ALTO LAKES GOLF AND COUNTRY CLUB, INC. FINANCIAL STATEMENTS MARCH 31, 2010 AND 2009

Evan Henghell

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ALTO LAKES GOLF AND COUNTRY CLUB, INC. OFFICERS AND DIRECTORS March 31, 2010

PRESIDENT Joe Watson
VICE-PRESIDENT Denton DeWitt
TREASURER Robert Allen
SECRETARY Lori McKnight
DIRECTOR Mike O'Leary
DIRECTOR Mike DiSanto
DIRECTOR David Cecil
DIRECTOR Jerry Ballard
DIRECTOR Ted Fisher

RONNIE L. HEMPHILL, P.C. Certified Public Accountants

Board of Directors Alto Lakes Golf and Country Club, Inc. Alto, New Mexico

We have audited the accompanying balance sheets of Alto Lakes Golf and Country Club, Inc. as of March 31, 2010 and 2009 and the related statements of activity and changes in members' equity and cash flow for the years then ended. These financial statements are the responsibility of the Club's management. 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 Alto Lakes Golf and Country Club, Inc. as of March 31, 2010 and 2009, and the results of its activity and its cash flow for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The accompanying supplementary information on pages 11 to 19 is presented for purposes of additional analysis and is not a required part of the basic financial statements of Alto Lakes Golf and Country Club, Inc. Such information has been subjected to the auditing procedures applied in the audits 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.

May 25, 2010

Form LIS flill, CAA



ALTO LAKES GOLF AND COUNTRY CLUB, INC. BALANCE SHEETS March 31, 2010 and 2009

	2010		2009	
ASSETS CURRENT ASSETS Cash and cash equivalents Cash restricted for capital expenditures Accounts receivable Less: Allowance for doubtful accounts Merchandise inventory Prepaid expense Other receivables TOTAL CURRENT ASSETS		2,612,556 207,627 3,377,297 (20,664) 66,748 15,243 2,582 6,261,389	\$	2,263,241 205,214 3,321,371 (16,910) 53,659 43,563 266 5,870,404
LAND, BUILDINGS AND EQUIPMENT Less: Accumulated depreciation TOTAL LAND, BUILDINGS AND EQUIPMENT	(1,483,511 4,317,020) 7,166,491		11,183,993 (4,059,170) 7,124,823
OTHER ASSETS Water rights Liquor license Other intangible assets Less: Accumulated amortization TOTAL OTHER ASSETS TOTAL ASSETS	\$ 1	361,093 70,409 50,193 (20,946) 460,749 3,888,629	\$	361,093 70,409 50,193 (17,452) 464,243 13,459,470
CURRENT LIABILITIES Current portion of long-term debt (below) Accounts payable Accrued interest expense Deferred service charges payable Deferred gross receipts tax Other accrued expense and payables Accrued compensation Accrued payroll taxes Accrued property taxes Deposits TOTAL CURRENT LIABILITIES	\$	171,452 149,308 4,671 1,021 130,729 28,997 174,838 8,503 25,129 4,560 699,208	\$	161,491 164,394 3,505 5,000 127,391 22,107 166,822 25,027 17,441 3,930 697,108
LONG-TERM DEBT Notes payable Less: Current portion (above) TOTAL LONG-TERM DEBT		1,427,404 (171,452) 1,255,952		1,587,568 (161,491) 1,426,077
DEFERRED INCOME AND ASSESSMENTS MEMBERS' EQUITY TOTAL LIABILITIES AND MEMBERS' EQUITY	\$	2,982,795 8,950,674 13,888,629	\$	2,906,502 8,429,783 13,459,470

ALTO LAKES GOLF AND COUNTRY CLUB, INC. STATEMENTS OF ACTIVITY AND CHANGES IN MEMBERS' EQUITY Years Ended March 31, 2010 and 2009

	2010	2009
REVENUE Social dues Regular dues Golf department Food and beverage department Swim and tennis department Fitness department Cost events Membership transfer fees Plan submittal fees Gain (loss) on sale/disposition of assets Interest and dividend income Other income	\$ 1,423,176 946,788 521,544 1,260,261 819 857 72,224 444,500 2,935 (8,231) 102,597 72,396	\$ 1,317,550 873,952 547,675 1,335,983 1,138 751 - 328,000 2,755 (23,076) 90,706 45,656
TOTAL REVENUE	4,839,866	4,521,090
OPERATING EXPENSE Golf department Food and beverage department Swim and tennis department Grounds department expense General and administrative expenses House department expense Fitness department expense Cost events expense Interest expense	381,231 1,736,872 30,022 940,377 813,933 346,036 1,791 72,224 93,354	394,993 1,935,334 41,941 956,496 756,713 346,378 4,315
TOTAL OPERATING EXPENSE	4,415,840	4,537,785
EXCESS OF REVENUE OVER OPERATING EXPENSE	424,026	(16,695)
OTHER ITEMS Depreciation and amortization expense TOTAL OTHER ITEMS	(509,668) (509,668)	(498,582) (498,582)
EXCESS OF EXPENSES OVER REVENUE	(85,642)	(515,277)
MEMBERS' EQUITY, BEGINNING OF YEAR	8,429,783	8,345,649
MEMBERSHIP ASSESSMENTS	536,533	495,813
MEMBERSHIP SALES AND UPGRADES	70,000	71,516
PRIOR PERIOD ADJUSTMENT		32,082
MEMBERS' EQUITY, END OF YEAR	\$ 8,950,674	\$ 8,429,783

ALTO LAKES GOLF AND COUNTRY CLUB, INC. STATEMENTS OF CASH FLOW Years Ended March 31, 2010 and 2009

	 2010	2009
CASH FLOWS FROM OPERATING ACTIVITIES Excess of expenses over revenues	\$ (85,642)	\$ (515,277) <i>EE</i>
Noncash items included above: Depreciation (Gain) loss on sale of assets	509,668 8,231	498,582 23,076
(Increase) decrease in: Accounts receivable (net) Merchandise inventory Prepaid expense Other receivables Increase (decrease) in:	(2,316)	(266,293) 3,312 (21,325) 882,829
Accounts payable Accrued expenses and deferred charges Deposits Deferred dues	(15,086) 6,595 630 76,293	22,676 14,100 (5,115) 219,793
NET CASH USED BY OPERATING ACTIVITIES	 461,432	856,358
CASH FLOWS FROM INVESTING ACTIVITIES Purchase of land, buildings and equipment Sale of assets	(557,073) 1,000	(589,633)
NET CASH USED BY INVESTING ACTIVITIES	 (556,073)	(589,633)
CASH FLOWS FROM FINANCING ACTIVITIES Membership sales and upgrades Membership assessments Long-term debt reduction	 70,000 536,533 (160,164)	71,516 495,813 (155,931)
NET CASH PROVIDED BY FINANCING ACTIVITIES	 446,369	411,398
NET INCREASE (DECREASE) IN CASH	351,728	678,123
CASH, BEGINNING OF YEAR	 2,468,455	1,790,332
CASH, END OF YEAR	\$ 2,820,183	\$ 2,468,455
SUPPLEMENTAL DISCLOSURES Interest expense	\$ 93,354	\$ 101,615

ALTO LAKES GOLF AND COUNTRY CLUB, INC. NOTES TO FINANCIAL STATEMENTS
Years Ended March 31, 2010 and 2009

NOTE A - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Operations

Alto Lakes Golf and Country Club, Inc. (the Club) operates a golf country club in Lincoln County, New Mexico. In addition to golf course facilities, the Club also operates a restaurant and provides architectural control services for the benefits of its members.

Basis of Accounting

The financial statements of the Club have been prepared on the accrual basis. The significant accounting policies followed are described below to enhance the usefulness of the financial statements to the reader.

Land, Buildings and Equipment

Land, buildings and equipment are reflected at cost for those items acquired after the membership took control of the Club in 1981. Assets transferred to the Club from the developer in 1981 are recorded at the values assigned to the various asset types received at that time. Buildings and equipment are depreciated over their estimated useful lives using the straight line method. When assets are sold or retired, the cost and related accumulated depreciation are removed from the accounts, and any resulting gain or loss is included in the respective departmental income. Construction in progress on various projects at the end of the fiscal year is also included in these amounts.

Income Taxes

The Club was originally formed and operated as an Internal Revenue Code Section 501(C)(7) organization, exempt from income tax on its dues and departmental incomes. In January of 1990, the Club's operations and financial records were examined by the Internal Revenue Service. Per a March 26, 1990 letter from the agent conducting the examination, the Internal Revenue Service revoked the exempt status of the Club retroactive to December 27, 1985. The revocation results from the Club engaging in activities of covenant enforcement, architectural control and other functions similar to those of a homeowners' association and not allowable by an exempt social club.

As of March 31, 2010 and 2009, the Club has losses of \$3,762,211 and \$3,604,458 available as an offset to future member and non-member taxable income, respectively. Such losses begin to expire in the year 2012 if not used. These loss carryovers equate to a combined estimated deferred tax asset of \$744,918, which is not reflected on the balance sheet due to the fact that this tax asset is not expected to be realized.

Revenue Recognition

Income from membership dues is recognized over the period to which the dues relate. Dues billed at year end for future periods are reflected on the balance sheet as deferred dues income.

Cash and Cash Equivalents

For purposes of the statement of cash flows, the Club considers certificates of deposits with a maturity of twelve months or less to be cash equivalents instead of the generally accepted accounting principle of maturities of three months or less to be cash equivalents. This departure from generally accepted accounting principles does not materially affect these financial statements.

Inventory

Merchandise inventory is reflected at last cost.

ALTO LAKES GOLF AND COUNTRY CLUB, INC. NOTES TO FINANCIAL STATEMENTS -- CONTINUED Years Ended March 31, 2010 and 2009

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

NOTE B - CASH AND CERTIFICATES OF DEPOSIT

Cash consist of the following:	0010	
Demand Accounts: Compass Bank Compass Bank Compass Bank City Bank City Bank City Bank City Bank City Bank City Bank	2010 \$ 197,979 15,351 9,976 45,033 91,165 500	\$ 4,470 7,406 507 -0- -0-
Compass Bank City Bank NM Cash on hand	207,627 2,251,836 716 \$2,820,183	205,214 2,250,158
Reflected in the financial statements as follows: Cash and cash equivalents Cash restricted for capital expenditures	\$2,612,556 207,627	\$2,263,241 205,214
NOTE C - LAND, BUILDINGS AND EQUIPMENT		
Land, buildings and equipment consist of the following: Land Paving and grounds improvements Club buildings Furniture, fixtures and equipment Carts and pro shop fixtures and equipment Machinery and equipment Office furniture and equipment Fitness room equipment Swim and tennis furniture and equipment Less accumulated depreciation	2010 \$ 896,635 2,316,298 6,204,347 753,204 281,018 716,127 138,628 27,413 149,841 11,483,511 (4,317,020) \$ 7,166,491	2009 \$ 887,324 2,257,442 6,101,511 763,366 282,204 599,140 135,777 48,549 108,680 11,183,993 (4,059,170) \$7,124,823
NOTE D - LONG-TERM DEBT - NOTES PAYABLE	<u>2010</u>	<u>2009</u>
Long-term notes payable consist of the following:		
Note payable to City Bank New Mexico, payable \$21,669 per month, including variable interest, currently 6.0%, maturity date is February 18, 2017, secured by a mortgage on Club real estate and personal property	1,427,404	1,587,568
Less amount due within one year	<u>(171,452)</u> <u>\$1,255,952</u>	(161,491) \$ 1,426,077

ALTO LAKES GOLF AND COUNTRY CLUB, INC. NOTES TO FINANCIAL STATEMENTS -- Continued Years Ended March 31, 2010 and 2009

NOTE D - LONG-TERM DEBT - NOTES PAYABLE -- Continued

Maturities of long-term notes payable are as follows:

Year Ended	
March 31	<u>Amount</u>
2011	\$ 171,452
2012	182,026
2013	193,252
2014	205,173
2015	217,827
Thereafter	457,674
,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	\$ 1,427,404

NOTE E - ALLOWANCE FOR DOUBTFUL ACCOUNTS

Trade accounts receivable are recorded net of an allowance for expected losses. During the current year, the allowance for doubtful accounts has been decreased for known bad debt amounts and increased for accounts that management believes to be uncollectible.

NOTE F - RISK MANAGEMENT

The Club is exposed to various risks of losses related to torts; theft of, damage to, and destruction of assets; errors and omissions; injuries to employees; and natural disasters. The Club has obtained insurance through various commercial carriers to minimize any potential loss. The insurance premiums are based on revenues and payroll expenditures, and are not directly related to claims filed.

NOTE G - CONCENTRATIONS OF CREDIT RISK

During the year ended March 31, 2009, the Club's bank accounts exceeded FDIC insured amounts by varying amounts at two local banks. At March 31, 2009, the amounts in excess of FDIC insured amounts were \$2,000,307 at City Bank, and \$32,105 at Compass Bank. However, excess deposits at City Bank were covered by an excess deposit insurance bond in the amount of \$2,115,000 for 2009. For the year ended March 31, 2010, all accounts were fully insured.

NOTE H - DEFINED CONTRIBUTION PLAN

On October 19, 1996, the Board of Directors approved the adoption of a defined contribution plan. The plan consists of a profit sharing plan funded at the discretion of the Club and a 401K salary deferral plan. The Club matches employee 401K contributions by contributing 25 cents for every dollar contributed by employees, but only on the first 3% of compensation contributed. Eligible employees must be at least 21 and have completed 12 months of service of at least 1,000 hours. For the years ended March 31, 2010 and 2009, the Club funded this plan with \$9,278 and \$9,854, respectively, which was allocated among the 22 employees in 2010 and 20 employees in 2009, who were eligible to participate.

NOTE I - OPERATING LEASES

The Club leases copiers and a postage machine on long term lease contracts. Future minimum lease payments due over the remaining terms of the leases are:

Years ending March 31,	2011 2012 2013	22,700 22,700
Total minimum payments		\$ <u>47,292</u>

Equipment rental expense for the years ended March 31, 2010 and 2009 were \$41,460 and \$43,912 respectively.

ALTO LAKES GOLF AND COUNTRY CLUB, INC. NOTES TO FINANCIAL STATEMENTS -- Continued Years Ended March 31, 2010 and 2009

NOTE J - SUBSEQUENT EVENT

On March 13, 2010, the membership approved a lease to own agreement for the Club to acquire the Outlaw golf course. In May of 2010, the Board of Directors approved the lease document and it was signed by officers of the Club. The acquisition of this golf course will increase operating expenses substantially. This increase in expenditures will be funded by operating revenues generated by the Outlaw golf course and an increase in dues to regular (golf) members.

SUPPLEMENTARY INFORMATION

ALTO LAKES GOLF AND COUNTRY CLUB, INC. SCHEDULE OF GOLF DEPARTMENT INCOME Years Ended March 31, 2010 and 2009

	2010	2009	
INCOME Green fees Cart rental Private cart fees Private cart repair fees Pro shop lease Other TOTAL INCOME	\$ 200,532 179,015 110,468 28,329 3,000 200 521,544	\$ 214,137 185,390 111,689 33,527 3,000 (68) 547,675	
EXPENSES Labor Employee group insurance Employee meals Payroll taxes Education and training Retirement account funding Driving range Dues and subscriptions Equipment repairs Private cart repairs Laundry Printing Services purchased Supplies Telephone Travel Miscellaneous TOTAL EXPENSES	268,575 14,053 7,866 27,298 58 1,030 7,958 1,448 3,015 26,469 1,398 1,388 6,000 11,464 720 2,491	277,050 12,140 8,116 25,921 1,610 930 8,343 1,418 2,881 30,608 761 2,244 6,000 13,414 2,811 746 394,993	
NET INCOME	\$ 140,313	\$ 152,682	

ALTO LAKES GOLF AND COUNTRY CLUB, INC. SCHEDULE OF FOOD AND BEVERAGE DEPARTMENT INCOME Years Ended March 31, 2010 and 2009

	2010		2009	
INCOME	.	004 040	ф	000 044
Food sales	\$	861,843 413,816	\$	939,914 465,147
Cost of food sales				474,767
GROSS PROFIT ON FOOD SALES		448,027		474,707
Beverage sales		268,822		268,535
Cost of beverage sales		96,690		107,094
GROSS PROFIT ON BEVERAGE SALES	<u></u>	172,132		161,441
Unused food minimum	8 27	129,596		127,534
TOTAL INCOME	************	749,755		763,742
EXPENSES				
Labor		855,216		944,802
Employee group insurance		41,697		52,631
Employee meals		30,061		29,782
Taxes - payroll		86,925		88,398
Education and training		358		729
Retirement account funding		1,962		2,316
Dues and subscriptions		104		217
Entertainment		2,416		4,879
Equipment rental		1,620		3,663
Repairs		12,979		9,041
Laundry		62,280		74,454
Member relations		60,090		57,814
Printing		416		41
Services purchased		5,172		3,361
Supplies		54,513		62,948 2,125
Licenses		1,850 842		984
Telephone		042		15,381
Tournament expense		580		582
Travel		6,795		8,950
Uniforms		490		(5)
Miscellaneous		430		
TOTAL EXPENSES	 ——	1,226,366		1,363,093
NET LOSS	\$	(476,611)	\$	(599,351)

ALTO LAKES GOLF AND COUNTRY CLUB, INC. SCHEDULE OF SWIM AND TENNIS DEPARTMENT INCOME Years Ended March 31, 2010 and 2009

	2010	2009	
INCOME Swim fees Tennis fees	\$ 754 65	\$ 1,104 34	
TOTAL INCOME	819	1,138	
EXPENSES			
Labor	10,542	18,840	
Payroll taxes	1,071	1,763	
Education and training		80	
Building and grounds maintenance	2,401	4,278	
Equipment repairs	348	2,389	
Chemicals	3,167	1,178	
Services purchased	3,070	3,097	
Supplies	462	966	
Utilities	8,961	9,350	
TOTAL EXPENSES	30,022	41,941	
NET LOSS	\$ (29,203)	\$ (40,803)	

ALTO LAKES GOLF AND COUNTRY CLUB, INC. SCHEDULE OF GROUNDS DEPARTMENT EXPENSES Years Ended March 31, 2010 and 2009

	2010		2009	
Labor Employee group insurance Employee meals Payroll taxes Education and training Retirement account funding Building and grounds maintenance Dues and subscriptions Equipment fuel Equipment repairs and rentals Fertilizer and chemicals Irrigation water Laundry Services purchased Supplies Other tax and license	\$	2010 307,826 22,427 3,662 31,288 698 944 10,443 1,210 17,807 24,514 41,105 375,818 2,779 11,757 5,472 100	\$	303,290 21,385 3,430 28,377 1,218 1,165 18,012 546 21,229 22,052 49,962 393,618 3,040 13,463 6,207
Travel Utilities Telephone		1,939 58,634 842		2,202 52,907 1,045
Special projects TOTAL GROUNDS DEPARTMENT EXPENSES	\$	21,112 940,377	\$	13,298 956,496

ALTO LAKES GOLF AND COUNTRY CLUB, INC. SCHEDULE OF GENERAL AND ADMINISTRATIVE EXPENSES Years Ended March 31, 2010 and 2009

	2010		2009	
Labor	\$	288,617	\$	315,577
Employee group insurance	•	30,601		30,712
Employee meals		5,811		5,820
Payroll taxes		29,335		29,526
Education and training		218		1,499
Retirement account funding		5,342		5,443
Annual meetings and member holidays		43,717		52,831
Bad debt expense		27,582		-
Credit card fees		12,534		14,736
Donations		5,030		900
Dues and subscriptions		4,435		6,081
Equipment rental		38,975		39,983
Equipment repairs		16,520		12,832
General insurance		98,394		61,314
Legal and professional		10,644		26,369
Long range planning		-		14,757
Office supplies		9,599		10,950
Postage		26,318		28,981
Member services		15,837		14,024
Printing		24,708		4,248
Water company sale expense		638		(838)
Services purchased		8,829		16,343
Supplies		3,326		4,082
Other taxes		60		190
Property taxes		50,264		34,023
Telephone		15,621		11,702
Travel		706		627
Uniforms		429		1,956
Outlaw negotiation expense		37,257		-
Miscellaneous		2,586		12,045
TOTAL GENERAL AND				
ADMINISTRATIVE EXPENSES	\$	813,933	\$	756,713

ALTO LAKES GOLF AND COUNTRY CLUB, INC. SCHEDULE OF HOUSE DEPARTMENT EXPENSES Years Ended March 31, 2010 and 2009

		2010	***************************************	2009
Labor	\$	66,154	\$	67,904
Employee group insurance		1,673		4,720
Payroll taxes		6,724		6,353
Cleaning contract		47,571		58,896
Education and training		58		539
Building and grounds maintenance		25,465		23,807
House decorations		984		29
Entertainment		500		-
Equipment repairs		5,811		7,252
Security		4,285		3,688
Services purchased		10,000		10,276
Supplies		10,674		13,800
Utilities		166,137		149,114
Miscellaneous	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	-		-
TOTAL HOUSE DEPARTMENT EXPENSES	\$	346,036	\$	346,378

ALTO LAKES GOLF AND COUNTRY CLUB, INC. SCHEDULE OF FITNESS DEPARTMENT INCOME Years Ended March 31, 2010 and 2009

	2	010		2009
INCOME Fitness Fees	\$	857	\$	751
TOTAL INCOME	**************************************	857		751
EXPENSES Equipment repairs Services purchase Supplies		666 - 1,125		1,957 912 1,446
TOTAL FITNESS DEPARTMENT EXPENSES		1,791		4,315
NET LOSS	\$	(934)	\$	(3,564)

ALTO LAKES GOLF AND COUNTRY CLUB, INC. SCHEDULE OF COST EVENTS Years Ended March 31, 2010 and 2009

	2010	2009	
INCOME Food sales Beverage sales Non-inventory sale items	\$ 38,330 11,598 22,296	-	
TOTAL INCOME	72,224	-	
EXPENSES Cost events expense	72,224	-	
TOTAL EXPENSES	72,224	-	
NET LOSS	\$	- \$ <u>-</u>	