



THE UCLA FOUNDATION

Financial Statements

June 30, 2014 and 2013

(With Independent Auditors' Report Thereon)

THE UCLA FOUNDATION

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KPMG LLP
Suite 1500
550 South Hope Street
Los Angeles, CA 90071-2629

Independent Auditors' Report

The Board of Directors
The UCLA Foundation

We have audited the accompanying financial statements of The University of California Los Angeles Foundation (The UCLA Foundation), a component unit of the University of California, as of and for the year ended June 30, 2014 and the related notes to the financial statements which collectively comprise The UCLA Foundation's basic financial statements as listed in the table of contents.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to The UCLA Foundation's preparation and fair presentation of the 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 UCLA Foundation'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 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 financial statements referred to above present fairly, in all material respects, the financial position of The UCLA Foundation as of June 30, 2014, and the changes in its financial position and its cash flows for the year then ended in accordance with U.S. generally accepted accounting principles.



Other Matters

June 30, 2013 Financial Statements

The accompanying financial statements of The UCLA Foundation as of June 30, 2013, and for the year then ended were audited by other auditors whose report thereon dated September 17, 2013, expressed an unmodified opinion on those financial statements.

Required Supplementary Information

U.S. generally accepted accounting principles require that management's discussion and analysis on pages 3–6 be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

KPMG LLP

Los Angeles, California
September 22, 2014

THE UCLA FOUNDATION

Management's Discussion and Analysis (Unaudited)

June 30, 2014 and 2013

The UCLA Foundation, formerly the UCLA Progress Fund, Inc., was established in 1945. The primary purpose of The UCLA Foundation is to encourage financial support for the University of California, Los Angeles (UCLA) through private gifts. The UCLA Foundation provides an efficient vehicle for accepting all types of private donations and gifts as an adjunct to money also raised for UCLA through The Regents of the University of California.

The following discussion and analysis of The UCLA Foundation's financial performance presents an overview of its financial activities for the fiscal year ended June 30, 2014 (FY14), with selected comparative information for the fiscal year ended June 30, 2013 (FY13), and the fiscal year ended June 30, 2012 (FY12). This discussion and analysis has been prepared by management and should be read in conjunction with and is qualified in its entirety by the accompanying audited financial statements and notes.

Using This Report

This annual report consists of a series of financial statements prepared in accordance with the Governmental Accounting Standards Board Statement No. 34, *Basic Financial Statements and Management's Discussion and Analysis—For State and Local Governments*.

One of the most important questions asked about The UCLA Foundation finances is whether The UCLA Foundation is better or worse off as a result of the year's activities. The keys to understanding this question are the statements of net position, statements of revenues, expenses and changes in net position and the statements of cash flows. These statements present financial information in a form similar to that used by private sector companies. The UCLA Foundation's net position (the difference between assets and liabilities) is one indicator of The UCLA Foundation's financial health. Over time, increases or decreases in net position is one indicator of the improvement or erosion of The UCLA Foundation's financial condition when considered in combination with other nonfinancial information.

The statements of net position include all assets and liabilities. The statements of statements of revenues, expenses and changes in net position present revenues earned and expenses incurred during the year. Activities are reported as either operating or nonoperating. Operating revenues include current use (nonendowed) gifts to The UCLA Foundation and operating expenses include gift fund distributions such as grants to the campus with gifts reported as operating revenues and investment results reported as nonoperating revenues. The statements are prepared using the economic resources measurement focus and the accrual basis of accounting. Another way to assess the financial health of The UCLA Foundation is to look at the statements of cash flows. Its primary purpose is to provide relevant information about the sources and uses of cash of an entity during a given period.

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Management's Discussion and Analysis (Unaudited)

June 30, 2014 and 2013

The UCLA Foundation
Condensed Financial Information
(in thousands of dollars)

	<u>2014</u>	<u>FY 2014-2013 change percentage</u>	<u>2013</u>	<u>FY 2013-2012 change percentage</u>	<u>2012</u>
Assets					
Cash	\$ 2,470	21%	\$ 2,049	61%	\$ 1,269
Investments:					
Short-term investments	278,144	9%	255,173	80%	141,397
Long-term investments	<u>1,797,272</u>	12%	<u>1,599,351</u>	5%	<u>1,521,257</u>
Total investments	2,075,416	12%	1,854,524	12%	1,662,654
Pledges receivable, net	452,827	34%	338,699	22%	277,375
Other assets	<u>17,599</u>	9%	<u>16,144</u>	-43%	<u>28,190</u>
Total assets	<u>2,548,312</u>	15%	<u>2,211,416</u>	12%	<u>1,969,488</u>
Liabilities					
Current liabilities	236,024	9%	216,480	11%	194,492
Noncurrent liabilities	<u>33,646</u>	-2%	<u>34,505</u>	-2%	<u>35,268</u>
Total liabilities	<u>269,670</u>	7%	<u>250,985</u>	9%	<u>229,760</u>
Net position					
Restricted net position	2,183,121	18%	1,855,863	15%	1,607,740
Unrestricted net position	<u>95,521</u>	-9%	<u>104,568</u>	-21%	<u>131,988</u>
Total net position	<u>\$ 2,278,642</u>	16%	<u>\$ 1,960,431</u>	13%	<u>\$ 1,739,728</u>
Revenues and expenses					
Operating revenues					
Contribution revenues	<u>\$ 274,203</u>	8%	<u>\$ 252,960</u>	47%	<u>\$ 171,571</u>
Total operating revenues	<u>274,203</u>	8%	<u>252,960</u>	47%	<u>171,571</u>
Operating expenses					
Gift fund distributions	205,945	-15%	241,445	13%	212,919
Management and general expenses	<u>23,292</u>	6%	<u>22,000</u>	6%	<u>20,800</u>
Total operating expenses	<u>229,237</u>	-13%	<u>263,445</u>	13%	<u>233,719</u>
Net operating income (loss)	<u>44,966</u>	529%	<u>(10,485)</u>	83%	<u>(62,148)</u>
Nonoperating revenues (expenses)					
Realized gains and change in fair value of investments	158,213	4%	151,630	464%	(41,690)
Other nonoperating revenues	<u>41,032</u>	-5%	<u>43,189</u>	73%	<u>24,915</u>
Total nonoperating revenues (expenses), net	<u>199,245</u>	2%	<u>194,819</u>	1261%	<u>(16,775)</u>
Private gifts of permanent endowments	<u>74,000</u>	38%	<u>53,572</u>	10%	<u>48,623</u>
Change in net position	<u>\$ 318,211</u>	34%	<u>\$ 237,906</u>	885%	<u>\$ (30,300)</u>

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Management's Discussion and Analysis (Unaudited)

June 30, 2014 and 2013

Financial Highlights

In FY14, The UCLA Foundation's total assets increased 15% or \$336.9 million to \$2,548.3 million at June 30, 2014, from \$2,211.4 million at June 30 2013. This increase, as well as a FY13 increase in assets of \$241.9 million over FY12, was primarily due to positive investment returns of 13.92% and 15.20% in FY14 and FY13, respectively, and an increase in contributions receivable, as discussed below.

Gifts to The UCLA Foundation increased \$41.7 million in FY14 to \$348.2 million, up from \$306.5 million in FY13, a 14% increase. In 2014, gifts to The UCLA Foundation classified as operating revenue were \$274.2 million and additions to permanent endowments were \$74 million, for a total of \$348.2 million. In 2013, gifts to The UCLA Foundation classified as operating revenue were \$252.9 million and additions to permanent endowments were \$53.6 million for a total of \$306.5 million.

Assets

Assets increased 15% or \$336.9 million to \$2,548.3 million from \$2,211.4 million at June 30 2013. Assets include cash, investments, pledges receivable, and other assets. The FY14 increase was primarily attributable to an increase in investments which grew by \$220.9 million to \$2,075.4 million from \$1,854.5 million at June 30, 2013. Pledges receivable also contributed significantly as they grew by \$114.1 million to \$452.8 million from \$338.7 million.

In FY13, assets increased \$241.9 million to \$2,211.4 million from \$1,969.5 million. This was principally due to an increase in investments which grew by \$191.9 million and pledges receivable which increased by \$61.3 million offset by a decrease in other assets of \$12 million.

Liabilities

In FY14, The UCLA Foundation's liabilities increased by \$18.7 million to \$269.7 million. These consist primarily of amounts held for others, annuities payable and liabilities to life beneficiaries. Amounts held for others represent accounts belonging to affiliated entities who invest with The UCLA Foundation. These account balances grew as a result of positive investment returns which were partially offset by withdrawals and were the primary reason for the increase in liabilities.

Operating and Nonoperating Revenues and Expenses

The condensed schedule of revenues, expenses and changes in net position summarize operating income (loss), nonoperating income (loss) and private gifts of permanent endowments for fiscal years 2014, 2013 and 2012.

In 2014, The UCLA Foundation's contribution revenue increased \$21.2 million primarily as a result of the launch of a fund raising effort called the Centennial Campaign intended to mark the 100th year anniversary of the founding of UCLA. The UCLA Foundation recorded operating expenses of \$229 million in 2014, a decrease of \$34.2 million from 2013. The primary reason for the decrease in expenditures in 2014, was related to a large donor advised fund which was given to The UCLA Foundation in March 2011. A condition of this gift required that The UCLA Foundation spend the majority of the funds within the first two years, which ended in fiscal year 2013. As a result of both the increased contribution revenue and decreased operating expenses, The UCLA Foundation reported a net operating gain of \$45.0 million in 2014, a 529% increase over 2013.

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Management's Discussion and Analysis (Unaudited)

June 30, 2014 and 2013

The 2013 net operating loss of \$10.5 million as compared to the operating loss of \$62.1 million in 2012 represented an 83% improvement. This increase was primarily due to a 47% increase in contribution revenue attributable to a single large gift. The increase in contribution revenue was somewhat offset by an increase in operating expenses which rose by 13% over 2012. As noted above, this was due to a spike in spending from a particular donor advised fund in fiscal year 2013.

Nonoperating revenues and expenses include net investment income, change in fair value of investments, and adjustments to gift annuities and liabilities to life beneficiaries. Nonoperating revenues in 2014 rose by 2% over 2013 due to positive investment performance. In 2013, nonoperating revenues increased 1,261% due to positive investment returns in 2013 versus negative investment performance in 2012.

Net Position

Net position increased \$318.2 million in 2014, compared to an increase of \$237.9 million in 2013. In both 2014 and 2013, these increases were primarily due to positive investment returns and increased gifts to The UCLA Foundation.

Factors Impacting Future Periods

Management is not aware of any factors that would have a significant impact on future periods other than investment market activity that will affect valuations of the investment portfolio.

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Statements of Net Position

June 30, 2014 and 2013

(In thousands of dollars)

	<u>2014</u>	<u>2013</u>
Assets		
Current assets		
Cash	\$ 2,470	2,049
Short-term investments	278,144	255,173
Accounts and other receivables	7,091	6,319
Accrued investment income	323	408
Pledges receivable, net	<u>109,414</u>	<u>39,770</u>
Total current assets	<u>397,442</u>	<u>303,719</u>
Noncurrent assets		
Long-term investments	1,774,523	1,576,783
Investments in land and buildings	22,749	22,568
Accounts and other receivables	10,185	9,417
Pledges receivable, net	<u>343,413</u>	<u>298,929</u>
Total noncurrent assets	<u>2,150,870</u>	<u>1,907,697</u>
Total assets	<u>2,548,312</u>	<u>2,211,416</u>
Liabilities		
Current liabilities		
Accounts and grants payable	6,882	5,118
Annuities payable	2,629	2,650
Liabilities to life beneficiaries	2,499	2,582
Amounts held for others	<u>224,014</u>	<u>206,130</u>
Total current liabilities	<u>236,024</u>	<u>216,480</u>
Noncurrent liabilities		
Annuities payable	16,000	16,208
Liabilities to life beneficiaries	<u>17,646</u>	<u>18,297</u>
Total noncurrent liabilities	<u>33,646</u>	<u>34,505</u>
Total liabilities	<u>269,670</u>	<u>250,985</u>
Net Position		
Net Position:		
Restricted for:		
Nonexpendable:		
Endowments	868,783	778,924
Annuity and life income funds	24,003	18,195
Expendable:		
Endowment earnings	237,750	174,297
Annuity and life income funds	17,332	13,975
Funds functioning as endowments	462,822	417,713
Gifts	572,431	452,759
Unrestricted	<u>95,521</u>	<u>104,568</u>
Total net position	\$ <u>2,278,642</u>	\$ <u>1,960,431</u>

See accompanying notes to financial statements.

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Statements of Revenues, Expenses and Changes in Net Position

Years Ended June 30, 2014 and 2013

(In thousands of dollars)

	2014	2013
Operating revenues:		
Contributions	\$ 274,203	252,960
Total operating revenues	274,203	252,960
Operating expenses:		
Gift fund distributions	199,745	235,245
Gift administration fees	13,259	10,579
Endowment cost recovery	9,160	9,364
UCLA Chancellor's priorities	6,000	6,000
UCLA Telemarketing program	—	1,300
General expenditures	873	757
UCLA Alumni association	200	200
Total operating expenses	229,237	263,445
Operating income (loss)	44,966	(10,485)
Non-operating revenues (expenses):		
Interest, dividends and distributions, net	39,664	45,012
Increase (decrease) in realized gains and fair value of investments	158,213	151,630
Change in value of split interest agreements	1,368	(1,823)
Total Non-operating revenues (expenses), net	199,245	194,819
Income before other changes in net position	244,211	184,334
Other changes in net position:		
Private gifts of permanent endowments	74,000	53,572
Increase in net position	318,211	237,906
Net position:		
Beginning of year	1,960,431	1,739,728
Cumulative effect of change in accounting principle	—	(17,203)
Beginning of year, as restated	1,960,431	1,722,525
End of year	\$ 2,278,642	1,960,431

See accompanying notes to financial statements.

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Statements of Cash Flows
Years Ended June 30, 2014 and 2013
(In thousands of dollars)

	<u>2014</u>	<u>2013</u>
Cash flows from operating activities:		
Contributions	\$ 146,990	134,319
Gift fund distributions and operating expenses	(227,784)	(263,079)
Beneficiary payments, net	(3,601)	(3,161)
Net cash used in operating activities	<u>(84,395)</u>	<u>(131,921)</u>
Cash flows from non-capital financing activities:		
Private gifts for endowment purposes	62,714	42,244
Net cash provided by non-capital financing activities	<u>62,714</u>	<u>42,244</u>
Cash flows from investing activities:		
Proceeds from sales and maturities of investments	272,730	653,195
Purchases of investments	(265,678)	(585,926)
Interest, dividends and distributions, net	15,050	23,188
Proceeds from revolving line of credit	—	60,000
Payments under revolving line of credit	—	(60,000)
Net cash provided by investing activities	<u>22,102</u>	<u>90,457</u>
Net increase in cash	421	780
Cash:		
Beginning of year	2,049	1,269
End of year	<u>\$ 2,470</u>	<u>2,049</u>
Reconciliation of operating income (loss) to net cash used in operating activities:		
Operating income (loss)	\$ 44,966	(10,485)
Adjustments to reconcile operating income (loss) to net cash used in operating activities:		
Non-cash gifts	(13,645)	(56,787)
Provision for uncollectible pledges receivable	13,385	401
Changes in operating assets and liabilities:		
Accounts and other receivables	(1,108)	(83)
Pledges receivable, net	(127,513)	(61,725)
Accounts and grants payable	1,453	366
Annuities payable	(1,435)	(1,045)
Liabilities to life beneficiaries	(498)	(2,563)
Net cash used in operating activities	<u>\$ (84,395)</u>	<u>(131,921)</u>
Supplemental non-cash activities information:		
Gifts of securities and real property – operating	\$ 13,645	56,787
Gifts of securities and real property – for endowment purposes	11,286	11,386
Reinvested investment dividends	24,445	22,820
Securities lending activity	—	(2,945)

See accompanying notes to financial statements.

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Notes to Financial Statements

June 30, 2014 and 2013

(1) Organization

The UCLA Foundation, formerly the UCLA Progress Fund, Inc., was established in 1945. The primary purpose of The UCLA Foundation is to encourage financial support for the University of California, Los Angeles (UCLA) through private gifts. In addition, The UCLA Foundation provides an efficient vehicle for accepting all types of private donations and gifts as an adjunct to money also raised for UCLA through The Regents of the University of California. The UCLA Foundation is a component unit of the University of California.

The Foundation is governed by an independent Board of Trustees, the membership of which includes the Chancellor of UCLA. The Foundation was established solely to support the mission of UCLA. Upon dissolution, liquidation or winding up of the Foundation, the assets remaining after payment, or provision for payment, of all debts and liabilities of the Foundation shall be distributed to the Regents for the benefit of UCLA, provided the Regents of the University have maintained tax-exempt status under the Internal Revenue Code and relevant California laws. Accordingly, the Foundation is considered a governmental not-for-profit organization, subject to reporting under the Governmental Accounting Standards Board (the GASB).

Under an agreement formalized on May 16, 1983, The UCLA Foundation transfers monies to UCLA to be spent in accordance with the donor's request. UCLA assumes responsibility for actual disbursement; therefore, The UCLA Foundation's net position does not include any monies held but not yet expended by UCLA.

In 2011, The UCLA Foundation's Board of Directors formed The UCLA Investment Company, a nonprofit organization, to assume oversight and management of the UCLA endowment and other assets under management by The UCLA Foundation. The UCLA Investment Company is led by the Chief Investment Officer of The UCLA Foundation. The UCLA Foundation appoints the 12-member board that governs the UCLA Investment Company. The UCLA Foundation Board Chair and UCLA Chief Financial Officer serve as Directors on the UCLA Investment Company Board. The UCLA Foundation controls The UCLA Investment Company by appointing all members of the board, and accordingly, The UCLA Investment Company is presented as a blended component unit within The UCLA Foundation's financial statements.

(2) Summary of Significant Accounting Policies

A summary of the significant accounting policies applied in the preparation of these financial statements is presented below:

(a) Basis of Accounting

The accompanying financial statements include the accounts of The UCLA Foundation, The UCLA Foundation Trusts, The UCLA Foundation Pooled Income Fund, and The UCLA Investment Company (together The UCLA Foundation). The statements have been prepared in accordance with U.S. generally accepted accounting principles, including all applicable effective standards of the GASB. The statements are prepared using the economic resources measurement focus and the accrual basis of accounting. All intercompany balances and transactions have been eliminated.

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Notes to Financial Statements

June 30, 2014 and 2013

(b) Cash

The UCLA Foundation manages its cash through a major banking institution. At June 30, 2014 and 2013, the carrying amount of The UCLA Foundation's general ledger cash held in a nationally recognized banking institution was approximately \$2.5 million and \$2.0 million, respectively. At June 30, 2014 and 2013, The UCLA Foundation had cash in the bank in excess of Federal Deposit Insurance Corporation (FDIC) insurance limits of approximately \$1.3 million and \$0.3 million, respectively. To mitigate custodial credit risk, The UCLA Foundation conducts business with a fiscally sound bank with national recognition.

(c) Investments

Investments are reported at fair value. The basis of determining the fair value of investments is the readily determinable sales price or current exchange rate of the investments based on prices or quotations from actively traded markets, where available. Generally, mutual funds and pooled funds are valued at the net asset value (NAV) of the shares held. Alternative investments are valued at NAV as reported by the general partners and fund managers. NAV received by the general partners or fund managers is based on the fair value of the alternative investments' underlying assets in accordance with policies established by each general partner or fund manager. Management reviews and evaluates the valuation received from fund managers by comparing the valuations to expectations based on market performance. Management believes that NAV is a practical expedient to estimating fair value. As limited partnership investments are not readily marketable, their estimated 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.

Endowed Investment Pool

The UCLA Foundation's endowment and certain other balances are managed in a unitized investment pool called the Endowed Investment Pool (EIP). Other balances include affiliated entities who invest in the EIP and certain unrestricted funds. All EIP assets are classified as noncurrent regardless of maturity due to the long term nature of the intended use of gifts or affiliated entity funds invested in this pool. Transactions within each individual account within the EIP pool are based on the unit market value at the end of the quarter during which the transaction takes place. The mission of the EIP is to support the educational mission of UCLA by providing a reliable source of funds for current and future use. The EIP has two primary goals. First, the purchasing power of the assets must be maintained in perpetuity and second, the EIP must achieve investment returns sufficient to sustain the level of spending necessary to support ongoing UCLA operations.

The UCLA Foundation follows the Uniform Prudent Management of Institutional Funds Act (UPMIFA) adopted by the state of California in January 2009. UPMIFA does not set specific expenditure limits; instead, a charity can spend the amount the charity deems prudent after considering the donor's intent that the endowment continue permanently, the purpose of the fund, and relevant economic factors. The UCLA Foundation's fiscal year 2014 spending rate is set at 5% of a 12 quarter rolling average market value not to exceed \$1.53/unit. The spending rate for fiscal year 2013 was 5.25% of the average market value of the endowed investment pool on a rolling 36-month basis from July 1st to December 31,

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2012, switching to a 12-quarter average from January 1 through June 30, 2013. The Board of Directors of The UCLA Foundation reviews and approves this rate annually. Payout is distributed to individual funds quarterly based on the number of units in each fund at the beginning of the quarter.

Unendowed Investment Pool

The UCLA Foundation maintains an Unendowed Investment Pool (UIP). This pool is primarily invested in the Regent's Short-term Investment Pool (Regent's STIP). All gifts intended for current expenditure as well as unspent endowed pool payout and affiliated entity short-term accounts are invested in the UIP. UIP investments are reported at fair value.

Annuity and Life Income Funds

The UCLA Foundation's Annuity and Life Income Funds consist of The UCLA Foundation Trusts, Pooled Income Fund, and Gift Annuity Fund. All trust investments are reported at fair value and classified as noncurrent regardless of maturity due to donor and/or time restrictions limiting The UCLA Foundation's ability to use these investments except for cash held to service immediate cash flow needs.

The UCLA Foundation Trusts

Trusts are established by donors to provide income, generally for life, to designated beneficiaries, except for a lead trust, which pays its income for a term of years to The UCLA Foundation.

Upon termination of each trust, its assets generally will be distributed to The UCLA Foundation, or individuals named by the donor in the case of the lead trust, for the purposes designated in the trust agreements. Each year, beneficiaries receive payments as specified in the trust agreement; a fixed payment (annuity trusts) or a percentage of the trust's fair market value (standard unitrust), which may be limited to the net income (net-income-with-make-up unitrusts).

The trusts are separate legal entities, created under the provisions of the Internal Revenue Code and applicable California law.

Each trust has a calendar year-end as required by the Internal Revenue Code. The charitable remainder trusts are exempt from federal and California income taxes, except in any year in which they receive unrelated business taxable income.

The UCLA Foundation is also an income beneficiary of a perpetual trust and a remainderman of certain charitable trusts where the assets are invested and administered by outside trustees. Effective July 1, 2012, The UCLA Foundation changed its accounting policy and does not record these gifts until the time requirements have been met and the gifts are received. The impact of this change in accounting treatment resulted in a reduction to the beginning of the year net position for the fiscal year ended June 30, 2013 of \$17.2 million. Consistent with The UCLA

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Foundation's recognition policy for pledges of endowment, receivables and contribution revenue associated with these trusts are not reflected in the accompanying financial statements. For these types of transactions, revenues will be recognized when resources are received, provided all eligibility criteria are met.

Pooled Income Fund

The UCLA Foundation serves as trustee of The UCLA Foundation Pooled Income Fund (the Pooled Fund). The Pooled Fund was created on June 8, 1983, under the provisions of Section 642 of the Internal Revenue Code, and received its first gift on November 1, 1985. The Pooled Fund has a calendar year-end as required by the Internal Revenue Code. The Pooled Fund is exempt from federal and California income taxes except on short-term capital gains and unrelated business taxable income.

Gifts to the Pooled Fund are commingled for investment and administration purposes. Each donor retains a life income interest in the Pooled Fund for one or more beneficiaries. Each donor is assigned units of participation at the time of contribution. Income is distributed on a quarterly basis according to each beneficiary's units of participation. Upon termination of the life income interest, the donor's pro rata share of the Pooled Fund balance is distributed to The UCLA Foundation for purposes designated in the trust agreements.

Gift Annuity Fund

Gift annuities are planned giving vehicles, whereby donors gift assets in exchange for annuity payments over their lifetime or that of their beneficiaries. Assets contributed are separately invested and are used to fund payments to the annuitants. Annuities that mature are used to fulfill the purposes that were set forth in the original annuity agreement.

(d) Pledges Receivable

Pledges are written unconditional promises to make future payments. The Foundation recognizes a receivable and revenue at the time the pledge is made by the donor if the pledge is verifiable, measurable, probable of collection and meets all applicable eligibility requirements. Pledges extending beyond one year are discounted to recognize the present value of the future cash flows. In subsequent years, this discount is accreted and reported as additional contribution revenue in accordance with donor imposed restrictions, if any. In addition, pledges are reported net of an allowance, which includes specific reserves for items that are past due in payments as well as a general reserve which is based on The UCLA Foundation's 3-year rolling average loss experience.

Conditional pledges, which depend on the occurrence of a specified future or uncertain event such as matching gifts from other donors or time restrictions on expenditure, plus all pledges for endowment purposes, are recognized when the conditions are substantially met.

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June 30, 2014 and 2013

(e) Donated Properties

Donations of securities, real estate properties, and other nonmonetary items are recorded at their fair value at the date of gift. Donated properties are annually recorded at fair value less estimated selling expenses. Fair value is based on the current sales price for comparable properties.

(f) Annuities Payable and Liabilities to Life Beneficiaries

Annuities payable and liabilities to life beneficiaries represent gifts made to The UCLA Foundation in which a designated beneficiary retains an interest in the gift as specified in the trust agreement. The UCLA Foundation is the trustee for these trusts. For these funds, liability for beneficiary payments is established representing the present value of the estimated future beneficiary payments over the expected life of the life beneficiary. The liability is calculated using standard gift annuity tables and applicable IRS guidelines. The difference between the fair value of the trust assets and the liability for beneficiary payments is recorded as revenue.

For the year ended June 30, 2014 and 2013, liabilities for gift annuities and trusts are discounted based on the discount rate as of the date of the gifts, which ranged from 1% to 10.6%.

(g) Amounts Held For Others

Amounts held for others as of June 30, 2014 and 2013, of \$224.0 million and \$206.1 million, respectively, represented amounts held by The UCLA Foundation under agency relationships with various support groups and other affiliated entities of UCLA. Such amounts are not assets owned by or contributed to The UCLA Foundation and, accordingly, are recorded as liabilities and not as revenue. As of June 30, 2014, the offsetting assets are reported in investments and include \$24.4 million in the UIP, \$197.8 million in the EIP and \$1.8 million in various annuity and life income funds. At June 30, 2013, \$26.9 million were invested in the UIP, \$177.2 in the EIP, and \$2.0 million in various annuity and life income funds.

(h) Net Position

When possible, The UCLA Foundation uses restricted resources when an expense is incurred for which both restricted and unrestricted resources are available. Net position comprises the following:

Restricted – nonexpendable includes permanent endowments. Such funds are generally subject to donor restrictions requiring that the principal be invested in perpetuity for the purpose of producing income and appreciation that may be expended or added to principal in accordance with the donor's wishes. Trust resources that are not expendable upon maturity are also classified as restricted nonexpendable net position.

Restricted – expendable relates to contributions designated by donors for use by particular entities or programs or for specific purposes or functions of UCLA. Included within restricted expendable net position are endowment earnings, funds functioning as endowments and gifts.

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June 30, 2014 and 2013

Endowment earnings – Endowment earnings consist of income and change in fair market value of endowment investments and are classified as restricted-expendable net position unless otherwise specified by the donor.

Annuity and life income funds – Annuity and life income funds represent the trust resources that are expendable upon maturity.

Funds functioning as endowment – Funds functioning as endowments are gifts which are restricted for a specific purpose by the donor, yet, unlike endowments, the corpus is not permanently restricted. However, it is management's intent to invest these funds on a long-term basis for future use.

Gifts – Gifts are donations to The UCLA Foundation that are restricted by the donor for a specific purpose or pledges receivable net of discount and allowance.

Unrestricted is the net position of The UCLA Foundation that is not subject to donor-imposed restrictions, including donor-advised funds.

(i) ***Classification of Revenues and Expenses***

Operating revenues include contributions from various donors and includes donor-advised fund donations. Operating expenses primarily include gift fund distributions, gift fund administration fees, endowed cost recovery, and a grant for the UCLA Chancellor's priorities. Gift fund distributions are disbursements to UCLA in support of activities consistent with the donor's wishes as well as donor-advised fund disbursements. The gift administration fee is a 6.5% fee charged to most gifts for the development and related program costs of The UCLA Foundation. The endowed cost recovery is an annual charge The UCLA Foundation incurs to partially defray the costs to operate an endowment. The UCLA Foundation funded a grant to the Chancellor in the amount of \$6 million in both fiscal year 2014 and 2013. These grants are reported as UCLA Chancellor's priorities in the statement of changes and net position.

Nonoperating revenues and expenses primarily include interest, dividends and distributions, and net realized gains (losses) on the sale of investments and the change in unrealized appreciation (depreciation) in the fair value of investments held at the end of the period. Interest, dividends and distributions is presented net of the UCLA Investment Company's expenses.

Gifts for permanent endowment purposes are classified under other changes in net position and are new gifts received during the fiscal year for The UCLA Foundation's endowment.

(j) ***Use of Estimates***

The preparation of financial statements in accordance with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the dates of the financial statements, and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates.

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(k) *Income Taxes*

The UCLA Foundation is exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Section 23701d of the California Revenue and Taxation Code and is generally not subject to federal or state income taxes. However, The UCLA Foundation is subject to income taxes on any net income that is derived from a trade or business, regularly carried on, and not in furtherance of the purpose for which it is granted exemption. No income tax provision has been recorded as the net income, if any, from any unrelated trade or business, in the opinion of management, is not material to the basic financial statements taken as a whole.

(l) *Reclassification*

Certain prior year amounts have been reclassified to conform to the current year presentation.

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(3) Investments

The UCLA Foundation holds significant investments in the form of equity funds including domestic, international and global. In addition, The UCLA Foundation invests in private equity funds, multistrategy funds, as well as credit, real asset, and real estate investment funds. The investment guidelines permit alternative investments primarily in partnerships where The UCLA Foundation is a limited partner relying upon the expertise of experienced general partners. All limited partnerships in which The UCLA Foundation invests are subject to annual audits. The investment guidelines also permit direct investments in equity or other instruments.

Composition of Investments *(by investment type)*
(in thousands of dollars)

	2014	2013
Equity securities:		
Domestic	\$ 49,121	\$ 39,938
Foreign	13,777	982
Subtotal equity securities	62,898	40,920
Fixed income securities:		
U.S. government guaranteed:		
U.S. treasury bills	1,275	—
U.S. treasury notes	8,389	8,584
U.S. treasury bonds	220	234
Subtotal U.S. treasury	9,884	8,818
U.S. government backed – asset-backed securities	632	490
U.S. government guaranteed	10,516	9,308
Other U.S. dollar denominated:		
U.S. agencies – asset-backed securities	12,608	22,419
Corporate – asset-backed securities	35,798	29,009
Corporate structured financial instruments	56	—
Other U.S. dollar denominated	48,462	51,428

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Notes to Financial Statements

June 30, 2014 and 2013

Composition of Investments *(by investment type)*
(in thousands of dollars)

	2014	2013
Commingled funds and others:		
Commingled funds:		
Absolute return	\$ 866,226	\$ 729,319
Balanced funds	5,015	4,311
U.S. equity funds	228,965	224,553
Non-U.S. equity funds	107,150	63,910
U.S. bond funds	17,626	40,620
Non-U.S. bond funds	3,493	2,596
Real estate investment trusts	9,694	8,410
Money market funds	283,565	258,652
Private equity	217,967	213,329
Real estate	93,696	86,542
Commodities	119,021	119,563
Other investments	1,122	\$ 1,063
Total investments	\$ 2,075,416	1,854,524

Investments are exposed to several risks, such as market, credit, foreign currency, and interest rate risks, and can affect the value of the investments. In order to manage the risks and the directionality of the portfolio, The UCLA Foundation investment policy allows for investing in swaps, derivatives, or other instruments. The UCLA Foundation did not hold any of these instruments at June 30, 2014 or June 30, 2013.

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Notes to Financial Statements

June 30, 2014 and 2013

(a) Credit Risk

Fixed income securities are subject to credit risk, which is the chance that a bond issuer will fail to pay interest or principal in a timely manner, or that negative perceptions of the issuer's ability to make these payments will cause security prices to decline. The credit portfolio is diversified across credit asset classes and holds a mixture of investment grade and high yield securities of performing and nonperforming debt. The portfolio will focus on capital appreciation rather than current income and will not be managed to specific duration guidelines. The credit risk profile of investments schedule summarizes the fair value of fixed income securities subject to credit risk.

Credit Risk Profile of Investments

(in thousands of dollars)

	2014	2013
Fixed income securities:		
U.S. government guaranteed	\$ 10,516	\$ 9,308
Other U.S. dollar denominated:		
AAA	419	487
AA	12,608	22,419
B	1,151	1,372
CCC or below	29,404	23,319
Not rated	4,880	3,831
Total other U.S. dollar denominated	48,462	51,428
Commingled funds:		
U.S. bond funds: Not rated	17,626	53,257
Non-U.S. bond funds: Not rated	3,493	2,596
Money market funds: Not rated	283,565	258,652
Total commingled funds	304,684	314,505
Total funds subject to credit risk	\$ 363,662	\$ 375,241

(b) Concentration of Credit Risk

Concentration of credit risk is the risk associated with a lack of diversification or having too much invested in a few individual shares. The UCLA Foundation's allocation to the credit portfolio is diversified across credit asset classes and holds a mixture of investment grade and high yield securities of performing and nonperforming debt. Accordingly, there are no investments in any one issuer that represents 5% or more of total fixed income investments.

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June 30, 2014 and 2013

(c) Custodial Risk

Custodial risk is the risk that in the event of the failure of the custodian, the investments may not be returned. Substantially all of The UCLA Foundation's investments are issued, registered, or held in the name of The UCLA Foundation by its master custodian bank, as its agent. Other types of investments represent ownership interest that do not exist in physical or book-entry form. As a result, management believes that custodial risk is remote.

(d) Interest Rate Risk

Interest rate risk is the risk that fixed income securities will decline because of rising interest rates. The UCLA Foundation measures interest rate risk using the effective duration method. The portfolio will be diversified across credit strategies and hold a mixture of investment grade and high yield securities of performing and nonperforming debt. Liquidity and volatility will vary by strategy. The portfolio will focus on capital appreciation rather than current income and will not be managed to specific duration guidelines. The interest rate risk schedule summarizes the average effective duration of its fixed income investments.

**Interest Rate Risk Associated with Investment and
Investments Sensitive to Changes in Interest Rates**
(effective duration in years)

	2014	2013
Fixed income securities:		
U.S. government:		
U.S. treasury bills	0.2	—
U.S. treasury notes	3.7	2.6
U.S. treasury bonds	2.2	3.1
U.S. government backed – asset backed securities	3.5	7.9
Other U.S. dollar denominated:		
U.S. agencies – asset-backed securities	12.0	9.3
Corporate – asset-backed securities	0.9	(0.3)
Commingled funds:		
U.S. bond funds	5.1	4.9
Non-U.S. bond funds	5.9	8.2
Money market funds	2.2	2.7

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Notes to Financial Statements

June 30, 2014 and 2013

Investments Highly Sensitive to Changes in Interest Rates
(in thousands of dollars)

	<u>2014</u>	<u>2013</u>
Mortgage-backed securities	\$ 3,608	\$ 51,918
Collateralized mortgage obligations	29,338	23,168

(e) **Foreign Currency Risk**

Foreign currency risk results from investments in foreign-currency-denominated equity or fixed income investments. The UCLA Foundation may utilize swaps, derivatives, exchange-traded funds or other instruments in order to manage the risk. The UCLA Foundation holds equity and other investments denominated in foreign currency that are summarized at fair value on the following foreign currency risk schedule.

Foreign Currency Risk Associated with Investments
(in thousands of dollars)

	<u>2014</u>	<u>2013</u>
Equity securities:		
British pound	\$ —	\$ 23
Canadian dollar	—	7
Euro	—	21
Miscellaneous	969	912
South Korean won	12,808	—
Swiss franc	—	19
Total exposure to foreign currency risk	\$ <u>13,777</u>	\$ <u>982</u>
Commingled funds:		
Various currency denominations:		
Balanced funds	\$ 1,256	\$ 982
Non-U.S. equity	106,369	63,222
U.S. bond	2,896	3,219
Non-U.S. bond	—	27
Real estate investment trusts	3,610	3,094

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Notes to Financial Statements

June 30, 2014 and 2013

(4) Approved Endowment Payout

The approved endowment payout allocated to donor-restricted endowment funds was comprised of the following at June 30:

	2014	2013
	(in thousands of dollars)	
Investment income, net	\$ 34,000	\$ 37,192
Net accumulated gains and corpus	28,340	24,620
	\$ 62,340	\$ 61,812

In addition to the above, The UCLA Foundation payout allocated to affiliated entities and unrestricted funds of \$12 million in fiscal year 2014 and \$13.6 million in fiscal year 2013, bringing the total endowed investment pool approved payout allocation to \$74.3 million in fiscal year 2014 and \$75.4 million in fiscal year 2013.

(5) Pledges Receivable

Pledges receivable are unconditional promises to pay a certain amount and consist of the following at June 30:

	2014	2013
	(in thousands of dollars)	
Pledges receivable	\$ 551,803	\$ 435,149
Less:		
Allowance for uncollectible pledges	(46,063)	(37,373)
Discount for future payments	(52,913)	(59,077)
Pledges receivable, net	\$ 452,827	\$ 338,699
Current pledges receivables, net	\$ 109,414	\$ 39,770
Noncurrent pledges receivable, net	343,413	298,929
	\$ 452,827	\$ 338,699

Management evaluates the collectability of its receivables and records an allowance for estimated uncollectible amounts. The UCLA Foundation recorded a loss provision expense for uncollectible pledges of \$13.4 million in fiscal year 2014 and \$0.4 million in fiscal year 2013 and this is recorded as a reduction in contributions. Pledges due beyond one year have been discounted at an annual rate of 1.45% for pledges received in fiscal year 2014 and 2.1% for fiscal year 2013. Sixty-eight percent of the pledges receivable, net of discount, are from five donors in fiscal year 2014 as compared to 69% in fiscal year 2013.

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Notes to Financial Statements

June 30, 2014 and 2013

(6) **Revolving Line of Credit**

The UCLA Foundation had a \$60 million revolving line of credit with the Bank of New York Mellon, which was collateralized by securities. The UCLA Foundation terminated this line of credit effective January 31, 2013.

(7) **Commitments**

As of June 30, 2014, The UCLA Foundation has contractual commitments to invest an additional \$186 million in various limited partnerships.

(8) **Related Parties**

The UCLA Foundation supports UCLA and has the following organizational relationship with the University:

(a) Administrative Costs

The UCLA Foundation has a Board of Directors and designated officers; however, the UCLA Foundation does not have any employees. All functions and activities are conducted by employees of UCLA. UCLA employees serving Foundation functions are covered by the Regents' pension plan and postretirement healthcare plan.

All of the UCLA Foundation's office space is provided by the University. Accordingly, the costs of the office space are not included in the accompanying financial statements.

(b) Gift and Endowed Cost Recovery Fees

In accordance with relevant UCLA policies, gift and endowed cost recovery fees are paid by the UCLA Foundation to UCLA. Both fees are designed to reimburse the university for the administration costs discussed above. The standard gift fee is computed as 6.5% of the gift amount and endowed cost recovery is calculated as 65 basis points of the beginning fair value of The UCLA Foundation's portion of the Endowed Investment Pool (EIP). Accordingly, the gift and endowed cost recovery fees are included in operating expenses in the accompanying financial statements and totaled \$13.3 million and \$9.2 million in 2014 and \$10.6 million and \$9.4 million in 2013, respectively.

(c) Interest on Short-term Investments

Interest on short-term investments per UCLA policy is either credited to the benefitting fund or considered an unrestricted revenue source for the general fund of the UCLA Foundation. It is used to fund operating expenses of The UCLA Foundation and to make grants to UCLA.