SPRING CREEK HOMEOWNERS' ASSOCIATION

FINANCIAL STATEMENTS AND AUDITOR'S REPORT WITH SUPPLEMENTAL INFORMATION

FOR THE YEAR ENDED DECEMBER 31, 2010 WITH UNAUDITED COMPARATIVE TOTALS FOR THE YEAR ENDED DECEMBER 31, 2009

Thompson, Palmer & Associates, PC

CERTIFIED PUBLIC ACCOUNTANTS

PO BOX 4158 JACKSON, WY 83001

FAX (307) 739-1415

(307)733-5160 275 E BROADWAY

INDEPENDENT AUDITORS' REPORT

July 21, 2011

To the Board of Directors
Spring Creek Homeowners' Association
Jackson, Wyoming

We have audited the accompanying balance sheet of Spring Creek Homeowners' Association as of December 31, 2010, and the related statements of revenues, expenses and changes in fund balances and cash flows for the year then ended. These financial statements are the responsibility of the management of Spring Creek Homeowners' Association. 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 of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides 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 Spring Creek Homeowners' Association as of December 31, 2010, and the results of its operations and its cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

Our audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental information on page nine is presented for purposes of additional analysis and is not a required part of the basic financial statements. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

The 2009 financial statements were reviewed by us and our report dated June 15, 2010 stated we were not aware of any material modifications that should be made to those statements for them to be in conformity with generally accepted accounting principles. However, a review is substantially less in scope than an audit and does not provide a basis for the expression of an opinion of the financial statements taken as a whole.

Board of Directors Spring Creek Homeowners' Association Page 2

The accompanying financial statements and our independent auditors' report are for the purpose of internal use by Spring Creek Homeowners' Association and should not be used or relied upon by any other party for any purpose. Additional users of these financial statements and independent auditors' report are hereby advised that the liability of Thompson Palmer and Associates PC, to third party users who use or rely on this information, may be limited pursuant to 1995 Wyoming Sessions Laws, Chapter 155 creating Wyoming statutes §33-3-201.

Thompson, Palmer and Associates, PC

SPRING CREEK HOMEOWNERS' ASSOCIATION FINANCIAL STATEMENTS AND SUPPLEMENTAL INFORMATION DECEMBER 31, 2010 WITH COMPARATIVE TOTALS AS OF DECEMBER 31, 2009 (UNAUDITED)

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SPRING CREEK HOMEOWNERS' ASSOCIATION BALANCE SHEET DECEMBER 31, 2010 WITH COMPARATIVE TOTALS AS OF DECEMBER 31, 2009 (UNAUDITED)

	C	Operating Replacement			Totals			
		Fund		Fund		2010	20	009 Unaudited
ASSETS								
Cash, including interest-bearing deposits	\$	312,802	\$	_	\$	312,802	\$	222,179
Investments – Cash (Note #3)	Ψ	-	Ψ	107,948	Ψ	107,948	Ψ	107,339
Investments – Securities (Note #3)		_		1,829,345		1,829,345		1,624,213
Investments – Accrued Interest (Note #3)		_		-		-		1,275
Assessments receivable (Note #2)		106,367		-		106,367		185,457
Prepaid income tax		3,742		-		3.742		83
Prepaid expenses		2,384		-		2,384		67,103
Due from operating fund		-		36,350		36,350		40,280
Due to replacement fund	(36,350)		· -	(36,350)	(40,280)
Inventory (Note #2)	•	20,828		-	,	20,828	,	24,436
Other receivables		600		-		600		600
Total assets	\$	410,373	\$	1,973,643	\$	2,384,016	\$	2,232,685
LIABILITIES AND FUND BALANCES								
Accounts payable	\$	53,781	\$	_	\$	53,781	\$	25,402
Advanced homeowner assessments	Ψ	146,595	Ψ	_	Ψ	146,595	Ψ	172,973
Homeowner construction deposits		42,925		_		42,925		38,045
Other accruals		-2,520		_		-2,520		94,778
Total liabilities	_	243,301		-		243,301		331,198
Fund balances		167,072		1,973,643	:	2,140,715		1,901,487
Total liabilities and fund balances	\$	410,373	\$	1,973,643	\$	2,384,016	\$	2,232,685

SPRING CREEK HOMEOWNERS' ASSOCIATION STATEMENT OF REVENUES, EXPENSES AND CHANGES IN FUND BALANCES FOR THE YEAR ENDED DECEMBER 31, 2010 WITH COMPARATIVE TOTALS FOR THE YEAR ENDED DECEMBER 31, 2009 (UNAUDITED)

	Operating	Replacement	Totals			
	Fund	Fund	2010	2009 Unaudited		
REVENUES Assessments Interest income Other income Total revenues	\$ 968,465 6,587 1,580 976,632	\$ 191,408 49,291 	\$ 1,159,873 55,878 1,580 1,217,331	\$ 1,150,881 47,741 1,068 1,199,690		
EXPENSES Operating expenses - Schedule I Replacement other - Schedule I Total expenses	937,940 937,940	- <u>198,747</u> 198,747	937,940 198,747 1,136,687	863,627 251,658 1,115,285		
Excess (deficiency) of revenues over operating expenses	38,692	41,952	80,644	84,405		
OTHER REVENUE (EXPENSE) Gain (Loss) on sale of assets Net unrealized and realized gains on securities Total other revenue (expense)	<u>-</u>	- <u>158,584</u> 158,584	- <u>158,584</u> 158,584	5,000 193,264 198,264		
Excess (deficiency) of revenues over expenses	38,692	200,536	239,228	282,669		
Fund Balance – Beginning of year Capital withdrawal	128,380	1,773,107 -	1,901,487 -	1,618,818		
Fund Balance – End of year	\$ 167,072	\$ 1,973,643	\$ 2,140,715	\$ 1,901,487		

SPRING CREEK HOMEOWNERS' ASSOCIATION STATEMENT OF CASH FLOWS FOR THE YEAR ENDED DECEMBER 31, 2010 WITH COMPARATIVE TOTALS FOR THE YEAR ENDED DECEMBER 31, 2009 (UNAUDITED)

	Operating		Replacement		Totals			
		Fund		Fund _	2010		20	09 Unaudited
CASH FLOWS FROM OPERATING ACTIVITIES								
Excess (deficiency) of revenues								
over operating expenses	\$	38,692	\$	41,952	\$	80,644	\$	84,405
over operating expenses	Ψ	00,002	Ψ	+1,002	Ψ	00,044	Ψ	04,400
Adjustments to reconcile excess (deficiency) of	of rev	enues over						
operating expenses to net cash provided by								
(Increase) decrease	-	g						
Investments – accrued interest		_		1,275		1,275		1,486
Assessments receivable		79,090		-		79,090	(48,981)
Prepaid income tax	(3,659)		_	(3,659)	(576
Prepaid expenses	(64,719		_	(64,719	(67,103)
Inventory		3,608		_		3,608	7	449)
Other receivables		-		_		-	(20,438
Increase (decrease)								20,400
Accounts payable		28,379		_		28,379	1	65,036)
Advanced homeowner assessments	1	26,379		-	1	26,378)	(11,668)
Homeowner construction deposits	(4,880		-	(4,880	(7,866)
•	,			-	,		(
Other accruals	(94,778)			(94,778)		<u>1,500</u>
Net cash provided (used) by operating activities		94,553		43,227		137,780	(92,698)
CASH FLOWS FROM INVESTING ACTIVITIES								
Proceeds from sale of assets								F 000
		-		- 521 520		- 521 520		5,000
Proceeds from securities		-	,	521,530	,	521,530	,	241,393
Securities purchased		-	(568,078)	(568,078)	(379,090)
Proceeds from certificate of deposits redeems	eu	-		-		-	,	303,000
Certificates of deposits purchased							(_	<u>31,000</u>)
Net cash provided (used) by investing activities		-	(46,548)	(46,548)		139,303
CACH ELOWE EDOM EMANCINE ACTIVITIES								
CASH FLOWS FROM FINANCING ACTIVITIES	,	2 020\		2.020				
Inter-fund transfers	(3,930)	-	3,930	-	<u> </u>		
Net cash provided (used) by financing activities	(3,930)		3,930		-		-
NET INCREASE (DECREASE) IN CASH		90,623		609		91,232		46,605
NET INCREASE (BEOREASE) IN CASIT		30,023		003		31,232		40,000
CASH AT BEGINNING OF YEAR		222,179		107,339		329,518		282,913
CASH AT END OF YEAR	\$	312,802	\$	107,948	\$	420,750	\$	329,518
- · · · ·	*	,	*		*		*	-,
OURDI EMENTAL DIGOLOGUES								
SUPPLEMENTAL DISCLOSURE					•	0.000	•	5 504
Income taxes paid					\$	6,360	\$	5,501

See accompanying notes and accountants' report.

NOTE #1 - NATURE OF ORGANIZATION

Spring Creek Homeowners' Association is a non-profit association incorporated September 8, 1982, in the State of Wyoming. The Association is responsible for the insurance, operations and maintenance of the common facilities at Spring Creek Ranch, located in Teton County, Wyoming. Property or "Unit" owners, within Spring Creek Ranch, are members of the Association. Unit owners may also be members of subsidiary associations for particular subdivisions. The Association is governed by articles of incorporation, by-laws and declaration of covenants, conditions and restrictions.

NOTE #2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Fund accounting

The financial statements are presented on the accrual basis. To ensure observance of limitations and restrictions on the use of financial resources, the Association maintains its accounts using fund accounting. Financial resources are classified for accounting and reporting purposes in the following funds, established according to their nature and purpose:

Operating fund - Used to account for financial resources available for the general operations of the Association.

Replacement fund - Used to accumulate financial resources designated for future major repairs and replacements.

Assessments receivable

The Association levies monthly assessments upon its members to pay operating costs and fund major repairs and replacements. The Association may file liens and take legal action against any member whose monthly payments are delinquent. Management anticipates all assessments receivable to be collectible, whether in the normal course of business or forced by lien at the transfer of property, and no allowance for doubtful accounts is considered necessary. As of December 31, 2010 and 2009 assessments receivable are \$106,367 and \$185,457 respectively.

Inventories - firewood

Firewood inventories are stated at cost. Cost is determined using the first-in, first-out method of accounting. As of December 31, 2010 and 2009 inventories are \$20,828 and \$24,436 respectively.

NOTE #2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Property and equipment

The infrastructure, including roads, utilities, and related buildings, within the Association boundaries are property of the Spring Creek Improvement and Service District (SCISD). Under agreement, the Association manages and maintains this infrastructure with the ability to request reimbursement from the SCISD for any major expenditures. Association expenditures to maintain these assets will be expensed as incurred.

The Association also maintains the common area and exterior of the Harvest Dance and Spirit Dance subdivisions. Association expenditures to maintain these assets are expensed as incurred, and charged to the respective subdivision's operating or reserve funds.

Expenditures for new asset acquisitions may be capitalized if significant.

Insurance

It is the responsibility of the Association to provide liability and property damage insurance coverage for the common elements, including certain building exteriors, and the limited common elements of the project. Costs of the insurance are charged to the owners and prorated among the owners as set forth in the declarations. The building policy and earthquake coverage amounts are as follows:

	2010	2009
Building policy	\$ 400,000,000	27,279,219
Earthquake	\$ 75,000,000	27,279,219

Statement of cash flows

Cash equivalents include all highly liquid debt instruments purchased with a maturity of three months or less.

Accounting estimates

The preparation of financial statements require management to make estimates that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of additions and deductions during the reporting period. Actual amounts may differ from estimates.

Comparative information

The financial statements include certain prior-year summarized comparative information in total. Such information does not include sufficient detail to constitute a presentation in conformity with generally accepted accounting principles. Accordingly, such information should be read in conjunction with the organization's financial statements for the year ended December 31, 2009, from which the summarized information was derived. The 2009 information is unaudited.

NOTE #3 - INVESTMENTS - FAIR VALUE

The Association conforms to generally accepted accounting principles, which require debt securities that are classified as available for sale to be recorded at "fair value" on the financial statements.

		Certificates		Accrued	To	tals
	Cash	of Deposits	Securities	Interest	2010	2009
Beginning balance - fair value Net cash in/out Realized earnings (losses) Unrealized gains (losses)	\$ 107,33 (49,95 50,56	7)	\$ 1,624,213 46,548 (3,966) 162,550	(1,275)	\$ 1,732,827 (4,684) 46,600 162,550	\$ 1,592,109 (99,587) (36,861) <u>277,166</u>
Ending balance - fair value	\$ 107,94	8	\$ 1,829,345	<u>\$ -</u>	\$ 1,937,293	<u>\$ 1,732,827</u>

Net unrealized and realized gain on securities is as follows:

Unrealized gain (loss)	\$	162,550	\$	277,166
Realized gain (loss)	_(_	3,966)	(83,902)
Net unrealized and realized gain on securities	\$	158.584	\$	193.264

NOTE #4 - INCOME TAXES

The Association is taxed as a regular corporation. As a regular corporation, membership income is exempt from taxation, if certain elections are made; and the Association is taxed only on its non-membership income, such as interest earnings, at regular Federal tax rates, i.e. 15% on the first \$50,000. Income tax expense in 2010 and 2009 are \$2,380 and \$5,501 respectively.

NOTE #5 - COMMITMENTS AND CONTINGENCIES

Future major repairs and replacements

The Association has budgeted for funds to be accumulated to offset costs of future major repairs and replacements. The association seeks to accumulate fifty percent of the replacement costs over the useful lives of the Project Common facilities, and to accumulate funds for specific repairs and maintenance of the Spirit Dance and Harvest Dance sites.

The replacement funds totaling \$1,973,643 consist of cash, including interest bearing monies of \$107,948, tax and tax-exempt investments, including accrued interest of \$1,829,345, and an interfund receivable of \$36,350 as of December 31, 2010. The fund is generally not available for operating purposes. It is the Associations' policy to retain the interest earned on such funds in the reserve fund for future major repairs and replacements.

During July 2000, the Association conducted a study to estimate the remaining useful lives and replacement costs of the Project Common and Site Common (Spirit Dance and Harvest Dance) property components including the water and sewer system. The replacement cost values were updated in April, 2005. The Association is funding for such major repairs and replacements as follows:

	20	10	2009
Replacement fund			
Assessments – Project Common	\$ 69	9,918	\$ 70,026
Assessments – Spirit Dance	6	3,685	62,430
Assessments – Harvest Dance	5	7,806	56,667
	\$ 19	1,409	\$ 189,123

Amounts accumulated in the replacement fund may not be adequate to meet future needs. However, if additional funds are needed, the Board of Directors of the Association has the right to increase regular assessments; and the Association has the right, subject to member approval, to levy emergency assessments, to levy special assessments, or to borrow. The Association may delay major repairs and replacements until funds are available.

Litigation

On July 10, 2006 a homeowner brought suit against the Association challenging the actions of the Architectural Committee and the Board of Directors related to the disapproval of the plans for the plaintiff's home. Tips Up LLC v Spring Creek Homeowners Association, Spring Creek Architectural Committee, Does 1-20, CA 13958; Plaintiff asks for declaratory and injunctive relief and damages in the minimum sum of \$100,000 plus court costs and attorney fees. The Association's insurance company defended the Association. On July 12, 2010, the suit was settled.

Litigation (continued)

On May 7, 2010 a homeowner brought suit against the Association and a neighboring homeowner, challenging that the Architectural Committee inappropriately approved an addition on a neighboring Spirit Dance unit, that the Association has failed to enforce the Declaration of Covenants, Conditions and Restrictions (CC&Rs) of the Association and that the co-defendant homeowner, despite express written notification objecting to the addition, proceeded with construction and expansion activities. JLC Development, LLC v Spring Creek Homeowners Association and Christopher and Ann-Marie Ballard, CA 15394 asks for enforcement of the CC&Rs requiring the removal of the expansion and improvements, and the sum of \$400,000 plus costs and attorney's fees. The Association's insurance company is defending the Association as specified in the Association's policies. The insurance company's obligations to the Association under the Association's policy are subject to rights of reservation. Coverage may be withdrawn at a later date if it is determined subsequently that no coverage exists for this matter under the policy, and that the insurance company has the right to seek reimbursement for its defense costs incurred in relation to the non-covered claims or causes of action. The suit is continuing. The Association's insurance company is continuing to defend the Association. In June 2011, the civil action seeking removal of the expansion and improvements was dismissed. No trial date has been scheduled for the monetary claim.

SUPPLEMENTAL INFORMATION

SPRING CREEK HOMEOWNERS' ASSOCIATION SUPPORTING SCHEDULE I FOR THE YEAR ENDED DECEMBER 31, 2010 WITH COMPARATIVE TOTALS FOR THE YEAR ENDED DECEMBER 31, 2009 (UNAUDITED)

		2010	<u>20</u>	009Unaudited
OPERATING EXPENSES				
Administration and accounting	\$	75,014	\$	76,064
Security	Ψ	100,840	Ψ	100,840
Maintenance		72,019		64,713
Accounting fees		4,480		5,000
Credit card commissions & discounts		16,074		15,667
Directors expense		9,819		3,000
Easement		6,500		6,500
Environmental	(2,592)		6,353
Firewood	`	42,070		35,476
Income tax		2,618		6,048
Insurance		39,798		41,958
Legal		22,649		18,276
Management fees		35,760		35,760
Other operating expenses and supplies		10,222		6,831
Penalties and interest		-		29
Promotion – airlines		36,480		-
Property taxes		5,635		5,704
Recreational facilities		72,571		67,436
Repairs and maintenance		,		01,100
Building		_		1,568
Landscaping		24,869		7,371
Roads and paths		145,397		157,422
Trash removal		15,876		14,645
Telephone		37,152		33,024
Tractor		3,399		2,934
Transportation		54,902		52,013
Water and sewer		106,388		98,995
Total operating expenses	\$	937,940	\$	863,627
REPLACEMENT FUND EXPENSES				
Brokerage Fees	\$	309	\$	303
Foreign Taxes	,	390	•	257
Site Common – Harvest Dance		26,442		113,140
Site Common – Spirit Dance		74,992		18,888
Project Common		96,614		119,070
•				
Total replacement fund expenses	<u>\$</u>	198,747	\$	<u>251,658</u>
See accountants' report.				

See accountants' report.

SPRING CREEK HOMEOWNERS' ASSOCIATION SCHEDULE OF OPERATING FUND REVENUES AND EXPENSES - BUDGET AND ACTUAL FOR THE YEAR ENDED DECEMBER 31, 2010 WITH COMPARATIVE TOTALS FOR THE YEAR ENDED DECEMBER 31, 2009 (UNAUDITED)

	2010					2009(Unaudited		
		Budget		Actual	Fa	ariance ivorable favorable)		Actual
REVENUES	Φ.	000 470	•	000 405	Φ.	۵)	•	004 750
Assessments	\$	968,473	\$	968,465	\$(8)	\$	961,758
Interest income		-		6,587		6,587		760
Other		<u> </u>		1,580		1,580		1,068
		968,473		976,632		8,159		963,586
OPERATING EXPENSES								
Administration and accounting		74,264		75,014	(750)		76,064
Security		105,240		100,840	`	4,400		100,840
Maintenance		80,600		72,019		8,581		64,713
Accounting		3,500		4,480	(980)		5,000
Credit card commissions		16,300		16,074	`	226		15,667
Director's expense		5,580		9,819	(4,239)		3,000
Easement		50,080		18,480	`	31,600		6,500
Environmental		12,000	(2,592)		14,592		6,353
Firewood		51,240	`	42,070		9,170		35,476
Income tax		9,088		2,618		6,470		6,048
Insurance		53,053		39,798		13,255		41,958
Legal fees		12,000		22,649	(10,649)		18,276
Management fees		35,760		35,760	(-		35,760
Office expenses		2,000		186		1,814		164
Other office expenses		7,175		10,036	(2,861)		6,667
Penalties and interest		-		-	(2,001)		29
Promotion – Airlines		_		24,500	1	24,500)		-
Property taxes		5,368		5,635	,	24,300)		5,704
Recreational facilities		61,415		72,571	,	11,156)		67,436
Repair and maintenance		01,413		72,571	(11,130)		07,430
Building		_		_		_		1,568
Landscaping		2,200		24,869	(22,669)		7,371
Roads and paths		152,276		145,397	(6,879		157,422
Trash removal		132,276		15,876	1	3,381)		14,645
Telephone		37,152		37,152	(3,301)		33,024
Tractor					1	399)		
Transportation		3,000		3,399	(399)		2,934 52,013
		54,902		54,902		- 45 205		
Water and sewer		121,783		106,388		15,395		98,995
Evenes of energing fined revenues		968,471		937,940		30,531		863,627
Excess of operating fund revenues	Φ./	٥١	Φ	20,000	Φ	20,000	φ	00.050
over (under) operating fund expenses	\$(2)	\$	38,692	\$	38,690	\$	99,959

See accountants' report.

SPRING CREEK HOMEOWNERS' ASSOCIATION SUPPLEMENTAL INFORMATION ON FUTURE MAJOR REPAIRS AND REPLACEMENTS (COMPILED) DECEMBER 31, 2010

The Associations' Board of Directors conducted a study in July 2000 to estimate the remaining useful lives and the replacement costs to the components of Project Common and Site Common (Spirit Dance and Harvest Dance) property. The estimates were tabulated by the study committee who inventoried and inspected the property. Replacement costs were based on the estimated costs to repair or replace the common and site property components at the date of the study. In April 2005, an engineering firm updated the inventory of property, and the repair or replacement costs. The estimated current replacement cost reflects the revised 2005 study as the basis plus an allowance for inflation.

The following information is based on the revised study and presents significant information about the components of common and site property.

	Estimated Remaining Useful Life Years	Estimated Current Replacement Cost	Fiscal Year 2010 Budget Allocation	Percent of Total Budget Allocation
Project common components Equipment, water, sewer and common Sub-total	2 – 54	<u>\$12,938,221</u> 12,938,221	\$ 69,918 69,918	<u>36.5%</u> 36.5%
Site common components Spirit Dance Subdivision Harvest Dance Subdivision Sub-total	0 – 17 2 – 20	3,159,161 1,805,487 4,964,648	63,685 <u>57,806</u> 121,491	33.3% 30.2% 63.5%
Total		\$17,902,869	\$ 191,409	100.0%

SPRING CREEK HOMEOWNERS' ASSOCIATION SUPPLEMENTAL INFORMATION ON FUTURE MAJOR REPAIRS AND REPLACEMENTS DECEMBER 31, 2010

	Beginning Balance		Sources (Uses) Fund Earnings Gain (Loss)							
	2010	Assessments	Expenses	Realized	<u>Unrealized</u>	2010				
Project Common	\$ 824,002	\$ 69,922	\$(96,614)	\$ 20,441	\$ 74,456	\$ 892,207				
Site (subdivision)										
Spirit Dance Major repairs	479,601	63,684	(74,992)	11,951	43,531	523,775				
Harvest Dance Major repairs	466,933	57,802	(26,442)	12,169	44,327	554,789				
Sun Dance * Major repairs	2,571	-	-	65	236	2,872				
Sub-total	949,105	121,486	(101,434)	24,185	88,094	1,084,044				
Total reserve fund	\$1,773,107	\$ 191,408	<u>\$(198,048</u>)	\$ 44,626	\$ 162,550	\$1,973,643				

^{*} The association is not responsible for major repairs within the Sun Dance subdivision.