



VILLANOVA
UNIVERSITY
and Subsidiaries

**FINANCIAL
STATEMENTS**

May 31, 2013



VILLANOVA
UNIVERSITY

VILLANOVA UNIVERSITY

FINANCIAL STATEMENTS May 31, 2013

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Independent Auditor's Report

To the Board of Trustees of Villanova University:

We have audited the accompanying consolidated financial statements of Villanova University and its Subsidiaries (the "University"), which comprise the consolidated statements of financial position as of May 31, 2013 and 2012, and the related consolidated statements of activities, changes in net assets, and of cash flows for the years then ended.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on the consolidated financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on our judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the University's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the University's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Villanova University at May 31, 2013 and 2012, and the results of their operations and their cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

PricewaterhouseCoopers LLP

October 8, 2013

VILLANOVA UNIVERSITY AND SUBSIDIARIES**Consolidated Statements of Financial Position at May 31, 2013 and 2012**

(in thousands)

	<u>2013</u>	<u>2012</u>
ASSETS		
Cash and cash equivalents	\$ 145,401	\$ 150,981
Short-term investments	966	927
Accounts receivable, less allowances of \$993 in 2013 and \$821 in 2012	11,541	7,579
Inventories	1,862	2,305
Other assets	5,331	5,566
Assets whose use is limited	2,094	2,094
Pledges receivable, net	43,741	18,604
Student loans receivable, net	11,939	12,221
Investments	430,589	360,544
Land, buildings and equipment, net	354,719	353,368
Total assets	<u>\$ 1,008,183</u>	<u>\$ 914,189</u>
LIABILITIES		
Accounts payable	\$ 10,290	\$ 11,837
Accrued expenses	30,215	33,686
Deposits	3,632	3,412
Deferred revenues	17,940	13,090
Accrued postretirement benefits	12,962	15,656
Refundable government loan funds	8,817	8,211
Long-term debt	183,033	192,614
Accrued pension cost	9,678	16,507
Total liabilities	<u>276,567</u>	<u>295,013</u>
NET ASSETS		
Unrestricted	415,937	362,326
Temporarily restricted	126,373	92,176
Permanently restricted	189,306	164,674
Total net assets	<u>731,616</u>	<u>619,176</u>
Total liabilities and net assets	<u>\$ 1,008,183</u>	<u>\$ 914,189</u>

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

VILLANOVA UNIVERSITY AND SUBSIDIARIES
Consolidated Statement of Activities for the Year Ended May 31, 2013

(in thousands)

	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>Permanently Restricted</u>	<u>Total</u>	<u>2012 Total</u>
OPERATING REVENUES					
Student related revenue:					
Student tuition and fees, net of \$97,341 in student financial aid	\$ 261,516			\$ 261,516	\$ 260,864
Sales and services of auxiliary enterprises, net of \$2,355 in student financial aid	67,272			67,272	65,946
	<u>328,788</u>			<u>328,788</u>	<u>326,810</u>
Private gifts and grants	16,498	\$ 16,130		32,628	20,447
Government grants	6,567			6,567	7,392
Endowment resources	8,391	7,517		15,908	15,001
Investment income	181			181	378
Other sources	17,364	79		17,443	15,913
Net assets released from restrictions	11,487	(10,994)	\$ (493)	-	-
Total operating revenues	<u>389,276</u>	<u>12,732</u>	<u>(493)</u>	<u>401,515</u>	<u>385,941</u>
OPERATING EXPENSES					
Salaries and fringe benefits	231,527			231,527	219,437
Supplies and services	42,990			42,990	47,124
Depreciation	18,246			18,246	17,897
Cost of goods sold	12,803			12,803	13,017
Interest on indebtedness	7,226			7,226	8,212
Travel and special events	12,869			12,869	12,877
Utilities	7,843			7,843	7,922
Other	34,438			34,438	34,519
Total operating expenses	<u>367,942</u>	<u>-</u>	<u>-</u>	<u>367,942</u>	<u>361,005</u>
Change in net assets from operating activities	<u>21,334</u>	<u>12,732</u>	<u>(493)</u>	<u>33,573</u>	<u>24,936</u>
NON-OPERATING					
Investment Income					
Interest and dividends	1,677	918	33	2,628	2,541
Realized (losses)/gains	5,193	5,208	12	10,413	13,905
Other					
Rental property revenue	2,222			2,222	2,167
Rental property expenses	(1,347)			(1,347)	(1,390)
Change in fair value of investments	22,470	22,856	117	45,443	(39,751)
Adjustment to asset retirement obligations	(11)			(11)	98
Endowment resources	(8,391)	(7,517)		(15,908)	(15,001)
	<u>21,813</u>	<u>21,465</u>	<u>162</u>	<u>43,440</u>	<u>(37,431)</u>
Endowment and other gifts	(25)		24,963	24,938	7,955
Change in net assets from non-operating activities	<u>21,788</u>	<u>21,465</u>	<u>25,125</u>	<u>68,378</u>	<u>(29,476)</u>
Change in net assets prior to gain on bond refinancing	43,122	34,197	24,632	101,951	(4,540)
Gain on bond refinancing	39			39	-
Change in net assets before other adjustments	<u>\$ 43,161</u>	<u>\$ 34,197</u>	<u>\$ 24,632</u>	<u>\$ 101,990</u>	<u>\$ (4,540)</u>

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

VILLANOVA UNIVERSITY AND SUBSIDIARIES
Consolidated Statement of Activities for the Year Ended May 31, 2012

(in thousands)

	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>Permanently Restricted</u>	<u>Total</u>	<u>2011 Total</u>
OPERATING REVENUES					
Student related revenue:					
Student tuition and fees, net of \$88,366 in student financial aid	\$ 260,864			\$ 260,864	\$ 256,654
Sales and services of auxiliary enterprises, net of \$2,152 in student financial aid	65,946			65,946	65,062
	<u>326,810</u>			<u>326,810</u>	<u>321,716</u>
Private gifts and grants	14,388	\$ 6,059		20,447	14,109
Government grants	7,392			7,392	10,142
Endowment resources	8,118	6,883		15,001	14,986
Investment income	378			378	573
Other sources	15,829	84		15,913	17,173
Net assets released from restrictions	9,973	(9,973)		-	-
Total operating revenues	<u>382,888</u>	<u>3,053</u>	<u>\$ -</u>	<u>385,941</u>	<u>378,699</u>
OPERATING EXPENSES					
Salaries and fringe benefits	219,437			219,437	211,472
Supplies and services	47,124			47,124	44,844
Depreciation	17,897			17,897	17,806
Cost of goods sold	13,017			13,017	13,580
Interest on indebtedness	8,212			8,212	8,567
Travel and special events	12,877			12,877	12,556
Utilities	7,922			7,922	8,871
Other	34,519			34,519	31,920
Total operating expenses	<u>361,005</u>	<u>-</u>	<u>-</u>	<u>361,005</u>	<u>349,616</u>
Change in net assets from operating activities	<u>21,883</u>	<u>3,053</u>	<u>-</u>	<u>24,936</u>	<u>29,083</u>
NON-OPERATING					
Investment Income					
Interest and dividends	1,345	1,026	170	2,541	1,839
Realized (losses)/gains	6,945	6,989	(29)	13,905	13,502
Other					
Rental property revenue	2,167			2,167	2,158
Rental property expenses	(1,390)			(1,390)	(1,600)
Change in fair value of investments	(19,041)	(20,648)	(62)	(39,751)	48,033
Adjustment to asset retirement obligations	98			98	-
Endowment resources	(8,118)	(6,883)		(15,001)	(14,986)
	<u>(17,994)</u>	<u>(19,516)</u>	<u>79</u>	<u>(37,431)</u>	<u>48,946</u>
Endowment and other gifts			7,955	7,955	11,741
Change in net assets from non-operating activities	<u>(17,994)</u>	<u>(19,516)</u>	<u>8,034</u>	<u>(29,476)</u>	<u>60,687</u>
Change in net assets before other adjustments	<u>\$ 3,889</u>	<u>\$ (16,463)</u>	<u>\$ 8,034</u>	<u>\$ (4,540)</u>	<u>\$ 89,770</u>

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

VILLANOVA UNIVERSITY AND SUBSIDIARIES**Consolidated Statements of Changes in Net Assets****For the Years Ended May 31, 2013 and 2012**

(in thousands)

	<u>2013</u>	<u>2012</u>
Unrestricted Net Assets:		
Change in net assets before other adjustments	\$ 43,161	\$ 3,889
Adjustment for retirement plan obligations	<u>10,450</u>	<u>(10,027)</u>
Increase/(Decrease) in unrestricted net assets	<u>53,611</u>	<u>(6,138)</u>
Temporarily Restricted Net Assets:		
Change in net assets	<u>34,197</u>	<u>(16,463)</u>
Increase/(Decrease) in temporarily restricted net assets	<u>34,197</u>	<u>(16,463)</u>
Permanently Restricted Net Assets:		
Change in net assets	<u>24,632</u>	<u>8,034</u>
Increase in permanently restricted net assets	<u>24,632</u>	<u>8,034</u>
Increase/(Decrease) in net assets	112,440	(14,567)
Net assets:		
Beginning of Year	<u>619,176</u>	<u>633,743</u>
End of Year	<u>\$ 731,616</u>	<u>\$ 619,176</u>

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

VILLANOVA UNIVERSITY AND SUBSIDIARIES

Consolidated Statements of Cash Flows

For the years ended May 31, 2013 and 2012

(in thousands)

	<u>2013</u>	<u>2012</u>
CASH FLOW FROM OPERATING ACTIVITIES		
Increase/(Decrease) in net assets	\$ 112,440	\$ (14,567)
Adjustments to reconcile change in net assets to net cash provided by operating activities:		
Depreciation	18,246	17,897
Contributions restricted for long-term investment	(10,077)	(8,676)
Realized gains on sales of investments	(10,413)	(13,905)
Change in market value of investments	(45,443)	39,751
Pension and other postretirement benefit plan adjustments	(10,450)	10,027
Receipt of contributed securities	(1,887)	(1,079)
Amortization of debt (premium)/discount	1,266	(516)
Changes in operating assets and liabilities:		
Accounts receivable	(4,134)	2,658
Pledges receivable	(27,639)	(889)
Provision for doubtful accounts	2,661	434
Accounts payable and accrued expenses	(2,462)	1,658
Other changes	6,675	(1,980)
Net cash provided by operating activities	<u>28,783</u>	<u>30,813</u>
CASH FLOW FROM INVESTING ACTIVITIES		
Proceeds from sales of investments	262,767	155,836
Purchases of investments	(275,069)	(162,422)
Student loans receivable	295	(327)
Purchase of land, buildings and equipment	(22,153)	(19,116)
Short-term investments, net	(39)	22
Increase in assets whose use is limited	-	(2)
Net cash used in investing activities	<u>(34,199)</u>	<u>(26,009)</u>
CASH FLOW FROM FINANCING ACTIVITIES		
Contributions restricted for long-term investment	10,077	8,676
Repayment of debt principal	(8,842)	(8,364)
Debt refinancing	(2,005)	-
Government loan funds	606	1,007
Net cash (used in)/provided by financing activities	<u>(164)</u>	<u>1,319</u>
Net (decrease)/increase in cash and cash equivalents	(5,580)	6,123
Cash and cash equivalents at beginning of year	<u>150,981</u>	<u>144,858</u>
Cash and cash equivalents at end of year	<u>\$ 145,401</u>	<u>\$ 150,981</u>
SUPPLEMENTAL DISCLOSURES		
Purchases of property, plant, and equipment in accounts payable	\$ 2,395	\$ 4,951
Cash paid for interest	8,297	9,225
Tax payments	740	863
Contributed securities	1,887	1,079

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

VILLANOVA UNIVERSITY AND SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS
FOR THE YEAR ENDED MAY 31, 2013

NOTE 1 - SUMMARY OF NATURE OF OPERATIONS, SIGNIFICANT ACCOUNTING POLICIES AND REPORTING PRACTICES:

Nature of Operations

Villanova University and Subsidiaries (the "University") is an independent, coeducational institution offering undergraduate and graduate instruction, located in Radnor Township, Delaware County, Pennsylvania. The campus presently covers approximately 270 acres and comprises 76 buildings. The University also has a Conference Center approximately one-half mile from the campus which encompasses 33 acres. The University has approximately 10,400 students, of whom approximately 6,300 are full-time undergraduates. Refer to Note 16 for a description of the University's subsidiaries.

Significant Accounting Policies and Reporting Practices

Principles of Consolidation

The consolidated financial statements include the accounts of the University and its subsidiaries. All intercompany balances and transactions have been eliminated in consolidation.

Financial Statement Presentation

The accompanying consolidated financial statements have been prepared on the accrual basis of accounting.

Resources are categorized for accounting purposes into separate classes of net assets based on the existence or absence of donor-imposed restrictions. In the accompanying consolidated financial statements, net assets that have similar characteristics have been combined into similar categories.

- **Unrestricted Net Assets** – Unrestricted net assets generally result from revenues derived from providing services, receiving unrestricted contributions, receiving dividends and interest from investing in income-producing assets, and unrestricted gains and losses, less expenses incurred in providing services, raising contributions, and performing administrative functions. Unrestricted net assets may be designated for specific purposes by action of the Board of Trustees.
- **Temporarily Restricted Net Assets** – Temporarily restricted net assets generally result from contributions and other inflows of assets whose use by the University is limited by donor-imposed stipulations that either expire by passage of time or can be fulfilled and removed by actions of the University pursuant to those stipulations or by law. Gifts of cash and other non-capital assets are reported as temporarily restricted operating revenue if the gifts are received with donor stipulations that limit the use of the donated assets. When a donor restriction expires, that is, when a stipulated time restriction ends or purpose for restriction is accomplished, temporarily restricted net assets are reclassified to unrestricted net assets and reported in the consolidated statement of activities as net assets released from restrictions. Contributions related to the construction or acquisition of fixed assets are also classified as temporarily restricted. When the associated assets are placed in service, the assets are released from restriction over the life of the asset as depreciation expense in the consolidated statement of activities.
- **Permanently Restricted Net Assets** – Permanently restricted net assets generally represent the corpus of contributions and other inflows of assets whose use by the University is limited by donor-imposed stipulations that neither expire by the passage of time nor can be fulfilled or otherwise removed by the University.

NOTE 1 - SUMMARY OF NATURE OF OPERATIONS, SIGNIFICANT ACCOUNTING POLICIES AND REPORTING PRACTICES: (Continued)

Fair Value

Effective June 1, 2008, the University adopted the provisions of the fair value measurements standard, which defines the term “fair value,” establishes a framework for measuring it within generally accepted accounting principles, and expands disclosure about fair value measurements.

The standard established a three-level valuation hierarchy for disclosure of fair value measurements. The valuation hierarchy is based upon the transparency of inputs to the valuation of an asset or liability as of the measurement date. The three levels are defined as follows:

- *Level 1* – Observable inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets;
- *Level 2* – Inputs to the valuation methodology include quoted prices for similar assets or liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the same term of the financial instrument; and
- *Level 3* – Unobservable inputs to the valuation methodology in which there is little or no market data and which are significant to the fair value measurement.

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 University’s investments consist of separate accounts, daily traded mutual funds, split-interest agreements, exchange traded funds, commingled funds and limited partnership interests.

Investments in domestic equities consist of separate accounts, one exchange traded fund, and one limited partnership investment. Securities in the separate accounts and the exchange traded fund are traded daily and are valued based on quoted market prices and categorized as Level 1. The limited partnership interest invests in securities that are traded daily and a small number of investments that do not have a readily determinable market value. The limited partnership interest is categorized as Level 3 in the fair value hierarchy.

Investments in domestic corporate and other bonds consist of a commingled fund and a separate account. Securities in the separate account are traded daily and are valued based on quoted market prices and categorized as Level 1. The commingled bond fund is valued at net asset value (NAV) and is categorized as Level 2 in the fair value hierarchy.

Investments in foreign equities consist of commingled funds, daily traded mutual funds, and one exchange traded fund. Securities held in daily traded mutual funds and exchange traded funds are generally valued based on quoted market prices in active markets obtained from exchange or dealer markets for identical assets, and are accordingly categorized as Level 1 in the fair value hierarchy, with no valuation adjustments applied. Commingled funds are valued at net asset value (NAV) and are categorized as Level 2 in the fair value hierarchy.

Investments in inflation hedging, non-marketable alternative investments, and opportunistic strategies consist of daily traded mutual funds, commingled funds, and limited partnership interests. Securities held in daily traded mutual funds are categorized as Level 1. Securities in commingled funds are valued at NAV and categorized as Level 2. Limited partnership interests are valued at NAV and are categorized in accordance with the *Fair Value Measurement* standard. As the University does not have the ability to redeem from the limited partnership at the measurement date or is restricted from redeeming for an uncertain or extended period of time from the measurement date, the investment is classified as a Level 3 in the fair value hierarchy.

Investments in split-interest agreements consist of irrevocable charitable remainder trusts, charitable gift annuities, and pooled income funds where the University serves as trustee. The assets, invested in equity or debt securities, are measured at fair value on a recurring basis at quoted market prices and are thus categorized as Level 1. Liabilities represent the present value of the estimated future distributions to beneficiaries over the terms of the agreements. Investment gains and losses, and gains and losses associated with changes in the estimates of future distributions to beneficiaries, are included in net realized and unrealized gains and losses.

NOTE 1 - SUMMARY OF NATURE OF OPERATIONS, SIGNIFICANT ACCOUNTING POLICIES AND REPORTING PRACTICES: (Continued)

Fair Value (Continued)

The University's pension assets consist of common collective trusts, an open-end real estate fund, and a temporary investment fund.

Investments in common collective trusts consist of equity securities and fixed income options traded in an active exchange market, as well as investments in mutual funds. The assets are valued at the net asset value of units held at year-end. When available, quoted market prices are used to value the underlying investments held by the collective trusts. For underlying investments consisting of fixed maturities, valuations are generally obtained from third-party pricing services for identical or comparable assets or liabilities, non-binding broker quotes (when pricing service information is not available) or through the use of valuation methodologies using observable inputs. For underlying investments where vendor pricing is not available, internally developed valuations using one or more unobservable inputs or non-binding quotes are used to determine fair value. These investments are categorized as Level 2 in the fair value hierarchy.

The assets of the open-end real estate fund are valued based on a net asset value. The net asset value is derived from the underlying value of the property and other assets held. Fair value is estimated based upon property appraisal reports prepared by independent real estate appraisers within a reasonable amount of time following acquisition of the real estate and no less frequently than annually thereafter. This real estate fund is categorized as Level 3 in the fair value hierarchy.

Investments in the temporary investment fund consist of temporary cash investments carried at cost, which approximated fair value, and are categorized as Level 1 in the fair value hierarchy.

Cash and Cash Equivalents

Cash and cash equivalents represent demand deposits and other investments with an original maturity date not exceeding 90 days, while short-term investments reflect liquid investments with a maturity date in excess of 90 days, but less than one year.

Investments

The University records investments at fair value. Gains or losses on investments are recognized as increases or decreases in unrestricted net assets unless their use is temporarily or permanently restricted by explicit donor stipulations or by law.

Accounts Receivable

Accounts Receivable are primarily amounts related to student receivable balances net of an allowance for doubtful accounts, grant receivable balances, and other miscellaneous receivables.

Investment Income

Investment income related to long-term investments is recorded as non-operating income, and the portion of investment income that is utilized in operating revenues under the University's endowment spending formula (see description in Note 3) is shown as a reduction in non-operating income ("Endowment resources"). Investment income related to the endowment is classified as unrestricted or temporarily restricted, depending on donor specifications and applicable law.

Student Loans Receivable

Student loans receivable are stated net of allowances for doubtful accounts. Student loans receivable are principally amounts due from students under U.S. Government-sponsored loan programs, which are subject to significant restrictions.

NOTE 1 - SUMMARY OF NATURE OF OPERATIONS, SIGNIFICANT ACCOUNTING POLICIES AND REPORTING PRACTICES: (Continued)

Land, Building, and Equipment

Land, buildings and equipment are carried at cost or fair value on the date of gift. Depreciation is computed on a straight-line basis over the estimated useful lives of land improvements (10-25 years), buildings (10-55 years) and equipment (4-10 years). All gifts of land, buildings and equipment are recorded as unrestricted non-operating activity unless explicit donor stipulations specify how the donated assets must be used.

Capitalized Software Costs

Capitalized software costs included in property, plant and equipment relate to purchased software, which is capitalized and depreciated on a straight-line basis over a five-year period.

Early Retirement Benefits

The University offers an early retirement program to full-time faculty members who meet certain eligibility criteria. The University accrues the present value of all future benefit payments for individuals who accept the University's early retirement offer at the time of acceptance.

Deferred Revenue

All revenues received and expenditures incurred prior to the end of the fiscal year which relate to the following fiscal year are recorded as deferred revenues or other assets, respectively.

Noncash Gifts

Noncash gifts are recorded at fair value on the date of donation.

Medical Coverage

The University is self-insured for medical and prescription coverage and pays the actual cost of claims. As the University is not fully insured, it bears full risk related to these claims. There are risk-mitigation strategies in place such as stop loss insurance to counter catastrophic claims.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date(s) of the financial statements and the reported amounts of revenues and expenses during the reporting period(s). Actual results could differ from those estimates.

Statement of Activities

Operating revenues reflect all transactions increasing unrestricted and temporarily restricted net assets except those of a capital or long-term nature, such as gifts for long-term investments and endowments. Operating revenues include realized gains appropriated in accordance with the University's endowment spending policy (see description in Note 3).

Operation and maintenance of plant, depreciation and interest expenses have been allocated to the functional operating expense categories in Note 12. In addition, student tuition and fees as well as sales and services of auxiliary enterprises are shown net of student financial aid.

NOTE 2 - DISCLOSURES ABOUT FAIR VALUE OF FINANCIAL INSTRUMENTS:

At May 31, 2013 and 2012, the fair value of cash and cash equivalents, short-term investments, and deposits with bond trustees approximate their respective carrying amounts. The fair value of short-term investments, investments and deposits with bond trustees are based on the quoted market price of the underlying securities; the fair value of long-term debt is estimated based primarily on quoted market prices of similar bonds and currently offered mortgage interest rates (and would be considered Level 1).

The aggregate carrying amount and fair value of the University's outstanding bonds at May 31, 2013 and 2012 are as follows:

<u>2013</u>		<u>2012</u>	
Carrying Amount	Fair Value	Carrying Amount	Fair Value
\$ 165,250,000	\$ 180,954,000	\$ 175,350,000	\$ 192,784,000

Determination of the fair value of student loans receivable, which are primarily federally sponsored student loans with U.S. government mandated interest rates and repayment terms and subject to significant restrictions as to their transfer or disposition, could not be made without incurring excessive costs.

The following tables present the financial instruments carried at fair value on a recurring basis as of May 31, 2013 and May 31, 2012, respectively, and indicates the fair value hierarchy of the valuation techniques that were utilized to determine such fair value.

	Fair Value Measurements at May 31, 2013			
	Fair Value	Level 1	Level 2	Level 3
Cash and cash equivalents	\$ 8,049	\$ 8,049	\$ -	\$ -
Domestic equities	115,721	78,062	-	37,659
Domestic corporate and other bonds	40,169	7,365	32,804	-
Foreign equities	96,898	70,356	26,542	-
Hedge funds	67,719	-	-	67,719
Inflation hedging	35,381	19,006	7,841	8,534
Private equities	20,671	-	-	20,671
Venture capital	10,898	-	-	10,898
Real estate	1,778	-	-	1,778
Opportunistic managers	28,800	28,800	-	-
Split-interest agreements	3,637	3,637	-	-
Other investments	868	868	-	-
Total investments at fair value	<u>\$ 430,589</u>	<u>\$ 216,143</u>	<u>\$ 67,187</u>	<u>\$ 147,259</u>

NOTE 2 - DISCLOSURES ABOUT FAIR VALUE OF FINANCIAL INSTRUMENTS: (Continued)

Fair Value Measurements at May 31, 2012				
	Fair Value	Level 1	Level 2	Level 3
Cash and cash equivalents	\$ 6,311	\$ 6,311	\$ -	\$ -
Domestic equities	89,286	60,795	-	28,491
Domestic corporate and other bonds	38,400	7,133	31,267	-
Foreign equities	70,835	56,485	14,350	-
Hedge funds	48,636	-	-	48,636
Inflation hedging	44,114	16,761	20,481	6,872
Private equities	18,994	-	-	18,994
Venture capital	10,099	-	-	10,099
Real estate	1,746	-	-	1,746
Opportunistic managers	28,081	28,081	-	-
Split-interest agreements	3,251	3,251	-	-
Other investments	791	791	-	-
Total investments at fair value	<u>\$ 360,544</u>	<u>\$ 179,608</u>	<u>\$ 66,098</u>	<u>\$ 114,838</u>

The methods described in Note 1 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.

The following tables present the rollforward of the statement of financial position amounts for financial instruments classified by the University within Level 3 of the valuation hierarchy defined above, as of May 31, 2013 and May 31, 2012, respectively:

Level 3 Fair Value Measurements (in thousands)					
	Domestic Equities	Hedge Funds	Inflation Hedging	Private Equities	Total
Fair Value, June 1, 2012	\$ 28,491	\$ 48,636	\$ 8,618	\$ 29,093	\$ 114,838
Total Gains/(Losses)	9,168	4,793	548	2,358	16,867
Purchases	-	52,100	2,435	5,592	60,127
Sales	-	-	-	-	-
Settlements	-	(37,810)	(1,289)	(5,474)	(44,573)
Fair Value, May 31, 2013	<u>\$ 37,659</u>	<u>\$ 67,719</u>	<u>\$ 10,312</u>	<u>\$ 31,569</u>	<u>\$ 147,259</u>

Level 3 Fair Value Measurements (in thousands)					
	Domestic Equities	Hedge Funds	Inflation Hedging	Private Equities	Total
Fair Value, June 1, 2011	\$ 27,431	\$ 67,206	\$ 6,547	\$ 25,831	\$ 127,015
Total Gains/(Losses)	1,060	(1,373)	501	2,609	2,797
Purchases	-	-	1,794	4,860	6,654
Sales	-	(342)	-	-	(342)
Settlements	-	(16,855)	(224)	(4,207)	(21,286)
Fair Value, May 31, 2012	<u>\$ 28,491</u>	<u>\$ 48,636</u>	<u>\$ 8,618</u>	<u>\$ 29,093</u>	<u>\$ 114,838</u>

NOTE 2 - DISCLOSURES ABOUT FAIR VALUE OF FINANCIAL INSTRUMENTS: (Continued)

The amount of unrealized gains/(losses) and realized gains/(losses) related to financial instruments classified as Level 3 still held at May 31, 2013, included in the statement of activities is as follows (in thousands):

	<u>Domestic Equities</u>	<u>Hedge Funds</u>	<u>Inflation Hedging</u>	<u>Private Equities</u>	<u>Total</u>
Unrealized Gains/(Losses)	\$ 9,168	\$ (619)	\$ 276	\$ 202	\$ 9,027
Realized Gains/(Losses)	-	5,412	444	1,531	7,387

Liquidity risk is the risk that the University will not be able to meet its obligations associated with financial liabilities (restrictions on ability to redeem investments). The University has made investments in various long-lived partnerships and, in other cases, has entered into contractual agreements that may limit its ability to initiate redemptions due to notice periods, lock-ups and gates. Details on remaining estimated life and current redemption terms by asset class and type of investment are provided below:

	<u>Redemption Frequency</u>	<u>Days Notice (if applicable)</u>	<u>Remaining Life for Partnerships</u>
Cash and cash equivalents	Daily		N/A
Domestic equities	Daily, Quarterly	0 - 60	N/A
Domestic corporate and other bonds	Daily, Monthly	0 - 2	N/A
Foreign equities	Daily, Monthly	0 - 30	N/A
Hedge funds	Varies	30 - 95	N/A
Inflation hedging	Daily, Monthly, Illiquid	0 - 30	8 to 13.5 years
Private equities	Illiquid		2 to 9 years
Venture capital	Illiquid		3 to 11 years
Real estate	Illiquid		3 years
Opportunistic managers	Daily		N/A
Split-interest agreements	Daily		N/A
Other investments	Daily		N/A

NOTE 3 - NET ASSETS:

	(in thousands)	
	2013	2012
Temporarily restricted net assets consist of the following:		
Unexpended contributions for instruction and scholarships	\$ 19,589	\$ 16,337
Unexpended contributions for capital expenditures	12,831	2,335
Property, plant, and equipment acquired through donations	30,296	31,549
Annuity and life income funds	2,281	1,861
Endowment – accumulated change in market value of investments and realized gains	61,376	40,094
	<u>\$ 126,373</u>	<u>\$ 92,176</u>
Permanently restricted net assets consist of the following:		
Student loans	\$ 1,876	\$ 1,876
Endowment principal, primarily for scholarships and instruction	187,430	162,798
	<u>\$ 189,306</u>	<u>\$ 164,674</u>

The University's endowment consists of approximately 575 individual funds established for a variety of purposes. The endowment includes both donor-restricted endowment funds and funds designated by the Board of Trustees to function as endowments. 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 Commonwealth of Pennsylvania has not enacted a version of the Uniform Prudent Management of Institutional Funds Act (UPMIFA), or a version of the Uniform Management of Institutional Funds Act (IMIFA). Governing law resides in 15 Pa. C.S. § 5548, *Investment of Trust Funds*. The University has interpreted relevant Pennsylvania law 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 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) accumulations to the permanent endowment made in accordance with the direction of the applicable donor gift instrument at the time the accumulation is added to the fund. The remaining portion of the donor-restricted endowment fund that is not classified in 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 Pennsylvania law.

The University has adopted investment and spending policies for endowment assets that attempt to provide a predictable stream of funding to programs supported by its endowment while seeking to maintain purchasing power of the endowment assets. Endowment assets include those assets of donor-restricted funds that the University must hold in perpetuity or for a donor-specific period(s) as well as board-designated funds. Under this policy, as approved by the Board of Trustees, the endowment assets are invested in a manner that is intended to produce a real return, net of inflation and investment management costs, of at least 5% over the long term. Actual returns in any given year may vary from this amount.

To satisfy its long-term rate-of-return objectives, the University relies on a total return strategy in which investment returns are achieved through both capital appreciation (realized and unrealized) and current yield (interest and dividends). The University targets a diversified asset allocation that places a greater emphasis on equity-based and alternative investments to achieve its long-term objective within prudent risk constraints.

NOTE 3 - NET ASSETS: (Continued)

Under the University's spending policy, the University utilizes endowment and quasi-endowment resources to support operations at a level of 5% of the 12 calendar quarter moving average of the fair value of endowment and quasi-endowment investment assets calculated as of December 31st of the year immediately preceding the beginning of the University's fiscal year. Any difference between actual investment income and the amounts distributed is retained to support operations of future years. These retained balances are used in any year that the actual total investment return is below the spending rate. The remaining realized and unrealized gains/losses are reported as non-operating revenues. In establishing this policy, the University considered the long-term expected return on its endowment. Accordingly, over the long term, the University expects the current spending policy to allow its endowment to maintain spending at an amount equal to or less than total return less inflation.

At May 31, 2013, the endowment net asset composition by type of fund consisted of the following:

	Unrestricted	Temporarily Restricted	Permanently Restricted	Total
Donor-restricted funds	\$ -	\$ 61,376	\$ 165,157	\$ 226,533
Board-designated funds	199,260	-	-	199,260
Total Funds	<u>\$ 199,260</u>	<u>\$ 61,376</u>	<u>\$ 165,157</u>	<u>\$ 425,793</u>

Changes in endowment net assets for the fiscal year ended May 31, 2013 consisted of the following:

	Unrestricted	Temporarily Restricted	Permanently Restricted	Total
Endowment net assets, beginning of year	\$ 163,126	\$ 40,094	\$ 153,802	\$ 357,022
Investment return:				
Investment Income	2,428	2,050	-	4,478
Management and Admin Fees	(934)	(960)	-	(1,894)
Net appreciation (realized and unrealized)	27,663	27,662	-	55,325
Total investment return	<u>29,157</u>	<u>28,752</u>	<u>-</u>	<u>57,909</u>
Contributions		47	11,355	11,402
Planned Savings	10,800	-	-	10,800
Distribution for Spending	(8,391)	(7,517)	-	(15,908)
Other additions to:				
Unrestricted Endowment	<u>4,568</u>	<u>-</u>	<u>-</u>	<u>4,568</u>
Endowment net assets, end of year	<u>\$ 199,260</u>	<u>\$ 61,376</u>	<u>\$ 165,157</u>	<u>\$ 425,793</u>

NOTE 3 - NET ASSETS: (Continued)

At May 31, 2012, the endowment net asset composition by type of fund consisted of the following:

	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>Permanently Restricted</u>	<u>Total</u>
Donor-restricted funds	\$ -	\$ 40,094	\$ 153,802	\$ 193,896
Board-designated funds	163,126	-	-	163,126
Total Funds	<u>\$ 163,126</u>	<u>\$ 40,094</u>	<u>\$ 153,802</u>	<u>\$ 357,022</u>

Changes in endowment net assets for the fiscal year ended May 31, 2012 consisted of the following:

	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>Permanently Restricted</u>	<u>Total</u>
Endowment net assets, beginning of year	\$ 171,378	\$ 59,024	\$ 144,659	\$ 375,061
Investment return:				
Investment Income	2,161	2,247	-	4,408
Management and Admin Fees	(934)	(945)	-	(1,879)
Net appreciation (realized and unrealized)	(12,211)	(13,349)	-	(25,560)
Total investment return	(10,984)	(12,047)	-	(23,031)
Contributions	-	-	9,143	9,143
Planned Savings	10,300	-	-	10,300
Distribution for Spending	(8,118)	(6,883)	-	(15,001)
Other changes:				
Aldwyn Lane Distribution	550	-	-	550
Endowment net assets, end of year	<u>\$ 163,126</u>	<u>\$ 40,094</u>	<u>\$ 153,802</u>	<u>\$ 357,022</u>

NOTE 4 - ASSETS WHOSE USE IS LIMITED:

Assets whose use is limited represent amounts required to be held by bond trustees for debt service payments, along with amounts to be held in escrow related to the University's self-insured health insurance program.

NOTE 5 - INVESTMENTS:

Investments at May 31, 2013 and 2012 consisted of the following:

	(in thousands)			
	2013		2012	
	Fair Value	Cost	Fair Value	Cost
Cash and cash equivalents	\$ 8,049	\$ 8,049	\$ 6,311	\$ 6,311
Domestic equities	115,721	75,431	89,286	69,422
Domestic corporate and other bonds	40,169	38,626	38,400	35,386
Foreign equities	96,898	88,176	70,835	82,306
Hedge funds	67,719	58,765	48,636	43,712
Inflation hedging	35,381	28,013	44,114	40,269
Private equities	20,671	18,052	18,994	16,702
Venture capital	10,898	9,100	10,099	8,176
Real estate	1,778	2,122	1,746	2,087
Opportunistic managers	28,800	26,849	28,081	28,819
Split-interest agreements	3,637	3,256	3,251	3,326
Other investments	868	864	791	809
	<u>\$ 430,589</u>	<u>\$ 357,303</u>	<u>\$ 360,544</u>	<u>\$ 337,325</u>

The University uses various external investment managers to diversify the investments in alternative assets. The largest allocation to any alternative investment strategy manager as of May 31, 2013 and 2012 was 12.5% and 8.0%, respectively. At May 31, 2013, based on partnership agreements, the University was committed to invest an additional \$29.4 million in alternative investments, which is expected to occur over the next five to ten years. Alternative investments have liquidity restrictions. Amounts can be divested only at specified times based on terms in the partnership agreements. The financial statements of the limited partnerships are audited annually, generally as of December 31.

Investment gain (loss) consisted of and is reported in the consolidated statements of activities as follows for the year ended May 31:

	(in thousands)	
	2013	2012
Interest and dividends	\$ 2,628	\$ 2,541
Net realized gains (losses)	10,413	13,905
Net change in unrealized gains and losses	45,443	(39,751)
	<u>\$ 58,484</u>	<u>\$ (23,305)</u>

NOTE 6 - LAND, BUILDINGS, AND EQUIPMENT:

Land, buildings, and equipment at May 31, 2013 and 2012 consisted of the following:

	(in thousands)	
	2013	2012
Land and improvements	\$ 27,031	\$ 27,031
Buildings and improvements	522,596	496,095
Equipment	53,556	52,821
Construction in progress	8,522	17,710
Unamortized asset retirement costs	899	983
Aldwyn Lane Rental Properties – Land and Buildings	18,385	18,385
	<u>630,989</u>	<u>613,025</u>
Less accumulated depreciation	<u>(276,270)</u>	<u>(259,657)</u>
	<u>\$ 354,719</u>	<u>\$ 353,368</u>

Depreciation expense totaled \$18,246,000 and \$17,897,000 for the years ended May 31, 2013 and 2012, respectively.

NOTE 7 - ACCRUED EXPENSES:

Accrued expenses at May 31, 2013 and 2012 consisted of the following:

	(in thousands)	
	2013	2012
Faculty and Staff Salaries	\$ 12,867	\$ 14,404
Payroll Tax Withholdings	4,258	2,858
Vacation Accrual	2,608	2,500
Workers Compensation Claims	1,910	1,786
Asset Retirement Obligations	1,844	1,841
Interest on Long-Term Debt	1,434	1,577
Annuities Payable	861	992
Copier Leases	833	983
Early Retirement Plan Payments	325	440
Other	3,275	6,305
	<u>\$ 30,215</u>	<u>\$ 33,686</u>

NOTE 8 – LEASES:

The University leases equipment and vehicles under operating leases expiring through May 2016. Operating rental expense for the years ended May 31, 2013 and 2012, totaling \$5,097,000 and \$5,028,000, respectively, is included in the accompanying Consolidated Statements of Activities.

At May 31, 2013, future minimum lease payments under operating leases with remaining terms greater than one year were as follows (in thousands):

2014	\$ 2,661
2015	435
2016	74
2017	24
2018	20
Total minimum lease payments	<u>\$ 3,214</u>

NOTE 8 – LEASES: (Continued)

The University also leases copiers under capital lease agreements expiring through May 2018. Rental expense associated with these capital leases for the years ended May 31, 2013 and 2012, totaling \$101,000 and \$100,000, respectively, is also included in the Consolidated Statements of Activities.

At May 31, 2013, future minimum lease payments under capital leases with remaining terms greater than one year were as follows (in thousands):

2014	\$	351
2015		253
2016		135
2017		68
2018		26
Total minimum lease payments	<u>\$</u>	<u>833</u>

NOTE 9 - LONG-TERM DEBT:

Long-term debt payable at May 31, 2013 and 2012 consisted of the following:

Delaware County Authority (a):

2012 Bonds	8/1/2014 to 8/1/2022	3.00% to 5.00%	\$ 24,640 *	\$ -
2010 Bonds	12/1/2013 to 12/1/2031	4.00% to 5.25%	77,260 *	79,302 *
2006 Bonds	8/1/2013 to 8/1/2024	4.00% to 5.00%	46,931 *	47,943 *
2005 Bonds	8/1/2013 to 8/1/2024	4.00% to 5.00%	20,720 *	21,950 *
2003 Bonds	8/1/2013	5.00%	2,085 *	29,006 *
1998A Bonds	12/1/2013	5.50%	2,414 *	4,684 *

U.S. Dept. of HUD (b):

1969 Dormitory Bonds	4/1/2019	3.00%	425	490
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Mortgage Note – Aldwyn Lane

Rental Properties (c)	1/10/2022	7.35%	8,558	9,239
			<u>\$ 183,033</u>	<u>\$ 192,614</u>

*Net of original issue discount/(premium) as follows:

NOTE 9 - LONG-TERM DEBT: (Continued)

	(in thousands)	
	2013	2012
2012 Bonds	\$ (3,355)	\$ -
2010 Bonds	(3,110)	(3,277)
2006 Bonds	(1,631)	(1,778)
2005 Bonds	(615)	(670)
2003 Bonds	(110)	(1,866)
1998A Bonds	21	56
	<u>\$ (8,800)</u>	<u>\$ (7,535)</u>

(a) The University has pledged and granted to the Delaware County Authority a lien on and security interest in the University's unrestricted revenues and certain property and equipment to collateralize the annual principal maturities and interest payments which average approximately \$16,268,000 through 2018, and \$10,857,000 from 2019 to 2032. The University is required to maintain unrestricted net revenues equal to 100% of the annual debt service requirement.

(b) To collateralize the annual principal and interest payments, the University has granted a mortgage lien on the Stanford dormitory and related parcels of land. Annual principal and interest payments are approximately \$78,000.

(c) The mortgage note on the Aldwyn Lane rental properties is collateralized by the related buildings and parcels of land. The mortgage note is non-recourse to the University. Equal monthly payments are to be made over the twenty-year term of the loan.

In November 2012, the University's 2012 Debt Series was issued by Delaware County Authority to refinance the outstanding 2003 Series. The 2012 Series was issued as fixed rate debt, principal amount of \$21,285,000.

Aggregate maturities of long-term debt including call provisions at 100% for each of the next five fiscal years are as follows (in thousands):

2014	\$ 9,288
2015	9,729
2016	10,164
2017	10,679
2018	11,233
Thereafter	123,139

Interest paid on long-term debt amounted to \$8,297,000 and \$9,225,000 for the years ended May 31, 2013 and 2012, respectively. Interest expense allocated to the functional expense categories in Note 11 amounted to \$7,226,000 and \$8,212,000 for the years ended May 31, 2013 and 2012, respectively.

The University is required, among other things, to generate net revenue at least equal to 100% of annual debt service requirements. The University was in compliance with such requirements at May 31, 2013 and 2012.

NOTE 10 - PENSION AND OTHER POSTRETIREMENT BENEFIT COSTS:

For full-time faculty members and for full-time non-academic employees not covered by the defined benefit plan, the University sponsors a defined contribution retirement plan under which the University makes annual contributions for the benefit of the participants to either the Teachers Insurance Annuity Association of America-College Retirement Equities Fund (TIAA-CREF) or The Vanguard Group, at the option of the participants, and the University has no further liability. The University's contributions to the defined contribution plan amounted to \$11,449,000 and \$11,066,000 for the years ended May 31, 2013 and 2012, respectively.

The University has a non-contributory defined benefit pension plan for certain full-time non-academic employees employed prior to May 31, 1996. Benefits under the plan are based on years of service and the highest average level of earnings for any three consecutive years during the last ten years of service. In October 1999, the University offered participants in the plan the opportunity to transfer to the defined contribution plan effective January 1, 2000. Effective January 1, 2000, the benefits for new retirees, those employees that did not transfer to the defined contribution plan in October 1999 and those employees retiring between June 1, 1998 and December 31, 1999 are based on the highest average level of earnings for any three consecutive years during the last ten years of service.

The University provides postretirement medical benefits to all employees who meet certain eligibility requirements. The University accrues for expected medical postretirement benefits over the years that the employees render the necessary service. No employee of the University who retires from service with the University after May 31, 2018 shall receive a University contribution toward the cost of retiree medical or life insurance, and no faculty member of the University who retires from service with the University after May 31, 2018 under the University's Steady State Program shall receive a University contribution toward the cost of medical, dental or life insurance for the faculty member and any eligible dependents.

The University recognizes the funded status (the difference between the fair value of plan assets and the benefit obligation) of its pension and other postretirement plans in the consolidated statement of financial position, with a corresponding adjustment to unrestricted net assets. Further, actuarial gains and losses that are not recognized in the Statement of Activities are recognized as other changes in unrestricted net assets.

The following is a reconciliation of the beginning and ending balances of the pension benefits projected benefit obligation of the University (in thousands):

Change in Benefit Obligation	<u>2013</u>	<u>2012</u>
Benefit obligation at the beginning of the year	\$ 60,981	\$ 54,402
Interest cost on projected benefit obligations	2,444	2,626
Service costs – during the year	393	364
Actuarial (gain)/loss	(276)	6,194
Benefits and administrative expenses paid	(2,894)	(2,605)
Lump sum distributions to terminated participants	(1,590)	-
Benefit obligation at the end of the year	<u>\$ 59,058</u>	<u>\$ 60,981</u>

NOTE 10 - PENSION AND OTHER POSTRETIREMENT BENEFIT COSTS: (Continued)

The following table sets forth the funded status and amount recognized in the University's consolidated balance sheets for its defined benefit plan:

	2013	2012
Change in Plan Assets		
Fair value of plan assets at beginning of year	\$ 44,474	\$ 42,956
Actual return on plan assets	6,750	(1,177)
Employer contributions	2,640	5,300
Benefits and administrative expenses paid	(2,894)	(2,605)
Lump sum distributions to terminated participants	(1,590)	-
Fair value of plan assets at end of year	<u>\$ 49,380</u>	<u>\$ 44,474</u>

Funded Status

Actuarial present value of benefit obligations:

Projected benefit obligation	\$ (59,058)	\$ (60,981)
Plan assets at fair value*	<u>49,380</u>	<u>44,474</u>
Funded Status	<u>\$ (9,678)</u>	<u>\$ (16,507)</u>

*Consist principally of investments in debt and equity funds.

The principal assumptions used in determining the actuarial present value of projected benefit obligations were as follows:

	2013	2012
Weighted average discount rate	4.26%	4.19%
Rate of increase in compensation levels	3.50%	3.50%
Expected long-term rate of return on assets	7.00%	7.25%

The University develops a target asset allocation for the pension assets, with the assistance of an independent investment consultant. The May 31st asset values are shared with the University's actuarial consultant, who utilizes a model to determine a range of reasonable expected rates of return based on the asset allocation and current capital market assumptions. The results are shared with the University and further discussed with the independent investment consultant and pension plan administrator. The expected rate of return is selected and is used in developing the net periodic benefit cost for the following fiscal year.

	(in thousands)	
	2013	2012
Components of Net Periodic Benefit Cost		
Service cost – benefits earned during the period	\$ 393	\$ 364
Interest cost on projected benefit obligation	2,444	2,626
Expected return on plan assets	(3,222)	(3,285)
Amortization of unrecognized net loss	2,803	1,545
Amortization of prior service cost	-	-
Total net periodic benefit cost	<u>\$ 2,418</u>	<u>\$ 1,250</u>

The principal assumptions used in determining the actuarial present value of projected benefit cost were as follows:

	2013	2012
Weighted average discount rate	4.19%	5.00%
Rate of increase in compensation levels	3.50%	3.50%
Expected long-term rate of return on assets	7.25%	7.50%

NOTE 10 - PENSION AND OTHER POSTRETIREMENT BENEFIT COSTS: (Continued)

The expected benefit payments from the Plan in subsequent years are as follows:

Year ending	(in thousands)
May 31, 2014	\$ 3,436
May 31, 2015	3,536
May 31, 2016	3,593
May 31, 2017	3,661
May 31, 2018	3,773
May 31, 2019 through May 31, 2023	19,630

The University plans to contribute \$2,340,000 during the fiscal year ending May 31, 2014. If the minimum required contribution to the defined benefit plan exceeds this amount as a result of the June 1, 2013 valuation, the University will make the minimum required contribution.

Plan assets are allocated at May 31, 2013 and May 31, 2012 as follows:

Plan Assets	2013	2012
Equity Securities	44%	44%
Debt Securities	40%	40%
Other	16%	16%
Total	100%	100%

The plan assets are diversified among a mix of assets including large, mid, and small cap, domestic and international equities, fixed income, managed funds, and cash. Asset mix is targeted to a specific allocation that is established by evaluating expected return, standard deviation, and correlation of various assets against the plan's long-term objectives. Asset performance is monitored monthly and rebalanced if asset classes exceed explicit ranges. The investment policy governs permitted types of investments. The Retirement Plans Investment Committee oversees the pension investment program and monitors investment performance, utilizing specific benchmarks and performance percentiles. Risk is closely monitored through the evaluation of portfolio holdings and tracking the portfolio performance.

The following tables present the Plan's financial instruments carried at fair value on a recurring basis as of May 31, 2013 and May 31, 2012, respectively, and indicate the fair value hierarchy of the valuation techniques that were utilized to determine such fair value, as discussed in Note 1.

(in thousands)					
Level 1	Level 2	Level 3	Total		Valuation Technique
Pension investment program:					
Equity securities	\$ -	\$ 21,934	\$ -	\$ 21,934	Market
Debt securities	-	19,540	-	19,540	Market
Other	271	7,635	3	7,909	Market
Total at May 31, 2013	<u>\$ 271</u>	<u>\$ 49,109</u>	<u>\$ 3</u>	<u>\$ 49,383</u>	

(in thousands)					
Level 1	Level 2	Level 3	Total		Valuation Technique
Pension investment program:					
Equity securities	\$ -	\$ 19,331	\$ -	\$ 19,331	Market
Debt securities	-	17,850	-	17,850	Market
Other	248	7,042	3	7,293	Market
Total at May 31, 2012	<u>\$ 248</u>	<u>\$ 44,223</u>	<u>\$ 3</u>	<u>\$ 44,474</u>	

NOTE 10 - PENSION AND OTHER POSTRETIREMENT BENEFIT COSTS: (Continued)

The fair value of the Level 3 assets for the Plan has remained unchanged for the period from May 31, 2011 to May 31, 2012 and for the period May 31, 2012 to May 31, 2013. There were no realized/unrealized gains/losses, purchases, sales, or net investment income during either period.

The components of medical postretirement benefits as of May 31, 2013 and 2012 are as follows:

	(in thousands)	
	2013	2012
Projected benefit obligation	\$ 12,962	\$ 15,656
Fair value of plan assets	-	-
Unfunded status	<u>\$ (12,962)</u>	<u>\$ (15,656)</u>
Accrued post-retirement benefits	<u>\$ (12,962)</u>	<u>\$ (15,656)</u>
Weighted-average assumptions:		
Discount rate	3.86%	4.13%

There is no healthcare cost trend rate associated with the liabilities, because the University provides a fixed subsidy for postretirement medical benefits. Benefit expense totaled \$1,982,000 and \$1,265,000 for the years ended May 31, 2013 and 2012, respectively. Benefits paid totaled \$833,000 and \$748,000 for the years ended May 31, 2013 and 2012, respectively.

The University allows faculty members that meet specific criteria for eligibility to elect to participate in an ongoing voluntary severance program. The accrued liability for future payments under these programs amounted to \$325,000 and \$440,000 as of May 31, 2013 and 2012, respectively.

NOTE 11 - OPERATING EXPENSE:

Expenses were incurred for the following functions for the years ended May 31:

	(in thousands)	
	2013	2012
Instruction	\$ 154,834	\$ 149,914
Research	6,429	6,957
Academic support	45,632	45,140
Student services	48,773	46,346
Institutional support	49,128	46,353
Auxiliary enterprises	63,146	66,295
Total operating expense	<u>\$ 367,942</u>	<u>\$ 361,005</u>

Included in the above operating expenses are expenditures related to fund-raising activities for the year ended May 31, 2013 and 2012 of \$11,771,000 and \$11,056,000, respectively.

NOTE 12 - ALLOCATION OF EXPENSES:

The University allocated operation and maintenance of plant, interest on indebtedness and depreciation expenses to functional expense categories in Note 11 for the fiscal years ended May 31, 2013 and 2012. Those expenses were allocated to the individual functional categories as follows:

	(in thousands)		
	2013		
	Operation and Maintenance	Interest on Indebtedness	Depreciation
Instruction	\$ 9,642	\$ 3,347	\$ 6,930
Research	-	122	142
Academic support	1,424	372	695
Student services	4,065	154	1,912
Institutional support	1,780	128	1,487
Auxiliary enterprises	12,758	2,644	5,792
Operation and maintenance of plant	-	459	1,288
	<u>\$ 29,669</u>	<u>\$ 7,226</u>	<u>\$ 18,246</u>

	(in thousands)		
	2012		
	Operation and Maintenance	Interest on Indebtedness	Depreciation
Instruction	\$ 10,033	\$ 3,517	\$ 7,050
Research	-	129	144
Academic support	1,482	449	832
Student services	4,229	168	1,968
Institutional support	1,852	134	973
Auxiliary enterprises	13,274	3,324	5,619
Operation and maintenance of plant	-	491	1,311
	<u>\$ 30,870</u>	<u>\$ 8,212</u>	<u>\$ 17,897</u>

NOTE 13 - INCOME TAX:

The University is exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code. The University files IRS Form 990-T (Exempt Organization Business Income Tax Return) annually, and has recorded a liability of \$168,000 as of May 31, 2013, with regards to unrelated business income reported on IRS Form 990-T.

NOTE 14 - COMMITMENTS AND CONTINGENCIES:

During the 2013 fiscal year, the University invested \$6,621,000 in twenty-two long-term partnerships which were formed prior to the 2013 fiscal year, bringing its cumulative contributions to the partnerships to \$56,514,000. Under the terms of the partnership agreements, the University and other investors are committed to fund additional investments. As of May 31, 2013, the University's remaining commitments to these twenty-two partnerships total \$14,594,000.

The University also committed a total of \$16,000,000 to three additional long-term partnerships which were formed during the 2013 fiscal year. As of May 31, 2013, the University had invested \$1,243,000 in these partnerships. As a result, the University's remaining commitment to these partnership totals \$14,757,000.

As of May 31, 2013, the University's remaining commitments to all twenty-five partnerships total \$29,351,000.

NOTE 14 - COMMITMENTS AND CONTINGENCIES: (Continued)

Outstanding commitments related to construction contracts totaled approximately \$18,010,000 as of May 31, 2013.

The University has a \$5,000,000 unsecured line of credit. No portion of the line was utilized during the fiscal year.

NOTE 15 - UNCONDITIONAL PROMISES AND PLEDGES:

Contributions received, including unconditional promises, are recognized as revenue when the donor's commitment is received. Unconditional promises are recognized at the estimated present value of the future cash flows, net of allowances (fair value). Promises made that are designated for future periods or restricted by the donor for specific purposes are reported as temporarily restricted or permanently restricted support. However, if a restriction is fulfilled in the same time period in which the contribution is received, the University reports the support as unrestricted. Conditional promises are recorded when donor stipulations are substantially met.

Unconditional promises at May 31, 2013 and 2012 and the time periods in which they are expected to be realized are as follows:

	(in thousands)	
	2013	2012
In one year or less	\$ 22,100	\$ 17,963
Between one year and five years	32,186	8,449
In more than five years	861	33
Less: Discount	(2,159)	(1,096)
Allowance for doubtful accounts	(9,247)	(6,745)
	<u>\$ 43,741</u>	<u>\$ 18,604</u>

Estimated cash flows from pledges receivable due after one year are discounted using a base rate of the Federal Reserve Treasury constant maturities 5-year rate of return, adjusted for a risk factor related to potential write-offs of uncollectible pledges.

NOTE 16 - SUBSIDIARIES:

The Aldwyn Lane LLC (LLC) and the Aldwyn Lane Limited Partnership (Partnership) were formed by the University for the purpose of acquiring property and office space adjacent to the campus. The LLC is 100% owned by the University, and it is the general partner in the Partnership, in which the University is the limited partner. The Partnership purchased property and office space adjacent to the campus in December 2001, and entered into an agreement to lease back the property to the previous owner for a period of twenty years. The Partnership also obtained a mortgage on the property at the time of purchase.

Rental income related to the property is collected by the Partnership, and the mortgage payments are made by the Partnership. The title to the property and the related mortgage are both held by the Partnership. The assets and liabilities of both the Partnership and the LLC are consolidated into the University financial statements, and the net income from the rental of the property is shown as non-operating income on the consolidated statement of activities.

NOTE 17 – SUBSEQUENT EVENTS:

In connection with the preparation of the consolidated financial statements and in accordance with the FASB Subsequent Events standard, the University evaluated subsequent events after the balance sheet date of May 31, 2013 through its distribution date of October 8, 2013.



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