

COHEN  
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+ KNIGHT<sub>PC</sub>  
Certified Public Accountants



Consolidated Audited  
Financial Statements

**Atlantic General Hospital  
Corporation**

June 30, 2010 and 2009

**Atlantic General Hospital Corporation**  
Consolidated Audited Financial Statements  
June 30, 2010 and 2009

**-Contents-**

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## Report of Independent Auditors

Board of Directors  
Atlantic General Hospital Corporation  
Berlin, Maryland

We have audited the accompanying consolidated balance sheets of Atlantic General Hospital Corporation (the Corporation) as of June 30, 2010 and 2009 and the related consolidated statements of operations, changes in net assets, and cash flows for the years then ended. These financial statements are the responsibility of the Corporation's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Corporation's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Atlantic General Hospital Corporation as of June 30, 2010 and 2009, and the results of its operations and cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

*Cohen, Rutherford + Knight, P.C.*

October 27, 2010  
Bethesda, Maryland

Atlantic General Hospital Corporation  
Consolidated Balance Sheets

	June 30,	
	2010	2009
<b>ASSETS</b>		
<b>CURRENT ASSETS</b>		
Cash and cash equivalents	\$ 14,784,653	\$ 13,738,934
Investments	1,334,598	344,192
Patient accounts receivable, less estimated allowances and uncollectible accounts of \$6,961,170 and \$6,217,773 for 2010 and 2009, respectively-- <i>Note G</i>	7,869,664	6,877,354
Supply inventory	1,332,892	1,219,308
Prepaid expenses and other current assets-- <i>Note I</i>	1,675,656	1,904,321
<b>TOTAL CURRENT ASSETS</b>	<b>26,997,463</b>	<b>24,084,109</b>
<b>LAND, BUILDINGS, AND EQUIPMENT--<i>Note B</i></b>	<b>35,396,612</b>	<b>34,057,492</b>
<b>OTHER ASSETS</b>		
Assets whose use is limited:		
Cash and cash equivalents restricted by donor	134,426	262,791
Cash and cash equivalents internally designated for a future endowment	127,259	77,698
Investments internally designated for a future endowment	2,551,879	2,335,111
Long-term investments	24,148	17,141
Pledges receivable-- <i>Note H</i>	86,717	366,817
Intangible assets, less accumulated amortization of \$560,000 for 2010 and \$520,000 for 2009	40,000	137,750
Deferred financing costs, less accumulated amortization of \$143,480 for 2010 and \$119,299 for 2009-- <i>Note C</i>	302,591	161,877
<b>TOTAL OTHER ASSETS</b>	<b>3,267,020</b>	<b>3,359,185</b>
	<b>\$ 65,661,095</b>	<b>\$ 61,500,786</b>

Atlantic General Hospital Corporation  
Consolidated Balance Sheets

	June 30,	
	2010	2009
<b>LIABILITIES AND NET ASSETS</b>		
<b>CURRENT LIABILITIES</b>		
Accounts payable and accrued expenses	\$ 4,421,692	\$ 5,540,767
Salaries, wages, and related items	4,207,811	3,912,991
Interest payable-- <i>Note C</i>	69,678	71,884
Advances from third party payers	771,409	1,107,086
Line of credit-- <i>Note C</i>	1,500,000	0
Current portion of long term debt-- <i>Note C</i>	1,334,779	1,072,266
<b>TOTAL CURRENT LIABILITIES</b>	<u>12,305,369</u>	<u>11,704,994</u>
<b>NONCURRENT LIABILITIES</b>		
Long-term debt, less portion classified as current liability-- <i>Note C</i>	17,898,336	16,426,967
Swap contract-- <i>Note C</i>	796,186	876,589
<b>TOTAL LIABILITIES</b>	<u>30,999,891</u>	<u>29,008,550</u>
<b>COMMITMENTS AND CONTINGENCIES--<i>Notes C, D, and E</i></b>		
<b>NET ASSETS</b>		
Unrestricted		
General	31,704,168	29,437,760
Board-designated-- <i>Note I</i>	2,679,138	2,412,809
Temporarily restricted	277,898	641,667
<b>TOTAL NET ASSETS</b>	<u>34,661,204</u>	<u>32,492,236</u>
	<u>\$ 65,661,095</u>	<u>\$ 61,500,786</u>

See notes to the consolidated financial statements

Atlantic General Hospital Corporation  
Consolidated Statements of Operations

	June 30,	
	2010	2009
<b>REVENUE</b>		
Net patient service revenue-- <i>Note G</i>	\$ 85,557,095	\$ 78,728,168
Other operating revenue	781,093	522,494
<b>TOTAL OPERATING REVENUE</b>	<b>86,338,188</b>	<b>79,250,662</b>
<b>OPERATING EXPENSES</b>		
Salaries	36,111,061	33,273,706
Employee benefits and other related expenses-- <i>Note E</i>	8,086,450	6,832,111
Professional fees and contracted services	7,710,222	8,219,894
Supplies and other expense-- <i>Note E</i>	18,052,861	16,718,176
Utilities	1,356,210	1,321,321
Maintenance and repairs	2,132,886	2,031,932
Insurance-- <i>Note D</i>	1,657,746	1,684,140
Interest-- <i>Note C</i>	898,718	923,878
Depreciation-- <i>Note B</i>	3,558,266	3,067,006
Amortization	64,181	63,283
Provision for bad debts	5,947,878	4,790,470
<b>TOTAL OPERATING EXPENSES</b>	<b>85,576,479</b>	<b>78,925,917</b>
<b>INCOME FROM OPERATIONS</b>	<b>761,709</b>	<b>324,745</b>
<b>OTHER INCOME</b>		
Investment income	222,174	226,898
Net unrealized gains (losses) on trading portfolio	238,545	(154,040)
Other	904,381	865,041
<b>TOTAL OTHER INCOME</b>	<b>1,365,100</b>	<b>937,899</b>
<b>REVENUE AND GAINS IN EXCESS OF EXPENSES</b>	<b>\$ 2,126,809</b>	<b>\$ 1,262,644</b>

See notes to the consolidated financial statements

Atlantic General Hospital Corporation  
Consolidated Statements of Changes in Net Assets

	Year Ended June 30, 2010		
	Unrestricted	Temporarily Restricted	Total
<b>NET ASSETS, BEGINNING OF YEAR</b>	\$ 31,850,569	\$ 641,667	\$ 32,492,236
Revenue and gains in excess of expenses	2,126,809	0	2,126,809
Loss on sale of donated property	(108,364)	0	(108,364)
Restricted contributions	0	535,679	535,679
Pledges received for property and equipment	0	89,669	89,669
Change in fair value of swap contract-- <i>Note C</i>	80,403	0	80,403
Net assets released from restrictions used for operations	0	(555,228)	(555,228)
Net assets released from restrictions used for capital acquisitions	433,889	(433,889)	0
<b>Change in Net Assets</b>	<u>2,532,737</u>	<u>(363,769)</u>	<u>2,168,968</u>
<b>NET ASSETS, END OF YEAR</b>	<u>\$ 34,383,306</u>	<u>\$ 277,898</u>	<u>\$ 34,661,204</u>

	Year Ended June 30, 2009		
	Unrestricted	Temporarily Restricted	Total
<b>NET ASSETS, BEGINNING OF YEAR</b>	\$ 29,733,408	\$ 221,611	\$ 29,955,019
Revenue and gains in excess of expenses	1,262,644	0	1,262,644
Donation of property	370,991	0	370,991
Restricted contributions	0	1,538,033	1,538,033
Pledges received for property and equipment	0	15,000	15,000
Change in fair value of swap contract-- <i>Note C</i>	(543,597)	0	(543,597)
Net assets released from restrictions used for operations	0	(105,854)	(105,854)
Net assets released from restrictions used for capital acquisitions	1,027,123	(1,027,123)	0
<b>Change in Net Assets</b>	<u>2,117,161</u>	<u>420,056</u>	<u>2,537,217</u>
<b>NET ASSETS, END OF YEAR</b>	<u>\$ 31,850,569</u>	<u>\$ 641,667</u>	<u>\$ 32,492,236</u>

See notes to the consolidated financial statements

Atlantic General Hospital Corporation  
Consolidated Statements of Cash Flows

	Year Ended June 30,	
	2010	2009
<b>OPERATING ACTIVITIES AND OTHER GAINS</b>		
Change in net assets	\$ 2,168,968	\$ 2,537,217
Adjustments to reconcile change in net assets to net cash and cash equivalents provided by operating activities and other gains:		
Depreciation and amortization expense	3,622,447	3,130,289
Provision for bad debts	5,947,878	4,790,470
Recognition of change in fair value of swap contract	(80,403)	543,597
Unrealized losses (gains)	(238,545)	154,040
Contributions restricted for acquisition of long-lived assets	(89,669)	(15,000)
Decrease (increase) in:		
Patient accounts receivable, net	(6,940,188)	(3,810,835)
Supply inventory	(113,584)	21,347
Pledges receivable, net	280,100	284,667
Prepaid expenses and other assets	221,658	(86,762)
Intangibles	57,750	0
Increase (decrease) in:		
Accounts payable and accrued expenses	(1,119,075)	2,013,325
Salaries, wages and related items	294,820	719,980
Interest payable	(2,206)	(33,139)
Third party advances	(335,677)	208,880
<b>NET CASH AND CASH EQUIVALENTS PROVIDED BY OPERATING ACTIVITIES AND OTHER GAINS</b>	<b>3,674,274</b>	<b>10,458,076</b>
<b>INVESTING ACTIVITIES</b>		
Net purchase of trading investments	(968,629)	(66,385)
Net purchase of land, building, and equipment	(4,316,381)	(6,231,313)
<b>NET CASH AND CASH EQUIVALENTS USED IN INVESTING ACTIVITIES</b>	<b>\$ (5,285,010)</b>	<b>\$ (6,297,698)</b>

(Continued)



Atlantic General Hospital Corporation  
**Consolidated Statements of Cash Flows - Continued**

	<b>Year Ended June 30,</b>	
	<b>2010</b>	<b>2009</b>
<b>FINANCING ACTIVITIES</b>		
Payment on long-term debt	\$ (1,079,448)	\$ (1,163,777)
Proceeds from short-term financing	1,500,000	0
Proceeds from long-term debt	2,232,325	0
Payment for financing costs	(164,895)	0
Contributions restricted for acquisition of long-lived assets	89,669	15,000
<b>NET CASH AND CASH EQUIVALENTS PROVIDED BY (USED IN) FINANCING ACTIVITIES</b>	<b>2,577,651</b>	<b>(1,148,777)</b>
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>		
	966,915	3,011,601
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR</b>		
	14,079,423	11,067,822
<b>CASH AND CASH EQUIVALENTS AT END OF YEAR</b>		
	<b>\$ 15,046,338</b>	<b>\$ 14,079,423</b>
<b>SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION</b>		
Interest paid	\$ 900,925	\$ 957,017
<b>SUPPLEMENTAL SCHEDULE OF NONCASH INVESTING AND FINANCING ACTIVITY</b>		
Equipment acquired with issuance of capital lease agreements	\$ 581,005	\$ 0

See notes to the consolidated financial statements

# Atlantic General Hospital Corporation

## Notes to the Consolidated Financial Statements

### Note A - Organization and Summary of Significant Accounting Policies

#### *Organization*

Atlantic General Hospital Corporation (the Corporation) is a non-stock, non-profit Maryland Corporation organized on April 4, 1989, primarily for the purpose of constructing, owning and operating Atlantic General Hospital (the Hospital) in Worcester County, Maryland. On May 21, 1993, the Hospital commenced operations as a full-service acute care inpatient and outpatient health care facility. Admitting physicians are primarily practitioners in the local area. Prior to May 21, 1993, the Corporation's primary activity was the planning and development of the Hospital. During 2006, the Corporation formed Atlantic Immedicare, a limited liability company, for the purpose of providing urgent care services to Ocean City, Maryland residents and visitors. The Corporation considers Atlantic Immedicare's operations, which began in July 2006, to be subject to federal and state income taxes.

#### *Use of Estimates*

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

#### *Basis of Presentation*

The Corporation prepares its consolidated financial statements on the accrual basis of accounting. The consolidated financial statements of the Corporation include the accounts of the Hospital and Atlantic Immedicare. All significant intercompany transactions have been eliminated.

#### *Board-Designated Unrestricted Net Assets*

Board-designated unrestricted net assets represent assets whose use by the Hospital has been designated by the Board of Directors for a particular purpose. The Board of Directors may remove or modify the designations at any time. Board-designated unrestricted net assets as of June 30, 2010 and 2009 are proceeds from a bequest designated for a future endowment (see *Note I*). These proceeds are reported as cash and cash equivalents and investments internally designated for a future endowment in the accompanying consolidated balance sheets, and are comprised of the following:

	<u>2010</u>	<u>2009</u>
Cash and cash equivalents	\$ 127,259	\$ 77,698
Investments	2,551,879	2,335,111
	<u>\$ 2,679,138</u>	<u>\$ 2,412,809</u>

Atlantic General Hospital Corporation  
**Notes to the Consolidated Financial Statements - Continued**

**Note A - Organization and Summary of Significant  
Accounting Policies - Continued**

*Board-Designated Unrestricted Net Assets - Continued*

The Hospital's Board of Directors has determined that any investment income on the future endowment will be internally designated as follows: 20% of the interest earned on the endowment will be used to increase the endowment, and the remaining 80% will be used to fund physician practice development in the community. Beginning in FY 2012, AGH will use a three year rolling average market value method and remove 3% annually; 100% of these proceeds will be used to fund physician practice development.

*Temporarily Restricted Net Assets*

Temporarily restricted net assets are those whose use by the Hospital has been limited by donors to a specific time period or purpose. Temporarily restricted net assets as of June 30 are restricted as follows:

	<u>2010</u>	<u>2009</u>
Community and education programs	\$ 277,898	\$ 641,667
<b>Total restricted by purpose</b>	<u>\$ 277,898</u>	<u>\$ 641,667</u>

*Donor-Restricted Gifts*

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

Atlantic General Hospital Corporation  
Notes to the Consolidated Financial Statements - Continued

**Note A - Organization and Summary of Significant  
Accounting Policies - Continued**

*Risk Factors*

The Hospital's ability to maintain and/or increase future revenues could be adversely affected by: (1) the growth of managed care organizations promoting alternative methods for health care delivery and payment of services such as discounted fee-for-service networks and capitated fee arrangements (the rate setting process in the State of Maryland prohibits hospitals from entering into discounted fee arrangements, however, managed care contracts may provide for exclusive service arrangements); (2) proposed and/or future changes in the laws, rules, regulations, and policies relating to the definition, activities, and/or taxation of not-for-profit tax-exempt entities; (3) the outcome of the federal budget debate, and the enactment into law of all or any part of the current budget resolutions under consideration by Congress related to Medicare and Medicaid reimbursement methodology and/or further reductions in payments to hospitals and other health care providers; (4) the ultimate impact of the federal Patient Protection and Affordable Care Act and the Health Care and Education Affordability Reconciliation Act of 2010 (5) the future of Maryland's Certificate of Need (CON) program, where future deregulation could result in the entrance of new competitors, or future additional regulation may eliminate the Hospital's ability to expand or add new services; (6) the future of the Maryland Health Services Cost Review Commission's authority to regulate rates, where future changes could result in reductions to revenues since payers would be free to negotiate discounts not currently allowed; or (7) as further described in *Note C*, the Hospital's Series 2001 Refunding Revenue Bond is subject to mandatory redemption, at the sole option of the lender. If the lender exercises this option, the Hospital may not be able to refinance this bond.

The Joint Commission, a non-governmental privately owned entity, provides accreditation status to hospitals and other health care organizations in the United States of America. Such accreditation is based upon a number of requirements including undergoing periodic surveys conducted by Joint Commission personnel. Certain managed care payers require hospitals to have appropriate Joint Commission accreditation in order to participate in those programs. In addition, the Center for Medicare and Medicaid Services of the U.S. Department of Health and Human Services (CMS), the agency with oversight of the Medicare and Medicaid programs, provides "deemed status" for facilities having Joint Commission accreditation. In other words, by being Joint Commission accredited, facilities are "deemed" to be in compliance with the Medicare and Medicaid conditions of participation. Termination as a Medicare provider or exclusion from any or all of these programs/payers would have a materially negative impact on the future financial position, operating results and cash flows of the Corporation.

Atlantic General Hospital Corporation  
Notes to the Consolidated Financial Statements - Continued

**Note A - Organization and Summary of Significant  
Accounting Policies - Continued**

During September 2008, certain large U.S. financial institutions failed, primarily as a result of holdings in troubled subprime loans or assets collateralized with such distressed loans. These institutional failures, and the negative economic conditions that contributed to these failures, generated substantial volatility in global financial markets and substantial uncertainty regarding access to capital and the continued viability of many other financial institutions. These conditions create uncertainty regarding the future valuation of the Corporation's invested funds, and the resulting impact on the future financial position, results of operations and cash flows of the Corporation could be material.

*Cash and Cash Equivalents*

The Corporation invests excess cash in financial instruments, which are converted into cash as needed to meet the Corporation's obligations. Cash equivalents are highly liquid financial instruments with original maturities of less than ninety days or containing provisions for early redemption without penalty, and are recorded at cost, which approximates fair market value. The Corporation has cash holding in commercial banks that routinely exceed the Federal Deposit Insurance Corporation maximum insurance limit of \$250,000.

The composition of cash and cash equivalents at June 30 is as follows:

	<u>2010</u>	<u>2009</u>
Cash and cash equivalents, classified as a current asset	\$ 14,784,653	\$ 13,738,934
Amounts restricted by donor	134,426	262,791
Amounts internally designated for a future endowment	<u>127,259</u>	<u>77,698</u>
<b>Total cash and cash equivalents</b> (as reported in the accompanying consolidated statements of cash flows)	<u><u>\$ 15,046,338</u></u>	<u><u>\$ 14,079,423</u></u>

Atlantic General Hospital Corporation  
Notes to the Consolidated Financial Statements - Continued

**Note A - Organization and Summary of Significant  
Accounting Policies – Continued**

*Investments*

Investments in equity securities with readily determinable fair values and all investments in debt securities are measured at fair value in the consolidated balance sheets based on quoted market prices. Equity securities without a readily determinable fair value are recorded by management at estimated fair value at the time of acquisition based on relevant information available and in a manner that management considers to be conservative. Investment income or loss (including realized gains and losses on investments, interest and dividends) is included in other income, unless the income or loss is restricted by donor or law. Other investments represent charitable gift annuities recorded at the present value of the expected gift and investment in an insurance company.

The composition of investments at June 30 is as follows:

	<u>2010</u>	<u>2009</u>
<b>Investments</b>		
Common stock	\$ 1,573,566	\$ 1,304,426
Mutual funds	1,180,057	777,425
Fixed income	1,117,859	580,369
Other	39,143	34,224
	<u>3,910,625</u>	<u>2,696,444</u>
Less investments internally designated for a future endowment	2,551,879	2,335,111
Less long-term investments	24,148	17,141
<b>Undesignated investments</b>	<u>\$ 1,334,598</u>	<u>\$ 344,192</u>

Investment return for the years ended June 30 consists of:

	<u>2010</u>	<u>2009</u>
<b>Investment income</b>		
Interest and dividends	\$ 221,815	\$ 306,626
Realized gains (losses)	359	(79,728)
<b>Total investment income</b>	<u>\$ 222,174</u>	<u>\$ 226,898</u>

Atlantic General Hospital Corporation  
Notes to the Consolidated Financial Statements - Continued

**Note A - Organization and Summary of Significant  
Accounting Policies - Continued**

*Investments – Continued*

During 2008, the Corporation joined Maryland e-Care, LLC, a joint venture formed by six Maryland hospitals to provide remote monitoring technology with clinical decision support and physician/nursing services for their use in the intensive care units and other clinical areas within their respective hospitals. The Corporation maintains a 5.64% interest in this joint venture.

*Fair Value Measurements*

Current accounting standards define fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, establish a framework for measuring fair value, and establish a three-level hierarchy for fair value measurements based upon the transparency of inputs to the valuation of an asset or liability as of the measurement date, as follows:

Level 1: Quoted prices in active markets for identical assets or liabilities.

Level 2: Observable input other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities. Level 2 assets and liabilities include debt securities with quoted market prices that are traded less frequently than exchange-traded instruments.

Level 3: Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets(s) or liabilities. Level 3 assets and liabilities include financial instruments whose value is determined using pricing models, discounted cash flow methodologies, or similar techniques, as well as instruments for which the determination of fair value requires significant management judgment or estimation.

The following discussion describes the valuation methodologies used for financial assets measured at fair value. The techniques utilized in estimating the fair values are affected by the assumptions used, including discount rates, and estimates of the amount and timing of future cash flows. Care should be exercised in deriving conclusions about the Corporation's business, its value, or financial position based on the fair value information of financial assets presented below.

Fair value estimates are made at a specific point in time, based on available market information and judgments about the financial asset, including estimates of the timing, amount of expected future cash flows, and the credit standing of the issuer. In some cases, the fair value estimates cannot be substantiated by comparison to independent markets. In addition, the disclosed fair value may not be realized in the immediate settlement of the financial asset.

Atlantic General Hospital Corporation  
Notes to the Consolidated Financial Statements - Continued

**Note A - Organization and Summary of Significant  
Accounting Policies - Continued**

*Fair Value Measurements - Continued*

Fair values for the Corporation's fixed maturity securities are based on prices provided by its investment managers and its custodian bank. Both the investment managers and the custodian bank use a variety of pricing sources to determine market valuations. Each designate specific pricing services or indexes for each sector of the market based upon the provider's experience. The Corporation's fixed maturity securities portfolio is highly liquid, which allows for a high percentage of the portfolio to be priced through pricing services.

Fair values of common stock and mutual funds have been determined by the Corporation from observable market quotations, when available. Private placement securities and other equity securities where a public quotation is not available are valued by using broker quotes.

The fair value of the Company's interest rate swap is based on the proprietary model of a third party valuation specialist. The fair value takes into consideration the prevailing interest rate environment and the specific terms and conditions of the swap, and considers the credit risk of the Company and the counterparty. The method used to determine the fair value calculates the estimated future payments required by the swap and discounts these payments using an appropriate discount rate. The value represents the estimated exit price that the Company would pay to terminate the agreement.

The following table presents the Corporation's fair value hierarchy for assets and liabilities measured at fair value on a recurring basis as of June 30, 2010.

	Level 1	Level 2	Level 3	Total Fair Value
Common stock	\$ 819,826	\$ 753,740	\$ 0	\$ 1,573,566
Mutual funds	1,180,057	0	0	1,180,057
Fixed income	613,156	504,703	0	1,117,859
<b>Total Assets</b>	<b>\$ 2,613,039</b>	<b>\$ 1,258,443</b>	<b>\$ 0</b>	<b>\$ 3,871,482</b>
Interest rate swap	\$ 0	\$ 0	\$ (796,186)	\$ (796,186)
<b>Total Liabilities</b>	<b>\$ 0</b>	<b>\$ 0</b>	<b>\$ (796,186)</b>	<b>\$ (796,186)</b>



Atlantic General Hospital Corporation  
Notes to the Consolidated Financial Statements - Continued

**Note A - Organization and Summary of Significant  
Accounting Policies - Continued**

The following table presents the Corporation's fair value hierarchy for assets and liabilities measured at fair value on a recurring basis as of June 30, 2009.

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total Fair Value</u>
Common stock	\$ 510,986	\$ 793,440	\$ 0	\$ 1,304,426
Mutual funds	777,425	0	0	777,425
Fixed income	0	580,369	0	580,369
<b>Total Assets</b>	<b>\$ 1,288,411</b>	<b>\$ 1,373,809</b>	<b>\$ 0</b>	<b>\$ 2,662,220</b>
Interest rate swap	\$ 0	\$ 0	\$ (876,589)	\$ (876,589)
<b>Total Liabilities</b>	<b>\$ 0</b>	<b>\$ 0</b>	<b>\$ (876,589)</b>	<b>\$ (876,589)</b>

The following table summarizes the activity for fair value measurements using significant unobservable inputs (Level 3) for 2010 and 2009:

	<u>2010</u>	<u>2009</u>
Balance, beginning of year	\$ (876,589)	\$ (332,992)
Net unrealized gains (losses)	80,403	(543,597)
Balance, end of year	<b>\$ (796,186)</b>	<b>\$ (876,589)</b>

*Supply Inventory*

Supply inventory is stated at the lower of cost or market, with cost determined principally by the first-in, first-out method.

Atlantic General Hospital Corporation  
Notes to the Consolidated Financial Statements - Continued

**Note A - Organization and Summary of Significant  
Accounting Policies - Continued**

*Land, Buildings, and Equipment*

Land, buildings, and equipment are carried at cost, including net interest on related borrowings capitalized during periods of construction. Donated items are recorded at fair value at the date of the donation. Capital leases are carried at the lower of the present value of their net minimum lease payments or the fair value of the leased properties at the inception of the lease less accumulated amortization. Expenditures that materially increase values, change capacities, or extend useful lives are capitalized. The carrying amounts of significant assets sold, retired, or otherwise disposed of and the related allowances for depreciation are eliminated from the accounts.

Depreciation, which includes amortization of equipment under capital leases, is recorded on the straight-line basis using the half-year convention over the estimated useful lives (or lease term if shorter) of 10 to 40 years for buildings and improvements and 5 to 10 years for equipment. Any acquisitions from July 1, 1999 and forward that are in excess of \$100,000 are depreciated on the straight-line basis without using the half-year convention.

Gifts of long-lived assets such as land, buildings, or equipment are reported as unrestricted support, and are excluded from revenue and gains in excess of expenses and losses. Gifts of long-lived assets with explicit restrictions that specify how the assets are to be used and gifts of cash or other assets that must be used to acquire long-lived assets are reported as restricted support. Absent explicit donor stipulations about how long those long-lived assets must be maintained, expirations of donor restrictions are reported when the donated or acquired long-lived assets are placed in service.

*Pledges Receivable*

In 2003, the Corporation launched the Expansion Capital Campaign, and individuals and businesses in the community were invited to participate. In 2006, the Corporation launched a Major Gifts Drive that occurs annually. At the time of making a pledge, each individual or business identifies specific payment terms within a specified period, so the Corporation has been able to identify expected future cash flows. The majority of pledges have four-year payment plans. The allowance for uncollectible pledges was determined by management by reviewing all pledges to determine if any were deemed uncollectible. Management also applied a percentage to the total pledges receivable in order to calculate the allowance.

Atlantic General Hospital Corporation  
Notes to the Consolidated Financial Statements - Continued

**Note A - Organization and Summary of Significant  
Accounting Policies - Continued**

*Pledges Receivable -Continued*

Future scheduled pledge payments are as follows for the years ended June 30:

2011	\$	103,416
2012		23,500
2013		<u>3,000</u>
		129,916
Present value discount and Allowance for uncollectibles		<u>43,199</u>
	\$	<u><u>86,717</u></u>

*Deferred Financing Costs*

Deferred financing costs related to the Corporation's 2001, 2002, and 2010 Series Revenue Bonds and the 2008 commercial mortgage loan are being amortized over the remaining period that such bonds are outstanding (see *Note C*). Amortization of deferred financing costs of \$24,181 and \$23,823 was charged to operations for 2010 and 2009, respectively.

*Intangible Assets*

Intangible assets include goodwill, which is recorded as the excess of cost over the fair value of tangible assets acquired related to the purchase during 1996 of a local physician practice. Goodwill related to this practice is being amortized over a 15-year period, and the amount charged to operations was \$40,000 for 2010 and 2009. In management's opinion, there has been no impairment to intangible assets in 2010 or 2009.

*Net Patient Service Revenue and Patient Accounts Receivable*

Net patient service revenue is reported at estimated net realizable amounts from patients, third party payers, and others for services rendered. Patient accounts receivable include hospital and physician charges for accounts due from Medicare, Maryland Medical Assistance (Medicaid), CareFirst, commercial and managed care insurers, and self-paying patients (see *Note G*).

Deducted from patient accounts receivable are estimates of allowances for the excess of charges over the payments on patient accounts to be received from third party payers and uncollectible amounts related to self-paying patients. These estimates are calculated by management based on historical collection experience and analysis of financial class and age of groups of accounts receivable. These estimates of allowances are included in net patient service revenue, whereas the provision for uncollectible accounts is reported as an operating expense. Included in the provision for bad debts is the required payment to the Maryland Health Services Cost Review Commission uncompensated care pool.

Atlantic General Hospital Corporation  
Notes to the Consolidated Financial Statements - Continued

**Note A - Organization and Summary of Significant  
Accounting Policies - Continued**

*Charity Care*

The Hospital provides care to patients who meet certain criteria under its financial assistance policy without charge or at amounts less than its established rates. Such patients are identified based on financial information obtained from the patient (or their guarantor) and subsequent analysis, and use of the Federal poverty limits as guidelines. Since the Hospital does not pursue collection of amounts determined to qualify as charity care, they are not reported as a component of net patient service revenue or patient accounts receivable.

The Hospital maintains records to identify and monitor the level of financial assistance it provides. These records include the amount of charges forgone for services and supplies furnished under its financial assistance policy. The following information measures the level of charges forgone during the years ended June 30, 2010 and 2009.

	<u>2010</u>	<u>2009</u>
Charges forgone, based on established rates	<u>\$ 1,729,057</u>	<u>\$ 1,016,207</u>

*Revenue and Gains in Excess of Expenses and Losses*

The consolidated statements of operations include revenue and gains in excess of expenses. Changes in unrestricted net assets, which are excluded from revenue and gains in excess of expenses, consistent with industry practice, include contributions of (and assets released from donor restrictions related to) long-lived assets and other items that are required by accounting principles generally accepted in the United States of America to be reported separately.

*Maryland Health Services Cost Review Commission*

The Hospital's charges are subject to review and approval by the Commission. The Hospital has filed the required reports with the Commission and believes it is in compliance with the Commission's requirements. The Commission has placed into its methodology a rate system which, among other things, causes the Hospital to calculate the amount of revenue lost or gained due to variances from the approved charge per case (CPC) for inpatient services and approved rates for regulated outpatient services. Revenue lost due to undercharges in CPC or rates is recouped through increases in prospective rates.

Atlantic General Hospital Corporation  
Notes to the Consolidated Financial Statements - Continued

**Note A - Organization and Summary of Significant  
Accounting Policies - Continued**

*Maryland Health Services Cost Review Commission - Continued*

Similarly, revenue gained due to overcharges in CPC or rates is paid back, wholly or in part, through reductions in prospective rates. Because these adjustments are applied by the Commission prospectively in connection with the calculation of the annual inflation adjustment, they impact a year subsequent to the year in which such variances occur. The Hospital's policy is to accrue revenue based on actual rates charged for services to patients in the year in which the services are performed and are billable.

*Advertising Costs*

The Hospital expenses advertising costs as they are incurred. Advertising expense was approximately \$697,000 and \$730,000 for the fiscal years ended June 30, 2010 and 2009, respectively, and is reported as supplies and other expense in the accompanying consolidated statements of operations. No advertising costs have been capitalized in the accompanying consolidated balance sheets.

*Income Taxes*

The Corporation is exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code as a public charity. Federal tax law requires that the Corporation be operated in a manner consistent with its initial exemption application in order to maintain its exempt status. Management has analyzed the operations of the Corporation and concluded that it remains in compliance with the requirements for exemption.

The state in which the Corporation operates also provides general exemption from state income taxation for organizations that are exempt from federal income taxation. However, the Corporation is subject to both federal and state income taxation at corporate tax rates on its unrelated business income. Exemption from other state taxes, such as real and personal property taxes, is separately determined.

The Corporation had no unrecognized tax benefits or such amounts were immaterial during the periods presented. For tax periods with respect to which no unrelated business income was recognized, no tax return was required. Tax periods for which no return is filed remain open for examination indefinitely. Although information returns were filed, no tax returns were filed during 2010 and 2009.

Atlantic General Hospital Corporation  
**Notes to the Consolidated Financial Statements - Continued**

**Note A - Organization and Summary of Significant  
Accounting Policies - Continued**

*Recent Changes in Accounting Standards*

In August 2010, the Financial Accounting Standards Board (FASB) amended the Accounting Standards Codification (ASC) for health care entities to require that cost be used as the measurement basis for charity care disclosures and that cost be identified as the direct and indirect costs of providing the charity care. This amendment is effective for fiscal years beginning after December 15, 2010. Also, in August 2010, the FASB amended the ASC for health care entities to clarify that a health care entity should not net insurance recoveries against a related claim liability. Additionally, the amount of the claim liability should be determined without considerations of insurance recoveries. This amendment is effective for fiscal years and interim periods within those years, beginning after December 15, 2010. Management is currently evaluating the impact on the Company's future financial statements of adoption of these changes in accounting.

**Note B - Land, Buildings, and Equipment**

Land, buildings, and equipment are comprised of the following as of June 30:

	<u>2010</u>	<u>2009</u>
Land, buildings, and improvements	\$ 32,438,378	\$ 31,687,289
Fixed equipment	12,416,752	12,151,674
Movable equipment	12,087,594	11,134,476
Capital lease equipment	1,340,081	420,813
	<u>58,282,805</u>	<u>55,394,252</u>
Less accumulated depreciation	25,035,310	21,681,620
	<u>33,247,495</u>	<u>33,712,632</u>
Work in process	2,149,117	344,860
	<u>\$ 35,396,612</u>	<u>\$ 34,057,492</u>

Accumulated amortization of the leased equipment as of June 30, 2010 and 2009 was \$191,611 and \$105,203, respectively.

Atlantic General Hospital Corporation  
Notes to the Consolidated Financial Statements - Continued

**Note C - Non-current Liabilities**

Long-term debt as of June 30 is comprised of the following:

	<u>2010</u>	<u>2009</u>
\$9,978,700 Berlin, Maryland Hospital Refunding Revenue Bonds (Atlantic General Hospital Facility), Series 2001; interest is determined by taking the weighted BMA index plus 1.65% per annum; the BMA index range was 0.15% to 0.43% and 0.34% to 7.96% during fiscal year 2010 and 2009, respectively; principal and interest payments are due monthly commencing December 20, 2001 through December 20, 2026. Additionally, the Corporation entered into an interest rate swap and the combination of the two debt instruments that effectively fixes this interest rate at 6.13% through December 1, 2011.	\$ 8,108,326	\$ 8,383,708
\$5,000,000 Berlin, Maryland Hospital Revenue Bond (Atlantic General Hospital Facility), Series 2002; interest is currently 65% of the prime rate, with an option to change quarterly to the weighted BMA index plus 1.65% per annum; the interest rate during fiscal year 2010 and 2009 was 2.11% and 2.76%, respectively; payable in monthly principal and interest installments of \$41,111 commencing October 1, 2003; matures September 18, 2027.	2,300,000	2,433,333
\$472,500 loan payable from Bank of Ocean City, secured by deposit accounts and property, with interest of 4.83%; payable in monthly principal and interest installments of \$3,835, due January 2016.	221,853	256,239
\$1,570,000 loan payable to Wilmington Trust with an interest rate of 30 day LIBOR + 1.85%; payable in monthly principal installments of \$26,167; due April 9, 2013. The 30 day LIBOR rate was 0.35% and 0.32% at June 30, 2010 and 2009, respectively. The Corporation entered into an interest rate swap that effectively fixes the rate at 5.15%	889,667	1,203,667
\$5,172,000 loan payable to Wilmington Trust with an interest rate of 30 day LIBOR + 1.85%; payable in 59 monthly principal installments of \$17,240 and one final payment made on April 9, 2013. The 30 day LIBOR rate was 0.35% and 0.32% at June 30, 2010 and 2009, respectively. The Corporation entered into an interest rate swap that effectively fixes the rate at 5.30% for the 59 monthly payments. The final interest payment will be calculated on the unpaid principal balance at an interest based on the 30 day LIBOR + 1.85%.	4,723,760	4,930,640
\$32,325 non-interest bearing loan payable to GMAC; payable in 36 monthly principal installments of \$898 and one final payment made on November 13, 2012.	25,142	0

*Continued*

Atlantic General Hospital Corporation  
Notes to the Consolidated Financial Statements - Continued

Note C - Non-current Liabilities – Continued

	<u>2010</u>	<u>2009</u>
\$2,200,000 loan payable to Wilmington Trust with a fixed interest rate of 5.19%, which was based on the 10 year point on the S43 MUNI Swaps Curve + 2.44% until June 30, 2020. Beginning July 1, 2020 to and including its maturity or prepayment in full, the loan will bear interest at a rate equals to the Weighted SIFMA Calculation + 1.65%. Principal and interest payments are due monthly commencing August 1, 2010 through July 1, 2025.	2,200,000	0
Capital leases payable, with interest ranging from 4.00% to 8.10%, secured by selected equipment.	<u>764,367</u>	<u>291,646</u>
	19,233,115	17,499,233
Less current portion	<u>1,334,779</u>	<u>1,072,266</u>
	<u>\$ 17,898,336</u>	<u>\$ 16,426,967</u>

Maturities of long-term debt, including capital leases, for years ending June 30 are as follows:

	<u>2011</u>	<u>2012</u>	<u>2013</u>	<u>2014</u>	<u>2015</u>	<u>After 2015</u>
Future minimum lease payments	\$ 246,838	\$ 207,832	\$ 137,232	\$ 137,232	\$ 137,232	\$ 11,436
Less interest	40,190	31,022	22,238	14,253	5,667	65
	<u>206,648</u>	<u>176,810</u>	<u>114,994</u>	<u>122,979</u>	<u>131,565</u>	<u>11,371</u>
Notes/loans payable	567,746	569,528	511,868	248,584	250,644	3,712,052
Bonds payable	<u>560,385</u>	<u>590,912</u>	<u>610,362</u>	<u>631,029</u>	<u>652,991</u>	<u>9,562,647</u>
	<u>\$ 1,334,779</u>	<u>\$ 1,337,250</u>	<u>\$ 1,237,224</u>	<u>\$ 1,002,592</u>	<u>\$ 1,035,200</u>	<u>\$ 13,286,070</u>

*2001 Series Refunding Revenue Bond*

On December 20, 2001, pursuant to a loan and financing agreement (the Financing Agreement) between the Corporation, the Mayor and Council of Berlin, Maryland (the Issuer), and Wilmington Trust Company (the Lender), the Town of Berlin issued a \$9,978,700 Hospital Refunding Revenue Bond (Atlantic General Hospital Facility), 2001 Series (the 2001 Bond) dated December 1, 2001, to refund the then-existing 1992 Series Revenue Bonds (the Prior Bonds), provide for the payment of accrued and unpaid interest and premium on the Prior Bonds, and provide for the payment of a portion of the costs of issuance of the 2001 Bond. The Financing Agreement requires monthly payments by the Corporation sufficient to meet the principal and interest requirements of the 2001 Bond through its maturity on December 20, 2026. There is no trustee for the 2001 Bond; the Corporation makes all payments of principal and interest on the 2001 Bond directly to the Lender.



Atlantic General Hospital Corporation  
**Notes to the Consolidated Financial Statements - Continued**

**Note C - Non-current Liabilities - Continued**

In accordance with the terms of the Financing Agreement, the Corporation has entered into various covenants imposing restrictions on the transfer or disposition of property and incurrence of additional indebtedness, restrictions on the acquisition of real property and equipment beyond specified limits, the achievement of certain pre-established financial indicators, monthly reporting of financial information, and the granting of a security interest in all property and unrestricted revenues of the Corporation. In the opinion of management, the Corporation was in compliance with the aforementioned covenants as of June 30, 2010 and 2009.

The Corporation's obligations are evidenced by the Financing Agreement, a deed of trust, and other documents executed and delivered for the purpose of securing the loan. The Corporation has assigned a continuing security interest in its receipts, equipment collateral, personal property, any judgments or awards, any insurance settlements, all rents, and all right and title and interest in property leases and subleases. Upon the occurrence of an event of default under the Financing Agreement, the interest on the outstanding principal balance will be increased 2% per annum in excess of the tax-exempt rate or the taxable rate, as applicable, until such time that the default is cured.

On the date of issue, a portion of the proceeds of the 2001 Bond was advanced by the Lender, on behalf of the Corporation, to the prior trustee to be held and applied to the redemption of the Prior Bonds, including the payment of accrued and unpaid interest and premium to the date fixed for redemption (June 1, 2002), and the balance of such proceeds was applied to pay costs of issuance of the 2001 Bond. A portion of the then existing debt service reserve funds of the Prior Bonds was used to effect the redemption of the Prior Bonds and the defeasance of the lien of the prior indenture, with the remaining balance transferred as a deposit into an equipment acquisition account. As of June 30, 2002, all funds deposited into the equipment acquisition account were expended.

The 2001 Bond is subject to redemption prior to the scheduled December 1, 2026 maturity in different ways:

(1) Optional redemption in whole or in part, at the direction of the Hospital and if approved by the Issuer, with partial redemptions applied to unpaid interest, premiums, and then principal installments in the inverse order of the installment payment dates:

<u>Redemption Period</u>	<u>Redemption Price (on principal)</u>
December 1, 2006 - November 30, 2007	104%
December 1, 2007 - November 30, 2008	103%
December 1, 2008 - November 30, 2009	102%
December 1, 2009 - November 30, 2010	101%
December 1, 2010 and thereafter	100%

Atlantic General Hospital Corporation  
Notes to the Consolidated Financial Statements - Continued

**Note C - Non-current Liabilities - Continued**

(2) Mandatory redemption in whole but not in part, at the sole option of the Lender, at a redemption price equal to the unpaid principal amount together with unpaid interest through redemption. Redemption without premium or penalty is available on the following dates: December 1, 2011; December 1, 2016; or December 1, 2021. The lender must give 180 days notice for mandatory redemption and they can only do so in the years 2012, 2017 and 2022. On July 30, 2009, the Lender waived the December 31, 2011 put option.

(3) Special mandatory redemption given certain circumstances, in whole or in part as the case may be, at redemption price equal to the principal amount together with all unpaid interest through redemption plus applicable penalties.

*2001 Series Hedge Agreement*

In connection with the issuance of the 2001 Bond, the Corporation entered into an ISDA Master Agreement with the Lender to reduce the Corporation's exposure to future variable cash flows caused by fluctuations in the 2001 Bond's interest rate (the Hedge Agreement). The Hedge Agreement qualifies as a cash flow hedge, which management has determined to be fully effective. Under the terms of the Hedge Agreement, the Corporation will pay a fixed rate of 6.13% on the outstanding principal balance of the 2001 Bond during the period February 1, 2002 through December 1, 2011. Payments made to the counterparty to the Hedge Agreement were approximately \$345,301 and \$242,110 for the years ended June 30, 2010 and 2009, respectively.

The fair value of the Hedge Agreement as of June 30, 2010 and 2009 (as determined by the investment hedging consultants, based on the present value of cash flow differences over the life of the Hedge Agreement between the interest rate calculated on the swap at inception and rates available on similar swap agreements as of June 30) is a liability totaling \$462,126 and \$631,449, respectively. Because management considers the Hedge Agreement to be fully effective, this liability has been recognized as a direct charge to net assets rather than as a component of total operating expenses. As long as the Hedge Agreement continues to be fully effective, no existing gains or losses will be reclassified into earnings. The Corporation is exposed to credit loss in the event of nonperformance by the counterparty on the Hedge Agreement, but does not anticipate nonperformance by the counterparty.

Atlantic General Hospital Corporation  
Notes to the Consolidated Financial Statements - Continued

**Note C - Non-current Liabilities - Continued**

*2002 Series Revenue Bond*

On September 18, 2002, pursuant to a loan and financing agreement (Second Financing) between the Corporation, the Issuer, and the Lender, the Town of Berlin issued a qualified tax-exempt \$5,000,000 Berlin, Maryland Corporation Revenue Bond (Atlantic General Hospital Facility), 2002 Series (the 2002 Bond) dated September 1, 2002. Its proceeds were used to finance a portion of the cost of the acquisition, construction and equipping of an expansion of the existing hospital facility for additional emergency, surgical, and outpatient service capacity. The Second Financing requires monthly payments by the Corporation directly to the Lender sufficient to meet the principal and interest requirements of the 2002 Bond through its maturity on September 18, 2027. Initially, interest was paid at 65% of the prime rate; however, from January 1, 2003 until such time that the Corporation enters into a swap arrangement, the Corporation has the option to direct a change in the interest rate between the initial rate and the weighted BMA calculation plus 165 basis points on any quarterly conversion date.

The Bond is subject to redemption prior to the September 18, 2027 maturity in different ways:

(1) Optional redemption in whole or in part, at the direction of the Corporation and if approved by the Issuer, with partial redemptions applied to unpaid interest, premiums, and then principal installments in the inverse order of the installment payment dates:

<u>Redemption Period</u>	<u>Redemption Price (on principal)</u>
September 2, 2006 - September 1, 2007	104%
September 2, 2007 - September 1, 2008	103%
September 2, 2008 - September 1, 2009	102%
September 2, 2009 - September 1, 2010	101%
September 2, 2010 and thereafter	100%

(2) Mandatory redemption in whole but not in part, at the sole option of the Lender, at a redemption price equal to the unpaid principal amount together with unpaid interest through redemption. Redemption without premium or penalty is available on the following dates: September 1, 2012; September 1, 2017; or September 1, 2022. On July 30, 2009, the Lender waived the September 1, 2012 put option.

(3) Special mandatory redemption given certain circumstances, in whole or in part as the case may be, at redemption price equal to the principal amount together with all unpaid interest through redemption plus applicable penalties.

Atlantic General Hospital Corporation  
Notes to the Consolidated Financial Statements - Continued

**Note C - Non-current Liabilities - Continued**

The 2002 Bond is collateralized by the pledged receipts, property, and revenues of the Hospital. The 2002 Bond also imposes certain restrictive covenants on the Corporation, for which noncompliance could cause accelerated demand for payment. In the opinion of management, the Corporation was in compliance with the aforementioned covenants as of June 30, 2010 and 2009.

In July 2009, the Corporation received a letter from the Lender agreeing to waive the Put options for the 2001 Series Refunding Revenue Bond and 2002 Series Revenue Bond, subject to a formal amendment of the bond documents.

*Line of Credit*

In conjunction with the Second Financing, on September 18, 2002, the Corporation obtained a \$1,500,000 line of credit from the Lender to be used for the construction renovations at the Corporation. As of June 30, 2010, the Corporation drew down the entire line of credit.

*2008 Term Loan*

During 2008, the Corporation obtained a \$1.570 million term loan from a commercial bank for the purposes of paying off old debt and to purchase equipment for their medical office building. The loan is secured by all equipment owned or hereafter acquired by the Corporation. The Corporation has agreed to comply with certain restrictive covenants and in the opinion of management, the Corporation was in compliance with the aforementioned covenants as of June 30, 2010 and 2009.

*2008 Commercial Mortgage Loan*

During 2008, the Corporation obtained a \$5.172 million commercial mortgage from a commercial bank for the purposes of paying off old debt and completing construction work on their medical office building. The loan is collateralized by mortgage lien against the Hospital property as well as certain units in the medical office building. The Corporation has agreed to comply with certain restrictive covenants and in the opinion of management, the Corporation was in compliance with the aforementioned covenants as of June 30, 2010 and 2009.

*2008 Series Hedge Agreement*

In connection with the issuance of the 2008 term loan and commercial loan, the Corporation entered into an ISDA Master Agreement with the Lender to reduce the Corporation's exposure to future variable cash flows caused by fluctuations in the interest rate (the 2008 Hedge Agreement). The 2008 Hedge Agreement qualifies as a cash flow hedge, which management has determined to be fully effective. Under the terms of the 2008 Hedge Agreement, the Corporation will pay a fixed rate of 5.30% and 5.15% on the outstanding principal balance of the 2008 Commercial Mortgage Loan and the 2008 Term loan, respectively, during the period April 2008 to March 2013.

Atlantic General Hospital Corporation  
Notes to the Consolidated Financial Statements - Continued

**Note C - Non-current Liabilities - Continued**

The fair value of the 2008 Hedge Agreement as of June 30, 2010 and 2009 (as determined by the investment hedging consultants, based on the present value of cash flow differences over the life of the 2008 Hedge Agreement between the interest rate calculated on the swap at inception and rates available on similar swap agreements as of June 30) is a liability totaling \$334,060 and \$245,140, respectively. Because management considers the 2008 Hedge Agreement to be fully effective, this asset has been recognized as a direct charge to net assets rather than as a component of total operating expenses. As long as the 2008 Hedge Agreement continues to be fully effective, no existing gains or losses will be reclassified into earnings. The Corporation is exposed to credit loss in the event of nonperformance by the counterparty on the 2008 Hedge Agreement, but does not anticipate nonperformance by the counterparty.

*Car Loan*

During 2010, the Corporation obtained a non-interest bearing loan for purchase of a vehicle in the amount of \$32,325. The term of the loan is 36 months and principal payments are due in monthly installments with the final payment to be made on November 13, 2012.

*2010 Series Revenue Bonds*

Pursuant to a Commitment Letter dated June 21, 2010, Wilmington Trust Company approved financing in the aggregate principal amount not to exceed \$12,200,000 for the Corporation. The Commitment Letter anticipated the issuance of three series of bonds (Series A, Series B and Series C), collectively, the 2010 Series Revenue Bonds by the Mayor and Council of Berlin (the Issuer). On June 29, 2010, pursuant to a loan and financing agreement (the "2010 Loan and Financing Agreement") between the Corporation, the Issuer, and Wilmington Trust Company (the Lender), the Issuer issued the Hospital Revenue Bonds (Atlantic General Hospital Facility) 2010 Series A in the amount of \$2,200,000. It is anticipated that the Series B Bonds and Series C Bonds will be issued on or before December 31, 2010. It is also anticipated the Series B Bonds and Series C Bonds shall be issued in the following respective maximum principal amounts: Series B Bond: \$2,600,000; and Series C Bond: \$7,400,000. Proceeds of each Series of the Bonds have been or will be used to finance a portion of cost of the acquisition, installation and improvement of various improvements, equipment and furnishings at the main hospital campus, equipment at the billing office, and equipment at the Atlantic Health Center.

The Financing requires monthly payments by the Corporation directly to the Lender sufficient to meet the principal and interest requirements of the 2010 Bond through its maturity on July 1, 2025. Repayment begins on August 1, 2010 for Series A Bond and February 1, 2011 for Series B Bonds and August 1, 2011 for the Series C Bonds.

Atlantic General Hospital Corporation  
**Notes to the Consolidated Financial Statements - Continued**

**Note C - Non-current Liabilities - Continued**

The Series A and B Bond shall bear interest from the date of its issuance to and including June 30, 2020 at a fixed rate which is equal to the rate of 10-year point on the S43 MUNI Swaps Curve plus 244 basis points. For the Series A Bond, the interest rate is 5.19%. Beginning July 1, 2020 to and including its maturity or repayment in full, the Bond shall bear interest at a rate which is equal to the Weighted SIFMA Calculation plus 165 basis points. The Series C Bond shall bear interest from the date of its issuance to and including December 31, 2012 at a variable rate which is equal to the Weighted SIFMA Calculation plus 165 basis points. From and after January 1, 2013 to and including June 30, 2020, the Series C Bond shall bear interest at the fixed rate of 7-year point on the S43 MUNI Swaps Curve plus 244 basis points. From and after July 1, 2020 to and including its maturity or repayment in full, the Series C Bond shall bear interest at a variable rate which is equal to the Weighted SIFMA Calculation plus 165 basis points. There will be no swaps or other interest rate hedging arrangement with respect to any Series of the Bonds.

The Bond is subject to redemption prior to the July 1, 2025 maturity in different ways:

- (1) Optional redemption in whole or in part, at the direction of the Corporation and if approved by the Issuer, with partial redemptions applied to unpaid interest, premiums, and then principal installments in the inverse order of the installment payment dates:

<u>Redemption Period</u>	<u>Redemption Price (on principal)</u>
June 30, 2010 - June 30, 2015	105%
July 1, 2015 - June 30, 2016	104%
July 1, 2016 - June 30, 2017	103%
July 1, 2017 - June 30, 2018	102%
July 1, 2019 - June 30, 2020	101%
July 1, 2010 and thereafter	100%

- (2) Mandatory redemption prior to maturity from Receipts Requiring Mandatory Redemption.
- (3) Mandatory redemption prior to maturity at the option of the Holder.
- (4) Mandatory redemption prior to maturity upon the occurrence of at Determination of Taxability.

Atlantic General Hospital Corporation  
Notes to the Consolidated Financial Statements - Continued

**Note C - Non-current Liabilities - Continued**

The 2010 Series Bonds are collateralized by the pledged receipts, property, and the revenues of the Hospital. The 2010 Bond also imposes certain restrictive covenants on the Corporation, for which noncompliance could cause accelerated demand for payment. The Corporation has agreed to comply with certain restrictive covenants and in the opinion of management, the Corporation was in compliance with the aforementioned covenants as of June 30, 2010.

The Bonds are also subjected to a put option which with at least 270 days prior written notice to the Borrower, the Lender at its sole option may put any one or more of the Bonds to the Borrower as of July 1, 2020, and be paid the unpaid principal balance of such Bond or Bonds selected for such put option, plus interest accrued thereon to such put date.

**Note D - Professional Liability Insurance Coverage**

The Corporation is presently exposed to asserted and unasserted potential legal claims encountered in the ordinary course of business. In the opinion of management, the resolution of such matters will not have a material adverse impact on the Corporation's June 30, 2010 financial position or the results of operations for the year then ended.

During 2004, the Corporation had claims-made professional liability insurance through a commercial insurance carrier covering claims arising from the performance of professional services and brought against the Corporation while the policy was in force. Insurable limits under this policy were \$1 million per claim and \$3 million annual aggregate shared limit basis. In addition, the Corporation maintained an umbrella policy of \$15,000,000 per occurrence and aggregate. No accrual for possible losses attributable to incidents that may have occurred but that have not been identified under the incident reporting system has been made because any such amount is not reasonably estimable.

During 2005, the Hospital, in conjunction with eight other Maryland hospitals, (collectively, the "Shareholders") formed Freestate Healthcare Insurance Company, Ltd. (the "Captive"), a Cayman Islands company, to provide claims-made professional and general liability coverage for the risks of the Shareholders, their controlled affiliates, and their respective employees. Each of the Shareholders is a Maryland nonprofit corporation, exempt from federal income taxation under Section 501(a) of the Internal Revenue Code of 1986, as amended (the "Code" or "IRC"), as an organization described in Section 501(c)(3) of the Code. The Shareholders are not affiliated with one another through common ownership or control. As of June 30, 2010, the Captive had six Shareholders.

Atlantic General Hospital Corporation  
Notes to the Consolidated Financial Statements - Continued

**Note D - Professional Liability Insurance Coverage - Continued**

Each of the Shareholders contributed \$15,000 in capital to the Captive and holds 15,000 shares of the Captive, with the total capitalization of the Captive standing at \$135,000. The Captive's insurance program commenced January 1, 2005; three Shareholders became insured on that date; four more shareholders became insured in the first and second quarters of 2005 (the Corporation became insured on March 15, 2005) and the remaining Shareholder became insured on July 1, 2005. During 2007, a new member became a Shareholder in the Captive. The Captive provides primary coverage to the Shareholders and their affiliates with limits of liability of \$1,000,000 for each and every claim (the "Retained Layer"), and writes an excess policy with various limits of liability which is fully reinsured through commercial carriers. The Corporation has \$10,000,000 of additional reinsurance in the aggregate through such reinsurance arrangements.

Premiums are calculated by an actuary under a retrospectively rated policy and are based primarily on the experience of the Shareholders. The total premium is allocated to each of the Shareholder's based on their experience. Premiums for the Corporation's professional liability insurance of approximately \$1,339,000 and \$1,269,000 were charged to operations during fiscal years 2010 and 2009. Retrospective premium assessments and credits are calculated based on the aggregate experience of all named insureds under the policy. Each named insured's assessment or credit is based on the percentage of their actual exposure to the actual exposure of all named insureds. In management's opinion, the assets of Captive are sufficient to meet its obligations as of June 30, 2010. If the financial condition of Captive were to materially deteriorate in the future, and Captive was unable to pay its claim obligations, the responsibility to pay those claims would return to the member hospitals.



Atlantic General Hospital Corporation  
Notes to the Consolidated Financial Statements - Continued

Note E - Commitments

*Employment Agreements*

The Corporation has entered into various employee agreements with certain physicians whereby the Corporation has agreed to pay reasonable expenses of the physicians' practices in addition to compensation for services rendered. These agreements are generally for a period of two year.

*Lease Agreements*

The Corporation has entered into various office lease agreements for equipment and facilities. Most lease arrangements contain a renewal option for when the initial lease term ends. Total rent expense for the years ended June 30, 2010 and 2009 was approximately \$1,381,000 and \$1,294,000, respectively. Future minimum payments on noncancellable office leases, with initial or remaining terms of one year or more, for years ending June 30 are as follows:

2011	\$	603,843
2012		603,325
2013		526,631
2014		421,222
2015		244,956
	\$	<u>2,399,977</u>

*Retirement Plans*

On September 7, 2000, the Board of Directors adopted resolutions to implement 401(a) and 403(b) retirement plans, retroactively effective January 1, 2000. The 401(a) plan maintained employer match contributions and earnings thereon, while the 403(b) plan maintained participant salary deferral contributions and earnings thereon. The 401(a) plan was subject to the Employee Retirement Income Security Act of 1974, as amended, and permitted participants' investment direction of their accounts, thereby limiting fiduciary liability of the Plan Sponsor for participant investment instructions. Under the 401(a) plan, the Corporation regularly declared a 50% match of the first 5% of participants' elective deferrals to the 403(b) plan. Participants became 100% vested after five years of continuous service for any employer contribution match through January 1, 2002; however, thereafter, following adoption of the Economic Growth and Tax Relief Reconciliation Act of 2001, vesting in 2002 and subsequent matching amounts from the Corporation occurred after three years of continuous service.

Atlantic General Hospital Corporation  
Notes to the Consolidated Financial Statements - Continued

**Note E - Commitments - Continued**

In June 2002, the Board of Directors adopted a resolution to convert the 401(a) plan to an employer 403(b) plan for administrative benefits, effective June 30, 2002. The employer 403(b) plan was designed to mirror the 401(a) plan except that funding and eligibility requirements were modified to quarterly provisions. After January 1, 2002 through June 30, 2002 match contributions were made to the 401(a) plan, and non-vested forfeitures were identified and transferred into a forfeiture account for future refunding to the Corporation, all participant account balances in the terminating plan were declared fully vested and then transferred into identical investment accounts within the 403(b) plan. Combined expense for the both plans was \$447,400 and \$363,515, for the years ended June 30, 2010 and 2009, respectively.

Effective January 31, 2003, the Corporation entered into an agreement to sponsor a Section 457 deferred compensation plan. All contributions to the plan are from participating employees; however, all assets of the plan are the sole property of the Corporation and are fully subject to claims by the Corporation's general creditors.

*Self-Insured Plans*

Effective May 1, 2002, the Hospital joined the Maryland Hospital Association (MHA) Workers' Compensation Self-Insurance Group to self-insure for worker's compensation benefits. The annual premium for worker's compensation is calculated based on the Hospital's payroll estimate and MHA rates per payroll classification. The MHA rates are determined based on past experience. Amounts charged to operations for workers' compensation expense was \$470,419 and \$498,337 for the years ended June 30, 2010 and 2009, respectively.

In lieu of paying unemployment tax premiums to the State of Maryland, the Hospital secured a letter of credit with Wilmington Trust Company, effective May 21, 2004. As of June 30, 2010 the letter of credit was in the amount of \$1,068,828. Additionally, the Hospital paid actual Maryland unemployment claims in the amount of \$67,819.

The Hospital maintains an agreement with a third party to administer a self-insured health plan that benefits Hospital associates and their dependents. The administration agreement is subject to annual renewal and on January 1, 2007, the Hospital renewed the agreement. On behalf of participating associates, the Hospital pays the cost of health claims and an administration fee for each subscriber associate. The participating associates share in the cost by remitting a pre-established premium through payroll deductions. Additionally, the Hospital obtains stop loss insurance to cover possible claims in excess of expected claims. The stop loss insurance agreements are annual agreements, subject to annual renewals. The Hospital submits a claim for reimbursement of stop loss insurance when claims exceed a pre-established ceiling. The Hospital's net health benefit expense for the fiscal years ended June 30, 2010 and 2009, net of premiums received from associates during the fiscal years, (\$721,474 and \$665,112, respectively), were \$4,324,453 and \$3,387,744, respectively.

Atlantic General Hospital Corporation  
**Notes to the Consolidated Financial Statements - Continued**

**Note E - Commitments - Continued**

Effective January 1, 2003, the Corporation entered into an agreement with a third party to coordinate the administration of dental health benefits to Hospital employees and their dependants. This is an annual agreement, subject to annual renewals. On behalf of participating employees, the Hospital pays the cost of claims and a fee for each subscriber employee, and the participating employees remit a portion of the Hospital's cost through a pre-established schedule of payroll deductions. The Hospital's dental health expense for the fiscal year ended June 30, 2010 and 2009 was not considered material.

*Line of Credit*

In April 2009, the Hospital entered into a line of credit agreement with the Chesapeake Eye Center, PA (Eye Center) in the amount of \$300,000. The Hospital entered into this agreement to assist the Eye Center with the provision of health care services to the community served by the Hospital. All requests for draws on the line of credit must be submitted in writing to the Hospital. The initial term of the line of credit is one year and will automatically renew for up to two additional years unless the Hospital provides written notice of its intention to terminate the line of credit at least 30 days before the end of any term. At the end of the line of credit term, all outstanding amounts are due and payable in full. The entire indebtedness will be due and payable in full on April 10, 2012. The outstanding unpaid principal balance will accrue interest at the prime rate of interest as published in the Wall Street Journal. The interest rate will be adjusted quarterly on the first days of January, April, July and October of each year as long as any funds remain outstanding. The line of credit is guaranteed by the owners of the Eye Center and secured by the Eye Center's assets. In 2009, the Eye Center drew down \$148,629 which is recorded as a current asset in the consolidated balance sheet of the Corporation.

**Note F - Functional Expenses**

The Corporation provides general health care services to residents within its geographic area. Expenses related to providing these services are as follows for the years ended June 30, 2010 and 2009:

	<u>2010</u>	<u>2009</u>
Health care services	\$ 65,702,581	\$ 56,851,292
General and administrative	19,873,898	22,074,625
	<u>\$ 85,576,479</u>	<u>\$ 78,925,917</u>

Atlantic General Hospital Corporation  
**Notes to the Consolidated Financial Statements - Continued**

**Note G - Business and Credit Concentrations**

The Corporation grants credit to patients, many of whom are local residents. The Corporation generally does not require collateral or other security in extending credit; however, it routinely obtains assignment of (or is otherwise entitled to receive) patients' benefits receivable under their health insurance programs, plans or policies.

At June 30, the Corporation had gross receivables from third party payers and others as follows:

	<u>2010</u>	<u>2009</u>
Medicare	\$ 3,915,754	\$ 2,932,967
Medicaid	365,376	351,678
Commercial insurance and HMOs	2,779,033	2,589,906
CareFirst	1,327,858	1,238,592
Self-pay and others	6,442,813	5,981,984
	<u>\$ 14,830,834</u>	<u>\$ 13,095,127</u>

Gross patient service revenue, by payer class, consisted of the following for the years ended June 30:

	<u>2010</u>	<u>2009</u>
Medicare	51%	53%
Medicaid	6%	5%
Commercial insurance and HMOs	23%	22%
CareFirst	13%	13%
Self-pay and others	7%	7%
	<u>100%</u>	<u>100%</u>

**Note H - Related Party Transactions**

The Hospital periodically advances funds to certain members of the Hospital's medical staff or associated ventures. These advances are held as interest bearing promissory. Under the established terms of these notes, the loan balances may be (and periodically have been) forgiven based on the achievement of certain service levels.

During 2003, the Board of Directors voted to individually pledge amounts towards the Expansion Capital Campaign prior to going public with the Capital Campaign.

Atlantic General Hospital Corporation  
Notes to the Consolidated Financial Statements - Continued

**Note I - Beneficiary to an Estate**

During 2001, the Hospital was named beneficiary in a portion of an estate pursuant to a will that became irrevocable on the testator's death in January 2001. The will identified the Hospital as a 30% beneficiary of annual net income from the residual trust and a 30% beneficiary of the assets of the trust, with final distribution of trust assets no later than January 2006. Bank of America, N.A. was appointed trustee of the decedent's estate. During 2001, the Hospital did not recognize this bequest in its financial statements because it was unable to value its proportionate share of future expected cash flows.

Following probate, on November 28, 2001, the estate was appraised at a value of \$8,293,470. Therefore, during 2002, the Hospital recognized 30% of the estate's value \$2,487,995 as temporarily restricted revenue and support. In March 2002, the trustee made a partial distribution of the trust assets, to which the Hospital received approximately \$300,000 cash and \$1,088,000 in stock certificates, which the Hospital recorded as net assets released from restrictions. In May 2002 the Board of Directors designated all current and future proceeds of the bequest for a future endowment, so the Hospital's interest at June 30, 2002, adjusted for market activity, was reported as a non-current asset in the accompanying consolidated balance sheets.

In October 2002, the trustee of the estate notified the Hospital that the estate was valued at \$8,764,216 as of October 14, 2002 and that the trustee would be making the final distribution of the trust assets, whereby the Hospital could expect to receive approximately \$264,000 in cash and \$877,000 in stock certificates and treasury securities. In March 2003, the Hospital received cash, stock, and treasury securities in the aggregate amount of \$1,184,228, which was recorded as net assets released from restrictions with a corresponding board designation for a future endowment.

Atlantic General Hospital Corporation  
**Notes to the Consolidated Financial Statements - Continued**

**Note J - Grant Awards**

In January 2002, the Hospital received notice indicating it was a recipient of a conditional award of up to \$750,000 through the Perdue Kresge Challenge for the Community, an endowment challenge grant program for nonprofit organizations serving the Lower Eastern Shore of Maryland. This grant was contingent upon the Hospital's ability to raise, at a minimum, slightly more than two-thirds of the \$750,000 match (\$502,500) in qualified gifts in the Hospital's named agency-restricted endowment fund (the Fund). During 2005, the Hospital met the full challenge and Purdue Kresge matched the \$750,000. By Board designation, all of the income distributed from the Perdue Kresge Challenge endowment will be used to fund physician practice development in the community.

On January 15, 2002, an endowment fund (the Fund) was established in the Hospital's name in order for the Hospital to participate in the Perdue Kresge Challenge for the Community. The Fund is held by and accounted for in the financial statements of the Community Foundation of the Eastern Shore. An unrelated third party actively manages the investments, which are invested currently in various bonds, mutual funds, and equities. All realized gains and losses are reinvested in the Fund. The Fund has no minimum value requirement. All gifts to the Fund will be invested in perpetuity. The Hospital, as sole beneficiary to any interest earned on the Fund, will receive income distributions earned on the assets of the Fund with no external restrictions regarding use; however, the Board of Directors has designated all investment income from this endowment fund for funding physician practice development in the community. Income distributions will be made on an annual basis. Fund activity is presented below for the years ended June 30, 2010 and 2009:

	<u>2010</u>	<u>2009</u>
<b>Beginning fund balance</b>	\$ 1,321,464	\$ 1,717,787
Interest and dividends	46,580	48,610
Net realized and unrealized gains (losses)	164,217	(360,744)
Administrative and management fees	(16,458)	(15,815)
Annual income distributions	(52,788)	(68,374)
<b>Ending fund balance</b>	<u>\$ 1,463,015</u>	<u>\$ 1,321,464</u>

**Report of Independent Auditors on  
Accompanying Consolidating Information**

Board of Directors  
Atlantic General Hospital Corporation  
Berlin, Maryland

The 2010 audited consolidated financial statements of Atlantic General Hospital Corporation and our report thereon are presented in the preceding section of this report. That audit was conducted for the purpose of forming an opinion on the basic consolidated financial statements taken as a whole. The consolidating information presented hereinafter as of and for the year ended June 30, 2010 is presented for purposes of additional analysis of the basic consolidated financial statements rather than to present the financial position and results of operations of the individual companies, and is not a required part of the basic consolidated financial statements. Accordingly, we do not express an opinion on the financial position and results of operations of the individual companies. However, the consolidating information has been subjected to the auditing procedures applied in the audit of the basic consolidated financial statements and, in our opinion, is fairly stated in all material respects in relation to the consolidated financial statements taken as a whole.

*Cohen, Rutherford + Knight, P.C.*

October 27, 2010  
Bethesda, Maryland

**Atlantic General Hospital Corporation**  
**Consolidating Balance Sheet**  
**June 30, 2010**

	AGH	Atlantic Immedicate	Eliminations	Consolidated AGH Corporation
<b>ASSETS</b>				
<b>CURRENT ASSETS</b>				
Cash and cash equivalents	\$ 14,744,249	\$ 40,404	\$ 0	\$ 14,784,653
Investments	1,334,598	0	0	1,334,598
Due from affiliates	2,278,206	0	(2,278,206)	0
Patient accounts receivable, less estimated allowances and uncollectible accounts of \$6,961,170 and \$6,217,773 for 2010 and 2009, respectively--Note G	7,867,593	2,071	0	7,869,664
Supply inventory	1,325,937	6,955	0	1,332,892
Prepaid expenses and other current assets	1,673,821	1,835	0	1,675,656
	<u>29,224,404</u>	<u>51,265</u>	<u>(2,278,206)</u>	<u>26,997,463</u>
	35,029,271	367,341	0	35,396,612
<b>LAND, BUILDINGS, AND EQUIPMENT--Note B</b>				
<b>OTHER ASSETS</b>				
Assets whose use is limited:				
Cash and cash equivalents restricted by donor	134,426	0	0	134,426
Cash and cash equivalents internally designated for a future endowment	127,259	0	0	127,259
Investments internally designated for a future endowment	2,551,879	0	0	2,551,879
Long-term investments	24,148	0	0	24,148
Pledges receivable--Note H	86,717	0	0	86,717
Intangible assets, less accumulated amortization of \$560,000 for 2010 and \$520,000 for 2009	40,000	0	0	40,000
Deferred financing costs, less accumulated amortization of for \$143,480 for 2010 and \$119,299 for 2009--Note C	302,591	0	0	302,591
	<u>3,267,020</u>	<u>0</u>	<u>0</u>	<u>3,267,020</u>
<b>TOTAL OTHER ASSETS</b>	<b>\$ 67,520,695</b>	<b>\$ 418,606</b>	<b>\$ (2,278,206)</b>	<b>\$ 65,661,095</b>



**Atlantic General Hospital Corporation**  
**Consolidating Balance Sheet - Continued**  
**June 30, 2010**

	AGH	Atlantic Immedicare	Eliminations	Consolidated AGH Corporation
<b>LIABILITIES AND NET ASSETS</b>				
<b>CURRENT LIABILITIES</b>				
Accounts payable and accrued expenses	\$ 4,394,300	\$ 27,392	\$ 0	\$ 4,421,692
Salaries, wages, and related items	4,207,811	0	0	4,207,811
Due to affiliate	0	2,278,206	(2,278,206)	0
Interest payable-- <i>Note C</i>	69,678	0	0	69,678
Advances from third party payers	771,409	0	0	771,409
Line of credit	1,500,000	0	0	1,500,000
Current portion of long term debt-- <i>Note C</i>	1,334,779	0	0	1,334,779
<b>TOTAL CURRENT LIABILITIES</b>	<b>12,277,977</b>	<b>2,305,598</b>	<b>(2,278,206)</b>	<b>12,305,369</b>
<b>NONCURRENT LIABILITIES</b>				
Long-term debt, less portion classified as current liability-- <i>Note C</i>	17,898,336	0	0	17,898,336
Swap contract-- <i>Note C</i>	796,186	0	0	796,186
<b>TOTAL LIABILITIES</b>	<b>30,972,499</b>	<b>2,305,598</b>	<b>(2,278,206)</b>	<b>30,999,891</b>
<b>COMMITMENTS AND CONTINGENCIES--<i>Notes C, D, and E</i></b>				
<b>NET ASSETS</b>				
Unrestricted				
General	33,591,160	(1,886,992)	0	31,704,168
Board-designated	2,679,138	0	0	2,679,138
Temporarily restricted	277,898	0	0	277,898
<b>TOTAL NET ASSETS</b>	<b>36,548,196</b>	<b>(1,886,992)</b>	<b>0</b>	<b>34,661,204</b>
<b>\$</b>	<b>\$ 67,520,695</b>	<b>\$ 418,606</b>	<b>\$ (2,278,206)</b>	<b>\$ 65,661,095</b>

**Atlantic General Hospital Corporation**  
**Consolidating Statement of Operations**  
**June 30, 2010**

	AGH	Atlantic Immunicare	Eliminations	Total
<b>REVENUE</b>				
Net patient service revenue-- <i>Note G</i>	\$ 85,355,804	\$ 201,291	\$ 0	\$ 85,557,095
Other operating revenue	1,296,100	0	(515,007)	781,093
<b>TOTAL OPERATING REVENUE</b>	<b>86,651,904</b>	<b>201,291</b>	<b>(515,007)</b>	<b>86,338,188</b>
<b>OPERATING EXPENSES</b>				
Salaries	36,111,061	0	0	36,111,061
Employee benefits and other related expenses-- <i>Note E</i>	8,086,450	0	0	8,086,450
Professional fees and contracted services	7,620,074	652,318	(562,170)	7,710,222
Supplies and other expense-- <i>Note E</i>	17,724,319	281,379	47,163	18,052,861
Utilities	1,339,739	16,471	0	1,356,210
Maintenance and repairs	2,131,554	1,332	0	2,132,886
Insurance-- <i>Note D</i>	1,636,962	20,784	0	1,657,746
Interest-- <i>Note C</i>	898,718	0	0	898,718
Depreciation-- <i>Note B</i>	3,468,747	89,519	0	3,558,266
Amortization	64,181	0	0	64,181
Provision for bad debts	5,947,596	282	0	5,947,878
<b>TOTAL OPERATING EXPENSES</b>	<b>85,029,401</b>	<b>1,062,085</b>	<b>(515,007)</b>	<b>85,576,479</b>
<b>INCOME (LOSS) FROM OPERATIONS</b>	<b>1,622,503</b>	<b>(860,794)</b>	<b>0</b>	<b>761,709</b>
<b>OTHER INCOME</b>				
Investment income	222,174	0	0	222,174
Net unrealized loss on trading portfolio	238,545	0	0	238,545
Other	904,381	0	0	904,381
<b>TOTAL OTHER INCOME</b>	<b>1,365,100</b>	<b>0</b>	<b>0</b>	<b>1,365,100</b>
<b>REVENUE AND GAINS IN EXCESS OF EXPENSES AND LOSSES</b>	<b>\$ 2,987,603</b>	<b>\$ (860,794)</b>	<b>\$ 0</b>	<b>\$ 2,126,809</b>