

The First Hospital Foundation

Financial Statements

December 31, 2010



O'Connor Davies Munns & Dobbins, llp
ACCOUNTANTS AND CONSULTANTS

Independent Auditors' Report

Board of Directors The First Hospital Foundation

We have audited the accompanying statements of financial position of The First Hospital Foundation (the "Foundation") as of December 31, 2010 and 2009 and the related statements of activities and cash flows for the years then ended. These financial statements are the responsibility of the Foundation's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the 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 Foundation'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, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of The First Hospital Foundation as of December 31, 2010 and 2009 and the changes in its net assets and its cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

O'Connor Davies Munns & Dobbins, LLP

New York, New York
June 20, 2011

The First Hospital Foundation

Statements of Financial Position

December 31,

	<u>2010</u>	<u>2009</u>
ASSETS		
Cash and cash equivalents	\$ 184,778	\$ 154,097
Accounts receivable	2,537	-
Prepaid expenses	3,347	2,544
Due from custodian	800,000	1,728,238
Investments	37,813,117	34,256,402
Deposits	15,767	15,767
Furniture and equipment, net	<u>6,156</u>	<u>8,589</u>
	<u>\$ 38,825,702</u>	<u>\$ 36,165,637</u>
LIABILITIES AND NET ASSETS		
Liabilities		
Accounts payable and accrued expenses	\$ 32,831	\$ 30,885
Grants payable	<u>421,596</u>	<u>610,140</u>
Total Liabilities	454,427	641,025
Unrestricted net assets	<u>38,371,275</u>	<u>35,524,612</u>
	<u>\$ 38,825,702</u>	<u>\$ 36,165,637</u>

See notes to financial statements

The First Hospital Foundation

Statements of Activities

Years Ended December 31,

	2010	2009
REVENUE		
Interest, dividends, and capital gain distributions	\$ 712,526	\$ 565,251
Net realized gain (loss) on investments	120,055	(66,337)
Allocation of net earnings from investments in partnerships	1,209,452	2,141,355
	2,042,033	2,640,269
Less investment advisory fees	54,928	49,834
Total Revenue, Net	1,987,105	2,590,435
EXPENSES		
Grants	1,416,610	1,761,791
Administrative fees	129,357	126,752
Insurance	5,619	5,910
Professional fees	58,592	70,364
Rent	10,838	8,576
Dues and subscriptions	7,050	7,709
Office expenses	11,213	10,997
Depreciation	2,433	2,148
Miscellaneous expense	5,761	4,394
Total Expenses	1,647,473	1,998,641
Change in Net Assets Before Net Unrealized Gain on Investments	339,632	591,794
Net unrealized gain on investments	2,507,031	5,199,029
Change in Net Assets	2,846,663	5,790,823
NET ASSETS		
Beginning of year	35,524,612	29,733,789
End of year	\$ 38,371,275	\$ 35,524,612

See notes to financial statements

The First Hospital Foundation

Statements of Cash Flows

Years ended December 31,

	<u>2010</u>	<u>2009</u>
CASH FLOWS FROM OPERATING ACTIVITIES		
Change in net assets	\$ 2,846,663	\$ 5,790,823
Adjustments to reconcile change in net assets to net cash from operating activities		
Net realized (gain) loss on investments	(120,055)	66,337
Net unrealized gain on investments	(2,507,031)	(5,199,029)
Allocation of net earnings from investments in partnerships	(1,209,452)	(2,141,355)
Depreciation	2,433	2,148
Net change in operating assets and liabilities		
Accounts receivable	(2,537)	-
Prepaid expenses	(803)	(655)
Accounts payable and accrued expenses	1,946	(271)
Grants payable	<u>(188,544)</u>	<u>470,140</u>
Net Cash from Operating Activities	<u>(1,177,380)</u>	<u>(1,011,862)</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of furniture and equipment	-	(2,858)
Purchase of investments	(7,550,082)	(5,283,585)
Proceeds from sale of investments	7,829,905	7,848,240
Due from custodian	<u>928,238</u>	<u>(1,728,238)</u>
Net Cash from Investing Activities	<u>1,208,061</u>	<u>833,559</u>
Net Change in Cash and Cash Equivalents	30,681	(178,303)
CASH AND CASH EQUIVALENTS		
Beginning of year	<u>154,097</u>	<u>332,400</u>
End of year	<u>\$ 184,778</u>	<u>\$ 154,097</u>

See notes to financial statements

The First Hospital Foundation

Notes to Financial Statements

1. Organization and Tax Status

The First Hospital Foundation (the “Foundation”) was established in 1997 as part of the merger agreement between the Pennsylvania Hospital and the Trustees of the University of Pennsylvania. In the spirit of Pennsylvania Hospital’s historic mission, the First Hospital Foundation supports programs that improve the health of vulnerable and underserved populations in the Greater Philadelphia Region. The First Hospital Foundation has a secondary mission to support the preservation of the historic artifacts and memorials of Pennsylvania Hospital.

The Foundation is exempt from Federal income taxes under Section 501(c)(3) of the Internal Revenue Code (IRC). Effective January 1, 2011, the Foundation’s tax status has changed from a public charity to a non-operating private foundation as defined under Section 509(a) of the IRC. As a non-operating private foundation, the organization will be required to file a Form 990-PF, *Return of Private Foundation* on which it will report its financial activity and will be subject to federal excise tax of 2% on its net investment income.

2. Summary of Significant Accounting Policies

Use of Estimates

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Basis of Presentation

Net assets and revenues, expenses, gains and losses are classified based on the existence or absence of donor imposed restrictions. The Foundation’s net assets are neither permanently nor temporarily restricted by donor imposed restrictions and are classified as unrestricted.

Cash and Cash Equivalents

Cash and cash equivalents consist of short-term investments with initial maturities of three months or less at the time of purchase, except for those short-term investments managed in accordance with the Foundation’s long-term investment strategy.

The First Hospital Foundation

Notes to Financial Statements

2. Summary of Significant Accounting Policies (continued)

Fair Value Measurements

The Foundation follows the Financial Accounting Standards Board (FASB) guidance on Fair Value Measurements which defines fair value and establishes a fair value hierarchy organized into three levels based upon the input assumptions used in pricing assets. Level 1 inputs have the highest reliability and are related to assets with unadjusted quoted prices in active markets. Level 2 inputs relate to assets with other than quoted prices in active markets which may include quoted prices for similar assets or liabilities or other inputs which can be corroborated by observable market data. Level 3 inputs are unobservable inputs and are used to the extent that observable inputs do not exist.

Investments Valuation

Investments are carried at fair value. The fair value of alternative investments has been estimated using the Net Asset Value (“NAV”) as reported by the management of the respective alternative investment fund. FASB guidance provides for the use of NAV as a “Practical Expedient” for estimating fair value of alternative investments. NAV reported by each alternative investment fund is used as a practical expedient to estimate the fair value of the Foundation’s interest therein and their classification within Level 2 or 3 is based on the Foundation’s ability to redeem its interest in the near term.

Investment Income Recognition

Purchases and sales of securities are recorded on a trade-date basis. Realized and unrealized gains and losses are included in the determination of the change in net assets.

Investment Risks and Uncertainties

Alternative Investments consist of non-traditional, not readily marketable investments, some of which may be structured as limited partnerships, venture capital funds, hedge funds, private equity funds and common trust funds. The underlying investments of such funds, whether invested in stock or other securities, are generally not currently traded in a public market and typically are subject to restrictions on resale. Values determined by investment managers and general partners of underlying securities that are thinly traded or not traded in an active market may be based on historical cost, appraisals, a review of the investees’ financial results, financial condition and prospects, together with comparisons to similar companies for which quoted market prices are available or other estimates that require varying degrees of judgment.

Because of the inherent uncertainty of valuations, the estimated fair values may differ significantly from the values that would have been used had a ready market for such investments existed or had such investments been liquidated, and those differences could be material.

The First Hospital Foundation

Notes to Financial Statements

2. Summary of Significant Accounting Policies (*continued*)

Furniture and Equipment

The Foundation follows the practice of capitalizing all expenditures for property, building and equipment with a cost in excess of \$1,000. Furniture and fixtures are carried at cost. Depreciation is computed using the straight-line method over the estimated useful life of the assets. The estimated useful lives range from three to five years.

Grants

Unconditional grants are recorded when approved by the Board of Directors. Grants that are payable over future periods are recorded in the period the grant is first awarded when the recipient is subject only to routine performance requirements. Conditional grants are recognized when the conditions on which they depend are substantially met.

Accounting for Uncertainty in Income Taxes

The Foundation recognizes the effect of income tax positions only if those positions are more likely than not of being sustained. Management has determined that the Foundation had no uncertain tax positions that would require financial recognition. The Foundation is no longer subject to audits by the applicable taxing jurisdictions for periods prior to 2007.

Subsequent Events

Management has evaluated subsequent events for disclosure and/or recognition in the financial statements through the date that the financial statements were available to be issued, which is June 20, 2011.

The First Hospital Foundation

Notes to Financial Statements

3. Fair Value Measurements

The following are major categories of investments measured at fair value on a recurring basis at December 31, grouped by the fair value hierarchy:

Description	2010			
	Level 1	Level 2	Level 3	Total
Cash Equivalents	\$ 223,674	\$ -	\$ -	\$ 223,674
Fixed Income				
Bonds	3,275,125	-	-	3,275,125
U.S. Government and Foreign Government bonds	-	1,862,213	-	1,862,213
Equities				
Domestic Equities	4,262,606	-	-	4,262,606
International Equities	9,593,066	-	-	9,593,066
Commodities	1,799,882	-	-	1,799,882
Hedge Funds				
Large/Mid Cap Equity	-	6,745,845	-	6,745,845
Small Cap Equity	-	1,554,290	1,525,938	3,080,228
Funds of Funds	-	-	6,402,974	6,402,974
Private Equities - Funds of Funds	-	-	540,486	540,486
Real Estate Fund	-	-	27,018	27,018
	<u>\$ 19,154,353</u>	<u>\$ 10,162,348</u>	<u>\$ 8,496,416</u>	<u>\$ 37,813,117</u>
Description	2009			
	Level 1	Level 2	Level 3	Total
Cash Equivalents	\$ 605,141	\$ -	\$ -	\$ 605,141
Fixed Income				
Bonds	3,138,712	-	-	3,138,712
U.S. Government	1,908,037	-	-	1,908,037
U.S. Government and Foreign Government bonds	1,750,673	-	-	1,750,673
Equities				
Domestic Equities	2,468,289	-	-	2,468,289
International Equities	6,761,892	-	-	6,761,892
Hedge Funds				
Large/Mid Cap Equity	-	7,896,648	-	7,896,648
Small Cap Equity	-	2,576,334	-	2,576,334
Funds of Funds	-	1,240,678	5,629,831	6,870,509
Private Equities - Funds of Funds	-	-	280,167	280,167
	<u>\$ 16,632,744</u>	<u>\$ 11,713,660</u>	<u>\$ 5,909,998</u>	<u>\$ 34,256,402</u>

The First Hospital Foundation

Notes to Financial Statements

3. Fair Value Measurements *(continued)*

Transfers into and out of each level of the fair value hierarchy for assets measured at fair value for 2010 were as follows:

Description	Transfers (out) Level 1	Transfers into Level 2	Transfers (out) Level 2	Transfers into Level 3
Fixed Income - U.S. Government and Foreign Government Bonds (a)	\$ (1,750,673)	\$ 1,750,673	\$ -	\$ -
Hedge Funds - Small Cap Equity (b)	-	-	(1,295,209)	1,295,209
Hedge Funds - Funds of Funds (b)	-	-	(1,240,678)	1,240,678
	<u>\$ (1,750,673)</u>	<u>\$ 1,750,673</u>	<u>\$ (2,535,887)</u>	<u>\$ 2,535,887</u>

(a) Transferred from Level 1 to Level 2 because bonds were deemed to not be actively traded.

(b) Liquidity restrictions on withdrawal of funds greater than 90 days required a transfer of securities to Level 3.

The following is a reconciliation of the beginning and ending balances for Level 3 investments for 2010:

	Beginning of year	Transfers in/(out)	Purchases	Sales	Total realized and unrealized gain/(loss)	End of year
Hedge Funds - Small Cap Equity	\$ -	\$ 1,295,209	\$ -	\$ -	\$ 230,729	\$ 1,525,938
Hedge Funds - Funds of Funds	5,629,831	1,240,678	-	(1,000,000)	532,465	6,402,974
Private Equities - Funds of Funds	280,167	-	251,250	(19,136)	28,205	540,486
Real Estate Fund	-	-	50,000	(19,494)	(3,488)	27,018
Total	<u>\$ 5,909,998</u>	<u>\$ 2,535,887</u>	<u>\$ 301,250</u>	<u>\$ (1,038,630)</u>	<u>\$ 787,911</u>	<u>\$ 8,496,416</u>

Unrealized gains on alternative investments held at year-end was \$787,911 for 2010.

The First Hospital Foundation

Notes to Financial Statements

3. Fair Value Measurements *(continued)*

The Foundation's alternative investments contain redemption restrictions with required written notice. The following is a composition of redemption and lock-up provisions as of December 31, 2010:

	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Hedge Funds - Large/Mid Cap Equities (a)	\$ 6,745,845	\$ -	Monthly - Quarterly	30 - 60 days
Hedge Funds - Small Cap Equities (b)	3,080,228	-	Quarterly - Annually	30 - 60 days
Hedge Funds - Funds of Funds (c)	6,402,974	-	1 - 3 years	60 - 100 days
Private Equities - Funds of Funds (d)	540,486	1,822,500	*	*
Real Estate Funds (e)	27,018	969,494	*	*
Total	<u>\$ 16,796,551</u>	<u>\$ 2,791,994</u>		

* The private equities and real estate funds are illiquid assets.

- a. This category includes hedge fund investments in securities, commodity interest, other financial assets and mid cap materials. Investments occur either directly or indirectly through investment in other pooled investment vehicles, including common stocks and derivative stock index instruments such as options on stock indexes, stock index futures and option thereon, and stock index swap agreements. Investments in this category provide liquidity on monthly to quarterly basis and are not subject to acquisition lock-ups.
- b. This category includes hedge fund investments in small capital growth in a variety of areas such as US and global equities, bonds, notes and warrants. The investments in this category can be redeemed on a quarterly to annual basis.
- c. This category includes hedge fund investments with an objective to provide investors with maximum appreciation of capital while incurring reasonable risk by investing primarily in a diversified group of investment funds. The investments in this category can be redeemed on an annual basis and are subject of acquisition lock-ups from two to three years.
- d. This category includes private equity investments in domestic and international partnerships. These are long-term investments that cannot be redeemed at the discretion of the Foundation. Instead, distributions are received through the liquidation of the underlying assets of the funds. Management has estimated that the underlying assets of the funds will be liquidated in approximately 10 years.

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Notes to Financial Statements

3. Fair Value Measurements *(continued)*

- e. This category includes a real estate fund that invests indirectly in a partnership that primarily invests in real estate investments acquired in secondary market transactions. The partnership may also originate investments by contributing capital into existing ownership entities holding real property or engage in privately negotiated transactions or other means of pursuing an investment, and may engage in investments directly or indirectly, through subsidiaries, partnership interest, joint ventures or otherwise. These are long-term investments that cannot be redeemed at the discretion of the Foundation. Instead, distributions are received through the liquidation of the underlying assets of the funds. Management has estimated that the underlying assets of the funds will be liquidated in approximately 8 years.

Investment advisory fees amounted to \$54,928 and \$49,834 for 2010 and 2009, and are not included with professional fees in the statements of activities. Realized gain (loss) on investments, allocation of net earnings (losses) from investments in partnerships, and unrealized gain (loss) on alternative investments are reduced (increased) by the management and performance fees charged by the respective individual funds.

4. Grants Payable

The following summarizes changes in grants in 2010 and 2009:

	<u>2010</u>	<u>2009</u>
Balance at beginning of year	\$ 610,140	\$ 140,000
Grants authorized	1,416,610	1,761,790
Grants paid	<u>(1,605,154)</u>	<u>(1,291,650)</u>
Balance at end of year	<u>\$ 421,596</u>	<u>\$ 610,140</u>

Unpaid grants approved by the Directors as of December 31 are as follows:

	<u>2010</u>	<u>2009</u>
Within one year	\$ 421,596	\$ 446,645
Beyond one year	<u>-</u>	<u>163,495</u>
	<u>\$ 421,596</u>	<u>\$ 610,140</u>

The First Hospital Foundation

Notes to Financial Statements

5. Related Party Transactions

During 2010 and 2009, the Foundation outsourced employment services to an organization, of which a Foundation Board Director is the executive director. Under the terms of the agreement, the Foundation has provided a security deposit in the amount of \$15,000 which will be retained by the organization without the payment of interest. The security deposit is refundable to the Foundation upon termination of the agreement. Outsourced employment services amounted to \$129,357 and \$126,752 for 2010 and 2009, respectively, which is reported as administrative fees in the statement of activities.

6. Concentration of Credit Risk

The Foundation's financial instruments that are potentially exposed to concentrations of credit risk consist primarily of cash, cash equivalents and investments. The Foundation places its cash and cash equivalents with what it believes to be quality financial institutions. The Foundation invests in equity, fixed income, and alternative investments. The Foundation routinely assesses the diversification and financial strength of its cash and investment portfolio. As a consequence, concentrations of credit risk are limited.

7. Lease Commitment

Effective May 17, 2010, the Foundation entered into an operating lease agreement to sublease office space. The lease term is two years, expiring January 31, 2012.

Future minimum rental payments to be made under the lease are as follows:

2011	\$	10,285
2012		<u>858</u>
	\$	<u>11,143</u>