

**EXPANSION FUND OF THE DIOCESE OF BISMARCK
BISMARCK, NORTH DAKOTA**

AUDITED FINANCIAL STATEMENTS

FOR THE YEARS ENDED JUNE 30, 2013 AND 2012

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CERTIFIED PUBLIC ACCOUNTANTS
AND CONSULTANTS

INDEPENDENT AUDITOR'S REPORT

The Board of Directors
Expansion Fund of the Diocese of Bismarck
Bismarck, North Dakota

We have audited the accompanying financial statements of Expansion Fund of the Diocese of Bismarck (a nonprofit organization), which comprise the statements of financial position as of June 30, 2013 and 2012, and the related statements of activities and cash flows for the years then ended, and the related notes to the 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 financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these 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 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 auditor's 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 Expansion Fund of the Diocese of Bismarck as of June 30, 2013 and 2012, and the changes in its net assets and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Brady Martz

BRADY, MARTZ & ASSOCIATES, P.C.

Bismarck, North Dakota

March 19, 2014

EXPANSION FUND OF THE DIOCESE OF BISMARCK
STATEMENTS OF FINANCIAL POSITION
JUNE 30, 2013 AND 2012

	2013	2012
ASSETS		
Cash and cash equivalents	\$ 249,439	\$ 248,592
Notes receivable, net of allowance for doubtful accounts	1,544,382	2,311,846
Interest receivable	39,775	37,700
Investments	7,576,240	4,876,530
Total assets	\$ 9,409,836	\$ 7,474,668
LIABILITIES AND NET ASSETS		
LIABILITIES		
Due to related party	\$ 100,000	\$ 100,000
Interest payable	56,316	60,969
Notes payable	8,403,291	6,476,455
Total liabilities	8,559,607	6,637,424
NET ASSETS		
Unrestricted	850,229	837,244
Total liabilities and net assets	\$ 9,409,836	\$ 7,474,668

See Notes to the Financial Statements

EXPANSION FUND OF THE DIOCESE OF BISMARCK
STATEMENTS OF ACTIVITIES
FOR THE YEARS ENDED JUNE 30, 2013 AND 2012

	2013	2012
SUPPORT AND REVENUE		
Investment and interest income	\$ 350,860	\$ 303,418
Realized and unrealized gain (loss) on investments	(184,981)	24,318
Total support and revenue	165,879	327,736
EXPENSES		
Interest expense	93,731	100,001
Other	59,163	56,343
Total expenses	152,894	156,344
INCREASE IN NET ASSETS	12,985	171,392
UNRESTRICTED NET ASSETS, BEGINNING OF YEAR	837,244	665,852
UNRESTRICTED NET ASSETS, END OF YEAR	\$ 850,229	\$ 837,244

See Notes to the Financial Statements

EXPANSION FUND OF THE DIOCESE OF BISMARCK
STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED JUNE 30, 2013 AND 2012

	2013	2012
CASH FLOWS FROM OPERATING ACTIVITIES		
Change in net assets	\$ 12,985	\$ 171,392
Adjustments to reconcile change in net assets to net cash from operating activities:		
Realized and unrealized (gain) loss on investments	184,981	(24,318)
Effects on operating cash flows due to changes in:		
Interest receivable	(2,075)	1,159
Interest payable	(4,653)	(10,302)
	191,238	137,931
CASH FLOWS FROM INVESTING ACTIVITIES		
Principal repayments of notes receivable	767,464	217,053
Issuance of notes receivable	-	(2,163,000)
Purchase of investments	(3,441,285)	(465,189)
Proceeds from sale of investments	556,594	1,663,697
	(2,117,227)	(747,439)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from notes payable	2,807,925	1,642,865
Repayment of notes payable	(881,089)	(943,396)
	1,926,836	699,468
NET CHANGE IN CASH AND CASH EQUIVALENTS	847	89,960
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR	248,592	158,632
CASH AND CASH EQUIVALENTS, END OF YEAR	\$ 249,439	\$ 248,592
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:		
Cash paid during the year for interest	\$ 98,384	\$ 110,303

See Notes to the Financial Statements

EXPANSION FUND OF THE DIOCESE OF BISMARCK
NOTES TO THE FINANCIAL STATEMENTS
JUNE 30, 2013 AND 2012

NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Organization

The Expansion (Fund) of the Diocese of Bismarck is a nonprofit organization that provides a lending and depository service for the parishes and related entities of the Diocese of Bismarck.

Basis of Presentation

The accompanying financial statements are presented in accordance with accounting principles generally accepted in the United States of America, ("GAAP"), as codified by the Financial Accounting Standards Board.

Financial statement presentation follows the recommendations of the Accounting Standards Codification Topic 958, Accounting for Not-for-Profit Entities. The codification requires the Organization to report information regarding its financial position and activities according to three classes of net assets: unrestricted net assets, temporarily restricted net assets, and permanently restricted net assets. The Fund has only unrestricted net assets.

Investments

Investments in marketable securities with readily determinable fair values and all investments in debt securities are valued at their fair values in the statement of financial position. Unrealized gains and losses are included in the change in net assets.

The Fund recognizes gains and losses on investments in the designation or restriction owning the investment using the historical cost for that specific investment. Ordinary income from investments is recorded in the designation or restriction owning the investment. It is the policy of the Fund to include restricted investment income, whose restrictions are met in the same reporting period, as unrestricted investment income

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 at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Accordingly, actual results could differ from those estimates.

Cash and Cash Equivalents

Cash and cash equivalents include highly liquid investments with an original maturity of three months or less, excluding assets whose use is limited or restricted.

EXPANSION FUND OF THE DIOCESE OF BISMARCK
NOTES TO THE FINANCIAL STATEMENTS – CONTINUED
JUNE 30, 2013 AND 2012

Notes Receivable and Allowance for Doubtful Accounts

Notes receivable are reported at their fair value adjusted for any allowance for doubtful accounts.

The Fund evaluates each parish or individual's credit worthiness on a case-by-case basis. The amount of collateral obtained, if deemed necessary by the Fund upon extension of credit, is based on management's credit evaluation of counterparty.

Interest income is accrued on the unpaid principal balance. Notes receivable are placed on non-accrual or charged-off at an earlier date if collection of principal or interest is considered doubtful. All current year interest accrued but not collected for notes receivable that are placed on non-accrual or charged off is reversed against interest income. All prior year interest accrued but not collected is charged-off against the allowance for doubtful accounts. The interest on these notes receivable is accounted for on the cash-basis or cost-recovery method, until qualifying for return on accrual. Notes receivable are returned to accrual status when all the principal and interest amounts contractually due are brought current and future payments are reasonably assured.

The allowance for doubtful accounts is established as losses are estimated to have occurred through a provision for bad debts charged to earnings. Bad debts are charged against the allowance when management believes the uncollectibility of a note receivable is confirmed. Subsequent recoveries, if any, are credited to the allowance.

The allowance for doubtful accounts is evaluated on a regular basis by management and is based upon management's periodic review of the collectability of the notes receivable in light of historical experience, the nature and volume of the portfolio, adverse situations that may affect the borrower's ability to repay, estimated value of any underlying collateral and prevailing economic conditions. This evaluation is inherently subjective, as it requires estimates that are susceptible to significant revision as more information becomes available.

A note receivable is considered impaired when, based on current information and events, it is probable that the Fund will be unable to collect the scheduled payments of principal or interest when due according to the contractual terms of the note agreement. Factors considered by management in determining impairment include payment status, collateral value, and the probability of collecting scheduled principal and interest payments when due. Notes receivables that experience insignificant payment delays and payment shortfalls generally are not classified as impairment. Management determines the significance of payment delays and payment shortfalls on a case-by-case basis, taking into consideration all of the circumstances surrounding the notes receivable and the borrowers' prior payment record, and the amount of the shortfall in relation to the principal and interest owed.

Impairment is measured on a note-by-note basis by either the present value of expected future cash flows discounted at the loan's effective interest rate, the loan's obtainable market price, or the fair value of the collateral if the note is collateral dependent.

EXPANSION FUND OF THE DIOCESE OF BISMARCK
NOTES TO THE FINANCIAL STATEMENTS – CONTINUED
JUNE 30, 2013 AND 2012

Fair Value Measurement

The Fund follows Financial Accounting Standards Board ASC Topic 820, Fair Value Measurements. This standard applies to all assets and liabilities that are being measured and reported on a fair value basis. It defines fair value, establishes a framework for measuring fair value in accordance with generally accepted accounting principles and expands disclosure about fair value measurements. The implementation of the standard did not change amounts reported in the financial statements, however, additional disclosures are required.

When fair value measurements are required, various data is used in determining those values. This statement requires that assets and liabilities that are carried at fair value must be classified and disclosed in the following levels based on the nature of the data used.

- Level 1: Quoted market prices in active markets for identical assets or liabilities.
- Level 2: Observable market based inputs or unobservable inputs that are corroborated by market data.
- Level 3: Unobservable inputs that are not corroborated by market data.

The application of valuation techniques applied to similar assets and liabilities has been consistently applied. The following is a description of the valuation methodologies used for instruments measured at fair value:

Investments: The fair value of investments is the market value based on quoted market prices, when available, or market prices provided by recognized broker dealers. If listed prices or quotes are not available, fair value is based upon externally developed models that use unobservable inputs due to the limited market activity of the instrument.

Notes Receivable: The fair value of note receivables is the market value based on the income approach. This approach converts future amounts of cash flows to a single present amount based on current market expectations about those future amounts.

Income Taxes

The Fund is exempt from federal income tax under provisions of Section 501(c)(3) of the Internal Revenue Code. The Fund is deemed to be a church related organization and as such is not required to file an annual informational tax return to the Internal Revenue Service.

The Fund's policy is to evaluate the likelihood that its uncertain tax positions will prevail upon examination based on the extent to which those positions have substantial support within the Internal Revenue Code and Regulations, Revenue Rulings, court decisions, and other evidence.

EXPANSION FUND OF THE DIOCESE OF BISMARCK
NOTES TO THE FINANCIAL STATEMENTS – CONTINUED
JUNE 30, 2013 AND 2012

NOTE 2 NOTES RECEIVABLE

Notes receivable at June 30, 2013 and 2012, consist of the following:

<u>Payor</u>	<u>Interest Rate</u>	<u>Maturity Date</u>	<u>2013 Maturity Balance</u>	<u>2012 Maturity Balance</u>	<u>Security</u>
Parishes	3.32% - 3.74%	(1)	\$ 1,547,632	\$ 2,315,096	Unsecured
Priests	0%	(2)	<u>1,750</u>	<u>1,750</u>	Unsecured
Total notes outstanding			1,549,382	2,316,846	
Allowance for doubtful accounts			<u>(5,000)</u>	<u>(5,000)</u>	
Total notes receivable			<u>\$ 1,544,382</u>	<u>\$ 2,311,846</u>	

(1) The notes are due over various time periods from on demand to 15 years.

(2) The notes are due on demand with no specified due date; however, the Fund's intent is to collect the notes over time.

EXPANSION FUND OF THE DIOCESE OF BISMARCK
NOTES TO THE FINANCIAL STATEMENTS – CONTINUED
JUNE 30, 2013 AND 2012

NOTE 3 INVESTMENTS

Investments are stated at fair value and are summarized as follows as of June 30, 2013 and 2012.

June 30, 2013

	<u>Cost</u>	<u>Fair Value</u>
Money market funds	\$ 33,372	\$ 33,372
Mortgage backed securities:		
GNMA	263,935	268,038
Mutual funds:		
Fixed Income	3,367,376	3,349,778
Certificates of deposit	1,218,029	1,218,029
US government bonds:		
Federal Home Loan Bank	261,523	283,370
Corporate bonds	<u>2,456,414</u>	<u>2,423,654</u>
	<u>\$ 7,600,649</u>	<u>\$ 7,576,240</u>

The Expansion Fund had a net realized gain of \$80,275 for the year ended June 30, 2013. For the same period, the Expansion Fund had an unrealized loss on investments of \$265,256.

EXPANSION FUND OF THE DIOCESE OF BISMARCK
NOTES TO THE FINANCIAL STATEMENTS – CONTINUED
JUNE 30, 2013 AND 2012

June 30, 2012

	<u>Cost</u>	<u>Fair Value</u>
Money market funds	\$ 158,523	\$ 158,523
Mortgage backed securities:		
GNMA #2006	139,000	139,828
GNMA	273,279	294,076
Mututal funds:		
Fixed Income	1,231,514	1,324,818
Certificates of deposit	443,588	443,588
US government bonds:		
Federal Home Loan Bank	261,523	287,925
Federal National Mtg Assn	249,500	250,850
Corporate bonds	<u>1,878,756</u>	<u>1,976,922</u>
	<u>\$ 4,635,683</u>	<u>\$ 4,876,530</u>

The Expansion Fund had a net realized gain of \$29,901 for the year ended June 30, 2012. For the same period, the Expansion Fund had an unrealized loss on investments of \$5,583.

EXPANSION FUND OF THE DIOCESE OF BISMARCK
NOTES TO THE FINANCIAL STATEMENTS – CONTINUED
JUNE 30, 2013 AND 2012

NOTE 4 FAIR VALUE MEASUREMENTS

Assets measured at fair value on a recurring basis as of June 30, 2013 are summarized as follows:

June 30, 2013

Description	Total Carrying Amount	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Money market funds	\$ 33,372	\$ 33,372	\$ -	\$ -
Mortgage backed securities:				
GNMA	268,038	-	268,038	-
Mututal funds:				
Fixed Income	3,349,778	3,349,778	-	-
Certificates of deposit	1,218,029	-	1,218,029	-
US government bonds:				
Federal Home Loan Bank	283,370	-	283,370	-
Corporate bonds	2,423,654	-	2,423,654	-
Notes receivable	1,544,382	-	-	1,544,382
	<u>\$ 9,120,622</u>	<u>\$ 3,383,149</u>	<u>\$ 4,193,091</u>	<u>\$ 1,544,382</u>

EXPANSION FUND OF THE DIOCESE OF BISMARCK
NOTES TO THE FINANCIAL STATEMENTS – CONTINUED
JUNE 30, 2013 AND 2012

Assets measured at fair value on a recurring basis as of June 30, 2012 are summarized as follows:

June 30, 2012

Description	Total Carrying Amount	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Money market funds	\$ 158,523	\$ 158,523	\$ -	\$ -
Mortgage backed securities:				
GNMA #2006	139,828	-	139,828	-
GNMA	294,076	-	294,076	-
Mutual funds:				
Fixed Income	1,324,818	1,324,818	-	-
Certificates of deposit	443,588	-	443,588	-
US government bonds:				
Federal Home Loan Bank	287,925	-	287,925	-
Federal National Mtg Assn	250,850	-	250,850	-
Corporate bonds	1,976,922	-	1,976,922	-
Notes receivable	2,311,846	-	-	2,311,846
	<u>\$ 7,188,376</u>	<u>\$ 1,483,341</u>	<u>\$ 3,393,189</u>	<u>\$ 2,311,846</u>

EXPANSION FUND OF THE DIOCESE OF BISMARCK
NOTES TO THE FINANCIAL STATEMENTS – CONTINUED
JUNE 30, 2013 AND 2012

The following table sets forth a summary of changes in the fair value of the Fund's level 3 assets for the years ended June 30, 2013 and 2012. The only investment within level three is the notes receivable.

	<u>2013</u>	<u>2012</u>
Beginning balance, July 1	\$ 2,311,846	362,649
Total gains (losses) (realized/unrealized)	-	-
Purchases	-	-
Sales	-	-
Issuance	-	2,110,000
Settlements	(767,464)	(160,803)
Transfers in and/or out of Level 3	-	-
	<u> </u>	<u> </u>
Ending balance, June 30	<u>\$ 1,544,382</u>	<u>\$ 2,311,846</u>

Quantitative Information about Significant Unobservable Inputs Used In Level 3 Fair Value Measurements

The following table represents the Fund's level 3 financial instruments, the valuation techniques used to measure the fair value of those financial instruments, and the significant unobservable inputs and the ranges of values for those inputs.

<u>Instrument</u>	<u>Fair Value</u>	<u>Principle Valuation Technique</u>	<u>Unobservable Inputs</u>	<u>Range of Significant Input Values</u>	<u>Weighted Average</u>
Notes Receivable	\$ 1,544,382	Discounted Cash Flow	Discount Rate	3.4% - 3.63%	3.60%

EXPANSION FUND OF THE DIOCESE OF BISMARCK
NOTES TO THE FINANCIAL STATEMENTS – CONTINUED
JUNE 30, 2013 AND 2012

NOTE 5 NOTES PAYABLE

Notes payable at June 30, 2013 and 2012, consist of the following:

<u>Payor</u>	<u>Interest Rate</u>	<u>Maturity Date</u>	<u>2013 Maturity Balance</u>	<u>2012 Maturity Balance</u>	<u>Security</u>
Parishes	.10%-4.34%	Demand	\$ 7,307,246	\$ 5,408,738	Unsecured
Priests and individuals	.10%-5.00%	Demand	<u>1,096,045</u>	<u>1,067,717</u>	Unsecured
Total notes payable			<u><u>\$ 8,403,291</u></u>	<u><u>\$ 6,476,455</u></u>	

NOTE 6 RELATED PARTY

The Expansion Fund of the Diocese of Bismarck is affiliated with the Diocese of Bismarck through some common Boards of Director members. The Fund provides a lending and depository function for the parishes and related entities of the Diocese of Bismarck. At June 30, 2013 and 2012, the Fund has \$100,000 due to the Diocese of Bismarck.

The Diocese of Bismarck has entered into a management agreement with the Expansion Fund of the Diocese of Bismarck to provide technical and professional services at an annual rate of \$37,800. Expenses under this agreement are included in other expenses totaling \$37,800 for each of the years ended June 30, 2013 and 2012.

NOTE 7 CONCENTRATION OF CREDIT RISK

The Fund's cash balances are maintained in a bank deposit account. Periodically, the Fund has deposits that are in excess of federally insured limits on a temporary basis. As of June 30, 2013 the Fund had no deposits in excess of federally insured limits.

Notes receivable as of June 30, 2013 and 2012 are due from Catholic parishes and associated individuals located in western North Dakota.

NOTE 8 ACCOUNTING FOR UNCERTAINTY IN INCOME TAXES

It is the opinion of management that the Fund has no significant uncertain tax positions that would be subject to change upon examination.

EXPANSION FUND OF THE DIOCESE OF BISMARCK
NOTES TO THE FINANCIAL STATEMENTS – CONTINUED
JUNE 30, 2013 AND 2012

NOTE 9 COMMITMENTS

As of June 30, 2013 the Fund had approved of loan requests to three parishes totaling \$1,650,000 that had not been funded as of June 30, 2013.

NOTE 10 SUBSEQUENT EVENTS

No significant events occurred subsequent to the Fund's year end. Subsequent events have been evaluated through March 19, 2014, which is the date these financial statements were available to be issued.