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TANNER

TANNER

BUSINESS ADVISORS AND CERTIFIED PUBLIC ACCOUNTANTS

CRITICAL KNOWLEDGE

PROACTIVE INSIGHT

Children's Miracle Network Hospitals

Consolidated Financial Statements
As of December 31, 2012 and 2011
and for the year ended December 31, 2012
and the 16-month period ended December 31, 2011
Together with Independent Auditors' Report

Member of PKF North America

Tanner LLC
Key Bank Tower at City Creek
36 South State Street, Suite 600
Salt Lake City, Utah 84111-1400
Telephone (801) 532-7444
www.tannerco.com

TANNER
BUSINESS ADVISORS AND CERTIFIED PUBLIC ACCOUNTANTS

INDEPENDENT AUDITORS' REPORT

To the Audit and Compliance Committee
Children's Miracle Network Hospitals

We have audited the accompanying consolidated financial statements of Children's Miracle Network (d/b/a Children's Miracle Network Hospitals), a nonprofit organization, (the Organization) which comprise the consolidated statement of financial position as of December 31, 2012, and the related consolidated statements of activities, functional expenses, and cash flows for the year then ended, and the related notes to the consolidated financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion the financial statements referred to above present fairly, in all material respects, the financial position of Children's Miracle Network Hospitals as of December 31, 2012, and the results of its operations and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matter

The consolidated financial statements of Children's Miracle Network Hospitals as of December 31, 2011 and for the 16-month period then ended were audited by other auditors whose report dated April 20, 2012 expressed an unmodified opinion on those statements.

Tanner LLC

May 3, 2013

December 31,

	2012	2011
Assets		
Cash and cash equivalents:		
Unrestricted	$ 14,822,482	$ 11,971,277
Restricted	28,547,592	28,193,310
Investments	14,479,014	11,733,531
Accounts receivable, net of allowance for doubtful accounts of $97,479 in 2012 and $49,133 in 2011	4,386,091	3,715,577
Contributions receivable	378,387	567,653
Prepaid expenses and other current assets	462,365	245,835
Property, furniture and equipment, net	8,709,043	8,813,236
Non-current contributions receivable, net of allowance for doubtful accounts of $0 in 2012 and $1,830 in 2011	4,373	30,749
Other non-current assets	186,483	186,720
Total assets	$ 71,975,830	$ 65,457,888
Liabilities		
Accounts payable	$ 3,125,526	$ 1,020,996
Accrued liabilities	1,538,801	167,038
Payable to participating hospitals	26,824,600	26,524,095
Payable to partners	1,722,992	1,669,215
Deferred revenue	11,807,237	11,600,477
Notes payable - current portion	242,853	153,876
Notes payable	4,171,178	4,414,031
Total liabilities	49,433,187	45,549,728
Commitments and contingencies		
Net Assets		
Unrestricted	19,118,387	17,006,962
Temporarily restricted	1,079,171	567,573
Permanently restricted	2,345,085	2,333,625
Total net assets	22,542,643	19,908,160
Total liabilities and net assets	$ 71,975,830	$ 65,457,888

See accompanying notes to the consolidated financial statements.

CHILDREN'S MIRACLE NETWORK HOSPITALS
Statement of Activities

For the year ended December 31, 2012

	Unrestricted	Temporarily restricted	Permanently restricted	Totals
Revenues:				
Hospital fees	$ 19,178,574	$ -	$ -	$ 19,178,574
Direct mail	4,313,855	-	-	4,313,855
Licensing fees	124,997	-	-	124,997
Production underwriting gifts	6,211,221	415,426	-	6,626,647
Hospital market management fees	-	-	-	-
Donations-in-kind	1,023,667	215,605	-	1,239,272
Campaign	3,599,037	-	-	3,599,037
Ancillary revenue	1,434,362	-	-	1,434,362
Total revenues	35,885,713	631,031	-	36,516,744
Other revenues, gains and support:				
Endowments, major gifts, and grants	21,950	-	11,460	33,410
Loss on sale of property, furniture and equipment, net	(343)	-	-	(343)
Interest and dividend income	519,163	73,541	-	592,704
Net realized gain on investments	256,697	89,431	-	346,128
Net unrealized gain on investments	561,442	87,161	-	648,603
Net assets released from restrictions	369,566	(369,566)	-	-
Total other revenues, gains and support	1,728,475	(119,433)	11,460	1,620,502
Total revenues, gains and support	37,614,188	511,598	11,460	38,137,246
Expenses:				
Program services:				
Public education and awareness	12,961,835	-	-	12,961,835
Fundraising program services	19,230,034	-	-	19,230,034
Total program services	32,191,869	-	-	32,191,869
Support services:				
Fundraising	787,123	-	-	787,123
Management and general	2,538,189	-	-	2,538,189
Total support services	3,325,312	-	-	3,325,312
Total expenses	35,517,181	-	-	35,517,181
Other gain	14,418	-	-	14,418
Change in net assets	2,111,425	511,598	11,460	2,634,483
Net assets, beginning of the year	17,006,962	567,573	2,333,625	19,908,160
Net assets, end of the year	$ 19,118,387	$ 1,079,171	$ 2,345,085	$ 22,542,643

Consolidated Statement of Activities

For the 16-month period ended December 31, 2011

	Unrestricted	Temporarily restricted	Permanently restricted	Totals
Revenues:				
Hospital fees	$ 22,690,512	$ -	$ -	$ 22,690,512
Direct mail	6,211,001	-	-	6,211,001
Licensing fees	437,345	-	-	437,345
Production underwriting gifts	6,824,355	303,333	-	7,127,688
Hospital market management fees	1,444,650	-	-	1,444,650
Donations-in-kind	1,313,749	66,234	-	1,379,983
Campaign	3,669,357	-	-	3,669,357
Ancillary revenue	1,672,327	-	-	1,672,327
Total revenues	44,263,296	369,567	-	44,632,863
Other revenues, gains and support:				
Endowments, major gifts, and grants	34,898	-	268,726	303,624
Gain on sale of property, furniture and equipment, net	3,315	-	-	3,315
Interest and dividend income	636,560	67,872	-	704,432
Net realized gain on investments	417,718	184,125	-	601,843
Net unrealized gain (loss) on investments	100,400	(97,309)	-	3,091
Net assets released from restrictions	988,774	(988,774)	-	-
Total other revenues, gains and support	2,181,665	(834,086)	268,726	1,616,305
Total revenues, gains and support	46,444,961	(464,519)	268,726	46,249,168
Expenses:				
Program services:				
Public education and awareness	18,210,165	-	-	18,210,165
Fundraising program services	25,397,058	-	-	25,397,058
Total program services	43,607,223	-	-	43,607,223
Support services:				
Fundraising	765,742	-	-	765,742
Management and general	3,446,364	-	-	3,446,364
Total support services	4,212,106	-	-	4,212,106
Total expenses	47,819,329	-	-	47,819,329
Other gain	26,789	-	-	26,789
Change in net assets	(1,347,579)	(464,519)	268,726	(1,543,372)
Net assets, beginning of the period	18,354,541	1,032,092	2,064,899	21,451,532
Net assets, end of the period	$ 17,006,962	$ 567,573	$ 2,333,625	$ 19,908,160

For the year ended December 31, 2012

	Program services		Support services		
	Public education and awareness	Fundraising program services	Fundraising	Management and general	Totals
Travel	$ 1,338,365	$ 2,032,103	$ 134,756	$ 193,882	$ 3,699,106
Employment costs	3,563,084	8,285,742	513,924	1,414,650	13,777,400
Contract services	968,385	1,291,717	54,582	152,279	2,466,963
Advertising, printing and photography	6,724,591	339,743	19,188	38,227	7,121,749
Corporate campaign	-	3,525,623	-	-	3,525,623
Sponsorship support	15,512	108,482	6,876	8,598	139,468
Program support	-	2,543,907	-	-	2,543,907
Other cost reimbursements	21,280	148,100	9,186	14,131	192,697
Occupancy, utilities and rentals	63,281	138,963	11,608	34,107	247,959
Telephone	41,579	111,679	6,671	15,950	175,879
Depreciation	18,321	120,868	386	297,222	436,797
Professional and license fees	79,707	258,478	11,297	174,747	524,229
Insurance	26,406	49,572	4,241	13,016	93,235
Interest	8,436	56,945	-	145,525	210,906
Postage and shipping	20,833	69,388	4,217	10,820	105,258
Supplies	72,030	148,555	10,191	24,602	255,378
Unrelated business income tax expense	25	169	-	433	627
	$ 12,961,835	$ 19,230,034	$ 787,123	$ 2,538,189	$ 35,517,181

CHILDREN'S MIRACLE NETWORK HOSPITALS
Consolidated Statement of Functional Expenses

For the 16-month period ended December 31, 2011

	Program services		Support services		
	Public education and awareness	Fundraising program services	Fundraising	Management and general	Totals
Travel	$ 1,619,666	$ 3,032,184	$ 90,620	$ 254,350	$ 4,996,820
Employment costs	4,513,463	9,715,533	597,259	1,851,350	16,677,605
Contract services	1,616,967	2,189,909	29,288	209,053	4,045,217
Advertising, printing and photography	9,758,540	281,474	4,728	39,063	10,083,805
Corporate campaign	-	3,592,952	-	-	3,592,952
Sponsorship support	180,083	1,225,098	16,347	85,667	1,507,195
Program support	-	3,966,451	-	-	3,966,451
Other cost reimbursements	5,738	104,435	442	916	111,531
Occupancy, utilities and rentals	118,288	224,957	7,566	39,608	390,419
Telephone	72,847	177,597	7,410	25,663	283,517
Depreciation	4,630	165,675	374	396,539	567,218
Professional and license fees	115,264	285,481	4,402	254,184	659,331
Insurance	46,975	49,016	1,393	38,738	136,122
Interest	1,634	84,303	-	208,143	294,080
Postage and shipping	29,696	110,131	1,598	13,652	155,077
Supplies	126,374	191,862	4,315	22,488	345,039
Unrelated business income tax expense	-	-	-	6,950	6,950
	$ 18,210,165	$ 25,397,058	$ 765,742	$ 3,446,364	$ 47,819,329

	2012	2011
Cash flows from operating activities:		
Change in net assets	$ 2,634,483	$ (1,543,372)
Adjustments to reconcile change in net assets to net cash provided by (used in) operating activities:		
Depreciation	436,797	567,218
Net unrealized gain on investments	(648,603)	(3,091)
Net realized gain on investments	(346,128)	(601,843)
Loss (gain) on sale of property, furniture and equipment	343	(3,315)
Non-cash endowment contributions	(11,460)	(268,726)
Increase (decrease) in allowance for doubtful accounts	83,921	(19,089)
Other loss (gain)	4,259	(32,883)
Changes in assets and liabilities:		
Restricted cash	(371,370)	(11,274,670)
Accounts and contributions receivable	(564,324)	(1,608,883)
Prepaid expenses and other current assets	(216,526)	403,537
Other non-current assets	26,613	230,187
Accounts payable	2,070,422	(1,267,278)
Accrued liabilities	1,371,860	(269,949)
Payable to participating hospitals	317,593	10,482,432
Payable to partners	53,777	792,238
Deferred revenue	208,251	4,231,800
Net cash provided by (used in) operating activities	5,049,908	(185,687)
Cash flows from investing activities:		
Purchase of property and equipment	(336,060)	(328,910)
Proceeds from sale of property, furniture and equipment	3,360	16,646
Purchase of investments	(3,197,417)	(8,660,488)
Proceeds from sales of investments	1,446,665	8,270,675
Net cash used in investing activities	(2,083,452)	(702,077)
Cash flows from financing activities:		
Principal payments on notes payable	(153,876)	(195,613)
Proceeds from endowment contributions	11,460	446,394
Net cash (used in) provided by financing activities	(142,416)	250,781
Effect of exchange rate changes on cash	27,165	(7,578)
Net increase (decrease) in cash and cash equivalents	2,851,205	(644,561)
Cash and cash equivalents, beginning of the period	11,971,277	12,615,838
Cash and cash equivalents, end of the period	$ 14,822,482	$ 11,971,277

See accompanying notes to the consolidated financial statements.

	2012	2011
Supplemental disclosure of cash flow information:		
Cash paid for interest	$ 244,900	$ 292,881
Cash paid for unrelated business income tax	$ 750	$ 6,342
Noncash investing and financing activities:		
Property, furniture and equipment financed with accounts payable	$ -	$ 11,277

1. Organization

Children's Miracle Network (d/b/a Children's Miracle Network Hospitals) (the Organization) is a charitable organization recognized by the Internal Revenue Service as an organization that is qualified under Section 501(c)(3) of the United States Internal Revenue Code, organized for the purposes of:

1. Making distributions to other charitable organizations.
2. Supporting fundraising for the benefit of sick and injured children and youth, including treatment, healthcare research, and acquisition of healthcare equipment and supplies.
3. Generating awareness programs concerning the healthcare needs of children and youth and the institutions and people who care for them.
4. Generating educational programs to promote good healthcare practices for children and youth; educating the public in the healthcare needs of children and youth; and educating the public in the needs and practices of institutions and people who provide healthcare to them.

Children's Miracle Network Hospitals strives to raise awareness of children's healthcare needs and supports fundraising for nonprofit children's hospitals. The Organization facilitates fundraising for member children's hospitals by 1) establishing and maintaining relationships with corporate and media partners and 2) creating, maintaining and facilitating fundraising programs that are executed by corporate, media and hospital partners to benefit children's health care. The majority of fundraising solicitations are made by Children's Miracle Network Hospitals' partners—corporate sponsors, media sponsors and member hospitals.

Contributions solicited through corporate-sponsored campaigns and through Children's Miracle Network Hospitals programs are generally received by Children's Miracle Network Hospitals, acting as an agent, and then paid to member hospitals. Children's Miracle Network Hospitals has no discretionary variance power over the distribution of such contributions and, in accordance with the Financial Accounting Standards Board Codification of Accounting Standards (ASC) 958-605, *Not-for-Profit Entities – Revenue Recognition,* such contributions are not reflected as revenues in Children's Miracle Network Hospitals' financial statements. Children's Miracle Network Hospitals campaign year is January 1 through December 31. Contributions are distributed to member hospitals quarterly.

1. Organization
Continued

To participate in an upcoming year's fundraising and awareness campaign, hospitals pay a membership fee and license the use of the Children's Miracle Network Hospitals' name and logo. They become sole Children's Miracle Network Hospitals' licensees in their respective markets (geographic areas); the funds raised within these markets are unrestricted funds and may be used by member hospitals as needed. Most funds raised benefit patients and pediatric programs and fund equipment purchases and ongoing research to create better treatments and cure childhood diseases. Corporate sponsors need not become licensees; however, they are generally required to donate all funds they raise to hospitals affiliated with Children's Miracle Network Hospitals.

The Organization's operational activities are primarily supported by hospital membership fees, mentioned above, and corporate underwriting. Corporate underwriting represents donations from corporate sponsors to Children's Miracle Network Hospitals.

2. Summary of Significant Accounting Policies

The following is a summary of the significant accounting policies consistently applied in the preparation of the accompanying financial statements.

Basis of Presentation

Not-for-profit organizations are required to provide a statement of financial position, a statement of activities, and a statement of cash flows which are prepared to focus on the organization as a whole and to present balances and transactions according to the existence or absence of donor-imposed restrictions. Not-for-profit organizations are required to report total assets, liabilities, and net assets in a statement of financial position; change in net assets in a statement of activities; and changes in cash and cash equivalents in a statement of cash flows. Not-for-profit organizations are also required to report expenses by their functional classification, such as major programs and supporting activities. The Organization presents expenses by functional classification in a statement of functional expenses.

The Organization maintains its accounts on the accrual basis of accounting. Net assets, revenues, gains and losses are classified based on the existence or absence of donor-imposed restrictions. Accordingly, net assets and changes therein are classified as follows:

2. Summary of Significant Accounting Policies *Continued*

***Basis of Presentation** – Continued*

Permanently restricted net assets

Permanently restricted net assets are subject to donor-imposed stipulations that must be maintained indefinitely by the Organization. Children's Miracle Network Hospitals has an ongoing long-term funding campaign to benefit its endowment fund. Endowment contributions received with donor restrictions are classified as permanently restricted net assets. Earnings and appreciation thereon are classified as temporarily restricted net assets until such time as the Board appropriates use of the funds.

Temporarily restricted net assets

Temporarily restricted net assets are subject to donor-imposed stipulations that may be met by actions of the Organization or will be met through the passage of time.

Unrestricted net assets

Unrestricted net assets are not subject to donor-imposed stipulations.

Revenues are reported as increases in unrestricted net assets unless use of the related assets is limited by donor-imposed restrictions. Expenses are reported as decreases in unrestricted net assets. Gains and losses on investments and other assets or liabilities are reported as increases or decreases in unrestricted net assets unless their use is restricted by explicit donor stipulations or by law.

Expirations of temporary restrictions on net assets, i.e., the donor-stipulated purpose has been fulfilled and/or the stipulated time period has elapsed, are reported as reclassifications between the applicable classes of net assets. Occasionally, permanent restrictions will be released when a donor communicates to the Organization that a previously permanently restricted endowment contribution can be used for unrestricted purposes. These modifications are reported as reclassifications between the applicable classes of net assets.

Principles of Consolidation

The financial statements for the year ended December 31, 2012 include only the accounts and operations of Children's Miracle Network Hospitals. The consolidated financial statements for the 16-month period ended December 31, 2011 include the accounts and operations of Children's Miracle Network Hospitals, Children's Miracle Network UK, and Children's Miracle Network Enterprises Limited. These two subsidiaries were dissolved during the 16-month period ended December 31, 2011. All intercompany accounts and transactions have been eliminated in consolidation.

2. Summary of Significant Accounting Policies
Continued

Reclassifications
Certain amounts in the 2011 consolidated financial statements have been reclassified to conform to the 2012 presentation.

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, liabilities, and net assets and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues, gains and support, and expenses during the reporting period. On an ongoing basis, the Organization evaluates the estimates and assumptions based upon historical experience and various other factors and circumstances. The Organization believes that the estimates and assumptions are reasonable in the circumstances; however, the actual results may differ from these estimates.

Cash and cash equivalents
The Organization considers all highly liquid instruments with an original maturity of three months or less when purchased to be cash equivalents. The Organization's cash equivalents consist of money market funds.

Restricted cash
Restricted cash and cash equivalents are resources received from the Organization's campaigns and programs which are payable to member hospitals or partners. Restricted cash is excluded from cash and cash equivalents for the purposes of the statements of cash flows.

Investments
Investments are stated at fair value determined by quoted market prices as of year-end. Investment income or loss (including realized gains and losses on investments, interest, and dividends) and unrealized gains and losses on investments are recognized in the statements of activities.

Contributions
Contributions, grants, and bequests including unconditional promises to give, are recognized upon receipt as either temporarily or permanently restricted support if they are received with donor stipulations that limit the use of the donated assets. When a donor restriction is satisfied, temporarily restricted net assets are reclassified to unrestricted net assets and reported in the statements of activities as net assets released from restrictions. Results of fundraising efforts of corporate-sponsored campaigns and Children's Miracle Network Hospitals' programs that are received as agency funds and later paid to member hospitals are not recognized as revenues; instead, these funds are recorded as restricted cash and payables to member hospitals.

2. Summary of Significant Accounting Policies ***Continued***

***Contributions** – Continued*

Contributions of assets other than cash are recorded at their estimated fair value. Contributions that will be received within one year from the statement of financial position date are not discounted. Contribution pledges that are to be received over multiple years are discounted. Interest income associated with these receivables is recognized on a straight-line basis which approximates the effective interest method. Contributions of services are recognized if the services received (a) create or enhance nonfinancial assets or (b) require specialized skills, which are provided by individuals possessing those skills and would typically need to be purchased if not provided by donation. The Organization received service and material donations included in the accompanying statements of activities at an estimated fair market value of approximately $1,200,000 and $1,400,000 in 2012 and 2011, respectively. The Organization received a work of art valued at approximately $80,000 in 2009 that is included in other non-current assets in the statements of financial position. The Organization received cash donations included in the accompanying statements of activities of approximately $3,100,000 and $3,300,000 from three major donors during the year ended December 31, 2012 and the 16-month period ended December 31, 2011, respectively.

The Organization has a substantial number of volunteers that have donated a significant amount of time to the Organization's programs and activities. No amounts have been reflected in the financial statements for these services inasmuch as no objective basis is available to measure the value of such services.

Temporarily restricted net assets

The Organization has adopted the following accounting policies with respect to temporarily restricted net assets:

- Contributions with restrictions met in the same year - Contributions received with donor-imposed restrictions that are met in the same year as received are reported as revenues of unrestricted net assets.

- Release of restrictions on net assets for acquisition of land, building and equipment - Contributions of land, building, and equipment without donor stipulations concerning the use of such long-lived assets are reported as unrestricted revenues. Contributions of cash or other assets to be used to acquire land, buildings, and equipment with donor stipulations are reported as revenues of temporarily restricted net assets; the restrictions are considered to be released at the time of acquisition of such long-lived assets.

2. Summary of Significant Accounting Policies
Continued

Accounts receivable

Accounts receivable represent billings to member hospitals for membership fees and various ancillary services. Accounts receivable are expected to be collected during the next year and are recorded at net realizable value. The allowance for doubtful accounts is directly related to receivables for the ancillary services provided to member hospitals and to contributions receivable.

Accounts outstanding longer than the contractual payment terms are considered past due. The Organization determines its allowance by considering a number of factors, including the length of time receivables are past due, the Organization's previous loss history, the member hospital's current ability to pay its obligation to the Organization, and the condition of the general economy and the industry as a whole. The Organization writes off receivables when management determines the likelihood of collection is remote and payments subsequently received on such receivables are credited to the allowance.

Property, furniture and equipment

Property, furniture and equipment are recorded at cost when purchased or at fair market value at the date of gift, if contributed. Other than computer equipment, expenditures over $2,000 that will benefit future periods are capitalized and expensed over the useful life of the asset. Expenditures in excess of $500 relating to computer equipment are capitalized and expensed over the useful life of the asset. Property, furniture and equipment are depreciated using the straight-line method over the estimated useful lives of the assets, which range from three to ten years for furniture and equipment and 30 years for property. The cost and accumulated depreciation of property, furniture and equipment sold or otherwise retired are removed from the accounts and the gain or loss on disposition is reflected in the statement of activities in the period of disposition.

Membership and licensing fees

Cash is received in advance from hospitals for membership fees. Membership fee revenue is deferred and amortized ratably over the one-year contract period.

During the year ended December 31, 2012 and the 16-month period ended December 31, 2011, the Organization recognized approximately $125,000 and $437,000, respectively, of revenue from licensing agreements. Fees received under licensing agreements are accounted for as exchange transactions and are recognized in the statements of activities when earned under the terms of the contracts.

2. Summary of Significant Accounting Policies ***Continued***

Foreign currency translation

The accounts of Children's Miracle Network Hospitals' Canadian office are translated into U.S. dollars in the accompanying financial statements in accordance with ASC 830-30, *Foreign Currency Matters – Translation of Financial Statements*. The functional currency of Children's Miracle Network Hospitals' Canadian office is the Canadian dollar.

Income taxes

The Organization received a tax determination letter from the Internal Revenue Service indicating that it qualifies as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code and that it is exempt from federal income tax except to the extent of unrelated business income. The Organization has also been recognized by the State of Utah as an organization exempt from state income taxation except to the extent of unrelated business income.

The Organization applies the provisions of ASC 740-10 to account for uncertainty in income taxes. The Organization analyzed all tax positions for all applicable tax jurisdictions for which the statute of limitations remained open, including US Federal, Utah state and foreign jurisdictions for the years ended August 31, 2007 through August 31, 2009 and determined there were no material unrecognized tax benefits as of the date of adoption. In addition, there have been no material changes in unrecognized benefits for the above tax jurisdictions since September 1, 2009, nor was there a material effect during the tax periods ended December 31, 2012 and December 31, 2011, nor is it expected that there will be a material change in 2013. The open tax years subject to examination in the various jurisdictions are as follows: U.S. Federal, Canada, State of Utah – August 31, 2009 through December 31, 2012; Australia and Ireland – August 31, 2009 through August 31, 2010; United Kingdom – August 31, 2009 through August 31, 2011.

For the year ended December 31, 2012, and the 16-month period ended August 31, 2011, the Organization incurred $627 and $6,950, respectively, in unrelated business income tax expense resulting from transactions that were not within the scope of the Organization's stated mission.

2. Summary of Significant Accounting Policies *Continued*

Impairment of long-lived assets
The Organization reviews long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of the asset to future undiscounted net 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 amount by which the carrying amount of the asset exceeds the fair value of the asset. An asset to be disposed of is reported at the lower of the carrying amount or fair value less costs to sell.

Advertising expenses
Advertising costs are expensed as incurred and are included in advertising, printing and photography on the statements of functional expenses. Advertising costs were approximately $6,800,000 and $9,600,000 for the year ended December 31, 2012 and the 16-month period ended December 31, 2011, respectively.

Functional expenses
The Organization performs four functions: 1) public education and awareness, 2) fundraising program services, 3) fundraising and 4) management and general. Definitions of these functions are as follows:

Public Education and Awareness – All costs incurred to develop, package and provide public outreach programs for member children's hospitals throughout the United States and Canada.

Fundraising Program Services – Activities performed by the Organization to develop national fundraising programs for over 170 children's hospitals throughout the United States and Canada. In addition, activities were performed in the United Kingdom for the 16-month period ended December 31, 2011. Participation in Children's Miracle Network Hospitals provides hospitals access to corporate charity care fundraising programs. Expenses include those related to day-to-day involvement with member hospitals, corporate sponsors and media partners.

Fundraising – Activities performed by the Organization to generate funds and/or resources to support its own programs and operations.

Management and General – All costs that are not identifiable with a single program or fundraising activity, but are indispensable to the conduct of such programs and activities and to the Organization's existence. This includes expenses for the overall direction of the Organization, business management, general recordkeeping, budgeting, financial reporting, and activities relating to these functions such as salaries, supplies, equipment, and other general overhead.

2. Summary of Significant Accounting Policies ***Continued***

***Functional expenses** – Continued*

The majority of the Organization's expenses are classified as *Public Education and Awareness* and *Fundraising Program Services* as the majority of expenses incurred by the Organization fulfill the purposes or mission for which the Organization exists. Furthermore, the majority of *Fundraising Program Services* expenses are incurred to create, maintain and facilitate fundraising programs that are executed by corporate, media and hospital partners to benefit children's health care. Most actual solicitations to current and potential donors are not made by the Organization; rather, the solicitations are usually made by representatives of the corporate sponsors, media sponsors and member hospitals.

Wherever practicable, expenses are assigned to functional categories on an item-by-item basis. Other expenses that relate to two or more major programs are allocated in accordance with ASC 958-720, *Not-for-Profit Entities – Other Expenses.* These expenses are subject to systematic review and allocation.

Recent accounting pronouncements

In January 2010, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2010-06, *Improving Disclosures about Fair Value Measurements.* This amends ASC 820 to require additional disclosures. The guidance requires entities to disclose certain transfers of assets in and out of Levels 1 and 2 of the fair value hierarchy, and the reasons for those transfers. These disclosures are effective for the Organization for the year ended December 31, 2012. The Organization adopted this guidance and it did not have a material impact on the financial statements. In addition, the guidance requires a separate presentation of purchases and sales in the Level 3 asset reconciliation which is effective for financial statements with periods beginning on or after December 15, 2010. The adoption of this guidance in subsequent years did not have a material effect on the Organization's financial statements.

In October 2012, the FASB issued ASU 2012-05, *Not-for-Profit Entities: Classification of the Sale Proceeds of Donated Financial Assets in the Statement of Cash Flows.* This guidance requires a not-for-profit organization to classify cash receipts from the sale of donated financial assets consistently with cash donations received in the statement of cash flows if those cash receipts were from the sale of donated financial assets that upon receipt were directed without any organization imposed limitations for sale and were converted nearly immediately into cash. Accordingly, the cash receipts from the sale of those financial assets should be classified as cash inflows from operating activities, unless the donor restricted the use of the contributed resources to long-term purposes, in which case those cash receipts should be classified as cash flows from financing activities.

2. Summary of Significant Accounting Policies *Continued*

Recent accounting pronouncements ***– Continued***

Otherwise, cash receipts from the sale of donated financial assets should be classified as cash flows from investing activities by the not-for-profit organization. This guidance is effective for fiscal years beginning after June 15, 2013 with retrospective application to all prior periods presented being permitted. Early adoption from the beginning of the fiscal year is also permitted. The Organization has not yet determined the effect that this guidance will have on its financial statements.

Subsequent Events

Management has evaluated events and transactions for potential recognition or disclosure through May 3, 2013, which is the day the financial statements were available to be issued.

3. Investments and Fair Value Measurements

Investments, at fair value, consist of the following as of December 31:

	2012	2011
Equities:		
International	$ 4,055,321	$ 2,198,909
U.S. Domestic	3,182,867	2,838,483
Commodities:		
U.S. Domestic	136,771	231,061
Mutual funds:		
International	794,361	623,850
U.S. Domestic	6,309,694	5,841,228
Total	$ 14,479,014	$ 11,733,531

The net realized gain on investments was $346,128 and the net unrealized gain on investments was $648,603 for the year ended December 31, 2012. The net realized gain on investments was $601,843 and the net unrealized gain on investments was $3,091 for the 16-month period ended December 31, 2011. The net realized gains or losses were reported net of investment advisor commissions of $81,615 and $96,319 for the year ended December 31, 2012 and the 16-month period ended December 31, 2011, respectively. Interest and dividend income was $426,662 and $704,432 for the year ended December 31, 2012 and the 16-month period ended December 31, 2011, respectively.

3. Investments and Fair Value Measurements *Continued*

ASC 820, *Fair Value Measurements,* defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. The standard provides a consistent definition of fair value which focuses on an exit price between market participants in an orderly transaction. The standard also prioritizes, within the measurement of fair value, the use of market-based information over entity-specific information and establishes a three-level hierarchy for fair value measurements based on the transparency of information used in the valuation of an asset or liability as of the measurement date.

Cash equivalents and investments measured and reported at fair value are classified and disclosed in one of the following categories:

<u>Level 1</u> - Financial instruments with unadjusted, quoted prices listed on active market exchanges. An active market for the asset or liability is a market in which transactions for the asset or liability occur with sufficient frequency and volume to provide pricing information on an ongoing basis.

<u>Level 2</u> - Financial instruments lacking unadjusted, quoted prices from active market exchanges, including over-the-counter traded financial instruments. The prices for the financial instruments are determined using prices for recently traded financial instruments with similar underlying terms as well as directly or indirectly observable inputs, such as interest rates and yield curves that are observable at commonly quoted intervals. Level 2 inputs include a) quoted prices for similar assets or liabilities in active markets b) quoted prices for identical or similar assets or liabilities in markets that are not active, that is, markets in which there are few transactions for the asset or liability, the prices are not current, or price quotations vary substantially either over time or among market makers, or in which little information is released publicly. Although individual investments of a fund may be publicly traded, they are commingled and as a fund are not traded in the open market.

<u>Level 3</u> - Financial instruments where inputs are unobservable. This category includes situations where there is little, if any, market activity for the financial instrument. The prices are determined using significant unobservable inputs or valuation techniques. This level is primarily funds in trusts held by others and private programs in private equity, real estate, venture capital and natural resources. These funds are not traded in the open market until a point in the future, they contain fair values with no observable inputs, and the fair value unobservable inputs contain assumptions market participants would use in pricing the asset or liability.

All of the Organization's investments are valued using Level 1 inputs.

4. Contribution Receivables

Contributions receivable are as follows as of December 31:

		2012		2011
Due within one year	$	378,387	$	567,653
Due in one to five years		5,000		47,096
		383,387		614,749
Less discount (6.25%)		(627)		(14,517)
Less allowance for uncollectible receivables		-		(1,830)
	$	382,760	$	598,402

5. Property, Furniture and Equipment

A summary of property, furniture and equipment and estimated useful lives as of December 31, are as follows:

		2012		2011	Useful lives
Land	$	1,912,889	$	1,912,889	
Building and improvements		7,075,686		6,904,848	30 years
Office furniture and equipment		1,613,485		1,570,994	3-10 years
		10,602,060		10,388,731	
Less accumulated depreciation		(1,893,017)		(1,575,495)	
	$	8,709,043	$	8,813,236	

Depreciation expense was $436,797 and $567,218 for the year ended December 31, 2012 and the 16-month period ended December 31, 2011, respectively.

6. Commitments and Contingencies

Children's Miracle Network Hospitals is involved in litigation and claims arising in the ordinary course of its operations. The Organization's management believes that the liabilities, if any, arising from such litigation and claims will have no material adverse effect on Children's Miracle Network Hospitals' financial statements.

6. Commitments and Contingencies *Continued*

The Organization leases certain of its property under long-term operating leases. Certain of the leases have options to renew the lease beyond the initial term. Future minimum lease payments required under operating lease agreements as of December 31, 2012 are as follows:

Years Ending December 31,		
2013	$	75,928
2014		71,717
2015		4,765
2016		4,765
2017		794
Thereafter		-
Total future minimum lease payments	$	157,969

Rent expense for the year ended December 31, 2012 and the 16-month period ended December 31, 2011 was $89,307 and $185,048, respectively.

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During 2011, Children's Miracle Network Hospitals entered into an agreement with a professional athlete (Athlete). The Athlete granted the Organization the rights to utilize the Athlete's name, photograph, signature and statements to promote the Organization. Additionally, the Athlete made appearances on behalf of the Organization in accordance with the contract. The contract term was from January 1, 2011 through December 31, 2012. The contract was not renewed for periods subsequent to December 31, 2012.

The Organization recorded $500,000 of expense related to this agreement in both the year ended December 31, 2012 and the 16-month period ended December 31, 2011.

7. Notes Payable

The Organization has a 10-year, 6.25 percent, $2,500,000 mortgage to finance renovations on its new international headquarters building in Salt Lake City, Utah. The loan is amortized over a 25-year period with a balloon payment after 10 years. The loan is secured by the new headquarters building. Debt issuance costs related to this loan were capitalized and are being amortized over the term of the loan. Unamortized debt issuance costs are included in other non-current assets in the financial statements.

The Organization has a subordinated 10-year, 3.0 percent, $2,500,000 long-term financing arrangement with the Redevelopment Agency (RDA) of Salt Lake City which provided the balance of funds to renovate its new international headquarters building in Salt Lake City, Utah. The loan is amortized over a 20-year period with a balloon payment after 10 years. The loan is secured by the new headquarters building.

7. Notes Payable *Continued*

Subsequent to year-end, the Organization refinanced both of the aforementioned loans, into one 10-year loan of approximately $4,400,000. This loan bears interest based on a 5-year LIBOR/Swap Rate (interest rate change will not occur more often than once every 5 years), using a rate of 1.650 percentage points over the index. As of December 31, 2012, the Organization had both the ability and the intent to refinance the loans, and consequently the classification of current portion and the future maturities schedule is based on the new loan agreement.

The following is a schedule by years of aggregate maturities of principal payments for the refinanced loan as of December 31, 2012:

Years Ending December 31,		
2013	$	242,853
2014		252,734
2015		258,981
2016		265,133
2017		278,660
Thereafter		3,115,670
Total future minimum principal payments	$	4,414,031

Interest expense for the year ended December 31, 2012 and the 16-month period ended December 31, 2011 was $210,906 and $294,080, respectively.

8. Contribution Pledges

The Organization received $2,749,000 and $3,863,000 in conditional contribution pledges and unconditional intentions to give as of December 31, 2012 and December 31, 2011, respectively, that were not recognized in the respective financial statements in accordance with ASC 958-605, *Not-for-Profit Entities – Revenue Recognition*. These conditional pledges will be recognized in the financial statements in the period when the donor-stipulated conditions are satisfied. Approximately $1,600,000 and $3,100,000 relate to contributions conditional on future events and sponsor recognition as of December 31, 2012 and December 31, 2011, respectively. As of December 31, 2012 and December 31, 2011, approximately $600,000 relates to contributions that are conditional until the death of the donor. The remaining amounts are either intentions to give or are conditional on future fundraising by the donor.

9. Temporarily Restricted Revenues

The Organization received contributions with donor imposed stipulations that may be met by actions of the Organization or will be met through the passage of time. Included in these contributions are in-kind donations of airline miles and credits and hotel gift certificates that are to be used for travel and accommodations. The following is a schedule of temporarily restricted revenues recognized for the year ended and the 16 months ended December 31:

	2012	2011
Purpose restricted pledges	$ 215,605	$ 66,035
Time restricted pledges	426,126	303,532
Endowment appreciation and earnings	250,133	198,006
	$ 891,864	$ 567,573

10. Employee Benefit Plan

The Organization has a noncontributory defined contribution employee benefit plan and a 403(b) plan. The total expense recognized for these plans was $1,400,000 and $1,600,000 for the year ended December 31, 2012 and the 16-month period ended December 31, 2011, respectively.

11. Endowment Composition

Children's Miracle Network Hospitals applies the provisions of ASC 958-205, which provides guidance on the net asset classification of donor-restricted endowment funds for a not-for-profit organization that is subject to an enacted version of the Uniform Prudent Management of Institutional Funds Act of 2006 (UPMIFA). The guidance provides disclosures about an organization's endowment funds (both donor-restricted endowment funds and board-designated endowment funds) whether or not the organization is subject to UPMIFA.

11. Endowment Composition
Continued

The State of Utah adopted UPMIFA effective March 7, 2007. Children's Miracle Network Hospitals has interpreted UPMIFA as requiring the preservation of the fair value of the original gift as of the gift date of the donor-restricted endowment funds absent donor stipulations to the contrary. As a result of this interpretation, Children's Miracle Network Hospitals classifies as permanently restricted net assets (a) the original value of gifts donated to the permanent endowment, (b) the original value of subsequent gifts to the permanent endowment, and (c) accumulations to the permanent endowment made in accordance with the direction of the applicable donor gift instrument at the time the accumulation is added to the fund. The remaining portion of the donor-restricted endowment fund that is not classified in permanently restricted net assets is classified as temporarily restricted net assets until those amounts are appropriated for expenditure by Children's Miracle Network Hospitals in a manner consistent with the standard of prudence prescribed by UPMIFA. In accordance with UPMIFA, Children's Miracle Network Hospitals considers the following factors in making a determination to appropriate or accumulate donor-restricted endowment funds:

1) The duration and preservation of the fund.
2) The purposes of the Organization and the donor-restricted endowment fund.
3) General economic conditions.
4) The possible effect of inflation and deflation.
5) The expected total return from income and the appreciation of investments.
6) Other resources of Children's Miracle Network Hospitals.
7) The investment policies of the Organization.

Children's Miracle Network Hospitals Endowment Fund is governed subject to a board-approved Endowment Fund Policy. The Board of Trustees, under provisions of the Endowment Fund Policy, has the ability to develop investment policies for the Endowment Fund. Until a separate investment policy is approved, investments of the Endowment Fund are managed in compliance with the policy that governs Children's Miracle Network Hospitals invested net assets (Investment Policy Statement).

The Board of Trustees, under provisions of the Investment Policy Statement, has adopted primary investment objectives (safety of principal, total return on investment; and liquidity needs) and investment characteristics (low degree of default risk, low degree of price risk resulting from changes in the level of interest rates, and high degree of marketability). Children's Miracle Network Hospitals targets a diversified asset allocation that places a greater emphasis on equity-based investments to achieve its long-term objectives within prudent risk constraints.

11. Endowment Composition *Continued*

The Board of Trustees, under provisions of the Endowment Fund Policy, has the ability to develop a disbursement policy for the Endowment Fund. Until such disbursement policy is adopted and implemented, all disbursements from the Endowment Fund must be approved by the Board of Trustees. Any expenditure approved for disbursement must be consistent with the Organization's objective to maintain the purchasing power of the endowment assets held in perpetuity or for a specified term as well as to provide additional real growth through new gifts and investment return.

As required by accounting principles generally accepted in the United States (US GAAP), net assets associated with endowment funds, including funds designated by the Board of Trustees to function as endowments, are classified and reported based on the existence or absence of donor-imposed restrictions.

From time to time, the fair value of assets associated with individual donor-restricted endowment funds may fall below the level the donor requires the Organization to retain as a fund of perpetual duration. In accordance with US GAAP, the deficiencies of this nature are reported as unrestricted net assets. As of December 31, 2012 and 2011, there were no such deficiencies.

Endowment net asset composition by type of fund as of December 31, 2012 was as follows:

	Unrestricted	Temporarily restricted	Permanently restricted	Total net endowment assets
Donor-restricted endowment funds	$ -	$ 448,139	$ 2,345,085	$ 2,793,224
Board-designated endowment funds	1,185,616	-	-	1,185,616
Total funds	$ 1,185,616	$ 448,139	$ 2,345,085	$ 3,978,840

Changes in endowment net assets for the year ended December 31, 2012 were as follows:

	Unrestricted	Temporarily restricted	Permanently restricted	Total net endowment assets
Endowment net assets, December 31, 2012	$ 1,028,699	$ 198,006	$ 2,333,625	$ 3,560,330
Contributions	66,615	-	11,460	78,075
Investment income	26,226	73,541	-	99,767
Net appreciation	64,076	176,592	-	240,668
Endowment net assets, December 31, 2012	$ 1,185,616	$ 448,139	$ 2,345,085	$ 3,978,840

11. Endowment Composition *Continued*

Endowment net asset composition by type of fund as of December 31, 2011 was as follows:

	Unrestricted		Temporarily restricted		Permanently restricted		Total net endowment assets
Donor-restricted endowment funds	$	-	$ 198,006	$	2,333,625	$	2,531,631
Board-designated endowment funds		1,028,699	-		-		1,028,699
Total funds	$	1,028,699	$ 198,006	$	2,333,625	$	3,560,330

Changes in endowment net assets for the 16-month period ended December 31, 2011 were as follows:

	Unrestricted	Temporarily restricted	Permanently restricted	Total net endowment assets
Endowment net assets, August 31, 2010	$ 932,894	$ 43,318	$ 2,064,899	$ 3,041,111
Contributions	32,068	-	268,726	300,794
Investment income	24,144	67,872	-	92,016
Net appreciation	39,593	86,816	-	126,409
Endowment net assets, December 31, 2011	$ 1,028,699	$ 198,006	$ 2,333,625	$ 3,560,330

12. Related-Party Transactions

As of December 31, 2012, the Organization had $2,200,000 outstanding on a mortgage that was entered into in 2008 for renovations on its headquarters building. Subsequent to year end, this was refinanced with an unrelated third-party. At the time the mortgage was entered into, the Executive Vice-President (VP) and Chief Operating Officer (COO) of Children's Miracle Network Hospitals was an uncompensated member of the Board of Directors of the lending institution. The Executive VP and COO will serve in the role of President and Chief Executive Officer of Children's Miracle Network Hospitals until October 2013 and continues to be employed in a limited capacity and also remains an uncompensated member of the Board of Directors of the lending institution. Subsequent to December 31, 2012, the mortgage was refinanced with another lending institution (see Note 7).

Accounts and contributions receivable from employees, officers and board members were $12,138 and $33,663 as of December 31, 2012 and December 31, 2011, respectively.

13. Concentrations of Credit Risk

Financial instruments that potentially subject the Organization to concentrations of credit risk consist principally of cash, cash equivalents and investments. The Organization places its cash and investments with high credit quality financial institutions and generally limits the amount of credit exposure to the amount in excess of the FDIC insurance coverage limit of $250,000. From time to time throughout the year, the Organization's cash and investment balances may exceed the amount of the FDIC insurance coverage. The Organization does not anticipate nonperformance by the institutions.

The Organization's contributions receivable includes amounts due from two large donors comprising 18% and 29% of total contributions receivable as of December 31, 2012 and December 31, 2011, respectively.