms of this agreement, ECHN pays a fixed rate of 3.89%. Changes in the fair value of this swap are recorded in the statement of operations and changes in net assets.

The Hospital's portion of the swap agreement in force related to this strategy as of September 30, 2012 and 2011 and the approximate liability and interest expense recognized by the Hospital are as follows:

	<u>2012</u>	<u>2011</u>
Notional amount of contract	\$ 9,953,000	\$ 10,146,000
Fair value of swap contract recognized in MMH other liabilities	\$ 290,000	\$ 408,000
Net interest (income) expense recognized in MMH non-operating losses	\$ (118,000)	\$ (66,000)

In June 2012, ECHN entered into an interest rate swap agreement to manage the interest cost and risk associated with \$5,200,000 of its debt with Sovereign Bank. Under the terms, ECHN pays a fixed rate of 3.38%. The swap is accounted for as a cash flow hedge in accordance with ASC 815, "Accounting for Derivative Instruments and Hedging Activities". This accounting treatment requires the effective portion of the gain or loss on a derivative instrument designated and qualifying as a cash flow hedging instrument to be reported as a component of other changes in unrestricted net assets and to be reclassified into operations in the same period or periods during which the hedged forecasted transaction affects earnings. The remaining gain or loss on the derivative instrument, if any, shall be recognized currently in non-operating losses. The Hospital's portion of the swap agreement schedule in related to this strategy as of September 30, 2012 is as follows:

	<u>2012</u>
Notional amount of contract	\$ 5,194,222
Fair value of swap contract recognized in MMH other liabilities	\$ 123,000
Unrealized loss recognized as a reduction of unrestricted net assets	\$ 123,000

The counterparty to the above swap transactions is a major financial institution that meets ECHN's criteria for financial stability and creditworthiness.

The Manchester Memorial Hospital
Notes to the Financial Statements
As of and for the Years Ended September 30, 2012 and 2011

Note 14 - Lease Commitments

The Hospital leases equipment under various capital lease agreements, which begin to expire in 2014. The net carrying value of equipment under the capital leases was \$7,652,382 and \$8,184,417 as of September 30, 2012 and 2011, respectively. The Hospital leases various office spaces and certain equipment under operating leases that expire in various years through fiscal year 2019. Certain leases may be renewed at the end of their term.

Future minimum payments under capital leases and non-cancelable operating leases as of September 30, 2012, consists of the following:

	<u>Capital Leases</u>	<u>Operating Leases</u>
2013	\$ 2,183,971	\$ 1,770,362
2014	1,662,895	1,490,964
2015	1,408,084	1,393,346
2016	1,178,029	1,176,988
2017	145,512	924,763
Thereafter	-	4,825,147
	<u>6,578,491</u>	<u>\$ 11,581,570</u>
Less: interest on capital lease	<u>426,162</u>	
Principal amount of capital lease	<u>\$ 6,152,329</u>	

Rent expense under operating and month-to-month leases was \$2,445,487 and \$2,288,147 for the years ended September 30, 2012 and 2011, respectively.

Note 15 - Concentration of Credit Risk

The Hospital grants credit without collateral to its patients, most of who are insured under third-party payer agreements. The mix of patient accounts receivable as of September 30, 2012 and 2011, before allowances for doubtful accounts, consists of the following:

	<u>2012</u>	<u>2011</u>
Medicare	34%	34%
Self-pay	27%	19%
Managed care	22%	27%
Medicaid	10%	13%
Commercial insurance	4%	4%
Other	3%	3%
	<u>100%</u>	<u>100%</u>

The Manchester Memorial Hospital
Notes to the Financial Statements
As of and for the Years Ended September 30, 2012 and 2011

Note 16 - Net Patient Service Revenue

Net patient service revenue for the years ended September 30, 2012 and 2011, consists of the following:

	<u>2012</u>	<u>2011</u>
Patient service revenue:		
Inpatient services	\$ 185,302,228	\$ 150,353,329
Outpatient services	<u>306,599,578</u>	<u>270,967,534</u>
Gross patient service revenue	491,901,806	421,320,863
Deductions - allowances	<u>(316,684,240)</u>	<u>(254,718,602)</u>
Net patient service revenue	<u>\$ 175,217,566</u>	<u>\$ 166,602,261</u>

Note 17 - Community Benefit

ECHN's mission is to improve the health of the people and communities ECHN serves.

ECHN provides quality health care to all, regardless of their ability to pay. Charity care is provided to those who are eligible based on ECHN's policy. ECHN also incurs unpaid costs for government programs because reimbursement is not sufficient to cover costs associated with Medicare and Medicaid patients. In addition to the charity care responsibilities, ECHN provides numerous other community benefits. These community benefits include medical education and research, community health education, screenings, support groups, counseling services and in-kind support. To address the need for health care providers, a number of programs are offered for young people who may be interested in a career in health care.

ECHN utilizes guidelines developed by various organizations to quantify community benefit activities. ECHN defines community benefit activities as those that improve access to care, as well as the health of the broader community. In addition to charity care and the unpaid costs of government sponsored health care (Medicare and/or Medicaid shortfalls), community benefit activities will normally fall into one of the following categories: nonbilled community health services / community health improvement services, health professions education, subsidized health services, research, financial and in-kind contributions, community building activities and community benefit operations.

The Hospital provides care to patients who meet certain criteria under its charity care policy without charge or at amounts less than its established rates. Because the Hospital does not pursue collection of amounts determined to qualify as charity care, they are not reported as revenue. The amount of traditional charity care provided, determined on the basis of cost, was estimated at \$1,602,648 and \$1,768,879 for the years ended September 30, 2012 and 2011, respectively. Previously, the Hospital reported its estimates of services provided under its charity care programs based on gross charges. In connection with the Hospital's adoption of ASU 2010-23, "*Health Care Entities (Topic 954): Measuring Charity Care for Disclosure*," amounts previously reported for care provided under its charity care programs have been restated to reflect the Hospital's estimates of its direct and indirect cost of providing these services. This change had no impact on the Hospital's results of operations.

The Manchester Memorial Hospital
Notes to the Financial Statements
As of and for the Years Ended September 30, 2012 and 2011

Note 18 - Functional Expenses

The Hospital provides general health care services to residents within its geographic location. Expenses relating to providing these services for the years ended September 30, 2012 and 2011, are as follows:

	<u>2012</u>	<u>2011</u>
Health care services	\$ 145,780,478	\$ 136,988,934
General and administrative	<u>38,665,523</u>	<u>36,333,732</u>
Total	<u>\$ 184,446,001</u>	<u>\$ 173,322,666</u>

Note 19 - Temporarily and Permanently Restricted Net Assets

Temporarily restricted net assets as of September 30, 2012 and 2011, are available for the following purposes:

	<u>2012</u>	<u>2011</u>
Departmental and endowment purposes	\$ 1,510,966	\$ 615,243
Capital campaign and pledges	<u>394,103</u>	<u>373,459</u>
Total	<u>\$ 1,905,069</u>	<u>\$ 988,702</u>

Permanently restricted net assets as of September 30, 2012 and 2011, consist of the following:

	<u>2012</u>	<u>2011</u>
Beneficial interest in trust assets	\$ 5,296,479	\$ 4,800,923
Endowments restricted for:		
Other departmental purposes	2,400,189	2,400,190
Charity care	320,818	320,817
Special needs	151,579	151,579
Cancer research	<u>6,124</u>	<u>6,124</u>
Total	<u>\$ 8,175,189</u>	<u>\$ 7,679,633</u>

The composition of the Hospital's endowment by net asset class as of September 30, 2012 and 2011, are as follows:

<u>2012</u>	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>Permanently Restricted</u>	<u>Total</u>
Donor-restricted endowment funds	\$ -	\$ 718,895	\$ 1,593,687	\$ 2,312,582
Board-designated endowment funds	<u>7,434,591</u>	<u>-</u>	<u>-</u>	<u>7,434,591</u>
Net assets, September 30, 2012	<u>\$ 7,434,591</u>	<u>\$ 718,895</u>	<u>\$ 1,593,687</u>	<u>\$ 9,747,173</u>

The Manchester Memorial Hospital
Notes to the Financial Statements
As of and for the Years Ended September 30, 2012 and 2011

Note 19 - Temporarily and Permanently Restricted Net Assets (continued)

<u>2011</u>	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>Permanently Restricted</u>	<u>Total</u>
Donor-restricted endowment funds	\$ -	\$ 83,342	\$ 1,593,687	\$ 1,677,029
Board-designated endowment funds	<u>6,346,662</u>	<u>-</u>	<u>-</u>	<u>6,346,662</u>
Net assets, September 30, 2011	<u>\$ 6,346,662</u>	<u>\$ 83,342</u>	<u>\$ 1,593,687</u>	<u>\$ 8,023,691</u>

The Hospital's endowments consist of multiple funds established for a variety of purposes. The endowments include both donor-restricted endowment funds and funds designated by the Board of Directors to function as endowments. As required by GAAP, endowments, including funds designated by the Board of Directors to function as endowments, are classified and reported based on the existence or absence of donor restrictions.

The Hospital has interpreted the relevant laws 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. The remaining portion of the donor-restricted endowment fund that is not classified in permanently restricted net assets is classified as temporarily restricted net assets until those amounts are appropriated for expenditure.

The Hospital considers the following factors in making a determination to appropriate or accumulate donor-restricted endowment funds: (1) the duration and preservation of the fund; (2) the purposes of the Hospital and the donor-restricted endowment fund; (3) general economic conditions; (4) the possible effect of inflation and deflation; (5) the expected total return from income and the appreciation of investments; (6) other resources of the Hospital and (7) the investment policies of the Hospital.

The Hospital has adopted investment and spending policies for endowment assets that attempt to provide a reasonably stable and predictable stream of earnings to support the operations of the endowments and to preserve and enhance over time the real value of the endowment assets. Under this policy, as approved by the Board of Directors, the endowment assets are invested in a manner that is intended to produce a real return, net of inflation and investment and management costs, over the long-term. Actual returns in any given year may vary from this amount.

The Investment Committee of the Board is responsible for defining and reviewing the investment policy to determine an appropriate long-term asset allocation policy. The asset allocation policy reflects the objective with allocations structured for capital growth and inflation protection over the long-term.

To satisfy its long-term rate-of-return objectives, the Hospital relies on a total return strategy in which investment returns are achieved through both capital appreciation (realized and unrealized) and current yield (interest and dividends). The Hospital targets a diversified asset allocation that places a greater emphasis on equity-based investments to achieve its long-term return objectives within prudent risk constraints.

The Hospital has not appropriated funds for expenditure from its endowment funds for the years ended September 30, 2012 and 2011.

The Manchester Memorial Hospital
Notes to the Financial Statements
As of and for the Years Ended September 30, 2012 and 2011

Note 19 - Temporarily and Permanently Restricted Net Assets (continued)

Changes in endowment net assets for the fiscal years ended September 30, 2012 and 2011, are as follows:

<u>2012</u>	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>Permanently Restricted</u>	<u>Total</u>
Net assets, September 30, 2011	\$ 6,346,662	\$ 83,342	\$ 1,593,687	\$ 8,023,691
Interest income and dividends	132,221	18,520	-	150,741
Unrealized appreciation on investments	1,379,513	193,228	-	1,572,741
Transfer (from) to endowment	<u>(423,805)</u>	<u>423,805</u>	<u>-</u>	<u>-</u>
Net assets, September 30, 2012	<u>\$ 7,434,591</u>	<u>\$ 718,895</u>	<u>\$ 1,593,687</u>	<u>\$ 9,747,173</u>
<u>2011</u>	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>Permanently Restricted</u>	<u>Total</u>
Net assets, September 30, 2010	\$ 6,413,846	\$ 92,750	\$ 1,593,687	\$ 8,100,283
Interest income and dividends	123,789	17,339	-	141,128
Unrealized depreciation on investments	<u>(190,973)</u>	<u>(26,747)</u>	<u>-</u>	<u>(217,720)</u>
Net assets, September 30, 2011	<u>\$ 6,346,662</u>	<u>\$ 83,342</u>	<u>\$ 1,593,687</u>	<u>\$ 8,023,691</u>

From time to time, the fair value of assets associated with individual donor restricted endowment funds may fall below the level that the donor or relevant law requires the Hospital to retain as a fund of perpetual duration. In accordance with GAAP, deficiencies of this nature are reported in unrestricted net assets. As of September 30, 2012 and 2011, there were no funds that were below the level required by donor or law.

Note 20 - Commitments and Contingencies

The Hospital is involved in various legal actions arising from the normal course of its activities. Although the ultimate outcome is not determinable at this time, management, after taking into consideration the advice of legal counsel, believes that the resolution of these pending matters will not have a material adverse effect, individually or in the aggregate, upon the balance sheets or the related statements of operations and changes in net assets, or cash flows of the Hospital.

The Hospital and the Hospital's defined benefit pension plans invest in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term.