

**Lawrence + Memorial Hospital**  
**Consolidated Financial Statements and**  
**Supplemental Information**  
**September 30, 2013 and 2012**

**Lawrence + Memorial Hospital**  
**Index**  
**September 30, 2013 and 2012**

---

	<b>Page(s)</b>
<b>Report of Independent Auditors</b> .....	1-2
<b>Consolidated Financial Statements</b>	
Consolidated Balance Sheets .....	3
Consolidated Statements of Operations .....	4
Consolidated Statements of Changes in Net Assets .....	5
Consolidated Statements of Cash Flows .....	6
Notes to Consolidated Financial Statements .....	7-25
<b>Consolidating Supplemental Information</b>	
Consolidating Balance Sheets .....	26-29
Consolidating Statements of Operations .....	30-31



## Report of Independent Auditors

To the Board of Trustees of  
Lawrence + Memorial Hospital

We have audited the accompanying consolidated financial statements of Lawrence + Memorial Hospital (a subsidiary of Lawrence + Memorial Corporation, the "Hospital"), which comprise the consolidated balance sheets as of September 30, 2013 and 2012, and the related consolidated statements of operations, changes in net assets and cash flows for the years then ended.

### ***Management's Responsibility for the Consolidated Financial Statements***

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

### ***Auditor's Responsibility***

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

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

### ***Opinion***

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Lawrence + Memorial Hospital (a subsidiary of Lawrence + Memorial Corporation, the "Hospital") and its subsidiary at September 30, 2013 and September 30, 2012, and the results of their operations and their cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Our audits were conducted for the purpose of forming an opinion on the consolidated financial statements taken as a whole. The consolidating information, on pages 26 through 31, is presented for purposes of additional analysis of the consolidated financial statements rather than to present the financial position and results of operations of the individual organizations. Accordingly, we do not express an opinion on the financial position, results of operations, and changes in net assets, of the individual organizations. However, the consolidating information has been subjected to the auditing procedures applied in the audits of the consolidated financial statements and, in our opinion, based on our audits is fairly stated in all material respects in relation to the consolidated financial statements taken as a whole.

PricewaterhouseCoopers LLP

January 10, 2014

**Lawrence + Memorial Hospital**  
**Consolidated Balance Sheets**  
**September 30, 2013 and 2012**

	2013	2012
<b>Assets</b>		
Current assets		
Cash and cash equivalents	\$ 418,968	\$ 13,709,499
Investments	130,950,162	138,433,638
Patient accounts receivable, net of allowance for doubtful accounts of \$5,068,102 and \$6,514,265, respectively	33,903,908	28,946,593
Other receivables	17,671,453	17,488,730
Inventories	5,845,470	4,469,470
Due from affiliates	1,316,775	639,799
Prepaid expenses and other current assets	2,256,097	2,004,576
Debt service fund	1,306,255	1,307,110
Total current assets	193,669,088	206,999,415
Assets limited as to use		
Cash	182,366	180,789
Construction fund	9,541,685	-
Investments held in trust	985,034	971,261
Endowment investments	17,922,954	16,251,376
Funds held in trust by others	6,773,578	6,451,420
Contributions receivable	20,366	20,366
Funds held in escrow by agreement with State of Connecticut Health and Educational Facilities Authority and trustees	2,247,255	2,247,125
Total assets limited as to use	37,673,238	26,122,337
Deferred financing costs and other assets, net	1,776,176	1,857,504
Property, plant and equipment, net	161,990,209	134,926,548
	\$ 395,108,711	\$ 369,905,804
<b>Liabilities and Net Assets</b>		
Current liabilities		
Accounts payable	\$ 24,079,687	\$ 25,447,380
Accrued vacation and sick pay	11,523,272	12,283,930
Salaries, wages, payroll taxes and amounts withheld from employees	4,495,457	3,887,888
Due to affiliates	1,867,732	2,421,244
Due to third party payors	3,826,094	5,409,556
Current portion of long-term debt	4,487,234	2,762,007
Total current liabilities	50,279,476	52,212,005
Accrued pension and other postretirement benefits	42,309,345	51,185,800
Other liabilities	17,774,823	17,998,408
Long-term debt, less current portion	86,439,477	79,507,217
Total liabilities	196,803,121	200,903,430
Net assets		
Unrestricted	170,160,088	143,045,328
Temporarily restricted	22,198,248	20,092,239
Permanently restricted	5,947,254	5,864,807
Total net assets	198,305,590	169,002,374
	\$ 395,108,711	\$ 369,905,804

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

**Lawrence + Memorial Hospital**  
**Consolidated Statements of Operations**  
**Years Ended September 30, 2013 and 2012**

	2013	2012
<b>Unrestricted revenues, gains and other support</b>		
Net revenues from services to patients	\$ 315,384,106	\$ 329,278,379
Provision for bad debt	<u>(12,127,746)</u>	<u>(12,114,319)</u>
Net revenue less provision for bad debt	303,256,360	317,164,060
Other operating revenues	19,592,810	11,277,917
Net assets released from restriction used for operations	<u>508,227</u>	<u>449,575</u>
Total unrestricted revenues, gains and other support	<u>323,357,397</u>	<u>328,891,552</u>
<b>Expenses</b>		
Salaries and wages	149,825,846	152,912,737
Employee benefits	43,535,428	42,122,837
Supplies	45,171,409	46,248,498
Purchased services	23,622,138	24,623,743
Other	33,252,775	28,877,147
Interest	2,705,025	2,315,992
Depreciation and amortization	<u>20,641,159</u>	<u>18,825,589</u>
Total expenses	<u>318,753,780</u>	<u>315,926,543</u>
Income from operations	<u>4,603,617</u>	<u>12,965,009</u>
Nonoperating gains		
Unrestricted investment income	122,109	160,370
Income from investments	<u>6,041,461</u>	<u>4,424,194</u>
Total nonoperating gains	<u>6,163,570</u>	<u>4,584,564</u>
Excess of revenues over expenses	10,767,187	17,549,573
Transfers from/(to) affiliated entity	1,136,545	(16,931,534)
Net unrealized gains on investments	9,113,432	11,303,455
Net assets released from restriction used for purchase of property, plant and equipment	167,751	136,178
Pension related changes other than periodic pension costs	<u>5,929,845</u>	<u>(10,751,244)</u>
Increase in unrestricted net assets	<u>\$ 27,114,760</u>	<u>\$ 1,306,428</u>

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

**Lawrence + Memorial Hospital**  
**Consolidated Statements of Changes in Net Assets**  
**Years Ended September 30, 2013 and 2012**

	2013	2012
<b>Unrestricted net assets</b>		
Excess of revenues over expenses	\$ 10,767,187	\$ 17,549,573
Transfer from/(to) affiliated entities	1,136,545	(16,931,534)
Net unrealized gains on investments	9,113,432	11,303,455
Net assets released from restrictions used for purchase of property, plant and equipment	167,751	136,178
Pension related changes other than periodic pension costs	<u>5,929,845</u>	<u>(10,751,244)</u>
Increase in unrestricted net assets	27,114,760	1,306,428
<b>Unrestricted net assets</b>		
Beginning of year	<u>143,045,328</u>	<u>141,738,900</u>
End of year	<u>\$ 170,160,088</u>	<u>\$ 143,045,328</u>
<b>Temporarily restricted net assets</b>		
Income from investments	\$ 643,386	\$ 357,100
Net assets released from restrictions	(675,978)	(585,753)
Contributions received	235,453	161,666
Change in value of irrevocable trust	239,710	488,575
Net realized and unrealized gains on investments	<u>1,663,438</u>	<u>1,877,872</u>
Increase in temporarily restricted net assets	2,106,009	2,299,460
<b>Temporarily restricted net assets</b>		
Beginning of year	<u>20,092,239</u>	<u>17,792,779</u>
End of year	<u>\$ 22,198,248</u>	<u>\$ 20,092,239</u>
<b>Permanently restricted net assets</b>		
Change in value of funds held in trust by others	\$ 82,447	\$ 354,949
Increase in permanently restricted net assets	82,447	354,949
<b>Permanently restricted net assets</b>		
Beginning of year	<u>5,864,807</u>	<u>5,509,858</u>
End of year	<u>\$ 5,947,254</u>	<u>\$ 5,864,807</u>
Increase in net assets	<u>\$ 29,303,216</u>	<u>\$ 3,960,837</u>

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

**Lawrence + Memorial Hospital**  
**Consolidated Statements of Cash Flows**  
**Years Ended September 30, 2013 and 2012**

	2013	2012
<b>Cash flows from operating activities</b>		
Change in net assets	\$ 29,303,216	\$ 3,960,837
Adjustments to reconcile change in net assets to net cash provided by operating activities		
Depreciation and amortization	20,641,159	18,825,589
Restricted contributions	(883,096)	(845,675)
Net unrealized and realized gains on investments	(10,508,881)	(12,785,921)
Provision for bad debts	12,127,746	12,114,319
Increase in funds held in trust by others	(322,158)	(843,487)
Increase in contributions receivable	-	(38)
Changes in other operating accounts		
Patient accounts receivable, net	(17,085,061)	(10,577,581)
Other receivables, net	(182,723)	(13,490,272)
Inventories	(1,376,000)	58,547
Due from affiliates	(676,976)	(61,638)
Prepaid expenses and other current assets	(251,521)	(264,772)
Deferred financing costs and other assets	81,328	81,329
Accounts payable	(2,389,268)	4,239,453
Accrued vacation and sick pay	(760,658)	578,119
Salaries, wages, payroll taxes and amounts withheld from employees	607,569	761,990
Due to affiliates	(553,512)	507,253
Due to third party payors	(1,583,462)	(2,428,532)
Pension, postretirement and other liabilities	(9,100,040)	11,547,267
Net cash provided by operating activities	<u>17,087,662</u>	<u>11,376,787</u>
<b>Cash flows from investing activities</b>		
Purchase of property, plant and equipment, net	(46,683,245)	(34,257,462)
Purchase of investments	(63,030,285)	(66,467,708)
Sales of investments	69,794,029	63,569,041
Decrease/(increase) in debt service fund	855	(197,218)
(Increase)/decrease in funds held in escrow	(130)	245
Net cash used in investing activities	<u>(39,918,776)</u>	<u>(37,353,102)</u>
<b>Cash flows from financing activities</b>		
Restricted contributions	883,096	845,675
Principal payments of long term debt	(2,938,881)	(2,957,189)
Proceeds of long term debt	11,596,368	-
Net cash provided by/(used in) financing activities	<u>9,540,583</u>	<u>(2,111,514)</u>
Net decrease in cash and cash equivalents	(13,290,531)	(28,087,829)
<b>Cash and cash equivalents</b>		
Beginning of year	13,709,499	41,797,328
End of year	<u>\$ 418,968</u>	<u>\$ 13,709,499</u>
<b>Supplemental disclosure of noncash activities</b>		
Construction in process included in accounts payable	<u>\$ 2,105,176</u>	<u>\$ 3,126,751</u>
Contributed securities	<u>\$ 883,096</u>	<u>\$ 845,675</u>

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

# Lawrence + Memorial Hospital

## Notes to Consolidated Financial Statements

### September 30, 2013 and 2012

---

#### 1. Significant Accounting Policies and Organization

##### **Organization**

Lawrence + Memorial Hospital (the "Hospital"), a nonprofit organization incorporated under the General Statutes of the State of Connecticut, is a wholly owned subsidiary of Lawrence + Memorial Corporation (the "Corporation"). The Board of the Corporation elects a Board of Directors who manages the property and affairs of the Hospital.

##### **Principles of Consolidation**

The consolidated financial statements include the accounts of the Hospital and its wholly owned subsidiary, Associated Specialists of Southeastern Connecticut, Inc. ("Associated Specialists"). All intercompany accounts and transactions have been eliminated in consolidation.

##### **Use of Estimates**

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying footnotes. Actual results could differ from those estimates and there is at least a reasonable possibility that recorded estimates will change by a material amount in the near term. The Hospital's significant estimates include the collectability of patient accounts receivable, useful lives of fixed assets, estimated settlements due to third party payors, valuation of certain investments, estimated reserves for self-insurance liabilities, and benefit plan assumptions.

##### **Regulatory Matters**

The Hospital is required to file annual operating information with the State of Connecticut Office of Health Care Access ("OHCA").

##### **Temporarily and Permanently Restricted Net Assets**

Temporarily restricted net assets are those whose use by the Hospital has been limited by donors to a specific time frame or purpose. Permanently restricted net assets have been restricted by donors to be maintained by the Hospital and its subsidiary in perpetuity or in funds held in trust by others whose purpose is for the funds to be maintained in perpetuity.

##### **Donor Restricted Gifts**

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

##### **Cash and Cash Equivalents**

The Hospital and its subsidiary consider all highly liquid investments with original maturities of three months or less at the date of purchase to be cash equivalents.

# Lawrence + Memorial Hospital

## Notes to Consolidated Financial Statements

### September 30, 2013 and 2012

---

#### **Investments**

Investments in equity and debt securities are recorded at fair value in the balance sheet. Fair value is generally determined based on quoted market prices where available or net asset values provided by investment managers. 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. Unrealized gains and losses on investments are included in the change in net assets.

Realized and unrealized gains and losses on donor restricted endowment funds are included in temporarily restricted net assets under State law which allows the Board to appropriate as much of the net appreciation of investments as is prudent considering the Hospital's long and short-term needs, present and anticipated financial requirements, expected total return on its investments, price level trends and general economic conditions.

Investments in limited liability companies are accounted for using the equity method in instances where the limited partner's interest is more than minor (3-5%).

#### **Fair Value Measurements**

Fair value guidance establishes a hierarchy of valuation inputs based on the extent to which the inputs are observable in the marketplace. Observable inputs reflect market data obtained from sources independent of the reporting entity and unobservable inputs reflect the entities own assumptions about how market participants would value an asset or liability based on the best information available. Valuation techniques used to measure fair value must maximize the use of observable inputs and minimize the use of unobservable inputs. The guidance describes a fair value hierarchy based on three levels of inputs, of which the first two are considered observable and the last unobservable, that may be used to measure fair value.

The following describes the hierarchy of inputs used to measure fair value and the primary valuation methodologies used by the Hospital for financial instruments measured at fair value on a recurring basis. The three levels of inputs are as follows:

- Level 1 – Quoted prices in active markets for identical assets.
- Level 2 – Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets in active markets, quoted prices in markets that are not active, or can be corroborated by observable market data for substantially the same term of the assets.
- Level 3 – Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets.

#### **Assets Held in Trust by Others**

The Hospital has been named sole or participating beneficiary in several perpetual and charitable remainder trusts. Under the terms of these trusts, the Hospital has the irrevocable right to receive the income earned on the trust assets in perpetuity from the perpetual trusts and to receive the remainder of the trust assets for the charitable remainder trusts. For perpetual trusts, the estimated present value of the future payments to the Hospital is recorded at the fair value of the assets held in the trust. The charitable remainder trusts are recorded at the present value of the estimated future distributions expected to be received over the expected term of the trust agreement. The Hospital uses appropriate credit adjusted rates.

# **Lawrence + Memorial Hospital**

## **Notes to Consolidated Financial Statements**

### **September 30, 2013 and 2012**

---

#### **Assets Limited as to Use**

Assets limited as to use include assets set aside by the Board of Directors and contribution receivables for the established purpose of providing for future improvement, expansion and replacement of plant and equipment. In addition, the Hospital's interest in externally managed trusts, unexpended bond proceeds for construction purposes, and assets held by trustees under indenture agreements relating to financing activities with the State of Connecticut Health and Education Facilities Authority ("CHEFA") are also included therein.

#### **Property, Plant and Equipment**

Property, plant and equipment are recorded at cost, or, if received as a donation, at the fair value on the date received. The Hospital provides for depreciation of property, plant and equipment using the straight-line method in amounts sufficient to amortize the cost of its assets over their useful lives. American Hospital Association lives are generally used and provide for a 2-25 year life for land improvements, 5-50 year life for buildings and 2-25 year life for equipment. Lease improvements are amortized over the life of the lease.

#### **Non-operating Gains and Losses**

Activities other than in connection with providing health care services are considered to be non-operating.

#### **Excess of Revenues Over Expenses**

The consolidated statement of operations includes 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 unrealized gains and losses on investments, permanent transfers of assets to and from affiliates for other than goods and services, contributions of long-lived assets (including assets acquired using contributions which by donor restriction were to be used for the purposes of acquiring such assets), and pension-related charges other than periodic pension costs and other postretirement benefits liabilities.

#### **Fair Value of Financial Instruments**

Certain investments and other assets and liabilities are carried at amounts that approximate fair value based on current market conditions. The fair value of long-term debt is estimated based on the quoted market prices for the same or similar issues or on current rates offered to the Hospital for debt of the same remaining maturities.

#### **Medical Malpractice Self-Insurance**

The Hospital purchases claims made-based professional and general liability insurance to cover medical malpractice claims from L + M Indemnity, Ltd. The Hospital has adopted the policy of self-insuring the tail coverage portion of its malpractice insurance coverage. Management has accrued the estimate of losses anticipated to be incurred.

#### **Income Taxes**

The Hospital and its wholly owned subsidiary, Associated Specialists, are not-for-profit organizations and are exempt from federal income taxes on related income under Section 501(c) (3) of the Internal Revenue Code.

**Lawrence + Memorial Hospital**  
**Notes to Consolidated Financial Statements**  
**September 30, 2013 and 2012**

---

**Inventories**

Inventory consists of supplies, both medical and general, pharmaceuticals and food products needed to sustain daily operation of patient care. Inventories are carried at the lower of cost or market under the first-in-first-out (FIFO) 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 of are reported at the lower of carrying amount or fair value less cost to dispose.

**Accrued Vacation and Sick Pay**

Accrued vacation is recorded as a liability as time is earned. As the time is used, the time is relieved from the liability. Accrued sick time is recorded as a percent for employees who have a balance greater than or equal to 800 hours. This payout is only upon termination of employment.

**Subsequent Events**

The Hospital has performed an evaluation of subsequent events through January 10, 2014, which is the date the financial statements were issued.

The Hospital's negotiations with two of its three unions, AFT Healthcare, AFT-CT, AFT, AFL-CIO, Local 5049 (registered nurses) and AFT Healthcare, AFT-CT, AFLCIO, Local 5051 (licensed practical nurses and technicians) for a new contract resulted in a 4-day strike that commenced on November 27, 2013. The Hospital brought in temporary replacement workers, and, in order to provide ongoing patient care given the threat of additional, intermittent strikes, had a lockout of employees through December 18, 2013. The lockout was lifted and employees returned to work without a contract being reached. Contract negotiations will be resumed in February 2014. In response to the strike, the Hospital initially curtailed services in its Intensive Care Unit and for elective surgeries, both of which are being gradually returned to full service. The Hospital is monitoring the negative impact of the strike and lockout on both revenues and expenses. Negotiations with the two unions are ongoing, however, no assurance can be given regarding the outcome of such negotiations.

**2. Revenues from Services to Patients and Charity Care**

The following summarizes net revenues from services to patients:

	<b>2013</b>	<b>2012</b>
Gross charges from services to patients	\$ 718,354,285	\$ 704,064,528
Less: Charity care	<u>7,125,259</u>	<u>5,799,817</u>
Charges from services to patients, net of charity care	<u>711,229,026</u>	<u>698,264,711</u>
Deductions		
Allowances	394,797,284	371,565,459
State of Connecticut uncompensated care system (receipts)	<u>1,047,636</u>	<u>(2,579,127)</u>
Total deductions	<u>395,844,920</u>	<u>368,986,332</u>
Net revenues from services to patients	<u>\$ 315,384,106</u>	<u>\$ 329,278,379</u>

## **Lawrence + Memorial Hospital**

### **Notes to Consolidated Financial Statements**

#### **September 30, 2013 and 2012**

---

Patient accounts receivable and revenues are recorded when patient services are performed. Amounts received from most payors are different from established billing rates of the Corporation, and these differences are accounted for as allowances. The state of Connecticut has reduced Uncompensated Care Payments to all hospitals beginning July 2013 for a three year period. The impact to L + M Hospital in Fiscal Year 2013 is a reduction of \$3,000,000, with further reductions to occur in Fiscal Year 2014 and 2015. In 2013, the Corporation paid cash into the State of Connecticut Uncompensated Care Pool that exceeded the amount was received from the State. Fiscal year 2013 resulted in a decrease in net revenue whereas fiscal year 2012 was an increase to net revenue.

Net patient service revenue is reported at the estimated net realizable amounts from patients, third party payors, and others for services rendered, including estimated retroactive adjustments under reimbursement agreements with third party payors. Retroactive adjustments are accrued on an estimated basis in the period the related services are rendered and adjusted in future periods as final settlements are determined. Adjustments related to prior year settlements increased the Hospital's revenues by approximately \$1,126,576 and \$4,271,085 in 2013 and 2012, respectively.

During 2013 and 2012, approximately 33% of net patient service revenue was received under the Medicare program, and 12% and 11%, respectively, under the state Medicaid program. Laws and regulations governing the Medicare and Medicaid programs are complex and subject to interpretation. The Hospital believes that it is in compliance with all applicable laws and regulations and is not aware of any pending or threatened investigations involving allegations of potential wrongdoing. While no regulatory inquiries have been made, compliance with such laws and regulations can be subject to future government review and interpretation. Non compliance could result in significant regulatory action including fines, penalties, and exclusion from the Medicare and Medicaid programs. Changes in the Medicare and Medicaid programs and reductions of funding levels could have an adverse impact on the Hospital.

The Hospital accepts all patients regardless of their ability to pay. A patient is classified as a charity patient by reference to the established policies of the Hospital. Essentially, these policies define charity services as those services for which no payment is anticipated. In assessing a patient's inability to pay, the Hospital utilizes the generally recognized federal poverty income guidelines, but also includes certain cases where incurred charges are significant when compared to income. These charges are not included in net patient service revenues for financial reporting purposes.

**Lawrence + Memorial Hospital**  
**Notes to Consolidated Financial Statements**  
**September 30, 2013 and 2012**

---

**3. Investments**

Investments at September 30 consist of:

	<b>2013</b>	<b>2012</b>
<b>Endowment investments</b>		
Cash and cash equivalents	\$ 201,482	\$ 311,567
Bonds	2,393,150	3,160,573
Mutual funds	9,977,123	8,137,871
Hedge funds	4,734,703	4,181,923
Private equities	90,111	39,230
Marketable equities	526,385	420,212
Total pooled endowment funds	<u>17,922,954</u>	<u>16,251,376</u>
<b>Funds held in trust by others</b>		
Investments held in trust by others	<u>6,773,578</u>	<u>6,451,420</u>
Total investments held in trust by others	<u>6,773,578</u>	<u>6,451,420</u>
<b>Other investments</b>		
Cash and cash equivalents	1,039,729	1,195,140
Bonds	19,613,262	42,457,428
Mutual Funds	-	-
Hedge funds	45,300,989	41,256,677
Private equities	1,772,427	389,562
Marketable equities	63,223,755	53,134,831
Total other investments	<u>130,950,162</u>	<u>138,433,638</u>
Total Investments at fair value	<u>\$ 155,646,694</u>	<u>\$ 161,136,434</u>

**Lawrence + Memorial Hospital**  
**Notes to Consolidated Financial Statements**  
**September 30, 2013 and 2012**

---

The Hospital's financial instrument categorization is based upon the lowest level of input that is significant to the fair value measurement within the valuation hierarchy. The following table presents the financial instruments carried at fair value using the valuation hierarchy:

	<b>2013</b>			<b>Total Fair Value</b>
	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	
<b>Endowment investments</b>				
Cash and cash equivalents	\$ 201,482	\$ -	\$ -	\$ 201,482
Bonds	1,582,076	599,579	211,495	2,393,150
Mutual funds	8,529,184	-	1,447,939	9,977,123
Hedge funds	-	-	4,734,703	4,734,703
Private equities	-	-	90,111	90,111
Marketable equities	526,385	-	-	526,385
Total pooled endowment funds	<u>10,839,127</u>	<u>599,579</u>	<u>6,484,248</u>	<u>17,922,954</u>
<b>Funds Held in trust by others</b>				
Investments held in trust by others	-	-	6,773,578	6,773,578
Total held in trust by others	<u>-</u>	<u>-</u>	<u>6,773,578</u>	<u>6,773,578</u>
<b>Other investments</b>				
Cash and cash equivalents	1,039,729	-	-	1,039,729
Bonds	13,777,897	5,835,365	-	19,613,262
Mutual funds	-	-	-	-
Hedge funds	-	-	45,300,989	45,300,989
Private equities	-	-	1,772,427	1,772,427
Marketable equities	63,223,755	-	-	63,223,755
Total other investments	<u>78,041,381</u>	<u>5,835,365</u>	<u>47,073,416</u>	<u>130,950,162</u>
	<u>\$ 88,880,508</u>	<u>\$ 6,434,944</u>	<u>\$ 60,331,242</u>	<u>\$ 155,646,694</u>

**Lawrence + Memorial Hospital**  
**Notes to Consolidated Financial Statements**  
**September 30, 2013 and 2012**

	2012			Total Fair Value
	Level 1	Level 2	Level 3	
<b>Endowment investments</b>				
Cash and cash equivalents	\$ 311,567	\$ -	\$ -	\$ 311,567
Bonds	2,818,539	-	342,034	3,160,573
Mutual funds	7,351,719	-	786,152	8,137,871
Hedge funds	-	-	4,181,923	4,181,923
Private equities	-	-	39,230	39,230
Marketable equities	420,212	-	-	420,212
Total pooled endowment funds	<u>10,902,037</u>	<u>-</u>	<u>5,349,339</u>	<u>16,251,376</u>
<b>Funds held in trust by others</b>				
Investments held in trust by others	-	-	6,451,420	6,451,420
Total held in trust by others	<u>-</u>	<u>-</u>	<u>6,451,420</u>	<u>6,451,420</u>
<b>Other investments</b>				
Cash and cash equivalents	1,195,140	-	-	1,195,140
Bonds	42,457,428	-	-	42,457,428
Mutual funds	-	-	-	-
Hedge funds	-	-	41,256,677	41,256,677
Private equities	-	-	389,562	389,562
Marketable equities	53,134,831	-	-	53,134,831
Total other investments	<u>96,787,399</u>	<u>-</u>	<u>41,646,239</u>	<u>138,433,638</u>
	<u>\$ 107,689,436</u>	<u>\$ -</u>	<u>\$ 53,446,998</u>	<u>\$ 161,136,434</u>

Fair value for Level 1 is based upon quoted prices in active markets that the Hospital has the ability to access at the measurement date. Market price data is generally obtained from exchange or dealer markets. The Hospital does not adjust the quoted price for such assets.

Fair value for Level 2 is based on quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active and model-based valuation techniques for which all significant assumptions are observable in the market or can be corroborated by observable market data for substantially the full term of the assets. Inputs are obtained from various sources including market participants, dealers and brokers.

Fair value for Level 3 is based on valuation techniques that use significant inputs that are unobservable as they trade infrequently or not at all and reflect assumptions based on the best information available in the circumstances.

# Lawrence + Memorial Hospital

## Notes to Consolidated Financial Statements

### September 30, 2013 and 2012

Investments included in Level 3 primarily consist of the Hospital's ownership in alternative investments (principally limited partnership interests in hedge funds). The value of these alternative investments represents the ownership interest in the net asset value ("NAV") of the respective partnership. The fair values of the securities held by limited partnerships that do not have readily determinable fair values are determined by the general partner and are based on appraisals, or other estimates that require varying degrees of judgment. If no public market exists for the investment securities, the fair value is determined by the general partner taking into consideration, among other things, the cost of the securities, prices of recent significant placements of securities of the same issuer, and subsequent developments concerning the companies to which the securities relate. Also included in Level 3 investments are charitable remainder trusts held by third parties which are recorded at the present value of the future distributions expected to be received over the term of the agreement.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the 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 estimate of fair value at the reporting date.

The following table is a roll forward of the amounts by investment type for financial instruments classified by the Hospital within Level 3 of the fair value hierarchy defined above:

	Beginning October 1, 2012	Investment Income	Realized Gains	Unrealized Gains	Investment Fees	Purchases	Sales	Ending September 30, 2013
<b>Investment pool</b>								
Hedge funds	\$ 46,566,786	\$ 299,208	\$ 1,025,998	\$ 4,503,429	\$ (111,018)	\$ 1,037,784	\$ (1,627,061)	\$ 51,695,126
Private equities	428,792	-	63,278	100,252	(56,899)	1,339,123	(12,008)	1,862,538
Funds held in trust	6,451,420	-	-	322,158	-	-	-	6,773,578
Total	\$ 53,446,998	\$ 299,208	\$ 1,089,276	\$ 4,925,839	\$ (167,917)	\$ 2,376,907	\$ (1,639,069)	\$ 60,331,242

  

	Beginning October 1, 2011	Investment Income	Realized Gains	Unrealized Gains	Investment Fees	Purchases	Sales	Ending September 30, 2012
<b>Investment pool</b>								
Hedge funds	\$ 43,690,711	\$ 315,117	\$ 1,734,944	\$ 1,366,073	\$ (93,084)	\$ 10,791,494	\$ (11,238,469)	\$ 46,566,786
Private equities	94,306	-	-	-	-	334,486	-	428,792
Funds held in trust	5,607,932	-	-	843,488	-	-	-	6,451,420
Total	\$ 49,392,949	\$ 315,117	\$ 1,734,944	\$ 2,209,561	\$ (93,084)	\$ 11,125,980	\$ (11,238,469)	\$ 53,446,998

There were no transfers amongst levels during 2013 or 2012.

A summary of the pooled endowment investment return is presented below:

	2013	2012
Investment income	\$ 289,540	\$ 268,586
Realized and unrealized gains	1,663,438	1,877,871
Management fees and other costs	(41,701)	(27,226)
Total return on endowment investments	\$ 1,911,277	\$ 2,119,231

# Lawrence + Memorial Hospital

## Notes to Consolidated Financial Statements

### September 30, 2013 and 2012

Following is additional information related to funds whose fair value is not readily determinable as of September 30, 2013.

	Strategy	Fair Value	# of Investments	Remaining Life	\$ Amount of Unfunded Commitments	Timing to Draw Down Commitments	Redemption Terms	Redemption Restrictions	Restrictions in Place at Year End
Equity securities	Global developed and emerging market equity	\$ 12,442,187	1	N/A	\$ -	No remaining commitments	Monthly with 10 day's notice	None	None
Absolute return	Long/short and long-biased equity and credit hedge funds	15,653,830	7	N/A		No remaining commitments	Annual with 90 day's notice	lock up provision of 12 months from the purchase date	None
Directional hedge	Long/short and long-biased equity and credit hedge funds	19,119,608	1	N/A		No remaining commitments	Quarterly with 60 day's notice	lock up provision of 25 months from the purchase date	None
Commodities	Commodity index	4,479,501	1	N/A		No remaining commitments	Monthly with 5 day's notice	None	None
Private equity	Private equity	1,847,434	2	N/A		Illiquid long term 5 years	None	None	None
		<u>\$ 53,542,560</u>							

#### 4. Endowments

The Hospital's endowment consists of donor restricted endowment funds for a variety of purposes. The net assets associated with endowment funds including funds designated by the Board of Directors to function as endowments are classified and reported based on the existence or absence of donor imposed restrictions.

The Hospital understands net asset classification guidance requires that donor restricted endowment gifts be maintained in perpetuity. Consistent with net asset classification guidance, the Hospital classified as permanently restricted net assets (a) the original value of gifts donated to the permanent endowment, (b) the original value of subsequent gifts to the permanent endowment and (c) accumulations to the permanent endowment made in accordance with the direction of the applicable donor gift instrument at the time the accumulation is added to the fund. 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 endowment funds:

- The duration and preservation of the fund.
- The purposes of the Hospital and donor-restricted endowment fund.
- General economic conditions.
- The possible effect of inflation and deflation.
- The expected total return from income and the appreciation of investments.
- Other resources of the Hospital.
- The investment policies of the Hospital.

**Lawrence + Memorial Hospital**  
**Notes to Consolidated Financial Statements**  
**September 30, 2013 and 2012**

Changes in endowment net assets for year ended September 30:

	2013			Total
	Unrestricted	Temporarily Restricted	Permanently Restricted	
<b>Endowment net assets at beginning of year</b>	\$ -	\$ 13,633,436	\$ 2,839,683	\$ 16,473,119
Investment return				
Investment income		137,152		137,152
Net realized and unrealized gains		1,663,438		1,663,438
Total investment return	-	1,800,590	-	1,800,590
Income distribution		(129,592)		(129,592)
<b>Endowment net assets at end of year</b>	<b>\$ -</b>	<b>\$ 15,304,434</b>	<b>\$ 2,839,683</b>	<b>\$ 18,144,117</b>

  

	2012			Total
	Unrestricted	Temporarily Restricted	Permanently Restricted	
<b>Endowment net assets at beginning of year</b>	\$ -	\$ 11,788,979	\$ 2,839,683	\$ 14,628,662
Investment return				
Investment income	-	91,840	-	91,840
Net realized and unrealized gains	-	1,877,872	-	1,877,872
Total investment return	-	1,969,712	-	1,969,712
Income distribution	-	(125,255)	-	(125,255)
<b>Endowment net assets at end of year</b>	<b>\$ -</b>	<b>\$ 13,633,436</b>	<b>\$ 2,839,683</b>	<b>\$ 16,473,119</b>

The portion of perpetual endowment funds retained permanently either by explicit donor stipulation or by net asset classification guidance is summarized as follows:

	2013	2012
<b>Temporarily restricted net assets</b>		
Unspent income and appreciation on permanently restricted endowments for purchase of equipment and healthcare services	\$ 15,304,434	\$ 13,633,436
Total endowment funds classified as temporarily restricted net assets	<u>\$ 15,304,434</u>	<u>\$ 13,633,436</u>
<b>Permanently restricted net assets</b>		
Corpus of permanently restricted contributions for purchase of equipment and healthcare services	\$ 2,839,683	\$ 2,839,683
Total endowment funds classified as permanently restricted net assets	<u>\$ 2,839,683</u>	<u>\$ 2,839,683</u>

**Endowment Funds With Deficits**

From time to time, the fair value of assets associated with individual donor-restricted endowment funds may fall below the value of the initial and subsequent donor gift amounts (deficit). When donor endowment deficits exist they are classified as a reduction of unrestricted net assets.

**Lawrence + Memorial Hospital**  
**Notes to Consolidated Financial Statements**  
**September 30, 2013 and 2012**

---

**Endowment Investment Return Objectives and Risk Parameters**

The Hospital has adopted endowment investment and spending policies that attempt to provide a predictable stream of funding to programs supported by the endowment while seeking to maintain the permanent nature of endowment funds. Under this policy, the return objective for the endowment assets measured over a full market cycle shall be to maximize the return against a blended index, based on the endowment's target asset allocation applied to the appropriate individual benchmarks.

**Strategies Employed for Achieving Endowment Investment Objectives**

To achieve 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 gains) and current yield (interest and dividends). The Hospital targets a diversified asset allocation to achieve its long-term objectives within prudent Hospital risk constraints.

**Endowment Spending Allocation and Relationship of Spending Policy to Investment Objectives**

Spending is guided by several factors most important is the value of the portfolio. Generally, the Board will approve a spending policy limiting annual expenditures for grants and operating expenses up to 4.5% of the value of the Funds' assets based on a 12 quarter rolling average for the endowment and operating funds.

Investment managers are given ample notice of the required withdrawal schedule. Appropriate liquidity is maintained to fund these withdrawals without impairing the investment process.

**5. Temporarily and Permanently Restricted Net Assets**

Temporarily restricted net assets are available for the following purposes at September 30:

	<b>2013</b>	<b>2012</b>
Funds held in trust by others	\$ 3,687,812	\$ 3,448,102
Contributions receivable	20,366	20,366
Free beds and plant replacement and expansion	15,304,434	13,633,436
Specific purpose reserves	<u>3,185,636</u>	<u>2,990,335</u>
	<u>\$ 22,198,248</u>	<u>\$ 20,092,239</u>

Permanently restricted net assets at September 30 are restricted to:

	<b>2013</b>	<b>2012</b>
Funds held in trust by others	\$ 3,107,571	\$ 3,025,124
Donor restricted endowment funds	<u>2,839,683</u>	<u>2,839,683</u>
	<u>\$ 5,947,254</u>	<u>\$ 5,864,807</u>

**Lawrence + Memorial Hospital**  
**Notes to Consolidated Financial Statements**  
**September 30, 2013 and 2012**

---

**6. Property, Plant and Equipment**

Property, plant and equipment consists of the following:

	<b>2013</b>	<b>2012</b>
Land and land improvements	\$ 7,343,577	\$ 6,573,393
Buildings	120,101,634	114,978,768
Equipment	<u>234,099,872</u>	<u>215,747,098</u>
	361,545,083	337,299,259
Less: Accumulated depreciation	<u>(245,331,839)</u>	<u>(224,709,996)</u>
	116,213,244	112,589,263
Construction in progress (estimated cost to complete at September 30, 2013 is \$17,612,963 unaudited)	<u>45,776,965</u>	<u>22,337,285</u>
	<u>\$ 161,990,209</u>	<u>\$ 134,926,548</u>

**7. Long-Term Debt**

	<b>2013</b>	<b>2012</b>
CHEFA Series F Revenue Bonds		
Various rate bonds, due 2014 to 2026	\$ 33,625,000	\$ 36,250,000
5.0% Term Bonds, due 2027 to 2031	8,705,000	8,705,000
5.0% Term Bonds, due 2032 to 2036	11,100,000	11,100,000
CHEFA Series E revenue bonds		
Variable rate bonds, due 2023-2034	22,990,000	22,990,000
Tax exempt Lease	11,596,368	-
Capital lease obligation	<u>250,586</u>	<u>448,826</u>
Total debt outstanding	88,266,954	79,493,826
Less: Amounts classified as current	4,487,234	2,762,007
Add: Bond premium	<u>2,659,757</u>	<u>2,775,398</u>
Total long-term portion of long-term debt	<u>\$ 86,439,477</u>	<u>\$ 79,507,217</u>

On September 15, 2011 the Connecticut Health and Education Facilities Authority (“CHEFA”) issued \$58,940,000 of Series F Bonds (the “Series F Bonds”) on behalf of the Hospital and Lawrence + Memorial Corporation (collectively referred to as the “Obligated Group” under the Series F Bond agreements). The Series F Bonds are structured with a term bond due July 1, 2036, with annual sinking fund payments due each July 1<sup>st</sup> commencing July 1, 2012. Interest on the Series F Bonds is payable semiannually on the first business day of January 1 and July 1 which began on January 1, 2012.

On June 24, 2004 CHEFA issued \$22,990,000 of Series E Bonds (the “Series E Bonds”) on behalf of the Hospital and Lawrence + Memorial Corporation (collectively referred to as the “Obligated Group” under the Series E Bond agreement). The Series E Bonds are structured with a term bond due July 1, 2034, with annual sinking fund payments due each July 1<sup>st</sup> commencing July 1, 2023.

## **Lawrence + Memorial Hospital**

### **Notes to Consolidated Financial Statements**

#### **September 30, 2013 and 2012**

---

Interest on the Series E Bonds accrues at the weekly rate and is payable on the first business day of each month commencing July 1, 2004.

Under the terms of the trust indenture for the Series E Bonds, the Obligated Group is required to meet certain financial covenants including a debt service coverage ratio and days cash on hand ratio. Members of the Obligated Group are jointly and severally obligated to provide amounts sufficient to enable the Authority to pay principal and interest on the Series E Bonds. The Bonds and bond proceeds have been allocated to the Hospital and as such, the Hospital will make future debt service payments as required under the terms of the bonds.

The bonds may be retired at an earlier date pursuant to terms of the master indenture. Payment of the bonds is collateralized by a pledge of the gross receipts, as defined and certain real property of the Hospital.

The Series E Bonds are considered variable rate demand bonds and are remarketed on a weekly basis. The Hospital maintains a letter of credit in the amount of \$22,900,000 which expires on December 31, 2014. If the bonds are unable to be remarketed, the letter of credit could be utilized to purchase the bonds. The Obligated Group would then be subject to the payment terms of the letter of credit, which are equal quarterly installments beginning in the first quarter that is at least 367 days after the initial draw down on the letter of credit. The Series E Bonds have been successfully remarketed in the past and there have been no draws on the letter of credit.

In accordance with the long-term loan agreement with CHEFA, certain trustee funds are required to be maintained. These funds provide for debt service and other related payments. The income derived from these funds is required to be reinvested in the trustee funds and is not available for current operating purposes.

The fair value of the Series E Bonds, using discounted cash flow analyses, approximates carrying value at September 30, 2013 and 2012. The fair value of the Series F Bonds using discounted cash flows was \$55,830,117.25 and \$62,036,108.50 for years ending September 30, 2013 and September 30, 2012, respectively.

The tax exempt lease (the "Easy Loan") was obtained on June 27, 2013 in the principal amount of \$12,000,000. This is a seven year equipment lease on specific capital purchases that is administered through CHEFA and Bank of America-Merrill Lynch. This loan will be amortized monthly through June 27, 2020 at a nominal annual interest rate of 1.759%.

On October 10, 2013 Series G was issued in a private placement offering with Bank of America-Merrill Lynch and CHEFA in the amount of \$30,000,000 with an interest of 3.20% until October 1, 2023 with an option to extend at a negotiated rate with a maturity date of July 1, 2038. On November 5, 2013, Series H was issued by CHEFA to refinance Series E. Series H was issued in the amount of \$21,405,000 with a variable rate and a maturity date of July 1, 2034. This bond has a letter of credit guaranteed by T.D. Bank.

**Lawrence + Memorial Hospital**  
**Notes to Consolidated Financial Statements**  
**September 30, 2013 and 2012**

---

Principal repayments on the CHEFA bonds are as follows:

<b>Years</b>	<b>Annual Principal Repayment</b>
2014	\$ 2,725,000
2015	2,835,000
2016	2,975,000
2017	3,130,000
2018 and thereafter	64,755,000
	<u>\$ 76,420,000</u>

The Hospital made cash interest payments of \$2,682,472 and \$2,118,293 in fiscal year 2013 and 2012, respectively. No interest was capitalized during 2013 or 2012.

**8. Pension and Other Postretirement Benefits**

The Hospital has a defined benefit plan covering all employees who elected to stay in the plan. The plan is frozen to new participants as of June 30, 1999. The benefits are based on years of service and the employee's compensation during the last five years of employment

The Hospital provides health care and life insurance benefits to its retired employees who meet certain eligibility requirements. The Hospital's policy is to fund the cost of postretirement benefits other than pension as incurred. This plan was frozen to include only those employees who retired prior to May 1, 1994.

**Lawrence + Memorial Hospital**  
**Notes to Consolidated Financial Statements**  
**September 30, 2013 and 2012**

The following table sets forth the Plans' funded status and amounts recognized in the consolidated balance sheet at September 30, 2013 and 2012 (measurement date of September 30):

	<b>Pension Benefits</b>		<b>Other Postretirement Benefits</b>	
	<b>2013</b>	<b>2012</b>	<b>2013</b>	<b>2012</b>
<b>Change in benefit obligation</b>				
Benefit obligation at beginning of year	\$ 147,201,452	\$ 126,663,537	\$ 1,289,208	\$ 1,167,001
Service cost	1,536,115	1,555,388	-	-
Interest cost	5,685,930	6,610,881	31,620	59,302
Employee contributions	90,611	118,336	-	-
Benefits paid	(6,590,842)	(6,214,539)	(107,793)	(124,024)
Actuarial (gain)/loss	(2,133,477)	18,467,849	(212,291)	186,929
Benefit obligation at end of year	<u>145,789,789</u>	<u>147,201,452</u>	<u>1,000,744</u>	<u>1,289,208</u>
<b>Change in plan assets</b>				
Fair value of plan assets at beginning of year	98,298,309	85,487,585	-	-
Actual return on plan assets	7,662,270	11,886,927	-	-
Employee contributions	90,611	118,336	-	-
Employer contributions	6,400,000	7,020,000	107,793	124,024
Benefits paid	(6,590,842)	(6,214,539)	(107,793)	(124,024)
Fair value of plan assets at end of year	<u>105,860,348</u>	<u>98,298,309</u>	<u>-</u>	<u>-</u>
Funded status of the plan	(39,929,441)	(48,903,143)	(1,000,744)	(1,289,208)
Unrecognized net loss/(gain) from past experience different from that assumed and effects of changes in assumptions	37,006,625	42,795,831	(456,751)	(289,506)
Unrecognized prior service cost	190,310	330,949	-	-
Accrued benefit costs recognized in the consolidated balance sheet	<u>\$ (2,732,506)</u>	<u>\$ (5,776,363)</u>	<u>\$ (1,457,495)</u>	<u>\$ (1,578,714)</u>
<b>Components of net periodic benefit costs</b>				
Service cost	\$ 1,536,115	\$ 1,555,388	\$ -	\$ -
Interest cost	5,685,930	6,610,881	31,620	59,302
Expected return on plan assets	(7,182,524)	(6,465,227)	-	-
Amortization of net loss/(gain)	3,175,983	2,154,266	(45,046)	(49,599)
Net amortization and deferral	140,639	140,639	-	-
Benefit cost	<u>\$ 3,356,143</u>	<u>\$ 3,995,947</u>	<u>\$ (13,426)</u>	<u>\$ 9,703</u>

**Lawrence + Memorial Hospital**  
**Notes to Consolidated Financial Statements**  
**September 30, 2013 and 2012**

---

The weighted average assumptions used to determine the net benefit cost at the beginning of the year are as follows:

	<b>2013</b>	<b>2012</b>
Discount rate	3.95 %	5.34 %
Average rate of compensation increases	2.50 %	3.50 %
Expected return on assets	7.50 %	7.50 %

The weighted average assumptions used to determine the benefit obligation at the end of the year are as follows:

	<b>2013</b>	<b>2012</b>
Discount rate	4.51 %	3.95 %
Average rate of compensation increases	2.50 %	2.50 %

The Plan's asset allocations as of September 30 are as follows:

<b>Asset Category</b>	<b>2013</b>	<b>2012</b>
Cash	3 %	5 %
Bonds	23	29
Hedge funds	30	29
Marketable equities	44	37
Total	<u>100 %</u>	<u>100 %</u>

The expected rate of return on assets is calculated based on past experience.

Expected benefits to be paid under the plans are as follows:

<b>Fiscal Years Beginning October 1,</b>	<b>Expected Benefits</b>
2013	\$ 6,998,164
2014	7,263,769
2015	7,511,189
2016	7,928,299
2017	8,074,614
Expected aggregate for 5 fiscal years beginning 2018	44,653,466

Annual contributions are determined by the Hospital based upon calculations prepared by the plan's actuary. Expected contributions to the plans for 2014 are approximately (unaudited):

Pension	\$ 6,400,000
Retiree health	108,195

**Lawrence + Memorial Hospital**  
**Notes to Consolidated Financial Statements**  
**September 30, 2013 and 2012**

---

The weighted-average annual assumed rate of increase in the per capita cost of covered benefits (i.e., health care cost trend rate) for participants is assumed to be 9.0% in 2013 reducing to 5.0% by the year 2021 and remaining at that level thereafter. This health care cost trend rate assumption has a significant effect on the amounts reported. To illustrate, a one percentage point increase in the assumed health care cost trend rate would increase the accumulated post-retirement benefit obligation and service cost plus interest cost by approximately \$71,000 and \$97,000, respectively, at September 30, 2013 and 2012. A one percentage point decrease in the assumed health care cost trend rate would decrease the accumulated postretirement benefit obligation and service cost plus interest cost by approximately \$65,000 and \$88,000, respectively, at September 30, 2013 and 2012.

**Plan Assets**

The defined benefit plan assets are valued utilizing the same fair value hierarchy as the Hospital's investments as described in Note 1.

The following table summarizes the fair values of investments by major type held by the pension plan at September 30, 2013:

	Level 1	Level 2	Level 3	2013
<b>Investments, at fair value</b>				
Cash	\$ 3,043,961	\$ -	\$ -	\$ 3,043,961
Bonds	24,488,654	-	-	24,488,654
Hedge funds	-	-	31,893,958	31,893,958
Marketable equities	41,880,187	4,553,588	-	46,433,775
Total investments, at fair value	<u>\$ 69,412,802</u>	<u>\$ 4,553,588</u>	<u>\$ 31,893,958</u>	<u>\$ 105,860,348</u>

The following table summarizes the fair values of investments by major type held by the staff pension plan at September 30, 2012:

	Level 1	Level 2	Level 3	2012
<b>Investments, at fair value</b>				
Cash	\$ 4,711,241	\$ -	\$ -	\$ 4,711,241
Bonds	28,278,732	-	-	28,278,732
Hedge funds	-	-	28,795,536	28,795,536
Marketable equities	32,342,939	4,169,861	-	36,512,800
Total investments, at fair value	<u>\$ 65,332,912</u>	<u>\$ 4,169,861</u>	<u>\$ 28,795,536</u>	<u>\$ 98,298,309</u>

There were no transfers between levels during 2013 or 2012.

**Lawrence + Memorial Hospital**  
**Notes to Consolidated Financial Statements**  
**September 30, 2013 and 2012**

---

The table below represents the change in fair value measurements for Level 3 investments held by the plan for the years ended September 30:

	<b>2013</b>	<b>2012</b>
<b>Beginning balances</b>	\$ 28,795,536	\$ 26,524,387
Realized gains	33,459	144,819
Fees	(65,081)	(54,861)
Unrealized gains	3,130,044	2,181,191
Purchases	-	5,475,369
Sales	-	(5,475,369)
<b>Ending balances</b>	<u>\$ 31,893,958</u>	<u>\$ 28,795,536</u>

The investment objective for the pension and post retirement plans seeks a positive long-term total return after inflation to meet the Hospital's current and future plan obligations.

Asset allocations combine tested theory and informed market judgment to balance investment risks with the need for high returns.

The Hospital's 401(k) plan covers eligible employees who elect to participate. Eligible employees may contribute a percentage of their salary. The Hospital matches 100% of the first 4% of gross pay deferred by employees for those employees who do not participate in the defined benefit plan. Contributions charged to operations were approximately \$4,047,828 and \$3,911,714 for 2013 and 2012, respectively.

**9. Functional Expenses**

The Hospital provides general health care services to residents within its geographic location including pediatric care, cardiac catheterization, and outpatient surgery. Expenses by function are as follows:

	<b>2013</b>	<b>2012</b>
Health care services	\$ 237,473,487	\$ 237,543,779
General and administrative	<u>81,280,293</u>	<u>78,382,764</u>
	<u>\$ 318,753,780</u>	<u>\$ 315,926,543</u>

**10. Contingencies**

The Hospital is a party to various lawsuits incidental to its business. Management believes that the lawsuits will not have a material adverse effect on the Hospital's financial position, results of operations, changes in net assets or cash flows.

**Lawrence + Memorial Hospital**  
**Consolidating Balance Sheet**  
**September 30, 2013**

	Lawrence & Memorial Hospital	Associated Specialists of Connecticut	Eliminating Entities	Consolidated
<b>Assets</b>				
Current assets				
Cash and cash equivalents	\$ 301,175	\$ 117,793	\$ -	\$ 418,968
Investments	130,950,162	-	-	130,950,162
Patient accounts receivable, net	33,778,305	125,603	-	33,903,908
Other receivables	17,632,561	38,892	-	17,671,453
Inventories	5,845,470	-	-	5,845,470
Due from affiliates	1,434,568	-	(117,793)	1,316,775
Prepaid expenses and other current assets	2,256,097	-	-	2,256,097
Debt service fund	1,306,255	-	-	1,306,255
Total current assets	<u>193,504,593</u>	<u>282,288</u>	<u>(117,793)</u>	<u>193,669,088</u>
Assets limited as to use				
Cash	182,366	-	-	182,366
Construction funds	9,541,685	-	-	9,541,685
Investments held in trust	985,034	-	-	985,034
Endowment investments	17,922,954	-	-	17,922,954
Funds held in trust by others	6,773,578	-	-	6,773,578
Contributions receivable	20,366	-	-	20,366
Funds held in escrow by agreement with State of Connecticut Health and Educational Facilities Authority and trustees	2,247,255	-	-	2,247,255
Total assets limited as to use	<u>37,673,238</u>	<u>-</u>	<u>-</u>	<u>37,673,238</u>
Other assets				
Deferred financing costs	1,776,176	-	-	1,776,176
Property, plant and equipment	161,990,209	-	-	161,990,209
Total assets	<u>\$ 394,944,216</u>	<u>\$ 282,288</u>	<u>\$ (117,793)</u>	<u>\$ 395,108,711</u>

**Lawrence + Memorial Hospital**  
**Consolidating Balance Sheet**  
**September 30, 2013**

	Lawrence & Memorial Hospital	Associated Specialists of Connecticut	Eliminating Entities	Consolidated
<b>Liabilities</b>				
Current liabilities				
Accounts payable	\$ 24,077,640	\$ 2,047	\$ -	\$ 24,079,687
Accrued vacation and sick pay	10,888,727	634,545	-	11,523,272
Salaries, wages, payroll taxes and amounts withheld from employees	4,108,644	386,813	-	4,495,457
Due to affiliates	1,867,732	117,793	(117,793)	1,867,732
Due to third party payors	3,826,094	-	-	3,826,094
Current portion of long-term debt	4,487,234	-	-	4,487,234
Total current liabilities	<u>49,256,071</u>	<u>1,141,198</u>	<u>(117,793)</u>	<u>50,279,476</u>
Accrued pension and other postretirement benefits	42,309,345	-	-	42,309,345
Other liabilities	17,774,823	-	-	17,774,823
Long-term debt, less current portion	86,439,477	-	-	86,439,477
Total liabilities	<u>195,779,716</u>	<u>1,141,198</u>	<u>(117,793)</u>	<u>196,803,121</u>
Net assets				
Unrestricted	171,018,998	(858,910)	-	170,160,088
Temporarily restricted	22,198,248	-	-	22,198,248
Permanently restricted	5,947,254	-	-	5,947,254
Total net assets	<u>199,164,500</u>	<u>(858,910)</u>	<u>-</u>	<u>198,305,590</u>
	<u>\$ 394,944,216</u>	<u>\$ 282,288</u>	<u>\$ (117,793)</u>	<u>\$ 395,108,711</u>

**Lawrence + Memorial Hospital**  
**Consolidating Balance Sheet**  
**September 30, 2012**

	Lawrence & Memorial Hospital	Associated Specialists of Connecticut	Eliminating Entities	Consolidated
<b>Assets</b>				
Current assets				
Cash and cash equivalents	\$ 13,568,654	\$ 140,845	\$ -	\$ 13,709,499
Investments	138,433,638	-	-	138,433,638
Patient accounts receivable, net	28,719,548	227,045	-	28,946,593
Other receivables	17,392,589	96,141	-	17,488,730
Inventories	4,469,470	-	-	4,469,470
Due from affiliates	808,442	-	(168,643)	639,799
Prepaid expenses and other current assets	2,004,576	-	-	2,004,576
Debt service fund	1,307,110	-	-	1,307,110
Total current assets	<u>206,704,027</u>	<u>464,031</u>	<u>(168,643)</u>	<u>206,999,415</u>
Assets limited as to use				
Cash	180,789	-	-	180,789
Investments held in trust	971,261	-	-	971,261
Endowment investments	16,251,376	-	-	16,251,376
Funds held in trust by others	6,451,420	-	-	6,451,420
Contributions receivable	20,366	-	-	20,366
Funds held in escrow by agreement with State of Connecticut Health and Educational Facilities Authority and trustees	2,247,125	-	-	2,247,125
Total assets limited as to use	<u>26,122,337</u>	<u>-</u>	<u>-</u>	<u>26,122,337</u>
Other assets				
Deferred financing costs	1,857,504	-	-	1,857,504
Property, plant and equipment	134,926,548	-	-	134,926,548
Total assets	<u>\$ 369,610,416</u>	<u>\$ 464,031</u>	<u>\$ (168,643)</u>	<u>\$ 369,905,804</u>

**Lawrence + Memorial Hospital**  
**Consolidating Balance Sheet**  
**September 30, 2012**

	<b>Lawrence &amp; Memorial Hospital</b>	<b>Associated Specialists of Connecticut</b>	<b>Eliminating Entities</b>	<b>Consolidated</b>
<b>Liabilities</b>				
Current liabilities				
Accounts payable	\$ 25,447,380	\$ -	\$ -	\$ 25,447,380
Accrued vacation and sick pay	11,282,391	1,001,539	-	12,283,930
Salaries, wages, payroll taxes and amounts withheld from employees	3,600,791	287,097	-	3,887,888
Due to affiliates	2,421,244	168,643	(168,643)	2,421,244
Due to third party payors	5,409,556	-	-	5,409,556
Current portion of long-term debt	2,762,007	-	-	2,762,007
Total current liabilities	<u>50,923,369</u>	<u>1,457,279</u>	<u>(168,643)</u>	<u>52,212,005</u>
Accrued pension and other postretirement benefits	51,185,800	-	-	51,185,800
Other liabilities	17,998,408	-	-	17,998,408
Long-term debt, less current portion	79,507,217	-	-	79,507,217
Total liabilities	<u>199,614,794</u>	<u>1,457,279</u>	<u>(168,643)</u>	<u>200,903,430</u>
Net assets				
Unrestricted	144,038,576	(993,248)	-	143,045,328
Temporarily restricted	20,092,239	-	-	20,092,239
Permanently restricted	5,864,807	-	-	5,864,807
Total net assets	<u>169,995,622</u>	<u>(993,248)</u>	<u>-</u>	<u>169,002,374</u>
	<u>\$ 369,610,416</u>	<u>\$ 464,031</u>	<u>\$ (168,643)</u>	<u>\$ 369,905,804</u>

**Lawrence + Memorial Hospital**  
**Consolidating Statement of Operations**  
**September 30, 2013**

	<b>Lawrence &amp; Memorial Hospital</b>	<b>Associated Specialists of Connecticut</b>	<b>Eliminating Entities</b>	<b>Consolidated</b>
Net revenues	\$ 310,967,942	\$ 4,416,164	\$ -	\$ 315,384,106
Provision for bad debt	(12,037,777)	(89,969)	-	(12,127,746)
Net revenue less provision for bad debt	298,930,165	4,326,195	-	303,256,360
Other operating revenues	22,653,789	463,654	(3,524,633)	19,592,810
Net assets released from restriction	508,227	-	-	508,227
	<u>322,092,181</u>	<u>4,789,849</u>	<u>(3,524,633)</u>	<u>323,357,397</u>
Operating expenses				
Salaries and wages	144,544,364	5,408,975	(127,493)	149,825,846
Employee benefits	43,319,912	983,325	(767,809)	43,535,428
Supplies	45,122,992	48,417	-	45,171,409
Purchased services	22,707,507	2,773,480	(1,858,849)	23,622,138
Other	32,978,276	1,044,981	(770,482)	33,252,775
Interest	2,705,025	-	-	2,705,025
Depreciation and amortization	20,641,159	-	-	20,641,159
	<u>312,019,235</u>	<u>10,259,178</u>	<u>(3,524,633)</u>	<u>318,753,780</u>
Income from operations	<u>10,072,946</u>	<u>(5,469,329)</u>	<u>-</u>	<u>4,603,617</u>
Nonoperating gains and losses				
Unrestricted income	122,109	-	-	122,109
Income/(loss) from investments	6,041,461	-	-	6,041,461
	<u>6,163,570</u>	<u>-</u>	<u>-</u>	<u>6,163,570</u>
Excess of revenues over expenses	16,236,516	(5,469,329)	-	10,767,187
Transfers from affiliate	(4,467,122)	5,603,667	-	1,136,545
Net unrealized gains on investments	9,113,432	-	-	9,113,432
Net assets released from restriction used for purchase of property, plant and equipment	167,751	-	-	167,751
Pension related changes other than periodic pension costs	5,929,845	-	-	5,929,845
Increase/(decrease) in unrestricted net assets	<u>\$ 26,980,422</u>	<u>\$ 134,338</u>	<u>\$ -</u>	<u>\$ 27,114,760</u>

**Lawrence + Memorial Hospital**  
**Consolidating Statement of Operations**  
**September 30, 2012**

	<b>Lawrence &amp; Memorial Hospital</b>	<b>Associated Specialists of Connecticut</b>	<b>Eliminating Entities</b>	<b>Consolidated</b>
Net revenues	\$ 323,643,197	\$ 5,635,182	\$ -	\$ 329,278,379
Provision for bad debt	(11,930,619)	(183,700)	-	(12,114,319)
Net revenue less provision for bad debt	<u>311,712,578</u>	<u>5,451,482</u>	<u>-</u>	<u>317,164,060</u>
Other operating revenues	15,433,709	463,708	(4,619,500)	11,277,917
Net assets released from restriction	449,575	-	-	449,575
	<u>327,595,862</u>	<u>5,915,190</u>	<u>(4,619,500)</u>	<u>328,891,552</u>
Operating expenses				
Salaries and wages	145,714,028	7,343,347	(144,638)	152,912,737
Employee benefits	41,915,487	1,443,717	(1,236,367)	42,122,837
Supplies	46,209,962	38,536	-	46,248,498
Purchased services	23,582,645	3,652,113	(2,611,015)	24,623,743
Other	27,700,394	1,804,233	(627,480)	28,877,147
Interest	2,315,992	-	-	2,315,992
Depreciation and amortization	18,825,589	-	-	18,825,589
	<u>306,264,097</u>	<u>14,281,946</u>	<u>(4,619,500)</u>	<u>315,926,543</u>
Income from operations	<u>21,331,765</u>	<u>(8,366,756)</u>	<u>-</u>	<u>12,965,009</u>
Nonoperating gains and losses				
Unrestricted income	160,370	-	-	160,370
Income from investments	4,424,194	-	-	4,424,194
	<u>4,584,564</u>	<u>-</u>	<u>-</u>	<u>4,584,564</u>
Excess of revenues over expenses	25,916,329	(8,366,756)	-	17,549,573
Transfer to affiliate	(25,044,177)	8,112,643	-	(16,931,534)
Net unrealized gains on investments	11,303,455	-	-	11,303,455
Net assets released from restriction used for purchase of property, plant and equipment	136,178	-	-	136,178
Pension related changes other than periodic pension costs	(10,751,244)	-	-	(10,751,244)
Increase/(decrease) in unrestricted net assets	<u>\$ 1,560,541</u>	<u>\$ (254,113)</u>	<u>\$ -</u>	<u>\$ 1,306,428</u>