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+ KNIGHT_{PC}
Certified Public Accountants

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**Dimensions Health
Corporation and Subsidiaries**

**Audited Consolidated Financial
Statements**

June 30, 2011 and 2010

Consolidated Financial Statements
Dimensions Health Corporation and Subsidiaries
June 30, 2011 and 2010

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Report of Independent Auditors

Board of Directors
Dimensions Health Corporation and Subsidiaries

We have audited the accompanying consolidated balance sheets of Dimensions Health Corporation and subsidiaries (the Corporation) as of June 30, 2011 and 2010, and the related consolidated statements of operations, changes in net assets (deficit) and cash flows for the years then ended. These consolidated financial statements are the responsibility of the Corporation's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the 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 includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statements 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 Dimensions Health Corporation as of June 30, 2011 and 2010, and the results of its operations, changes in net assets (deficit) and cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

As discussed in *Note B* to the consolidated financial statements, the Corporation's reliance on government and other grant funding to support its operations, its substantial capital needs, significant unfunded pension obligations, and limited cash resources raise substantial doubt about its ability to continue as a going concern. The consolidated financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classification of liabilities that may result from the outcome of this uncertainty.

Cohen, Rutherford + Knight, P.C.

October 31, 2011

Consolidated Balance Sheets
Dimensions Health Corporation and Subsidiaries
(Dollars in thousands)

	June 30	
	<u>2011</u>	<u>2010</u>
<i>ASSETS</i>		
CURRENT ASSETS		
Cash and cash equivalents	\$ 31,709	\$ 19,345
Restricted cash and cash equivalents-- <i>Note J</i>	2,039	1,869
Patient accounts receivable, net of allowance for uncollectible accounts (\$38,600 and \$35,816 in 2011 and 2010, respectively)	47,253	52,302
Other receivables	6,359	4,865
Inventories	5,321	4,799
Current portion of assets limited to use-- <i>Note C</i>	4,554	4,480
Prepaid expenses and other assets	3,985	4,476
TOTAL CURRENT ASSETS	<u>101,220</u>	<u>92,136</u>
Assets limited as to use-- <i>Note C</i>		
Short term investments-- <i>Note J</i>	4,012	4,012
Held in trust under bond and note indentures-- <i>Note E</i>	6,624	6,597
Investments held for self insurance-- <i>Note G</i>	38,377	33,719
Total assets limited as to use	<u>49,013</u>	<u>44,328</u>
Property and equipment, net-- <i>Note D</i>	57,104	60,945
Investments-- <i>Note L</i>	3,524	3,024
Deferred financing costs	333	367
Other noncurrent assets	3,449	3,572
TOTAL ASSETS	<u>\$ 214,643</u>	<u>\$ 204,372</u>

(Continued)

Consolidated Balance Sheets - Continued
Dimensions Health Corporation and Subsidiaries
(Dollars in thousands)

	June 30	
	2011	2010
<i>LIABILITIES AND NET ASSETS (DEFICIT)</i>		
CURRENT LIABILITIES		
Current portion of long-term debt-- <i>Note E</i>	\$ 4,253	\$ 3,997
Current portion of accrued employee benefit liabilities-- <i>Note I</i>	15,476	11,412
Accounts payable and accrued expenses-- <i>Note J</i>	41,051	37,269
Accrued compensation and related items-- <i>Note H</i>	11,251	15,894
Advances from third-party payers	12,163	11,565
TOTAL CURRENT LIABILITIES	<u>84,194</u>	<u>80,137</u>
NONCURRENT LIABILITIES		
Long-term debt, net of current portion-- <i>Note E</i>	60,743	64,549
Other liabilities:		
Accrued professional liabilities-- <i>Notes G and J</i>	26,296	25,790
Accrued employee benefit liabilities-- <i>Note I</i>	62,333	94,539
Total other liabilities	<u>88,629</u>	<u>120,329</u>
TOTAL LIABILITIES	233,566	265,015
NET ASSETS (DEFICIT)		
Unrestricted	(23,898)	(63,261)
Temporarily restricted	4,975	2,618
TOTAL NET ASSETS (DEFICIT)	<u>(18,923)</u>	<u>(60,643)</u>
TOTAL LIABILITIES AND NET ASSETS (DEFICIT)	<u>\$ 214,643</u>	<u>\$ 204,372</u>

See notes to the consolidated financial statements.

Consolidated Statements of Operations
Dimensions Health Corporation and Subsidiaries
(Dollars in thousands)

	Year Ended June 30	
	2011	2010
	<u>2011</u>	<u>2010</u>
UNRESTRICTED REVENUE AND OTHER SUPPORT		
Net patient service revenue-- <i>Note K</i>	\$ 337,639	\$ 338,681
Other operating income-- <i>Note B</i>	36,712	28,273
TOTAL UNRESTRICTED REVENUE AND OTHER SUPPORT	<u>374,351</u>	<u>366,954</u>
OPERATING EXPENSES--<i>Note F</i>		
Salaries and benefits-- <i>Note I</i>	195,547	195,419
Supplies	50,445	51,434
Purchased services-- <i>Note J</i>	51,854	50,733
Provision for bad debts	24,031	31,146
Physician fees	21,536	22,361
Utilities	4,706	5,057
Interest expense	3,674	3,984
Depreciation and amortization	9,183	8,953
TOTAL OPERATING EXPENSES	<u>360,976</u>	<u>369,087</u>
INCOME (LOSS) FROM CONTINUING OPERATIONS BEFORE OTHER INCOME--<i>Note B</i>	13,375	(2,133)
OTHER INCOME		
Investment income-- <i>Note C</i>	3,509	3,560
TOTAL OTHER INCOME	<u>3,509</u>	<u>3,560</u>
INCOME FROM CONTINUING OPERATIONS--<i>Note B</i>	16,884	1,427
DISCONTINUED OPERATIONS--<i>Note M</i>		
Loss on operations of discontinued operations	(3,877)	0
Loss on disposal of assets	(68)	0
LOSS ON DISCONTINUED OPERATIONS	<u>(3,945)</u>	<u>0</u>
EXCESS OF UNRESTRICTED REVENUE AND OTHER SUPPORT OVER EXPENSES	<u>\$ 12,939</u>	<u>\$ 1,427</u>

See notes to the consolidated financial statements.

Consolidated Statements of Changes in Net Assets (Deficit)
Dimensions Health Corporation and Subsidiaries
(Dollars in thousands)

	Year Ended June 30	
	2011	2010
Changes in unrestricted net assets (deficit):		
Excess of unrestricted revenue and other support over expenses	\$ 12,939	\$ 1,427
Net change in appreciation of other-than-trading investments-- <i>Note C</i>	30	(23)
Net assets released from restriction for capital acquisition	0	419
Change in employee benefit obligation-- <i>Note I</i>	26,394	(27,058)
INCREASE (DECREASE) IN UNRESTRICTED NET ASSETS (DEFICIT)	39,363	(25,235)
Changes in temporarily restricted net assets:		
Contributions	3,213	1,007
Change in beneficial interest in net assets of foundations -- <i>Note L</i>	(33)	(509)
Net assets released from restriction for operations	(823)	(970)
Net assets released from restriction for capital acquisition	0	(419)
INCREASE (DECREASE) IN TEMPORARILY RESTRICTED NET ASSETS	2,357	(891)
CHANGE IN NET ASSETS (DEFICIT)	41,720	(26,126)
NET DEFICIT, BEGINNING OF YEAR	(60,643)	(34,517)
NET DEFICIT, END OF YEAR	\$ (18,923)	\$ (60,643)

See notes to the consolidated financial statements.

Consolidated Statements of Cash Flows
Dimensions Health Corporation and Subsidiaries
(Dollars in thousands)

	Year Ended June 30	
	2011	2010
OPERATING ACTIVITIES		
Change in net assets (deficit)	\$ 41,720	\$ (26,126)
Adjustments to reconcile change in net assets (deficit) to net cash and cash equivalents provided by operating activities:		
Provision for bad debts	24,031	31,146
Restricted contribution	(983)	(997)
Depreciation and amortization	9,183	8,953
Net unrealized gain on marketable investments	(1,291)	(1,474)
Increase (decrease) in employee benefit obligation	(26,394)	27,058
Changes in operating assets and liabilities:		
Decrease (increase) in assets		
Accounts receivable, net	(18,982)	(30,586)
Inventories	(522)	(110)
Prepaid expenses and other assets	(1,003)	(1,162)
Investments-trading	3,431	2,537
Other noncurrent assets	123	924
Increase (decrease) in liabilities		
Accounts payable and accrued expenses	3,782	5,644
Accrued annual leave	(4,643)	30
Accrued employee benefit liabilities	(1,748)	(2,781)
Accrued professional liabilities	506	171
NET CASH AND CASH EQUIVALENTS PROVIDED BY OPERATING ACTIVITIES	\$ 27,212	\$ 13,227

(Continued)

Consolidated Statements of Cash Flows - Continued
Dimensions Health Corporation and Subsidiaries
(Dollars in thousands)

	Year Ended June 30	
	2011	2010
	<u> </u>	<u> </u>
INVESTING ACTIVITIES		
Net purchase of property and equipment	\$ (4,949)	\$ (5,770)
Net purchase of investments-other than trading	(7,400)	(4,113)
	<u> </u>	<u> </u>
NET CASH AND CASH EQUIVALENTS USED IN INVESTING ACTIVITIES	(12,349)	(9,883)
FINANCING ACTIVITIES		
Payments of long-term debt and capital lease obligations	(3,911)	(4,372)
Net change in advances from third-party payers	598	1,121
Restricted contribution	983	997
	<u> </u>	<u> </u>
NET CASH AND CASH EQUIVALENTS USED IN FINANCING ACTIVITIES	(2,330)	(2,254)
	<u> </u>	<u> </u>
NET INCREASE IN CASH AND CASH EQUIVALENTS	12,534	1,090
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR	<u>21,214</u>	<u>20,124</u>
CASH AND CASH EQUIVALENTS, END OF YEAR	<u>\$ 33,748</u>	<u>\$ 21,214</u>
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:		
Interest paid	<u>\$ 3,750</u>	<u>\$ 4,056</u>
SUPPLEMENTAL DISCLOSURES OF NONCASH TRANSACTIONS:		
Equipment acquired under capital lease	<u>\$ 359</u>	<u>\$ 2,257</u>

See notes to the consolidated financial statements

Notes to the Consolidated Financial Statements
Dimensions Health Corporation and Subsidiaries
(Dollars in thousands)

Note A - Organization and Summary of Significant Accounting Policies

Organization

Dimensions Health Corporation (the Corporation) is a not-for-profit, non-stock corporation, incorporated in Maryland for charitable and scientific purposes. The Corporation is operating under the name Dimensions Healthcare System. The principal mission of the Corporation is the provision of health care through various delivery sites and the provision of services supporting health care. The Corporation's principal facilities, subsidiaries, and affiliates are as follows:

Acute and Ambulatory Care Facilities:

- Prince George's Hospital Center (PGHC)
- Laurel Regional Hospital (LRH)
- Bowie Health Center (BHC)

Long-term Care Facilities:

- Gladys Spellman Specialty Hospital and Nursing Center (GSSHNC)
- Madison Manor, Inc. (MM), a wholly owned subsidiary, which holds a 25% interest in the Larkin Chase Nursing and Restorative Center

Health Care Supporting Subsidiaries and Affiliates:

- Dimensions Healthcare Associates, Inc. (DHA), a wholly owned, not-for-profit corporation established to provide physician services to the Corporation's acute and ambulatory care facilities
- Affiliated Enterprises, Inc. (AEI), a wholly owned, for-profit corporation, which owns and operates Mullikin Medical Center, a medical office building, on the Bowie campus
- Dimensions Assurance, Ltd. (DAL), a wholly owned, for-profit captive insurance company located in the Cayman Islands

Notes to the Consolidated Financial Statements- Continued
Dimensions Health Corporation and Subsidiaries
(Dollars in thousands)

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

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 amount of revenue and expenses. Actual amounts could differ from those estimates.

Principles of Consolidation

The consolidated financial statements include the accounts of the Corporation and its subsidiaries. Investments in affiliates for which the Corporation has the ability to significantly influence operations, but does not control, are accounted for under the equity method. Significant intercompany accounts and transactions have been eliminated in consolidation.

Risk Factors

The Corporation'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 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 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 Corporation's ability to expand new services.

Notes to the Consolidated Financial Statements- Continued
Dimensions Health Corporation and Subsidiaries
(Dollars in thousands)

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

Risk Factors - Continued

The Joint Commission (JC), a non-governmental privately owned entity, provides accreditation status to hospitals and other health care organizations in the United States. Such accreditation is based upon the healthcare organization demonstrating compliance with approximately three hundred standards designed to ensure quality and patient safety. JC conducts unannounced triennial and for cause surveys. Certain managed care payers require hospitals to have appropriate JC accreditation in order to participate in those programs. In addition, the Center for Medicare and Medicaid Services (CMS), the agency with oversight of the Medicare and Medicaid programs, provides “deemed status” for facilities having JC accreditation. By being accredited, facilities are “deemed” to be in compliance with the Medicare and Medicaid conditions of participation. Termination as a Medicare or Medicaid 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. The health care facilities of the Corporation have maintained full JC accreditation for 2011 and 2010.

The Washington Adventist Hospital (WAH) has filed a CON application with the Maryland Health Care Commission (MHCC) to relocate WAH to White Oak, Maryland. The proposed location of the new hospital is within the primary service area of LRH. The Corporation has filed a brief with the MHCC opposing this relocation due to the negative impact it would have on LRH. Management opposition to the proposed CON to relocate WAH was joined by Holy Cross Hospital and Montgomery General Hospital. The City of Takoma Park has also expressed its concerns about the potential relocation.

The MHCC conducted the first phase of hearings on the WAH CON request to relocate to White Oak, Maryland. Hearings were held from August 8, 2011 through August 12, 2011, with the closing hearing on September 8, 2011. Participating in the hearing process were representatives from WAH, Montgomery General Hospital, Holy Cross Hospital and LRH. Following the September 8, 2011 final hearing date, each party was asked to prepare summary closing statements for the MHCC, following the review of which a decision will be rendered.

Due to a change in the required conditions for approval of coverage for chronic care services by the State of Maryland Department Health and Mental Hygiene, patient volumes and net patient service revenue at GSSHNC declined significantly during the fiscal year ended June 30, 2011. This large reduction in volume and revenue has negatively affected the results from operations for the fiscal year ended June 30, 2011. During 2011 the Corporation discontinued the operations of the Gladys' Spellman Comprehensive Unit, as further discussed in *Note M*.

Notes to the Consolidated Financial Statements- Continued
Dimensions Health Corporation and Subsidiaries
(Dollars in thousands)

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

Cash, Cash Equivalents and Short-Term Investments

Cash and cash equivalents include cash and certain investments in highly liquid debt instruments and certificates of deposit, both with original maturities of three months or less when purchased. The Corporation routinely invests its surplus operating funds in overnight repurchase agreements. These funds generally invest in highly liquid U.S. government and agency obligations. Short-term investments are highly liquid assets that have an original maturity between three months and one year. Short term investments represents amounts held by commercial banks under custody agreements as collateral for outstanding letters of credit. Cash holdings in commercial banks routinely exceed the aggregate maximum insured (\$250) by the Federal Deposit Insurance Corporation.

Marketable Investments and Investment Income

Marketable investments are carried at fair value as of the balance sheet date based on quoted market prices. Investments included in assets limited as to use are restricted under debt and bank agreements and self-insurance arrangements, and are not available for the general operations of the Corporation. Assets limited as to use, which will be utilized to meet related current liabilities, have been classified in the consolidated balance sheets as current assets. The cost of securities sold is based on the specific-identification method. Investment income for all investments is included in nonoperating income.

Management classifies the Corporation's investment portfolio restricted for self-insurance arrangements as a trading portfolio. Accordingly, realized and unrealized gains and losses on these investments are included in nonoperating gains (losses) in the accompanying consolidated statements of changes in net assets (deficit). Management classifies the investments restricted under debt and bank agreements as an other-than-trading portfolio, and these investments consist primarily of money market funds. Accordingly, unrealized gains and losses are recorded as changes in unrestricted net assets (deficit), which is excluded from the excess of revenues and gains over expenses and losses within the consolidated statements of changes in net assets (deficit).

The Corporation's investments are subject to credit, market and interest rate risks that cannot be predicted at this time. However, management has attempted to mitigate these risks by maintaining a diversified portfolio.

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 Corporation's future ability to access capital and the cost of such capital. The resulting impact on the future financial position, results of operations and cash flows of the Corporation could be material.

Notes to the Consolidated Financial Statements- Continued
Dimensions Health Corporation and Subsidiaries
(Dollars in thousands)

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

Accounts Receivable and Contractual Allowances

The Corporation provides services to patients in Prince George's County and surrounding jurisdictions, the majority of whom are covered by third-party health insurance programs. The Corporation bills the insurers/programs directly for the services provided. Insurance and credit information is obtained from patients at time of service or upon admission when available. No collateral is obtained for patient accounts receivable.

The Corporation's policy is to write off all patient accounts that have been identified as uncollectible. An allowance for doubtful accounts is recorded for accounts not yet written off that are anticipated to become uncollectible in future periods.

Discounts ranging from 2% to 6% of hospital charges are given to Medicare, Medicaid and certain approved commercial health insurance and health maintenance organizations (HMOs). Also, these payers routinely review patient billings and deny payment for certain procedures that they deem medically unnecessary or performed without appropriate pre-authorization. Discounts and denials are recorded as reductions of net patient revenue. Accounts receivable from these third-party payers have been adjusted to reflect the difference between charges and the estimated reimbursable amounts.

At June 30, 2011 and 2010, gross patient accounts receivable, by payer class, consisted of the following:

	<u>2011</u>	<u>2010</u>
Medicare	12.7%	15.5%
Medicaid	29.1%	33.8%
Medicaid pending	9.2%	6.7%
Commercial	20.4%	21.9%
Self pay and others	28.6%	22.1%
	<u>100.0%</u>	<u>100.0%</u>

Inventories

Inventories, consisting principally of drugs and supplies, are carried at the lower of cost or market, using the average-cost method.

Notes to the Consolidated Financial Statements- Continued
Dimensions Health Corporation and Subsidiaries
(Dollars in thousands)

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

Property and Equipment

Property and equipment is carried at cost or, if donated, at fair market value at the date of the gift. Depreciation is provided over the estimated useful life of each class of depreciable asset, ranging from two to thirty years. Amortization of assets under capital lease obligations is computed using the straight-line method over the estimated useful life of the equipment and is included in depreciation and amortization in the consolidated financial statements. Maintenance and repairs are charged to expense as incurred.

Deferred Financing Costs

Financing costs incurred in issuing the Prince George's County, Maryland Project and Refunding Revenue Bonds (Dimensions Health Corporation Issue), Series 1994, have been capitalized and are being amortized over the life of the issues using the bonds-outstanding method.

The following table summarizes deferred financing costs:

	June 30	
	2011	2010
Series 1994 revenue bonds	\$ 891	\$ 891
Other	127	120
	<u>1,018</u>	<u>1,011</u>
Less: accumulated amortization	685	644
	<u>\$ 333</u>	<u>\$ 367</u>

Impairment of Long-Lived Assets

The Corporation evaluates its long-lived assets and certain identifiable intangible assets for impairment whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of any asset to future net undiscounted cash flows expected to be generated by the asset. If such assets are considered to be impaired, the impairment to be recognized is measured by the future discounted cash flows compared to the carrying amount of the asset.

Notes to the Consolidated Financial Statements- Continued
Dimensions Health Corporation and Subsidiaries
(Dollars in thousands)

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

Temporarily Restricted Net Assets

Resources restricted by donors for specific purposes are reported as temporarily restricted net assets until expended, at which time they are reported as net assets released from restriction.

In accordance with accounting principles generally accepted in the United States of America, assets that are restricted for capital acquisitions (or that will not be available to the Corporation within the next operating cycle) are classified as noncurrent assets in the accompanying consolidated balance sheets. Assets that are temporarily restricted for supporting Corporation programs are classified as current assets if they are currently available for use by the Corporation. Temporarily restricted net assets are available for the following purposes at June 30:

	<u>2011</u>	<u>2010</u>
Capital purchases (state funded)	\$ 0	\$ 10
Healthcare	3,716	1,584
Health education	1,258	1,024
	<u>\$ 4,974</u>	<u>\$ 2,618</u>

Net Patient Service Revenue

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

	<u>2011</u>	<u>2010</u>
Medicare	28.3%	28.7%
Medicaid	30.6%	27.5%
Commercial	30.4%	32.3%
Other	10.7%	11.5%
	<u>100.0%</u>	<u>100.0%</u>

Revenue from the State of Maryland Medicaid program is primarily derived from independent managed care organizations that have contracted with the State of Maryland to cover eligible beneficiaries.

Notes to the Consolidated Financial Statements- Continued
Dimensions Health Corporation and Subsidiaries
(Dollars in thousands)

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

Net Patient Service Revenue - Continued

The following table sets forth the detail of net patient service revenue:

	<u>2011</u>	<u>2010</u>
Gross patient service revenue	\$ 423,286	\$ 416,709
Revenue deductions:		
Charity care	29,060	23,536
Contractual allowances	56,587	54,492
Net patient service revenue	<u>\$ 337,639</u>	<u>\$ 338,681</u>

Laws and regulations governing the Medicare and Medicaid programs are complex and subject to interpretation. The Corporation believes that it is in compliance with all applicable laws and regulations, and is not aware of any pending or threatened investigations involving allegations of potential wrongdoing that would have a material effect on the financial statements. While no such regulatory inquiries have been made, compliance with such laws and regulations can be subject to future government review and interpretation as well as significant regulatory action, including fines, penalties, and exclusion from the Medicare and Medicaid programs.

Other Income

Other income is primarily composed of private and government restricted and non-restricted donations and grant income. Restricted donations and grants are held as restricted assets and recorded as revenue once the restrictions are satisfied. Other income is also composed of miscellaneous hospital revenue such as rental income, parking garage and vending machine income.

Notes to the Consolidated Financial Statements- Continued
Dimensions Health Corporation and Subsidiaries
(Dollars in thousands)

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

Charity Care

The Corporation provides care to patients who meet certain criteria under federal poverty guidelines, which determine its charity care policy. The Corporation does not pursue collection of amounts determined to qualify as charity care and, consequently, these amounts are not reported as net patient service revenue.

In fiscal year 2010, the Corporation changed its methodology for estimating and reporting charity care. In prior years, the Corporation treated most of its uncompensated care (UCC) as bad debt. The Maryland Health Services Cost Review Commission (the Commission) methodology that considers UCC in determining approved hospital rates previously did not distinguish between the provision of bad debts and the provision of charity. For fiscal year 2010, however, the Commission reimbursement methodology was updated to provide hospitals with up to a 20% UCC premium for the provision of charity services. During 2010 management revised the Corporation's policies and methodology to more specifically evaluate whether the provision of UCC resulted in charity or bad debt, and also updated its threshold for recognition of charity to include services rendered to persons earning at or below 200% of the established federal poverty guidelines.

Estimated Professional Liability Costs

The provision for estimated professional liability claims includes estimates of the ultimate costs for both reported claims and claims incurred but not reported. The Corporation utilizes outside actuarial services in determining the aggregate professional liability reserve. The accrued professional liabilities amounts included in the accompanying consolidated balance sheets have not been discounted (see *Note G*).

Excess of Unrestricted Revenue and Other Support over Expenses

The consolidated statements of operations report excess of unrestricted revenue and other support over expenses. Changes in unrestricted net assets (deficit) that are excluded from this performance indicator, consistent with industry practice, include unrealized gains and losses on investments other than trading securities, permanent transfers of assets to and from affiliates for other than goods and services, contributions of (and assets released from donor restrictions related to) long-lived assets, and the recognition of (and subsequent adjustment to) certain changes in the employee post-retirement benefit liability reported by the Corporation.

Notes to the Consolidated Financial Statements- Continued
Dimensions Health Corporation and Subsidiaries
(Dollars in thousands)

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

Income Tax

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 recognizes this exemption for state income tax purposes.

Organizations otherwise exempt from federal and state income taxation are nonetheless subject to taxation at corporate tax rates at both the federal and state levels on their unrelated business income. Exemption from other state taxes, such as real and personal property tax, is separately determined. For 2010 and 2009, management has determined that it did not have any tax liability.

Although exempt from federal and state income taxes, the Corporation is required to file an annual federal information return on Form 990. In addition, to the extent that the Corporation has gross income from business activities unrelated to its exempt purpose in excess of \$1,000 for any tax year, it must also file a Form 990-T tax return. Generally, federal and state taxing authorities must propose any taxable adjustments within three years from the due date of the 990-T or the actual filing date, whichever is later, unless unrelated business gross income is under reported by 25% or more, in which case the relevant time period is six years. No statute of limitations applies for years for which no 990-T has been filed. The Corporation is not currently under audit by any taxing authority and has not been notified of any impending audit.

Current accounting standards define the threshold for recognizing uncertain income tax return positions in the financial statements as “more likely than not” that the position is sustainable, based on its technical merits, and also provide guidance on the measurement, classification and disclosure of tax return positions in the financial statements. Management believes there is no impact on the Corporation’s accompanying consolidated financial statements related to uncertain income tax positions.

Fair Value of Financial Instruments

The carrying amounts reported in the accompanying consolidated balance sheets for cash and cash equivalents, accounts receivable, accounts payable, accrued expenses, advances from third-party payers, and accrued annual leave approximates their fair value. The fair values of assets limited as to use and investments are based on quoted market prices of the individual securities or investments. The fair value of the Corporation’s fixed-rate debt is based on current traded values. The fair value of the variable-rate debt is discussed in *Note E*. The fair values of investments are discussed in *Note C*.

Notes to the Consolidated Financial Statements- Continued
Dimensions Health Corporation and Subsidiaries
(Dollars in thousands)

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

Subsequent Events

Subsequent events have been evaluated by management through October 31, 2011, which is the date the consolidated financial statements were available to be issued.

Recent Pronouncements

In January 2010, the FASB issued Accounting Standards Update (ASU) No. 2010-06, *Improving Disclosures about Fair Value Measurements*. ASU 2010-06 amends FASB Accounting Standards Codification (ASC) Topic 820, *Fair Value Measurements and Disclosures*, to require additional disclosures regarding fair value measurements. In addition to amendments already effective, entities will also be required to report purchases, sales, issuances, and settlement of Level 3 assets and liabilities on a gross basis, rather than net. This change in accounting is effective for fiscal years beginning after December 15, 2010.

In August 2010, the FASB issued Accounting Standards Update (ASU) No. 2010-23, *Measuring Charity Care for Disclosure*. ASU 2010-23 affects entities within the scope of Topic 954, *Health Care Entities* that provide charity care. ASU 2010-23 requires 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 charity care. This update also requires disclosure of the method used to identify or determine such costs. This change in accounting is effective for fiscal years beginning after December 15, 2010, and early adoption is permitted. The amendments in this update should be applied retrospectively to all prior periods presented.

Notes to the Consolidated Financial Statements- Continued
Dimensions Health Corporation and Subsidiaries
(Dollars in thousands)

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

Recent Pronouncements - Continued

In August 2010, the FASB issued Accounting Standards Update (ASU) No. 2010-24, *Presentation of Insurance Claims and Related Insurance Recoveries*. ASU 2010-24 affects entities within the scope of Topic 954, *Health Care Entities*. ASU 2010-24 clarifies that a health care entity should not net insurance recoveries against a related claim liability and the amount of the claim liability should be determined without consideration of insurance recoveries. This change in accounting is effective for fiscal years beginning after December 15, 2010 (early adoption permitted). A cumulative-effect adjustment should be recognized in opening retained earnings in the period of adoption if a difference exists between any liabilities and insurance receivables recorded as a result of applying the amendments in this update.

In July 2011, FASB issued ASU No. 2011-7, *Presentation and Disclosure of Patient Service Revenue, Provision for Bad Debts, and the Allowance for Doubtful Accounts for Certain Health Care Entities*. ASU 2011-7 affects entities within the scope of Topic 954, *Health Care Entities*, that recognize significant amounts of patient service revenue at the time services are rendered even though the entities do not assess a patient's ability to pay. ASU 2011-7 requires certain health care entities to change the presentation of their statement of operations by reclassifying the provision for bad debts associated with patient service revenue from an operating expense to a deduction from patient service revenue (net of contractual allowances and discounts). Additionally, those health care entities are required to provide enhanced disclosure about their policies for recognizing revenue and assessing bad debts. ASU 2011-7 also requires disclosure of patient service revenue (net of contractual allowances and discounts) as well as qualitative and quantitative information about changes in the allowances for doubtful accounts. This change in accounting is effective for fiscal years beginning after December 15, 2011 for public entities and for the first annual period ending after December 15, 2012 for non-public entities (early adoption permitted). Application for periods presented in the consolidated statements of operations would be retrospective; however, the disclosures required by the amendments would be prospective.

Management is currently evaluating the impact of these changes in accounting on the future consolidated financial statements of the Corporation.

Notes to the Consolidated Financial Statements- Continued
Dimensions Health Corporation and Subsidiaries
(Dollars in thousands)

Note B - Management's Plans as to Continuing as a Going Concern

At June 30, 2011, the Corporation had substantial capital needs, significant unfunded pension obligations and limited cash resources. The Corporation continues to be reliant upon government and other grant funding to finance continuing operations. These circumstances raise substantial doubt about the ability of the Corporation to continue as a going concern absent governmental and/or other external support.

The following one-time operating grants were recorded in other income in the accompanying consolidated statements of operations and changes in net assets as of June 30, 2011 and 2010:

	<u>2011</u>	<u>2010</u>
Prince George's County Government	\$ 15,086	\$ 9,015
State of Maryland	15,010	12,661
Magruder Memorial Hospital Trust	1,042	1,042
	<u>\$ 31,138</u>	<u>\$ 22,718</u>

Should the government and private grant funding, most of which was reported as income in the financial records of PGHC, LRH and GSSHNC, not have been received by the Corporation, the consolidated income from operations of the Corporation for the years ended June 30, 2011 and 2010 would have resulted in deficits of \$18,203 and \$21,291, respectively. The Corporation's cash flow continues to be stressed due primarily to the need to fund pre-existing obligations such as the Corporation's pension and other postretirement employee benefits (over \$13,610 and \$8,460 contributed during the years ended June 30, 2011 and 2010, respectively) and scheduled payments on long term debt principal and interest (approximately \$7,500 and \$7,000 for 2011 and 2010, respectively), as well as funding for new property and equipment (over \$4,380 and \$5,600 for the years ended June 30, 2011 and 2010, respectively). Consolidated days unrestricted cash available to fund operations was approximately thirty-two days as of June 30, 2011 and nineteen days as of June 30, 2010.

Management and the Board of Directors determined that as a result of these issues, additional financial resources were necessary to ensure the Corporation's continued financial stability. Management's plans to address this situation are described below.

1. **Pension:** On July 12, 2007, the Corporation applied to the IRS for a modification of the 2004 funding waiver conditions related to the Pension Plan (*see Note I*) . Specifically, the Corporation requested the removal of the two conditions that prevented application for a second waiver needed to allow the Corporation to defer its 2007 plan year contributions. Per the IRS, such a filing would not result in any penalties to the Corporation.

Notes to the Consolidated Financial Statements- Continued
Dimensions Health Corporation and Subsidiaries
(Dollars in thousands)

Note B - Management's Plans as to Continuing as a Going Concern - Continued

Pension (continued): This deferment of payments afforded the Corporation \$14,800 in additional cash to manage its operations through the specified period. As of September 15, 2010, the 2004 pension payments were paid in full. The Corporation has been paying off the 2007 minimum funding requirement as if the request has been approved by the IRS and, as of January 1, 2011 the outstanding balance was \$6.7 million and is anticipated to be paid off in September 13, 2013. In a July 19, 2011 letter to the Corporation, the IRS communicated a tentative decision to approve the 2004 waiver modification and the 2007 minimum funding waiver requests. The Corporation accepted the conditions required in the IRS tentative approval. As of the date of this report, the formal approval had not yet been received.

2. **Ownership Transfer**: During the 2008 session of the Maryland General Assembly and Prince George's County (the County) agreed to a joint financial support package of \$24,000 for fiscal year 2009 and \$24,000 for fiscal year 2010 to keep the Corporation operational. In addition, the General Assembly passed house bill 1039 / senate bill 1007 that established the Prince George's Hospital Authority (the Authority) with a mandate to find one or more new owners to ultimately operate the Corporation independently.

In April 2009, when it appeared that a new owner would not be identified within the prescribed time, the legislature extended the period for the Authority to transfer the Corporation to May 2010. The legislature also gave the Authority greater flexibility in finalizing a proposal to the primary stakeholders that would facilitate the transfer of the Corporation while ensuring high quality healthcare for the County.

On May 21, 2010, the Authority issued its report at a public meeting. The report explained that though nine entities responded, none of the respondents expressed the requisite level of interest in taking over the Corporation and developing an enhanced healthcare delivery system in the County without the Corporation's assets being streamlined and reconfigured in such a way as to curtail current operating losses and satisfy ongoing bond debt and pension liabilities. It was recommended that a continued commitment of \$174,000 (\$150,000 and \$24,000 of operating and capital support respectively over a five year period) be provided to satisfy the Corporation's liabilities and to make necessary interim investments in the restructuring of the Corporation to set the stage for a new hospital and healthcare delivery system. The Corporation's chief executive officer is currently working on transition plans to implement the report's recommendations. A copy of the Authority's report with the recommendations can be found on the County's website.

On July 21, 2011, the Prince George's County of Maryland (the County), the University of Maryland Medical System (UMMS), the University Systems of Maryland (USM), the State of Maryland (the State) and the Corporation signed a Memorandum of Understanding (MOU) to forge a long term solution to the historical challenges related to the Prince George's County health care system facilities and assets currently leased to the Corporation

Notes to the Consolidated Financial Statements- Continued
Dimensions Health Corporation and Subsidiaries
(Dollars in thousands)

Note B - Management's Plans as to Continuing as a Going Concern - Continued

Ownership Transfer (continued): (the System) by developing and implementing a strategy to transform the System into an efficient, effective and financially viable healthcare delivery system with a new regional medical center, located in Prince George's County, supported by a comprehensive ambulatory care network, which will improve the health of residents of the County and Southern Maryland region by providing community-based access to high quality, cost-effective medical care.

UMMS has already completed an initial study of the System and the health care needs of the of the County. The strategy includes the potential development of a University of Maryland Baltimore health sciences presence to accompany the regional medical center and the ambulatory care network in the mission to enhance the provision of quality health care services to the residents of the County and Southern Maryland. The initial study estimates the overall costs necessary to implement the vision and strategy to be in the range of \$600 million, which does not include the costs of implementing the comprehensive ambulatory system. Further, the study identified the additional need to resolve approximately \$200 million of the Corporation's unfunded pension liabilities, outstanding debt and unfunded retiree health benefit costs. The costs for the project will be shared by the parties.

If the plans that are outlined in the MOU are executed as envisioned, a new hospital in the County, along with a new USM health sciences campus and a primary care outpatient network could be operational in the next four to seven years.

The MOU also includes provision for development of a plan for transfer of the System's assets to the Corporation or to a successor entity, subject to certain potential conditions. A copy of the MOU can be found on the County's website.

- Funding**: As part of the MOU, the County and State will execute another letter of intent to reflect their commitment to provide the System a total of thirty million dollars (\$30,000) of funding (\$15,000 each) for fiscal year 2012 which shall be used both to support the Corporation's operations and to begin to discharge the Systems' liabilities. The State has made an additional capital commitment of four million dollars (\$4,000) for fiscal year 2012. The letter of intent will also reflect the State and County's commitment to seek an additional thirty million dollars (\$30,000) annually (\$15,000 each) to provide to the Corporation for fiscal year 2013 – 2015 as needed for any continued operating losses and liabilities, and subject to their respective appropriations processes. The letter of intent will also reflect the State's intent to seek provision for additional capital funds in the amount of ten million dollars (\$10,000) for fiscal year 2013 and ten million dollars (\$10,000) for fiscal year 2014, as needed and subject to the approval of the General Assembly.

Notes to the Consolidated Financial Statements- Continued
Dimensions Health Corporation and Subsidiaries
(Dollars in thousands)

Note B - Management's Plans as to Continuing as a Going Concern - Continued

Funding (continued): In addition, the Corporation was awarded a grant for two million five hundred thousand dollars (\$2,500) in federal disaster funds that when received will be used to purchase thirty-eight patient beds, certain medical equipment, and to establish a system-wide electronic medical records system for emergency medical services. These funds, which will be received from the Maryland Department of Health and Mental Hygiene (DHMH), have been reported in the accompanying consolidated financial statements as temporarily restricted net assets, less \$245 withheld by DHMH for technical assistance.

4. **Strategic Plan:** Management has developed a series of strategic initiatives that include: (1) physician development; (2) centralization of services (3) restructuring GSSHNC; (4) improving reputation and image; and (5) revenue enhancement and cost containment. These initiatives have been shared with both employees and the Board of Directors. In addition to the above, management strongly believes that the improvements achieved at LRH during the 2010 and 2011 fiscal year will continue into fiscal year 2012, which will help to provide sufficient resources to meet the obligations of the Corporation.

The following table demonstrates the positive financial impact of actions that have been taken by the Corporation over the past three years:

	<u>As of and for the years ended June 30</u>			
	2008	2009	2010	2011
Excess revenue over expenses	\$ (4,206)	\$ (553)	\$ 1,427	\$ 12,939
Cash provided by operations	\$ 8,488	\$ 6,936	\$ 13,227	\$ 27,212
Days cash available	18	17	19	32

The successful completion of these actions is contingent upon the continued support and cooperation of the County, the State, and Federal governments, as well as the Corporation. Management believes, but can provide no assurances, that all requirements will be satisfied and that the additional funding will be secured. Management further believes that this additional funding, combined with cash flow from operations, will provide resources sufficient to meet the obligations of the Corporation and therefore continue as a going concern. If the Corporation's operating results are less favorable than expected, then the future liquidity, financial position and operating results of the Corporation would likely be materially impacted. The consolidated financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classification of liabilities that may result from the outcome of this uncertainty.

Notes to the Consolidated Financial Statements- Continued
Dimensions Health Corporation and Subsidiaries
(Dollars in thousands)

Note C - Investments

Marketable investments are included in the consolidated balance sheets as assets limited as to use at June 30, 2011 and 2010, respectively.

The fair values of marketable investments at June 30 are as follows:

	<u>2011</u>	<u>2010</u>
Money market funds	\$ 13,800	\$ 10,457
Certificate of deposits	4,012	4,012
Government and agency	21,326	20,746
Corporate bonds	5,972	6,936
Common stock	7,844	5,858
Asset-backed securities	613	799
Total marketable investments	<u>53,567</u>	<u>48,808</u>
Less amount needed for current debt service	<u>4,554</u>	<u>4,480</u>
Long-term investments	<u>\$ 49,013</u>	<u>\$ 44,328</u>

Investment income and gains for assets limited as to use, cash equivalents, and other investments are comprised of the following for the years ended June 30:

	<u>2011</u>	<u>2010</u>
Interest, dividends and realized gains	\$ 2,248	\$ 2,086
Unrealized gains on trading portfolio	1,261	1,474
Unrealized gains (losses) on other-than-trading portfolio	30	(23)
	<u>\$ 3,539</u>	<u>\$ 3,537</u>

Notes to the Consolidated Financial Statements- Continued
Dimensions Health Corporation and Subsidiaries
(Dollars in thousands)

Note C – Investments - Continued

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, 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. The three levels of inputs that may be used to measure fair value are:

Level 1: Quoted prices in active markets for identical assets or liabilities. Level 1 assets and liabilities include debt and equity securities that are traded in an active exchange market, as well as U.S. Treasury securities.

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. This category generally includes certain U.S. government and agency mortgage-backed debt securities, corporate-debt securities, and alternative investments.

Level 3: Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets 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. This category generally includes certain private debt and equity instruments and alternative investments.

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.

Notes to the Consolidated Financial Statements- Continued
Dimensions Health Corporation and Subsidiaries
(Dollars in thousands)

Note C – Investments - Continued

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. Furthermore, the disclosed fair values do not reflect any premium or discount that could result from offering for sale at one time an entire holding of a particular financial asset. Potential taxes and other expenses that would be incurred in an actual sale or settlement are not reflected in the amounts disclosed.

Fair values of government and agency securities, corporate bonds, common stock and asset-backed securities have been determined by the Corporation from observable market quotations, when available. Money market funds comprise short-term fixed income securities and carrying amounts approximate fair values, which have been determined from public quotations, when available.

The following table presents the Corporation's fair value hierarchy for financial instruments measured at fair value on a recurring basis as of June 30, 2011.

	Level 1	Level 2	Total
Money market funds	\$ 0	\$ 13,800	\$ 13,800
Certificate of deposits	0	4,012	4,012
Government and agency			
Treasury notes	19,990	0	19,990
Mortgage asset	0	499	499
Federal home agency asset	0	837	837
Nonconvertible corporate bonds	0	5,972	5,972
Common stock			
Basic materials	1,151	0	1,151
Consumer goods	755	0	755
Financial	395	0	395
Healthcare	1,547	0	1,547
Industrial goods	567	0	567
Services	1,218	0	1,218
Technology	1,506	0	1,506
Utilities	705	0	705
Mortgage asset-backed securities	0	613	613
Total	\$ 27,834	\$ 25,733	\$ 53,567

No significant transfers were made between financial instruments classified at different levels during 2011.

Notes to the Consolidated Financial Statements- Continued
Dimensions Health Corporation and Subsidiaries
(Dollars in thousands)

Note C – Investments - Continued

The following table presents the Corporation’s fair value hierarchy for financial instruments measured at fair value on a recurring basis as of June 30, 2010.

	<u>Level 1</u>	<u>Level 2</u>	<u>Total</u>
Money market funds	\$ 0	\$ 10,457	\$ 10,457
Certificate of deposits	0	4,012	4,012
Government and agency	18,783	1,963	20,746
Corporate bonds	0	6,936	6,936
Common stock	5,858	0	5,858
Asset-backed securities	0	799	799
Total	<u>\$ 24,641</u>	<u>\$ 24,167</u>	<u>\$ 48,808</u>

Note D - Property and Equipment

A summary of property and equipment at June 30, 2011 and 2010 is as follows:

	<u>2011</u>	<u>2010</u>
Land	\$ 743	\$ 743
Land improvements	532	532
Buildings and improvements	69,105	67,907
Leasehold improvements	36,759	36,697
Equipment	128,756	125,663
Equipment under capital lease obligation	5,593	4,985
	<u>241,488</u>	<u>236,527</u>
Construction in progress	1,980	1,541
	<u>243,468</u>	<u>238,068</u>
Less: accumulated depreciation and amortization	186,364	177,123
	<u>\$ 57,104</u>	<u>\$ 60,945</u>

Accumulated amortization for equipment under capital leases was \$2,415 and \$1,335 at June 30, 2011 and 2010, respectively. The Corporation recognized amortization expense for assets under capital lease obligations of \$1,080 and \$795 for the periods ended June 30, 2011 and 2010, respectively. These amounts are included in depreciation and amortization expense within the accompanying consolidated statements of operations and changes in net deficit.

Notes to the Consolidated Financial Statements- Continued
Dimensions Health Corporation and Subsidiaries
(Dollars in thousands)

Note E - Long-Term Debt

Long-term debt and capital lease obligations at June 30, 2011 and 2010 are summarized as follows:

	<u>2011</u>	<u>2010</u>
Series 1994 Bonds:		
5.38%-Term bonds due in 2014 with periodic sinking fund payments	\$ 12,875	\$ 15,695
5.30%-Term bonds due in 2024 with periodic sinking fund payment	46,710	46,710
Magruder Trust Mortgage - liability held for sale, three-year adjustable rate (3.25% at both June 30, 2011 and 2010), repayable in periodic installments through 2025	3,381	3,561
Capital lease obligations, payable in monthly installments collateralized by leased equipment	3,040	3,670
	<u>66,006</u>	<u>69,636</u>
Less: original issue discount of 1994 Bonds	1,010	1,090
	<u>64,996</u>	<u>68,546</u>
Less: current portion of long-term debt and capital lease obligations	4,253	3,997
	<u>4,253</u>	<u>3,997</u>
Non-current portion	<u>\$ 60,743</u>	<u>\$ 64,549</u>

Notes to the Consolidated Financial Statements- Continued
Dimensions Health Corporation and Subsidiaries
(Dollars in thousands)

Note E - Long-Term Debt - Continued

Scheduled principal repayments on long-term debt and capital leases are as follows:

Year ending:		
2011	\$	4,253
2012		4,325
2013		4,182
2014		3,878
2015		3,928
2016 and thereafter		45,440
		<u>45,440</u>
	\$	<u>66,006</u>

The 1994 Bonds are secured under the Corporation's Master Trust Indenture by the revenues and receipts and certain assets of the Corporation, including those leased from Prince George's County. The Master Trust Indenture requires the satisfaction of certain restrictive covenants. A default under any of these covenants cross-defaults the remaining agreements.

The Master Trust Indenture specifically limits additional borrowing. Further, the Corporation is required to satisfy a debt-service coverage ratio of 1.10 to 1.00 (subject to certain exceptions), measured at the end of each fiscal year, as long as the long-term debt is outstanding. Debt-service coverage is defined as the ratio of the excess of revenues over expenses before interest expense and depreciation to the maximum annual debt service. The debt-service coverage is only measured on the Corporation's obligated group, which is comprised of the following operating divisions: PGHC, LRH, GSSHNC, BHC and Corporate. The results of the obligated group may differ from the results of the entire Corporation. Management believes it is in compliance with all applicable covenants. Management believes, but can provide no assurance, that it will be in compliance at the next annual measurement date of June 30, 2012. The maximum annual debt service is currently estimated to be \$7,409 for the year ending June 30, 2012.

Notes to the Consolidated Financial Statements- Continued
Dimensions Health Corporation and Subsidiaries
(Dollars in thousands)

Note E - Long-Term Debt - Continued

Management believes, but can provide no assurance, that its operating plan for the year ending June 30, 2011 will result in sufficient excess of unrestricted revenues and other support over expenses and cash flow to allow compliance with the relevant covenants. Based on these conclusions, management continues to classify the Series 1994 Bonds as long-term debt in the accompanying consolidated financial statements.

Interest costs on long-term debt and notes payable incurred and paid for the years ended June 30, 2011 and 2010, net of interest income, was \$3,608 and \$3,917, respectively.

The assets held in trust under the Series 1994 Bonds as of June 30, 2011 and 2010 are as follows:

	June 30	
	2011	2010
Debt-service reserve fund	\$ 6,624	\$ 6,597
Debt-service fund	4,554	4,480
	<u>\$ 11,178</u>	<u>\$ 11,077</u>

The fair value of the Corporation's Series 1994 Bond indentures, based on the quoted market prices at June 30, 2011 and 2010, was \$46,738 and \$49,079, respectively. The fair value of all other outstanding debt approximates its carrying value.

Notes to the Consolidated Financial Statements- Continued
Dimensions Health Corporation and Subsidiaries
(Dollars in thousands)

Note F - Functional Expenses

The Corporation considers health care services and management and general to be its primary functional categories for purposes of expense classification. The Corporation's operating expenses by functional classification for the years ended June 30, 2011 and 2010 are as follows:

	<u>2011</u>	<u>2010</u>
Health care services	\$ 330,277	\$ 337,699
Management and general	30,699	31,388
	<u>\$ 360,976</u>	<u>\$ 369,087</u>

Note G - Insurance Programs

Dimensions Health Corporation maintains a wholly owned captive insurance company, located in the Cayman Islands, to administer certain professional and general liability exposures incurred by the Corporation, its employees and voluntary staff. Prior to January 1, 1998, the Corporation was self-insured for professional and general liability claims up to a limit of \$2,000 per occurrence and \$6,000 in the annual aggregate. Effective January 1, 1998, the Corporation's captive assumed this liability exposure, retroactive to the date of the Corporation's inception, with the same limits of liability. As of June 30, 2011 and 2010, the limits were \$5,000 with no aggregate per occurrence for professional liability and \$3,000 per occurrence for general liability. This insurance is provided to all employees including certain of the Corporation's employed physicians.

The Corporation provides claims-management services to the captive insurance company. Losses from claims, both asserted and unasserted such as potentially compensable events identified under the Corporation's incident reporting system, are accrued based on actuarial estimates that incorporate the Corporation's past experience, as well as other considerations. These include the nature of each claim or incident and various relevant trend factors. An additional amount is accrued for potential incurred but not reported claims. The estimates for these losses are reported as accrued professional liabilities on the consolidated balance sheets.

Notes to the Consolidated Financial Statements- Continued
Dimensions Health Corporation and Subsidiaries
(Dollars in thousands)

Note G - Insurance Programs - Continued

Physicians employed by the captive insurance company are insured for professional liability under commercial insurance policies with coverage limits of \$1,000 and \$3,000 in the annual aggregates.

The captive insurance company assets are included in assets limited as to use in the balance sheet. The combined fund activity is as follows:

	June 30	
	2011	2010
Balance at beginning of year	\$ 33,719	\$ 29,959
Deposits	5,894	5,349
Investment income	2,797	2,962
Claims and expenses paid	(4,033)	(4,551)
Balance at end of year	<u>\$ 38,377</u>	<u>\$ 33,719</u>

In calendar years 2011 and 2010, the captive insurance company provided umbrella excess liability coverage to the Corporation for general and professional liability exposures, with coverage limits totaling \$15,000. This coverage is 100% reinsured through other commercial insurance companies. In management's opinion, the assets of the captive insurance company are sufficient to meet its obligations as of June 30, 2011. If the financial condition of the captive insurance company were to materially deteriorate in the future, and if it was unable to pay its claim obligations, the responsibility to pay those claims would revert to the Corporation.

As of June 30 2011 and 2010, the Corporation had payables to the captive insurance company of \$1 and \$453, respectively. As of September 30, 2011, all premium payments are current.

Note H - Employee Annuities

The Corporation maintained certain employee annuity contributions invested with an insurance company. The Corporation did not bear the risk of loss for these investments. During fiscal year 2010 the employee annuities were terminated. The amount of the employee annuity investment was \$67 at June 30, 2011 and 2010.

Notes to the Consolidated Financial Statements- Continued
Dimensions Health Corporation and Subsidiaries
(Dollars in thousands)

Note I - Pension and Postretirement Benefits

The Corporation has a noncontributory defined benefit pension plan (the Plan) covering substantially all employees. For employees not covered under collective-bargaining agreements and employees who are represented by the 1199 SEIU Health Care Workers East - Health Care Workers union (formerly District 1199E-DC, SEIU union and formerly Local No. 63 union), the Plan operates as a cash balance plan. The annual contribution by the Corporation is allocated to individual employee accounts based on years of service and the individual's retirement account. For employees represented by the 1199 SEIU Health Care Workers East – Registered Nurses Chapter union (formerly Professional Staff Nurses Association union), benefits are based on years of service and average final compensation. On December 31, 2007, the Corporation elected to freeze the Pension Plan. No further benefit accruals will be made to the Plan. The Plan freeze substantially reduces annual funding obligations beginning with plan year 2008.

The Corporation's funding policy is to contribute such actuarially determined amounts as necessary to provide assets sufficient to meet the benefits to be paid to the Plan participants and to meet the funding requirements of the Employees Retirement Income Security Act of 1974 (ERISA). In 2005, the Corporation received a minimum contribution funding waiver from the Internal Revenue Service for the 2004 Plan year. The Corporation completed payments arising from the waiver with the final contribution for the 2009 Plan year on September 15, 2009. On July 2, 2007, the Corporation applied to the IRS for a modification of the 2004 funding waiver to allow the Corporation to apply for a minimum funding contribution waiver for Plan year 2007. On March 14, 2009, the Corporation applied for approval from the IRS to waive the minimum required contribution for the Plan year ended December 31, 2007. The contribution necessary to avoid an accumulated funding deficiency was \$14,813. The Corporation has been paying down the 2007 minimum funding requirement as if the request has been approved by the IRS and, as of January 1, 2011 the outstanding balance was \$6.7 million and is anticipated to be fully paid on September 13, 2013. In a July 19, 2011 letter to the Corporation, the IRS communicated a tentative decision to approve the 2004 waiver modification and the 2007 minimum funding waiver requests. The Corporation accepted the conditions required in the IRS tentative approval. As of the date of this report, the formal approval had not yet been received.

Postretirement Benefit Plans

The Corporation also sponsors two defined postretirement benefit plans that cover both salaried and non-salaried employees. One plan provides health care (medical, dental and vision) benefits and the other provides life insurance benefits. The postretirement health care plan is provided to employees who have retired and certain other employees who were eligible to retire prior to July 1, 1995. The plan is contributory for those who retired prior to July 1, 1995, with retiree contributions adjusted annually. Employees who retired on July 1, 1995 and later are eligible to participate in the plan by paying 100% of the premiums without corporate contributions. The Corporation's policy has been to fund this plan on an as needed basis.

Notes to the Consolidated Financial Statements- Continued
Dimensions Health Corporation and Subsidiaries
(Dollars in thousands)

Note I - Pension and Postretirement Benefits - Continued

Postretirement Benefit Plans - Continued

The second defined postretirement plan is a life insurance plan covering both salaried and non-salaried employees. The plan was non-contributory for all eligible retirees prior to July 1, 2001. For employees represented by the 1199 SEIU Health Care Workers East – Registered Nurses Chapter union, the plan was no longer offered to new retirees as of July 1, 1999. Effective July 1, 2001, the plan was modified to become contributory for the non-union employees and employees represented by the 1199 SEIU Health Care Workers East - Health Care Workers union who retired prior to July 1, 2001 and for the employees represented by the 1199 SEIU Health Care Workers East – Registered Nurses Chapter union who retired prior to July 1, 1999. The Corporation's policy has been to fund its share of these benefits as they are incurred.

Defined Contribution 403(b) Plan

On January 1, 2008 a defined contribution 403(b) plan, the Dimensions Health Corporation Retirement Savings Plan, was adopted as a replacement plan for the now frozen pension. Previously the employer had a non-contributory deferred savings program offered to employees through multiple third party administrators.

The new plan provides a 2% employer contribution on gross wages. Eligible employees who defer wages into the program receive matching contributions from the Corporation equal to 50% of their contribution, up to 4% of their gross pay (thereby receiving an employer maximum match of 2%). Employees who are budgeted to work 40 hours per pay period receive their contribution and match on a biweekly basis. Employees, who are budgeted less than 40 hours per pay period but who actually work 1,000 or more hours in the plan year, receive their contribution and match in one payment early in the following year. The new plan has a three year “cliff” vesting schedule. Employer contributions under this plan totaled approximately \$4,679 and \$4,696 for the years ended June 30, 2011 and 2010, respectively.

In accordance with the collective bargaining agreement with 1199 SEIU Health Care Workers East – Registered Nurses Chapter, represented employees with fifteen years of service will receive a matching \$25 for each pay period in which they defer \$25 or more. This matching contribution is paid quarterly.

As the new plan results in a decrease in retirement benefits for older employees, “grandfathering” provisions were put in place. Non-represented employees, who, as of January 1, 2008, are both fifty-five years or older and who have at least one year of vesting service, receive an additional 3% contribution from the Corporation. Employees represented by 1199 SEIU Health Care Workers East – Registered Nurses Chapter and who, as of January 1, 2008 are both fifty-five years or older and who have fifteen years of vesting service receive an additional 6.5% contribution from the Corporation. To be eligible for the supplemental grandfathering contributions, employees must continue to work in positions budgeted for at least forty hours per pay period.

Notes to the Consolidated Financial Statements- Continued
Dimensions Health Corporation and Subsidiaries
(Dollars in thousands)

Note I - Pension and Postretirement Benefits - Continued

Defined Contribution 403(b) Plan

On April 8, 2008 the Corporation filed a “de minimis” determination ruling request, exempting the Corporation from Section 412(f) of the IRS Code and 304(b) of ERISA on April 8, 2008, due to the establishment of the new defined contribution 403(b) plan. As of the date of this report, the Corporation has not received disposition on the request.

Recorded Liability

The Corporation has recorded a pension liability in the accompanying consolidated balance sheets in the amount of \$72,656 and \$100,501, representing the amount of projected benefit obligation exceeding the fair value of the Plan’s assets as of June 30, 2011 and 2010, respectively. The accumulated benefit obligation was \$210,157 and \$209,018 as of June 30, 2011 and 2010, respectively.

The Corporation has also recorded a post retirement benefit liability in the accompanying consolidated balance sheet in the amount of \$5,153 and \$5,450 as of June 30, 2011 and 2010, respectively, representing the underfunded status of the other postretirement benefit plans.

	<u>Pension Benefits</u>		<u>Postretirement Benefits</u>	
	<u>2011</u>	<u>2010</u>	<u>2011</u>	<u>2010</u>
Change in benefit obligation				
Benefit obligation at beginning of year	\$ 209,018	\$ 166,044	\$ 5,451	\$ 4,974
Service cost	0	0	0	0
Interest cost	11,105	10,571	282	309
Plan amendments	0	0	0	0
Plan participants contribution	0	0	188	206
Actuarial (gain) loss	(3,942)	38,431	(223)	545
Benefits paid	(6,023)	(6,028)	(544)	(583)
Benefit obligation at end of year	<u>\$ 210,158</u>	<u>\$ 209,018</u>	<u>\$ 5,154</u>	<u>\$ 5,451</u>
Change in plan assets				
Fair value of plan assets at beginning of year	\$ 108,518	\$ 97,344	\$ 0	\$ 0
Actual return on plan assets	21,397	8,742	0	0
Employer contribution	13,610	8,460	356	377
Plan participants contributions	0	0	188	206
Benefits paid	(6,022)	(6,028)	(544)	(583)
Fair value of plan assets at end of year	<u>\$ 137,503</u>	<u>\$ 108,518</u>	<u>\$ 0</u>	<u>\$ 0</u>
Funded status/accrued pension and other postretirement benefit cost	<u>\$ (72,655)</u>	<u>\$ (100,500)</u>	<u>\$ (5,154)</u>	<u>\$ (5,451)</u>

Notes to the Consolidated Financial Statements- Continued
Dimensions Health Corporation and Subsidiaries
(Dollars in thousands)

Note I - Pension and Postretirement Benefits - Continued

The unrecognized obligation for the postretirement benefits represents the remaining unamortized transition obligation.

Significant assumptions used in the accounting for the benefit plans on the measurement dates are as follows. For measurement purposes, certain rate assumptions are adjusted based upon periodic changes in market indicators.

	<u>Pension Benefits</u>		<u>Postretirement Benefits</u>	
	<u>2011</u>	<u>2010</u>	<u>2011</u>	<u>2010</u>
Weighted-average assumptions				
Discount rate	5.51%	5.41%	5.51%	5.41%
Expected return on plan assets	7.5%	7.5%		N/A
Health care trend rate (initial)	N/A	N/A	0.0%	9.1%
Components of net periodic benefit cost				
Service cost	\$ 0	\$ 0	\$ 0	\$ 0
Interest cost	11,105	10,571	282	309
Expected return on plan assets	(9,333)	(9,332)	0	0
Amortization of prior service cost	195	195	(135)	(135)
Amortization of net actuarial loss (gain)	10,022	4,200	90	47
Amortization of transition obligation	0	0	252	252
Net periodic benefit cost	<u>\$ 11,989</u>	<u>\$ 5,634</u>	<u>\$ 489</u>	<u>\$ 473</u>

The overall rate of expected return on assets assumption was based on historical returns, with adjustments made to reflect expectations of future returns. The extent to which the future expectations were recognized included the target rates of return for the future which has historically not changed.

Notes to the Consolidated Financial Statements- Continued
Dimensions Health Corporation and Subsidiaries
(Dollars in thousands)

Note I - Pension and Postretirement Benefits - Continued

For measurement purposes related to postretirement benefits as of June 30, 2011 and 2010, a 5% annual rate of increase in the per capita cost of covered health care benefits was assumed. The health care trend rate assumption has a significant effect on the amounts reported. For example, changing the assumed health care cost trend rates by one percentage point will have the following effects:

	<u>One Percentage- Point Increase</u>	<u>One Percentage- Point Decrease</u>
Effect on interest cost component	\$ 16	\$ (15)
Effect on postretirement benefit obligation	260	(236)

Pension Plan Assets

The Plan's weighted-average asset allocations at June 30, 2011 and 2010, by asset category, are as follows:

Asset Category	<u>2011</u>	<u>2010</u>
Equity securities	58%	57%
Fixed securities	19%	21%
Other	23%	22%
	<u>100%</u>	<u>100%</u>

The Plan assets may be invested in publicly traded equity mutual funds, including equity index funds and unit investment trusts mirroring a major market equity index, and publicly traded bond mutual funds, including bond index funds, with allowable ranges of 50% to 80% of the total asset value for equities and 20% to 50% of the total asset value for fixed income investments. In addition, fixed income investments that are not publicly traded may be used with specific approval by the Plan trustees. Investment results are evaluated against applicable major market indexes.

Notes to the Consolidated Financial Statements- Continued

Dimensions Health Corporation and Subsidiaries

(Dollars in thousands)

Note I - Pension and Postretirement Benefits – Continued

The custodian of the Plan's assets, uses an independent pricing service, Interactive Data Pricing and Reference Data, Inc., to provide pricing services and valuation methodology. The following is a description of the valuation methodologies used for assets measured at fair value.

Common stock securities are priced at the closing price reported on the active market on which individual securities are traded.

Corporate bonds securities are priced by independent pricing services using inputs such as benchmark yields, reported trades, broker/dealer quotes, and issuer spreads, and priced using non-binding broker/dealer quotes. Prices are reviewed by the custodian to ensure reasonableness, and can be challenged with the independent party and/or overridden if the custodian believes the price would be more reflective of fair value.

U.S. government securities are priced using inputs such as benchmark yields, reported trades, broker/dealer quotes, and issuer spreads, priced using non-binding broker/dealer quotes. Prices are reviewed by the custodian to ensure reasonableness, and can be challenged with the independent party and/or overridden if the custodian believes the price would be more reflective of fair value.

The valuation of asset-backed securities (including partnerships) is based on valuation by the general manager or partner of such asset determined in good faith using criteria set forth in the asset agreements.

Notes to the Consolidated Financial Statements- Continued
Dimensions Health Corporation and Subsidiaries
(Dollars in thousands)

Note I - Pension and Postretirement Benefits – Continued

The fair values of the Plan assets as of June 30, 2011 by asset category are as follows:

Assets	Level 1	Level 2	Level 3	Total
Cash and cash equivalents				
Cash and money market funds	\$ 7,985	\$ 0	\$ 0	\$ 7,985
Fixed Income				
US government agency bonds/notes	7,889	0	0	7,889
US government bonds/ notes	10,427	0	0	10,427
Municipal bonds	0	261	0	261
Corporate bonds	0	6,987	0	6,987
Foreign bonds/notes	0	238	0	238
Equity				
<i>Mutual funds</i>				
Large cap growth	6,135	0	0	6,135
Mid cap value	7,302	0	0	7,302
Foreign large value	12,690	0	0	12,690
Foreign large growth	12,940	0	0	12,940
Inflation-protected bond	3,242	0	0	3,242
<i>Common stocks</i>				
Energy	4,280	0	0	4,280
Materials	1,823	0	0	1,823
Industrials	7,115	0	0	7,115
Consumer discretionary	4,861	0	0	4,861
Consumer staples	4,503	0	0	4,503
Healthcare	6,035	0	0	6,035
Financials	2,951	0	0	2,951
Information technology	7,380	0	0	7,380
Telecom services	1,602	0	0	1,602
Utilities	435	0	0	435
Alternatives				
Multi-strategy hedge fund of funds	0	0	20,421	20,421
Total assets fair value	\$ 109,595	\$ 7,486	\$ 20,421	\$ 137,502

The fair values of the Plan assets as of June 30, 2010 by asset category are as follows:

Assets	Level 1	Level 2	Level 3	Total
Cash, cash equivalents and money market funds	\$ 870	\$ 6,595	\$ 0	\$ 7,465
Government and agency	8,352	3,459	0	11,811
Corporate bonds	0	5,217	0	5,217
Common stock	65,323	208	0	65,531
Asset-backed securities	0	2,837	15,657	18,494
Total assets fair value	\$ 74,545	\$ 18,316	\$ 15,657	\$ 108,518

Notes to the Consolidated Financial Statements- Continued
Dimensions Health Corporation and Subsidiaries
(Dollars in thousands)

Note I - Pension and Postretirement Benefits - Continued

The following table is a rollforward of the fair value amounts for financial instruments classified by the Plan within level 3 of the valuation hierarchy above:

	Asset-backed securities
Fair value June 30, 2009	\$ 15,084
Realized and unrealized gains, net	1,353
Purchases, issuances, and settlements, net	(780)
Fair value June 30, 2010	<u>\$ 15,657</u>
Realized and unrealized gains, net	1,577
Purchases, issuances, and settlements, net	3,187
Fair value June 30, 2011	<u><u>\$ 20,421</u></u>

During fiscal year 2011, the Corporation transferred \$4,246 from level 2 fixed income securities to level 1 fixed income securities in accordance with the Corporation's investment committee decision to reallocate the portfolio.

The Plan holds alternative investments that are not traded on national exchanges or over-the-counter markets. The Plan is provided information on a net asset value per share for these investments that have been calculated by the funds of funds' managers (who are investment advisors registered with the Securities and Exchange Commission) based on information provided by the managers of underlying funds. Included in alternative investments are two classes of hedge funds of funds with fair values of \$15,750 (Grosvenor funds) and \$4,671 (Silver Creek funds) as of June 30, 2011 and \$8,799 (Grosvenor funds) and \$6,858 (Silver Creek funds) as of June 30, 2010.

Notes to the Consolidated Financial Statements- Continued
Dimensions Health Corporation and Subsidiaries
(Dollars in thousands)

Note I - Pension and Postretirement Benefits – Continued

The following table displays information by major alternative investment category as of June 30, 2011:

Description	Fair Market Value	Redemption Frequency	Redemption Notice Period	Receipt of Proceeds
Hedge Funds (1)	\$ 4,671	In liquidation status	(1)	(1)
Hedge Funds	15,750	Quarterly	70 days	(2)

The following table displays information by major alternative investment category as of June 30, 2010:

Description	Fair Market Value	Redemption Frequency	Redemption Notice Period	Receipt of Proceeds
Hedge Funds (1)	\$ 6,858	In liquidation status	(1)	(1)
Hedge Funds	8,799	Quarterly	70 days	(2)

1. The Silver Creek funds are currently in liquidation status and closing. There are no liquidity provisions. According to the estimated liquidation schedule, payouts are semiannual.
2. The liquidity for the Grosvenor funds is quarterly with 70 days notice, and redemptions are effective as of the last day of the month. For example for March 31, 2011 redemption notices were due on January 20, 2011. In the case of a withdrawal of all or substantially all (as determined by Grosvenor) of the balance of a Limited Partner's Capital Account, the Master Series generally will pay at least 90% of the estimated Capital Account balance withdrawn within 60 days following the effective date of the withdrawal, with the remainder to be paid as promptly as possible after the completion of the Master Series' audit for the fiscal year in which the withdrawal occurred. Generally the audit reserve is paid between 90-120 days as of the initial payment date, but the fund does reserve the right to pay out the audit reserve upon the completion of the audit for the fiscal year in which the redemption took place.

Cash Flows

The Corporation expects to contribute \$15,000 to the Plan for fiscal year 2012. The Corporation expects to contribute \$476 to its other postretirement benefit plans for fiscal year 2012.

Notes to the Consolidated Financial Statements- Continued
Dimensions Health Corporation and Subsidiaries
(Dollars in thousands)

Note I - Pension and Postretirement Benefits - Continued

Estimated Future Benefit Payments

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

	<u>Pension Benefits</u>	<u>Other Benefits</u>
2012	\$ 8,031	\$ 476
2013	8,787	485
2014	9,443	490
2015	10,098	492
2016	10,828	489
2017 and thereafter	64,583	2,276

Note J - Commitments and Contingencies

Operating Leases

The Corporation leases the land and buildings used by PGHC, LRH, BHC, and GSSHNC from Prince George's County under a lease agreement. In connection with the Series 1992 Bond Issue, the lease was restated and amended to provide for the use of the related facilities through June 30, 2042, for a one-time, lump-sum payment of \$13,352 and future annual rental payments of \$1 for the remaining term of the lease. The lump-sum payment, made on June 17, 1992, was allocated to the related buildings (\$8,958) and to reduce the deferred rent liability recorded by the Corporation at the time of the restatement and amendment (\$4,394). The amount allocated to the buildings is being amortized over the lesser of the useful life of the assets or the remaining lease term.

Upon termination of the lease, the Corporation is obligated to deliver to the County all of the assets attributable to the operations, as defined, including all fixed and moveable equipment. All such assets will be transferred and conveyed in "as is" condition without warrant as to condition or serviceability.

The Corporation also leases various equipment and computer services under long-term operating lease agreements. Total rental expense for operating leases approximated \$2,168 and \$3,172 for the years ended June 30, 2011 and 2010, respectively.

Notes to the Consolidated Financial Statements- Continued
Dimensions Health Corporation and Subsidiaries
(Dollars in thousands)

Note J - Commitments and Contingencies - Continued

Operating Leases

The following is a schedule of future minimum lease payments under operating leases as of June 30, 2011 that have initial or remaining lease terms in excess of one year.

	<u>Amount</u>
Year ending June 30:	
2012	\$ 183
2013	96
2014	48
2015 and thereafter	0

The Corporation entered into an agreement with an outside vendor to outsource the management information services function and maintenance and provision of software services through December 31, 2014. The annual payments are expected to be as follows:

	<u>Amount</u>
Year ending June 30:	
2012	\$ 4,557
2013	4,557
2013	4,557
2014 and thereafter	2,278

Professional Liability and Litigation

The Corporation is involved in litigation arising in the ordinary course of business. Claims alleging malpractice have been asserted against the Corporation. For such claims, management has accrued a reserve for potential liability in the amount of \$26,296 and \$25,790 as of June 30, 2011 and 2010, respectively (see *Note G*). There is at least a reasonable possibility that some of these cases will be settled against the Corporation, resulting in varying degrees of monetary damages in excess of the recorded reserve. After consultation with legal counsel, management estimates that these matters will be resolved without material adverse effect on the Corporation's future financial position or results of operations. The Corporation incurred professional liability expenses of approximately \$6,500 and \$7,400 for the years ended June 30, 2011 and 2010, respectively.

Notes to the Consolidated Financial Statements- Continued
Dimensions Health Corporation and Subsidiaries
(Dollars in thousands)

Note J - Commitments and Contingencies - Continued

Other

Letters of credit in the amounts of \$2,500 (expiring September 4, 2012), \$1,312 (expiring October 31, 2012), and \$200 (expiring September 4, 2012) are maintained in support of various insurance arrangements and require the payment of annual commitment fees of 0.50%. As of June 30, 2011 and 2010, the Corporation pledged \$4,012 as collateral for these letters of credit. The assets pledged are classified as short term investments in the accompanying consolidated balance sheets. The restricted cash and cash equivalents reported in the accompanying consolidated balance sheets represent cash received from donors restricted for specific purposes.

The Corporation was self-insured against workers' compensation claims up to \$300 per claim with no annual aggregate limit prior to July 1, 2004. The Corporation maintains a commercial insurance policy for claims liabilities exceeding these limits. A liability of \$55 and \$105, as of June 30, 2011 and 2010, respectively, has been established for known claims and an estimate for claims incurred but not reported and accrued in the Corporation's accounts payable. Effective July 1, 2004, the Corporation's self-insured limit was raised to \$400 per claim with no annual aggregate. Effective October 1, 2004, the Corporation's self-insurance privileges were revoked and the Corporation purchased a commercial policy to cover all prospective workers' compensation claims. This policy provides coverage for claims up to \$500 per claim with no annual aggregate limit.

The Corporation was notified by the Maryland Department of the Environment (MDE) regarding potential environmental violations during the year ended June 30, 2010. The Corporation, in consultation with legal counsel, intends to vigorously defend against these charges. Given the current status of the proceedings with the MDE, the potential assessment of any fines or penalties cannot be reasonably estimated. However, in the opinion of management, the ultimate resolution of this matter will not have a material impact on the consolidated financial statements of the Corporation.

Note K - Maryland Health Services Cost Review Commission

Certain of the Corporation's charges to patients are subject to review and approval by the Commission. Management has filed the required forms with the Commission and believes the Corporation to be in compliance with Commission requirements.

The current rate of reimbursement for principally all inpatient services and certain other services to patients under the Medicare and Medicaid programs is based on an agreement between the Center for Medicare and Medicaid Services and the Commission. This agreement is based upon a waiver from Medicare prospective payment system reimbursement principles granted to the State of Maryland under Section 1814(b) of the Social Security Act and will continue as long as Medicare and Medicaid do not pay rates any higher than those offered to other third-party payers and the rate of increase for costs per hospital inpatient admission in Maryland is below the national average. Management expects this agreement will remain in effect at least through June 30, 2012.

Notes to the Consolidated Financial Statements- Continued
Dimensions Health Corporation and Subsidiaries
(Dollars in thousands)

Note K - Maryland Health Services Cost Review Commission - Continued

Effective April 1999, the Commission adopted, and PGHC and LRH agreed to, a rate methodology for hospital inpatient services. Under this methodology, a target average charge per case is established for PGHC and for LRH based on past actual charges, inflation, and case mix indices. The average charge per case for the applicable facility is compared with the target average charge per case for the applicable facility and, to the extent that the actual average exceeds the target, the overcharge plus applicable penalties will reduce the approved target for the subsequent rate year. To the extent that the actual average is short of the target, the undercharge will increase the approved target for the subsequent rate year. At June 30, 2011 and 2010, PGHC and LRH were in compliance, defined as within 1% overcharge or 2% undercharge, with their average charge per case targets.

The Commission's rate-setting methodology for service centers that provide both inpatient and outpatient services or only outpatient services consists of establishing an acceptable unit rate for these centers within the applicable facility. The actual average unit charge for each service center is compared to the approved rate on a monthly basis.

The rate variances, plus penalties where applicable, are applied to decrease (in the case of overcharges) or increase (in the case of undercharges) future approved rates on an annual basis.

The timing of the Commission's rate adjustments for the Corporation could result in an increase or reduction due to the variances and penalties described above in a year subsequent to the year in which such items occur. The Corporation's policy is to accrue revenue based on actual charges for services to patients in the year in which the services are performed and billed.

Note L - Related Party Transactions

The Prince George's Hospital Center Foundation, Inc., the Laurel Regional Hospital Foundation, Inc., and the Laurel Regional Hospital Auxiliary were established to solicit contributions from the general public solely for the funding of capital acquisitions and operations of the associated hospitals. The associated hospitals have recorded their interest in the net assets of the foundations as a non-current asset in the accompanying consolidated balance sheets.

The Corporation's wholly owned subsidiary, Madison Manor, Inc., holds a 25% partnership interest in BCLP and accounts for it under the equity method. The carrying value of the Corporation's investment in BCLP was \$2,818 and \$2,285 at June 30, 2011 and 2010, respectively.

Notes to the Consolidated Financial Statements- Continued
Dimensions Health Corporation and Subsidiaries
(Dollars in thousands)

Note M – Discontinued Operations

The State of Maryland’s 2009 Cost Containment Initiative had affected all Maryland chronic care facilities, resulting in a significant decrease in the chronic care census at GSSHNC. On July 19, 2010, the Board of Directors of the Corporation approved a plan to close the long term comprehensive services at GSSHNC while retaining approximately 18 chronic beds within the services provided by the Corporation. On June 30, 2011, the Corporation terminated operations of the GSSHNC comprehensive unit, which provided long term nursing care at the Cheverly location. The Corporation closed the long term care facility and transferred the beds to LRH. Future facility usage is currently under review by management, and it is likely that the facility that formerly provided comprehensive care will be used for other purposes to complement the Corporation’s long term strategic plans.

The following represents summarized financial information for the discontinued operations as of June 30, 2011 and 2010 and for the years then ended:

GSSHNC Operating Activities	2011	2010
Operating loss prior to discontinuing operations	\$ (60)	\$ (2,481)
Discontinued operations		
Loss from discontinued operations	(3,877)	N/A
Loss from disposal	(68)	N/A
	<u>\$ (3,945)</u>	<u>N/A</u>
 GSSHNC Assets		
Accounts receivable (net)	\$ 1,159	\$ 2,371
Property, plant and equipment (net)	368	1,219
Intercompany receivables/other	1	7,797
	<u>\$ 1,528</u>	<u>\$ 11,387</u>
 GSSHNC Liabilities		
Accounts payable	\$ (404)	\$ (436)
Other current liabilities	(305)	(303)
	<u>\$ (709)</u>	<u>\$ (739)</u>

Other Financial Information

Report of Independent Auditors

Board of Directors
Dimensions Health Corporation

We have audited, in accordance with auditing standards generally accepted within the United States, the consolidated financial statements of Dimensions Health Corporation for the year ended June 30, 2011 presented herein and have issued our opinion thereon dated October 31, 2011. Our 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, 2011 is presented for purposes of additional analysis of the basic consolidated financial statements rather than to present the financial position, results of operations and cash flows of the individual companies, and is not a required part of the basic 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 financial statements. The information 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 information is fairly stated in all material respects in relation to the consolidated financial statements as a whole.

As discussed in *Note B* to the consolidated financial statements, the Corporation's reliance on government and other grant funding to support its operations, its substantial capital needs, significant unfunded pension obligations, and limited cash resources raise substantial doubt about its ability to continue as a going concern. The consolidated financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classification of liabilities that may result from the outcome of this uncertainty.

Cohen, Rutherford + Knight, P.C.

October 31, 2011

Consolidating Balance Sheets-Obligated Group
Dimensions Health Corporation and Subsidiaries
For the year ended June 30, 2011
(Dollars in thousands)

	PGHC	LRH	GSSNHC	BHC	Corporate	Total Obligated Group	Other Entities	Eliminations	Consolidated Total
Assets									
Current Assets:									
Cash and cash equivalents	\$ 0	\$ 0	\$ 1	\$ 0	\$ 30,672	\$ 30,673	\$ 1,036	\$ 0	\$ 31,709
Restricted cash and cash equivalents	0	0	0	0	2,039	2,039	0	0	2,039
Patient accounts receivable, net of allowance	29,306	10,568	4,252	2,317	0	46,443	810	0	47,253
Other receivables	2,941	25	0	973	359	4,298	4,982	(2,921)	6,359
Inventories	2,757	2,281	0	283	0	5,321	0	0	5,321
Current portion of assets held in trust	0	0	0	0	4,554	4,554	0	0	4,554
Prepaid expenses and other assets	53	100	0	0	3,877	4,030	1,135	(1,180)	3,985
Total current assets	35,057	12,974	4,253	3,573	41,501	97,358	7,963	(4,101)	101,220
Due from affiliates	0	0	21,759	13,831	(37,691)	(2,101)	0	2,101	0
Assets limited as to use:									
Short term investments	0	0	0	0	3,812	3,812	200	0	4,012
Held in trust under bond and note indentures, net current portion	0	0	0	0	6,624	6,624	0	0	6,624
Investments held for self insurance	0	0	0	0	0	0	38,377	0	38,377
Total assets limited as to use	0	0	0	0	10,436	10,436	38,577	0	49,013
Property and equipment, net	32,349	16,881	679	2,046	2,089	54,044	3,060	0	57,104
Investments	414	292	0	0	5,834	6,540	2,818	(5,834)	3,524
Deferred financing costs	0	0	0	0	274	274	59	0	333
Other noncurrent assets	2,573	759	24	26	67	3,449	0	0	3,449
Total assets	\$ 70,393	\$ 30,906	\$ 26,715	\$ 19,476	\$ 22,510	\$ 170,000	\$ 52,477	\$ (7,834)	\$ 214,643

(Continued)

Consolidating Balance Sheets-Obligated Group - Continued
Dimensions Health Corporation and Subsidiaries
For the year ended June 30, 2011
(Dollars in thousands)

	PGHC	LRH	GSSNHC	BHC	Corporate	Total Obligated Group	Other Entities	Eliminations	Consolidated Total
Liabilities and net assets									
Current liabilities									
Current portion of long-term debt	\$ 78	\$ 979	\$ 0	\$ 40	\$ 2,970	\$ 4,067	\$ 186	\$ 0	\$ 4,253
Current portion of accrued benefit liabilities	0	0	0	0	15,476	15,476	0	0	15,476
Accounts payable and accrued expenses	19,532	8,175	1,574	903	9,872	40,056	5,096	(4,101)	41,051
Accrued compensation and related items	5,864	2,413	497	253	1,566	10,593	658	0	11,251
Advances from third-party payers	8,194	2,940	1,029	0	0	12,163	0	0	12,163
Total current liabilities	33,668	14,507	3,100	1,196	29,884	82,355	5,940	(4,101)	84,194
Long-term debt, net of current portion	288	1,535	0	119	55,605	57,547	3,196	0	60,743
Due to affiliates	(61,756)	43,132	0	0	0	(18,624)	16,523	2,101	0
Other liabilities:									
Accrued professional liability costs	0	0	0	0	0	0	26,296	0	26,296
Accrued employee benefit liability	0	0	0	0	62,333	62,333	0	0	62,333
Total other liabilities	0	0	0	0	62,333	62,333	26,296	0	88,629
Total liabilities	(27,800)	59,174	3,100	1,315	147,822	183,611	51,955	(2,000)	233,566
Net assets (deficit)									
Unrestricted	93,951	(29,001)	23,615	18,161	(125,312)	(18,586)	0	(5,312)	(23,898)
Restricted	4,242	733	0	0	0	4,975	0	0	4,975
Shareholders equity	98,193	(28,268)	23,615	18,161	(125,312)	(13,611)	0	(5,312)	(18,923)
Capital contributions	0	0	0	0	0	0	5,834	(5,834)	0
Retained earnings	0	0	0	0	0	0	(5,312)	5,312	0
Total shareholder equity	0	0	0	0	0	0	522	(522)	0
Total liabilities and net assets	\$ 70,393	\$ 30,906	\$ 26,715	\$ 19,476	\$ 22,510	\$ 170,000	\$ 52,477	\$ (7,834)	\$ 214,643

Consolidating Statement of Operations-Obligated Group
Dimensions Health Corporation and Subsidiaries
For the year ended June 30, 2011
(Dollars in thousands)

	PGHC	LRH	GSSNHC	BHC	Corporate	Total Obligated Group	Other Entities	Eliminations	Consolidated Total
CONTINUING OPERATIONS									
Unrestricted revenue and other support:									
Net patient service revenue	\$ 210,767	\$ 90,784	\$ 8,908	\$ 10,849	\$ 0	\$ 327,308	\$ 10,331	\$ 0	\$ 337,639
Other income	24,708	9,367	479	0	734	35,288	6,865	(5,441)	36,712
Total unrestricted revenue and other support	235,475	100,151	9,387	10,849	734	362,596	17,196	(5,441)	374,351
Operating expenses:									
Salaries and benefits	122,701	51,287	6,437	6,858	0	187,283	8,264	0	195,547
Supplies	31,679	14,811	1,734	2,146	0	50,370	75	0	50,445
Purchased services	29,639	14,679	1,179	3,235	0	48,732	8,563	(5,441)	51,854
Provision for bad debts	11,373	6,547	1,246	2,600	0	21,766	2,265	0	24,031
Physician fees	6,550	3,991	193	2,397	0	13,131	8,405	0	21,536
Utilities	2,670	1,601	126	257	0	4,654	52	0	4,706
Interest expense	1,863	1,374	47	179	0	3,463	211	0	3,674
Depreciation and amortization	5,323	3,176	81	344	35	8,959	224	0	9,183
Total operating expenses	211,798	97,466	11,043	18,016	35	338,358	28,059	(5,441)	360,976
Income from continuing operations before other income	23,677	2,685	(1,656)	(1,167)	699	24,238	(10,863)	0	13,375
Other income	119	51	2	6	0	178	3,331	0	3,509
DHA support	(10,389)	(1,819)	0	0	0	(12,208)	12,208	0	0
Total other income	(10,270)	(1,768)	2	6	0	(12,030)	15,539	0	3,509
Income from continuing operations	13,407	917	(1,654)	(1,161)	699	12,208	4,676	0	16,884
DISCONTINUED OPERATIONS									
Loss on operations of discontinued operations	0	0	(3,877)	0	0	(3,877)	0	0	(3,877)
Loss on disposal of assets	0	0	(68)	0	0	(68)	0	0	(68)
Loss on discontinued operations	0	0	(3,945)	0	0	(3,945)	0	0	(3,945)
Excess (deficit) of unrestricted revenue and other support over expenses	13,407	917	(5,599)	(1,161)	699	8,263	4,676	0	12,939
Other changes in unrestricted assets:									
Net change in appreciation of marketable investments	0	0	0	0	30	30	0	0	30
Change minimum pension liability	0	0	0	0	26,394	26,394	0	0	26,394
Net assets/equity transfer	43,816	488	(2,205)	196	(42,295)	0	0	0	0
Increase (decrease) in unrestricted net assets	57,223	1,405	(7,804)	(965)	(15,172)	34,687	4,676	0	39,363