# William Marsh Rice University

## Consolidated Financial Statements
## June 30, 2012 and 2011

# William Marsh Rice University
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## June 30, 2012 and 2011

**Report of Independent Auditors**

To the Board of Trustees of
William Marsh Rice University

In our opinion, the accompanying consolidated statement of financial position and the related consolidated statements of activities and cash flows present fairly, in all material respects, the financial position of William Marsh Rice University at 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. These financial statements are the responsibility of the University's management. Our responsibility is to express an opinion on these financial statements based on our audit. The prior year summarized comparative information has been derived from the University's 2011 financial statements. In our report dated October 31, 2011, we expressed an unqualified opinion on those financial statements. We conducted our audit of these statements 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, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

PricewaterhouseCoopers LLP

October 31, 2012

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# William Marsh Rice University
## Consolidated Statements of Financial Position
## June 30, 2012 and 2011

| *(in thousands of dollars)* | **2012** | **2011** |
|---|---|---|
| **Assets** | | |
| Cash and cash equivalents | $ 9,726 | $ 11,760 |
| Accounts receivable and other assets, net | 56,293 | 50,599 |
| Pledges receivable, net | 166,240 | 138,940 |
| Investments | 4,801,259 | 4,865,775 |
| Property and equipment, net | 1,202,003 | 1,216,936 |
| Total assets | $ 6,235,521 | $ 6,284,010 |
| **Liabilities** | | |
| Accounts payable and other liabilities | $ 84,710 | $ 74,640 |
| Notes and bonds payable | 839,664 | 859,909 |
| Actuarial liability for annuities payable | 98,098 | 102,424 |
| Government refundable advances | 7,175 | 7,172 |
| Total liabilities | 1,029,647 | 1,044,145 |
| **Net assets** | | |
| Unrestricted net assets | 2,483,944 | 2,528,045 |
| Temporarily restricted net assets | 1,724,660 | 1,735,121 |
| Permanently restricted net assets | 997,270 | 976,699 |
| Total net assets | 5,205,874 | 5,239,865 |
| Total liabilities and net assets | $ 6,235,521 | $ 6,284,010 |

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

# William Marsh Rice University
## Consolidated Statement of Activities
## For the Year Ended June 30, 2012
## With Summarized Financial Information for the Year Ended June 30, 2011

| *(in thousands of dollars)* | 2012 Unrestricted | 2012 Temporarily Restricted | 2012 Permanently Restricted | 2012 Total | 2011 Total |
|---|---|---|---|---|---|
| **Operating revenues** | | | | | |
| Investment returns distributed for operations | $ 93,802 | $ 126,315 | $ - | $ 220,117 | $ 220,354 |
| Student tuition and fees, net | 120,392 | - | - | 120,392 | 107,145 |
| Grants and contracts | 108,951 | - | - | 108,951 | 111,339 |
| Gifts and pledges | 23,364 | 14,536 | - | 37,900 | 53,743 |
| Gifts and trusts released from restrictions | 132,287 | (132,287) | - | - | - |
| Auxiliary enterprises | 40,551 | - | - | 40,551 | 39,817 |
| Other revenues | 23,090 | - | - | 23,090 | 18,587 |
| Total operating revenues | 542,437 | 8,564 | - | 551,001 | 550,985 |
| **Operating expenses** | | | | | |
| Operating expenses | 547,477 | - | - | 547,477 | 525,442 |
| Total operating expenses | 547,477 | - | - | 547,477 | 525,442 |
| Net operating income (loss) | (5,040) | 8,564 | - | 3,524 | 25,543 |
| **Nonoperating changes** | | | | | |
| Gifts, grants, and pledges for property and endowment | 241 | 50,324 | 19,881 | 70,446 | 48,399 |
| Investment returns, reduced by operating distribution above | (23,969) | (55,438) | (3,791) | (83,198) | 638,575 |
| Net assets released from restrictions | (600) | (1,026) | 1,626 | - | - |
| Change in liabilities due under life-income agreements | - | (12,885) | 2,855 | (10,030) | (27,417) |
| Other nonoperating changes | (14,733) | - | - | (14,733) | 10,346 |
| Net nonoperating changes | (39,061) | (19,025) | 20,571 | (37,515) | 669,903 |
| Net increase (decrease) in net assets | (44,101) | (10,461) | 20,571 | (33,991) | 695,446 |
| **Net assets** | | | | | |
| Beginning of year | 2,528,045 | 1,735,121 | 976,699 | 5,239,865 | 4,544,419 |
| End of year | $ 2,483,944 | $ 1,724,660 | $ 997,270 | $ 5,205,874 | $ 5,239,865 |

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

# William Marsh Rice University
## Consolidated Statements of Cash Flows
## Years Ended June 30, 2012 and 2011

| *(in thousands of dollars)* | **2012** | **2011** |
|---|---|---|
| **Cash flows from operating activities** | | |
| Net increase (decrease) in net assets | $ (33,991) | $ 695,446 |
| Adjustments to reconcile increase (decrease) in net assets to net cash used in operating activities | | |
| Depreciation of property and equipment | 62,732 | 59,914 |
| Gain on disposal of property and equipment | (1,619) | (8,085) |
| Net realized and unrealized investment gains | (72,338) | (812,583) |
| Contributions restricted for long term purposes and noncash contributions | (109,187) | (71,953) |
| Actuarial change in life-income agreements | 10,030 | 27,417 |
| Change in fair value of interest rate swap | 13,847 | (4,097) |
| Change in | | |
| Accounts receivable and other assets | (4,537) | 6,928 |
| Pledges receivable for current purposes | 1,977 | (22,455) |
| Accounts payable and accrued liabilities | (1,675) | 6,665 |
| Net cash used in operating activities | (134,761) | (122,803) |
| **Cash flows from investing activities** | | |
| Proceeds from sales and maturities of investments | 773,752 | 792,808 |
| Purchases of investments | (607,517) | (602,017) |
| Purchases of property and equipment | (47,606) | (99,909) |
| Proceeds from sale of broadcast license and transmitter | - | 9,499 |
| Net cash provided by investing activities | 118,629 | 100,381 |
| **Cash flows from financing activities** | | |
| Contributions restricted for long term purposes | | |
| Endowment | 12,418 | 11,875 |
| Trusts and other | 16,588 | 15,963 |
| Property | 5,334 | 11,827 |
| Principal payment of tax-exempt debt | (2,220) | (2,135) |
| Payment of outstanding commercial paper | (18,025) | (11,000) |
| Change in government refundable advances | 3 | 111 |
| Net cash provided by financing activities | 14,098 | 26,641 |
| Net increase (decrease) in cash and cash equivalents | (2,034) | 4,219 |
| **Cash and cash equivalents** | | |
| Beginning of year | 11,760 | 7,541 |
| End of year | $ 9,726 | $ 11,760 |

**Noncash investing activities**: The University had open accounts payable and accruals at June 30, 2012 of $2,365,000 and at June 30, 2011 of $4,020,000, related to property, plant and equipment purchases.

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

## 1. Basis of Presentation and Summary of Significant Accounting Policies

### Basis of Presentation

William Marsh Rice University (the "University") is a Texas not-for-profit corporation that operates a private research university in Houston, Texas. The consolidated financial statements of the University as of June 30, 2012, and for the year then ended, have been prepared in accordance with accounting principles generally accepted in the United States of America. Accordingly, the accompanying consolidated financial statements have been prepared on the accrual basis of accounting and include the accounts of the University and all wholly-owned subsidiaries. All material transactions between the University and its subsidiaries have been eliminated.

The financial statements include certain prior year summarized comparative information in total but not by net asset class. Such information does not include sufficient detail to constitute a presentation in conformity with accounting principles generally accepted in the United States of America. Accordingly, such information should be read in conjunction with the University's financial statements for the year ended June 30, 2011, from which the summarized information was derived. Certain reclassifications of 2011 information have been made to conform to 2012 presentation.

The University's subsidiaries consolidated in these financial statements include Center for Collaborative Research Inc., JTVP Corporation, R.U. Corporation, Rice-Land Lumber Company, Rice Trust Inc., Village Projects Inc., Village Real Property, and Village Venturers Inc., all of which are exempt from federal income tax, Peabody Inc., R.I. Patents, and WMR Technology, which are subject to taxation, and the Houston Area Translational Research Consortium, Inc., for which the application for tax exemption is pending approval by the Internal Revenue Service (IRS).

### Net Asset Categories

Standards for external financial reporting by not-for-profit organizations require that resources be classified for reporting purposes into three net asset categories according to donor-imposed restrictions. A description of the University's three net asset categories follows:

a. Unrestricted net assets and related activity include the following:

(1) All revenues traditionally classified as unrestricted resources of the University, including tuition and fees, unrestricted gifts, investment returns on unrestricted funds designated to function as endowment, recovery of facility and administrative costs from grants and contracts, and auxiliary enterprise revenues.

(2) Revenues related to sponsored research and other sponsored program agreements, which are considered exchange transactions.

(3) Unrestricted funds functioning as endowment and related investment returns.

(4) Gifts with donor imposed restrictions, if the restriction will be met within the current fiscal year of the University.

(5) Investments in plant assets.

(6) All expenses of the University.

b. Temporarily restricted net assets include gifts for which donor-imposed restrictions have not been met and investment returns from unrestricted and restricted endowments. The restriction on unrestricted endowment returns (income and realized and unrealized gains and losses) is released when appropriations are distributed for use in the current fiscal year. The category also includes pledges receivable and life-income gifts for which the ultimate purpose of the proceeds is not permanently restricted.

c. Permanently restricted net assets include gifts, trusts and pledges on which donors have imposed the restriction that the corpus be maintained in perpetuity and only the investment returns be made available for program operations. In the case of trusts, gains and losses are added to the gift amount. Gifts restricted by donors to provide loans to students are also included in permanently restricted net assets.

The terms of certain gifts of real property made by the founder of the University provided that all returns realized from these properties are to be invested to generate income to be used for University purposes. Changes in the market value of these specific properties, whether gains or losses, are recorded as permanently restricted as required by the donor.

Expirations of temporary restrictions on net assets are reported as release from restrictions on the Statement of Activities. Donor required matching from University funds and donor release or clarification of restrictions are also included in this category.

The Board of Trustees interprets the Uniform Prudent Management of Institutional Funds Act (UPMIFA), as adopted in Texas, to require the preservation of the original gift as of the gift date of the donor restricted endowment funds absent explicit donor stipulation to the contrary. As a result of this interpretation, the University classifies as permanently restricted net assets, (a) the original value of gifts donated to the permanent endowment, (b) the original value of subsequent gifts to the permanent endowment, and (c) other additions to the permanent endowment made in accordance with the direction of the applicable donor gift instrument at the time of the addition. The remaining portion of the donor restricted endowment fund that is not classified as permanently restricted net assets is classified as temporarily restricted net assets until those amounts are appropriated for expenditure by the University in a manner consistent with the standard of prudence prescribed by UPMIFA (Note 5).

**Contributions**
Contributions, including unconditional promises to give and irrevocable trusts held by others under which the University is the beneficiary, are recognized as revenues in the period received or promised. Contributions restricted for the acquisition of land, buildings and equipment are reported as temporarily restricted revenues. These contributions are reclassified to unrestricted net assets when the assets are placed in service. Promises to give that are subject to donor-imposed stipulations that the corpus be maintained in perpetuity are recognized as increases in permanently restricted net assets. It is the University’s practice to sell marketable securities received as donations upon receipt.

Conditional promises to give are not recognized until the conditions on which they depend are substantially met. Contributions of assets other than cash are reported at their estimated fair value at the date of gift. Contributions scheduled to be received after one year are discounted using a market rate (Note 3). Amortization of the discount is recorded as contribution revenue.

### Operating and Nonoperating Activities

The consolidated statement of activities reports the change in net assets from the University's operating and nonoperating activities. Operating activities exclude (a) gifts, grants and pledges for property and endowment (including annuity and life-income trusts), (b) release from restrictions of contributions restricted for the acquisition of property and equipment, (c) donor release of restrictions from permanently restricted net assets, (d) endowment returns net of the University's operating needs as defined by University spending policy (Note 5), (e) actuarial adjustments of annuities payable, (f) changes in fair value of swap agreements (Note 6) and (g) net gain or loss on nonrecurring transactions.

### Cash and Cash Equivalents

The University considers all highly liquid financial instruments with an original maturity of 90 days or less to be cash and cash equivalents, except those amounts assigned to its investment managers and unspent commercial paper proceeds, which are classified as investments.

### Investments and Other Financial Instruments

Investments are made within guidelines authorized by the University's Board of Trustees. Investments are initially recorded at cost at date of acquisition or fair value at date of donation in the case of gifts. Ownership of marketable securities is recognized as of the trade date. Marketable securities transactions that have not settled are recognized as accounts receivable or accounts payable until the settlement date. Endowment returns are calculated net of internal and external investment management expenses.

Investments are stated at fair value. Fair value is defined as the price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date.

The University follows Financial Accounting Standards Board guidance which establishes a hierarchy of valuation inputs based on the extent to which the inputs are observable in the marketplace. Observable inputs reflect market data obtained from sources independent of the University and unobservable inputs reflect assumptions about how market participants would value an asset or liability based on the best information available. Valuation techniques used to measure fair value maximize the use of observable inputs and minimize the use of unobservable inputs. The fair value hierarchy is based on three levels of inputs of which the first two are considered observable and the last unobservable, that may be used to measure fair value.

The following describes the hierarchy of inputs used to measure fair value and the primary valuation methodologies used by the University for financial instruments measured at fair value on a recurring basis (Note 6). The three levels of inputs are as follows:

Level 1 Quoted prices in active markets for identical assets or liabilities, such as exchange-traded equity securities.

Level 2 Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the same term of the assets or liabilities, including corporate bonds and most Treasury securities.

Level 3 Unobservable inputs, such as valuation supplied by the investment managers, that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities, including investments in certain hedge strategies and all private market strategies.

A financial instrument's categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

The estimated fair value of certain alternative investments, such as private equity and other limited partnership interests, is based on valuations provided by the general partners or partnership valuation committees. Such valuations consider variables such as financial performance of investments, recent sale prices of similar investments and other pertinent information. The University reviews and evaluates the data used in determining fair value, including the valuation methods, assumptions, and values provided by the investment managers. Because alternative investments are not readily marketable, their estimated fair value is subject to uncertainty and therefore may differ from the value that would have been used had a ready market for such investments existed. These differences could be material.

The fair value of real estate, timber, oil and gas and other investments is estimated by professional appraisers or University management.

Derivative financial instruments are recorded on the statement of financial position as either an asset or liability measured at fair value as of the reporting date. Derivative financial instruments consist of interest rate swaps and energy hedge agreements. Changes in fair value of these derivatives are recognized in the statement of activities.

The University's investments are exposed to a number of risks including interest rate, market, and credit risks. Due to the level of risk exposure, it is possible that changes in the valuation of these investments may occur in the near term and that such changes could be material.

**Property and Equipment**
Property used by the University is stated at cost for purchased assets and fair market value at the date of donation in the case of gifts. Interest expense incurred during the period of construction of an asset for University use is capitalized until that asset is substantially completed and ready for use. The University depreciates its educational property assets (excluding works of art, which are not depreciated) using the straight-line method over their estimated useful lives. Repairs and maintenance of property and equipment are expensed as incurred. Equipment is removed from the records at the time of disposal.

**Asset Retirement Obligations**
The University recognizes asset retirement obligations (AROs) that are conditional on a future event, such as the legal obligation to safely dispose of asbestos when a building is remodeled or demolished. The University measures conditional AROs at estimated fair value using a probability-weighted, discounted cash flow model with multiple scenarios, if applicable. The present value of weighted, discounted cash flows is calculated annually using credit-adjusted, risk-free rates applicable to the University in order to determine the estimated fair value of the conditional AROs.

**Life-Income Agreements**

Life-income agreements include charitable remainder trusts and gift annuities. Charitable remainder trusts hold donated assets for which the University's subsidiary acts as trustee and periodically pays specified amounts to the designated beneficiaries. Generally, beneficiary payments are a fixed amount for annuity trusts and a fixed percentage of the fair market value of the trust assets or based on income earned for other charitable remainder trusts. At a date specified in each gift instrument, usually the beneficiary's date of death, ownership of the trust assets will transfer to the University and the beneficiary payments will cease. The University also enters into gift annuity agreements, which require that the University take ownership of the assets at the date of gift with an obligation to periodically pay specified amounts to designated beneficiaries for their lifetimes. Assets held in life-income trusts and those assets associated with gift annuities are included in investments. Contribution revenues are recognized at the date the trusts or gift annuities are established at the net present value calculated based on an actuarial table. Liabilities are recorded at the same time using actuarial tables established by the IRS and discounted according to the risk-free rate at the time of the gift. Discount rates range from 3% to 6%. The liability represents the present value of the estimated future payments to be made to the beneficiaries. The liabilities are adjusted annually for changes in the value of the assets and actuarial changes, which impact the estimates of future payments.

**Government Refundable Advances**

The University participates in the Perkins revolving loan program, which is funded principally by advances from the federal government. These advances are refundable to the federal government if the program is terminated or if the University ceases to participate in the program.

**Use of Estimates**

The preparation of consolidated 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, liabilities, revenues, expenses and disclosure of contingent assets and liabilities. Actual results could differ from these estimates.

**Credit Risk**

The University evaluated the credit risk associated with financing receivables and determined that both the receivables and the related allowances are immaterial to the financial statements.

**Tax Status**

The University is exempt from federal income tax to the extent provided under Section 501(c)(3) of the Internal Revenue Code. The IRS issued a determination letter in January, 1938 that recognized the University as exempt from federal income tax under section 501(c) (3). The IRS confirmed in 2008 that this exemption still applies.

The University has twelve wholly-owned subsidiary corporations that are included in the consolidated financial statements. Seven of these subsidiary corporations are exempt from federal income taxes under 501(c)(2), one is exempt under 501(c)(3), three are subject to taxation, and one application for tax exemption is pending approval by the IRS. The University is classified as an organization that is not a private foundation under section 509(a) of the Internal Revenue Code because it is described in sections 509(a)(1) and 170(b)(1)(A)(ii) and, as such, gifts to the University qualify for deduction as charitable contributions to the extent provided by law. The University and its subsidiary corporations that are exempt from federal income tax are required to pay federal income tax on unrelated business income. The University and its subsidiary corporations did not have any material income tax liabilities for the years ended June 30, 2012 and 2011. The University has no financial reporting requirements for uncertain tax positions for the years ended June 30, 2012 and 2011.

**Subsequent Events**

For the year ended June 30, 2012, the University evaluated subsequent events from July 1, 2012 to October 31, 2012, the date these financial statements were issued.

## 2. Accounts Receivable and Other Assets

Accounts receivable and other assets of the University at June 30, 2012 and 2011, were as follows:

| *(in thousands of dollars)* | **2012** | **2011** |
|---|---|---|
| Unsettled investment sales | $ 5,679 | $ 3,836 |
| Investment income receivable | 4,704 | 4,673 |
| Student loans receivable, net of allowance of $1,056 in 2012 and $927 in 2011 | 9,303 | 8,372 |
| Inventory, prepaid expenses, and other assets | 13,396 | 11,136 |
| Sponsored agreements receivable | 17,350 | 16,920 |
| Other accounts receivable, net of allowance of $353 in 2012 and $334 in 2011 | 5,861 | 4,976 |
| Swap agreements | - | 686 |
| Total accounts receivable and other assets | $ 56,293 | $ 50,599 |

## 3. Pledges Receivable

Unconditional promises to give are included in the consolidated financial statements as pledges receivable and revenue of the appropriate net asset category. Multi-year pledges are recorded after discounting to the present value of expected future cash flows. Unconditional promises to give at June 30, 2012 and 2011 are expected to be realized in the following periods:

| *(in thousands of dollars)* | **2012** | **2011** |
|---|---|---|
| In one year or less | $ 51,682 | $ 29,821 |
| Between one year and five years | 101,673 | 87,988 |
| More than five years | 45,661 | 51,558 |
| Less: Discount to net present value | (20,835) | (20,265) |
| Less: Allowance for uncollectible pledges | (11,941) | (10,162) |
| | $ 166,240 | $ 138,940 |

Pledges receivable at June 30, 2012 and 2011, had the following restrictions:

| *(in thousands of dollars)* | **2012** | **2011** |
|---|---|---|
| Restricted for long-term investment | $ 35,039 | $ 42,279 |
| Buildings | 75,983 | 35,264 |
| Support of University programs and activities | 87,994 | 91,824 |
| Less: Discount to net present value | (20,835) | (20,265) |
| Less: Allowance for uncollectible pledges | (11,941) | (10,162) |
| | $ 166,240 | $ 138,940 |

Discount rates ranging from 1% to 6% are used to discount pledges. A reserve rate of 6% was used for the allowance for uncollectible pledges as of June 30, 2012 and 2011. The reserve rate is reviewed periodically to ensure adequate provision for uncollectible amounts.

The University has received $11,500,000 in conditional pledges. During fiscal 2011, one pledge of $6,000,000 was made towards the construction of a building. During fiscal 2012, two pledges of $1,500,000 were made towards construction of the same building and one pledge of $4,000,000 was made to support a new research center. These pledges will be recognized as revenue in the year in which the conditions are met.

## 4. Investments

Investments at June 30, 2012 and 2011, were as follows:

| *(in thousands of dollars)* | **2012** | **2011** |
|---|---|---|
| Short term investments and fixed income securities | $ 853,795 | $ 775,207 |
| Equity securities and equity funds | 1,314,961 | 1,528,229 |
| Limited partnerships and other funds | 2,343,650 | 2,251,616 |
| Real assets, oil and gas, and other | 288,853 | 310,723 |
| | $ 4,801,259 | $ 4,865,775 |

The table above includes annuity and life income fund assets of $147,244,000 and $152,486,000 as of June 30, 2012 and 2011, respectively. Fixed income securities included in the table include unspent bond proceeds that were available to fund project expenditures in future years (Note 9). The University is obligated to advance additional funding for certain limited partnerships (Note 15).

The following table presents investment income and net gains (losses) for the year ended June 30, 2012 by net asset classification, with summarized information for the year ended June 30, 2011:

| | 2012 | | | | 2011 |
|---|---|---|---|---|---|
| *(in thousands of dollars)* | **Unrestricted** | **Temporarily Restricted** | **Permanently Restricted** | **Total** | **Total** |
| Investment earnings | $ 17,092 | $ 42,586 | $ 4,903 | $ 64,581 | $ 46,346 |
| Net gains (losses) on investments | 52,741 | 28,291 | (8,694) | 72,338 | 812,583 |
| Total investment gains (losses) and earnings | 69,833 | 70,877 | (3,791) | 136,919 | 858,929 |
| Less: Investment returns distributed for operations | (93,802) | (126,315) | - | (220,117) | (220,354) |
| Investment returns, reduced by operating distribution | $ (23,969) | $ (55,438) | $ (3,791) | $ (83,198) | $ 638,575 |

Certain expenses paid directly by the University for investment management and custody services, including certain internal costs, amounted to approximately, $43,706,000 and $42,612,000 for the years ended June 30, 2012 and 2011, respectively, and have been netted against investment earnings.

## 5. Endowments

The University’s endowment consists of approximately 1,400 individual donor restricted endowment funds and approximately 100 funds designated by the Board of Trustees to function as endowments. The net assets associated with endowment funds, including funds designated by the Board of Trustees to function as endowments, are classified and reported based on the existence or absence of donor imposed restrictions.

The following table presents endowment net asset composition by type of fund for the year ended June 30, 2012, with summarized information for the year ended June 30, 2011:

| | 2012 | | | | 2011 |
|---|---|---|---|---|---|
| *(in thousands of dollars)* | **Unrestricted** | **Temporarily Restricted** | **Permanently Restricted** | **Total** | **Total** |
| Donor restricted | $ - | $ 1,507,415 | $ 975,226 | $ 2,482,641 | $ 2,510,411 |
| Board designated | 1,964,304 | 1,124 | - | 1,965,428 | 1,988,540 |
| Total endowment funds | $ 1,964,304 | $ 1,508,539 | $ 975,226 | $ 4,448,069 | $ 4,498,951 |

In accordance with UPMIFA, the University considers the following factors in making a determination to appropriate or accumulate endowment funds:

1. The duration and preservation of the fund
2. The purposes of the University and the donor restricted endowment fund
3. General economic conditions
4. The possible effect of inflation and deflation
5. The expected total return from income and the appreciation of investments
6. Other resources of the University
7. The investment policies of the University

**Endowment Investment Policies**

The University has adopted endowment investment policies that attempt to provide a predictable stream of funding to programs supported by its endowment while seeking to maintain, and, if possible, enhance the purchasing power of endowment assets. The University has a diversified approach to management of the endowment investment portfolio. By diversifying among asset classes and rebalancing toward policy target allocations, the University strives to manage and maintain the risk profile implied by the policy targets adopted by the board.

To achieve its long-term return objectives, the University relies on a total return strategy in which investment returns are achieved through both capital appreciation (realized and unrealized gains) and current yield (interest and dividends). The University's diversified asset allocation places greater emphasis on equity based investments to achieve its long-term objectives within prudent risk and liquidity constraints. The long-term investment objectives of the endowment are to attain an average annual real total return in excess of endowment spending and to outperform various strategic policy and comparable industry universe benchmarks over the long term.

**Endowment Spending Allocation and Relationship of Spending Policy to Investment Objectives**

The Board of Trustees of the University approves the appropriation of endowment funds for expenditure. In establishing a distribution policy, the Board of Trustees considered a number of factors, including the expected long term investment rate of return on the endowment. Accordingly, over the long term, the University expects the current spending policy to allow its endowment to grow, consistent with its intention to maintain the purchasing power of the endowment assets while providing a relatively predictable and stable (in real terms) stream of earnings for current use. Under the University's endowment earnings distribution policy, endowment returns on donor restricted endowments, net of operating distributions, are reinvested in the investment pool as temporarily restricted net assets functioning as endowment and endowment returns on board designated endowment funds, net of operating distributions, are reinvested in the investment pool as unrestricted net assets functioning as endowment.

### Endowment Funds With Deficits

From time to time, the fair value of assets associated with individual donor restricted endowment funds may fall below the value of the initial and subsequent donor gift amounts (deficit). These deficits result when unfavorable market fluctuations occur shortly after the investment of newly established endowments. There were no deficits as of June 30, 2012, or June 30, 2011. Donor endowment deficits are classified as a reduction of unrestricted net assets in the year they occur and as an increase in unrestricted net assets in the year the fair value exceeds the gift amounts.

Changes in endowment net assets for the year ended June 30, 2012, with summarized information for the year ended June 30, 2011, were:

| | 2012 | | | | 2011 |
|---|---|---|---|---|---|
| *(in thousands of dollars)* | **Unrestricted** | **Temporarily Restricted** | **Permanently Restricted** | **Total** | **Total** |
| **Endowment net assets at beginning of year** | $ 1,987,402 | $ 1,557,158 | $ 954,391 | $ 4,498,951 | $ 3,835,723 |
| Investment returns | | | | | |
| Investment income | 28,791 | 32,053 | 6,038 | 66,882 | 49,281 |
| Net gains (losses) (realized and unrealized) | 52,741 | 29,082 | (6,497) | 75,326 | 788,198 |
| Total investment returns | 81,532 | 61,135 | (459) | 142,208 | 837,479 |
| Contributions | - | - | 18,153 | 18,153 | 25,100 |
| Appropriation of endowment assets for expenditure | (105,502) | (114,649) | - | (220,151) | (220,381) |
| Other Changes | | | | | |
| Transfers to create board designated endowment funds | 16,449 | - | - | 16,449 | 19,266 |
| Donor designation | - | - | 3,141 | 3,141 | 1,976 |
| Other Transfers | (15,577) | 4,895 | - | (10,682) | (212) |
| Change in endowment net assets | (23,098) | (48,619) | 20,835 | (50,882) | 663,228 |
| **Endowment net assets at end of year** | $ 1,964,304 | $ 1,508,539 | $ 975,226 | $ 4,448,069 | $ 4,498,951 |

## 6. Financial Instruments

The following table presents the financial instruments carried at fair value on the statement of financial position as of June 30, 2012 and 2011, by category in accordance with the valuation hierarchy defined in Note 1. Under applicable accounting guidance, certain alternative investments, such as hedge funds, that do not have readily determinable fair values, but are redeemable in the near term at investee-reported net asset value per share or its equivalent, are reportable as Level 2:

| | 2012 | | | |
|---|---|---|---|---|
| *(in thousands of dollars)* | **Level 1** | **Level 2** | **Level 3** | **Total** |
| **Investments** | | | | |
| Short term investments & fixed income securities | | | | |
| Cash and equivalents | $ 27 | $ - | $ - | $ 27 |
| Unspent bond proceeds | 35,733 | - | - | 35,733 |
| Short term investments | - | 369,019 | - | 369,019 |
| Investment grade US bonds | - | 392,603 | - | 392,603 |
| Equity securities | 515,356 | - | - | 515,356 |
| Equity funds | - | 722,662 | - | 722,662 |
| Limited partnerships and other funds | | | | |
| Private equity and venture capital | - | - | 841,048 | 841,048 |
| Hedge | - | 511,443 | 370,031 | 881,474 |
| Real estate | - | - | 352,209 | 352,209 |
| Energy and natural resources | - | - | 268,917 | 268,917 |
| Real assets, oil and gas, and other | 165 | - | 274,800 | 274,965 |
| Life income agreements | 145,283 | 1,095 | 868 | 147,246 |
| Total investments at fair value | $ 696,564 | $ 1,996,822 | $ 2,107,873 | $ 4,801,259 |
| Swaps payable | $ - | $ - | $ (25,624) | $ (25,624) |

| *(in thousands of dollars)* | 2011 Level 1 | Level 2 | Level 3 | Total |
|---|---|---|---|---|
| **Investments** | | | | |
| Short term investments & fixed income securities | | | | |
| Cash and equivalents | $ 18 | $ - | $ - | $ 18 |
| Unspent bond proceeds | 42,742 | - | - | 42,742 |
| Short term investments | - | 341,237 | - | 341,237 |
| Investment grade US bonds | - | 340,052 | - | 340,052 |
| Equity securities | 611,608 | - | - | 611,608 |
| Equity funds | - | 829,097 | - | 829,097 |
| Limited partnerships and other funds | | | | |
| Private equity and venture capital | - | - | 823,745 | 823,745 |
| Hedge | - | 542,661 | 317,983 | 860,644 |
| Real estate | - | - | 303,478 | 303,478 |
| Energy and natural resources | - | - | 263,749 | 263,749 |
| Real assets, oil and gas, and other | 161 | - | 296,758 | 296,919 |
| Life income agreements | 149,843 | 1,857 | 786 | 152,486 |
| Total investments at fair value | $ 804,372 | $ 2,054,904 | $ 2,006,499 | $ 4,865,775 |
| Swaps receivable | - | - | 686 | 686 |
| Total assets at fair value | $ 804,372 | $ 2,054,904 | $ 2,007,185 | $ 4,866,461 |
| Swaps payable | $ - | $ - | $ (12,463) | $ (12,463) |

The follwing tables present the changes in amount included in the statement of financial position for financial instruments classified by the University within Level 2:

| *(in thousands of dollars)* | **Short Term Investments and Fixed Income** | **Equity Funds** | **Limited Partnerships** | **Total** |
|---|---|---|---|---|
| **Fair value at July 1, 2011** | $ 683,146 | $ 829,097 | $ 542,661 | $ 2,054,904 |
| Realized gains (losses) | 23,072 | 29,698 | 10,699 | 63,469 |
| Unrealized gains (losses) | 44,007 | (56,163) | 13,408 | 1,252 |
| Capital calls | - | - | 25,000 | 25,000 |
| Distribution | - | - | (40,086) | (40,086) |
| Other | (11,712) | 30 | (36,651) | (48,333) |
| Transfers in (out) | 24,204 | (80,000) | (3,588) | (59,384) |
| **Fair value at June 30, 2012** | $ 762,717 | $ 722,662 | $ 511,443 | $ 1,996,822 |

| *(in thousands of dollars)* | **Short Term Investments and Fixed Income** | **Equity Funds** | **Limited Partnerships** | **Total** |
|---|---|---|---|---|
| **Fair value at July 1, 2010** | $ 574,540 | $ 691,074 | $ 480,214 | $ 1,745,828 |
| Realized gains (losses) | 27,385 | 55,618 | 4,079 | 87,082 |
| Unrealized gains (losses) | (15,708) | 137,405 | 43,156 | 164,853 |
| Capital calls | - | - | 5,000 | 5,000 |
| Distribution | - | - | (15,000) | (15,000) |
| Other | (9,513) | - | - | (9,513) |
| Transfers in (out) | 106,442 | (55,000) | 25,212 | 76,654 |
| **Fair value at June 30, 2011** | $ 683,146 | $ 829,097 | $ 542,661 | $ 2,054,904 |

The following tables present the changes in amounts included in the statement of financial position for financial instruments classified by the University within Level 3:

**Assets**
**Investments**

| *(in thousands of dollars)* | **Limited Partnerships and Other Funds** | **Real Assets, Oil and Gas, and Other** | **Life Income Agreements** | **Total** |
|---|---|---|---|---|
| **Fair value at July 1, 2011** | $ 1,708,955 | $ 296,758 | $ 786 | $ 2,006,499 |
| Realized gains (losses) | 71,881 | - | - | 71,881 |
| Unrealized gains (losses) | (11,835) | (21,399) | - | (33,234) |
| Capital calls | 290,419 | - | - | 290,419 |
| Distribution | (212,915) | - | - | (212,915) |
| Other | (17,888) | (559) | 82 | (18,365) |
| Transfers in (out) | 3,588 | - | - | 3,588 |
| **Fair value at June 30, 2012** | $ 1,832,205 | $ 274,800 | $ 868 | $ 2,107,873 |

| *(in thousands of dollars)* | **Limited Partnerships and Other Funds** | **Real Assets, Oil and Gas, and Other** | **Life Income Agreements** | **Total** |
|---|---|---|---|---|
| **Fair value at July 1, 2010** | $ 1,376,249 | $ 271,710 | $ 742 | $ 1,648,701 |
| Realized gains (losses) | 49,817 | - | - | 49,817 |
| Unrealized gains (losses) | 291,859 | 24,053 | (2) | 315,910 |
| Capital calls | 221,652 | - | - | 221,652 |
| Distribution | (189,512) | - | - | (189,512) |
| Other | (15,898) | 995 | 46 | (14,857) |
| Transfers in (out) | (25,212) | - | - | (25,212) |
| **Fair value at June 30, 2011** | $ 1,708,955 | $ 296,758 | $ 786 | $ 2,006,499 |

**Assets (continued)**
**Swap Agreements**

| | 2012 | | | 2011 |
|---|---|---|---|---|
| *(in thousands of dollars)* | **Interest Rate Swap** | **Commodity Swap** | **Total** | **Total** |
| **Fair value at July 1** | $ 631 | $ 55 | $ 686 | $ - |
| Unrealized gains (losses) | (631) | (55) | (686) | 686 |
| **Fair value at June 30** | $ - | $ - | $ - | $ 686 |

**Liabilities**
**Swap Agreements**

| | 2012 | | | 2011 |
|---|---|---|---|---|
| *(in thousands of dollars)* | **Interest Rate Swap** | **Commodity Swap** | **Total** | **Total** |
| **Fair value at July 1** | $ 11,881 | $ 582 | $ 12,463 | $ 15,874 |
| Unrealized (gains) losses | 8,730 | 4,431 | 13,161 | (3,411) |
| **Fair value at June 30** | $ 20,611 | $ 5,013 | $ 25,624 | $ 12,463 |

Transfers reflected in short term investments and fixed income and equity funds in 2012 and 2011 include movements between Level 1 and Level 2 commingled cash funds. Transfers were made from Level 3 to Level 2 of $15,575,000 and from Level 2 to Level 3 of $19,163,000 in 2012 and from Level 3 to Level 2 of $37,504,000 and from Level 2 to Level 3 of $12,292,000 in 2011, resulting primarily from a change in redemption status for hedge funds as of June 30, 2012 and 2011. The University recognizes transfers as of the end of the reporting period.

The University utilizes a hierarchy of inputs in determining fair value (Note 1). The following is a description of the University's valuation methodologies for assets and liabilities measured at fair value. The methods described below may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the University believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different estimate of fair value at the reporting date.

Fair value for Level 1 is based upon quoted prices in active markets that the University has the ability to access for identical assets and liabilities. Market price data is generally obtained from exchange or dealer markets. The University does not adjust the quoted price for such assets and liabilities.

Fair value for Level 2 is based on quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, and model-based valuation techniques for which all significant assumptions are observable in the market or can be corroborated by observable market data for substantially the full term of the assets. Certain alternative investments, such as hedge funds, that offer redemptions within 180 days of the measurement date at investee-reported net asset value per share or its equivalent are reported as Level 2. Hedge funds that have significant portions of the net asset value in side-pockets or special purpose vehicles and/or are only redeemable at fund manager discretion are reported as

Level 3. If the redemption extends beyond 180 days, the investment is categorized as Level 3. Inputs are obtained from various sources including market participants, dealers, and brokers.

Fair value for Level 3 is based on valuation techniques that use significant inputs that are unobservable as they trade infrequently or not at all.

Investments included in Level 3 primarily consist of the University's ownership in alternative investments (including limited partnerships and interests in hedge and other similar funds). The fair values held by funds that do not have readily determinable fair values are determined by the respective managers and are based on appraisals or other estimates that require varying degrees of judgment. If no public market exists for the investments, the fair value is determined by the manager taking into consideration, among other things, the cost of the investments, prices of recent significant placements of investments of the same issuer, and subsequent developments concerning the companies to which the investments relate. The University has performed due diligence with respect to these investments to ensure NAV or partners' capital per share is an appropriate measure of fair value as of June 30.

Hedge funds held by the University may be subject to restrictions that limit (i) the University's ability to redeem/withdraw capital from such funds during a specified period of time subsequent to the University's investment of capital (lockups) and/or (ii) the amount of capital that investors may redeem/withdraw as of given redemption/withdrawal dates (side pockets). Capital available for redemption/withdrawal may also be subject to redemption/withdrawal charges and may or may not include capital attributable to the University's participation in illiquid investments. These funds generally limit redemptions to monthly, quarterly, semi-annually, annually or longer, at NAV, and require between 30 and 90 days' prior written notice, limiting the University's ability to respond quickly to changes in market conditions. The value of hedge funds classified as Level 3 included investment lockups that will expire over the next 24 to 33 months of $169,195,000 and $138,392,000 at June 30, 2012 and 2011, respectively, and side pockets of $44,116,000 and $42,609,000 at June 30, 2012 and 2011, respectively, that had indeterminate redemption periods.

Limited partnership investments held by the University may be subject to restrictions that limit (i) the University's ability to redeem/withdraw capital from such investments during a specified period of time subsequent to the University's investment of capital in such funds and/or (ii) the amount of capital that investors may redeem/withdraw as of given redemption/withdrawal dates. Capital available for redemption/withdrawal may also be subject to redemption/withdrawal charges and may or may not include capital attributable to the University's participation in illiquid investments. These investments generally limit redemptions to monthly, quarterly, semi-annually, annually or longer, at fair value, and require between 30 and 90 days' prior written notice, limiting the University's ability to respond quickly to changes in market conditions.

The University entered into agreements in March 2011 to hedge the cost of natural gas with a final termination of June 2013. The fair value of the agreements is the estimated amount that the University would pay or receive to terminate these contracts as of June 30. The estimated fair value of the current arrangements was a liability of $2,714,000 as of June 30, 2012 and an asset of $55,000 as of June 30, 2011. The University entered into an agreement in February 2012 to hedge the cost of natural gas that takes effect on July 1, 2013. The estimated fair value of this arrangement was a liability of $75,000 as of June 30, 2012. The University entered into an agreement in June 2012 to hedge a portion of the cost of electricity that took effect on July 1, 2012. The estimated fair value of the arrangement was a liability of $2,224,000 as of June 30, 2012. The change in value is reported as other nonoperating change for 2012 on the Consolidated Statement of Activities.

Life income agreement assets consist primarily of mutual funds, with some directly held assets in real estate, oil and gas, and bonds. Life income investments included in Level 1 are cash and equivalents and mutual funds investing in equities, real estate funds and fixed income securities. Life income investments included in Level 2 are directly held bonds and US Treasury securities. Life income investments included in Level 3 are directly held interests in real estate, oil and gas, and other investments. The life income agreement investments are managed by an external manager.

## 7. Property and Equipment

Property and equipment of educational plant at June 30, 2012 and 2011, were as follows:

| *(in thousands of dollars)* | **Estimated Useful Lives (Years)** | **2012** | **2011** |
|---|---|---|---|
| Land | - | $ 23,785 | $ 23,785 |
| Buildings and improvements | 20 – 50 | 1,382,296 | 1,351,432 |
| Equipment, furniture and library books | 2 – 20 | 369,020 | 348,974 |
| Construction in progress | - | 4,277 | 7,175 |
| Less: Accumulated depreciation | - | (577,375) | (514,430) |
| | | $ 1,202,003 | $ 1,216,936 |

## 8. Accounts Payable and Other Liabilities

Accounts payable and other liabilities of the University at June 30, 2012 and 2011, were as follows:

| *(in thousands of dollars)* | **2012** | **2011** |
|---|---|---|
| Unsettled investment purchases and advances | $ 1,485 | $ 1,246 |
| Vendor accounts payable | 9,724 | 12,273 |
| Accrued payroll and employee benefits | 10,836 | 14,023 |
| Sponsored agreements unearned income | 24,041 | 21,981 |
| Conditional asset retirement obligations | 5,686 | 5,117 |
| Swap agreements | 25,624 | 12,462 |
| Other liabilities | 7,314 | 7,538 |
| Total accounts payable and other liabilities | $ 84,710 | $ 74,640 |

## 9. Notes and Bonds Payable

Notes and bonds payable of the University at June 30, 2012 and 2011, were as follows:

| *(in thousands of dollars)* | 2012 | 2011 |
|---|---|---|
| **City of Houston Higher Education Finance Corporation (CHHEFC)** | | |
| Tax-exempt revenue bonds, Series 2010A & 2010B, maturing 2031 through 2048, with an average coupon of 5% per annum payable semiannually for Series 2010A and an average rate of interest at June 30, 2012 of 0.15% (0.04% at June 30, 2011) per annum payable monthly for Series 2010B | $ 139,887 | $ 139,887 |
| Tax-exempt revenue bonds, Series 2008A & 2008B, maturing 2039 through 2048, with an average rate of interest at June 30, 2012, of 0.15% (0.03% at June 30, 2011) payable daily | 200,000 | 200,000 |
| Tax-exempt revenue bonds, Series 2007A & 2007B, maturing 2010 through 2047, with an average coupon of 4.75% per annum payable semiannually | 308,222 | 310,442 |
| Tax-exempt revenue refunding bonds, Series 2006A & 2006B, maturing 2023 through 2029, with an average rate of interest at June 30, 2012 of 0.24% (0.07% at June 30, 2011) per annum payable monthly | 147,180 | 147,180 |
| Tax-exempt commercial paper notes, Series A, with interest ranging from 0.17% to 0.21% at June 30, 2012 (0.20% to 0.37% at June 30, 2011) per annum payable upon maturity | 44,375 | 62,400 |
| | $ 839,664 | $ 859,909 |

The University incurred interest expense, net of interest earned, of approximately $28,307,000 and $27,074,000 in 2012 and 2011, respectively. Of these amounts, interest expense of $28,291,000 and $25,583,000 was charged to operations and interest expense of $16,000 and $1,491,000 was capitalized in 2012 and 2011 respectively. The University made interest payments of approximately $28,456,000 and $27,021,000 in 2012 and 2011, respectively.

### Tax-Exempt Revenue Bonds
***Series 2010A and 2010B***

On June 2, 2010 the University issued Series 2010A and 2010B revenue bonds through the CHHEFC. The Series 2010A revenue bonds, with a face value of $94,485,000, were issued as fixed rate debt with an average coupon of 5%. The Series 2010B revenue bonds, with a face value of $39,765,000, were issued as variable rate demand bonds (VRDBs), which are subject to optional and mandatory tender. The University is not required to obtain or maintain a liquidity facility for the Series 2010B bonds.

The Series 2010A bonds were issued with a $5,637,000 original issue premium and issuance costs of $606,000. The Series 2010B bonds were issued without an original issue premium or discount and issuance costs of $158,000. The original issue premium and costs were capitalized by the University and are being amortized over the term of the bond issue. Interest payments on the 2010A bonds are payable semiannually and interest payments on the 2010B bonds are payable monthly. Principal payments for Series 2010A commence on May 15, 2031 and will be required annually until the scheduled maturity date of May 15, 2040. Principal payments for Series 2010B begin May 15, 2041 and continue annually until their maturity in May, 2048.

Unspent bond proceeds of $35,733,000 at June 30, 2012 and $42,801,000 at June 30, 2011 were invested in a mutual fund holding U.S. government securities.

The estimated fair value of the CHHEFC series 2010A bonds was equal to $107,829,000 at June 30, 2012, and $98,026,000 at June 30, 2011. The estimated fair value of the CHHEFC Series 2010B bonds approximates the face value at June 30, 2012. These valuations should be considered to be Level 2 values.

***Series 2008A and 2008B***

On June 4, 2008 the University issued Series 2008A and 2008B revenue bonds through the CHHEFC. The Series 2008A and 2008B revenue bonds, each with a face value of $100,000,000, were issued as variable rate demand bonds (VRDBs), which are subject to optional and mandatory tender. The University is not required to obtain or maintain a liquidity facility for the bonds. The University has obtained a credit facility from a group of banks that can only be used by the University to provide liquidity in the event the bonds are tendered but not successfully remarketed. This credit facility expires on June 1, 2014 and calls for balances outstanding at maturity to be repaid over eight equal quarterly payments. The University has not had to draw against the liquidity facility as a result of an inability to remarket these bonds.

Issuance costs of $627,000 were capitalized by the University and are being amortized over the term of the bond issue. Principal payments commence on June 30, 2039 and are payable annually through June 30, 2048.

A portion of the proceeds of the Series 2008A and 2008B bonds was used to refund $28,800,000 of commercial paper.

The estimated fair value for the Series 2008A and 2008B bonds approximates the face value at June 30, 2012 and 2011. These valuations should be considered to be Level 2 values.

Effective June 29, 2011, the University entered into an interest rate swap agreement with a notional amount of $100,000,000. The University receives amounts based on SIFMA swap index and makes payments based on a fixed rate of 1.46%. The swap matures on June 29, 2016.

The fair value of the interest rate swap agreement is the estimated amount that the University would pay or receive to terminate these contracts as of June 30, 2012. The estimated fair value of this swap arrangement was a liability of $3,529,000 as of June 30, 2012 and an asset of $631,000 as of June 30, 2011. The change in value is reported as other nonoperating change in the Consolidated Statement of Activities.

***Series 2007A and 2007B***

On June 12, 2007, the University issued Series 2007A and 2007B revenue bonds through the CHHEFC. The Series 2007A bonds were issued with a $5,832,000 original issue premium and the Series 2007B bonds were issued net of a $365,000 original issue discount. The original issue premium and discount and issuance costs of $2,494,000 were capitalized by the University and are being amortized over the term of the bond issue. Interest payments on the bonds are payable semiannually. Principal payments for Series 2007A commenced on May 15, 2010 and will be required annually until the scheduled maturity date of May 15, 2047. Principal payments for Series 2007B begin November 15, 2030 and continue annually until their maturity in November 2037.

Series 2007A bonds were issued with a face value of $209,165,000 and have a current face value of $202,755,000 after principal payments. Series 2007B bonds were issued with a face value of $100,000,000.

The estimated fair value of the CHHEFC Series 2007A bonds was $220,768,000 at June 30, 2012 and $211,970,000 at June 30, 2011. The estimated fair value of the CHHEFC Series 2007B bonds was $107,132,000 at June 30, 2012 and $100,857,000 at June 30, 2011. These valuations should be considered to be Level 2 values.

***Series 2006A and 2006B***

In March 2006, the University issued Series 2006A and 2006B revenue refunding bonds in the amount of $147,180,000. The face value of Series 2006A is $98,155,000 and the face value of Series 2006B is $49,025,000. The Series 2006A and 2006B revenue refunding bonds were issued as VRDBs, which are subject to optional and mandatory tender. The University is required to maintain a liquidity facility for the bonds to provide liquidity in the event the bonds are tendered but not successfully remarketed. This liquidity facility expires on March 28, 2013 and calls for balances outstanding at maturity to be repaid over six equal semi-annual payments. The University has not had to draw against the liquidity facility as a result of an inability to remarket these bonds.

Proceeds from these bonds were used to current refund $20,000,000 of the commercial paper program and to advance refund the Series 1999A debt service obligation by irrevocably placing assets with a trustee to pay principal, interest and call premium on the obligations. These obligations have now been paid in full.

The estimated fair value of the CHHEFC Series 2006A and 2006B bonds approximates the face value at June 30, 2012 and 2011. These valuations should be considered to be Level 2 values.

Effective March 29, 2006, the University entered into interest rate swap agreements with a notional amount of $147,180,000. The University receives amounts based on 67% of the three-month London Interbank Offered Rate (LIBOR) and makes payments based on a fixed rate of 3.868%. The term of the swaps matches the term of the Series 2006A and 2006B bonds. The University has the option to terminate the swaps starting in 2016.

The fair value of the interest rate swap agreements is the estimated amount that the University would pay or receive to terminate these contracts as of June 30, 2012 and 2011. The estimated fair value of these swap arrangements was a liability of $17,082,000 as of June 30, 2012 and a liability of $11,881,000 as of June 30, 2011. The change in value is reported as other nonoperating changes for 2012 and 2011 in the Consolidated Statement of Activities.

Excluding maturity of commercial paper and other notes payable, as well as unamortized discounts and premiums, principal payments are:

| *(in thousands of dollars)* | Scheduled Principal Payments | Outstanding VRDBs | Total Maximum Principal Payments |
|---|---|---|---|
| 2013 | $ 2,310 | $ 188,735 | $ 191,045 |
| 2014 | 2,405 | 149,060 | 151,465 |
| 2015 | 2,500 | 49,060 | 51,560 |
| 2016 | 2,635 | - | 2,635 |
| 2017 | 2,770 | - | 2,770 |
| Thereafter | 771,565 | (386,855) | 384,710 |
| | $ 784,185 | $ - | $ 784,185 |

Outstanding VRDBs in the above table represent amounts payable in the event the bonds are tendered but are not successfully remarketed, as discussed previously.

The University has received from the IRS a Notice of Proposed Issue with respect to the Series 2006A and Series 2006B bonds that asserts a Violation of Qualified Hedge under Treasury Regulation 1.148-4(h). The University has responded to the notice. The University believes it has fully complied with all applicable federal tax requirements with respect to the bonds and intends to continue to seek to resolve the matter with the IRS.

**Commercial Paper Notes**

The University has a tax-exempt commercial paper credit facility that provides for borrowings in the form of individual notes up to an aggregate of $100,000,000. The notes bear a fixed rate of interest, established on the borrowing date, over their individual terms, not to exceed 270 days. The outstanding balance under the facility was $44,375,000 and $62,400,000 with an average interest rate of 0.19 % and 0.33% and an average maturity of 78 days and 82 days as of June 30, 2012 and 2011, respectively.

The estimated fair value of the commercial paper notes approximates the face value.

**Line of Credit**

The University established a $100,000,000 variable rate line of credit with a commercial bank in January, 2009. The line of credit expires on January 30, 2013. No funds were borrowed under this agreement during FY 2012.

## 10. Net Assets

The University's unrestricted, temporarily restricted and permanently restricted net assets as of June 30, 2012 are categorized by purpose as follows, with summarized information as of June 30, 2011:

| *(in thousands of dollars)* | 2012 Unrestricted | 2012 Temporarily Restricted | 2012 Permanently Restricted | 2012 Total | 2011 Total |
|---|---|---|---|---|---|
| Internally designated for specific programs or ongoing activities | $ 120,336 | $ - | $ - | $ 120,336 | $ 132,091 |
| Designated or restricted by donor, including pledges | 86,288 | 137,858 | - | 224,146 | 169,712 |
| Net investment in plant | 313,016 | 34,053 | - | 347,069 | 371,914 |
| Endowment and designated for long-term investment including pledges | 1,964,304 | 1,508,539 | 975,226 | 4,448,069 | 4,498,951 |
| Life-income trusts | - | 44,210 | 19,217 | 63,427 | 63,833 |
| Loans | - | - | 2,827 | 2,827 | 3,364 |
| | $ 2,483,944 | $ 1,724,660 | $ 997,270 | $ 5,205,874 | $ 5,239,865 |

The Board of Trustees has designated certain unrestricted and temporarily restricted net assets for long-term investment (Note 5). Most net assets designated for long-term investment and endowment assets participate in one common investment pool.

## 11. Student Financial Aid

Gross student tuition and fees of $206,738,000 and $185,198,000 in 2012 and 2011, respectively, are presented in the consolidated financial statements net of scholarship and fellowship awards of $86,346,000 and $78,053,000, respectively. Auxiliary enterprises revenue was reduced by scholarship awards applied to room and board charges of $5,499,000 and $3,219,000 in 2012 and 2011, respectively. Scholarship and fellowship awards in excess of the above amounts are reported as expense.

## 12. Functional Expenses

Expenses of the University by major functional category for the years ended June 30, 2012 and 2011, were as follows:

| *(in thousands of dollars)* | 2012 | 2011 |
|---|---|---|
| Instruction and department research | $ 245,862 | $ 234,262 |
| Sponsored research and other sponsored programs | 97,600 | 100,381 |
| Library | 31,411 | 30,150 |
| Scholarships and fellowships | 12,726 | 13,534 |
| Auxiliary enterprises | 56,381 | 48,360 |
| Student services | 48,268 | 44,921 |
| General administration | 30,837 | 30,941 |
| Institutional development and other activities | 24,392 | 22,893 |
| Total educational and general | $ 547,477 | $ 525,442 |

The above table includes depreciation expense of $53,246,000 and $50,716,000, and operations and maintenance expense of $48,644,000 and $46,122,000 in 2012 and 2011, respectively, which were allocated to the major functional categories based on space usage. Depreciation of library books of $9,403,000 and $9,083,000 was recognized as library expense in 2012 and 2011, respectively. Interest of $28,291,000 and $25,583,000 in 2012 and 2011, respectively, was recorded by functional category based on identification of related construction projects.

## 13. Related Party Transactions

Members of the University's Board of Trustees and senior management may, from time to time, be associated, either directly or through interlocking board memberships, with entities doing business with the University. The University employs a conflict of interest policy that requires any such associations to be disclosed in writing on an annual basis and updated as appropriate during the year. When such associations exist, measures are taken to mitigate any actual or perceived conflict, including recusal of the board member from any decisions involving the entity doing business with the University. The transactions with entities associated with trustees or senior management are not considered to be significant and may include investment management, common membership in investment partnerships or other investment vehicles, or the purchase of goods or services.

## 14. Retirement Plans

Substantially all employees are eligible to participate in a defined contribution retirement plan, which is administered by an outside agency. The plan operates in accordance with Section 401(a) of the Internal Revenue Code. University contributions are made to this plan. In addition, employees may elect to participate in plans created under Section 403(b) of the Internal Revenue Code. The contributions of the University and its employees can be applied to annuity contracts. The University's contributions to the plan of $19,216,000 and $18,884,000, were recorded as expense in the appropriate functional categories in 2012 and 2011, respectively.

## 15. Commitments and Contingencies

A number of suits and claims are pending against the University. While final outcomes cannot be determined at this time, management believes, after consultation with its legal counsel, that the uninsured liability, if any, resulting from these suits and claims will not have a material adverse effect on the University's financial position.

The University receives funding from federal government agencies for research and other programs conducted under government grants and contracts. The grants and contracts provide for reimbursement of direct and indirect costs. Indirect (facilities and administrative) costs are reimbursed under a negotiated rate agreement with the federal government; the rate is predetermined through fiscal year 2015. The costs recovered by the University in support of sponsored programs are subject to audit and adjustment.

In connection with its private equity investment program (Note 4), the University is obligated under certain limited partnership agreements to advance additional funding up to levels specified in each agreement upon the request of the general partner. At June 30, 2012 and 2011, the University had unfunded commitments of approximately $413,000,000 and $466,000,000, respectively, which are expected to be called primarily over the next five to seven years.

Additionally, the University was committed under contracts at June 30, 2012 and 2011, for capital construction and improvements and major maintenance of approximately $17,000,000 and $25,000,000, respectively, to be financed primarily from gifts and net assets designated for long-term investments, and from debt to the extent other resources are not available. Other purchasing commitments of approximately $4,000,000 and $5,000,000 were also outstanding at June 30, 2012 and 2011, respectively.