

February 26, 2016

Mr. Richard Wysocki
Principal Cost Analyst
State of Connecticut
Department of Social Services
25 Sigourney Street
Hartford, CT 06106-5033

Dear Mr. Wysocki:

Enclosed please find one copy of the 2015 Annual Filing for Masonicare at Ashlar Village, Wallingford, CT.

If you have any questions, please contact me at (203) 679-6007.

Thank you.

Sincerely,



Hilde Sager
Executive Director of Residential Services

ASHLAR VILLAGE, INC.

Annual Financial Filing

FISCAL YEAR ENDING

SEPTEMBER 30, 2015

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Ashlar Village Retirement Community Statement of Actuarial Opinion

February 9, 2016

I, Dave Bond, am a Fellow of the Society of Actuaries, a Member of the American Academy of Actuaries, Managing Partner of the firm of CCRC Actuaries, LLC, and I meet the qualification standards to render Statements of Actuarial Opinion for continuing care retirement communities. I have been retained by Ashlar Village Retirement Community to render a Statement of Actuarial Opinion, in accordance with Section 17b-527 of the Regulations implementing the Continuing Care Statutes, regarding the following actuarial projections included in Ashlar Village Retirement Community's 2015 Annual Financial Filing:

- Exhibit I Residential Turnover Rates
- Exhibit II Average Age of Residents
- Exhibit III Health Care Utilization Rates
- Exhibit IV Occupancy Rates
- Exhibit V Number of Health Care Admissions
- Exhibit VI Days of Care
- Exhibit VII Number of Permanent Transfers

I have examined the above items as shown in Ashlar Village Retirement Community's Annual Financial Filing. These items are attached to this Statement of Actuarial Opinion. In the course of my review, I relied upon the accuracy and completeness of data and supporting documentation prepared by Ashlar Village Retirement Community personnel. In the course of my examination, nothing came to my attention that causes me to believe that the underlying data information is unreasonable or inappropriate. My examination included such review as I considered necessary of the data, methods, and underlying assumptions used by and the resulting actuarial projections reported by Ashlar Village Retirement Community with respect to the above items as shown in Ashlar Village Retirement Community's 2015 Annual Financial Filing.

In my opinion, the above items as shown in Ashlar Village Retirement Community's 2015 Annual Financial Filing:

- are based upon methods which are consistent with sound actuarial principles and practices; and
- are based upon methods and underlying assumptions that appear reasonable and appropriate in this instance.

Should you have any questions or concerns regarding this information, please do not hesitate to contact our office.

Respectfully,

Dave Bond, F.S.A., M.A.A.A.
Managing Partner



Residential Turnover Rates

The Independent Living Unit residential turnover rates for the most recently completed fiscal year, and anticipated for the next five years, are as follows:

<u>2015</u>	<u>2016</u>	<u>2017</u>	<u>2018</u>	<u>2019</u>	<u>2020</u>
5.6%	8.0%	8.5%	9.1%	9.5%	9.9%

Average Age of Residents

The projected average age for the next five years for independent living residents is as follows:

<u>2016</u>	<u>2017</u>	<u>2018</u>	<u>2019</u>	<u>2020</u>
85.9	86.3	86.6	86.8	87.0

Health Care Utilization Rates

Health care utilization rates, including admission rates and days per 100 residents by level of care for the most recently completed fiscal year, and anticipated for the next five years, are as follows:

<u>Year</u>	<u>Utilization Rate</u>		<u>Admission Rate</u>		<u>Days per 100 Residents</u>
	<u>Patients</u>	<u>%</u>	<u>Patients</u>	<u>%</u>	
	2015	13.0	2.8%	5.0	
2016	27.8	6.0%	24.6	5.6%	2,176
2017	31.8	6.8%	26.4	6.1%	2,473
2018	35.6	7.5%	27.7	6.4%	2,735
2019	38.8	8.1%	28.8	6.6%	2,954
2020	41.4	8.6%	29.6	6.8%	3,125

<u>Year</u>	<u>Utilization Rate</u>		<u>Admission Rate</u>		<u>Days per 100 Residents</u>
	<u>Patients</u>	<u>%</u>	<u>Patients</u>	<u>%</u>	
	2015	6.0	1.3%	2.0	
2016	8.8	1.9%	9.1	2.1%	689
2017	13.4	2.9%	9.4	2.2%	1,045
2018	16.5	3.5%	9.7	2.2%	1,269
2019	18.6	3.9%	10.0	2.3%	1,414
2020	20.0	4.1%	10.3	2.4%	1,509

Occupancy Rates

Occupancy rates for independent living units for the most recently completed fiscal year, and anticipated for the next five years, are as follows:

<u>2015</u>	<u>2016</u>	<u>2017</u>	<u>2018</u>	<u>2019</u>	<u>2020</u>
94%	93%	93%	93%	93%	93%



Number of Health Care Admissions

The number of health care admissions, by level of care, for the most recently completed fiscal year, and anticipated for the next five years, are as follows:

<u>Year</u>	<u>Skilled Nursing</u>	<u>Personal Care</u>
2015	5.0	2.0
2016	24.6	9.1
2017	26.4	9.4
2018	27.7	9.7
2019	28.8	10.0
2020	29.6	10.3

Days of Care

The number of days of care, by level of care, for the most recently completed fiscal year, and anticipated for the next five years, are as follows:

<u>Year</u>	<u>Skilled Nursing</u>	<u>Personal Care</u>
2015	4,745	2,190
2016	10,132	3,208
2017	11,592	4,898
2018	12,986	6,025
2019	14,169	6,783
2020	15,108	7,296

Number of Permanent Transfers

The number of permanent transfers to the skilled nursing or personal care facility for the most recently completed fiscal year are:

<u>Facility transferred to:</u>	<u>Transferring from:</u>		<u>Total</u>
	<u>Independent Living</u>	<u>Personal Care</u>	
Skilled Nursing	5	0	5
Personal Care	2	N/A	2

ATTACHMENT I

ENTRY FEES AND MONTHLY FEE SCHEDULES

Independent Living RESIDENCES (year built)	Ent. Fee* 1 Person	Ent. Fee* 2 People	Mo. Fee 1 Person	Mo. Fee 2 People	Square Footage
<i>Monthly fee includes all utilities - except electric. Telephone, Senior TV, and internet not included.</i>					
(Average monthly electric cost is \$90-\$120 depending on size and usage.)					
Bridgehouse/Knoll Apts. (1985)					
One bedroom/one bath	\$113,500	\$133,500	\$2,287	\$2,755	665
Two bedroom/one bath	\$163,500	\$183,500	\$2,615	\$3,084	930
Meadow Wood Apts. (1991)					
One bedroom/one bath	\$124,000	\$144,000	\$2,454	\$2,926	739
Two bedroom/1.5 bath	\$195,000	\$215,000	\$2,952	\$3,425	967
Cottages (1985/1991)					
<u>One bedroom/one bath</u>					
Birch	\$140,000	\$160,000	\$1,767	\$2,001	924
<u>Two bedroom/one bath</u>					
Pine	\$191,000	\$211,000	\$2,176	\$2,409	1,073
<u>Two bedroom (1.5 bath)</u>					
Contemporary	\$224,000	\$244,000	\$2,707	\$2,943	1,228
Traditional III	\$225,000	\$245,000	\$2,707	\$2,943	1,251
<u>Two bedroom (two full baths)</u>					
Oak II	\$230,000	\$250,000	\$2,732	\$2,963	1,198
Willow	\$233,000	\$253,000	\$2,761	\$2,997	1,243
<i>Monthly fee includes all utilities and Senior TV. Telephone and internet not included.</i>					
Notch Hill Apts. (2008)					
<u>Two bedroom</u>					
Model - 2Ba	\$250,000	\$270,000	\$3,439	\$3,929	1,130
Model - 2Bb	\$255,000	\$275,000	\$3,439	\$3,929	1,148
Model - 2Bc	\$265,000	\$285,000	\$3,439	\$3,929	1,193
<u>Two bedroom with Den</u>					
Model - 2BDa	\$310,000	\$330,000	\$3,580	\$4,072	1,486
Model - 2BDb	\$315,000	\$335,000	\$3,580	\$4,072	1,496
Model - 2BDc	\$315,000	\$335,000	\$3,580	\$4,072	1,504
<u>Three bedroom</u>					
Model - 3B	\$325,000	\$345,000	\$3,719	\$4,211	1,542
Villas (2005/2006)					
<u>Two bedroom</u>					
Apple	\$335,000	\$355,000	\$3,262	\$3,543	1,656
Apple with walkout basement	\$350,000	\$370,000	\$3,262	\$3,543	1,656
Peach	\$345,000	\$365,000	\$3,333	\$3,615	1,712
Peach with walkout basement	\$360,000	\$380,000	\$3,333	\$3,615	1,712
<u>Two bedroom with den</u>					
Pear	\$375,000	\$395,000	\$3,580	\$3,859	1,817
Pear with walkout basement	\$390,000	\$410,000	\$3,580	\$3,859	1,817
Cherry	\$385,000	\$405,000	\$3,649	\$3,929	1,872
Cherry with walkout basement	\$400,000	\$420,000	\$3,649	\$3,929	1,872
*Finished basement-prices vary on model selected			<i>Prices are subject to change.</i>		

ASHLAR VILLAGE
FISCAL YEAR 2016 MONTHLY FEE
(EFFECTIVE OCTOBER 1, 2015)

	<u>1 PERSON</u>	<u>2 PERSON</u>
<u>PHASE I</u> (PIONEERS-MOVE IN PRIOR TO 10/1/88)		
<u>APARTMENTS</u>		
1 Bedroom	\$1,421.00	\$1,898.00
2 Bedroom	\$1,576.00	\$2,060.00
<u>COTTAGES</u>		
1 Bedroom	\$1,169.00	\$1,262.00
2 Bedroom	\$1,301.00	\$1,382.00
2 Bedroom Exp.	\$1,318.00	\$1,401.00

ASHLAR VILLAGE
FISCAL YEAR 2016 MONTHLY FEE
(EFFECTIVE OCTOBER 1, 2015)

	<u>1 PERSON</u>	<u>2 PERSON</u>
<u>PHASE I</u>		
(NON- PIONEERS)		
<u>APARTMENTS</u>		
1 Bedroom	\$2,128.00	\$2,703.00
2 Bedroom	\$2,273.00	\$2,860.00
<u>COTTAGES</u>		
1 Bedroom	\$1,875.00	\$2,097.00
2 Bedroom	\$1,993.00	\$2,223.00
2 Bedroom Exp.	\$2,012.00	\$2,243.00
2 Bedroom Exp. W/2 Bathrooms	\$2,092.00	\$2,323.00

ASHLAR VILLAGE
FISCAL YEAR 2016 MONTHLY FEE
(EFFECTIVE OCTOBER 1, 2015)

	<u>1 PERSON</u>	<u>2 PERSON</u>
<u>PHASE II</u>		
(NON- PIONEERS)		
<u>APARTMENTS</u>		
1 Bedroom	\$2,454.00	\$2,952.00
Larger-1 Bedroom	\$2,818.00	\$2,718.00
2 Bedroom	\$2,952.00	\$3,449.00
Larger-2 Bedroom	\$3,316.00	\$3,811.00
3 Bedroom	\$3,811.00	\$4,302.00
<u>COTTAGES</u>		
Traditional	\$2,515.00	\$2,736.00
Traditional Exp.	\$2,774.00	\$3,011.00
Contemporary	\$2,774.00	\$3,011.00

ASHLAR VILLAGE
FISCAL YEAR 2016 MONTHLY FEE
(EFFECTIVE OCTOBER 1, 2015)

(April 1, 2001 Price Structure)

	<u>1 PERSON</u>	<u>2 PERSON</u>
<u>PHASE I</u>		
(NON- PIONEERS)		
<u>APARTMENTS</u>		
1 Bedroom	\$2,117.00	\$2,585.00
2 Bedroom	\$2,273.00	\$2,743.00
<u>COTTAGES</u>		
1 Bedroom (Maple)	\$1,611.00	\$1,846.00
1 Bedroom (Birch)	\$1,767.00	\$2,002.00
2 Bedroom (Dogwood)	\$2,017.00	\$2,298.00
2 Bedroom (Pine)	\$2,176.00	\$2,409.00
2 Bedroom (Oak)	\$2,369.00	\$2,604.00
2 Bedroom (Willow)	\$2,761.00	\$2,996.00

ASHLAR VILLAGE
FISCAL YEAR 2016 MONTHLY FEE
(EFFECTIVE OCTOBER 1, 2015)

(April 1, 2001 Price Structure)

	<u>1 PERSON</u>	<u>2 PERSON</u>
<u>PHASE II</u> (NON- PIONEERS)		
<u>APARTMENTS</u>		
1 Bedroom	\$2,454.00	\$2,923.00
2 Bedroom	\$2,952.00	\$3,423.00
<u>COTTAGES</u>		
Traditional	\$2,440.00	\$2,597.00
Contemporary	\$2,707.00	\$2,943.00

ASHLAR VILLAGE
FISCAL YEAR 2016 MONTHLY FEE
(EFFECTIVE OCTOBER 1, 2015)

(February 19, 2003 Price Structure)

	<u>1 PERSON</u>	<u>2 PERSON</u>
<u>APARTMENTS</u>		
<u>Bridgehouse</u>		
1 Bedroom	\$2,117.00	\$2,585.00
2 Bedroom	\$2,273.00	\$2,743.00
<u>Knoll</u>		
1 Bedroom	\$2,286.00	\$2,754.00
2 Bedroom	\$2,615.00	\$3,083.00
<u>Meadow Wood</u>		
1 Bedroom	\$2,456.00	\$2,923.00
2 Bedroom	\$2,952.00	\$3,434.00

ASHLAR VILLAGE
FISCAL YEAR 2016 MONTHLY FEE
(EFFECTIVE OCTOBER 1, 2015)

(February 19, 2003 Price Structure)

	<u>1 PERSON</u>	<u>2 PERSON</u>
<u>COTTAGES</u>		
<u>One Bedroom (One Bath)</u>		
Beech	\$1,611.00	\$1,846.00
Birch	\$1,767.00	\$2,002.00
<u>Two Bedroom (One Bath)</u>		
Pine	\$2,176.00	\$2,409.00
<u>Two Bedroom (One and One-Half Bath)</u>		
Oak	\$2,369.00	\$2,604.00
Traditional	\$2,440.00	\$2,675.00
Traditional II	\$2,440.00	\$2,675.00
Traditional III	\$2,707.00	\$2,943.00
Contemporary	\$2,707.00	\$2,943.00
<u>Two Bedroom (Two Full Baths)</u>		
*Oak II	\$2,732.00	\$2,962.00
Willow	\$2,760.00	\$2,996.00

*New Units effective 4/1/04

ASHLAR VILLAGE
FISCAL YEAR 2016 MONTHLY FEE
(EFFECTIVE OCTOBER 1, 2015)

(4/1/04)

	<u>1 PERSON</u>	<u>2 PERSON</u>
<u>APARTMENTS</u>		
<u>Bridgehouse</u>		
1 Bedroom	\$2,117.00	\$2,585.00
2 Bedroom	\$2,273.00	\$2,743.00
<u>Knoll</u>		
1 Bedroom	\$2,287.00	\$2,754.00
2 Bedroom	\$2,806.00	\$3,083.00
<u>Meadow Wood</u>		
1 Bedroom	\$2,454.00	\$2,923.00
2 Bedroom	\$2,952.00	\$3,423.00

ASHLAR VILLAGE
FISCAL YEAR 2016 MONTHLY FEE
(EFFECTIVE OCTOBER 1, 2015)

(4/1/04)

	<u>1 PERSON</u>	<u>2 PERSON</u>
<u>COTTAGES</u>		
<u>One Bedroom (One Bath)</u>		
Beech	\$1,564.00	\$1,792.00
Birch	\$1,716.00	\$1,944.00
<u>Two Bedroom (One Bath)</u>		
Pine	\$2,113.00	\$2,339.00
<u>Two Bedroom (One and One-Half Bath)</u>		
Oak	\$2,300.00	\$2,528.00
Traditional	\$2,369.00	\$2,597.00
Traditional II	\$2,369.00	\$2,597.00
Traditional III	\$2,628.00	\$2,857.00
Contemporary	\$2,628.00	\$2,857.00
<u>Two Bedroom (Two Full Baths)</u>		
Oak II	\$2,652.00	\$2,876.00
Willow	\$2,681.00	\$2,909.00

ASHLAR VILLAGE
FISCAL YEAR 2016 MONTHLY FEE
(EFFECTIVE OCTOBER 1, 2015)

(1/17/06 Price Structure)

	<u>1 PERSON</u>	<u>2 PERSON</u>
<u>APARTMENTS</u>		
<u>Bridgehouse/Knoll</u>		
One Bedroom/One Bath	\$2,287.00	\$2,755.00
Two Bedroom/One Bath	\$2,615.00	\$3,084.00
<u>Meadow Wood</u>		
One Bedroom/One Bath	\$2,455.00	\$2,926.00
Two Bedroom/1.5 Bath	\$2,952.00	\$3,425.00
Large Two Bedroom/1.5 Bath	\$3,337.00	\$3,811.00
Three Bedroom/1.5 Bath -1 st Floor	\$3,830.00	\$4,302.00
Three Bedroom/1.5 Bath-2 nd Floor	\$3,719.00	\$4,211.00

ASHLAR VILLAGE
 FISCAL YEAR 2016 MONTHLY FEE
 (EFFECTIVE OCTOBER 1, 2015)

(1/17/06 Price Structure)

<u>COTTAGES</u>	<u>1 PERSON</u>	<u>2 PERSON</u>
<u>One Bedroom/One Bath</u>		
Beech	\$1,636.00	\$1,846.00
Birch	\$1,767.00	\$2,001.00
<u>Two Bedroom/One Bath</u>		
Pine	\$2,176.00	\$2,409.00
Oak	\$2,186.00	\$2,418.00
<u>Two Bedroom (1.5 Bath)</u>		
Oak I	\$2,369.00	\$2,604.00
Traditional	\$2,440.00	\$2,675.00
Traditional II	\$2,440.00	\$2,675.00
Traditional III	\$2,707.00	\$2,943.00
Contemporary	\$2,707.00	\$2,943.00
<u>Two Bedroom (two full baths)</u>		
Oak II	\$2,732.00	\$2,963.00
Willow	\$2,761.00	\$2,997.00

Revised Beech – to \$1,370 x .3% Increase = \$1,411.00

ASHLAR VILLAGE
FISCAL YEAR 2016 MONTHLY FEE
(EFFECTIVE OCTOBER 1, 2015)

(1/17/06 Price Structure)

<u>VILLAS</u>	<u>1 PERSON</u>	<u>2 PERSON</u>
<u>Two Bedroom</u>		
Apple	\$3,262.00	\$3,543.00
Apple with walkout basement	\$3,262.00	\$3,543.00
Peach	\$3,262.00	\$3,543.00
Peach with walkout basement	\$3,262.00	\$3,543.00
<u>Two Bedroom with Den</u>		
Pear	\$3,580.00	\$3,859.00
Pear with walkout basement	\$3,580.00	\$3,859.00
Cherry	\$3,649.00	\$3,929.00
Cherry with walkout basement	\$3,649.00	\$3,929.00

ASHLAR VILLAGE
FISCAL YEAR 2016 MONTHLY FEE
(EFFECTIVE OCTOBER 1, 2015)

(1/17/06 Price Structure)

	<u>1 PERSON</u>	<u>2 PERSON</u>
NOTCH HILL		
<u>Two Bedroom</u>		
Model – 2 Ba	\$3,439.00	\$3,929.00
Model - 2 Bb	\$3,439.00	\$3,929.00
Model – 2 Bc	\$3,439.00	\$3,929.00
<u>Two Bedroom with Den</u>		
Model – 2Bda	\$3,580.00	\$4,072.00
Model – 2Bdb	\$3,580.00	\$4,072.00
Model – 2 Bdc	\$3,580.00	\$4,072.00
<u>Three Bedroom</u>		
Model – 3B	\$3,719.00	\$4,211.00

Monthly Fees & Care Plans

ASSISTED LIVING at Pond Ridge

APT. STYLE	SQ.FT.	BASE RENT	W/ <u>LEVEL I CARE</u>	Levels of care for each resident are determined prior to residency through a medical evaluation meeting with the assisted living nursing supervisor. They are re-evaluated every 120 days.
Typical Studio	318-325	\$4,140	\$5,021	Level 1: \$881* Up to 3.5 hrs/week: average of 30 min/day
Deluxe Studio	380	\$4,329	\$5,210	Level 2: \$1,762 Up to 7 hrs/week: average of 60 min/day
1-Bedroom	460-596	\$5,761	\$6,642	Level 3: \$2,643 Up to 10.5 hrs/week: average of 90 min/day
1-Bedroom Deluxe	627-650	\$6,454	\$7,335	Level 4: \$3,524 Up to 14 hrs/week: average of 120 min/day
2-Bedroom	660	\$7,076	\$7,957	
2-Bedroom Deluxe	800	\$7,405	\$8,286	

2ND PERSON

\$941

\$1,822

* Each increased level of care is an additional \$881

For couples:

Add the second person monthly fee of \$941 and \$881 for each level of care the second person requires.

Example:

A one bedroom with first person receiving Level II care and second person receiving Level I care: \$7,523+\$941+\$881= \$9,345

Prices shown are effective October 1, 2015, and are subject to change.

Core Services & Amenities

ASSISTED LIVING at Pond Ridge

- ❖ Three nutritionally balanced meals each day
 - ❖ Utilities (excluding phone, cable & internet)
 - ❖ Weekly housekeeping, linen & towel service
 - ❖ Transportation to medical appointments within a 15-mile radius
 - ❖ Transportation to programs and scheduled local shopping
 - ❖ Daily exercise programs
 - ❖ Stimulating social, recreational and therapeutic activities
 - ❖ State of the art 24-hour emergency safety system
 - ❖ 24/7 Resident care staff and 24-hour security on campus
- | | |
|--------------------------|-----------------------------|
| Art Gallery | Laundry Rooms |
| Art Studio | Library |
| Beauty/Barber Shop | Mail Room |
| Billiard Room | On-Site Parking |
| Convenience Store | Outdoor Patio & Terrace |
| Country Kitchen | Outdoor Raised Garden Plots |
| Exercise & Fitness | Resident Lounges |
| Game Room | Restaurant Style Dining |
| Individual Storage Space | Walking Trails |

ATTACHMENT II

FINANCIAL STATEMENTS (INCLUDING ASSUMPTIONS)

**ASHLAR VILLAGE
CONSOLIDATED
PROJECTED STATEMENT OF OPERATIONS
FOR THE FISCAL YEARS ENDED SEPTEMBER 30, 2016 TO 2021**

	FY 2016	FY 2017	FY 2018	FY 2019	FY 2020	FY 2021
	Budget	Estimated	Estimated	Estimated	Estimated	Estimated
REVENUE						
Room & Board	\$ 11,652,068	\$ 12,001,630	\$ 12,361,679	\$ 12,732,529	\$ 13,114,505	\$ 13,507,940
Earned Entry Fee	5,575,000	5,714,375	5,857,234	6,003,665	6,153,757	6,338,370
Other Operating	10,611,676	10,923,581	11,251,289	11,588,827	11,936,492	12,294,587
TOTAL REVENUE	27,838,744	28,639,586	29,470,202	30,325,022	31,204,754	32,140,897
EXPENSES						
Salaries & Wages	5,247,079	5,352,021	5,459,061	5,568,242	5,679,607	5,793,199
Benefits	1,500,421	1,557,190	1,615,629	1,675,782	1,737,696	1,801,416
Professional Fees	3,402,864	3,509,852	3,617,676	3,726,207	3,835,307	3,947,602
Supplies & Other expenses	3,460,340	3,569,428	3,679,235	3,789,612	3,900,408	4,014,444
Mgmt Fee	818,713	844,259	870,096	896,198	922,545	949,666
Depreciation & Amortization	4,396,758	4,484,693	4,574,387	4,665,875	4,759,192	4,854,376
Interest	3,574,993	3,575,000	3,575,000	3,575,000	3,575,000	3,575,000
Total Expenses	22,401,168	22,892,443	23,391,083	23,896,916	24,409,755	24,935,703
Net Income from Operations	5,437,576	5,747,144	6,079,119	6,428,106	6,794,999	7,205,193
Investment Income	2,044,325	2,044,000	2,044,000	2,044,000	2,044,000	2,044,000
Net income	\$ 7,481,901	\$ 7,791,144	\$ 8,123,119	\$ 8,472,106	\$ 8,838,999	\$ 9,249,193

ASHLAR VILLAGE
CCRC

PROJECTED STATEMENT OF OPERATIONS
FOR THE FISCAL YEARS ENDED SEPTEMBER 30, 2016 TO 2021

REVENUE	FY 2016	FY 2017	FY 2018	FY 2019	FY 2020	FY 2021
	Budget	Estimated	Estimated	Estimated	Estimated	Estimated
Room & Board	\$ 11,652,068	\$ 12,001,630	\$ 12,361,679	\$ 12,732,529	\$ 13,114,505	\$ 13,507,940
Earned Entry Fee	5,575,000	5,714,375	5,857,234	6,003,665	6,153,757	6,338,370
Other Operating	644,512	657,402	677,124	697,438	718,361	739,912
TOTAL REVENUE (1)	17,871,580	18,373,407	18,896,038	19,433,633	19,986,623	20,586,222
EXPENSES						
Salaries & Wages (2)	2,422,051	2,470,492	2,519,902	2,570,300	2,621,706	2,674,140
Benefits (2)	694,526	720,769	747,784	775,591	804,211	833,666
Professional Fees (3)	2,450,850	2,529,277	2,607,685	2,685,915	2,763,807	2,843,957
Supplies & Other expenses (3)	2,639,044	2,723,493	2,807,922	2,892,159	2,976,032	3,062,337
Management Fee (3)	492,550	508,312	524,069	539,791	555,445	571,553
Depreciation & Amortization (4)	3,775,286	3,850,792	3,927,808	4,006,364	4,086,491	4,168,221
Interest	2,739,700	2,740,000	2,740,000	2,740,000	2,740,000	2,740,000
Total Expenses	15,214,007	15,543,135	15,875,169	16,210,121	16,547,692	16,893,875
Net Income from Operations	2,657,573	\$ 2,830,272	3,020,869	3,223,512	3,438,931	3,692,347
Investment Income	2,044,325	2,044,000	2,044,000	2,044,000	2,044,000	2,044,000
Net income	\$ 4,701,898	\$ 4,874,272	\$ 5,064,869	\$ 5,267,512	\$ 5,482,931	\$ 5,736,347

Notes & Assumptions:

- (1) Room & Board / Other revenues are anticipated to increase by 3.0% annually; Earned Entry Fee revenues at 2.5% annually
- (2) Salaries & wages are inflated at a rate of 2.0% per year, with employee benefits increasing 0.5% of salaries & wages each year
- (3) Other operating expenses were inflated by 3.0% annually
- (4) Based on assumed increase of 2% per year

**ASHLAR VILLAGE
ASSISTED LIVING
PROJECTED STATEMENT OF OPERATIONS
FOR THE FISCAL YEARS ENDED SEPTEMBER 30, 2016 TO 2021**

	FY 2016 Budget	FY 2017 Estimated	FY 2018 Estimated	FY 2019 Estimated	FY 2020 Estimated	FY 2021 Estimated
REVENUE						
Room & Board	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Earned Entry Fee	-	-	-	-	-	-
Other Operating	9,967,164	10,266,179	10,574,164	10,891,389	11,218,131	11,554,675
TOTAL REVENUE (1)	9,967,164	10,266,179	10,574,164	10,891,389	11,218,131	11,554,675
EXPENSES						
Salaries & Wages (2)	2,825,028	2,881,529	2,939,159	2,997,942	3,057,901	3,119,059
Benefits (2)	805,895	836,421	867,845	900,191	933,485	967,750
Professional Fees (3)	952,014	980,574	1,009,992	1,040,291	1,071,500	1,103,645
Supplies & Other expenses (3)	821,296	845,935	871,313	897,452	924,376	952,107
Management Fee (3)	326,163	335,948	346,026	356,407	367,099	378,112
Depreciation & Amortization (4)	621,472	633,901	646,579	659,511	672,701	686,155
Interest	835,293	835,000	835,000	835,000	835,000	835,000
Total Expenses	7,187,161	7,349,308	7,515,914	7,686,796	7,862,062	8,041,829
Net Income from Operations	2,780,003	2,916,871	3,058,250	3,204,594	3,356,068	3,512,846
Investment Income	-	-	-	-	-	-
Net income	\$ 2,780,003	\$ 2,916,871	\$ 3,058,250	\$ 3,204,594	\$ 3,356,068	\$ 3,512,846

Notes & Assumptions:

- (1) Revenues are anticipated to increase by 3.0% annually
- (2) Salaries & wages are inflated at a rate of 2.0% per year, with employee benefits increasing 0.5% of salaries & wages each year
- (3) Other operating expenses inflated by 3.0% annually
- (4) Based on assumed increase of 2% per year

**MASONICARE
PROJECTED CONSOLIDATED STATEMENT OF OPERATIONS
FOR THE FISCAL YEARS ENDED SEPTEMBER 30, 2016 TO 2021**

	Budget FY 2016	Estimated FY 2017	Estimated FY 2018	Estimated FY 2019	Estimated FY 2020	Estimated FY 2021
REVENUE						
Net Patient Revenue	\$ 149,066,758	\$ 152,793,427	\$ 156,613,262.62	\$ 160,528,594	\$ 164,541,809	\$ 168,655,354
Resident Fees	19,463,716	19,950,309	20,449,067	20,960,293	21,484,301	22,021,408
Earned Entry Fee (Amortized)	5,575,000	5,714,375	5,857,234	6,003,665	6,153,757	6,307,601
Other Operating Revenue	11,554,952	11,843,826	12,139,921	12,443,419	12,754,505	13,073,368
Provision for Bad Debt	(2,649,998)	(2,716,248)	(2,784,154)	(2,853,758)	(2,925,102)	(2,998,230)
TOTAL REVENUE (1)	183,010,428	187,585,689	192,275,331	197,082,214	202,009,270	207,059,501
EXPENSES						
Salaries & Wages (2)	100,507,667	102,517,820	104,568,177	106,659,540	108,792,731	110,968,586
Benefits (2)	29,184,531	30,280,811	31,409,268	32,570,751	33,766,130	34,996,295
Professional Fees (3)	19,147,867	19,722,303	20,313,972	20,923,391	21,551,093	22,197,626
Supplies & Other expenses (3)	25,864,144	26,640,068	27,439,270	28,262,448	29,110,322	29,983,632
Depreciation (4)	10,514,813	10,725,109	10,939,611	11,158,404	11,381,572	11,609,203
Interest	4,526,976	4,527,000	4,527,000	4,527,000	4,527,000	4,527,000
TOTAL EXPENSES	189,745,998	194,413,112	199,197,298	204,101,535	209,128,847	214,282,341
NET INCOME FROM OPERATIONS						
	(6,735,570)	(6,827,423)	(6,921,968)	(7,019,320)	(7,119,578)	(7,222,840)
Investment Income	8,470,650	8,470,000	8,470,000	8,470,000	8,470,000	8,470,000
Contributions	1,815,000	1,815,000	1,815,000	1,815,000	1,815,000	1,815,000
Change in value of interest rate swap	-	-	-	-	-	-
NET INCOME/LOSS	\$ 3,550,080	\$ 3,457,577	\$ 3,363,032	\$ 3,265,680	\$ 3,165,422	\$ 3,062,160

NOTES AND ASSUMPTIONS:

- (1) Revenues are anticipated to increase by 2.5% annually
- (2) Salaries & wages are inflated at a rate of 2.0% per year, with employee benefits increasing 0.5% of salaries & wages each year
- (3) Other operating expenses inflated by 3.0% annually
- (4) Based on assumed increase of 2% per year

**MASONICARE
PROJECTED CONSOLIDATED BALANCE SHEETS
FOR THE FISCAL YEARS ENDED SEPTEMBER 30, 2016 TO 2021**

	As of September 30, 2015	Estimated As of September 30, 2016	Estimated As of September 30, 2017	Estimated As of September 30, 2018	Estimated As of September 30, 2019	Estimated As of September 30, 2020
Current Assets:						
Cash	\$ 4,143,000	\$ 4,000,000	\$ 4,000,000	\$ 4,000,000	\$ 4,000,000	\$ 4,000,000
Restricted Cash	767,000	766,000	766,000	766,000	766,000	766,000
Patient receivables, net	18,727,000	20,001,140	20,557,336	21,071,269	21,598,051	22,077,516
Other receivables	6,382,000	6,382,000	6,382,000	6,382,000	6,382,000	6,382,000
Inventories	282,000	282,000	282,000	282,000	282,000	282,000
Prepaid expenses and other current assets	2,304,000	2,304,000	2,304,000	2,304,000	2,304,000	2,304,000
Assets whose use is limited or restricted-required for current liabilities	3,583,000	3,853,000	3,853,000	3,853,000	3,853,000	3,853,000
Due from affiliates/interfund	-	-	-	-	-	-
Total current assets	36,188,000	37,588,140	38,144,336	38,658,269	39,185,051	39,664,516
Assets whose use is limited or restricted						
By board for capital purposes	76,219,000	77,328,416	77,675,505	77,794,644	77,678,170	77,319,041
Under patient asset management and trust agreements	499,000	499,000	499,000	499,000	499,000	499,000
Under indenture agreement-held by trustee	506,000	506,000	506,000	506,000	506,000	506,000
Under trust for estimated self insurance liability	13,461,000	13,491,000	13,491,000	13,491,000	13,491,000	13,491,000
By donors for specific purposes	3,577,000	3,552,000	3,527,000	3,502,000	3,477,000	3,452,000
By donors for permanent endowment funds	66,794,000	67,134,000	67,474,000	67,814,000	68,154,000	68,494,000
Less: current portion	(3,583,000)	(3,583,000)	(3,583,000)	(3,583,000)	(3,583,000)	(3,583,000)
Non-current assets whose use is limited or restricted	157,473,000	158,927,416	159,589,505	160,023,644	160,222,170	160,178,041
Property and equipment, net	156,646,000	157,026,380	157,414,368	157,810,115	158,213,777	158,625,513
Unamortized financing costs	2,038,000	1,938,000	1,838,000	1,738,000	1,638,000	1,538,000
Recoveries of estimated insurance liabilities	108,000	108,000	108,000	108,000	108,000	108,000
Total assets	\$ 352,453,000	\$ 355,587,936	\$ 357,094,208	\$ 358,338,028	\$ 359,366,998	\$ 360,114,070

Assets whose use is limited or restricted

Non-current assets whose use is limited or restricted

Property and equipment, net

Unamortized financing costs

Recoveries of estimated insurance liabilities

Total assets

**MASONICARE
PROJECTED CONSOLIDATED BALANCE SHEETS
FOR THE FISCAL YEARS ENDED SEPTEMBER 30, 2016 TO 2021**

	Estimated As of September 30, 2015	Estimated As of September 30, 2016	Estimated As of September 30, 2017	Estimated As of September 30, 2018	Estimated As of September 30, 2019	Estimated As of September 30, 2020
Current Liabilities:						
Current maturities of long-term debt	\$ 2,787,000	\$ 2,907,000	\$ 3,033,000	\$ 3,167,000	\$ 3,301,000	\$ 3,445,000
Accounts payable and accrued expenses	12,284,000	12,298,364	12,702,020	13,083,080	13,475,573	13,841,917
Accrued salaries and related expenses	7,656,000	8,858,757	9,095,797	9,313,524	9,536,321	9,737,627
Accrued pension and post retirement benefits, current portion	2,179,000	2,179,000	2,179,000	2,179,000	2,179,000	2,179,000
Estimated self-insurance liabilities, current portion	1,435,000	1,435,000	1,435,000	1,435,000	1,435,000	1,435,000
Estimated settlements due to third party payers	1,311,000	1,311,000	1,311,000	1,311,000	1,311,000	1,311,000
Annuities payable, current portion	303,000	303,000	303,000	303,000	303,000	303,000
Deferred patient service and other revenues	4,371,000	4,371,000	4,371,000	4,371,000	4,371,000	4,371,000
Deposits	2,174,000	2,174,000	2,174,000	2,174,000	2,174,000	2,174,000
Other liabilities	257,000	257,000	257,000	257,000	257,000	257,000
Total current liabilities	34,757,000	36,094,120	36,860,816	37,593,604	38,342,894	39,054,544
Long-term Liabilities:						
Accrued pension and post retirement benefits, net of current portion	16,617,000	16,617,000	16,617,000	16,617,000	16,617,000	16,617,000
Interest rate swap liability	19,388,000	19,388,000	19,388,000	19,388,000	19,388,000	19,388,000
Annuities payable, net of current portion	1,653,000	1,653,000	1,653,000	1,653,000	1,653,000	1,653,000
Refundable entry fees, net of current portion	36,181,000	36,181,000	36,181,000	36,181,000	36,181,000	36,181,000
Amounts due under patient asset management agreements	484,000	483,735	483,735	483,735	483,735	483,735
Other Long Term Liabilities	798,000	798,000	798,000	798,000	798,000	798,000
Estimated self-insurance liabilities	10,930,000	10,930,000	10,930,000	10,930,000	10,930,000	10,930,000
Long-term debt, net of current maturities	96,082,000	93,175,000	90,142,000	86,975,000	83,674,000	80,229,000
Total liabilities	216,050,000	215,319,855	213,053,551	210,619,339	208,067,629	205,334,279
Net assets:						
Unrestricted	55,026,000	58,576,080	62,033,657	65,396,689	68,662,369	71,827,791
Temporarily restricted	2,691,000	2,666,000	2,641,000	2,616,000	2,591,000	2,566,000
Permanently restricted	78,686,000	79,026,000	79,366,000	79,706,000	80,046,000	80,386,000
Total net assets	136,403,000	140,268,080	144,040,657	147,718,689	151,299,369	154,779,791
Total liabilities and net assets	\$ 352,453,000	\$ 355,587,935	\$ 357,094,208	\$ 358,338,028	\$ 359,366,998	\$ 360,114,070

Current Liabilities:
 Current maturities of long-term debt
 Accounts payable and accrued expenses
 Accrued salaries and related expenses
 Accrued pension and post retirement benefits, current portion
 Estimated self-insurance liabilities, current portion
 Estimated settlements due to third party payers
 Annuities payable, current portion
 Deferred patient service and other revenues
 Deposits
 Other liabilities

Long-term Liabilities:
 Accrued pension and post retirement benefits, net of current portion
 Interest rate swap liability
 Annuities payable, net of current portion
 Refundable entry fees, net of current portion
 Amounts due under patient asset management agreements
 Other Long Term Liabilities
 Estimated self-insurance liabilities
 Long-term debt, net of current maturities

Net assets:
 Unrestricted
 Temporarily restricted
 Permanently restricted

Total net assets

Total liabilities and net assets

ATTACHMENT III

AUDITED FINANCIAL STATEMENTS

MASONICARE

**INDEPENDENT AUDITOR'S REPORT,
CONSOLIDATED FINANCIAL STATEMENTS, AND
SUPPLEMENTAL INFORMATION**

As of and for the Years Ended
September 30, 2015 and 2014

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Independent Auditor's Report

To the Board of Trustees of Masonicare:

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of Masonicare and its subsidiaries (Masonicare), which comprise the consolidated balance sheet as of September 30, 2015, and the related consolidated statements of operations and changes in net assets and cash flows for the year then ended, and the related notes to the consolidated financial statements.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these 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 these consolidated financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the 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 the auditor's 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, the auditor considers internal control relevant to Masonicare'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 Masonicare'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 Masonicare as of September 30, 2015, and the results of its operations and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matters

Our audit was conducted for the purpose of forming an opinion on the 2015 consolidated financial statements as a whole. The consolidating supplemental information, as of and for the year ended September 30, 2015 is presented for purposes of additional analysis and is not a required part of the consolidated financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the consolidated financial statements. The consolidating information as of September 30, 2015 and for the year then ended, has been subjected to the auditing procedures applied in the audit of the consolidated financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the consolidated financial statements or to the consolidated financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the consolidating information as of September 30, 2015, and for the year then ended, is fairly stated in all material respects in relation to the consolidated financial statements as a whole.

The consolidated financial statements of Masonicare as of and for the year ended September 30, 2014 were audited by Saslow Lufkin & Buggy, LLP, who combined with Crowe Horwath LLP as of July 1, 2015, and whose report dated December 4, 2014 expressed an unmodified opinion on those consolidated financial statements.

The combining supplemental information, as of and for the year ended September 30, 2014 is presented for purposes of additional analysis of the consolidated financial statements and is not a required part of the 2014 consolidated financial statements. The 2014 information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the 2014 consolidated financial statements. The information has been subjected to the auditing procedures applied by other auditors in the audit of the 2014 consolidated financial statements and certain additional procedures, including comparing and reconciling other information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America and, whose report dated December 4, 2014 expressed an opinion that such information was fairly stated in all material respects in relation to the 2014 consolidated financial statements as a whole.

A handwritten signature in black ink that reads "Crowe Horwath LLP". The signature is written in a cursive, flowing style.

Simsbury, Connecticut
January 26, 2016

**Masonicare
Consolidated Balance Sheets
September 30, 2015 and 2014**

	2015	2014
	<i>(in thousands)</i>	
Assets		
Current assets:		
Cash and cash equivalents	\$ 4,143	\$ 6,559
Restricted cash	767	766
Patient accounts receivable, net of allowance for doubtful accounts of \$5,658 in 2015 and \$6,109 in 2014	18,727	22,038
Other receivables	6,382	6,834
Inventories	282	244
Prepaid expenses and other current assets	2,304	1,899
Assets whose use is limited or restricted - required for current liabilities and operating purposes	3,583	3,627
Total current assets	36,188	41,967
Assets whose use is limited or restricted:		
By Board of Trustees	88,813	106,125
Under patient asset management, trust agreements and patient escrow accounts	499	534
Under indenture agreement - held by Trustees	506	583
Under trust for estimated self-insurance liabilities	13,461	13,886
By donors for specific purposes	3,577	3,686
By donors for permanent endowment funds	54,200	55,384
Total assets whose use is limited or restricted	161,056	180,198
Less: Assets whose use is limited or restricted - required for current liabilities and operating purposes	(3,583)	(3,627)
Non-current assets whose use is limited or restricted	157,473	176,571
Property and equipment, net	156,646	149,856
Unamortized financing costs	2,038	1,831
Recoveries of estimated insurance liabilities insured through commercial policies	108	231
Total assets	\$ 352,453	\$ 370,456

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

Masonicare
Consolidated Balance Sheets (continued)
September 30, 2015 and 2014

	2015	2014
	<i>(in thousands)</i>	
Liabilities and Net Assets		
Current liabilities:		
Current maturities of long-term debt	\$ 2,787	\$ 2,673
Accounts payable and accrued expenses	12,284	10,852
Accrued salaries and related expenses	7,656	7,869
Accrued pension and postretirement benefits, current portion	2,179	1,943
Interest rate swap liability, current portion	2,563	2,783
Estimated self-insurance liabilities, current portion	1,435	1,173
Estimated settlements due to third-party payers	1,311	1,255
Annuities payable, current portion	303	320
Refundable entry fees, current portion	1,515	1,422
Deferred patient service and other revenues	2,856	2,934
Deposits	2,174	1,818
Other liabilities	257	169
	37,320	35,211
Total current liabilities		
Accrued pension and postretirement benefits, net of current portion	16,617	13,896
Interest rate swap liability, net of current portion	16,825	13,612
Annuities payable, net of current portion	1,653	1,751
Refundable entry fees, net of current portion	21,236	22,330
Deferred entry fee revenues	14,945	15,266
Assets held for patient asset management, trust agreements and patient escrow accounts	484	527
Asset retirement obligation	798	852
Estimated insurance liabilities insured through commercial policies	108	231
Estimated self-insurance liabilities, net of current portion	9,982	11,219
Long-term debt, net of current maturities	96,082	98,869
	216,050	213,764
Total liabilities		
Net assets:		
Unrestricted net assets of Masonicare	51,477	70,881
Non-controlling interest in consolidated subsidiary	3,549	3,268
Total unrestricted net assets	55,026	74,149
Temporarily restricted	2,691	2,757
Permanently restricted	78,686	79,786
	136,403	156,692
Total net assets		
Total liabilities and net assets	\$ 352,453	\$ 370,456

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

Masonicare
Consolidated Statements of Operations and Changes in Net Assets
For the Years Ended September 30, 2015 and 2014

	2015	2014
	<i>(in thousands)</i>	
Operating revenues:		
Net patient service revenues	\$ 136,119	\$ 137,303
Resident fees	19,156	18,761
Other revenues	16,315	16,913
Provision for bad debts	(2,810)	(4,501)
Total operating revenues net of provision for bad debts	168,780	168,476
Operating expenses:		
Salaries and wages	97,023	96,381
Employee benefits	26,700	28,563
Supplies and other services	25,297	23,571
Professional fees	18,290	18,765
Depreciation and amortization	9,431	9,368
Interest and other fees	4,392	4,846
Total operating expenses	181,133	181,494
Loss from operations	(12,353)	(13,018)
Non-operating income:		
Contributions	1,728	2,871
Investment income	11,583	17,908
Total non-operating income	13,311	20,779
Excess of revenues over expenses before severance costs, disposal of construction in progress and change in fair value of interest rate swap agreement	958	7,761
Severance costs	978	418
Disposal of construction in progress	1,000	183
Excess of revenues (under) over expenses before change in fair value of interest rate swap agreement	(1,020)	7,160
Change in fair value of interest rate swap agreement	(2,994)	(988)
Excess of revenues (under) over expenses	(4,014)	6,172
Excess of revenues (under) over expenses attributable to non-controlling interest in consolidated subsidiaries	564	86
Excess of revenues (under) over expenses of Masonicare	(3,450)	6,258
Other changes in unrestricted net assets:		
Change in unrealized depreciation on investments	(10,640)	(6,707)
Post-retirement changes other than net periodic benefit costs	(5,452)	(2,406)
Change attributable to non-controlling interest in consolidated subsidiaries	419	3,684
Change in unrestricted net assets	\$ (19,123)	\$ 829

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

Masonicare
Consolidated Statements of Operations and Changes in Net Assets (continued)
As of and for the Years Ended September 30, 2015 and 2014

	<u>Total</u>	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>Permanently Restricted</u>
	<i>(in thousands)</i>			
Balances, September 30, 2013	\$ 154,941	\$ 73,320	\$ 2,900	\$ 78,721
Excess of revenues over expenses	6,258	6,258	-	-
Change in unrealized gains and losses on investments	(6,707)	(6,707)	-	-
Change in post-retirement benefit plans' liability to be recognized in future periods	(2,406)	(2,406)	-	-
Change attributable to non-controlling interest in consolidated subsidiaries	3,684	3,684	-	-
Restricted gifts, grants and bequests	177	-	60	117
Restricted investment income	403	-	403	-
Change in annuity obligations	676	-	(272)	948
Net assets released from restrictions	(334)	-	(334)	-
Change in net assets	<u>1,751</u>	<u>829</u>	<u>(143)</u>	<u>1,065</u>
Balances, September 30, 2014	<u>156,692</u>	<u>74,149</u>	<u>2,757</u>	<u>79,786</u>
Excess of revenues under expenses	(3,450)	(3,450)	-	-
Change in unrealized gains and losses on investments	(10,640)	(10,640)	-	-
Change in post-retirement benefit plans' liability to be recognized in future periods	(5,452)	(5,452)	-	-
Change attributable to non-controlling interest in consolidated subsidiaries	419	419	-	-
Restricted gifts, grants and bequests	212	-	73	139
Restricted investment loss	(53)	-	(53)	-
Change in annuity obligations	(1,206)	-	33	(1,239)
Net assets released from restrictions	(119)	-	(119)	-
Change in net assets	<u>(20,289)</u>	<u>(19,123)</u>	<u>(66)</u>	<u>(1,100)</u>
Balances, September 30, 2015	<u>\$ 136,403</u>	<u>\$ 55,026</u>	<u>\$ 2,691</u>	<u>\$ 78,686</u>

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

Masonicare
Consolidated Statements of Cash Flows
As of and for the Years Ended September 30, 2015 and 2014

	2015	2014
	<i>(in thousands)</i>	
Cash flows from operating activities:		
Change in net assets	\$ (20,289)	\$ 1,751
Adjustments to reconcile change in unrestricted net assets to net cash provided by operating activities:		
Depreciation and financing cost amortization	9,431	9,368
Post-retirement changes other than net periodic benefit costs	5,452	2,406
Disposal of property and equipment	1,000	183
Provision for bad debts	2,810	4,501
Restricted contributions	(401)	(369)
Unrealized losses on investments	11,246	7,585
Amortization of deferred entry fee revenues	(5,573)	(5,572)
Change attributable to non-controlling interest in consolidated subsidiary	(419)	(3,684)
Changes in fair value of interest rate swap agreement	2,994	988
Changes in operating assets and liabilities:		
Patient accounts receivable	500	9,451
Other receivables	528	(1,264)
Inventories	(38)	41
Prepaid expenses and other current assets	(807)	(364)
Accounts payable and accrued expenses	900	880
Accrued salaries and related expenses	86	744
Accrued pension and postretirement benefits	(2,778)	(1,498)
Estimated self-insurance liabilities	563	(410)
Estimated settlements due to third-party payers	56	(145)
Deferred patient service and other revenues	(79)	36
Deposits	355	182
Other liabilities	(630)	41
Assets held for patient asset management, trust agreements and patient escrow accounts	(8)	(78)
Asset retirement obligation	(53)	72
Net cash provided by operating activities	4,846	24,845
Cash flows from investing activities:		
Proceeds from sales of investments	63,214	122,544
Purchases of investments	(55,556)	(128,258)
Change in restricted cash	(1)	(83)
Purchases of property and equipment	(16,898)	(17,898)
Net cash used in investing activities	(9,241)	(23,694)
Cash flows from financing activities:		
Proceeds from entrance fees	4,973	6,534
Refunds of entrance fees	(722)	(1,320)
Payments on long-term debt	(2,673)	(2,563)
Restricted contributions	401	369
Net cash provided by financing activities	1,979	3,021
Net change in cash and cash equivalents	(2,416)	4,171
Cash and cash equivalents, beginning of year	6,559	2,388
Cash and cash equivalents, end of year	\$ 4,143	\$ 6,559
Supplemental disclosure of cash flow information:		
Cash paid for interest	\$ 3,198	\$ 3,249

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

Masonicare
Notes to the Consolidated Financial Statements
As of and for the Years Ended September 30, 2015 and 2014
(Dollars in thousands)

Note 1 -General

Organization- Masonicare is a not-for-profit Connecticut corporation and a tax-exempt organization under the provisions of Section 501(c)(3) of the Internal Revenue Code. Masonicare is the parent holding company and support organization for its affiliate corporations (collectively referred to as Masonicare or the System). Masonicare, organized in 1995 for the benefit of providing long-range strategic and financial planning, policy development and support services for its affiliates, provides a continuum of retirement living, healthcare and related services primarily focused on older adults. The System provides services statewide to all, with a mission to enhance quality of life through an exceptional continuum of person-centered care. The predecessor organization (The Masonic Charity Foundation of Connecticut) was founded in 1889. The affiliate corporations in the System are: Masonicare Health Center (MHC), The Masonic Charity Foundation of Connecticut, Inc. (MCF), Masonicare at Newtown (MAN), Masonicare at Ashlar Village (MAV), Masonicare at Home (MAH), Masonicare Home Health and Hospice (MHH&H), Keystone Indemnity Company, Ltd. (Keystone), Masonic Management Services, Inc. (MMS), Masonicare at Mystic (MAM) and Senior Living by Masonicare (SLM).

SLM is a strategic partnership formed January 30, 2014 by MAM and Mystic Senior Living Associates, LLC (MSLA), an unaffiliated for-profit entity. The partnership is a Connecticut Limited Liability Company that will provide assisted living (including memory care assisted living) and independent living to the elderly. MAV owns 78.125% of SLM through its 100% owned subsidiary, MAM, with the remaining 21.875% owned by MSLA. In May 2014, SLM began construction on a 179-unit facility in Mystic Connecticut. MAM was formed on January 8, 2014 as a Connecticut non-stock 501(c)(3) corporation for the purposes of serving as manager of SLM, and received approval from the Internal Revenue Service of its tax-exempt status on March 26, 2015. MAM contributed \$3,252 and \$12,594 of equity to SLM during 2015 and 2014, respectively; MSLA contributed \$911 and \$3,526 of equity to SLM during 2015 and 2014, respectively. MAM recorded the non-controlling interest in SLM of \$3,697 and \$3,437 on the consolidated balance sheets at September 30, 2015 and 2014, respectively.

Masonicare Partners Home Health & Hospice (MPHH&H) is a strategic partnership formed in 2007 by MHH&H and Saint Francis Hospital and Medical Center (SFH). MHH&H owns 65% of MPHH&H, with the remaining 35% owned by SFH. MHH&H recorded the non-controlling interest in MPHH&H of \$(148) and \$(169) on the consolidated balance sheets at September 30, 2015 and 2014, respectively.

Note 2 - Summary of Significant Accounting Policies

Income Taxes-Masonicare, MHC, MCF, MAN, MAV, MHH&H, MAH, Keystone and MAM qualify as tax-exempt corporations under Section 501(c)(3) of the Internal Revenue Code. MMS is a taxable corporation. Income tax expense for MMS was immaterial for the years ended September 30, 2015 and 2014.

SLM is organized as a limited liability company and is being taxed as a partnership under the provisions of the Internal Revenue Code. SLM's taxable income or loss is reported by its members individually. The liability for payment of federal and state income tax on SLM's earnings is the responsibility of its members rather than that of SLM. As MAM is a 78.125% owner of SLM and qualifies as a tax-exempt corporation under Section 501(c)(3) of the Internal Revenue Code, the earnings allocated to MAM by SLM are non-taxable.

Masonicare
Notes to the Consolidated Financial Statements
As of and for the Years Ended September 30, 2015 and 2014
(Dollars in thousands)

Note 2 - Summary of Significant Accounting Policies (continued)

Masonicare accounts for uncertain tax positions in accordance with certain provisions of FASB ASC 740, which provides a framework for how companies should recognize, measure, present and disclose uncertain tax positions in their consolidated financial statements. Under FASB ASC 740, Masonicare 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 tax benefits recognized in the consolidated financial statements from such position are measured based on the largest benefit that has a greater than 50% likelihood of being realized upon ultimate settlement.

Masonicare did not record any unrecognized tax benefits for the years ended September 30, 2015 and 2014. Masonicare anticipates that it will not have a change in unrecognized tax benefits during the next twelve months that would have a material impact on the consolidated financial statements.

All U.S. federal tax years from fiscal 2012 onwards are eligible for audit by the IRS.

Principles of Consolidation- The consolidated financial statements include the accounts of Masonicare, MHC, MCF, MAN, MAV (including MAM and SLM), MAH, MHH&H (including MPH&H), Keystone, and MMS (including Masonicare Primary Care Physicians and Masonicare Behavioral Health). Intercompany accounts and transactions have been eliminated in consolidation.

Basis of Reporting- The accompanying consolidated 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).

Cash and Cash Equivalent- Cash and cash equivalents include investments in highly liquid debt instruments with an original maturity of three months or less from the date of acquisition, excluding amounts whose use is limited or restricted. The Federal Deposit Insurance Corporation (FDIC) insures cash balances up to \$250 per customer, per bank. Amounts in excess of the FDIC limits are uninsured. Most of Masonicare's banking activity is maintained with several regional banks and, from time-to-time, exceeds FDIC limits. It is Masonicare's policy to monitor these banks' financial strength on an ongoing basis.

Restricted Cash- Restricted cash consists of advanced resident deposits at MAV.

Inventories- Inventories are stated at the lower of cost or fair market value, using the first-in, first-out method.

Investments- Investments in equity securities with readily determinable fair values and all investments in debt securities and mutual funds are measured at fair value in the consolidated balance sheets. Assets received as donations or bequests are recorded as contributions on the date received at the estimated fair value. Investment income or loss (including realized gains and losses on investments, interest and dividends) is included in excess of revenues over expenses. The average cost method is used to determine realized gains or losses on sales of marketable equity securities.

Masonicare
Notes to the Consolidated Financial Statements
As of and for the Years Ended September 30, 2015 and 2014
(Dollars in thousands)

Note 2 - Summary of Significant Accounting Policies (continued)

Masonicare invests in several limited partnerships (the Investment Companies). Some of these investments are in the form of both a master and feeder fund structure. The Investment Companies invest primarily in securities of publicly traded companies, securities of privately held distressed companies, real estate ventures and other financial instruments including a variety of derivative products such as call and put options, warrants and convertible securities. These Investment Companies are not traded on an exchange and do not provide Masonicare with the ability to redeem shares on a daily basis. There is generally no secondary market for trading interests in the Investment Companies. Instead, the net asset value serves as the basis for the investor's periodic (i.e. monthly or quarterly) subscription and redemption activity pursuant to the terms of each Investment Companies' governing documents. In accordance with FASB ASC 958-10, "Consolidation" and AAG HCO-1, "Omnibus Changes to Consolidation and Equity Method Guidance for Not-for-Profit Organizations", Masonicare reports the carrying values of the Investment Companies at cost, which amounted to \$20,413 and \$19,210 as of September 30, 2015 and 2014, respectively. The fair values of these securities were \$31,046 and \$33,480, as of September 30, 2015 and 2014, respectively.

Because of the inherent uncertainty of the fair value of securities measured in good faith by the general partner, the estimated fair values of those securities may be materially higher or lower than the values that would have been used had a ready market for these securities existed. As of September 30, 2015 and 2014, Masonicare had \$4,729 and \$1,746, respectively, of unfunded commitments owed to the Investment Companies.

Other-Than-Temporary Impairments on Investments-When a decline in fair market value is deemed to be other-than-temporary, a provision for impairment is charged to non-operating income and the cost basis of that investment is reduced. There were no impairment losses recorded for the years ended September 30, 2015 and 2014.

For equity securities, Masonicare reviews several factors to determine whether a loss is other than temporary, such as the length of time a security is in a unrealized loss position, extent to which the fair value is less than cost, the financial condition and near term prospects of the issuer and Masonicare's intent and ability to hold the security for a period of time sufficient to allow for any anticipated recovery in fair value.

For debt securities, Masonicare evaluates whether it intends to sell an impaired debt security or whether it is more likely than not that it will be required to sell an impaired debt security before recovery of the amortized cost basis. If either of these criteria is met, an impairment equal to the difference between the debt securities' amortized cost and its fair value is recognized in earnings. For impaired debt securities that do not meet these criteria, Masonicare determines if a credit loss exists with respect to the impaired security. If a credit loss exists, the credit loss component of the impairment (i.e., the difference between the amortized cost of a security and the projected net present value of the future cash flows from the security) is recognized in earnings and the remaining portion of the impairment is recognized as a component of changes in net assets within unrealized depreciation on investments.

Restricted Assets-Assets whose use is limited or restricted include assets set aside by the Board of Trustees (the Board) for future capital purposes, over which the Board retains control and may, at its discretion, subsequently use for other purposes; assets temporarily restricted by donors; assets permanently restricted by donors; patient assets and patient escrow accounts; assets held in trust for estimated self-insurance liabilities; and assets held in trust under a State of Connecticut Health and Educational Facilities Authority (CHEFA) Indenture Agreement.

Temporarily restricted net assets include specific purpose annuities and unrestricted residual interest trusts. Specific purpose funds may be utilized only in accordance with the purposes established by the donor. Unrestricted residual interest trusts may not be used by Masonicare until the passage of time.

Masonicare
Notes to the Consolidated Financial Statements
As of and for the Years Ended September 30, 2015 and 2014
(Dollars in thousands)

Note 2 - Summary of Significant Accounting Policies (continued)

Permanently restricted funds are subject to the restrictions of gift instruments requiring that the principal be invested in perpetuity. Annuity funds are included in permanently restricted funds. Annuity funds are held conditional upon Masonicare paying stipulated amounts or the income earned on contributed amounts to designated individuals. A liability has been determined based on the present value of future payments for the expected lives of each annuitant; such payments terminate upon death of the beneficiary. Upon termination, the remaining principal becomes part of the permanent endowment funds of Masonicare.

The income earned on restricted funds is generally available for operations of Masonicare and is recorded as revenue in the consolidated statements of operations, unless restricted by the donor or to pay future annuity obligations at which time the income is added to the appropriate restricted net asset balance. Administration of Masonicare's restricted funds is subject to the general provisions of the Uniform Management of Institutional Funds Act (UMIFA) as updated by the Uniform Prudent Management of Institutional Funds Act (UPMIFA). Under the provisions of this law, a governing board may appropriate for expenditure for the uses and purposes for which an endowment fund is established, so much of the net appreciation as is deemed prudent based on standards established by UMIFA and UPMIFA.

While a governing board must exercise ordinary business care in the appropriation of such appreciation, the general provisions of UMIFA and UPMIFA do not mandate that institutions retain endowment gains permanently. Accordingly, institutions that are subject to general UMIFA and UPMIFA provisions report gains on endowment assets as temporarily restricted net assets until those amounts are appropriated for expenditure by the Board of Trustees. However, if a specific gift instrument explicitly requires the reinvestment of appreciation, or a portion thereof, such reinvested amounts shall be classified within permanently restricted net assets.

Patient assets and escrow accounts are managed by Masonicare through asset management agreements and are utilized to pay for care and other services rendered by Masonicare. Patient assets are pooled together and each patient is credited with income earned monthly based on a percentage of patient assets to total assets in the pool.

Assets whose use is limited or restricted, with the exception of patient assets, are pooled for investment purposes. Each participating fund's equity in the pool is represented by pool units based on fair value. Investment income and gains and losses from sales of pooled investments are apportioned among the invested funds based on earnings per pool unit.

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

Depreciation expense is computed on a straight-line basis over the asset's estimated useful life, using a full month convention beginning in the month the asset is placed in service. Useful lives assigned to assets range from 5 to 40 years.

Unamortized Financing Costs-Deferred financing costs have been recorded as an asset and are being amortized using the effective interest method over the term of the related financing agreement.

Masonicare
Notes to the Consolidated Financial Statements
As of and for the Years Ended September 30, 2015 and 2014
(Dollars in thousands)

Note 2 - Summary of Significant Accounting Policies (continued)

Entrance Fees-MAV residents are provided living accommodations, other facilities and services and certain medical care in exchange for payment of entrance fees and monthly service charges. Deferred entry fee revenue represents the amount of unamortized initial entry fees paid by residents of MAV, with amounts amortized to income on a straight-line basis over the shorter of the estimated remaining residential life expectancies of the individual residents or the maximum refund period. Refundable entry fees are refundable in the event of termination of the Residency Agreement or upon the resident's death (up to 96 months) at a declining rate based on length of stay, as provided by the Residency Agreements. Residential life expectancies are determined annually by reference to appropriate actuarial tables.

Based upon MAV's existing fee structure and management's expectation that future monthly service charges will be reflective of related operating costs, MAV is not required to record a liability for its obligation to provide future services and facilities to current residents.

Deferred Patient Service and Other Revenue- Deferred patient service revenue represents the amount of unamortized Medicare billings for home care services under the prospective payment methodology. Deferred patient service revenue is amortized to income on a straight-line basis over an expected 60-day treatment period. Deferred other revenue represents pre-billing of certain fees associated with MHC and MAV that are not earned until the subsequent month.

Net Patient Service Revenues- Net patient service revenues are 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 recorded on an estimated basis in the period the related services are rendered and adjusted in future periods as final settlements are determined.

Provision for Bad Debts- Masonicare uses the indirect method to record bad debts. Masonicare records an allowance for doubtful accounts, which is based on its estimation of bad debts against its outstanding patient accounts receivable. This estimate is based on Masonicare's past experience with collecting its receivables, an analysis of the composition of the current accounts receivable, and taking into consideration business and economic conditions, trends in governmental health insurance coverage and other collection indicators. Bad debt expense was \$2,810 and \$4,501 for the years ended September 30, 2015 and 2014, respectively.

Charity Care- In 2014, Masonicare expanded its charity care policy to include certain self-pay balances. During fiscal year 2015 and 2014, Masonicare's charity care (determined on the basis of cost) was \$40 and \$2,405, respectively.

Excess of Revenues (Under) Over Expenses-The consolidated statements of operations and changes in net assets include excess of revenues (under) over expenses. Changes in unrestricted net assets, which are excluded from excess of revenues (under) over expenses consistent with industry practice, include the change in unrealized gains and losses on investments other than trading securities, certain adjustments to the post-retirement liability, and the change attributable to the non-controlling interest in consolidated subsidiaries.

Non-operating income included in excess of revenues (under) over expenses consists of unrestricted contributions and investment income (including realized gains and losses and investment management fees).

Masonicare
Notes to the Consolidated Financial Statements
As of and for the Years Ended September 30, 2015 and 2014
(Dollars in thousands)

Note 2 - Summary of Significant Accounting Policies (continued)

Functional Expenses- Masonicare provides health and social care services to the aging population, primarily residents of Connecticut. Expenses related to providing these services for the years ended September 30, 2015 and 2014 are as follows:

	2015	2014
Program services	\$ 86,224	\$ 87,431
Support services	30,758	30,201
General and administrative	66,129	64,463
	\$ 183,111	\$ 182,095

Use of Estimates-The preparation of consolidated 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 consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Significant estimates include the estimated net realizable value of receivables from patients and third-party payers, settlement of third-party reimbursement cost reports with Medicare and Medicaid, valuation of investments, useful lives of buildings and equipment and other estimates included in actuarial calculations for deferred entry fee revenue, pension expense, postretirement healthcare costs and estimated self-insurance liabilities. Actual results could differ from those estimates.

Reclassifications- Certain reclassifications have been made to the amounts reported for fiscal 2014 to conform the presentation with the 2015 presentation. These reclassifications had no effect on total net assets and are not material to the consolidated financial statements.

Subsequent Events- Subsequent events have been evaluated through January 26, 2016, the date through which procedures were performed to prepare the consolidated financial statements for issuance. Management believes there are no subsequent events having a material impact on the consolidated financial statements.

Note 3 -Assets Whose Use is Limited or Restricted

Assets whose use is limited or restricted and classified as current assets consist of funds required for interest payable on bonds, annuities payable recorded as current liabilities and amounts approved by the Board of Trustees for operating purposes in the following years.

Masonicare
Notes to the Consolidated Financial Statements
As of and for the Years Ended September 30, 2015 and 2014
(Dollars in thousands)

Note 3 -Assets Whose Use is Limited or Restricted (continued)

Assets whose use is limited or restricted consists of the following at September 30, 2015 and 2014:

	2015		2014	
	Fair Value (**)	Cost	Fair Value (**)	Cost
Cash, cash equivalents and interest receivable	\$ 10,091	\$ 10,091	\$ 5,152	\$ 5,152
Marketable equity securities	81,681	90,460	100,904	99,199
Fixed income securities	25,317	26,108	29,840	30,002
Perpetual interest trusts	11,152	8,530	12,244	8,530
Residual interest trusts	1,562	1,281	1,551	1,281
Real estate	8,119	8,119	8,119	8,119
Other investments	23,130	23,429	22,387	22,333
Other assets	4	5	1	1
TOTAL (***)	\$ 161,056	\$ 168,023	\$ 180,198	\$ 174,617

** Included in the above fair value are alternative investments that are carried at cost. The total cost of these investments amounted to \$20,413 and \$19,210 as of September 30, 2015 and 2014, respectively. The total fair value amounted to \$31,046 and \$33,480 as of September 30, 2015 and 2014, respectively.

*** As of September 30, 2015 and 2014, MCF held a note receivable due from MAV in the amount of \$12,594, and MAV held a note receivable from MAM in the amount of \$12,594, as more fully described in Note 12. The MCF note receivable is included in the "By donors for permanent endowment funds" on MCF's stand-alone financial statements but is eliminated in the Company's consolidated financial statements.

Investment income is comprised of the following for the years ended September 30, 2015 and 2014:

	2015	2014
Interest and dividends	\$ 3,723	\$ 4,767
Realized gains on sales of investments	8,392	13,778
Less: investment management fees	(532)	(637)
	\$ 11,583	\$ 17,908

Masonicare
Notes to the Consolidated Financial Statements
As of and for the Years Ended September 30, 2015 and 2014
(Dollars in thousands)

Note 4 - Property and Equipment

Property and equipment, consists of the following at September 30, 2015 and 2014:

	<u>2015</u>	<u>2014</u>
Land	\$ 6,134	\$ 6,134
Land improvements	14,584	14,517
Buildings	234,371	229,042
Furniture and equipment	<u>58,616</u>	<u>57,052</u>
	313,705	306,745
Less: accumulated depreciation	<u>(175,038)</u>	<u>(167,557)</u>
	138,667	139,188
Construction in progress (estimated cost to complete - \$53,054)	<u>17,979</u>	<u>10,668</u>
	<u>\$ 156,646</u>	<u>\$ 149,856</u>

Depreciation expense was \$9,250 and \$9,227 for the years ended September 30, 2015 and 2014, respectively.

During September 2015, property owned by Masonicare was vacated, with the property available for sale; the recorded value of this property has been reduced by \$90, with the fair value of the property of \$840 reclassified from property and equipment to prepaid expenses and other current assets in the accompanying consolidated balance sheet. During 2015 and 2014, Masonicare disposed of \$1,000 and \$183, respectively, of construction in progress costs related to certain projects.

Note 5 - Unamortized Financing Costs

Unamortized financing costs consist of the following at September 30, 2015 and 2014:

	<u>2015</u>	<u>2014</u>
Deferred financing costs	\$ 2,660	\$ 2,272
Less: accumulated amortization	<u>(622)</u>	<u>(441)</u>
	<u>\$ 2,038</u>	<u>\$ 1,831</u>

Amortization expense related to deferred financing costs was \$181 and \$141 for the years ended September 30, 2015 and 2014, respectively.

Masonicare
Notes to the Consolidated Financial Statements
As of and for the Years Ended September 30, 2015 and 2014
(Dollars in thousands)

Note 6 - Long-Term Debt

Long-term debt consists of the following at September 30, 2015 and 2014:

	2015	2014
Connecticut Health & Educational Facilities Authority (CHEFA) tax-exempt Revenue Bonds:		
Series C - 3.06% to 7.96% term bonds due 2037	\$ 68,303	\$ 70,175
Series E - 4.50% term bonds due 2037	30,566	31,367
	98,869	101,542
Less: current maturities	(2,787)	(2,673)
	\$ 96,082	\$ 98,869

Pursuant to a loan agreement dated September 1, 2012, Masonicare issued CHEFA bonds in the amount of \$33,000 (Series E bonds) for the purpose of refinancing previously issued Series D bonds (used to fund capital expenditures at MAV and MHC). Masonicare Issue, Series E bonds are variable rate demand revenue bonds that mature on July 31, 2037. The variable interest rates on the bonds are based upon 78% of the 30 day LIBOR rate plus 150 basis points. Masonicare entered into a Direct Purchase Agreement with Webster Bank to purchase 100% of the bonds issued.

Pursuant to a loan agreement dated as of October 1, 2007, Masonicare issued CHEFA bonds in the amount of \$81,065 (Series C bonds) for the purpose of financing the expansion of and renovations to the facilities at MAV and MHC and to refinance the outstanding CHEFA Series A and Series B debt. Masonicare Issue, Series C bonds are variable rate demand revenue bonds that mature on July 1, 2037. The variable interest rates on the bonds are based upon the Securities Industry and Financial Markets Association (SIFMA) Municipal Swap Index. The bonds are currently secured by an irrevocable letter of credit expiring on November 4, 2020 issued by Manufacturers and Traders Trust Company (M&T Bank). Masonicare has entered into interest rate swap agreements relating to the aggregate principal amount of the Series C bonds as more fully described below.

Under the indenture agreements, the Obligated Group (Masonicare, MHC, MCF, MAN, MAV[excluding MAM and SLM] MAH and MHH&H) is required to make monthly deposits with the Trustees (U.S. Bank for Series C and Webster Bank for Series E) to fund future principal and interest payments. The agreements place limits on additional borrowings and require the Obligated Group to maintain certain financial covenants. The Obligated Group was in compliance with these covenants for the years ended September 30, 2015 and 2014.

The annual maturities of long-term debt in each of the succeeding five years and thereafter are as follows:

2016	\$	2,787
2017		2,907
2018		3,033
2019		3,123
2020		3,213
Thereafter		83,806
	\$	98,869

Masonicare
Notes to the Consolidated Financial Statements
As of and for the Years Ended September 30, 2015 and 2014
(Dollars in thousands)

Note 6 - Long-Term Debt (continued)

Funds held by Trustees under the indenture agreement are as follows at September 30, 2015 and 2014:

	2015	2014
Principal and interest funds, held by U.S. Bank	\$ 490	\$ 471
Principal and interest funds, held by Webster Bank	16	112
	\$ 506	\$ 583

In connection with the issuance of the CHEFA Series C bonds, Masonicare entered into an interest rate swap agreement (Swap Agreement) to synthetically fix the interest payment. Under the Swap Agreement, Masonicare makes fixed payments to the counterparties to the swap agreement and receives variable rate payments equal to 67% of the monthly LIBOR rate, which was approximately 0.85% and 0.10% as of September 30, 2015 and 2014, respectively. The difference between the actual variable rate on the debt and the rate of 67% of LIBOR is recorded by Masonicare as an increase or decrease of interest expense depending on the relationship of the rate of 67% of LIBOR to the actual variable rate on the debt. The fair value of the interest rate swap (a liability of \$19,388 and \$16,395 as of September 30, 2015 and 2014, respectively) has been recorded in the accompanying consolidated balance sheets as a current and long-term liability. The Swap Agreement expires on July 1, 2037.

Management has not designated the Swap Agreement as a hedging instrument. The change in fair value of the Swap Agreement of \$(2,994) and \$(988) for the years ended September 30, 2015 and 2014, respectively, is recorded in the consolidated statements of operations and changes in net assets.

Masonicare executed an amended Swap Agreement in 2012 with Merrill Lynch, which divided the original swap into four separate transactions with the addition of three additional swap providers. Key elements of the current interest rate Swap Agreements are as follows:

Masonicare and PNC Bank (A, A2) interest rate swap agreement through April 5, 2017, based on 27.5% of the outstanding notional amount during this time at 3.991% with a \$3,500 collateral threshold.

Masonicare and Wells Fargo Bank (AA-, Aa3) interest rate swap agreement through April 3, 2019, based on 47.5% of the outstanding notional amount for the first years and 75% for the last two years of the agreement at 3.986% with a \$7,500 collateral threshold.

Masonicare and Deutsche Bank (A+, Aa3) interest rate swap agreement through July 1, 2020, based on 25% of the outstanding notional for the first years and 100% for the period April 4, 2019 to the end of the agreement at 4.130% with a \$5,000 collateral threshold.

Masonicare and Merrill Lynch (A-, Baa1) interest rate swap agreement from July 1, 2020 to July 1, 2037 at 3.854% with a \$7,000 collateral threshold.

The use of an interest rate swap to manage exposure to changes in the interest rate on its CHEFA Series C variable rate bonds exposes Masonicare to additional risks related to this derivative instrument, including market risk, credit risk and termination risk.

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Note 6 - Long-Term Debt (continued)

Masonicare has defined risk management practices to mitigate these risks, as follows:

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 Masonicare will accept.

Credit risk is the risk that the counterparties on a derivative instrument may be unable to perform their obligation during the term of the contract. When the fair value of a derivative contract is positive, the counterparties owe Masonicare, 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.

Termination risk represents the risk that Masonicare may be required to make a significant payment to the counterparties, 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.

Note 7 - Line of Credit

Masonicare has entered into a revolving line of credit agreement with M&T Bank for \$10,000. Advances under the line of credit bear interest at the higher of a 4% interest rate or the Eurodollar rate plus 175 basis points. The agreement expires upon mutual consent of both parties. As of September 30, 2015 and 2014, Masonicare did not have any outstanding amounts drawn against this line of credit.

Note 8 - Self-Insurance Liabilities

Malpractice and General Liability-

Masonicare is self-insured for its long-term care professional and general liability exposure through Keystone, a wholly-owned subsidiary domiciled in Vermont. Keystone provides claims-made coverage of \$10,000 per claim with an annual aggregate of \$14,000 for general liability insurance and \$13,000 per claim with an annual aggregate of \$16,000 for professional liability insurance, subject to reinsurance. The liability for incurred but not reported claims of \$538 and \$520 as of September 30, 2015 and 2014, respectively, has been retained at Masonicare.

Masonicare has employed independent actuaries to estimate the ultimate costs of the settlement of claims under the program. Accrued professional and general liability reserves are discounted at a rate of 3% as of September 30, 2015 and 2014. Management considers the liability to be adequate as of September 30, 2015 and 2014; however, no assurance can be given that the ultimate settlement of losses may not vary materially from the liability recorded. Future adjustment to the amounts recorded resulting from the continual review process, as well as differences between estimates and ultimate payments, will be reflected in the consolidated statements of operations of future years when such adjustments, if any, become known.

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Note 8 - Self-Insurance Liabilities (continued)

Activity in the estimated liability for outstanding losses and loss-related adjustment expenses at Keystone for the years ended September 30, 2015 and 2014 is summarized as follows:

	<u>2015</u>	<u>2014</u>
Balance, beginning of year	\$ 5,865	\$ 7,015
Less: reinsurance recoverable	<u>(1,117)</u>	<u>(791)</u>
Net balance, beginning of year	4,748	6,224
Incurred related to:		
Current year	1,328	1,487
Prior years	<u>(1,475)</u>	<u>(2,906)</u>
Total incurred	(147)	(1,419)
Paid related to:		
Current year	-	-
Prior years	<u>(289)</u>	<u>(166)</u>
Total paid	(289)	(166)
Impact of change in discounting	<u>110</u>	<u>109</u>
Net balance, end of year	4,422	4,748
Add: reinsurance recoverable	<u>960</u>	<u>1,117</u>
Balance, end of year	<u>\$ 5,382</u>	<u>\$ 5,865</u>

As a result of changes in management's estimates of the ultimate settlement amount of claims reported in prior years, incurred losses and loss adjustment expenses decreased by \$1,475 in 2015 and decreased by \$2,906 in 2014.

Workers' Compensation-

Effective January 1, 2001, Masonicare became self-insured for the deductible portion of workers' compensation claims. During fiscal 2009, Masonicare was notified that the State of Connecticut would no longer permit the self-insurance of workers' compensation claims, and effective March 1, 2009 has obtained commercial insurance coverage for such claims. The workers' compensation trust will continue to cover the costs of the deductible portion of claims arising through the date of the change (\$250 per claim through December 31, 2004 and \$350 through February 28, 2009). During 2009, Masonicare obtained a surety bond to secure the future obligations of the self-insured deductible program, with \$300 in collateral (held in trust at J.P Morgan Chase Bank N.A.) included in assets under trust for self-insurance liabilities within the consolidated balance sheets as of September 30, 2015 and 2014, respectively.

Beginning March 1, 2009, Masonicare has purchased a pre-funded large deductible policy from a commercial carrier with a deductible limit of \$350 per claim and a \$4,300 aggregate limit (\$4,200 through March 1, 2010). Masonicare is required to pre-fund a loss escrow account with the commercial carrier; amounts held in escrow by the commercial carrier total \$4,950 and \$5,155 as of September 30, 2015 and 2014, respectively, and are carried within other receivables on the consolidated balance sheets.

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Note 8 - Self-Insurance Liabilities (continued)

Masonicare employed independent actuaries to estimate the ultimate costs of the self-insured deductibles and the pre-funded large deductible policies, which approximate \$4,062 and \$4,834 at September 30, 2015 and 2014, respectively. These liabilities (included in estimated self-insurance liabilities within the accompanying consolidated balance sheets) have also been discounted at a rate of 3% at September 30, 2015 and 2014, and in management's opinion provide an adequate reserve for loss contingencies.

Medical and Dental Insurance-

Masonicare self-insures liabilities related to medical coverage on its employees and dependents (covered members) up to \$150 per covered member, and has procured a stop loss policy with AETNA for coverage in excess of \$150 per covered member. Masonicare has estimated the value of incurred but not reported liabilities of the self-insured medical and dental benefit plans of \$1,435 and \$1,173 as of September 30, 2015 and 2014. Masonicare paid claims and administrative fees related to this program of \$14,632 and \$14,727 for the years ended September 30, 2015 and 2014, respectively.

Note 9 - Revenues from Services to Patients

The following summarizes net patient service revenues, for the years ended September 30, 2015 and 2014:

<u>2015</u>	<u>Self-Pay</u>	<u>Medicare</u>	<u>Medicaid</u>	<u>Commercial</u>	<u>Other</u>	<u>Total</u>
Gross revenues from services to patients	\$ 17,667	\$ 73,414	\$ 72,545	\$ 11,706	\$ 3,134	\$ 178,466
Contractual allowances	(78)	(5,865)	(31,985)	(3,123)	(1,296)	(42,347)
Net revenues from services to patients	<u>\$ 17,589</u>	<u>\$ 67,549</u>	<u>\$ 40,560</u>	<u>\$ 8,583</u>	<u>\$ 1,838</u>	<u>\$ 136,119</u>
<u>2014</u>	<u>Self-Pay</u>	<u>Medicare</u>	<u>Medicaid</u>	<u>Commercial</u>	<u>Other</u>	<u>Total</u>
Gross revenues from services to patients	\$ 18,770	\$ 76,447	\$ 70,865	\$ 11,974	\$ 3,452	\$ 181,508
Contractual allowances	(5,722)	(4,047)	(30,489)	(2,788)	(1,159)	(44,205)
Net revenues from services to patients	<u>\$ 13,048</u>	<u>\$ 72,400</u>	<u>\$ 40,376</u>	<u>\$ 9,186</u>	<u>\$ 2,293</u>	<u>\$ 137,303</u>

Patient accounts receivable and revenues are recorded when patient services are performed at the estimated net realizable amounts from third-party payers, patients and others for services rendered. Masonicare has agreements with third-party payers that provide for payments at amounts different from established rates, with these differences accounted for as contractual allowances. Payment arrangements include prospectively determined rates per discharge, reimbursed costs, per diem payments and discounted charges, including estimated retroactive settlements under payment agreements with third-party payers.

Provisions for adjustments to net patient service revenue are accrued on an estimated basis in the period the related services are rendered and adjusted in future periods as final settlements are determined. For uninsured patients, Masonicare recognizes revenue based on its published rates. On the basis of historical experience, a significant portion of Masonicare's uninsured patients will be unable or unwilling to pay for the services provided; accordingly, Masonicare records a provision for bad debts related to uninsured patients in the period the services are provided.

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Note 9 - Revenues from Services to Patients (continued)

MHC, MAN, MHH&H and MPHH&H grant credit without collateral to certain patients, most of whom are insured under third-party payer agreements. The composition of patient and resident receivables before allowances for doubtful accounts consists of the following at September 30, 2015 and 2014:

	2015	2014
Medicare	45 %	38 %
Medicaid	28	26
Private pay and other	27	36
	100 %	100 %

Note 10 - Third-Party Payer Reimbursement

Masonicare has agreements with third-party payers that provide for payments to MHC, MAN, MHH&H and MPHH&H at amounts different from their established rates.

A summary of the payment arrangements with major third-party payers follows:

Medicare - Services rendered to Medicare program beneficiaries are reimbursed under a variety of reimbursement methodologies:

Acute care beds of MHC are reimbursed on a Diagnostic Related Group (DRG) Prospective Payment System (PPS) methodology. Reimbursement amounts differ based on diagnosis and acuity level.

Geriatric medical psychiatric beds of MHC are reimbursed on an Inpatient Psychiatric Facility Prospective Payment System, which considers patient diagnosis along with clinical and functional factors such as a length of stay and comorbidity.

Skilled nursing care beds of MHC and MAN are reimbursed using the Resource Utilization Groups (RUGS) PPS methodology, which considers patient diagnosis with the level of clinical & rehab care given determined through Minimum Data Set (MDS) evaluation.

Home health services are reimbursed using the home health resource groups (HHRG) PPS methodology. Under home health PPS, an agency receives a fixed amount of reimbursement which covers all services (with a limited number of exceptions) provided to a patient for a specific treatment episode of 60 days. The reimbursement rate is developed based on the clinical, functional and service needs specific to the individual patient. The prospective rate is wage-adjusted based on where the service is provided (as opposed to where the benefit agency is located), and is subject to a variety of final claim adjustments which can modify the payment based on actual utilization and level of clinical and functional severity reported at the end of the episode.

Hospice services are reimbursed on a per diem basis based on level of care.

Outpatient services (non-home health) are reimbursed either on a rate per case outpatient prospective payment Ambulatory Payment Classification (APC) system, or on a cost basis or a blend of cost and fee schedules.

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Note 10 - Third-Party Payer Reimbursement (continued)

Medicaid - Services rendered to Medicaid program beneficiaries are reimbursed under a variety of reimbursement methodologies:

Skilled nursing care beds of MHC and MAN are reimbursed by applying a prospective rate system that categorizes costs into five major groupings, with the facilities' actual costs compared to state maximums- with the lower amounts determining reimbursement. Although the base period used to compute the rates is to be updated every two to four years, the Connecticut legislature has overridden the rebasing with reimbursement continuing to be based on 1996 costs, updated by a defined percentage as established by the legislature. This update has consistently been less than the level of inflation.

Home health services are reimbursed based on a fixed fee for service rates.

Hospice services are reimbursed on a per diem basis.

Filing Requirements - MHC, MAN, MHH&H and MPH&H must file annual Medicare cost reports and MHC and MAN must file annual Medicaid cost reports. Masonicare (as the corporate parent) files a home office cost report with Medicare in order to define the cost of services to each of the other cost reporting entities. Although there is no direct reimbursement for the home office, the allocated costs to the other cost reporting entities are incorporated into their respective Medicare cost reports.

As a result of audits by the Medicare and Medicaid intermediaries, the cost reports may be subject to audit adjustments and retroactive settlements. Masonicare has recorded provisions for future audits and related estimated settlement amounts. In the opinion of management, no material adjustments are expected to result from future audit settlements. Medicare cost reports for MHC, MAN, MHH&H and MPH&H have been settled through September 30, 2013. The Medicaid cost reports for MHC and MAN have been reviewed through September 30, 2006 and 2009, respectively. During 2014, a routine full field audit of MHC's 2009 Medicaid cost report was initiated, with final audit results still pending.

During fiscal 2015, Masonicare began participation in the Centers for Medicare & Medicaid Services Bundled Payments for Care Improvement initiative- Model 3 for selective episodes of care at MHC and MAN. These arrangements include financial and performance accountability for the selected episodes of care. Information will not be available until calendar 2016 to evaluate the financial impact of participation in this initiative.

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 necessarily limited to, matters such as licensure, accreditation, government health care program participation requirements, reimbursement for patient services, and Medicare and Medicaid fraud and abuse. Compliance with such laws and regulations can be subject to future government review and interpretation, as well as regulatory actions unknown or unasserted at this time. Management believes that Masonicare is in compliance with fraud and abuse regulations as well as other applicable governmental laws and regulations.

Revenue from Medicare and Medicaid programs accounted for approximately 79.5% and 82.3% of Masonicare's net patient revenue for the years ended September 30, 2015 and 2014, respectively. Laws and regulations governing the Medicare and Medicaid programs are extremely 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. There were no changes to third party reserves in 2015 and 2014 other than normal settlements.

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Note 11 - Pension and Other Post-retirement Benefits

For fiscal 2015 and 2014, Masonicare offers to substantially all of its employees a defined contribution retirement plan with various investment options. Masonicare provides a “safe-harbor” (immediately vested) 3% contribution for eligible plan participants (beginning after the first year of service with at least 1,000 hours of service) based upon eligible compensation as defined. Also as part of this retirement plan, Masonicare matches \$0.25 for every dollar contributed into the savings plan up to 4% of eligible compensation as defined (beginning after the first month of service). The employer match is subject to a 3-year graduated vesting schedule (0%-50%-100%) based upon at least 1,000 hours of service. Total defined contribution pension expense was \$2,681 and \$2,930 for the years ended September 30, 2015 and 2014, respectively.

Masonicare has a frozen defined benefit pension plan, with all participants 100% vested in their account balances. Benefits will be fully payable upon retirement as defined or upon plan termination. Pension cost for the defined benefit retirement plan was \$650 and \$1,059 for fiscal 2015 and 2014, respectively.

Masonicare also has a frozen nonqualified supplemental retirement plan for certain executives. During fiscal 2015, final plan liabilities were determined. Pension cost for the nonqualified supplemental retirement plan was \$(1,180) and \$-0- for the years ended September 30, 2015 and 2014, respectively.

Masonicare also has a postretirement health plan for certain eligible employees who were hired prior to January 1, 2000 if they retire after attaining specified age and service requirements while they worked for Masonicare. The cost of such benefits is accrued during an employee’s years of service. Generally, Masonicare pays a portion of the plan costs and the retirees pay premiums based on age and years of service at retirement. Postretirement health plan cost was \$(191) and \$(185) for the years ended September 30, 2015 and 2014, respectively.

Total pension and other postretirement benefits expense for the years ended September 30, 2015 and 2014 was \$1,960 and \$3,804, respectively.

Significant assumptions are as follows as of September 30, 2015 and 2014:

	<u>Pension Benefits</u>		<u>Other Postretirement Benefits</u>	
	<u>2015</u>	<u>2014</u>	<u>2015</u>	<u>2014</u>
Weighted average assumptions:				
Discount rate on Qualified Plan	4.20%	4.25%	3.85%	4.25%
Expected return on plan assets	7.00%	7.00%	N/A	N/A
Discount rate on Supplemental Executive Retirement Plan				
	0.00%	1.85%	N/A	N/A
Rate of compensation increase	N/A	5.00%	N/A	N/A
Health care cost trend rate:				
Initial health care cost trend rate	N/A	N/A	6.75%	7.00%
Ultimate health care cost trend rate	N/A	N/A	5.00%	5.00%
Number of years to ultimate rate	N/A	N/A	8 years	4 years

The discount rate is the rate at which obligations could be effectively settled and is based on high-grade bond yields after allowing for call and default risk. The expected rate of return on assets for the defined benefit pension plan is determined by adding expected inflation to expected long-term returns.

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Note 11 - Pension and Other Post-retirement Benefits (continued)

The health care cost 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:

	1-Percentage Point Increase	1-Percentage Point Decrease
Effect on total of service and interest cost components	\$ 11	\$ (9)
Effect on postretirement benefit obligation	\$ 276	\$ (240)

The following table sets forth the funded status of the postretirement benefit plans and the related amounts recognized in Masonicare's consolidated financial statements at September and 2014:

	Pension Benefits		Other Postretirement Benefits	
	2015	2014	2015	2014
Change in benefit obligation:				
Benefit obligation at beginning of year	\$ 33,955	\$ 32,453	\$ 3,698	\$ 3,607
Participant contributions	-	-	36	28
Service cost	-	180	7	6
Interest cost	1,272	1,423	151	167
Actuarial loss	3,404	2,555	103	155
Benefits paid	(1,883)	(2,656)	(285)	(265)
Other	(1,180)	-	-	-
Benefit obligation at end of year	<u>\$ 35,568</u>	<u>\$ 33,955</u>	<u>\$ 3,710</u>	<u>\$ 3,698</u>
Change in plan assets:				
Fair value of plan assets at beginning of year	\$ 21,814	\$ 21,128	\$ -	\$ -
Actual return on plan assets	(1,141)	1,205	-	-
Employer contributions	1,717	2,136	249	237
Participant contributions	-	-	36	28
Benefits paid	(1,883)	(2,655)	(285)	(265)
Fair value of plan assets at end of year	<u>\$ 20,507</u>	<u>\$ 21,814</u>	<u>\$ -</u>	<u>\$ -</u>
Accrued liability	<u>\$ (15,061)</u>	<u>\$ (12,141)</u>	<u>\$ (3,710)</u>	<u>\$ (3,698)</u>
Defined benefit pension plan	\$ (14,548)			
Supplemental executive retirement plan	(513)			
Accrued liability	<u>\$ (15,061)</u>			
Postretirement health plan, net			\$ (3,710)	
Retiree Part D subsidy receivable			(25)	
Accrued liability			<u>\$ (3,735)</u>	

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Note 11 - Pension and Other Post-retirement Benefits (continued)

Components of net periodic benefit costs are as follows for the years ended September 30, 2015 and 2014:

	<u>Pension Benefits</u>		<u>Other Postretirement Benefits</u>	
	<u>2015</u>	<u>2014</u>	<u>2015</u>	<u>2014</u>
Service cost	\$ -	\$ 180	\$ 7	\$ 6
Interest cost	1,272	1,423	151	167
Expected return on plan assets	(1,428)	(1,406)	-	-
Amortization of prior service cost	-	-	(437)	(437)
Actuarial loss recognized	975	861	88	79
Curtailment Loss	(169)	-	-	-
	<u>\$ 650</u>	<u>\$ 1,058</u>	<u>\$ (191)</u>	<u>\$ (185)</u>

Of the \$5,973 of postretirement changes other than net periodic benefit costs for the defined benefit pension plan recorded in the consolidated statements of changes in unrestricted net assets for the year ended September 30, 2015 - \$2,475 reflects liability loss due to assumption change (updated mortality tables); \$933 reflects liability loss due to participant experience; and \$2,565 reflects asset return loss.

Amounts recorded in unrestricted net assets as of September 30, 2015, not yet amortized as components of net periodic benefit costs are as follows:

Unamortized prior service credit	\$ (1,918)
Unamortized actuarial loss	<u>19,550</u>
Amount recognized as a reduction in unrestricted net assets	<u>\$ 17,632</u>

The amortization of the above items expected to be recognized in net periodic costs for the year ended September 30, 2016 is \$1,140.

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Note 11 - Pension and Other Postretirement Benefits (continued)

The fair values of Masonicare's pension plan assets as of September 30, by asset category classified as Level 1, 2 and 3, as defined in Note 13, are as follows:

2015	Quoted Prices in Active Markets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Cash, cash equivalents and interest receivable	\$ 1,888	\$ -	\$ -	\$ 1,888
Mutual and other equity funds:				
Fixed income taxable bond	4,000	-	-	4,000
U.S. equity	8,419	-	-	8,419
International	5,904	-	-	5,904
Global real estate	-	-	-	-
Absolute return	-	-	-	-
Commodities	296	-	-	296
	\$ 20,507	\$ -	\$ -	\$ 20,507
2014	Quoted Prices in Active Markets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Cash, cash equivalents and interest receivable	\$ 439	\$ -	\$ -	\$ 439
U.S. Equity securities	3,966	-	-	3,966
U.S. Corporate bonds	-	16	-	16
Mutual and other equity funds:				
Fixed income taxable bond	7,027	-	-	7,027
U.S. equity	4,278	-	-	4,278
International	3,267	-	-	3,267
Global real estate	691	-	-	691
Absolute return	1,700	-	-	1,700
Commodities	430	-	-	430
	\$ 21,798	\$ 16	\$ -	\$ 21,814

The investment objectives for the defined benefit pension plan is to obtain a favorable relative return for the entire fund, consistent with preservation of capital emphasizing some income generation and long-term growth. While some risk is warranted pursuing long-term growth of capital, consistent annual returns with low volatility in investment performance are desirable.

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Note 11 - Pension and Other Postretirement Benefits (continued)

Masonicare expects to contribute approximately \$1,757 to its defined benefit pension plan, \$277 to its postretirement health plan and \$119 to its supplemental executive retirement plan in fiscal year 2016. The costs and related obligations of the supplemental executive retirement plan are included within the pension benefit tables set forth above.

The following benefit payments, which reflect expected future service, are expected to be paid as follows:

	Pension Benefits		Other Postretirement Benefits
2016	\$ 5,629	\$	277
2017	\$ 2,695	\$	292
2018	\$ 2,861	\$	302
2019	\$ 3,138	\$	312
2020	\$ 3,400	\$	318
Thereafter	\$ 12,580	\$	1,572

Note 12 - Endowments

Masonicare's endowment consists of funds established for a variety of purposes. The endowment includes both donor-restricted endowment funds and funds designated by the Board of Directors to function as endowments. As required by accounting principles generally accepted in the United States of America, net assets associated with endowment funds, including funds designated by the Board of Trustees to function as endowments, are classified and reported based on the existence or absence of donor restrictions.

Masonicare 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 by the Board of Trustees. Masonicare 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 Masonicare 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 Masonicare; and (7) the investment policies of Masonicare.

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Note 12 – Endowments (continued)

Permanently restricted net assets consist of the following at September 30, 2015 and 2014:

	<u>2015</u>	<u>2014</u>
Investments held in perpetuity, the income from which is dedicated to support Masonicare’s activities	\$ 52,476	\$ 51,923
Investment in note receivable	12,594	12,594
Investments held in perpetuity, the income from which is dedicated to support annuity contractual obligations	1,288	1,848
Investments held in perpetuity, the income from which is dedicated to support MHH&H activities	1,177	1,177
Fair value of perpetual trusts	<u>11,151</u>	<u>12,244</u>
	<u>\$ 78,686</u>	<u>\$ 79,786</u>

Temporarily restricted net assets are available for the following purposes at September 30, 2015 and 2014:

	<u>2015</u>	<u>2014</u>
Residual interest trusts not available for Masonicare’s purposes until the expiration of the trusts	\$ 981	\$ 974
Investments held to support annuity contractual obligations that are not available for Masonicare’s purposes until the expiration of interest income	134	111
Support of MAV residents	1,165	1,157
Support for scholarship activities	<u>411</u>	<u>515</u>
	<u>\$ 2,691</u>	<u>\$ 2,757</u>

Of the \$2,757 of temporarily restricted net assets as of September 30, 2014, \$297 reflect the unexpended accumulated earnings related to permanently restricted net assets. During fiscal 2015, these temporarily restricted net assets were reduced by realized and unrealized investment losses of \$38 and distributions of \$52, resulting in an unexpended accumulated earnings balance of \$207 as of September 30, 2015.

Funds with Deficiencies-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 Masonicare to retain as a fund of perpetual duration. Deficiencies of this nature are reported in unrestricted net assets. As of September 30, 2015 and 2014, there were no funds that were below the level required by donor or law.

Return Objectives and Risk Parameters-Masonicare’s investment and spending policies for endowment assets attempt to provide a predictable stream of funding to programs supported by its endowment while seeking to maintain the purchasing power of the endowment assets.

Strategies Employed for Achieving Objectives-To satisfy its long-term rate-of-return objectives, Masonicare’s investment and spending policies for endowment assets attempt to provide preservation of capital, growth after inflation, capital appreciation and compliance with bond covenants. In addition, the objectives include adequate liquidity with limited volatility.

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(Dollars in thousands)

Note 12 – Endowments (continued)

Spending Policy- During fiscal year 2014, MCF's Board of Directors and Masonicare's Board of Trustees approved the appropriation of endowment funds for the purpose of loaning these funds to MAV which in turn loaned these funds to MAM to capitalize SLM. This transaction resulted in the effectuation of two intercompany loan agreements- one agreement between MCF and MAV and another agreement between MAV and MAM. Both intercompany loan agreements were in the amount of \$12,594, bear interest at a rate equivalent to the Applicable Federal Rate as published in Revenue Rulings of the Internal Revenue Service from time to time, until paid in full, and mature on May 15, 2028. Repayment shall be interest only until May 15, 2019. Thereafter, payment shall include principal and interest. MAM utilized these moneys to invest in SLM, which is in the process of constructing a new independent living and assisted living facility in Mystic, CT in order to further continue the mission of Masonicare. Interest expense paid on the note was \$325 and \$94 for the years ended September 30, 2015 and 2014, respectively.

MCF's Board of Directors and Masonicare's Board of Trustees previously approved the appropriation of endowment funds for the purpose of acquiring land in Oxford, CT (during fiscal 2014) and Mansfield, CT (during fiscal 2011). The total value of the land acquired (total cost of \$8,119) will be used to develop assisted and independent living facilities to provide services to the elderly and further continue the mission of Masonicare.

For fiscal periods beginning October 1, 2009 Masonicare's Spending Policy is to support Masonicare's strategic plan initiatives and operational objectives by making available a minimum of 0% up to maximum of 23.5% annually of the 3 year rolling average of the unrestricted portfolio's market value measured annually as of May 31st. The annual percentage allocation may only exceed 0% in years that the unrestricted investment portfolio's market value has not incurred a decline from the prior year market value as measured as of May 31st. To comply with this Spending Policy, the Investment Committee provides recommendations of the annual percentage allocation to the Board of Trustees based on its evaluation of management's proposal for how the appropriated funds will be utilized including consideration of the projected impact on the investment portfolio. Management presents its proposals at the beginning of each year's internal budget process. Additional requests may be submitted by management to the Investment Committee for evaluation at other times during the year due to timing or extraordinary circumstances for recommendation to the Board of Trustees. The Board of Trustees also approves additional amounts to be withdrawn from funds which are restricted to certain uses pursuant to donor stipulation that are subject to appropriation and expenditure for the relevant specified uses.

Prior to September 2009 MCF's investment portfolio allocation policy for long-term returns (Spending Policy) provided that the appropriation of funds from principal and or earnings to support annual operational losses of Masonicare. Subsequent to September 2009 and primarily due to unfavorable investment returns within the global equity markets, MCF's Board of Directors and Masonicare's Board of Trustees approved the expenditure of up to \$20 million of invested assets to ensure compliance with Masonicare's bond covenants. None of the \$20 million appropriated has been expended as of September 30, 2015 and 2014.

Note 13 - Fair Values

Effective October 1, 2008, Masonicare adopted FASB ASC 820-10, "*Fair Value Measurements and Disclosures*", which defines fair value, establishes a framework for measuring fair value in accounting principles generally accepted in the United States and expands disclosures about fair value measurements.

Masonicare
Notes to the Consolidated Financial Statements
As of and for the Years Ended September 30, 2015 and 2014
(Dollars in thousands)

Note 13 - Fair Values (continued)

FASB ASC 820 does not require any new fair value measurements but provides guidance on how to measure fair value by providing a fair value hierarchy used to classify the source of the information. The new definition of fair value focuses on the price that would be received to sell the asset or paid to transfer the liability, which is referred to as the exit price. The standards provide guidance on how to measure fair value, when required, under existing accounting standards and establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into three broad levels (Level 1, 2 and 3).

Level 1 - Observable inputs that reflect quoted prices for identical assets or liabilities in active markets that Masonicare has the ability to access at the measurement date.

Level 2 - Observable inputs (other than quoted prices included in Level 1) for the asset or liability based on data not quoted in active markets but corroborated by market data available to Masonicare.

Level 3 - Unobservable inputs reflecting Masonicare's estimates of the assumptions that market participants could use in pricing the asset or liability (including assumptions about risk).

Management determines the appropriate classification of its investments in all securities at the time of purchase and re-evaluates such determination at each balance sheet date. Masonicare has classified its investments in available for sale securities as Level 1, 2 and 3, as follows:

<u>2015</u>	Quoted Prices in Active Markets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Cash, cash equivalents and interest receivable	\$ 10,091	\$ -	\$ -	\$ 10,091
Equity securities:				
U.S. equity securities	15,867	-	-	15,867
U.S. mutual funds	31,257	-	-	31,257
International mutual funds	28,442	-	-	28,442
Other assets	8,086	-	-	8,086
Debt securities:				
U.S. government securities	4,491	-	-	4,491
Corporate bonds	8,569	-	-	8,569
Mortgage backed securities	2,291	-	-	2,291
Taxable bond fund	9,313	-	-	9,313
Other assets	233	-	-	233
Perpetual interest trusts	11,152	-	-	11,152
Real estate	-	8,119	-	8,119
Residual interest trusts	-	1,562	-	1,562
Other invested assets	-	421	-	421
Total	<u>\$ 129,792</u>	<u>\$ 10,102</u>	<u>\$ -</u>	<u>\$ 139,894</u>

Masonicare
Notes to the Consolidated Financial Statements
As of and for the Years Ended September 30, 2015 and 2014
(Dollars in thousands)

Note 13 - Fair Values (continued)

<u>2014</u>	<u>Quoted Prices in Active Markets (Level 1)</u>	<u>Significant Observable Inputs (Level 2)</u>	<u>Significant Unobservable Inputs (Level 3)</u>	<u>Total</u>
Cash, cash equivalents and interest receivable	\$ 5,152	\$ -	\$ -	\$ 5,152
Equity securities:				
U.S. equity securities	21,353	-	-	21,353
U.S. mutual funds	34,865	-	-	34,865
International mutual funds	33,944	-	-	33,944
Other assets	12,727	-	-	12,727
Debt securities:				
U.S. government securities	4,688	-	-	4,688
Corporate bonds	10,148	-	-	10,148
Mortgage backed securities	3,244	-	-	3,244
Taxable bond fund	11,242	-	-	11,242
Other assets	552	-	-	552
Perpetual interest trusts	12,244	-	-	12,244
Real estate	-	8,119	-	8,119
Residual interest trusts	-	1,551	-	1,551
Other invested assets	-	449	-	449
Total	\$ 150,159	\$ 10,119	\$ -	\$ 160,278

Investment in Investment Companies, carried at cost, are excluded from the above and amount to \$21,162 and \$19,921 as of September 30, 2015 and 2014, respectively.

The following methods and assumptions were used by Masonicare in estimating the fair value of its other financial instruments:

Cash and Cash Equivalents-The carrying amount reported in the consolidated balance sheets for cash and cash equivalents approximates its fair value.

Receivables and Payables- The fair value of receivables and payables approximates the carrying amount reported in the consolidated balance sheets as of September 30, 2015 and 2014.

Real Estate- Real estate is carried at original cost, which approximates fair value.

Residual Interest Trusts- Primarily corporate bonds, with fair value determined based on defined sector, benchmark yields, yield to maturity and considering any adjustment required related to corporate action(s).

Interest Rate Swap Liability- The \$19,388 and \$16,395 fair value at September 30, 2015 and 2014, respectively, of the interest rate swap liability (classified as Level 2) is based on information provided by the swap providers, and considers the underlying notional debt principal amounts and the current interest rates paid by the parties under the terms of the swap contract.

Masonicare
Notes to the Consolidated Financial Statements
As of and for the Years Ended September 30, 2015 and 2014
(Dollars in thousands)

Note 13 - Fair Values (continued)

Long-Term Debt-Fair values of Masonicare's long-term debt are based on current traded value. The fair value of the long-term debt approximates the carrying amount reported in the consolidated balances sheets as of September 30, 2015 and 2014.

Note 14 - Commitments, Contingencies and Other Obligations

Leases-

Masonicare leases certain real estate and equipment under several non-cancelable operating leases. Future minimum rental payments under non-cancelable operating leases with initial terms in excess of one year are as follows at September 30, 2015:

2016	\$	843
2017	\$	805
2018	\$	387
2019	\$	126

Total rent expense under all operating leases was approximately \$886 and \$764 for the years ended September 30, 2015 and 2014, respectively.

Asset Retirement Obligation-

During March 2005, the FASB issued Interpretation No. 47, which clarifies the term "conditional asset retirement obligation" as used in FASB ASC 410-20, "*Asset Retirement Obligations*". FASB ASC 410-20 addresses financial accounting and reporting for obligations associated with the retirement of tangible long-lived assets such as facilities containing asbestos, when the amount of the liability can be reasonably estimated. Management has evaluated the fair market value of its Asset Retirement Obligation (ARO), relating to its various facilities, with an ARO liability of \$798 and \$852 established as of September 30, 2015 and 2014, respectively. Management will continue to evaluate its exposure to asbestos removal and adjust the ARO for the fair value of the associated costs.

SLM Construction Project-

Due to the lack of substantial progress on the facility under construction by SLM and other matters, the construction agreement with the original contractor was terminated during fiscal 2015 and a replacement contractor has been hired to complete the project in Mystic, CT. In connection with this termination, \$1,000 of surety bonding costs and general conditions fees related to the original contract have been written off.

The delays have increased the estimated total project costs, with the completion of the project delayed about a year. SLM secured during fiscal 2014 a credit facility from a bank in the amount of \$38,280 towards the estimated cost of \$53,054 to complete this project. While there are currently no borrowings on this credit facility, SLM would not be able to meet certain construction deadlines and other requirements of the existing facility. SLM is in the early stages of renegotiation of this facility and, with the commitment of SLM to fund all incremental construction costs before any bank funding occurs, expects the bank to approve amendment of the existing agreement.

Masonicare
Notes to the Consolidated Financial Statements
As of and for the Years Ended September 30, 2015 and 2014
(Dollars in thousands)

Note 14 - Commitments, Contingencies and Other Obligations (continued)

Related to the required incremental equity contribution to SLM, MSLA has indicated the ability to fund approximately \$1,000 of additional capital and MAM has agreed to fund approximately \$18,000 of additional capital (including \$5,000 from recurring capital budgets and \$13,000 from unrestricted investment borrowings from MCF). MCF Board of Directors and Masonicare Board of Trustees approvals for this incremental funding has occurred, with a portion of the noted funding from the routine capital budget having occurred by September 30, 2015.

The former contractor has sued SLM for breach of contract and seeks damages, with SLM countersuing the former contractor for the same elements. A mediator has been engaged to assist in the potential mediation settlement of the items under dispute, with a second round of mediation discussions to be scheduled. Due to the very early stages of this litigation, it is not possible to estimate an outcome.

Other Legal Matters-

Masonicare is involved in various legal actions arising in the normal course of business. Although the ultimate outcome is not determinable at this time, management, after taking into consideration 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 consolidated balance sheets and the related consolidated statements of operations and changes in net assets and cash flows.

Masonicare
Consolidating Balance Sheet
September 30, 2015
(Dollars in thousands)

	MC	MBC	MCF	MAN	MAV	MAR	MHHH*	Elms	Ob. Grp	Keystone	MMS	MAM	SLM	Elms	Total
Assets															
Current assets:															
Cash and cash equivalents	\$ (2,516)	\$ 2	\$ 1	\$ 1	\$ 1	\$ -	\$ 5,873	\$ -	\$ 3,362	\$ 770	\$ -	\$ -	\$ 11	\$ -	\$ 4,143
Restricted cash	-	-	-	-	767	-	-	-	767	-	-	-	-	-	767
Patient accounts receivable, net	-	6,695	-	1,873	1,935	446	7,704	-	18,653	-	74	-	-	-	18,727
Other receivables	5,068	(3)	(34)	(1)	126	16	(11)	-	5,161	978	243	-	-	-	6,382
Inventories	-	239	-	22	21	-	-	-	282	-	-	-	-	-	282
Prepaid expenses and other current assets	224	434	11	165	133	2	1,176	-	2,152	57	39	-	56	-	2,304
Assets whose use is limited or restricted - required for current liabilities & operating purposes	3,280	-	303	-	-	-	-	-	3,583	-	-	-	-	-	3,583
Total current assets	6,056	7,367	288	2,060	2,983	464	14,742	-	33,960	1,805	356	-	67	-	36,188
Intercompany	(17,419)	40	(8,376)	-	8,578	29	17,576	-	428	-	(9)	(419)	-	-	-
Assets whose use is limited or restricted:															
By Board of Trustees	-	-	88,813	-	12,594	-	-	(12,594)	88,813	-	-	-	-	-	88,813
Under patient asset management, trust agreements and patient escrow accounts	-	461	-	38	-	-	-	-	499	-	-	-	-	-	499
Under indenture agreement - held by Trustees	506	-	-	-	-	-	-	-	506	-	-	-	-	-	506
Under trust for estimated self-insurance liabilities	300	-	-	-	-	-	-	-	300	13,161	-	-	-	-	13,461
By donors for specific purposes	-	-	3,577	-	-	-	-	-	3,577	-	-	-	-	-	3,577
By donors for permanent endowment funds	-	-	66,794	-	-	-	-	-	66,794	-	-	-	-	(12,594)	54,200
Total assets whose use is limited or restricted	806	461	159,184	38	12,594	-	-	(12,594)	160,489	13,161	-	-	-	(12,594)	161,056
Less: Assets whose use is limited or restricted - required for current liabilities & operating purposes	(3,280)	-	(303)	-	-	-	-	-	(3,583)	-	-	-	-	-	(3,583)
Non-current assets whose use is limited or restricted	(2,474)	461	158,881	38	12,594	-	-	(12,594)	156,906	13,161	-	-	-	(12,594)	157,473
Property and equipment, net	13,880	30,209	86	10,191	82,129	-	167	-	137,362	-	152	-	19,132	-	156,646
Unamortized financing costs	1,667	80	10	8	62	-	-	-	1,757	-	-	-	281	-	2,038
Recoveries of estimated insurance liabilities insured through commercial policies	108	-	-	-	-	-	-	-	108	-	-	-	-	-	108
Investment in subsidiaries	26,581	-	-	-	13,393	-	1,348	(41,322)	-	-	-	13,203	-	(13,203)	-
Total assets	\$ 28,399	\$ 38,087	\$ 150,889	\$ 12,297	\$ 119,739	\$ 493	\$ 34,533	\$ (53,916)	\$ 330,521	\$ 14,966	\$ 499	\$ 12,784	\$ 19,489	\$ (25,797)	\$ 352,453

*Home Health Care Services include the accounts of Masonicare Home Health & Hospice and Masonicare Partners Home Health & Hospice.

See accompanying Independent Auditor's Report.

Masonicare
Consolidating Balance Sheet (continued)
September 30, 2015
(Dollars in thousands)

	MC	MHC	MCP	MAN	MAV	MAH	MHHH*	Elims	Ob Grp	Keystone	NMS	MAM	SLM	Elims	Total
Liabilities and Net Assets (Deficit)															
Current liabilities:															
Current maturities of long-term debt	\$ 2,787	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 2,787	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 2,787
Accounts payable and accrued expenses	1,427	2,733	115	928	1,451	101	2,882	-	9,637	52	302	-	2,393	-	12,284
Accrued salaries and related expenses	1,696	2,499	63	601	383	89	1,964	-	7,297	-	359	-	-	-	7,656
Accrued pension and postretirement benefits, current portion	2,179	-	-	-	-	-	-	-	2,179	-	-	-	-	-	2,179
Interest rate swap liability, current portion	2,563	-	-	-	-	-	-	-	2,563	-	-	-	-	-	2,563
Estimated self-insurance liabilities, current portion	1,435	-	-	-	-	-	-	-	1,435	-	-	-	-	-	1,435
Estimated settlements due to third-party payers	-	221	-	43	-	-	1,045	-	1,311	-	-	-	-	-	1,311
Annuities payable, current portion	-	-	303	-	-	-	-	-	303	-	-	-	-	-	303
Refundable entry fees, current portion	-	-	-	-	1,515	-	-	-	1,515	-	-	-	-	-	1,515
Deferred patient service and other revenues	-	79	-	-	1,512	-	1,265	-	2,856	-	-	-	-	-	2,856
Deposits	24	158	-	313	1,492	-	-	-	1,987	-	-	-	187	-	2,174
Other liabilities	17	36	-	18	18	-	76	-	165	-	92	-	-	-	257
Total current liabilities	12,128	5,726	483	1,905	6,371	190	7,232	-	34,035	52	653	-	2,580	-	37,320
Accrued pension and postretirement benefits, net of current portion	16,617	-	-	-	-	-	-	-	16,617	-	-	-	-	-	16,617
Interest rate swap liability, net of current portion	16,825	-	-	-	-	-	-	-	16,825	-	-	-	-	-	16,825
Annuities payable, net of current portion	-	-	1,653	-	-	-	-	-	1,653	-	-	-	-	-	1,653
Refundable entry fees, net of current portion	-	-	-	-	21,208	28	-	-	21,236	-	-	-	-	-	21,236
Deferred entry fee revenues	-	-	-	-	14,945	-	-	-	14,945	-	-	-	-	-	14,945
Assets held for patient asset management:															
Trust agreements and patient escrow accounts	-	444	-	10	-	-	-	-	484	-	-	-	-	-	484
Asset retirement obligation	-	729	-	69	-	-	-	-	798	-	-	-	-	-	798
Estimated insurance liabilities insured through commercial policies	108	-	-	-	-	-	-	-	108	-	-	-	-	-	108
Estimated self-insurance liabilities, net of current portion	4,600	-	-	-	-	-	-	-	4,600	5,382	-	-	-	-	9,982
Long-term debt, net of current maturities	96,082	-	-	-	12,594	-	-	(12,594)	96,082	-	-	12,594	-	(12,594)	96,082
Total liabilities	146,360	6,899	2,136	2,014	55,118	218	7,232	(12,594)	207,383	5,434	653	12,594	2,580	(12,594)	216,050
Net assets (deficit):															
Unrestricted	(117,961)	31,188	67,376	10,283	64,621	275	27,449	(41,322)	41,909	9,532	(154)	190	13,203	(13,203)	51,477
Non-controlling interest in consolidated subsidiary	-	-	-	-	-	-	(148)	-	(148)	-	-	-	3,697	-	3,549
Total unrestricted net assets	(117,961)	31,188	67,376	10,283	64,621	275	27,301	(41,322)	41,761	9,532	(154)	190	16,900	(13,203)	55,026
Temporarily restricted	-	-	2,691	-	-	-	-	-	2,691	-	-	-	-	-	2,691
Permanently restricted	-	-	78,686	-	-	-	-	-	78,686	-	-	-	-	-	78,686
Total net assets (deficit)	(117,961)	31,188	148,753	10,283	64,621	275	27,301	(41,322)	123,138	9,532	(154)	190	16,900	(13,203)	136,403
Total liabilities and net assets (deficit)	\$ 28,399	\$ 38,087	\$ 150,889	\$ 12,297	\$ 119,739	\$ 493	\$ 34,533	\$ (53,916)	\$ 330,521	\$ 14,966	\$ 499	\$ 12,784	\$ 19,480	\$ (25,797)	\$ 352,453

* Home Health Care Services include the accounts of Masonicare Home Health & Hospice and Masonicare Partners Home Health & Hospice

See accompanying Independent Auditor's Report.

**Masonicare
Consolidating Balance Sheet
September 30, 2014
(Dollars in thousands)**

	MC	MHC	MCF	MAN	MAV	MAH	MHHH*	Elms	Ob Grp	Keystone	MMS	MAM	SLM	Elms	Total
Assets															
Current assets:															
Cash and cash equivalents	\$ 3,050	\$ 2	\$ 28	\$ 1	\$ 2	\$ -	\$ 668	\$ -	\$ 3,751	\$ 498	\$ -	\$ -	\$ 2,310	\$ -	\$ 6,559
Restricted cash	-	-	-	-	766	-	-	-	766	-	-	-	-	-	766
Patient accounts receivable, net	-	8,769	-	2,241	1,798	338	8,693	-	21,839	-	199	-	-	-	23,018
Other receivables	5,237	20	(7)	-	368	2	(2)	-	5,618	1,136	80	-	-	-	6,834
Inventories	-	199	-	24	21	-	-	-	244	-	-	-	-	-	244
Prepaid expense and other current assets	179	410	31	143	152	57	325	-	1,297	50	34	-	518	-	1,899
Assets whose use is limited or restricted - required for current liabilities and operating purposes	3,280	-	347	-	-	-	-	-	3,627	-	-	-	-	-	3,627
Total current assets	11,746	9,400	399	2,409	3,107	397	9,684	-	37,142	1,684	313	-	2,828	-	41,967
Assets whose use is limited or restricted:															
By Board of Trustees	-	-	106,125	-	12,594	-	-	(12,594)	106,125	-	-	-	-	-	106,125
Under patient asset management, trust agreement and patient escrow accounts	-	305	-	29	-	-	-	-	534	-	-	-	-	-	534
Under indenture agreement - held by Trustees	583	-	-	-	-	-	-	-	583	-	-	-	-	-	583
Under trust for estimated self-insurance liability	300	-	-	-	-	-	-	-	300	13,586	-	-	-	-	13,886
By donors for specific purposes	-	-	3,686	-	-	-	-	-	3,686	-	-	-	-	-	3,686
By donors for permanent endowment funds	-	-	67,978	-	-	-	-	-	67,978	-	-	-	-	(12,594)	55,384
Total assets whose use is limited or restricted	883	305	177,789	29	12,594	-	-	(12,594)	179,206	13,586	-	-	-	(12,594)	180,198
Less: Assets whose use is limited or restricted - required for current liabilities and operating purposes	(3,280)	-	(347)	-	-	-	-	-	(3,627)	-	-	-	-	-	(3,627)
Non-current assets whose use is limited or restricted	(2,397)	305	177,442	29	12,594	-	-	(12,594)	175,579	13,586	-	-	-	(12,594)	176,571
Property and equipment, net	12,495	29,178	83	8,678	84,539	26	1,684	-	136,688	-	142	-	13,031	-	149,856
Unamortized financing costs	1,734	11	11	8	67	-	-	-	1,831	-	-	-	-	-	1,831
Recoveries of estimated insurance liabilities insured through commercial policies	231	-	-	-	-	-	-	-	231	-	-	-	-	-	231
Investment in subsidiaries	26,582	-	-	-	11,891	-	1,348	(27,929)	11,892	-	-	12,272	-	(24,164)	-
Total assets	\$ 50,391	\$ 39,094	\$ 177,935	\$ 11,124	\$ 112,198	\$ 423	\$ 12,716	\$ (40,523)	\$ 363,358	\$ 15,270	\$ 455	\$ 12,272	\$ 15,859	\$ (36,758)	\$ 370,456

*Home Health Care Services include the accounts of Masonicare Home Health & Hospice and Masonicare Partners Home Health & Hospice

See accompanying Independent Auditor's Report.

Masonicare
Consolidating Balance Sheet (continued)
September 30, 2014
(Dollars in thousands)

	MC	MHC	MCP	MAN	MAV	MAH	MIRHH*	EHms	Ob Grp	Keystone	MMS	MAM	SLM	EHms	Total
Liabilities and Net Assets (Deficit)															
Current liabilities:															
Current maturities of long-term debt	\$ 2,673	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 2,673	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 2,673
Accounts payable and accrued expenses	591	3,799	116	1,910	1,174	36	2,749	-	10,375	62	252	13	150	-	10,852
Accrued salaries and related expenses	1,762	2,317	59	582	373	-	103	2,233	7,429	-	440	-	-	-	7,869
Accrued pension and postretirement benefits, current portion	1,943	-	-	-	-	-	-	-	1,943	-	-	-	-	-	1,943
Interest rate swap liability, current portion	2,783	-	-	-	-	-	-	-	2,783	-	-	-	-	-	2,783
Estimated self-insurance liabilities, current portion	1,173	-	-	-	-	-	-	-	1,173	-	-	-	-	-	1,173
Estimated settlements due to third-party payors	-	157	-	28	-	-	1,070	-	1,255	-	-	-	-	-	1,255
Annuities payable, current portion	-	-	320	-	-	-	-	-	320	-	-	-	-	-	320
Refundable entry fees, current portion	-	-	-	-	1,422	-	-	-	1,422	-	-	-	-	-	1,422
Deferred patient service and other revenues	-	78	-	-	1,512	-	-	1,344	2,934	-	-	-	-	-	2,934
Deposits	21	175	-	287	1,308	-	-	-	1,772	-	-	46	-	-	1,818
Other liabilities	21	10	-	6	19	-	80	-	136	-	33	-	-	-	169
Total current liabilities	10,948	6,536	495	2,813	5,808	139	7,476	-	34,215	62	725	59	150	-	35,211
Accrued pension and postretirement benefits, net of current portion	13,896	-	-	-	-	-	-	-	13,896	-	-	-	-	-	13,896
Interest rate swap liability, net of current portion	13,612	-	-	-	-	-	-	-	13,612	-	-	-	-	-	13,612
Annuities payable, net of current portion	-	-	1,751	-	-	-	-	-	1,751	-	-	-	-	-	1,751
Refundable entry fees, net of current portion	-	-	-	-	22,297	33	-	-	22,330	-	-	-	-	-	22,330
Deferred entry fee revenue	-	-	-	-	15,266	-	-	-	15,266	-	-	-	-	-	15,266
Assets held for patient asset management, trust agreements and patient escrow account	-	496	-	31	-	-	-	-	527	-	-	-	-	-	527
Asset retirement obligation	-	703	-	149	-	-	-	-	852	-	-	-	-	-	852
Estimated insurance liabilities insured through commercial policies	231	-	-	-	-	-	-	-	231	-	-	-	-	-	231
Estimated self-insurance liabilities, net of current	5,354	-	-	-	-	-	-	-	5,354	5,865	-	-	-	-	11,219
Long-term debt, net of current maturities	98,869	-	-	-	12,594	-	-	(12,594)	98,869	-	-	12,594	-	(12,594)	98,869
Total liabilities	142,910	7,735	2,246	2,993	55,965	172	7,476	(12,594)	206,903	5,927	725	12,653	150	(12,594)	213,764
Net assets (deficit):															
Unrestricted	(92,519)	31,359	93,146	8,131	56,233	251	5,409	(27,929)	74,081	9,343	(270)	(381)	12,272	(24,164)	70,881
Non-controlling interest in consolidated subsidiaries	-	-	-	-	-	-	(169)	-	(169)	-	-	-	3,437	-	3,268
Total unrestricted net assets	(92,519)	31,359	93,146	8,131	56,233	251	5,240	(27,929)	73,912	9,343	(270)	(381)	15,709	(24,164)	74,149
Temporarily restricted	-	-	2,757	-	-	-	-	-	2,757	-	-	-	-	-	2,757
Permanently restricted	-	-	79,786	-	-	-	-	-	79,786	-	-	-	-	-	79,786
Total net assets (deficit)	(92,519)	31,359	175,689	8,131	56,233	251	5,240	(27,929)	156,455	9,343	(270)	(381)	15,709	(24,164)	156,692
Total liabilities and net assets (deficit)	\$ 50,391	\$ 30,094	\$ 177,935	\$ 11,124	\$ 112,198	\$ 423	\$ 12,716	\$ (40,533)	\$ 363,358	\$ 15,270	\$ 455	\$ 12,272	\$ 15,319	\$ (16,758)	\$ 370,456

*Home Health Care Services include the accounts of Masonicare Home Health & Hospice and Masonicare Partners Home Health & Hospice.

See accompanying Independent Auditor's Report.

Masonicare
Consolidating Statement of Operations
For the Year Ended September 30, 2015

(Dollars in thousands)

	MC	MHC	MCF	MAN	MAY	MHHH*	MAR	ETIM	Ob Grp	*****	MNS	MAM	SEM	ETIM	Total
Operating revenues:															
Net patient service revenues	\$ -	\$ 60,778	\$ -	\$ 12,771	\$ -	\$ 55,706	\$ 1,911	\$ (1,099)	\$ 132,067	\$ -	\$ 4,052	\$ -	\$ -	\$ -	\$ 136,119
Resident fees	-	2,119	-	-	17,023	-	34	-	19,156	-	-	-	-	-	19,156
Other revenues	1,191	1,476	120	3,739	9,753	71	(22)	(542)	15,786	974	1,592	-	-	(2,037)	16,315
Provision for bad debts	-	(1,282)	-	(15)	(47)	(1,439)	(8)	-	(2,819)	-	-	-	-	-	(2,319)
Total operating revenues, net	1,191	63,091	120	16,495	26,729	54,319	3,895	(1,641)	164,109	974	5,644	-	-	(2,037)	168,780
Operating expenses:															
Salaries and wages	12,281	31,420	519	8,814	5,312	30,717	2,814	-	91,877	-	-4,967	-	179	-	97,023
Employee benefits	1,999	10,273	115	3,038	1,440	8,437	484	-	25,786	-	861	-	53	-	26,700
Supplies and other services	2,312	9,933	1,340	3,025	3,283	5,714	84	(55)	25,616	(3)	420	-	165	(921)	25,297
Professional fees	1,739	5,328	151	2,213	3,448	5,838	207	(1,586)	17,438	170	674	-	1,124	(1,116)	18,290
Depreciation and amortization	1,197	2,535	16	921	4,309	298	3	-	9,279	-	44	-	108	-	9,431
Interest and other fees	192	776	258	285	3,206	-	-	(325)	4,392	-	-	325	-	(325)	4,392
Management fee	(9,046)	3,459	57	1,042	287	3,071	236	-	(414)	-	414	-	-	-	-
Total operating expenses	10,674	63,724	2,456	19,438	21,785	54,075	3,808	(1,966)	173,994	167	7,380	325	1,629	(2,362)	181,133
(Loss) income from operations	(9,483)	(633)	(2,336)	(2,943)	4,944	244	87	325	(9,795)	807	(1,736)	(325)	(1,629)	325	(12,353)
Non-operating income (expense):															
Contributions	-	-	1,728	-	-	-	-	-	1,728	-	-	-	-	-	1,728
Investment income (loss)	(1)	-	9,484	-	1,366	-	-	-	10,849	734	-	-	-	-	11,583
Intercompany investment income (loss)	-	-	325	-	(2,044)	-	-	2,044	325	-	-	(2,044)	-	1,719	-
Total non-operating income (expense)	(1)	-	11,537	-	(678)	-	-	2,044	12,902	734	-	(2,044)	-	1,719	13,311
Excess of revenues (under) over expenses before severance costs, disposal of construction in progress and change in fair value of interest rate swap agreement	(9,484)	(633)	9,201	(2,943)	4,266	244	87	2,369	3,107	1,541	(1,736)	(2,369)	(1,629)	2,044	958
Severance costs	77	549	-	348	366	38	-	-	978	-	-	-	-	-	978
Disposal of construction in progress	-	-	-	-	-	-	-	-	-	-	-	-	1,000	-	1,000
Excess of revenues (under) over expenses before change in fair value of interest rate swap agreement	(9,561)	(1,182)	9,201	(3,091)	4,100	206	87	2,369	2,129	1,541	(1,736)	(2,369)	(2,629)	2,044	(1,020)
Change in fair value of interest rate swap agreement	(2,994)	-	-	-	-	-	-	-	(2,994)	-	-	-	-	-	(2,994)
Excess of revenues (under) over expenses	(12,555)	(1,182)	9,201	(3,091)	4,100	206	87	2,369	(865)	1,541	(1,736)	(2,369)	(2,629)	2,044	(4,014)
Excess of revenues (under) over expenses attributable to non-controlling interest in consolidated subsidiaries	-	-	-	-	-	(21)	-	-	(21)	-	-	-	385	-	364
Excess of revenues (under) over expenses of Masonicare	\$ (12,555)	\$ (1,182)	\$ 9,201	\$ (3,091)	\$ 4,100	\$ 185	\$ 87	\$ 2,369	\$ (886)	\$ 1,541	\$ (1,736)	\$ (2,369)	\$ (2,044)	\$ 2,044	\$ (3,650)

*Home Health Care Services include the accounts of Masonicare Home Health & Hospice and Masonicare Partners Home Health & Hospice.

See accompanying Independent Auditor's Report.

Masonicare
Consolidating Statement of Operations
for the Year Ended September 30, 2014
(Dollars in thousands)

	MC	MHC	MCF	MAN	MAV	MHHH*	MAH	Elms	Ob Grp	Keystone	MMS	MAM	SLM	Elms	Total
Operating revenues															
Net patient service revenues	\$ -	\$ 58,553	\$ -	\$ 14,297	\$ -	\$ 57,318	\$ 3,395	\$ (1,020)	\$ 132,544	\$ -	\$ 4,759	\$ -	\$ -	\$ -	\$ 137,303
Resident fees	-	2,091	-	-	18,660	-	10	-	18,761	-	-	-	-	-	18,761
Other revenues	1,263	1,789	92	4,010	9,881	370	-	(732)	16,515	836	1,430	-	-	(1,868)	16,913
Provision for bad debts	-	(2,672)	-	(1,106)	-	(707)	(11)	-	(4,496)	-	(5)	-	-	-	(4,501)
Total operating revenues, net	1,263	59,761	92	17,241	26,341	56,981	3,395	(1,752)	163,324	836	6,184	-	-	(1,868)	168,476
Operating expenses:															
Salaries and wages	11,303	31,087	536	9,092	5,106	31,146	2,516	-	90,786	-	5,561	-	34	-	96,381
Employee benefits	3,219	10,799	121	3,083	1,372	8,702	306	-	27,602	-	951	-	10	-	28,563
Supplies and other services	2,198	9,379	1,349	3,028	3,194	5,807	126	(101)	24,920	(931)	342	-	76	(816)	23,571
Professional fees	1,269	5,707	254	2,751	3,498	5,990	356	(1,651)	18,174	198	792	-	633	(1,032)	18,765
Depreciation and amortization	1,171	2,575	16	972	4,360	230	-	-	9,324	-	44	-	-	-	9,368
Interest and other fees	244	846	282	312	3,256	-	-	(94)	4,846	-	-	94	-	(94)	4,846
Management fee	(9,190)	3,475	63	1,096	755	3,144	200	-	(457)	-	457	-	-	-	-
Total operating expenses	10,214	63,868	2,621	20,334	21,481	55,019	3,504	(1,846)	175,195	(733)	8,147	94	753	(1,962)	181,484
(Loss) income from operations	(8,949)	(4,107)	(2,529)	(3,093)	4,860	1,962	(109)	94	(11,871)	1,569	(1,963)	(94)	(753)	94	(13,018)
Non-operating income (expense)															
Contributions	-	-	2,871	-	-	-	-	-	2,871	-	-	-	-	-	2,871
Investment income (loss)	(1)	-	14,911	-	1,577	-	-	-	16,487	1,421	-	-	-	-	17,908
Intercompany investment income (loss)	-	-	94	-	(598)	-	-	(94)	(598)	-	-	(598)	-	1,196	-
Total non-operating income (expense)	(1)	-	17,876	-	979	-	-	(94)	18,760	1,421	-	(598)	-	1,196	20,779
Excess of revenues (under) over expenses before severance costs, disposal of construction in progress and change in fair value of interest rate swap agreement	(8,950)	(4,107)	15,347	(3,093)	5,839	1,962	(109)	-	6,889	2,990	(1,963)	(692)	(753)	1,290	7,761
Severance costs	339	18	-	-	-	53	8	-	418	-	-	-	-	-	418
Disposal of construction in progress	-	183	-	-	-	-	-	-	183	-	-	-	-	-	183
Excess of revenues (under) over expenses before change in fair value of interest rate swap agreement	(9,289)	(4,308)	15,347	(3,093)	5,839	1,909	(117)	-	6,288	2,990	(1,963)	(692)	(753)	1,290	7,160
Change in fair value of interest rate swap agreement	(988)	-	-	-	-	-	-	-	(988)	-	-	-	-	-	(988)
Excess of revenues (under) over expenses	(10,277)	(4,308)	15,347	(3,093)	5,839	1,909	(117)	-	5,300	2,990	(1,963)	(692)	(753)	1,290	6,172
Excess of revenues (under) over expenses attributable to non-controlling interest in consolidated subsidiaries	-	-	-	-	-	(69)	-	-	(69)	-	-	-	155	-	86
Excess of revenues (under) over expenses of Masonicare	\$ (10,277)	\$ (4,308)	\$ 15,347	\$ (3,093)	\$ 5,839	\$ 1,840	\$ (117)	\$ -	\$ 5,231	\$ 2,990	\$ (1,963)	\$ (692)	\$ (598)	\$ 1,290	\$ 6,258

*Home Health Care Services include the accounts of Masonicare Home Health & Hospice and Masonicare Partners Home Health & Hospice

See accompanying Independent Auditors' Report.