

THE UNIVERSITY OF TENNESSEE FOUNDATION, INC.

FINANCIAL STATEMENTS

June 30, 2012

and

INDEPENDENT AUDITOR'S REPORT

The University of Tennessee Foundation, Inc.

Financial Statements

June 30, 2012

TABLE OF CONTENTS

	<u>Page</u>
Independent Auditor's Report	1
Statement of Financial Position	2
Statement of Activities	3
Statement of Cash Flows	4
Notes to Financial Statements	5 – 15
Report on Internal Control Over Financial Reporting and on Compliance and Other Matters Based on an Audit of Financial Statements Performed in Accordance with <i>Government Auditing Standards</i>	16 - 17

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Independent Auditor's Report

To the Board of Directors of
The University of Tennessee Foundation, Inc.
Knoxville, Tennessee

We have audited the accompanying statement of financial position of The University of Tennessee Foundation, Inc. (a nonprofit organization) as of June 30, 2012, and the related statements of activities and cash flows for the year 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 audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. 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 the 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 The University of Tennessee Foundation, Inc. as of June 30, 2012, and the changes in its net assets and its cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

In accordance with *Government Auditing Standards*, we have also issued our report dated October 24, 2012 on our consideration of the Foundation's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing and not to provide an opinion on the internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* and should be considered in assessing the results of our audit.

Brown Jake & McDaniel, PC

October 24, 2012

The University of Tennessee Foundation, Inc.

Statement of Financial Position

June 30, 2012

	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>Permanently Restricted</u>	<u>Total</u>
Assets:				
Cash and cash equivalents	\$ 4,777,275.35	\$ 1,017,591.23	\$ 9,000.00	\$ 5,803,866.58
Cash surrender value of life insurance	-	467,538.54	-	467,538.54
Accounts receivable	591,482.59	2,240.00	-	593,722.59
Prepaid expenses	4,835.83	-	-	4,835.83
Other assets	376,000.00	7,129,434.00	177,700.00	7,683,134.00
Investments	500,766.11	18,968,976.94	582,405.09	20,052,148.14
Unconditional promises to give	-	28,694,884.69	25,068,717.19	53,763,601.88
Remainder interest	-	18,832,390.90	-	18,832,390.90
Endowments held by UT	<u>(2,340,611.94)</u>	<u>-</u>	<u>39,736,082.28</u>	<u>37,395,470.34</u>
 Total assets	 <u>\$ 3,909,747.94</u>	 <u>\$ 75,113,056.30</u>	 <u>\$ 65,573,904.56</u>	 <u>\$ 144,596,708.80</u>
Liabilities and net assets:				
Liabilities:				
Accounts payable	\$ 277,598.13	\$ 309.51	\$ -	\$ 277,907.64
Annuity payable	-	892,650.87	-	892,650.87
Compensated absences	1,239,197.12	-	-	1,239,197.12
Due to university	2,381.25	-	-	2,381.25
Note payable	<u>166,698.22</u>	<u>-</u>	<u>-</u>	<u>166,698.22</u>
 Total liabilities	 <u>1,685,874.72</u>	 <u>892,960.38</u>	 <u>-</u>	 <u>2,578,835.10</u>
 Net assets:				
Unrestricted	2,223,873.22	-	-	2,223,873.22
Temporarily restricted	-	74,220,095.92	-	74,220,095.92
Permanently restricted	<u>-</u>	<u>-</u>	<u>65,573,904.56</u>	<u>65,573,904.56</u>
 Total net assets	 <u>2,223,873.22</u>	 <u>74,220,095.92</u>	 <u>65,573,904.56</u>	 <u>142,017,873.70</u>
 Total liabilities and net assets	 <u>\$ 3,909,747.94</u>	 <u>\$ 75,113,056.30</u>	 <u>\$ 65,573,904.56</u>	 <u>\$ 144,596,708.80</u>

The accompanying notes are an integral part of these financial statements.

The University of Tennessee Foundation, Inc.

Statement of Activities

Year Ended June 30, 2012

	Unrestricted	Temporarily Restricted	Permanently Restricted	Total
Revenues:				
Contributions	\$ 1,545,506.40	\$ 46,311,844.80	\$ 8,132,569.84	\$ 55,989,921.04
Interest and investment income	295,459.56	55,353.39	1,467,749.63	1,818,562.58
Net realized/unrealized gains and losses	(2,073,371.75)	(109,066.03)	(10,382.40)	(2,192,820.18)
Change in actuarial value of remainder interest and gift annuity	-	859,085.02	-	859,085.02
Contract with the University of Tennessee	23,326,356.00	-	-	23,326,356.00
Other	145,787.04	-	-	145,787.04
Net assets released from restrictions	36,141,737.33	(34,984,538.94)	(1,157,198.39)	-
Total revenues	59,381,474.58	12,132,678.24	8,432,738.68	79,946,891.50
Expenses:				
Program expenses -				
Salary and benefits	7,280,737.73	-	-	7,280,737.73
Travel	1,316,324.43	-	-	1,316,324.43
Printing	161,881.97	-	-	161,881.97
Utilities	1,168,998.59	-	-	1,168,998.59
Maintenance	833,420.64	-	-	833,420.64
Communications	169,736.63	-	-	169,736.63
Professional services	6,012,775.79	-	-	6,012,775.79
Awards	6,649,268.32	-	-	6,649,268.32
Capital projects	10,073,458.50	-	-	10,073,458.50
Supplies	694,180.30	-	-	694,180.30
Entertainment	302,388.04	-	-	302,388.04
Other	1,300,316.07	-	-	1,300,316.07
Total program expenses	35,963,487.01	-	-	35,963,487.01
General and administrative expenses -				
Salary and benefits	17,797,019.88	-	-	17,797,019.88
Travel	782,135.24	-	-	782,135.24
Printing	422,762.28	-	-	422,762.28
Communications	550,681.71	-	-	550,681.71
Professional services	1,165,099.57	-	-	1,165,099.57
Supplies	516,603.71	-	-	516,603.71
Entertainment	349,003.32	-	-	349,003.32
Other	480,928.17	-	-	480,928.17
Total general and administrative expenses	22,064,233.88	-	-	22,064,233.88
Total expenses	58,027,720.89	-	-	58,027,720.89
Change in net assets	1,353,753.69	12,132,678.24	8,432,738.68	21,919,170.61
Net assets at beginning of year	870,119.53	62,087,417.68	57,141,165.88	120,098,703.09
Net assets at end of year	<u>\$ 2,223,873.22</u>	<u>\$ 74,220,095.92</u>	<u>\$ 65,573,904.56</u>	<u>\$ 142,017,873.70</u>

The accompanying notes are an integral part of these financial statements.

The University of Tennessee Foundation, Inc.

Statement of Cash Flows

Year Ended June 30, 2012

Cash flows from operating activities:	
Change in net assets	\$ 21,919,170.61
Adjustments to reconcile change in net assets to net cash provided by operating activities:	
Net realized/unrealized gains and losses	2,192,820.18
Non-cash contributions	(1,089,000.00)
Cash paid to annuitants	(80,361.19)
Change in actuarial values	(859,085.02)
Increase in cash surrender value of life insurance	(8,502.78)
Increase in receivables	(592,532.59)
Decrease in prepaid expenses	8,592.33
Increase in unconditional promises to give	(1,413,655.66)
Increase in due to university	198.63
Increase in compensated absences	1,239,197.12
Increase in annuity payable	319,819.83
Increase in accounts payable	275,342.19
	<u>21,912,003.65</u>
Net cash provided by operating activities	<u>21,912,003.65</u>
Cash flows from investing activities:	
Purchase of shares in the university's investment pool	(8,215,511.04)
Purchase of investments	(56,812,628.44)
Proceeds from sale of investments	42,826,947.81
Proceeds from sale of other assets	500,993.57
	<u>(21,700,198.10)</u>
Net cash used for investing activities	<u>(21,700,198.10)</u>
Cash flows from financing activities:	
Payment of principal on note payable	(17,078.53)
	<u>(17,078.53)</u>
Net cash used for financing activities	<u>(17,078.53)</u>
Net increase in cash and cash equivalents	194,727.02
Cash and cash equivalents at beginning of year	<u>5,609,139.56</u>
Cash and cash equivalents at end of year	<u><u>\$ 5,803,866.58</u></u>
<hr/>	
Supplemental disclosures of cash flow information:	
Cash paid during the year for interest	\$ 8,921.47

The accompanying notes are an integral part of these financial statements.

The University of Tennessee Foundation, Inc.

Notes to Financial Statements

June 30, 2012

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Organization and Nature of Activities

The University of Tennessee Foundation, Inc. (the "Foundation") is a not-for-profit organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code. The Foundation was formed to support The University of Tennessee (the "University"). The Foundation was established to provide flexibility for the University in carrying out its mission of teaching, research, and public research. The Foundation receives contributions from individuals, corporations, alumni, and other donors. During the fiscal year, the University of Tennessee transferred its development and alumni affairs operations to the Foundation. This will be further discussed in Note 10.

Financial Statement Presentation

The Foundation reports 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.

Basis of Presentation

The financial statements have been prepared on the accrual basis of accounting, and accordingly, reflect all significant receivables, payables, and other liabilities.

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 certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Income Tax Status

The Foundation is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code. In addition, the Foundation qualifies for the charitable contribution deduction under Section 170(b)(1)(A) and has been classified as an organization other than a private foundation under Section 509(a)(1).

The Foundation follows the provisions of FASB ASC 740-10-25. Under this standard, an organization must recognize that tax benefit associated with tax taken for tax return purposes when it is more likely than not the position will be sustained. The implementation of this standard has had no impact on the Foundation's financial statements. The Foundation does

The University of Tennessee Foundation, Inc.

**Notes to Financial Statements
(Continued)**

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Income Tax Status (Continued)

not believe there are any material uncertain tax positions and, accordingly, it will not recognize any liability for unrecognized tax benefits. For the year ended June 30, 2012, there were no interest or penalties recorded or included in its financial statements.

Cash and Cash Equivalents

Cash and cash equivalents consist of demand deposit accounts and other instruments that are readily convertible to cash.

Other Assets-Property

Purchased property is capitalized at cost. Donations of property are recorded as contributions at their estimated fair value as determined by appraisal. Such donations are reported as unrestricted contributions unless the donor has restricted the donated asset to a specific purpose.

Investments

Investments are recorded on the date of contribution and are stated at fair value. Fair values are determined by national securities exchanges, other active markets, or assumptions utilized by asset managers. Unrealized gains and losses are determined by the difference between market values at the beginning and end of the year. These amounts are included in the change in net assets in the accompanying statement of activities.

The Foundation's policy regarding investment income and realized and unrealized gains and losses for temporarily and permanently restricted assets is to record such revenues as unrestricted support to the extent that restrictions are met in the same reporting period.

Unconditional Promises to Give

Unconditional promises to give, less an allowance for doubtful accounts, are recognized as contribution revenue in the period received. Conditional promises to give are recognized when the conditions on which they depend are substantially met. Unconditional promises to give that are expected to be collected within one year are recorded at net realizable value. Unconditional promises to give that are expected to be collected in future years are recorded at the present value of their estimated future cash flow.

The University of Tennessee Foundation, Inc.

**Notes to Financial Statements
(Continued)**

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Compensated Absences

Pursuant to the Employment Services Agreement (discussed at Note 10), the Foundation leases employees from the University for the development and alumni affairs operations. These employees accrue annual leave at varying rates, depending on length of service. Some employees also earn compensatory time. Generally, all permanent full-time employees and certain part-time employees are entitled to accrue and carry forward calendar year maximums of 42 days annual vacation leave. The amount of these liabilities and their related benefits are reported in the statement of financial position.

Contributions

Contributions received are recorded as unrestricted, temporarily restricted, or permanently restricted support depending on the existence or nature of any donor restrictions.

The Foundation reports gifts of cash, donated property and all other assets as unrestricted support unless explicit donor stipulations limit the use of the donated assets. When a donor restriction expires, that is, when the stipulated time restriction ends or purpose restriction is accomplished, temporarily restricted net assets are reclassified to unrestricted net assets and reported in the statement of activities as net assets released from restrictions.

Donated gifts are recorded at fair market value at the time of donation and are reported as restricted support if it is received with donor imposed restrictions.

Date of Management's Review

Subsequent events were evaluated through October 24, 2012, which is the date the financial statements were available to be issued.

2. UNCONDITIONAL PROMISES TO GIVE

Unconditional promises to give are summarized below, net of the allowance for doubtful accounts:

	Temporarily Restricted	Permanently Restricted
Current (within one year)	\$ 2,547,199.16	\$ 1,744,298.47
Due in one to five years	22,656,272.79	18,599,556.20
Due after five years	4,031,835.33	5,341,860.91
	29,235,307.28	25,685,715.58
Less discounts to net present value	540,422.59	616,998.39
Total unconditional promises to give, net	<u>\$ 28,694,884.69</u>	<u>\$ 25,068,717.19</u>

The allowance for doubtful accounts at June 30, 2012 was \$641,955.97. Interest rates used in the determination of present value discounts range from 0.349% to 1.196%.

The University of Tennessee Foundation, Inc.

**Notes to Financial Statements
(Continued)**

3. INVESTMENTS AND ASSETS HELD BY THE UNIVERSITY OF TENNESSEE

Investments held at June 30, 2012 were as follows:

	<u>Fair Value</u>	<u>Book Value</u>
Endowments funds:		
Held by University of Tennessee:		
US Equity	\$ 3,844,254.35	\$ 3,866,320.81
International Equity	7,587,540.93	10,553,903.45
Fixed Income	2,696,213.41	2,857,024.32
Private Capital	6,783,538.32	6,576,321.62
Natural Resources	5,530,790.06	5,551,130.69
Real Estate	1,260,227.35	1,140,425.56
Cash	353,651.13	353,651.13
Alternative Investments	9,339,254.79	8,837,304.70
Total held by University of Tennessee	<u>37,395,470.34</u>	<u>39,736,082.28</u>
Other endowments:		
Equities	464,523.68	437,148.06
Mutual Funds	63,916.28	59,825.85
Cash	85,431.18	85,431.18
Total other endowments	<u>613,871.14</u>	<u>582,405.09</u>
Total endowment funds	<u>38,009,341.48</u>	<u>40,318,487.37</u>
Other investments:		
Gift annuity program:		
Equities	1,239,968.65	1,149,764.03
Fixed Income	975,476.75	945,767.57
Cash	7,831.60	7,831.60
Total gift annuity program	2,223,277.00	2,103,363.20
Certificates of deposit	<u>17,215,000.00</u>	<u>17,215,000.00</u>
Total other investments	<u>19,438,277.00</u>	<u>19,318,363.20</u>
Total investments	<u><u>\$ 57,447,618.48</u></u>	<u><u>\$ 59,636,850.57</u></u>

The University of Tennessee Foundation, Inc.

**Notes to Financial Statements
(Continued)**

**3. INVESTMENTS AND ASSETS HELD BY THE UNIVERSITY OF TENNESSEE
(Continued)**

At June 30, 2012, the fair values of investments for private capital, natural resources, real estate, and alternative investments are based on valuations for which a readily determinable fair value does not exist. These investments are not listed on national exchanges or over-the-counter markets, and quoted market prices are not available. The fair value of these investments is estimated based on a review of all available information provided by fund managers and general partners. These estimates are evaluated on a regular basis and are susceptible to revisions as more information becomes available.

Endowments Funds

Most Foundation endowments are invested in the University of Tennessee Consolidated Investment Pool. The endowments are invested according to the policies of the University. Investment pool earnings for the Foundation endowments are provided to the University to be used as stipulated in the endowment agreements. The book value and fair value for the endowments invested were \$39,736,082.28 and \$37,395,470.34, which resulted in a cumulative unrealized loss of \$2,340,611.94. One endowment is separately invested by the Foundation. The book value and fair value for the endowment was \$582,405.09 and \$613,871.14, which resulted in an unrealized gain of \$31,466.05. All endowments at the Foundation are donor restricted. Endowment pool earnings transferred to the University were \$1,379,993.36 for fiscal year 2012.

The Foundation has interpreted the Uniform Prudent Management of Institutional Funds Act (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 explicit donor stipulations to the contrary. As a result, the Foundation classifies permanently restricted net assets as (1) the original value of gifts to the endowment, (2) the original value of subsequent gifts to the endowment, (3) accumulations to the endowment made in accordance with the gift instrument, and (4) the endowment is vested in the University's Consolidated Investment Pool. Below is a schedule of endowments by fund type:

	Unrestricted	Temporarily Restricted	Permanently Restricted	Total
Beginning balance	\$ (267,240.19)	\$ -	\$ 31,958,243.61	\$ 31,691,003.42
Contributions received	-	-	8,288,578.99	8,288,578.99
Investment earnings	-	-	1,457,367.23	1,457,367.23
Market value adjustment	(2,073,371.75)	31,466.05	-	(2,041,905.70)
Contributions not pooled	-	-	(3,500.00)	(3,500.00)
Disbursements	-	-	(1,382,202.46)	(1,382,202.46)
Ending balance	<u>\$ (2,340,611.94)</u>	<u>\$ 31,466.05</u>	<u>\$ 40,318,487.37</u>	<u>\$ 38,009,341.48</u>

The University of Tennessee Foundation, Inc.**Notes to Financial Statements
(Continued)****3. INVESTMENTS AND ASSETS HELD BY THE UNIVERSITY OF TENNESSEE
(Continued)****Endowments Funds (Continued)**

From time to time, the fair value of assets associated with individual donor restricted endowment funds may fall below the level that the donor or UPMIFA requires the Foundation to retain as a fund of perpetual duration. In accordance with GAAP, deficiencies of this nature reported in unrestricted net assets were \$2,340,611.94 at June 30, 2012. These deficiencies resulted from unfavorable market fluctuations that occurred shortly after the investment of new permanently restricted contributions and continued appropriation for certain programs that were deemed prudent.

The University calculates its spending policy by taking 4.5% of a three year market average each December 31.

The University's overall, long-term investment objective of the Consolidated Investment Pool (CIP) is to achieve an annualized total return (net of fees and expenses), through appreciation and income, greater than the rate of inflation (as measured by the broad, domestic Consumer Price Index) plus any spending, thus protecting the assets against inflation.

The assets are to be managed in a manner that will meet the long-term investment objective, while at the same time attempting to limit the volatility in year-to-year spending.

The University's Investment Advisory Committee believes that investing in securities with higher return expectations outweighs their short-term volatility risk. As a result, the majority of assets will be invested in equity or equity-like securities. Fixed income securities and other low volatility strategies (e.g. absolute return hedge funds) will be used to lower the short-term volatility of the portfolio and to provide stability, especially during periods of negative equity markets. Cash is not a strategic asset of the portfolio, but is a residual to the investment process and used to meet short-term liquidity needs.

Disciplined management of the asset allocation is necessary and desirable. Diversification of investments among assets that are not similarly affected by economic, political, or social developments is highly desirable. The general policy shall be to diversify investments so as to provide a balance that will enhance total return, while avoiding undue risk concentrations in any single asset or investment category.

The University of Tennessee Foundation, Inc.

**Notes to Financial Statements
(Continued)**

**3. INVESTMENTS AND ASSETS HELD BY THE UNIVERSITY OF TENNESSEE
(Continued)**

Endowments Funds (Continued)

Actual asset allocations were as follows at June 30, 2012:

US Equity	10.3%
International Equity	20.3%
Fixed Income	7.2%
Private Capital	18.2%
Natural Resources	14.8%
Real Estate	3.4%
Cash	0.8%
Alternative Investments	25.0%

The Investment Advisory Committee is responsible for adopting the provisions of this Charter. This responsibility includes advising the Treasurer on the investment strategy, asset allocations, and spending rates; custodians and investment consultants; and monitoring performance of the investment portfolio on a regular basis (at least quarterly). The Committee will maintain sufficient knowledge about the portfolio and its managers so as to be reasonably assured of their compliance with the Policy and Charter. The Committee is comprised of the President of the University of Tennessee, Chair of the Finance and Administration Committee of the Board of Trustees, the Treasurer, Chief Financial Officer, President of the University of Tennessee Foundation, Chair of the University of Tennessee Foundation Board of Directors, and four at large members elected by the Committee. The plan consultant is Fund Evaluation Group headquartered in Cincinnati, Ohio. The total fair value for the CIP at June 30, 2012 was \$600,763,669.57. The total book value for the CIP at June 30, 2012 was \$571,495,817.10.

Gift Annuity

In May 2008, the Foundation launched its own gift annuity program. The Foundation has placed \$500,766.11 as a reserve for the annuity program. At June 30, 2012, the Foundation had executed 28 gift annuity contracts totaling \$2,044,008.50 with two annuity contracts maturing. The funds are held in trust at First Tennessee Bank and invested. The fair value for the invested gift annuities and reserve at June 30, 2012 was \$2,223,277.00, which resulted in a cumulative unrealized gain of \$119,913.80. The investments consist of cash, equity index funds, and fixed income funds.

The University of Tennessee Foundation, Inc.

**Notes to Financial Statements
(Continued)**

**3. INVESTMENTS AND ASSETS HELD BY THE UNIVERSITY OF TENNESSEE
(Continued)**

Fair Value Measures

The Foundation follows the provisions of FASB ASC 820-10, which defines fair value, establishes a framework for measuring fair value under accounting principles generally accepted in the United States, and enhances disclosures about fair value measurements.

FASB ASC 820-10 establishes a framework for measuring fair value and a three-level hierarchy for fair value measurements based upon the inputs to value the assets and liabilities. The classification of assets and liabilities within the hierarchy is based on whether the inputs to the valuation methodology used for measurement are observable or unobservable. Observable inputs reflect market-derived or market-based information obtained from independent sources while unobservable inputs reflect estimates about market data based on the best available information in the circumstances. The three levels are defined as follows:

Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities that the Foundation has the ability to access.

Level 2 – Significant other observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities in active markets, quoted prices in markets that are not active and other inputs that are observable or can be corroborated by observable market data.

Level 3 – Significant unobservable inputs that reflect management's assumptions that market participants would use in pricing an asset or liability.

The table below presents the recorded amount of assets and liabilities measured at fair value:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Investments	<u>\$ 30,862,117.80</u>	<u>\$ 3,671,690.16</u>	<u>\$ 22,913,810.52</u>	<u>\$ 57,447,618.48</u>

The table below presents additional information about assets and liabilities measured at fair value on a recurring basis by reliance on Level 3 inputs to determine fair value.

Beginning balance	\$ 18,237,658.18
Total realized and unrealized gains and losses included in earnings	1,653,851.75
Purchases, issuances and settlements	<u>3,022,300.59</u>
Ending balance	<u>\$ 22,913,810.52</u>

The University of Tennessee Foundation, Inc.

**Notes to Financial Statements
(Continued)**

4. OPERATING LEASES

The Foundation entered into a lease agreement on July 1, 2010, with the University of Tennessee for office space. Minimum lease payments are \$20,016.00 per year over the lease term with the lease ending June 30, 2015 with a 5 year renewal option.

5. RESTRICTED NET ASSETS

Temporarily restricted net assets are available for scholarships or other academic purposes, real estate, support for University construction, artwork, and contributions for the farm lease payment. Total temporarily restricted net assets at June 30, 2012 were \$74,220,095.92.

Permanently restricted net assets are available for scholarships or other academic purposes. Total permanently restricted net assets at June 30, 2012 were \$65,573,904.56.

6. REMAINDER INTEREST

In December 2002, a donor conveyed to the Foundation a remainder interest in a limited liability company. The asset of the limited liability company is a fee simple interest in a warehouse in South Carolina. The remainder interest was appraised at \$7,740,000.00 with the interest vesting on January 1, 2021. The value on the Statement of Financial Position is the present value calculation at the vesting date. The IRS discount rate for December 2002 used in determining the present value was 4%. The present value of the remainder interest at June 30, 2012 was \$5,545,715.38.

In September 2003, a donor conveyed to the Foundation another remainder interest in a limited liability company. The asset of this limited liability company is an office building in Connecticut. The remainder interest was appraised at \$22,440,000.00 with the interest vesting on January 1, 2025. The value on the Statement of Financial Position is the present value calculation at the vesting date. The IRS discount rate for September 2003 was 4.20%. The present value at June 30, 2012 was \$13,286,675.52.

7. CONCENTRATION OF CREDIT RISK

The Foundation had concentrated its credit risk for cash by maintaining deposits at bank, which may at times exceed amounts covered by insurance provided by the U.S. Federal Deposit Insurance Corporation (FDIC). The Foundation has not experienced any losses in this account and believes it is not exposed to any significant credit risk to cash.

The University of Tennessee Foundation, Inc.

**Notes to Financial Statements
(Continued)**

8. OTHER ASSETS

During the fiscal year, the Foundation received six contributions of real property totaling \$1,089,000.00. The Foundation sold five pieces of property during the fiscal year. At June 30, 2012, the Foundation held the following gift property received during the year: real estate located in Dunlap, Tennessee appraised at \$119,000.00, a condominium unit located in Burnsville, North Carolina appraised at \$627,000.00 and vacant land located in Knox County, Tennessee appraised at \$85,000.00.

The Foundation has received gift property in Tennessee in prior years: commercial property in Decatur County appraised at \$125,000.00, twenty subdivision lots in Grainger County appraised at \$35,000.00, commercial property in Monroe County appraised at \$1,700.00, residential lot in Knox County appraised at \$177,700.00, residential property in Roane County appraised at \$100,000.00, artwork and studio in Memphis appraised at \$386,726.00, cabin in Scott County appraised at \$650,000.00, and other property in Weakley County and Obion County appraised at \$376,000.00. Private stock was donated in the prior year valued at \$5,000,008.00.

9. NOTE PAYABLE

Note payable, dated January 2006, due in monthly installments of principal and interest of \$2,000.00. This note bears interest at 4.68%. This note is secured by real property in Weakley County and Obion County, Tennessee. Total interest charged to expense during the year was \$8,921.47.

Future maturities of this note are as follows:

2013	\$ 15,141.61
2014	17,274.56
2015	18,100.58
2016	18,966.10
2017	19,873.00
2018 - 2021	<u>77,342.37</u>
Total	<u>\$166,698.22</u>

10. DEVELOPMENT AND ALUMNI AFFAIRS TRANSFER TO THE FOUNDATION

On July 1, 2011, the University transferred its development and alumni affairs operations to the Foundation. Pursuant to the University of Tennessee Board of Trustees and the University of Tennessee Foundation Board of Directors approval and the enabling legislation, *Tennessee Code Annotated*, Section 49-9-113, the University and the Foundation signed an Affiliation and Services Agreement and an Employee Services Agreement to affect the transfer.

The University of Tennessee Foundation, Inc.

**Notes to Financial Statements
(Continued)**

**10. DEVELOPMENT AND ALUMNI AFFAIRS TRANSFER TO THE FOUNDATION
(Continued)**

Affiliation and Services Agreement – the University and the Foundation agreed that all gifts, unless directed otherwise by the donor, be deposited into the Foundation bank account and that the University pay the Foundation direct support and a 100 basis point endowment assessment fee (less investment expenses) as compensation for performing the fundraising function. The direct support amount is to be reviewed every two years, and the Foundation President and Chief Executive Officer coordinates fundraising goals and objectives of the Foundation with the University. For fiscal year 2012, the University provided the Foundation direct support of \$17,749,068.00 and endowment assessment fees of \$5,577,288.00.

Employee Services Agreement – the Foundation paid to the University the amounts incurred by the University to pay the direct expenses relating to the Development and Alumni Affairs employees, including wages, salaries, and fringe benefits. These payroll expenses totaled \$16,557,822.76.

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REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING
AND ON COMPLIANCE AND OTHER MATTERS
BASED ON AN AUDIT OF FINANCIAL STATEMENTS PERFORMED
IN ACCORDANCE WITH *GOVERNMENT AUDITING STANDARDS*

To the Board of Directors of
The University of Tennessee Foundation, Inc.
Knoxville, Tennessee

We have audited the financial statements of The University of Tennessee Foundation, Inc. (a nonprofit organization) as of and for the year ended June 30, 2012, and have issued our report thereon dated October 24, 2012. We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States.

Internal Control over Financial Reporting

Management of The University of Tennessee Foundation, Inc. is responsible for establishing and maintaining effective internal control over financial reporting. In planning and performing our audit, we considered The University of Tennessee Foundation, Inc.'s internal control over financial reporting as a basis for designing our auditing procedures for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of The University of Tennessee Foundation, Inc.'s internal control over financial reporting. Accordingly, we do not express an opinion on the effectiveness of the Organization's internal control over financial reporting.

A *deficiency in internal control* exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct misstatements on a timely basis. A *material weakness* is a deficiency, or a combination of deficiencies, in internal control such that there is a reasonable possibility that a material misstatement of the entity's financial statements will not be prevented, or detected and corrected on a timely basis.

Our consideration of internal control over financial reporting was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control over financial reporting that might be deficiencies, significant deficiencies, or material weaknesses. We did not identify any deficiencies in internal control over financial reporting that we consider to be material weaknesses, as defined above.

Compliance and Other Matters

As part of obtaining reasonable assurance about whether The University of Tennessee Foundation, Inc.'s financial statements are free of material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

This report is intended solely for the information and use of management, the board of directors and others within the entity and is not intended to be and should not be used by anyone other than these specified parties.

Brown Jabe & McDaniel, PC

CERTIFIED PUBLIC ACCOUNTANTS

October 24, 2012