

NEIGHBORHOOD DEVELOPMENT FUND
Not-for-Profit Transmittal and Approval Form

Applicant/Program: The University of Louisville Research Foundation, Inc. / Theatre Arts Repertory Company 40th Anniversary Program & Reception

Executive Summary of Request:

The Repertory Company will observe it's 40th Anniversary during a program and reception at the Kentucky Center For African American Heritage on June 18, 2016. The event will be attended by 250-300 business, civic, government and community representatives throughout Louisville.

The NDF is to fund the Kentucky Center for African American Heritage Rental Fee and also catering fee's for this event.

Is this program/project a fundraiser?

☒ Yes ☐ No

Is this applicant a faith based organization?

☐ Yes ☒ No

Does this application include funding for sub-grantee(s)?

☐ Yes ☒ No

I have reviewed the attached Neighborhood Development Fund Application and have found it complete and within Metro Council guidelines and request approval of funding in the following amount(s). I have read the organization's statement of public purpose to be furthered by the funds requested and I agree that the public purpose is legitimate. I have also completed the disclosure section below, if required.

6
District #

[Signature]
Council Member Signature

\$1,000
Amount

3-17-2016
Date

Primary Sponsor Disclosure

List below any personal or business relationship you, your family or your legislative assistant have with this organization, its volunteers, its employees or members of its board of directors.

I work for the UofL Foundation and have no input or control on association with this program.

Approved by:

Appropriations Committee Chairman

Date

Clerk's Office Only:

Request Amount: _____

Committee Amended Appropriation: _____

Original Appropriation: _____

Council Amended Appropriation: _____

Applicant/Program:

Additional Disclosure and Signatures

Additional Council Office Disclosure

List below any personal or business relationship you, your family or your legislative assistant have with this organization, its volunteers, its employees or members of its board of directors.

<u>3</u> District #	<u>Marye Overbridge</u> Council Member Signature	<u>\$500</u> Amount	<u>3/18/16</u> Date
<u>5</u> District #	<u>Cheri B. Hamilton</u> Council Member Signature	<u>\$500</u> Amount	<u>3-22-16</u> Date
<u> </u> District #	<u> </u> Council Member Signature	<u> </u> Amount	<u> </u> Date
<u> </u> District #	<u> </u> Council Member Signature	<u> </u> Amount	<u> </u> Date
<u> </u> District #	<u> </u> Council Member Signature	<u> </u> Amount	<u> </u> Date
<u> </u> District #	<u> </u> Council Member Signature	<u> </u> Amount	<u> </u> Date
<u> </u> District #	<u> </u> Council Member Signature	<u> </u> Amount	<u> </u> Date

Oliver, Allison N

From: Woolridge, Mary
Sent: Friday, March 18, 2016 12:50 PM
To: Oliver, Allison N; Ott, Stephen; Helton, Jessamyn
Cc: Green, Jessica; Hamilton, Cheri; Shanklin, Barbara; Tandy, David; Weathers, Charles; Friend-Ellis, Myra; Dearing, Jared; King, Keidra; Sanders, Donna; Smith, Wanda M
Subject: Re: University of Louisville Theatre Arts Repertory Company 40th Anniversary Program

Donna, I am giving you permission to sign the NDF in the amount of \$500.00.

Thanks,

Sent from my iPad

On Mar 18, 2016, at 10:33 AM, "Oliver, Allison N" <Allison.Oliver@louisvilleky.gov> wrote:

<image001.gif>

Good Morning Councilmembers and LA's,

Clest Lanier with the University of Louisville Research Foundation Inc. has submitted an NDF request in the amount of \$3,000 for the Theatre Arts Repertory Company 40th Anniversary Program on June 18, 2016 at the Kentucky Center for African American Heritage. This event will be attended by 250-300 business, civic, government and community representatives throughout Louisville.

The funding will sponsor the rental cost for the event to be held at the Kentucky Center for African American Heritage and also catering cost for the event as well. All proceeds will go towards future Repertory Company Expenses.

I have the NDF ready and available to sign for any district who may be interested. Please let me know, and I can bring it to your office for signing. Thank you in advanced!!

<image004.png>

Allison N. Oliver

Administrative Clerk

District 6

David A. James, Councilman

Louisville Metro Council

601 W. Jefferson Street

Louisville, KY 40202

(502) 574-1106

allison.oliver@louisvilleky.gov

LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION CHECKLIST

Legal Name of Applicant Organization: University of Louisville Research Foundation, Inc.

Program Name and Request Amount: Theatre Arts Repertory Company 40th Anniversary Program / Reception- \$3,000

	Yes/No/NA
Is the NDF Transmittal Sheet Signed by all Council Member(s) Appropriating Funding?	<input checked="" type="checkbox"/> Yes
Is the funding proposed by Council Member(s) less than or equal to the request amount?	<input checked="" type="checkbox"/> Yes
Is the proposed public purpose of the program viable and well-documented?	<input checked="" type="checkbox"/> Yes
Will all of the funding go to programs specific to Louisville/Jefferson County?	<input checked="" type="checkbox"/> Yes
Has Council or Staff relationship to the Agency been adequately disclosed on the cover sheet?	<input checked="" type="checkbox"/> Yes
Has prior Metro Funds committed/granted been disclosed?	<input checked="" type="checkbox"/> Yes
Is the application properly signed and dated by authorized signatory?	<input checked="" type="checkbox"/> Yes
Is proof of Tax Exempt status of 501(c) 3, 4, 6, 19, 1120-H included?	<input checked="" type="checkbox"/> Yes
If Metro funding is for a separate taxing district is the funding appropriated for a program outside the legal responsibility of that taxing district?	<input type="checkbox"/> N/A
Is the entity in good standing with: <ul style="list-style-type: none"> • Kentucky Secretary of State? • Louisville Metro Revenue Commission? • Louisville Metro Government? • Internal Revenue Service? • Louisville Metro Human Relations Commission? 	<input checked="" type="checkbox"/> Yes
Is the current Fiscal Year Budget included?	<input checked="" type="checkbox"/> Yes
Is the entity's board member list (with term length/term limits) included?	<input checked="" type="checkbox"/> Yes
Is recommended funding less than 33% of total agency operating budget?	<input checked="" type="checkbox"/> Yes
Does the application budget reflect only the revenue and expenses of the project/program?	<input checked="" type="checkbox"/> Yes
Is the cost estimate(s) from proposed vendor (if request is for capital expense) included?	<input type="checkbox"/> N/A
Is the most recent annual audit (if required by organization) included?	<input checked="" type="checkbox"/> Yes
Is a copy of Signed Lease (if rent costs are requested) included?	<input type="checkbox"/> N/A
Is the Supplemental Questionnaire for churches/religious organizations (if requesting organization is faith-based) included?	<input type="checkbox"/> No
Are the Articles of Incorporation of the Agency included?	<input checked="" type="checkbox"/> Yes
Is the IRS Form W-9 included?	<input checked="" type="checkbox"/> Yes
Is the IRS Form 990 included?	<input checked="" type="checkbox"/> Yes
Are the evaluation forms (if program participants are given evaluation forms) included?	<input type="checkbox"/> N/A
Affirmative Action/Equal Employment Opportunity plan and/or policy statement included (if required to do so)?	<input checked="" type="checkbox"/> Yes
Has the Agency agreed to participate in the BBB Charity review program? If so, has the applicant met the BBB Charity Review Standards?	<input checked="" type="checkbox"/> Yes

Prepared by: *Allison Olives* Date: *3-17-16*



LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

SECTION 1 - APPLICANT INFORMATION			
Legal Name of Applicant Organization:		University of Louisville Research Foundation, Inc.	
Main Office Street & Mailing Address: The Nucleus Bldg , 300 E. Market Street, Suite 300, Louisville, KY 40402-1959			
Website: www.louisville.edu			
Applicant Contact:	Nefertiti Burton	Title:	Chair, Theatre Arts Department
Phone:	(502)852-8444	Email:	nefertiti.burton@louisville.edu
Financial Contact:	Gail Wilmes	Title:	Grants Accountant
Phone:	(502)852-8246	Email:	gail.wilmes@louisville.edu
Organization's Representative who attended NDF Training: Jon Schmidt , Gail Wilmes			
GEOGRAPHICAL AREA(S) WHERE PROGRAM ACTIVITIES ARE (WILL BE) PROVIDED			
Program Facility Location(s):		1701 W. Muhammad Ali Blvd , Louisville, KY 40203	
Council District(s):		Zip Code(s):	
SECTION 2 - PROGRAM REQUEST & FINANCIAL INFORMATION			
PROGRAM/PROJECT NAME: Theatre Arts Repertory Company 40th Anniversary Program and Reception			
Total Request: (\$)		Total Metro Award (this program) in previous year: (\$)	
\$3000.00			
Purpose of Request (check all that apply):			
<input type="checkbox"/> Operating Funds (generally cannot exceed 33% of agency's total operating budget)			
<input checked="" type="checkbox"/> Programming/services/events for direct benefit to community or qualified individuals			
<input type="checkbox"/> Capital Project of the organization (equipment, furnishing, building, etc)			
The Following are Required Attachments:			
<input checked="" type="checkbox"/> IRS Exempt Status Determination Letter		<input type="checkbox"/> Signed lease if rent costs are being requested	
<input checked="" type="checkbox"/> Current Year Projected Budget		<input checked="" type="checkbox"/> IRS Form W9	
<input checked="" type="checkbox"/> List of Board of Directors (include term & term limits)		<input type="checkbox"/> Evaluation forms if used in the proposed program	
<input checked="" type="checkbox"/> Current financial statement		<input checked="" type="checkbox"/> Annual audit (if required by organization)	
<input checked="" type="checkbox"/> Most recent IRS Form 990 or 1120-H		<input type="checkbox"/> Faith Based Organization Certification Form, if required	
<input checked="" type="checkbox"/> Articles of Incorporation		<input checked="" type="checkbox"/> Staff including the 3 highest paid staff	
<input type="checkbox"/> Cost estimates from proposed vendor if request is for capital expense			
For the current fiscal year ending June 30, list all funds appropriated and/or received from Louisville Metro Government for this or any other program or expense, including funds received through Metro Federal Grants, from any department or Metro Council Appropriation (Neighborhood Development Funds). Attach additional sheet if necessary.			
Source:	-0-	Amount (\$)	-0-
Source:		Amount (\$)	
Source:		Amount (\$)	
Has the applicant contacted the BBB Charity Review for participation? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
Has the applicant met the BBB Charity Review Standards? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			



LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

SECTION 3 – AGENCY DETAILS

Describe Agency's Vision, Mission and Services:

The Foundation's vision is to make the University of Louisville a premier metropolitan research university recognized for advancing the intellectual, social and economic development of our community and its citizens while placing the University among the top tier of similar universities in the nation.

Who We Serve:

The Foundation serves our students

Approximately 79,000 University of Louisville alumni currently reside in the Commonwealth. That is about 61% of all graduates. Each and every one of them has a different story of their time at the University, and of how that story has impacted their lives.

As public financial support for higher education has declined and the cost continues to increase, the foundation is working to ensure the deficit in funding is met, and that young students can continue to become University of Louisville academics, athletes and citizens, creating their own unique UofL stories. This is why the Foundation encourages scholarship programs that serve both financial and enrichment purposes, as well as the various academic, athletic and career pursuits, including everything from Fulbright scholarships to state-of-the-art soccer facilities.

The Foundation serves our community

Being a preeminent metropolitan research university means thinking globally and serving locally. Between 2003 and 2009, UofL increased the economic output of the Commonwealth by \$1.2 billion, and it produced an estimated 9,600 jobs (or 40% of the total new jobs created in Kentucky during this period).

UofL is an economic engine for the city of Louisville, our state and region. Since 2002, more than \$1.6 billion has been invested in UofL and UofL-related construction projects. An economic impact study found that between 2003 and 2009, UofL increased the economic output of the Commonwealth by \$1.2 billion, and it produced an estimated 9,600 jobs (or 40% of the total new jobs created in Kentucky during this period). The UofL Foundation is committed to helping the community.

The Foundation serves future generations

By making smart investments in real estate and smart choices in the way it operates, the Foundation has a proven track record of financial success that is sure to pay dividends for years to come. This starts with guidance from administration, continues with a portfolio of investments with unprecedented returns and finishes with a property procurement program that ensures community prosperity on multiple levels.

Handwritten initials in blue ink, appearing to be "JP".



LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

SECTION 4 - PROGRAM/PROJECT NARRATIVE

A: Describe the program/project start and end dates, a description of the program/project and applicable data with regards to specific client population the program will address (attach related flyers, planning minutes, designs, event permits, proposals for services/goods, etc.):

Since its first performance on January 20, 1975, the Company has become one of the most visible aspects of the Theatre Arts Department having performed for more than 100,000 school aged and community audiences.

The Repertory Company will observe its 40th anniversary during a program and reception at the Kentucky Center for African American Heritage on June 18, 2016. The event will be attended by 250-300 business, civic, government and community representatives.

Currently, the company receives no outside funding from organizations and offers performances at a very low cost for any school or non-profit organization in the Louisville metropolitan area. This is made possible through the generous support of the University of Louisville College of Arts and Sciences, the School of Interdisciplinary and Graduate Studies, and the Theatre Arts Department.

B: Describe specifically how the funding will be spent including identification of funding to sub grantee(s):
Grant funds will be used to cover event rental and catering fees.

Proposed catering fee from MASTERSON'S - \$11,300.75
(CVR)
RENTAL RENTAL fee - \$1550 (see attached RENTAL agreement)



LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

C: If this request is a fundraiser, please detail how the proceeds will be spent:

Proceeds from the event will be used for the Repertory Company program expenses.

D: For Expenditure Reimbursement Only – The grant award period begins with the Metro Council approval date and ends on June 30 of Metro fiscal year in which the grant is approved. If any part of this funding request is for funds to be spent before the grant award period, identify the applicable circumstances:

☐ Effective October 24, 2013, reimbursements should not be made unless an emergency can be demonstrated by the primary council sponsor. The funding request is a reimbursement of the following expenditures (attach invoices or proof of payment)

- ✓ Attach a copy of invoices and/or receipts to provide proof of purchase of activities associated with the work plan identified in this application.
- ✓ Attach a copy of cancelled checks to provide proof of payment of the invoices or receipts associated with the work plan identified in this application.

☐ The funding request is a reimbursement of the following expenditures that will probably be incurred after the application date, but prior to the execution of the grant agreement:

- ✓ If selecting this option, the invoice, receipt and payment documentation should not be available as of the date of this application.

The Grantee will be required to submit financial reporting in accordance with the reporting schedule provided in the grant agreement.



LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

E: Describe the program's benefits to those being served (measurable outcomes). Include the program's process for collecting data and the indicators that will be tracked to measure the benefits to those being served:

Over the years the Repertory Company has performed at schools and venues throughout metropolitan Louisville and the region. Listed below are the performance schedule for 2015-16 school year. Overall, every council district is represented in this list. Each school representative schedules the repertory company's performance at the beginning of the school year and provides details about the number of students who will attend, grades and additional information. The estimated number of students viewing the performances is 4010 students.

UofL Early Learning Center
Turnnell Elementary
UofL Early Learning Center
Waller-Williams Envir
Gilmore Lane Elm
Farmsley Middle
Alex Kennedy Elm
Turnnell Elementary
Madora Elementary
Bowen Elementary
Gilmore Lane Elm
Minors Lane Elementary
Kaleidoscope Day Care
Norton Elementary
Johnsontown Rd Elm
Wheeler Elementary
Bellewood School
Slaughter Elm
Wilder Elementary
Blue Lick Elm
Alex Kennedy Elm
Hartstam Elm
Blue Lick Elm
Kammerer Middle
Shacklette Elementary
Bellewood School
Breckinridge-Franklin Elementary
Camp Taylor Elementary
Bowen Elementary
Centerfield Elm
Wheeler Elementary
Camp Taylor Elementary

F: Briefly describe any existing collaborative relationships the organization has with other community organizations. Describe what those partners are bringing to the relationship in general and to this program/project specifically.

The Theatre Arts Department collaborates with the Jefferson County Public Schools to present the performances to schools in the district. The department provides curriculum materials so that classroom teachers may incorporate the performances into the class discussion.

Additionally, a number of non-profit organizations, ie., nursing homes and residential treatment facilities are provided with free performances.



LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

SECTION 5 – PROGRAM/PROJECT BUDGET SUMMARY

THE PROGRAM/PROJECT BUDGET SHOULD REALISTICALLY ESTIMATE WHAT AMOUNT IS NEEDED FROM METRO GOVERNMENT AND WHAT IS EXPECTED FROM OTHER SOURCES.

Program/Project Expenses	Column 1	Column 2	Column (1+2)=3
	Proposed Metro Funds	Non- Metro Funds	Total Funds
A: Personnel Costs Including Benefits			
B: Rent/Utilities			
C: Office Supplies			
D: Telephone			
E: In-town Travel			
F: Client Assistance (Attach Detailed List)			
G: Professional Service Contracts			
H: Program Materials		2,961.25	2,961.25
I: Community Events & Festivals (Attach Detail List)	\$3,000.00	8,500.00	11,500.00
J: Small Equipment			
K: Capital Equipment			
L: Other Expenses (Attach Detail List)			
*TOTAL PROGRAM/PROJECT FUNDS	\$3,000.00	11,461.25	14,461.25
% of Program Budget	21 %	79 %	100%

List funding sources for total program/project costs in Column 2, Non-Metro Funds:

Other State, Federal or Local Government	
United Way	
Private Contributions (do not include individual donor names)	11,461.25
Fees Collected from Program Participants	
Other (please specify)	
Total Revenue for Column 2 (Funds): **	11,461.25

*Total of Column 1 MUST match "Total Request on Page 1, Section 2"

**Must equal or exceed total in column 2.



LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

Detail of In-Kind Contributions for this PROGRAM only: Includes Volunteers, Space, Utilities, etc. (Include anything not bought with cash revenues of the agency).

Donor*/Type of Contribution	Value of Contribution	Method of Valuation
N/A		
<i>Total Value of In-Kind</i> (to match Program Budget Line Item. Volunteer Contribution & Other In Kind)		

* DONOR INFORMATION REFERS TO WHO MADE THE IN KIND CONTRIBUTION. VOLUNTEERS NEED NOT BE LISTED INDIVIDUALLY, BUT GROUPED TOGETHER ON ONE LINE AS A TOTAL NOTING HOW MANY HOURS PER PERSON PER WEEK

Agency Fiscal Year Start Date: July 1 - June 30th

Does your Agency anticipate a significant increase or decrease in your budget from the current fiscal year to the budget projected for next fiscal year? NO ☒ YES ☐

If YES, please explain:



LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

SECTION 6 – CERTIFICATIONS & ASSURANCES

By signing Section 7 of the Grant Application, the authorized official signing for the applicant organization certifies and assures to the best of his or her knowledge and/or belief the following Assurances and Certifications. If there is any reason why one or more of the assurances or certifications listed cannot be certified or assured, please explain in writing and attach to this application.

Standard Assurances

1. Applicant understands this application and its attachments as well as any resulting grant agreement, reports and proof of expenditure is subject to Kentucky's open records law.
2. Applicant will establish safeguards to prohibit employees or any person that receives compensation from awarded funds from using their position for a purpose that constitutes or presents the appearance of personal or organizational conflict of interest, or personal gain.
3. Applicant and any sub grantee will give Louisville Metro Government access to and the right to examine all paper or electronic records related to the awarded grant for up to five years of the grant agreement date.
4. Applicant assures compliance with the grant requirements and will monitor the performance of any third party (sub-grantee).
5. The Agency is in good standing with the Kentucky Secretary of State, Louisville Metro Government, the Jefferson County Revenue Commission, the Internal Revenue Service, and the Louisville Metro Human Relations Commission.
6. Applicant understands failure to provide the services, programs, or projects included in the agreement will result in funds being withheld or requested to be returned if previously disbursed.
7. Applicant understands they must return to Louisville Metro any unexpended funds by July 31 following the Metro Louisville's fiscal year end
8. Applicant understands they must provide proof of all expenditures (canceled checks, receipts, paid invoices). The Applicant understands the failure to provide proof of expenditures as required in the grant agreement could result in funding being withheld or request to be returned if previously disbursed.
9. Applicant understands if this application is approved, the grant agreement will identify an award period that begins with the Metro Council approval date, and will end with June 30 of the fiscal year in which the grant is approved. Expenditures associated with this award expected to occur prior to the award period (approval date) must be disclosed in this application in order to be considered compliant with the grant agreement.
10. Applicant understands if we choose to incur expenditures prior to the approval of the application by the Metro Council, there is no guarantee that funding will be reimbursed, as the Council may choose not to award the application.
11. Applicant understands if the grant agreement is not returned to Louisville Metro within 90 days of its mailing to the applicant, the approval is automatically revoked.

Standard Certifications

1. The Agency certifies it will not use Louisville Metro Government funds for any religious, political or fraternal Activities.
2. The Agency has a written Affirmative Action/Equal Opportunity Policy.
3. The Agency does not discriminate in employment or in provision of any service/program/activity/event based on age, color, disabled status, national origin, race, religion, sex, gender identity or sexual orientation, or Vietnam era veteran status.
4. The Agency certifies it will not require clients, recipients, or beneficiaries to participate in religious, political, fraternal or like activities in order to receive services/benefits provided with Louisville Metro Government funds.
5. The Agency understands the Americans with Disabilities Act (ADA) and makes reasonable accommodations.

Relationship Disclosure: List below any relationship you or any member of your Board of Directors or employees has with any Councilperson, Councilperson's family, Councilperson's staff or any Louisville Metro Government employee.

SECTION 7 – CERTIFICATIONS & ASSURANCES

I certify under the penalty of law the information in this application (including, without limitation, "Certifications and Assurances") is accurate to the best of my knowledge. I am aware my organization will not be eligible for funding if investigation at any time shows falsification. If falsification is shown after funding has been approved, any allocations already received and expended are subject to be repaid. I further certify that I am legally authorized to sign this application for the applying organization and have initialed each page of the application.

Signature of Legal Signatory: <i>Barbara Sells</i>		Date: <i>3/1/16</i>
Legal Signatory: (please print): <i>Barbara Sells</i>		Title: <i>Associate Director, Sponsored Programs Admin</i>
Phone: <i>(502)852-3788</i>	Extension: <i>161009</i>	Email: <i>bsells101@louisville.edu</i>

Internal Revenue Service

Date: November 16, 2005

**UNIVERSITY OF LOUISVILLE RESEARCH
FOUNDATION INC**

**CONTROLLERS OFF. UNIV OF LOUISVILLE
LOUISVILLE, KY 40292**

**Department of the Treasury
P. O. Box 2508
Cincinnati, OH 45201**

Person to Contact:

**Sally Froehle
ID# 31-08058**

Toll Free Telephone Number:

**8:30 a.m. to 5:30 p.m. ET
1-877-829-5500**

Federal Identification Number

Dear Sir or Madam:

This is in response to your request of October 13, 2005 regarding your tax-exempt status.

In May 1984 we issued a determination letter that recognized you as exempt from federal income tax. Our records indicate that you are currently exempt under section 501(c)(3) of the Internal Revenue Code.

Our records indicate that you are also classified as a public charity under section 509(a)(3) of the Internal Revenue Code.

Our records indicate that contributions to you are deductible under section 170 of the Code, and that you are qualified to receive tax deductible bequests, devises, transfers or gifts under section 2055, 2106 or 2522 of the Internal Revenue Code.

If you have any questions, please call us at the telephone number shown in the heading of this letter.

Sincerely,

Cindy M. Westcott

**Cindy Westcott
Manager, EO Determinations**

A 43981
JUL 2 1983

SECRETARY OF STATE OF KENTUCKY
FRANKFORT, KENTUCKY

ARTICLES OF INCORPORATION
OF
UNIVERSITY OF LOUISVILLE RESEARCH FOUNDATION, INC.

JUL 26 1983

OS
I, the undersigned incorporator of University of Louisville Research Foundation, Inc., of Jefferson County, Kentucky, do hereby incorporate a non-profit corporation without capital stock or shareholders, under the provisions of KRS 273.161 to 273.390, and for that purpose adopt the following Articles of Incorporation.

Samuel J. Hill
SECRETARY OF STATE

ARTICLE I

The name of the corporation is University of Louisville Research Foundation, Inc.

ARTICLE II

The period of duration of the Corporation is perpetual.

ARTICLE III

Any provision of these Articles to the contrary notwithstanding, the Corporation shall not have any purpose or object, nor have or exercise any power, nor engage in any activity which in any way contravenes or is in conflict with the provisions of Section 1 of this Article III of these Articles of Incorporation.

The objects and purposes of the Corporation and the powers it shall have and may exercise are as follows:

1. To conduct and carry on its work, not for profit, but exclusively for charitable, educational and scientific purposes, in such manner that no part of its income or property shall inure to the private benefit of any donor, director or individual having a personal or private interest in the activities of the Corporation and in such a manner that it shall not directly or indirectly engage in carrying on propaganda or otherwise attempting to influence legislation.

2. To carry out and support research projects, investigations and other activities relating to educational, scientific, literary, artistic, health care and public service missions of the University of Louisville.

3. To promote, encourage, facilitate, foster and develop such projects and activities for the benefit of the students, faculty, staff and trustees of the University of Louisville and the state as a whole.

4. To foster the transfer and development of technology including but not limited to development of patents and research information useful to the public by means of publication, commercialization, licensing, cooperative agreements and other arrangements designed to bring new and useful ideas to the marketplace.

5. To obtain and administer grants, contracts and gifts in support of research, educational and public service activities, directly or as intermediary or fiscal agent for the University of Louisville or related organizations.

6. To engage in any such other activities as, in the opinion of the Board of Directors, may be incidental to, or in furtherance of, or appropriate to effectuate the purposes hereinbefore expressed.

7. To engage in any and all lawful activities or pursuits for which a corporation may be incorporated under Chapter 273 of the Kentucky Revised Statutes dealing with non-stock, non-profit corporations and to exercise any and all powers that such corporation may now or hereafter exercise, whether or not specifically set forth herein, and insofar as such may not be inconsistent with Section 1 hereof.

The foregoing Section shall be construed as powers, as well as objects and purposes, and the matters expressed in each Section shall, unless herein otherwise expressly provided, be in no wise limited by reference to or inference from the terms of any other Section, but shall be regarded as independent purposes and powers, and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any manner the general powers of the Corporation or the meaning of the general terms used in describing any such purpose and powers; nor shall the expression of one thing be deemed to exclude another not expressed, although it be of like nature.

ARTICLE IV

In the event of a dissolution and liquidation the assets of the Corporation in the process of dissolution shall be applied and distributed as follows:

1. All liabilities and obligations of the Corporation shall be paid and discharged, or adequate provisions shall be made therefor;

2. Assets held by the Corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements;

3. All other assets which are not held upon a condition requiring return, transfer or conveyance by reason of dissolution, shall be transferred or conveyed to the University of Louisville Foundation, Inc., if that organization at the time of transfer or conveyance is described in Section 170(b)(1)(A) (other than in clauses (vii) and (viii)) and in Section 501(c)(3) of the Internal Revenue Code of 1954, or in corresponding provisions of any subsequent Federal tax laws or, if that organization is not (a) in existence, or (b) so described, then to the University of Louisville, if that organization is described in Section 170(b)(1)(A) (other than in clauses (vii) and (viii)) and Section 501(c)(3) of the Internal Revenue Code of 1954, or in corresponding provisions of any subsequent Federal tax laws or, if that organization is not (a) in existence, or (b) so described, then to the Commonwealth of Kentucky for charitable purposes, pursuant to a plan of distribution adopted as provided by law.

ARTICLE V

There shall be no members of the Corporation.

ARTICLE VI

Until otherwise changed, the registered office of the Corporation shall be located at the University of Louisville, Office of University Counsel, Louisville, Kentucky 40292 and the name of its registered agent at such address is David L. Baker, University Counsel.

ARTICLE VII

The business and affairs of the Corporation shall be under the supervision, management and control of a Board of Directors, which shall exercise the Corporation's power and authority. The Board of Directors shall consist of Trustees on the Board of Trustees of the University of Louisville, and the term of each director shall be coterminous with his or her term as such Trustee of the University of Louisville. The number of directors shall be as provided in the By-Laws, but shall not be less than 20.

The number of directors constituting the initial Board of Directors shall be 20 and the names and addresses of the persons who are to serve as initial directors are as follows:

Mr. Norbert L. Blume

4224 Northwestern Parkway
Louisville, Kentucky 40212

Mr. Daniel D. Briscoe	P. O. Box 517 151 Elkhorn Court Frankfort, Kentucky 40602
Mr. Robert L. Cochran	University Staff Senate University of Louisville Louisville, Kentucky 40292
Mr. George E. Fischer	Secretary of the Governor's Executive Cabinet Frankfort, Kentucky 40601
Mr. Gene P. Gardner	Louisville Cement Company P. O. Box 35750 Louisville, Kentucky 40232
Mr. Kenton R. Hayes, Sr.	Hayes Utley & Associates Ins. 3923 Bardstown Road Louisville, Kentucky 40218
Madeline Maupin Hicks, D.M.D.	Doctors Office Building Suite 709 250 East Liberty Street Louisville, Kentucky 40202
Mr. Frank Jemley III	Student Government Association University of Louisville Louisville, Kentucky 40292
Mr. D. Harry Jones	Jones Plastic & Engineering Corporation 2410 Plantside Drive Louisville, Kentucky 40199
Mr. Samuel H. Klein	Bank of Louisville Fifth and Broadway Louisville, Kentucky 40202
George C. Lindauer, Ph.D.	University Faculty Senate University of Louisville Louisville, Kentucky 40292
J. Herman Mahaffey, M.D.	201 Baptist East Doctors Bldg. 3950 Kresge Way Louisville, Kentucky 40207
Mr. Charles I. McCarty	BATUS Inc. 2000 Citizens Plaza Louisville, Kentucky 40202

Ms. Elaine M. Musselman	Harris & Company 940 Starks Building Louisville, Kentucky 40202
Mr. Woodford R. Porter	Porter's Funeral Home 1300 West Chestnut Street Louisville, Kentucky 40203
Mr. Robert W. Rounsavall, Jr.	Dixie Warehouse & Cartage Co. P. O. Box 36158 Louisville, Kentucky 40233
Mrs. Mary N. Shands	509 West Main Street Louisville, Kentucky 40202
Mr. Thomas C. Simons	Capital Holding Corporation P. O. Box 32830 Louisville, Kentucky 40232
Mr. R. Gene Smith	Vice Chairman, Governor's Executive Cabinet Frankfort, Kentucky 40601
Mr. Daniel C. Ulmer Jr.	Citizens Fidelity Bank & Trust Company P. O. Box 35000 Louisville, Kentucky 40231

ARTICLE VII

The names and addresses of the sole incorporator is as follows:

Donald C. Swain, Ph.D.	Office of the President University of Louisville Louisville, Kentucky 40292
------------------------	---

ARTICLE VIII

Indemnification of directors, officers, employees and agents of the Corporation may be as provided for in the By-Laws; provided, however, such indemnification is not otherwise in conflict with the provisions of Article III of these Articles of Incorporation.

ARTICLE IX

1. The Corporation's Articles of Incorporation may be amended in the manner provided by law.

2. The Board of Directors may adopt By-Laws for the Corporation, and may amend such By-Laws.

IN TESTIMONY WHEREOF, witness the signature of the sole incorporator hereof on this 14th day of May, 1983.

Donald C. Swain
Donald C. Swain

COMMONWEALTH OF KENTUCKY)
COUNTY OF JEFFERSON) SS:

Before me, the undersigned, a Notary Public within and for the State and County aforesaid, on this day appeared Donald C. Swain and he acknowledged and delivered the foregoing instrument of writing to be the Articles of Incorporation of said Corporation and to be his act and deed as incorporator thereof.

My Notarial Commission will expire 12/1/86

IN TESTIMONY WHEREOF, witness my signature and notarial seal hereunto affixed in the State and County aforesaid this 14th day of May, 1983.

William A. [Signature]
Notary Public

This instrument was prepared by:

David L. Baker
David L. Baker
Attorney at Law

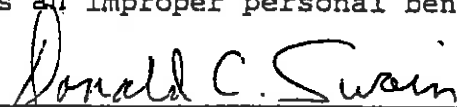
ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF THE
UNIVERSITY OF LOUISVILLE RESEARCH FOUNDATION, INC.


Pursuant to the provisions of KRS 273.263 and KRS 273.267, the University of Louisville Research Foundation, Inc., a Kentucky non-stock, not for profit corporation without members (the "Corporation") hereby adopts the following Articles of Amendment to its Articles of Incorporation:

- FIRST: The name of the Corporation is University of Louisville Research Foundation, Inc.
- SECOND: The Corporation's Articles of Incorporation were amended by the affirmative vote of a majority of Directors of the Corporation on May 22, 1989, at a meeting held pursuant to the By-laws of the Corporation as provided in the Kentucky Nonprofit Corporation Act.
- THIRD: Article VIII of the Corporation's Articles of Incorporation shall read as follows:

ARTICLE VIII

Indemnification of directors, officers and agents of the Corporation may be as provided for in the By-Laws effective upon filing of this Article with the Secretary of State; provided, however, such indemnification is not otherwise in conflict with the provisions of Article III of these Articles of Incorporation, and shall not limit liability for (a) any transaction in which a director's personal financial interest is in conflict with the financial interest of the Corporation; (b) for acts or omissions not in good faith or which involve intentional misconduct, or are known to the director to be a violation of law; or (c) or for any transaction from which the director derives an improper personal benefit.


Donald C. Swain, President
Board of Directors
University of Louisville
Research Foundation, Inc.


Karen R. Howe
Assistant Secretary
Board of Directors
University of Louisville Research Foundation, Inc.

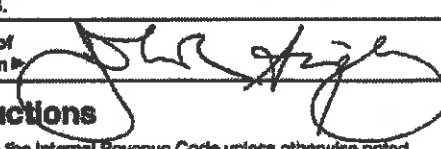
RECEIVED AND FILED
DATE 6-1-1989
TIME 9:22 AM
FILE NO. 0641S
RECEIVED BY
SECRETARY OF STATE
COMMONWEALTH OF KENTUCKY
BY sgt

Request for Taxpayer Identification Number and Certification

Give Form to the
requester. Do not
send to the IRS.

Print or type See Specific Instructions on page 2.	1 Name (as shown on your income tax return). Name is required on this line; do not leave this line blank. UNIVERSITY OF LOUISVILLE RESEARCH FOUNDATION	
	2 Business name/disregarded entity name, if different from above	
	3 Check appropriate box for federal tax classification; check only one of the following seven boxes: <input type="checkbox"/> Individual/sole proprietor or single-member LLC <input type="checkbox"/> Limited liability company. Enter the tax classification (C=C corporation, S=S corporation, P=partnership) ▶ Note. For a single-member LLC that is disregarded, do not check LLC; check the appropriate box in the line above for the tax classification of the single-member owner. <input checked="" type="checkbox"/> Other (see instructions) ▶ STATE UNIVERSITY	4 Exemptions (codes apply only to certain entities, not individuals; see instructions on page 3): Exempt payee code (if any) 1 Exemption from FATCA reporting code (if any) <small>(Applies to accounts maintained outside the U.S.)</small>
	5 Address (number, street, and apt. or suite no.) CONTROLLER'S OFFICE - SERVICE COMPLEX BLDG.	Requester's name and address (optional)
	6 City, state, and ZIP code LOUISVILLE KY 40292	
	7 List account number(s) here (optional)	

Part I Taxpayer Identification Number (TIN)	
Enter your TIN in the appropriate box. The TIN provided must match the name given on line 1 to avoid backup withholding. For individuals, this is generally your social security number (SSN). However, for a resident alien, sole proprietor, or disregarded entity, see the Part I instructions on page 3. For other entities, it is your employer identification number (EIN). If you do not have a number, see <i>How to get a TIN</i> on page 3.	
Note. If the account is in more than one name, see the instructions for line 1 and the chart on page 4 for guidelines on whose number to enter.	
Social security number [] [] [] - [] [] - [] [] [] [] OR Employer identification number [] [] [] [] [] [] [] [] [] []	

Part II Certification	
Under penalties of perjury, I certify that:	
1. The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me); and	
2. I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding; and	
3. I am a U.S. citizen or other U.S. person (defined below); and	
4. The FATCA code(s) entered on this form (if any) indicating that I am exempt from FATCA reporting is correct.	
Certification instructions. You must cross out item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return. For real estate transactions, item 2 does not apply. For mortgage interest paid, acquisition or abandonment of secured property, cancellation of debt, contributions to an individual retirement arrangement (IRA), and generally, payments other than interest and dividends, you are not required to sign the certification, but you must provide your correct TIN. See the instructions on page 3.	
Sign Here	Signature of U.S. person ▶ 
	Date ▶

General Instructions	
Section references are to the Internal Revenue Code unless otherwise noted. Future developments. Information about developments affecting Form W-9 (such as legislation enacted after we release it) is at www.irs.gov/irb9 .	
Purpose of Form	
An individual or entity (Form W-9 requester) who is required to file an information return with the IRS must obtain your correct taxpayer identification number (TIN) which may be your social security number (SSN), individual taxpayer identification number (ITIN), adoption taxpayer identification number (ATIN), or employer identification number (EIN), to report on an information return the amount paid to you, or other amount reportable on an information return. Examples of information returns include, but are not limited to, the following: <ul style="list-style-type: none">• Form 1099-INT (interest earned or paid)• Form 1099-DIV (dividends, including those from stocks or mutual funds)• Form 1099-MISC (various types of income, prizes, awards, or gross proceeds)• Form 1099-B (stock or mutual fund sales and certain other transactions by brokers)• Form 1099-S (proceeds from real estate transactions)• Form 1099-K (merchant card and third party network transactions)	<ul style="list-style-type: none">• Form 1098 (home mortgage interest), 1098-E (student loan interest), 1098-T (tuition)• Form 1099-C (canceled debt)• Form 1099-A (acquisition or abandonment of secured property) <p>Use Form W-9 only if you are a U.S. person (including a resident alien), to provide your correct TIN.</p> <p>If you do not return Form W-9 to the requester with a TIN, you might be subject to backup withholding. See <i>What is backup withholding?</i> on page 2.</p> <p>By signing the filled-out form, you:</p> <ol style="list-style-type: none">1. Certify that the TIN you are giving is correct (or you are waiting for a number to be issued),2. Certify that you are not subject to backup withholding, or3. Claim exemption from backup withholding if you are a U.S. exempt payee. If applicable, you are also certifying that as a U.S. person, your allocable share of any partnership income from a U.S. trade or business is not subject to the withholding tax on foreign partners' share of effectively connected income, and4. Certify that FATCA code(s) entered on this form (if any) indicating that you are exempt from the FATCA reporting, is correct. See <i>What is FATCA reporting?</i> on page 2 for further information.

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent ContractorsCheck if Schedule O contains a response or note to any line in this Part VII ☐**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees****1a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's current officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's current key employees, if any. See instructions for definition of "key employee."
- List the organization's five current highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's former officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's former directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

☐ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) RON BUTT CHAIR	0.5 0.5	✓		✓				0	0	0
(2) JONATHAN BLUE VICE CHAIR	0.5 0	✓		✓				0	0	0
(3) DR. JAMES R. RAMSEY PRESIDENT	0.5 40.5	✓		✓				0	328,352	43,399
(4) DR. SHIRLEY WILLIHNGANZ VICE PRESIDENT	0.5 39	✓		✓				0	332,886	54,071
(5) DR. WILLIAM PIERCE VICE PRESIDENT	0.5 48	✓		✓				0	344,872	45,490
(6) MICHAEL J. CURTIN VICE PRESIDENT (TO 8/31/2013)	0.5 38.5	✓		✓				0	221,935	30,645
(7) SUSAN I. HOWARTH VICE PRESIDENT (FROM 9/1/2013)	0.5 49.5	✓		✓				0	156,179	27,548
(8) EMILY BINGHAM SECRETARY	0.5 0	✓		✓				0	0	0
(9) DR. DAVID DUNN VICE PRESIDENT	0.5 48.5	✓		✓				0	1,059,920	39,780
(10) MARIE ABRAMS DIRECTOR	0.5 0.5	✓						0	0	0
(11) ROBERT P BENSON, JR DIRECTOR	0.5 0.5	✓						0	0	0
(12) LAURENCE BENZ DIRECTOR	0.5 0	✓						0	0	0
(13) STEPHEN PAUL CAMPBELL DIRECTOR	0.5 0	✓						0	0	0
(14) KEVIN COSBY DIRECTOR	0.5 0	✓						0	0	0

UNIVERSITY OF LOUISVILLE.

REAFFIRMATION OF COMMITMENT TO EQUAL EDUCATIONAL & EMPLOYMENT OPPORTUNITY

The University Louisville is committed to and will provide equality of educational and employment opportunity for all persons regardless of race, sex, age, color, national origin, ethnicity, creed, religion, disability, sexual orientation, gender, marital status, pregnancy, veteran status, or political affiliation – except where sex, age, or ability represent bona fide educational or employment qualifications or where marital or veteran status are statutorily defined eligibility criteria for Federal or State benefit programs. Further, the university seeks to promote campus diversity by enrolling and employing a larger number of minorities and women where these groups have historically been and continue to be under-represented within the university in relation to availability and may extend preference in initial employment to such individuals among substantially equally qualified candidates, as well as to veterans.

This affirmation is published in accordance with 41 CFR 60 and is in keeping with Title VII & Title IX of the Civil Rights Act of 1964, as amended; Executive Order 11246; the Rehabilitation Act of 1973; the Vietnam Era Veterans' Readjustment Assistance Act of 1974; the Civil Rights Restoration Act of 1988 and Kentucky Statutes. The university aims to achieve, within all areas of the university community, a diverse student body, faculty, and staff capable of providing for excellence in the education of its students and for the enrichment of the university community.

STATEMENT ON DIVERSITY IN THE UNIVERSITY COMMUNITY

The University of Louisville strives to foster and sustain an environment of inclusiveness that empowers us all to achieve our highest potential without fear of prejudice or bias. We commit ourselves to building an exemplary educational community that offers a nurturing and challenging intellectual climate, a respect for the spectrum of human diversity, and a genuine understanding of the many differences-including race, ethnicity, gender, gender identity, sexual orientation, age, socioeconomic status, disability, religion, national origin or military status-that enrich a vibrant metropolitan research university. We expect every member of our academic family to embrace the underlying values of this vision and to demonstrate a strong commitment to attracting, retaining and supporting students, faculty and staff who reflect the diversity of our larger society.

UNLAWFUL HARASSMENT, PERSONAL DISCRIMINATION, AND RETALIATION

The University of Louisville's Discriminatory Harassment Policy reflects the commitment to maintain a community that is free from harassment of any kind. Harassment of any kind is not acceptable at the university. It is inconsistent with the university's commitment to excellence and respect for all individuals. The university is also committed to protecting the academic freedom and freedom of expression of all members of the university community. Academic freedom and freedom of expression includes, but is not limited to, the expression of ideas, however controversial, in the classroom, residence hall, and in keeping with different responsibilities, in work places elsewhere in the university community. The University of Louisville strives to provide equal employment opportunity on the basis of merit and without unlawful discrimination in terms of age, color, disability status, national origin, race, religion, sex, sexual orientation, or disability of an otherwise qualified individual. In addition, the university prohibits job discrimination of Vietnam era veterans, qualified special disabled veterans, recently separated veterans, and other protected veterans. The university shall make every reasonable effort to select all staff from applicant pools which are representative of the labor market in terms of sex, disability, minority, and veteran status. Furthermore, the university shall not subject employees to unlawful discrimination in terms of compensation, benefits, and/or working conditions.

For more information concerning ways in which our multicultural learning community may be nurtured and protected or complaint resolution procedures, contact the Office of Student Affairs, the Office of Human Resources, or the Office of Diversity.



KENTUCKY CENTER FOR AFRICAN AMERICAN HERITAGE FACILITY LEASE AGREEMENT

This Facility Lease Agreement (this "Agreement"), dated as of January 13, 2016, is by and between the Kentucky Center for African American Heritage, with its principle address at 1701 West Muhammad Ali Boulevard, Louisville, Kentucky 40203 ("KCAAH") and the undersigned lessee (the "Lessee") as more specifically identified on the Facility Use Annex attached hereto and incorporated herein as Exhibit 1 (the "Facility Use Annex").

WHEREAS, KCAAH has certain facilities available for temporary lease including, but not limited to, the Great Hall, Great Hall Overlook Rotunda, Great Hall Gallery, Pavilion Lobby, and Pavilion Lecture Gallery.

WHEREAS, the Lessee desires to lease the facility or facilities indicated on the Facility Use Annex (collectively, the "Facility") and KCAAH desires to lease the Facility to the Lessee, on the terms and conditions set forth in this Agreement.

NOW, THEREFORE, in consideration of the mutual benefits and covenants contained herein, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. **Lease of the Facility.** The Lessee hereby leases from KCAAH the Facility during the date(s) and time(s) set forth in the Facility Use Annex (the "Lease Term"). The Lessee has the right to use the Facility for the limited purpose described in the Facility Use Annex. The Lessee has the right of ingress and egress for itself, its employees, agents and guests to the Facility through public halls, corridors and grounds subject at all times to compliance with this Agreement. Lessee may have access to the Facility for up to four hours prior to the beginning Lease Term for set-up and other preparation unless otherwise noted on the Facility Use Annex. Guests of Lessee shall not have access to the Facility until the Lease Term.

a. **Daytime Facility Use.** The Lessee will have shared access to the Great Hall and Main Lobby with the general public unless otherwise noted on the Facility Use Annex. Standard admission fees are not included in the Rent (as defined below). Daytime use of the Facility may begin no earlier than 8:00 a.m. and last no longer than 5:00 p.m. during the Lease Term and shall consist of up to a four (4) hour block of time unless otherwise agreed to by KCAAH and set forth on the Facility Use Annex.

b. **Evening Facility Use.** The Lessee shall only have access to the Facility as set forth on the Facility Use Annex and to no other areas of the premises. Evening use of the Facility may begin no earlier than: (i) 5:30 p.m. In any event evening use of the Facility shall last no longer than 11:00 p.m. during the Lease Term and shall consist of up to a four (4)

Lessee's Initials

KCAAH's Initials

-1-

Revised: 05/30/2012



hour block of time unless otherwise agreed to by KCAAH and set forth on the Facility Use Annex.

c. **Overtime.** With the prior written consent of KCAAH, an event at the Facility may go longer than the time in the Lease Term, however, Lessee will be charged \$200.00 per hour, or portion thereof, in which the event goes over the Lease Term.

2. **Rent, Payment Schedule, Security Deposit, Support Charges and Final Billing.** All sums due and payable to KCAAH under this Agreement shall be paid in United States funds by credit card, check, money order, cashier's check or as otherwise approved by KCAAH.

a. **Rent.** The Rent that the Lessee shall pay KCAAH for the Facility is set forth on the Facility Use Annex (the "Rent").

b. **Payment Schedule.** The Rent, including applicable taxes, if any, that the Lessee shall pay KCAAH for the lease of the Facility and other charges and expenses are specified on the Facility Use Annex form. All sums shall be due and payable as defined in the payment schedule set forth on the Facility Use Annex (the "Payment Schedule").

c. **Security Deposit.** A [\$600] security deposit is required to lease the Facility unless otherwise waived by KCAAH in writing (the "Security Deposit"). The Security Deposit is due and payable as set forth on the Payment Schedule. If after the Lease Term no damage or breakage beyond normal wear and tear occurs to the Facility as determined by KCAAH, the Security Deposit will be refunded. KCAAH reserves the right to utilize the Security Deposit, or any portions thereof, to take care of unusual cleaning problems or damages as a result of Lessee's lease of the Facility. An explanation of the withheld Security Deposit will be provided to the Lessee along with refund of any remaining portion of the Security Deposit within fourteen (14) days following the Lease term. The three hundred dollars (\$300) of the \$600 will be retained by KCAAH as cleaning expenses. Cleaning expenses or damage in excess of the Security Deposit will be billed to the Lessee with an explanation of such extra charges.

d. **Support Charges.** Upon the mutual agreement of KCAAH and the Lessee, KCAAH shall provide additional support services, personnel and/or utilities. The applicable rates for support services, personnel and utilities are those set forth on KCAAH's Personnel & Utility Services Rate Schedule a current copy of which is available upon request. These and any other applicable charges shall be listed on the invoice.

3. **Billing Policies.**

a. **Initial Payment.** One hundred (100%) of the Rent and other Facility lease amounts set forth in the Facility Use Annex will be due immediately upon execution of this Agreement by the Lessee. KCAAH will not consider this Agreement as being confirmed and in Lessee's Initials KCAAH's Initials



full force and effect unless and until KCAAH has received a signed copy of this Agreement with the required Payment. KCAAH will mail or email to the Lessee a final confirmation notice to the address set forth on the Facility Use Annex upon receipt of an executed version of this Agreement and the Initial Payment. If KCAAH has not received the required Initial Payment as specified herein, KCAAH may, at its sole option consider this Agreement null and void.

b. **Remaining Payments.** All remaining payments as set forth in the Facility Use Annex are due three (30) days prior to the Lease Term.

c. **Final Settlement.** A final invoice shall be issued by KCAAH and shall incorporate all Rent and other charges. KCAAH must receive payment in full for the undisputed balance of the final invoice at least three (30) days prior to the planned event at the Facility. That date shall be considered the date of final settlement. Unpaid, undisputed balances are subject to a finance charge of one and one-half percent (1.5%) per month, or portion thereof, in which such balances are not paid.

Bounced or Returned Checks. If a personal or company check used to make any payment to KCAAH bounces or is returned for insufficient funds or otherwise, KCAAH may charge the Lessee a \$50.00 fee for each time the check bounces or is otherwise returned. If a Lessee's check bounces or is otherwise returned, KCAAH may immediately cancel this Agreement pursuant to Section 3(f).

e. **Termination.** If any sums are not received as set forth in the Payment Schedule, KCAAH reserves the right to cancel this Agreement. In the event of cancellation by KCAAH due to Lessee's failure to timely pay, the Lessee shall have no right to use the Facility and shall forfeit all fees and deposits paid up to the effective date of termination as liquidated damages.

4. **KCAAH Logos or Images.** The use of logos, images or other copyrighted or trademarked material of the African-American Heritage Foundation, KCAAH or the Facility is strictly prohibited without the express written permission of KCAAH or such other required parties, as applicable. This Agreement grants no license in the use of such logos, images or other materials for any purpose including invitations, programs, postcards or other promotional material for the event planned at the Facility. Use of such logos, images or other materials may subject the Lessee to legal action.

5. **Inappropriate Conduct.** The conduct of the Lessee and its guests at the Facility shall at all times be consistent with the high quality, uniqueness and value of the Facility surroundings. At KCAAH's sole discretion, security personnel may remove any person creating a nuisance, acting in an abusive or threatening manner, or endangering other guests, themselves, or the physical environment of the Facility.

Lessee's Initials UB

KCAAH's Initials _____



6. **Permits and Taxes.** The Lessee is responsible for obtaining all permits, licenses and union and trade organization clearances required by law or otherwise for Lessee's use of the Facility. The Lessee is also responsible for the payment of all taxes, fees and charges required by any legal authority associated with its use of the Facility.

7. **Capacity.** Room capacities for the Facility are set according to applicable fire codes. Lessee will adhere to the capacities predetermined by KCAAH. KCAAH reserves the right to turn away Lessee's guests at the door if the predetermined capacity has been exceeded.

8. **Damage to Facility.** The Lessee is entirely responsible for damage to the Facility caused by the Lessee or its employees, agents or guests during the Lease Term. The Lessee shall have the ability to inspect the Facility or its surrounding areas prior to the Lease Term and also no later than forty-eight (48) hours after the Lease Term. The Lessee shall make KCAAH aware of any damage to the Facility or the surrounding area noticed during its inspection prior to the Lease Term. KCAAH shall inspect the Facility and the surrounding area after the Lease Term to determine if any damage was sustained as a result of Lessee's occupancy. If KCAAH determines that damaged was sustained to the Facility or the surrounding area, KCAAH shall notify the Lessee the nature and extent of such damage and repair the damage at the Lessee's cost and expense.

9. **Discrimination.** The Lessee shall not discriminate against any person at the Facility sex, race, color, religion, ancestry, national origin, disability or sexual orientation. The Lessee shall not directly or indirectly display, circulate, publicize or mail any advertisement, notice or communication that states or implies that the Facility or any service at the Facility will be refused or restricted due to discrimination.

10. **Insurance.** As needed, the Lessee shall procure and maintain throughout the Lease Term, unless otherwise agreed to by KCAAH, commercial generally liability insurance including (i) premises/operations; (2) products/completed operations hazard; (iii) broad form contractual; and (iv) personal injury. This general liability insurance shall cover occurrences in or on any part of the Facility and appurtenant lands owned by KCAAH with limits of liability of not less than \$1,000,000 combined single limits for bodily injury and property damage. A certificate of insurance that complies with this Agreement in the form acceptable to KCAAH shall be provided to KCAAH fifteen (15) days prior to the lease of the Facility. The insurance policy shall name KCAAH as an additional insured and provide that the policies may not be canceled or materially altered until at least fifteen (15) days prior written notice has been given to KCAAH. The insurance carriers providing such insurance shall have an A.M. Best's rating of A- or better and shall be authorized to do business in the Commonwealth of Kentucky.

11. **Facility Operational Lease Policy.** The KCAAH Facility Operational Lease Policy (the "Policy") as attached hereto as Exhibit 2, or as may be subsequently amended, is hereby incorporated into this Agreement and is fully binding. The Policy in effect as of the

Lessee's Initials MB

KCAAH's Initials _____



Lease Term shall prevail. Any breach of any term or provision of the Policy by the Lessee, or any party operating under the Lessee's control, shall be considered a breach of this Agreement.

12. Facility Use Rules. In addition to the requirements set forth in the Policy, the Lessee shall abide by the following Facility use rules. KCAAH does not permit smoking in the Facility. Smoking is permitted outside of the Facility only. Lessee and its guests shall fully abide by the KCAAH Acceptable Use Policy for Internet Access at the Facility as attached hereto as Exhibit 3 or as such policy may be subsequently amended and in effect as of the applicable Lease Term. KCAAH prohibits fund raising within the Facility by its lessees for the benefit of other eleemosynary organizations. The Facility may not be used by political advocacy groups because of KCAAH's 501(c)(3) status. Non-profit groups must provide proof of non-profit status in order to receive any applicable discount. Background music, other entertainment and lighting are each subject to KCAAH's prior approval. Lessee may not move, alter, or otherwise change any exhibit, artifact or display in place at the time of the Lease Term. If candles are being used in the Facility, the flame must be contained by the candle container. **Nails, tacks, screws, tape or other fasteners or adhesives may not be used at the Facility.** The use of flower petals, glitter, confetti, tinsel, rice or birdseed is strictly prohibited at the Facility. Helium balloons are not permitted at the Facility. The use of non-helium balloons is prohibited. If the Lessee fails to abide by any of the foregoing prohibition on the use of any prohibited item, KCAAH may impose an additional cleaning fee to cover the extra cleaning time need in relation to the use of any prohibited item. KCAAH will bill the Lessee for the additional cleaning fee following the Lease Term and Lessee hereby agrees to pay such additional fee.

13. Security. KCAAH maintains twenty-four (24) hour electronic monitoring building security at the Facility. The Lessee is responsible for event security services securing the Facility and surrounding areas during the entire Lease Term if needed and noted. The Lessee is responsible for all cost associated with event security services. A minimum level of event security will be determined and mutually agreed to by the Lessee and the KCAAH. The event security service provided must be approved in advance by the KCAAH. The Lessee shall provide the KCAAH a detailed breakdown of event security plans, as well as provide a facility security walk-through prior to execution of event.

15. Rental Items Brought to the Facility; Deliveries. If the use of items not otherwise provided by the Exclusive Services is allowed by KCAAH, placement, set-up and removal of all rental items such as tables and chairs, special linens or audio-visual equipment not owned by KCAAH are the complete responsibility of the Lessee. KCAAH can provide assistants to the Lessee for placement, set-up, breakdown, and removal of designated rental items, upon request, at a minimal cost. KCAAH has a limited amount of tables and chairs that may be used by Lessee, upon request, at a minimal cost. The value of any missing or damaged items will be deducted from the Security Deposit. All deliveries of equipment, supplies, materials, etc. are to be approved and prearranged with KCAAH. KCAAH is not responsible for storing any of the Lessee's belongings before or following the Lease Term unless otherwise

Lessee's Initials

KCAAH's Initials



noted. All materials, including all packaging materials, are to be removed from the Facility and its surrounding areas immediately following the Lease Term.

16. Food and Beverages. All food and beverages, including but not limited to alcohol, served in the Facility must be provided by a vendor previously approved by KCAAH (the "Approved Vendor"). No food or beverages of any kind are to be brought into the Facility by the Lessee or their guest, without the prior written approval of KCAAH. Absolutely no alcohol may be given or otherwise provided to an Approved Vendor by the Lessee to be served at the facility. With the prior written approval of KCAAH, Lessee may use a vendor other than the Approved Vendors; however, the Lessee will be charged \$200.00 for each non-approved vendor used by Lessee. Vendors used by Lessee other than the Approved Vendors are still subject to the 15% gross sales fee remitted to the KCAAH. Neither the Lessee nor their guests may bring their own alcohol into the Facility or take alcohol out of the Facility. Only an Approved alcohol Vendor may serve or transport alcohol. Self-service bars and/or beer kegs are not allowed at the Facility. If the Lease Term is two hours in length the bar service must conclude at least fifteen minutes prior to the end of the event. If the Lease Term is four hours in length or more, bar service must conclude at least thirty minutes prior to the end of the event.

17. Utilities. Rent includes lighting and heating or air conditioning in the Facility during the Lease Term and during the agreed upon times for set-up and break-down set forth in the Facility Use Annex, if any. Lighting and heating or air conditioning in the Facility requested beyond the Lease Term and any agreed upon times, may be provided through mutual agreement of KCAAH and Lessee at the applicable hourly, or portion thereof, rate on the utility service rate schedule set forth on the Facility Use Annex. Exhibits, displays, productions or performances that require utility service beyond the normal service to the Facility are provided may be provided at the rate mutually agreed to by KCAAH and Lessee.

18. Copyrighted or Trademarked Material. Lessee hereby warrants that no artistic work or other property protected by copyright will be performed, produced, exhibited or used, nor will the name of any entity protected by trademark be reproduced, exhibited or used during Lessee's use of the Facility, unless Lessee has obtained express written permission and license from the copyright or trademark holder. Lessee covenants to strictly comply with all laws respecting copyright and trademarks and warrants that it will not infringe any related statutory, common law or other rights of any person during its use of the Facility. Lessee is responsible for remitting payment to appropriate agencies for use of copyrighted materials. Lessee will indemnify and hold KCAAH and its directors, officers, agents and employees harmless from all liability, costs and claims, losses and/or damages (including court costs and attorney's fees) with respect to, or relating from, such copyright or trademark rights.

19. Hazardous Property. Lessee shall be prohibited from bringing to the Facility any exhibit, equipment, vehicle or other material KCAAH determines to be dangerous to persons, property or any part of the Facility.

Lessee's Initials _____

KCAAH's Initials _____



20. **Threats.** KCAAH may have to evacuate the Facility upon a threat or other promise of imminent danger to the Facility or to its occupants. KCAAH shall not be responsible for termination or interruption of any program or event arising from information possessed or threat received by KCAAH concerning an imminent danger to any part of the Facility or any of its occupants except pro-rata return of Rent paid for the period Lessee is denied access to the Facility.

21. **Control of the Facility.** KCAAH manages the operations of the Facility. KCAAH may use any part of the Facility at any time provided that such use does not unreasonably interfere with the Lessee's use of the Facility contemplated herein. KCAAH may remove any person during the Lease Term who KCAAH believes is disrupting or obstructing the proper operation and management of the Facility.

22. **Americans with Disabilities Act.** Concerning the Americans with Disabilities Act and all regulations promulgated thereunder, KCAAH shall be responsible for the permanent Facility access accommodations including, but not limited to, wheelchair ramps, elevator standards, door width standards and restroom accessibility. The Lessee shall be responsible for non-permanent accessibility requirements including, but not limited to, auxiliary aids for the visually impaired, hearing impaired and mobility impaired and meeting room seating arrangements.

23. **Facility Holdover and Property Storage.** The Lessee is liable for any claim and/or damage, including but not limited to, rents or costs associated with infringement on the rights of other lessees resulting from its failure to surrender the Facility at the end of the Lease Term. Should the Lessee fail to surrender the Facility; (i) the Lessee shall pay to KCAAH the customary rate for the Facility involved; and (ii) KCAAH shall remove all the Lessee's effects from the Facility and treat the same as abandoned. All storage, if required, shall be at the cost, expense and risk of the Lessee.

24. **Default by Lessee.** The Lessee is in default of this Agreement if the Lessee: (i) fails to pay any amounts due KCAAH pursuant to this Agreement; (ii) breaches any provision of this Agreement; (iii) violates any applicable laws during the Lease Term; or (iv) becomes bankrupt, makes an assignment for the benefit of credits, is unable to pay its bills as they become due or ceases doing business. Should the Lessee default under this Agreement, KCAAH may: (a) declare the entire Rent for the Lease Term due and payable; (b) give notice of termination with twenty-four (24) hours for the Lessee to resolve or begin to resolve any alleged default to the satisfaction of KCAAH; and/or (c) seek other remedies available at law or equity. No notice of termination provided pursuant to this Section shall relieve any breach of this Agreement. After termination, the relation between KCAAH and the Lessee shall be the same as if the Lease Term fully expired and KCAAH shall retake possession of the Facility and the Lessee shall pay the full amount of Rent due under this Agreement together with all other costs, expenses and

Lessee's Initials

[Handwritten initials]

KCAAH's Initials



damages incurred by KCAAH as a result of the breach of this Agreement. The use of any partial or single remedy shall not prevent KCAAH from using any other remedy available to it.

25. **Default by KCAAH.** KCAAH is in default of this Agreement if KCAAH: (i) fails to provide the Facility on the Lease Term; (ii) breaches any material provision of this Agreement; or (iii) ceases doing business. Should KCAAH default under this Agreement, the Lessee may: (a) receive the unearned rent paid to KCAAH under this Agreement; (b) give notice of termination with twenty-four (24) hours for KCAAH to respond to any alleged default; (c) seek other remedies available at law or equity. No notice of termination provided pursuant to this Section shall relieve any breach of this Agreement.

26. **Cancellation Damages.** If the Lessee reduces or otherwise cancels the Facility or the Lease Term, the Lessee shall lose their 100% deposit.

27. **Indemnification.** Lessee hereby agrees to defend, indemnify and hold harmless KCAAH as well as its directors, officers, employees, agents, representatives and guests (collectively, the "Indemnified Parties") from and against any and all actions, claims suits, losses, damages, obligations, liabilities and/or expenses (including reasonable attorneys' fees and court costs) of every kind whatsoever which may arise in whole or in part, directly or indirectly, form or be connected with: (i) any accident occurrence, injury to persons or property which may occur, be caused by, or be connected with, in whole or in part, directly or indirectly, the lease of the Facility by the Lessee; or (ii) the breach of any covenant or agreement of Lessee contained in this Agreement. If Lessee fails to promptly assume or at any time to vigorously defend any action, claim, suit or proceeding relating to the foregoing indemnities, the Indemnified Party may, but are not obligated to, defend the action in the manner it or they deem appropriate, and Lessee shall pay to the appropriate party any amount incurred, which shall include, for this purpose, any settlement incurred or agreed to by the Indemnified Party as well as all reasonable legal fees and costs incurred. The provisions of this Section shall survive the expiration or earlier termination of this Agreement.

28. **Liability.** Notwithstanding anything else in this Agreement to the contrary, the Lessee shall be liable for the negligent or willful acts or omissions of its employees, directors, officers, agents, invitees, contractors or others acting on its behalf or within its authority.

29. **Collateral Contracts.** The Lessee shall be responsible for all other contracts, obligations and expenditures made in connection with its use of the Facility. By way of illustration and not limitation, these contracts may include entertainment, catering, fees, licenses, insurance, special furnishings, decoration, staffing, etc.

30. **Attorney's Fees.** In any action to construe or enforce the terms and conditions of this Agreement, the prevailing party (as determined by a court of competent jurisdiction, if

Lessee's Initials

UB

KCAAH's Initials



necessary) in such action and in any appeals taken therefore, shall be entitled to recover its reasonable attorneys' and court fees and costs.

31. **Parking.** KCAAH has 185 parking spots available. This indemnity shall be effective as to any loss or damage arising from parking services offered at the Facility by the Lessee, volunteers, third parties or any agent, employee or invitee of the Lessee.

32. **Unavailability of Facility (Force Majeure).** In the event that (i) the Facility is not available for occupancy during the Lease Term due to fire, casualty, tornado, flood, war; acts of terrorism, acts of God, national emergency, riots, governmental action or directives; or (ii) all practical use of the Facility by Lessee is prevented by labor strikes against KCAAH (but not labor strikes against the Lessee or against any person admitted to the Facility by the Lessee) then KCAAH or the Lessee may cancel this Agreement upon written notice to the other. In such event, neither party shall have any claim against the other by reason of the cancellation. In the event of interruptions due to such unavailability, the Lessee shall be liable only for the earned portion of the Rent and any additional charges otherwise due under this Agreement. Deposits received in excess of the amount due shall be returned to the Lessee.

33. **Amendment.** No change, modification, addition or amendment of this Agreement shall be enforceable unless in writing and signed by the party against whom enforcement it sought.

34. **Waiver.** No waiver by either party of any default shall operate as a waiver of any other default, or the same default on a future occasion. No delay or omission by either party in exercising any right or remedy shall operate as a waiver thereof and no single or partial exercise of a right or remedy shall preclude any other or future exercise thereof, of the exercise of any other right or remedy.

35. **Assignment.** Neither party may assign any of its rights or obligations under this Agreement without the prior written consent of the other party.

36. **Entire Agreement.** This Agreement and its attached Exhibits constitute the entire agreement between the parties and supersede all prior and other understandings with respect to the subject matter hereof.

37. **Severability.** If any provision of this Agreement is declared void or unenforceable by a court of competent jurisdiction, the remaining provisions shall remain in full force and effect.

38. **Governing Law.** This Agreement shall be governed by and construed in accordance with the laws of the Commonwealth of Kentucky, without regard to or application of its conflict of law principles.

Lessee's Initials

KCAAH's Initials _____



39. **Notices.** Any notices required or permitted to be given under this Agreement shall be deemed sufficiently given for all purposes if sent by electronic mail or facsimile transmission with return acknowledgement by the receiving party or by certified mail, return receipt requested to the address of KCAAH shown above or the address of the Lessee set forth on the Facility Use Annex.

40. **Successors and Assigns.** This Agreement shall be binding upon and shall inure to the benefit of the parties to this Agreement and their respective successors and permitted assigns.

41. **Counterparts and Order of Precedence.** This Agreement may be executed in any number of counterparts, each of which shall be an original, but all of which together shall constitute one and the same instrument. If there are any conflicts between the Sections of this Agreement and any Exhibit, the Sections of this Agreement shall control.

42. **Time is of the Essence.** All times specified in this Agreement for the performance of the obligations of the parties shall be deemed of the essence.

43. **Headings and Captions.** The headings and captions of this Agreement have been included solely for convenience of reference and shall in no way define, limit or describe any of the provisions of this Agreement.

44. **Warranties of Authority.** The persons signing this Agreement on behalf of KCAAH and the Lessee, respectively, warrant that: (i) they are authorized to execute this Agreement on behalf of KCAAH and the Lessee; (ii) they have the authority to bind KCAAH and Lessee to this Agreement; and (iii) this Agreement constitutes a legal, valid and binding obligation of the KCAAH and Lessee, enforceable against each in accordance with its terms.

45. **Clean-up Plans and Procedures.** Lessee holding events on the KCAAH property, are responsible for clean-up and removal of debris from the area and all adjacent property affected, including parking lot, sidewalks, and yards, breaking down and stacking all tables and chairs. (**Note: nothing is to be stacked against any walls**) Failure to provide clean-up plans could result in a proportional or complete loss of Security Deposit (see item number 2, sub-section C – Security Deposit).

Lessee's Initials

MB

KCAAH's Initials _____



IN WITNESS WHEREOF, the parties have executed this Agreement through their duly authorized signatories as of the date first set forth above.

LESSEE:

KENTUCKY CENTER FOR AFRICAN
AMERICAN HERITAGE:

By: NeferTiti Burton

By: _____

Name: NeferTiti Burton

Name: Hosea Mitchell

Title: Department Chair

Title: Chief Operating Officer

Date: 1/26/16

Lessee's Initials

NB

KCAAH's Initials



EXHIBIT 1

FACILITY USE ANNEX

1. **Lessee Information:**
- Name: University of Louisville Arts
Department
Attn: Nefertiti Burton
Address: 2314 S. Floyd Street
Louisville, KY 40292
Telephone #: 502-852-8576
Facsimile #: N/A
E-Mail: ncburt01@louisville.edu

2. **Brief description of the Event to be held at the Facility:**

University of Louisville Theatre Arts Department:

The Repertory Company; 40th Anniversary Commemoration Reception

3. **Facility and Lease Term:**

Day/Date	Start/End Time	Location	Function	# of Guests	Rent
Sat. June 18, 2016	6:00 p.m. – 10:00 p.m.	Brown – Forman Great Hall	Anniversary Reception	350	\$2500.00
				Special Promotional Discount (50%)	(\$1250.00)
Sub-Total Rent					\$1250.00
Total Rent					\$1250.00

4. **Other charges and descriptions:**

Other charges and descriptions	Amount
Security Deposit (\$600.00-\$300.00 waived; \$300.00 retained for cleaning fee)	\$300.00

Lessee's Initials

JS

KCAAH's Initials _____

Facility Use Annex – Page 1

Revised: 08/19/2011



5. Total Facility Lease Amount:

Charge Description	Amount
Rental Fee	\$1250.00
Cleaning Fee	\$ 300.00
Total Rental	\$1550.00

6. Payment Schedule:

Amount	Due Date
Rental Fee \$1250.00	Upon signing of lease agreement
Cleaning Fee \$ 300.00	Upon signing of lease agreement
Total Due \$1550.00	Upon signing of lease agreement

7. Clean-up Plans and Procedures:

Function	
Clean-up Coordinator	N/A
Contact Phone Number	N/A
Number in Clean-up Crew	N/A
Clean-up Start Time	N/A

8. Payment Information: VISA, MasterCard, American Express and Discover, as well as personal, company and cashier's checks are accepted forms of payment. Checks should be made to "Kentucky Center for African American Heritage." The signed Agreement and payment should be mailed to 1701 West Muhammad Ali Boulevard, Louisville, Kentucky 40203. Receipt of the signed Agreement and the Initial Payment will confirm booking of the Facility. Any remaining payment is due thirty days prior to the Lease Term.

Check enclosed _____

Credit Card _____

Type of Credit Card: _____ Name on Credit Card: _____

Credit Card Number: _____ Expiration Date: _____

Credit Card Billing Address: _____

I hereby authorize use of this credit card for the Initial Payment and remaining payment due thirty days prior to the Lease Term. Lessee's initials _____

Lessee's Initials: UB

KCAAH's Initials: _____

Facility Annex Page 2

Revised: 05/19/2011

University of Louisville

Recommended by:
[Signature]
1/25/12

Purchasing Agent

[Signature]
1-25-12

UNIVERSITY OF LOUISVILLE RESEARCH FOUNDATION, INC.**General Information**

Organization Number	0180002
Name	UNIVERSITY OF LOUISVILLE RESEARCH FOUNDATION, INC.
Profit or Non-Profit	N - Non-profit
Company Type	KCO - Kentucky Corporation
Status	A - Active
Standing	G - Good
State	KY
File Date	7/26/1983
Organization Date	7/26/1983
Last Annual Report	3/8/2016
Principal Office	UNIVERSITY OF LOUISVILLE OFFICE OF UNIVERSITY COUNSEL LOUISVILLE, KY 40292
Registered Agent	LESLIE C. STROHM UNIVERSITY OF LOUISVILLE 2301 S. THIRD STREET LOUISVILLE, KY 40292

Current Officers

Chairman	<u>Ron Butt</u>
President	<u>James R Ramsey</u>
Vice Chairman	<u>Jonathan Blue</u>
Secretary	<u>Pamela Feldhoff</u>
Treasurer	<u>Emily Bingham</u>
Director	<u>Neville Pinto</u>
Director	<u>William Pierce</u>
Director	<u>Harlan Sands</u>

Individuals / Entities listed at time of formation

Director	<u>MR DANIEL D BRISCOE</u>
Director	<u>MR ROBERT L COCHRAN</u>
Director	<u>MR GEORGE E FISCHER</u>
Director	<u>MR GENE P GARDNER</u>
Director	<u>L NORBERT L BLUME</u>
Incorporator	<u>DONALD C SWAIN PHD</u>

Images available online

Documents filed with the Office of the Secretary of State on September 15, 2004 or thereafter are available as scanned images or PDF documents. Documents filed prior to September 15, 2004 will become available as the images are created.

Annual Report

3/8/2016

1 page

PDF

Annual Report	5/8/2015	1 page	PDF	
Registered Agent name/address change	1/26/2015 4:55:06 PM	1 page	PDF	
Annual Report	6/30/2014	1 page	PDF	
Annual Report	2/8/2013	1 page	PDF	
Annual Report	2/28/2012	1 page	PDF	
Annual Report	3/28/2011	1 page	PDF	
Annual Report	4/5/2010	1 page	PDF	
Annual Report	3/30/2009	1 page	PDF	
Annual Report	2/6/2008	1 page	PDF	
Annual Report	5/30/2007	1 page	PDF	
Annual Report	3/30/2006	2 pages	PDF	
Annual Report	4/11/2005	1 page	PDF	
Amendment	1/10/2005	2 pages	tiff	PDF
Annual Report	6/2/2003	2 pages	tiff	PDF
Statement of Change	5/8/2002	1 page	tiff	PDF
Annual Report	4/23/2002	2 pages	tiff	PDF
Annual Report	7/26/2001	6 pages	tiff	PDF
Annual Report	7/6/2000	4 pages	tiff	PDF
Annual Report	8/23/1999	4 pages	tiff	PDF
Annual Report	7/22/1998	4 pages	tiff	PDF
Annual Report	7/1/1997	4 pages	tiff	PDF
Annual Report	7/1/1996	4 pages	tiff	PDF
Annual Report	7/1/1995	4 pages	tiff	PDF
Annual Report	7/1/1994	4 pages	tiff	PDF
Annual Report	7/1/1993	4 pages	tiff	PDF
Annual Report	7/1/1992	5 pages	tiff	PDF
Annual Report	7/1/1991	4 pages	tiff	PDF
Annual Report	7/1/1990	4 pages	tiff	PDF
Annual Report	7/1/1989	4 pages	tiff	PDF
Statement of Change	7/2/1987	1 page	tiff	PDF
Annual Report	7/1/1984	1 page	tiff	PDF
Articles of Incorporation	7/26/1983	8 pages	tiff	PDF

Assumed Names

Activity History

Filing	File Date	Effective Date	Org. Referenced
Annual report	3/8/2016 2:24:16 PM	3/8/2016 2:24:16 PM	
Annual report	5/8/2015 11:41:33 AM	5/8/2015 11:41:33 AM	
Registered agent address change	1/26/2015 4:55:06 PM	1/26/2015 4:55:06 PM	
Annual report	6/30/2014 5:00:01 PM	6/30/2014 5:00:01 PM	
Annual report	2/8/2013 3:30:27 PM	2/8/2013 3:30:27 PM	
	2/28/2012	2/28/2012	

Annual report	10:27:50 AM	10:27:50 AM
Annual report	3/28/2011 3:37:44 PM	3/28/2011 3:37:44 PM
Annual report	4/5/2010 3:55:59 PM	4/5/2010 3:55:59 PM
Annual report	3/30/2009 3:05:04 PM	3/30/2009 3:05:04 PM
Annual report	2/6/2008 4:08:35 PM	2/6/2008 4:08:35 PM
Annual report	5/30/2007 10:57:58 AM	5/30/2007 10:57:58 AM
Annual report	3/30/2006 3:20:06 PM	3/30/2006 3:20:06 PM
Annual report	4/11/2005	4/11/2005
Amendment - Miscellaneous amendments	1/10/2005 9:50:43 AM	1/10/2005
Annual report	4/7/2004	4/7/2004
Registered agent address change	5/8/2002 8:32:53 AM	5/8/2002
Amendment - Miscellaneous amendments	7/11/1989	7/11/1989

Microfilmed Images

Microfilm images are not available online. They can be ordered by faxing a [Request For Corporate Documents](#) to the Corporate Records Branch at 502-564-5687.

Amendment	1/10/2005	2 pages
Annual Report	12/31/2004 2:18:10 PM	1 page
Annual Report	6/2/2003	2 pages
Statement of Change	5/8/2002	1 page
Annual Report	4/23/2002	2 pages
Annual Report	7/26/2001	6 pages
Annual Report	7/6/2000	4 pages
Annual Report	8/23/1999	4 pages
Annual Report	7/22/1998	4 pages
Annual Report	7/1/1997	4 pages
Annual Report	7/1/1996	4 pages
Annual Report	7/1/1995	4 pages
Annual Report	7/1/1994	4 pages
Annual Report	7/1/1993	4 pages
Annual Report	7/1/1992	5 pages
Annual Report	7/1/1991	4 pages
Annual Report	7/1/1990	4 pages
Annual Report	7/1/1989	4 pages
Statement of Change	7/2/1987	1 page
Annual Report	7/1/1984	1 page
Articles of Incorporation	7/26/1983	7 pages

**University of Louisville
Research Foundation
Board of Directors
2015-16**

Marie Abrams

Length of Service: 1992 – 2009; July 1 2010 – present

Term Expires: June 30, 2016

Victoria Allen, Student Constituency Representative

Length of Service: May 10, 2015 – present

Term Expires: May 14, 2016

Robert P. Benson, Jr., J.D.

Length of Service: July 1, 1992 – June 30, 1994; July 26, 2013 – present

Term Expires: June 30, 2019

Larry Benz, DPT

Length of Service: July 29, 2011 – present

Term Expires: June 30, 2021

Emily Bingham, Ph.D., Treasurer

Length of Service: February 21, 2013 – present

Term Expires: June 30, 2019

Jonathan Blue, Vice Chair

Length of Service: June 21, 2006 – present

Term Expires: June 30, 2020

Ron Butt, C.F.P., Chairman

Length of Service: July 1, 2006 – present

Term Expires: June 30, 2018

Steve Campbell

Length of Service: June 26, 2013 – present

Term Expires: June 30, 2019

Pamela Feldhoff, Ph.D., Faculty Constituency Representative, Secretary

Length of Service: August 30, 2014 – present

Term Expires August 30, 2016

Craig Greenberg, J.D.

Length of Service: August 1, 2014 – present

Term Expires: June 30, 2020

Douglas Hall

Length of Service: February 20, 2013 - present

Term Expires: June 30, 2016

Larry Hayes

Length of Service: July 1, 2015 – present

Term Expires: June 30, 2021

Bruce Henderson, M.S.

Length of Service: July 29, 2011 – present

Term Expires: June 30, 2017

Robert Curtis Hughes, M.D.

Length of Service: July 27, 2005 – present

Term Expires: June 30, 2017

Angela Lewis-Klein, Staff Constituency Representative

Length of Service: May 2013 - present

Term Expires: June 30, 2016

Brucie Moore, J.D.

Length of Service: July 3, 2008 - present

Term Expires: June 30, 2020

Mitchell Payne, Chief Business Officer

William Pierce, Vice President

Neville Pinto, Vice President

Jody Prather, M.D.

Length of Service: July 25, 2012 – present

Term Expires: June 30, 2018

James R. Ramsey, President

Harlan Sands, Assistant Treasurer and CFO

William Summers

Length of Service: October 21, 2015 – present

Term Expires: June 30, 2018

Helton, Jessamyn

From: clestine.lanier@louisville.edu
Sent: Tuesday, March 29, 2016 12:32 PM
To: Oliver, Allison N; clestine.lanier@louisville.edu
Cc: Helton, Jessamyn
Subject: UofL Research Information

The information appearing on the website does not include "term limits", only, when their term expires. They can be reappointed by the governor, therefore they are not prohibited from serving more than one term. If you look at the list, there are a couple of individuals who have been reappointed.

Hopefully, that clarifies the information you have.
Clest

From: Oliver, Allison N [<mailto:Allison.Oliver@louisvilleky.gov>]
Sent: Tuesday, March 29, 2016 12:25 PM
To: clestine.lanier@louisville.edu
Cc: Helton, Jessamyn <Jessamyn.Helton@louisvilleky.gov>
Subject: FW: UofL Research Information
Importance: High

Good Afternoon,

Please provide the term limits for the board members if any.



Allison N. Oliver
Administrative Clerk
District 6
David A. James, Councilman
Louisville Metro Council
601 W. Jefferson Street
Louisville, KY 40202
(502) 574-1106
allison.oliver@louisvilleky.gov

From: Helton, Jessamyn
Sent: Tuesday, March 29, 2016 12:24 PM
To: Oliver, Allison N
Subject: RE: UofL Research Information

I just need to know one last thing and that is, the term limits, if any, for the board members.

Jess Helton
Info Systems Coordinator/Assistant Clerk

Louisville Metro Council
601 West Jefferson Street, 1st Floor
Louisville, KY 40202
Phone - 502-574-2704
Fax - 502-574-3363
email -jessamyn.helton@louisvilleky.gov

For your convenience the Metro Council Clerk's Office has a website! Click on this link
<http://www.louisvilleky.gov/MetroCouncil/Clerk/> to access Metro Government Approved Ordinances and Resolutions, Council and Committee Agendas, Metro Code of Ordinances and more.

From: Oliver, Allison N
Sent: Tuesday, March 29, 2016 12:21 PM
To: Helton, Jessamyn
Subject: FW: UofL Research Information
Importance: High

Good Afternoon Mrs. Jess,

Here is the information that you requested from UofL. Please let me know if it is correct, or if additional information is needed. Thank you!



Allison N. Oliver
Administrative Clerk
District 6
David A. James, Councilman
Louisville Metro Council
601 W. Jefferson Street
Louisville, KY 40202
(502) 574-1106
allison.oliver@louisvilleky.gov

From: clestine.lanier@louisville.edu [mailto:clestine.lanier@louisville.edu]
Sent: Tuesday, March 29, 2016 12:10 PM
To: Oliver, Allison N
Subject: UofL Research Information
Importance: High

Allison, at last – I think we got it right this time!!!!!! Please find attached the documentation Jess requested for the Research foundation:

1. Financial Statements
2. Form 990
3. Operating Budget
4. Board of Directors with terms and term limits

Thank you again for assisting us throughout this process. Please do not hesitate to contact me with any questions you may have.

Return of Organization Exempt From Income Tax

OMB No. 1545-0047

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990 and its instructions is at www.irs.gov/form990.

A For the 2013 calendar year, or tax year beginning JULY 01 , 2013, and ending JUNE 30 , 2014	
B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization UNIVERSITY OF LOUISVILLE RESEARCH FOUNDATION Doing Business As Number and street (or P.O. box if mail is not delivered to street address) Room/suite CONTROLLER'S OFFICE, UNIVERSITY OF LOUISVILLE City or town, state or province, country, and ZIP or foreign postal code LOUISVILLE, KY 40282 D Employer identification number 61-1029626 E Telephone number (502) 852-7072 G Gross receipts \$ 388,381,854 F Name and address of principal officer: JAMES RAMSEY 2301 S THIRD STREET, LOUISVILLE, KY 40292 H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all subordinates included? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "No," attach a list. (see instructions) H(c) Group exemption number ▶
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527 J Website: ▶ N/A K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶ L Year of formation: 1984 M State of legal domicile: KY	

Part I Summary																																							
Activities & Governance	1 Briefly describe the organization's mission or most significant activities: THE UNIVERSITY OF LOUISVILLE RESEARCH FOUNDATION IS ORGANIZED FOR THE PURPOSE OF PROMOTING AND SUPPORTING RESEARCH PROJECTS. INVESTIGATIONS CLINICAL SERVICES, AND OTHER ACTIVITIES RELATING (CONTINUED ON SCHEDULE O)																																						
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.																																						
	3 Number of voting members of the governing body (Part VI, line 1a) 3 25																																						
	4 Number of independent voting members of the governing body (Part VI, line 1b) 4 18																																						
	5 Total number of individuals employed in calendar year 2013 (Part V, line 2a) 5 0																																						
	6 Total number of volunteers (estimate if necessary) 6 25																																						
	7a Total unrelated business revenue from Part VIII, column (C), line 12 7a 0																																						
b Net unrelated business taxable income from Form 990-T, line 34 7b 0																																							
Revenue	<table border="1"> <thead> <tr> <th></th> <th>Prior Year</th> <th>Current Year</th> </tr> </thead> <tbody> <tr> <td>8 Contributions and grants (Part VIII, line 1h)</td> <td>156,299,277</td> <td>155,127,522</td> </tr> <tr> <td>9 Program service revenue (Part VIII, line 2g)</td> <td>175,228,768</td> <td>208,461,836</td> </tr> <tr> <td>10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)</td> <td>40,251</td> <td>-74,773</td> </tr> <tr> <td>11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)</td> <td>16,277,527</td> <td>3,977,533</td> </tr> <tr> <td>12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)</td> <td>347,846,823</td> <td>357,392,218</td> </tr> </tbody> </table>		Prior Year	Current Year	8 Contributions and grants (Part VIII, line 1h)	156,299,277	155,127,522	9 Program service revenue (Part VIII, line 2g)	175,228,768	208,461,836	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	40,251	-74,773	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	16,277,527	3,977,533	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	347,846,823	357,392,218																				
		Prior Year	Current Year																																				
	8 Contributions and grants (Part VIII, line 1h)	156,299,277	155,127,522																																				
	9 Program service revenue (Part VIII, line 2g)	175,228,768	208,461,836																																				
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	40,251	-74,773																																				
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	16,277,527	3,977,533																																				
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	347,846,823	357,392,218																																				
Expenses	<table border="1"> <tbody> <tr> <td>13 Grants and similar amounts paid (Part IX, column (A), lines 1–3)</td> <td>41,192,973</td> <td>41,454,004</td> </tr> <tr> <td>14 Benefits paid to or for members (Part IX, column (A), line 4)</td> <td>0</td> <td>0</td> </tr> <tr> <td>15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)</td> <td>0</td> <td>0</td> </tr> <tr> <td>16a Professional fundraising fees (Part IX, column (A), line 11e)</td> <td>0</td> <td>0</td> </tr> <tr> <td>b Total fundraising expenses (Part IX, column (D), line 25) ▶ 0</td> <td></td> <td></td> </tr> <tr> <td>17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)</td> <td>327,889,201</td> <td>341,973,711</td> </tr> <tr> <td>18 Total expenses. Add lines 13–17 (must equal Part IX, column (A), line 25)</td> <td>369,082,174</td> <td>383,427,715</td> </tr> <tr> <td>19 Revenue less expenses. Subtract line 18 from line 12</td> <td>-21,235,351</td> <td>-16,035,497</td> </tr> <tr> <td rowspan="3">Net Assets or Fund Balances</td> <td> <table border="1"> <thead> <tr> <th></th> <th>Beginning of Current Year</th> <th>End of Year</th> </tr> </thead> <tbody> <tr> <td>20 Total assets (Part X, line 16)</td> <td>118,816,223</td> <td>121,339,222</td> </tr> <tr> <td>21 Total liabilities (Part X, line 26)</td> <td>31,076,885</td> <td>43,556,170</td> </tr> <tr> <td>22 Net assets or fund balances. Subtract line 21 from line 20</td> <td>87,539,538</td> <td>77,783,052</td> </tr> </tbody> </table> </td> </tr> </tbody></table>	13 Grants and similar amounts paid (Part IX, column (A), lines 1–3)	41,192,973	41,454,004	14 Benefits paid to or for members (Part IX, column (A), line 4)	0	0	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	0	0	16a Professional fundraising fees (Part IX, column (A), line 11e)	0	0	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 0			17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	327,889,201	341,973,711	18 Total expenses. Add lines 13–17 (must equal Part IX, column (A), line 25)	369,082,174	383,427,715	19 Revenue less expenses. Subtract line 18 from line 12	-21,235,351	-16,035,497	Net Assets or Fund Balances	<table border="1"> <thead> <tr> <th></th> <th>Beginning of Current Year</th> <th>End of Year</th> </tr> </thead> <tbody> <tr> <td>20 Total assets (Part X, line 16)</td> <td>118,816,223</td> <td>121,339,222</td> </tr> <tr> <td>21 Total liabilities (Part X, line 26)</td> <td>31,076,885</td> <td>43,556,170</td> </tr> <tr> <td>22 Net assets or fund balances. Subtract line 21 from line 20</td> <td>87,539,538</td> <td>77,783,052</td> </tr> </tbody> </table>		Beginning of Current Year	End of Year	20 Total assets (Part X, line 16)	118,816,223	121,339,222	21 Total liabilities (Part X, line 26)	31,076,885	43,556,170	22 Net assets or fund balances. Subtract line 21 from line 20	87,539,538	77,783,052
	13 Grants and similar amounts paid (Part IX, column (A), lines 1–3)	41,192,973	41,454,004																																				
	14 Benefits paid to or for members (Part IX, column (A), line 4)	0	0																																				
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	0	0																																				
	16a Professional fundraising fees (Part IX, column (A), line 11e)	0	0																																				
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 0																																						
	17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	327,889,201	341,973,711																																				
18 Total expenses. Add lines 13–17 (must equal Part IX, column (A), line 25)	369,082,174	383,427,715																																					
19 Revenue less expenses. Subtract line 18 from line 12	-21,235,351	-16,035,497																																					
Net Assets or Fund Balances	<table border="1"> <thead> <tr> <th></th> <th>Beginning of Current Year</th> <th>End of Year</th> </tr> </thead> <tbody> <tr> <td>20 Total assets (Part X, line 16)</td> <td>118,816,223</td> <td>121,339,222</td> </tr> <tr> <td>21 Total liabilities (Part X, line 26)</td> <td>31,076,885</td> <td>43,556,170</td> </tr> <tr> <td>22 Net assets or fund balances. Subtract line 21 from line 20</td> <td>87,539,538</td> <td>77,783,052</td> </tr> </tbody> </table>		Beginning of Current Year	End of Year	20 Total assets (Part X, line 16)	118,816,223	121,339,222	21 Total liabilities (Part X, line 26)	31,076,885	43,556,170	22 Net assets or fund balances. Subtract line 21 from line 20	87,539,538	77,783,052																										
		Beginning of Current Year	End of Year																																				
	20 Total assets (Part X, line 16)	118,816,223	121,339,222																																				
21 Total liabilities (Part X, line 26)	31,076,885	43,556,170																																					
22 Net assets or fund balances. Subtract line 21 from line 20	87,539,538	77,783,052																																					

Signature Block	
Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.	
Sign Here	Signature of officer <i>[Signature]</i> Date 5-14-2015 DR. JAMES RAMSEY, PRESIDENT Type or print name and title
Paid Preparer Use Only	Print/Type preparer's name RACHEL SPURLOCK Preparer's signature <i>[Signature]</i> Date 5/5/2015 Check <input type="checkbox"/> if self-employed PTIN P00520729 Firm's name ▶ CROWE HORWATH LLP Firm's EIN ▶ 35-0921680 Firm's address ▶ 9600 BROWNSBORO ROAD, SUITE 400, LOUISVILLE, KY 40241-1122 Phone no. (502) 326-3996
	May the IRS discuss this return with the preparer shown above? (see instructions) <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
	For Paperwork Reduction Act Notice, see the separate instructions. Cat. No. 11282Y Form 990 (2013)

Form **8868**

(Rev. January 2014)

Department of the Treasury
Internal Revenue Service**Application for Extension of Time To File an
Exempt Organization Return**

OMB No. 1545-1709

► **File a separate application for each return.**► **Information about Form 8868 and its instructions is at www.irs.gov/form8868.**

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I and check this box ☒ **1**
 - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II (on page 2 of this form).
- Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.**

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on **e-file for Charities & Nonprofits**.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only ☐ **0**

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. UNIVERSITY OF LOUISVILLE RESEARCH FOUNDATION	Employer identification number (EIN) or 61-1029626
	Number, street, and room or suite no. If a P.O. box, see instructions. CONTROLLER'S OFFICE, UNIVERSITY OF LOUISVILLE	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. LOUISVILLE, KY 40292	

Enter the Return code for the return that this application is for (file a separate application for each return) ☐ **0** ☐ **1**

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► **LARRY ZINK**

Telephone No. ► **(502)852-7072**

Fax No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐ **0**
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box ☐ **0**. If it is for part of the group, check this box ☐ **1** and attach a list with the names and EINs of all members the extension is for.

- 1** I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **February 15**, 20 **15**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☐ calendar year 20 **14** or

► ☒ tax year beginning **July 01**, 20 **13**, and ending **June 30**, 20 **14**.

- 2** If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II and check this box ☒ **Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.**
- If you are filing for an Automatic 3-Month Extension, complete only Part I (on page 1).

Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print	Enter filer's identifying number, see instructions	
	Name of exempt organization or other filer, see instructions. UNIVERSITY OF LOUISVILLE RESEARCH FOUNDATION	Employer identification number (EIN) or 61-1028826
	Number, street, and room or suite no. if a P.O. box, see instructions. CONTROLLER'S OFFICE, UNIVERSITY OF LOUISVILLE	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. LOUISVILLE, KY 40282	

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 9870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of **LARRY ZINK**

Telephone No. **(502) 852-7072**Fax No.

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 4 I request an additional 3-month extension of time until May 15, 20 15.
- 5 For calendar year July 01, 20 13, and ending June 30, 20 14.
- 6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
- ☐ Change in accounting period
- 7 State in detail why you need the extension ADDITIONAL TIME IS REQUIRED TO GATHER THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature **Rachel Spurlock**Title **CPA**Date **1/27/2015**

Form 8868 (Rev. 1-2014)

Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response or note to any line in this Part III ☐**1** Briefly describe the organization's mission:

THE UNIVERSITY OF LOUISVILLE RESEARCH FOUNDATION IS ORGANIZED FOR THE PURPOSE OF PROMOTING AND SUPPORTING RESEARCH PROJECTS, INVESTIGATIONS, CLINICAL SERVICES, AND OTHER ACTIVITIES RELATING TO THE MISSIONS OF THE UNIVERSITY OF LOUISVILLE.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ☐ Yes ☒ No

If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? ☐ Yes ☒ No

If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.**4a** (Code:) (Expenses \$ 341,001,872 including grants of \$ 41,454,004) (Revenue \$ 208,478,902)

THE UNIVERSITY OF LOUISVILLE RESEARCH FOUNDATION (ULRF) CONTINUED TO EXPAND ITS PROGRAM SERVICE ACCOMPLISHMENTS AND RESEARCH PORTFOLIO THROUGHOUT 2013-14. SOME OF ULRF'S MAJOR FEDERAL SPONSORS INCLUDE THE NATIONAL INSTITUTES OF HEALTH, THE NATIONAL SCIENCE FOUNDATION, THE UNITED STATES DEPARTMENT OF DEFENSE, THE UNITED STATES DEPARTMENT OF EDUCATION, AND THE VETERANS ADMINISTRATION. THESE PROJECTS, WHEN COMBINED WITH OTHER ADDITIONAL LOCAL, STATE, INDUSTRY, AND PRIVATE NONPROFIT FOUNDATION GRANTS, TOTAL OVER 800 GRANTS FOR PROJECTS INITIATED DURING THE FISCAL YEAR.

SOME OF THE ORGANIZATION'S FUNDING HIGHLIGHTS DURING THE YEAR INCLUDE PROJECTS COVERING CARDIOVASCULAR RESEARCH; SPINAL CORD INJURY; RENEWABLE ENERGY RESEARCH INTO PHOTOVOLTAICS, FUEL CELLS, AND BIOENERGY; POLLUTION PREVENTION NETWORKS; TEEN PREGNANCY PREVENTION; MIDDLE SCHOOL MATHEMATICS UPDATING; COLLEGE ACCESS PROGRAMS; AND THE CENTER FOR TRAUMATIZED CHILDREN.

4b (Code:) (Expenses \$ including grants of \$) (Revenue \$)**4c** (Code:) (Expenses \$ including grants of \$) (Revenue \$)

4d Other program services (Describe in Schedule O.)
(Expenses \$ 0 including grants of \$ 0) (Revenue \$ 0)

4e Total program service expenses 341,001,872

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A	1	✓
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?	2	✓
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I	3	✓
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II	4	✓
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 88-19? If "Yes," complete Schedule C, Part III	5	✓
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I	6	✓
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II	7	✓
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III	8	✓
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV	9	✓
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V	10	✓
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI	11a	✓
b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII	11b	✓
c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII	11c	✓
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX	11d	✓
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X	11e	✓
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X	11f	✓
12 a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII	12a	✓
b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional	12b	✓
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	13	✓
14 a Did the organization maintain an office, employees, or agents outside of the United States?	14a	✓
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV	14b	✓
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? If "Yes," complete Schedule F, Parts II and IV	15	✓
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? If "Yes," complete Schedule F, Parts III and IV	16	✓
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions)	17	✓
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II	18	✓
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III	19	✓
20 a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H	20a	✓
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b	

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or government on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II	21 ✓	
22 Did the organization report more than \$5,000 of grants or other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III	22 ✓	
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J	23 ✓	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a	24a	✓
24b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b	
24c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c	
24d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d	
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I	25a	✓
25b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I	25b	✓
26 Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? If so, complete Schedule L, Part II	26	✓
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part III	27	✓
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28a	✓
b A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28b	✓
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV	28c	✓
29 Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	29	✓
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M	30	✓
31 Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I	31	✓
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II	32	✓
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I	33	✓
34 Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1	34 ✓	
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a	✓
b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2	35b	
36 Section 501(c)(2) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2	36	✓
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI	37	✓
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O	38 ✓	

Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck if Schedule O contains a response or note to any line in this Part V 7

		Yes	No
1a Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	1a 702		
b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b 0		
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c ✓		
2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a 0		
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	2b		
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a		✓
b If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, provide an explanation in Schedule O.	3b		
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a		✓
b If "Yes," enter the name of the foreign country: See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.			
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a		✓
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b		✓
c If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	5c		
6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	6a		✓
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b		
7 Organizations that may receive deductible contributions under section 170(c).			
a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a		✓
b If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b		
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8262?	7c		✓
d If "Yes," indicate the number of Forms 8262 filed during the year	7d		
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e		✓
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f		✓
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g		
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h		
8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8		
9 Sponsoring organizations maintaining donor advised funds.			
a Did the organization make any taxable distributions under section 4966?	9a		
b Did the organization make a distribution to a donor, donor advisor, or related person?	9b		
10 Section 501(c)(7) organizations. Enter:			
a Initiation fees and capital contributions included on Part VIII, line 12	10a		
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b		
11 Section 501(c)(12) organizations. Enter:			
a Gross income from members or shareholders	11a		
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b		
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a		
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b		
13 Section 501(c)(28) qualified nonprofit health insurance issuers.			
a Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.	13a		
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b		
c Enter the amount of reserves on hand	13c		
14a Did the organization receive any payments for indoor tanning services during the tax year?	14a		✓
b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b		

Part VI **Governance, Management, and Disclosure** For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions. Check if Schedule O contains a response or note to any line in this Part VI ☒

Section A. Governing Body and Management

	Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year 1a 25		
If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.		
b Enter the number of voting members included in line 1a, above, who are independent 1b 18		
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee? 2		<input checked="" type="checkbox"/>
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person? 3		<input checked="" type="checkbox"/>
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? 4		<input checked="" type="checkbox"/>
5 Did the organization become aware during the year of a significant diversion of the organization's assets? 5		<input checked="" type="checkbox"/>
6 Did the organization have members or stockholders? 6		<input checked="" type="checkbox"/>
7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body? 7a		<input checked="" type="checkbox"/>
b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body? 7b		<input checked="" type="checkbox"/>
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a The governing body? 8a	<input checked="" type="checkbox"/>	
b Each committee with authority to act on behalf of the governing body? 8b	<input checked="" type="checkbox"/>	
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O 9		<input checked="" type="checkbox"/>

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

	Yes	No
10a Did the organization have local chapters, branches, or affiliates? 10a		<input checked="" type="checkbox"/>
b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes? 10b		
11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form? 11a	<input checked="" type="checkbox"/>	
b Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
12a Did the organization have a written conflict of interest policy? If "No," go to line 13 12a	<input checked="" type="checkbox"/>	
b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts? 12b	<input checked="" type="checkbox"/>	
c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done 12c	<input checked="" type="checkbox"/>	
13 Did the organization have a written whistleblower policy? 13	<input checked="" type="checkbox"/>	
14 Did the organization have a written document retention and destruction policy? 14	<input checked="" type="checkbox"/>	
15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a The organization's CEO, Executive Director, or top management official 15a		<input checked="" type="checkbox"/>
b Other officers or key employees of the organization 15b		<input checked="" type="checkbox"/>
If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).		
16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? 16a		<input checked="" type="checkbox"/>
b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements? 16b		

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ► KY

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.

☐ Own website ☐ Another's website ☒ Upon request ☐ Other (explain in Schedule O)

19 Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: ► LARRY ZINK CONTROLLER'S OFFICE, UNIV OF LOUISV LOUISVILLE KY 40292, (502)852-7072

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent ContractorsCheck if Schedule O contains a response or note to any line in this Part VII ☐**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees****1a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's current officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.

- List all of the organization's current key employees, if any. See instructions for definition of "key employee."

- List the organization's five current highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.

- List all of the organization's former officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.

- List all of the organization's former directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

☐ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) RON BUTT CHAIR	0.5 0.5	✓		✓				0	0	0
(2) JONATHAN BLUE VICE CHAIR	0.5 0	✓		✓				0	0	0
(3) DR. JAMES R. RAMSEY PRESIDENT	0.5 40.5	✓		✓				0	328,352	43,389
(4) DR. SHIRLEY WILLIHNGANZ VICE PRESIDENT	0.5 38	✓		✓				0	332,888	54,071
(5) DR. WILLIAM PIERCE VICE PRESIDENT	0.5 48	✓		✓				0	344,672	45,490
(6) MICHAEL J. CURTIN VICE PRESIDENT (TO 8/31/2013)	0.5 38.5	✓		✓				0	221,935	30,645
(7) SUSAN I. HOWARTH VICE PRESIDENT (FROM 9/1/2013)	0.5 49.5	✓		✓				0	155,179	27,548
(8) EMILY BINGHAM SECRETARY	0.5 0	✓		✓				0	0	0
(9) DR. DAVID DUNN VICE PRESIDENT	0.5 48.5	✓		✓				0	1,058,920	39,780
(10) MARIE ABRAMS DIRECTOR	0.5 0.5	✓						0	0	0
(11) ROBERT P BENSON, JR DIRECTOR	0.5 0.5	✓						0	0	0
(12) LAURENCE BENZ DIRECTOR	0.5 0	✓						0	0	0
(13) STEPHEN PAUL CAMPBELL DIRECTOR	0.5 0	✓						0	0	0
(14) KEVIN COSBY DIRECTOR	0.5 0	✓						0	0	0

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(15) DR. PAMELA FELDHOFF DIRECTOR	0.5 49.5	<input type="checkbox"/> <input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	0	109,291	22,758
(16) MONALI HALDANKAR DIRECTOR (FROM 5/1/2014)	0.5 0.5	<input type="checkbox"/> <input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	0	0	0
(17) DOUGLAS HALL DIRECTOR	0.5 0	<input type="checkbox"/> <input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	0	0	0
(18) BRUCE HENDERSON DIRECTOR	0.5 0.5	<input type="checkbox"/> <input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	0	0	0
(19) DR. ROBERT CURTIS HUGHES DIRECTOR	0.5 0	<input type="checkbox"/> <input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	0	0	0
(20) ANGELA LEWIS-KLEIN DIRECTOR	0.5 49.5	<input type="checkbox"/> <input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	0	48,839	23,984
(21) CARRIE MATTINGLY DIRECTOR (TO 4/30/2014)	0.5 49.5	<input type="checkbox"/> <input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	0	4,320	0
(22) BRUCIE MOORE DIRECTOR	0.5 0	<input type="checkbox"/> <input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	0	0	0
(23) DR. JOSEPH PRATHER, II DIRECTOR	0.5 0	<input type="checkbox"/> <input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	0	0	0
(24) ROBERT W. ROUNSAVALL III DIRECTOR	0.5 0	<input type="checkbox"/> <input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	0	0	0
(25) DEBBIE SCOPPECHIO DIRECTOR	0.5 1	<input type="checkbox"/> <input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	0	0	0
1b Sub-total								0	2,608,494	287,885
c Total from continuation sheets to Part VII, Section A								0	374,756	70,004
d Total (add lines 1b and 1c)								0	2,983,250	357,889

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **0**

	Yes	No
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual	<input type="checkbox"/>	<input checked="" type="checkbox"/>
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual	<input checked="" type="checkbox"/>	<input type="checkbox"/>
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person	<input type="checkbox"/>	<input checked="" type="checkbox"/>

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
UNIVERSITY OF LOUISVILLE PHYSICIANS, 300 EAST MARKET STREET, LOUISVILLE, KY 40202	MEDICAL/HEALTHCARE	6,141,202
DELOITTE TAX LLP, 220 WEST MAIN STREET, LOUISVILLE, KY 40202	CONSULTING	2,581,429
UNIVERSITY OF KENTUCKY RESEARCH FOUNDATION, 501 PETERSON SERVICE BUILDING, LEXINGTON, KY 40508-0008	RESEARCH SERVICES	1,258,247
EMORY UNIVERSITY, 201 DOWMAN DRIVE, ATLANTA, GA 30322	RESEARCH SERVICES	988,555
STITES & HARBISON, 400 WEST MARKET STREET, LOUISVILLE, KY 40202	CONSULTING	924,348

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization **89**

Part VIII Statement of RevenueCheck if Schedule O contains a response or note to any line in this Part VIII. ☐

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under section 512-514
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns	1a				
	b	Membership dues	1b				
	c	Fundraising events	1c				
	d	Related organizations	1d				
	e	Government grants (contributions)	1e	120,994,899			
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	34,132,628			
	g	Noncash contributions included in lines 1a-1f: \$					
	h	Total. Add lines 1a-1f		155,127,522			
Program Service Revenue		Business Code					
	2a	CLINICAL SERVICES	541700	205,763,845	205,763,845		
	b	OTHER RESEARCH PROJECTS	541700	2,573,921	2,573,921		
	c	CONFERENCES AND TRAINING	541700	124,170	124,170		
	d			0			
	e			0			
	f	All other program service revenue		0	0	0	0
	g	Total. Add lines 2a-2f		208,461,936			
	3	Investment income (including dividends, interest, and other similar amounts)		32,584			32,584
4	Income from investment of tax-exempt bond proceeds		0				
5	Royalties		3,843,699			3,843,699	
Other Revenue	6a	Gross rents	(i) Real (ii) Personal				
	b	Less: rental expenses		18,868			
	c	Rental income or (loss)		0			
	d	Net rental income or (loss)		16,868			16,868
	7a	Gross amount from sales of assets other than inventory	(i) Securities (ii) Other				
	b	Less: cost or other basis and sales expenses		0			
	c	Gain or (loss)		107,357			
	d	Net gain or (loss)		-107,357			-107,357
	8a	Gross income from fundraising events (not including \$ of contributions reported on line 1c). See Part IV, line 18	a				
	b	Less: direct expenses	b				
	c	Net income or (loss) from fundraising events		0			
	9a	Gross income from gaming activities. See Part IV, line 19	a				
	b	Less: direct expenses	b				
	c	Net income or (loss) from gaming activities		0			
10a	Gross sales of inventory, less returns and allowances	a	890,258				
b	Less: cost of goods sold	b	882,279				
c	Net income or (loss) from sales of inventory		7,977	7,977			
Miscellaneous Revenue			Business Code				
11a	MISCELLANEOUS	900099	8,989	8,989			
b			0				
c			0				
d	All other revenue		0	0	0	0	
e	Total. Add lines 11a-11d		8,989				
12	Total revenue. See instructions.		357,392,218	208,478,902	0	3,785,794	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response or note to any line in this Part IX ☒

Do not include amounts reported on lines 8b, 7b, 8b, 8b, and 10b of Part VIII.

	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	294,200	294,200		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22	41,159,804	41,159,804		
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16	0			
4 Benefits paid to or for members	0			
5 Compensation of current officers, directors, trustees, and key employees	0			
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0			
7 Other salaries and wages	0			
8 Pension plan accruals and contributions (include section 401(k) and 408(b) employer contributions)	0			
9 Other employee benefits	0			
10 Payroll taxes	0			
11 Fees for services (non-employees):				
a Management	0			
b Legal	2,440,438	1,865,952	574,474	
c Accounting	63,023	51,818	11,205	
d Lobbying	0			
e Professional fundraising services. See Part IV, line 17	0			
f Investment management fees	0			
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O.)	272,880,497	244,466,839	28,423,558	0
12 Advertising and promotion	443,682	231,758	211,928	
13 Office expenses	1,298,114	1,233,501	65,613	
14 Information technology	3,939,522	3,310,158	629,366	
15 Royalties	53,071	53,071		
16 Occupancy	3,513,164	3,274,998	238,166	
17 Travel	3,932,951	3,745,708	187,243	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19 Conferences, conventions, and meetings	6,126,594	5,857,786	268,808	
20 Interest	0			
21 Payments to affiliates	0			
22 Depreciation, depletion, and amortization	9,204,866	9,204,866		
23 Insurance	1,056,823	1,028,735	28,088	
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a FACILITIES AND ADMINISTRATIVE SERVICES	14,348,935	3,766,734	10,582,201	
b LABORATORY SUPPLIES AND EXPENSES	14,040,752	13,606,391	434,361	
c SMALL EQUIPMENT PURCHASES AND RENTALS	587,782	545,756	22,026	
d LICENSES, PERMITS, AND FEES	668,201	651,823	14,378	
e All other expenses	7,386,298	6,661,868	734,430	0
25 Total functional expenses. Add lines 1 through 24e	383,427,715	341,001,872	42,425,843	0
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)	0			

Part X Balance SheetCheck if Schedule O contains a response or note to any line in this Part X ☐

		(A) Beginning of year		(B) End of year
Assets	1 Cash—non-interest-bearing	15,430	1	11,105
	2 Savings and temporary cash investments	21,946,256	2	0
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net	22,306,107	4	45,457,329
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L	0	5	0
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions). Complete Part II of Schedule L	0	6	0
	7 Notes and loans receivable, net	1,158,543	7	614,884
	8 Inventories for sale or use	380,816	8	353,629
	9 Prepaid expenses and deferred charges		9	
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 151,746,335		
	b Less: accumulated depreciation	10b 77,382,122	10c	74,364,213
	11 Investments—publicly traded securities		11	
	12 Investments—other securities. See Part IV, line 11	2,113	12	2,113
	13 Investments—program-related. See Part IV, line 11	0	13	0
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11	422,508	15	535,949
16 Total assets. Add lines 1 through 15 (must equal line 34).	118,616,223	16	121,339,222	
Liabilities	17 Accounts payable and accrued expenses	12,587,520	17	15,365,793
	18 Grants payable		18	
	19 Deferred revenue	10,510,302	19	10,287,588
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L	0	22	0
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties	0	24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17–24). Complete Part X of Schedule D	7,978,863	25	17,922,779
	26 Total liabilities. Add lines 17 through 25.	31,076,685	26	43,556,170
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets		27	
	28 Temporarily restricted net assets		28	
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds	87,539,538	32	77,783,052
33 Total net assets or fund balances	87,539,538	33	77,783,052	
34 Total liabilities and net assets/fund balances	118,616,223	34	121,339,222	

Part XI Reconciliation of Net AssetsCheck if Schedule O contains a response or note to any line in this Part XI ☒

1	Total revenue (must equal Part VIII, column (A), line 12)	1	367,382,218
2	Total expenses (must equal Part IX, column (A), line 25)	2	383,427,715
3	Revenue less expenses. Subtract line 2 from line 1	3	-16,035,487
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	87,539,538
5	Net unrealized gains (losses) on investments	5	
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	6,278,011
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	77,783,052

Part XII Financial Statements and ReportingCheck if Schedule O contains a response or note to any line in this Part XII ☐

- 1 Accounting method used to prepare the Form 990: ☐ Cash ☒ Accrual ☐ Other _____
If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.
- 2a Were the organization's financial statements compiled or reviewed by an independent accountant? . . .
If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both:
☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis
- b Were the organization's financial statements audited by an independent accountant? . . .
If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both:
☐ Separate basis ☐ Consolidated basis ☒ Both consolidated and separate basis
- c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? . . .
If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.
- 3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? . . .
- b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.

	Yes	No
2a		✓
2b	✓	
2c	✓	
3a	✓	
3b	✓	

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ.

▶ Information about Schedule A (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2013

Open to Public
Inspection

Name of the organization

UNIVERSITY OF LOUISVILLE RESEARCH FOUNDATION

Employer identification number

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- 1 ☐ A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i).
- 2 ☐ A school described in section 170(b)(1)(A)(ii). (Attach Schedule E.)
- 3 ☐ A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii).
- 4 ☐ A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state:
- 5 ☒ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in section 170(b)(1)(A)(iv). (Complete Part II.)
- 6 ☐ A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).
- 7 ☐ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi). (Complete Part II.)
- 8 ☐ A community trust described in section 170(b)(1)(A)(vii). (Complete Part II.)
- 9 ☐ An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Complete Part III.)
- 10 ☐ An organization organized and operated exclusively to test for public safety. See section 509(a)(4).
- 11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See section 509(a)(3). Check the box that describes the type of supporting organization and complete lines 11a through 11h.
- a ☐ Type I b ☐ Type II c ☐ Type III—Functionally integrated d ☐ Type III—Non-functionally integrated
- e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box ☐
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
- (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization? ☐
- (ii) A family member of a person described in (i) above? ☐
- (iii) A 35% controlled entity of a person described in (i) or (ii) above? ☐

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1–9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of monetary support
			Yes	No	Yes	No	Yes	No	
(A)									
(B)									
(C)									
(D)									
(E)									
Total									0

Part III Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	173,608,959	174,798,105	174,198,510	158,299,277	155,127,522	834,032,373
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						0
3 The value of services or facilities furnished by a governmental unit to the organization without charge						0
4 Total. Add lines 1 through 3	173,608,959	174,798,105	174,198,510	158,299,277	155,127,522	834,032,373
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						0
6 Public support. Subtract line 5 from line 4.						834,032,373

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
7 Amounts from line 4	173,608,959	174,798,105	174,198,510	158,299,277	155,127,522	834,032,373
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources			184,735	382,946	3,883,151	4,460,833
9 Net income from unrelated business activities, whether or not the business is regularly carried on	69,487	317,813				387,300
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)	0	0	0			0
11 Total support. Add lines 7 through 10						838,880,506
12 Gross receipts from related activities, etc. (see instructions)					12	956,889,069
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ▶ <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2013 (line 6, column (f) divided by line 11, column (f))	14	99.42 %
15 Public support percentage from 2012 Schedule A, Part II, line 14	15	99.88 %
16a 33 1/3% support test—2013. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ▶ <input checked="" type="checkbox"/>		
b 33 1/3% support test—2012. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>		
17a 10%-facts-and-circumstances test—2013. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>		
b 10%-facts-and-circumstances test—2012. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ▶ <input type="checkbox"/>		

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II.
If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2013 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2012 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2013 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2012 Schedule A, Part III, line 17	18	%
19a 33 1/3% support tests—2013. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
b 33 1/3% support tests—2012. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions <input type="checkbox"/>		

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2013

Name of the organization

UNIVERSITY OF LOUISVILLE RESEARCH FOUNDATION

Employer identification number

Organization type (check one):

File as:

Section:

Form 990 or 990-EZ

☒ 501(c)(3) (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation

☐ 527 political organization

Form 990-PF

☐ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the General Rule or a Special Rule.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☐ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☒ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (i) \$5,000 or (ii) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use exclusively for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose. Do not complete any of the parts unless the General Rule applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it must answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization

Employer identification number

UNIVERSITY OF LOUISVILLE RESEARCH FOUNDATION

Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ➤ \$ _____

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

**SCHEDULE D
(Form 990)**

Department of the Treasury
Internal Revenue Service

Name of the organization

Supplemental Financial Statements

► Complete if the organization answered "Yes," to Form 990,
Part IV, line 8, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.
► Attach to Form 990.

► Information about Schedule D (Form 990) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2013

Open to Public
Inspection

UNIVERSITY OF LOUISVILLE RESEARCH FOUNDATION

Employer identification number

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.

Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?		<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?		<input type="checkbox"/> Yes <input type="checkbox"/> No

Part II Conservation Easements.

Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply). <input type="checkbox"/> Preservation of land for public use (e.g., recreation or education) <input type="checkbox"/> Protection of natural habitat <input type="checkbox"/> Preservation of open space <input type="checkbox"/> Preservation of an historically important land area <input type="checkbox"/> Preservation of a certified historic structure	
2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d
3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ►	
4 Number of states where property subject to conservation easement is located ►	
5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?	<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ►	
7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ► \$	
8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?	<input type="checkbox"/> Yes <input type="checkbox"/> No
9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.	

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items.	
b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items: (i) Revenues included in Form 990, Part VIII, line 1 (ii) Assets included in Form 990, Part X	\$ \$
2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items: a Revenues included in Form 990, Part VIII, line 1 b Assets included in Form 990, Part X	\$ \$

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):

- a ☐ Public exhibition
b ☐ Scholarly research

- d ☐ Loan or exchange programs
e ☐ Other _____

c ☐ Preservation for future generations

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☐ No

Part IV Escrow and Custodial Arrangements.

Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIII and complete the following table:

	Amount
c Beginning balance	1c
d Additions during the year	1d
e Distributions during the year	1e
f Ending balance	1f

2a Did the organization include an amount on Form 990, Part X, line 21? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII ☐

Part V Endowment Funds.

Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

- a Board designated or quasi-endowment _____ %
b Permanent endowment _____ %
c Temporarily restricted endowment _____ %

The percentages in lines 2a, 2b, and 2c should equal 100%.

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

- (i) unrelated organizations
(ii) related organizations

	Yes	No
3a(i)		
3a(ii)		
3b		

b If "Yes" to 3a(i), are the related organizations listed as required on Schedule R?

4 Describe in Part XIII the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		351,695		351,695
b Buildings		81,533,970	11,579,083	49,954,887
c Leasehold improvements		702,205	702,205	0
d Equipment		79,424,845	65,023,300	14,401,545
e Other		8,733,620	77,534	8,656,086

Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).) 74,384,213

Part VII Investments—Other Securities.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 12.) ▶		

Part VIII Investments—Program Related.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

(a) Description of investment	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 13.) ▶		

Part IX Other Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ▶	

Part X Other Liabilities.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) DUE TO UNIVERSITY OF LOUISVILLE	9,034,124
(3) ALLOCATED POST EMPLOYMENT BENEFITS	8,888,655
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	

17,922,779

2. Liability for uncertain tax positions. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII ☐

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return.
Complete if the organization answered "Yes" to Form 990, Part IV, line 12a.

1	Total revenue, gains, and other support per audited financial statements		1
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII.)	2d	
e	Add lines 2a through 2d	2e	
3	Subtract line 2e from line 1	3	
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII.)	4b	
c	Add lines 4a and 4b	4c	
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.
Complete if the organization answered "Yes" to Form 990, Part IV, line 12a.

1	Total expenses and losses per audited financial statements		1
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII.)	2d	
e	Add lines 2a through 2d	2e	
3	Subtract line 2e from line 1	3	
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII.)	4b	
c	Add lines 4a and 4b	4c	
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	

Part XIII Supplemental Information.

Provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

SEE NEXT PAGE

Part XII

Supplemental Information Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

SCHEDULE I
(Form 990)

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**
Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.

OMB No. 1545-0047

2013

Department of the Treasury
Internal Revenue Service
Name of the organization

► Attach to Form 990.
► Information about Schedule I (Form 990) and its instructions is at www.irs.gov/form990.

Employer identification number

UNIVERSITY OF LOUISVILLE RESEARCH FOUNDATION

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? ☒ Yes ☐ No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraised, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) CLINICAL RESEARCH FOUNDATION 800 ZORN AVENUE, LOUISVILLE, KY 40206	61-1144514	501(C)(3)	100,000				SUPPORT FOR CLINICAL STUDIES
(2) MARCH OF DIMES 4802 BHERBURN LANE, LOUISVILLE, KY 40207	13-1846386	501(C)(3)	25,000				SPONSORSHIP
(3) DREXEL UNIVERSITY 3201 ARCH STREET, PHILADELPHIA, PA 19104	23-1352630	501(C)(3)	25,000				SPONSORSHIP
(4) METRO UNITED WAY 304 EAST BROADWAY, LOUISVILLE, KY 40202	61-0444680	501(C)(3)	20,000				GENERAL SUPPORT
(5) JUNIOR ACHIEVEMENT OF KENTUCKY 1401 W. HANCOCK BLVD, LOUISVILLE, KY 40203	61-0476684	501(C)(3)	10,000				SPONSORSHIP
(6) EPILEPSY FOUNDATION OF KENTUCKY 802 EASTERN PARKWAY, LOUISVILLE, KY 40217	61-1314540	501(C)(3)	5,000				SPONSORSHIP
(7) WESTE FOUNDATION OF AMERICA, INC. 420 HEDGECROFT DRIVE, SEABROOK, TX 77606	06-1473545	501(C)(3)	5,000				SPONSORSHIP FOR PERSONS WORKSHOP
(8)							
(9)							
(10)							
(11)							
(12)							

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table **7**
3 Enter total number of other organizations listed in the line 1 table **0**

For Paperwork Reduction Act Notice, see the Instructions for Form 990. Cat. No. 50000P Schedule I (Form 990) (2013)

Part IV**Supplemental information** Complete this part to provide the information required in Part I, line 2, and any other additional information.

Return Reference	Identifier	Explanation
SCHEDULE I, PART I, LINE 2	PROCEDURES FOR MONITORING USE OF GRANT FUNDS	THE RECIPIENTS OF SCHOLARSHIPS, FELLOWSHIPS, AID, AND AWARDS ARE SELECTED BASED ON UNIVERSITY OF LOUISVILLE DEPARTMENTAL CRITERIA. THE ORGANIZATION SERVES PRIMARILY AS A FUNDING SOURCE FOR ANY SCHOLARSHIPS AWARDED BY THE UNIVERSITY.

SCHEDULE J
(Form 990)

Department of the Treasury
Internal Revenue Service

Name of the organization

UNIVERSITY OF LOUISVILLE RESEARCH FOUNDATION

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

► Complete if the organization answered "Yes" on Form 990, Part IV, line 23.

► Attach to Form 990. ► See separate instructions.

► Information about Schedule J (Form 990) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2013

Open to Public Inspection

Employer identification number

Part I Questions Regarding Compensation

1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

- | | |
|--|--|
| <input type="checkbox"/> First-class or charter travel | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) |

b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain.

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked in line 1a?

3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.

- | | |
|--|--|
| <input type="checkbox"/> Compensation committee | <input type="checkbox"/> Written employment contract |
| <input type="checkbox"/> Independent compensation consultant | <input type="checkbox"/> Compensation survey or study |
| <input type="checkbox"/> Form 990 of other organizations | <input type="checkbox"/> Approval by the board or compensation committee |

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:

- | | | |
|--|-----------|---|
| a Receive a severance payment or change-of-control payment? | 4a | ✓ |
| b Participate in, or receive payment from, a supplemental nonqualified retirement plan? | 4b | ✓ |
| c Participate in, or receive payment from, an equity-based compensation arrangement? | 4c | ✓ |

If "Yes" to any of lines 4a–c, list the persons and provide the applicable amounts for each item in Part III.

Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5–9.

5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

- | | | |
|------------------------------------|-----------|---|
| a The organization? | 5a | ✓ |
| b Any related organization? | 5b | ✓ |

If "Yes" to line 5a or 5b, describe in Part III.

6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

- | | | |
|------------------------------------|-----------|---|
| a The organization? | 6a | ✓ |
| b Any related organization? | 6b | ✓ |

If "Yes" to line 6a or 6b, describe in Part III.

7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III.

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III.

9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Cat. No. 50053T

Schedule J (Form 990) 2013

Part III Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

Note. The sum of columns (i)(i)-(ii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (i) and (ii) amounts for that individual.

(A) Name and Title	(B) Breakdown of W-2 and/or 1099-MISC compensation					(C) Retirement and other deferred compensation	(D) Nonizable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation	(iv) Salary in lieu of vacation	(v) Other compensation				
1 DR. JAMES R. RAMSEY, PRESIDENT	0	0	0	0	0	0	0	0	0
2 DR. SHIRLEY WILLINGANZ, VICE PRESIDENT	325,458	0	2,888	0	0	25,375	18,024	371,761	0
3 DR. WILLIAM PIERCE, VICE PRESIDENT	319,898	0	13,188	0	0	37,208	18,888	388,967	0
4 MICHAEL J. CURTIN, VICE PRESIDENT (TO 8/31/2013)	300,484	0	44,188	0	0	30,830	14,880	389,162	0
5 SUSAN L. HOWARTH, VICE PRESIDENT (FROM 9/1/2013)	213,840	0	8,085	0	0	21,450	9,186	252,560	0
6 DR. DAVID DUINN, VICE PRESIDENT	151,785	0	4,414	0	0	15,379	12,188	183,727	0
7 ANGELA D. KOSHEVA, LEGAL COUNSEL (TO 8/31/2014)	983,732	98,000	1,188	0	0	25,375	14,405	1,099,700	0
8	187,713	0	1,188	0	0	17,008	12,521	198,431	0
9									
10									
11									
12									
13									
14									
15									
16									

Schedule J (Form 990) 2013

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on Form 990 or 990-EZ or to provide any additional information

OMB No. 1545-0047

2013

Name of the Organization
UNIVERSITY OF LOUISVILLE RESEARCH FOUNDATION

on Number

Return Reference	Identifier	Explanation
	REPORTABLE COMPENSATION	AMOUNTS REPORTED ON PART VII AND ON SCHEDULE J INCLUDE ONLY COMPENSATION PAID BY ITS CONTROLLING PARENT. THE UNIVERSITY OF LOUISVILLE. THE REPORTED AMOUNTS DO NOT INCLUDE COMPENSATION PAID BY THE UNIVERSITY OF LOUISVILLE FOUNDATION, WHICH IS UNRELATED TO THE FILING ORGANIZATION FOR FORM 990 REPORTING PURPOSES
FORM 990, PART I, LINE 1	BRIEF MISSION	(CONTINUED FROM FORM 990, PART I, LINE 1) TO THE MISSIONS OF THE UNIVERSITY OF LOUISVILLE.
FORM 990, PART V, LINE 1A	FORM 1099	THE ORGANIZATION'S FORMS 1099 ARE FILED BY ITS COMMON PAY AGENT, THE UNIVERSITY OF LOUISVILLE
FORM 990, PART V, LINE 2A	FORMS W-2	THE ORGANIZATION HAS NO EMPLOYEES.
FORM 990, PART VI, SEC. A, LINE 1A	DELEGATE BROAD AUTHORITY TO A COMMITTEE	THE EXECUTIVE COMMITTEE CONSISTS OF THE CHAIRMAN, VICE CHAIRMAN, SECRETARY, TREASURER OF THE BOARD OF DIRECTORS, PRESIDENT, CHIEF BUSINESS OFFICER, CHIEF FINANCIAL OFFICER, CHIEF ACADEMIC OFFICER, AND CHIEF RESEARCH OFFICER OF THE UNIVERSITY OF LOUISVILLE IN THEIR CAPACITY AS DIRECTOR. THE PRESIDENT SERVES AS CHAIRMAN OF THE EXECUTIVE COMMITTEE. THE COMMITTEE ACTS FOR THE BOARD OF DIRECTORS IN THE INTERIM BETWEEN MEETINGS OF THE BOARD. AND WITH RESPECT TO THE ACCEPTANCE, ADMINISTRATION AND ACCOUNTING FOR GRANTS AND CONTRACTS IT IS NOT REQUIRED THAT ACTIONS OF THE EXECUTIVE COMMITTEE BE RATIFIED BY THE BOARD. EXCEPT AS STATED ABOVE, THE DELEGATION OF POWER AND AUTHORITY WHEN GIVEN BY THE BOARD OF DIRECTORS TO THE EXECUTIVE COMMITTEE SHALL BE COMPLETE. SUBJECT ONLY TO THE LIMITATIONS IMPOSED BY THE KENTUCKY REVISED STATUTES. POWERS OF THE COMMITTEE SHALL NOT EXTEND TO AMENDING, ALTERING OR REPEALING THE BYLAWS, ELECTING, APPOINTING OR REMOVING ANY MEMBER OF ANY SUCH COMMITTEE OR ANY DIRECTOR OR OFFICER OF THE CORPORATION, AMENDING THE ARTICLES OF INCORPORATION, RESTATING ARTICLES OF INCORPORATION, ADOPTING A PLAN OR MERGER OR ADOPTING A PLAN OF CONSOLIDATION WITH ANOTHER CORPORATION, AUTHORIZING THE SALE, LEASE, EXCHANGE OR MORTGAGE OF ALL OR SUBSTANTIALLY ALL OF THE PROPERTY AND ASSETS OF THE CORPORATION, AUTHORIZING THE VOLUNTARY DISSOLUTION OF THE CORPORATION OR REVOKING PROCEEDINGS THEREFOR, ADOPTING A PLAN FOR THE DISTRIBUTION OF THE ASSETS OF THE CORPORATION, OR AMENDING, ALTERING OR REPEALING ANY RESOLUTION OF THE BOARD OF DIRECTORS WHICH BY ITS TERMS PROVIDES THAT IT SHALL NOT BE AMENDED, ALTERED OR REPEALED BY SUCH COMMITTEE.
FORM 990, PART VI, SEC. B, LINE 11B	REVIEW OF FORM 990 BY GOVERNING BODY	UNIVERSITY OF LOUISVILLE FINANCE PERSONNEL AND AN OUTSIDE FIRM PREPARED THE RETURN. A COPY OF THE RETURN WAS PROVIDED TO ALL BOARD MEMBERS FOR REVIEW PRIOR TO FILING.
FORM 990, PART VI, SEC. B, LINE 12C	CONFLICT OF INTEREST POLICY	IF AN ITEM IS PRESENTED TO THE BOARD OF DIRECTORS (OR ANY OTHER POLICY BOARD) FOR ACTION, E.G., PURCHASE OF PROPERTY, MERGING WITH ANOTHER ENTITY, BUYING SERVICES, ETC., THE BOARD MEMBER WILL DISCLOSE HIS OR HER POSSIBLE CONFLICT OF INTEREST AND MUST RECUSE HIMSELF OR HERSELF FROM VOTING. THE BOARD MEMBER ALSO AVOIDS PARTICIPATING IN ANY DECISION OR ADVOCATING FOR ANY DECISION OF THE BOARD. IN SOME CIRCUMSTANCES, E.G., WHEN THE CONFLICT OF THE BOARD MEMBER PLACES THE BOARD MEMBER IN COMPETITION WITH THE UNIVERSITY, THE BOARD MEMBER WILL LEAVE THE BOARD MEETING DURING DISCUSSION OR UPDATE ON THE ACTION. BEFORE ANY MEETING OF THE VARIOUS BOARDS, AN AGENDA IS CIRCULATED TO EACH MEMBER OR DIRECTOR WITH DESCRIPTIONS OF THE ACTION ITEMS. THIS ALLOWS SUFFICIENT TIME FOR ANY BOARD MEMBER OR DIRECTOR TO ALERT THE BOARD ABOUT A POTENTIAL CONFLICT OF INTEREST. PAST PRACTICE INCLUDES WRITTEN DISCLOSURE BY THE BOARD MEMBER OUTLINING: (1) THAT A CONFLICT OF INTEREST MAY EXIST; (2) THE NATURE AND EXTENT OF THE CONFLICT; AND (3) THE DESCRIPTION AND POTENTIAL BENEFIT, DIRECT OR INDIRECT, TO THE MEMBER OF THE BOARD. THIS INFORMATION WILL BE SUPPLIED TO LEGAL COUNSEL AND THE ENTIRE BOARD AHEAD OF THE MEETING, AND A COPY OF THE INFORMATION WILL BE MAINTAINED IN THE BOARD MEMBER'S FILE.
FORM 990, PART VI, LINE 15	PROCESS FOR DETERMINING COMPENSATION	THE ORGANIZATION HAS NO EMPLOYEES. THUS LINES 15(A) AND 15(B) OF PART VI HAVE BEEN MARKED "NO."
FORM 990, PART VI, SEC. C, LINE 19	REQUIRED DOCUMENTS AVAILABLE TO THE PUBLIC	AS A MATTER OF PRACTICE, THE ORGANIZATION ADHERES TO THE CONFLICT OF INTEREST POLICY, NON-RETALIATION POLICY, AND DOCUMENT INTEGRITY POLICY OF THE UNIVERSITY OF LOUISVILLE. COPIES OF THESE POLICIES ARE AVAILABLE AT LOUISVILLE.EDU OR UPON REQUEST. COPIES OF THE ORGANIZATION'S AUDITED FINANCIAL STATEMENTS ARE ALSO AVAILABLE AT LOUISVILLE.EDU
	PRIOR PERIOD ADJUSTMENT	THE ORGANIZATION'S AUDITED FINANCIAL STATEMENTS FOR JUNE 30, 2013, WERE RESTATED TO PROPERLY REFLECT AMOUNTS RECEIVABLE FROM THIRD PARTIES NOT PREVIOUSLY INCLUDED IN REVENUE. THE NET EFFECT OF THIS MISSTATEMENT RESULTED IN AN INCREASE

Return Reference	Identifier	Explanation				
		OF \$8.1 MILLION IN UNRESTRICTED NET POSITION AS OF JULY 1, 2012, AND AN INCREASE IN THE DECREASE IN NET POSITION OF \$1.8 MILLION FOR THE YEAR ENDED JUNE 30, 2013, FOR A NET INCREASE IN UNRESTRICTED NET POSITION OF \$6.2 MILLION AS OF JUNE 30, 2013.				
FORM 990, PART IX, LINE 11G	OTHER EXPENSES	(a) Description	(b) Total Expenses	(c) Program Service Expenses	(d) Management and General Expenses	(e) Fundraising Expenses
		UNIVERSITY OF LOUISVILLE SALARY AND BENEFIT ALLOCATIONS	230,974,594	222,350,280	8,624,334	
		RESEARCH SUBCONTRACTING	9,090,405	9,090,405		
		CONTRACTUAL	21,197,943	3,387,886	17,809,957	
		OTHER CONSULTING AND SERVICES	11,617,555	9,628,288	1,989,267	

**SCHEDULE R
(Form 990)**

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.
▶ Attach to Form 990. ▶ See separate instructions.
▶ Information about Schedule R (Form 990) and its instructions is at www.irs.gov/form990.

Department of the Treasury
Internal Revenue Service

OMB No. 1545-0047

2013

Open to Public Inspection

Name of the organization

UNIVERSITY OF LOUISVILLE RESEARCH FOUNDATION

Employer identification number

Part I Identification of Disregarded Entities Complete if the organization answered "Yes" on Form 990, Part IV, line 33.

(1) Name, address, and EIN (if applicable) of disregarded entity	(2) Primary activity	(3) Legal domicile (state or foreign country)	(4) Total income	(5) End-of-year assets	(6) Direct controlling entity
(1) _____					
(2) _____					
(3) _____					
(4) _____					
(5) _____					
(6) _____					

Part II Identification of Related Tax-Exempt Organizations Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.

(1) Name, address, and EIN of related organization	(2) Primary activity	(3) Legal domicile (state or foreign country)	(4) Exempt Code section	(5) Public charity status (if section 501(c)(3))	(6) Direct controlling entity	(7) Section 512(b)(13) controlled entity?
(1) UNIVERSITY OF LOUISVILLE (61-1014882) UNIVERSITY OF LOUISVILLE, LOUISVILLE, KY 40292	EDUCATION	KY	501(C)(1)		N/A	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
(2) UNIVERSITY OF LOUISVILLE ATHLETIC ASSOCIATION, INC (31-1108841) UNIVERSITY OF LOUISVILLE, LOUISVILLE, KY 40292	EDUCATION	KY	501(C)(3)	11 TYPE 1		Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
(3) UNIVERSITY OF LOUISVILLE MEDICAL SCHOOL FUND, INC (61-0888729) UNIVERSITY OF LOUISVILLE, LOUISVILLE, KY 40292	EDUCATION	KY	501(C)(3)	11 TYPE 1		Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
(4) UNIVERSITY PHYSICIANS GROUP, INC (61-1346817) 323 EAST CHESTNUT STREET, LOUISVILLE, KY 40202-1823	MEDICAL CARE	KY	501(C)(3)	9		Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
(5) UNIVERSITY OF LOUISVILLE MEDICAL SCHOOL PRACTICE ASSOC. (61-1250153) 550 SOUTH JACKSON STREET, LOUISVILLE, KY 40202	MEDICAL CARE	KY	501(C)(3)	7		Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
(6) _____						
(7) _____						

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Cat No. 50135Y

Schedule R (Form 990) 2013

Part III Identification of Related Organizations Taxable as a Partnership Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of- year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1)												
(2)												
(3)												
(4)												
(5)												
(6)												
(7)												

Part IV Identification of Related Organizations Taxable as a Corporation or Trust Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity?	
								Yes	No
(1)									
(2)									
(3)									
(4)									
(5)									
(6)									
(7)									

Schedule R (Form 990) 2013

Part IV Transactions With Related Organizations Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35b, or 36.

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

1 During this tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

	Yes	No
a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity	<input type="checkbox"/>	<input checked="" type="checkbox"/>
b Gift, grant, or capital contribution to related organization(s)	<input type="checkbox"/>	<input checked="" type="checkbox"/>
c Gift, grant, or capital contribution from related organization(s)	<input type="checkbox"/>	<input checked="" type="checkbox"/>
d Loans or loan guarantees to or for related organization(s)	<input type="checkbox"/>	<input checked="" type="checkbox"/>
e Loans or loan guarantees by related organization(s)	<input type="checkbox"/>	<input checked="" type="checkbox"/>
f Dividends from related organization(s)	<input type="checkbox"/>	<input checked="" type="checkbox"/>
g Sale of assets to related organization(s)	<input type="checkbox"/>	<input checked="" type="checkbox"/>
h Purchase of assets from related organization(s)	<input type="checkbox"/>	<input checked="" type="checkbox"/>
i Exchange of assets with related organization(s)	<input type="checkbox"/>	<input checked="" type="checkbox"/>
j Lease of facilities, equipment, or other assets to related organization(s)	<input type="checkbox"/>	<input checked="" type="checkbox"/>
k Lease of facilities, equipment, or other assets from related organization(s)	<input type="checkbox"/>	<input checked="" type="checkbox"/>
l Performance of services or membership or fundraising solicitations for related organization(s)	<input type="checkbox"/>	<input checked="" type="checkbox"/>
m Performance of services or membership or fundraising solicitations by related organization(s)	<input type="checkbox"/>	<input checked="" type="checkbox"/>
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	<input type="checkbox"/>	<input checked="" type="checkbox"/>
o Sharing of paid employees with related organization(s)	<input type="checkbox"/>	<input checked="" type="checkbox"/>
p Reimbursement paid to related organization(s) for expenses	<input type="checkbox"/>	<input checked="" type="checkbox"/>
q Reimbursement paid by related organization(s) for expenses	<input type="checkbox"/>	<input checked="" type="checkbox"/>
r Other transfer of cash or property to related organization(s)	<input type="checkbox"/>	<input checked="" type="checkbox"/>
s Other transfer of cash or property from related organization(s)	<input type="checkbox"/>	<input checked="" type="checkbox"/>

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

	(a) Name of related organization	(b) Transaction type (a-e)	(c) Amount involved	(d) Method of determining amount involved
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				

Schedule R (Form 990) 2013

Part VI Unrelated Organizations Taxable as a Partnership Complete if the organization answered "Yes" on Form 990, Part IV, line 37.

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

(1) Name, address, and EIN of entity	(2) Primary activity	(3) Legal domicile (state or foreign country)	(4) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(5) As all partners action 511(b)(3) organization?		(6) Share of total income	(7) Share of end-of-year assets	(8) Disproportionate allocations?		(9) Code V-UBI amount in box 20 of Schedule K-1 (Form 990)	(10) General or managing partner?		(11) Percentage ownership
				Yes	No			Yes	No		Yes	No	
(1)													
(2)													
(3)													
(4)													
(5)													
(6)													
(7)													
(8)													
(9)													
(10)													
(11)													
(12)													
(13)													
(14)													
(15)													
(16)													

Schedule R (Form 990) 2013

**UNIVERSITY OF LOUISVILLE
RESEARCH FOUNDATION, INC.**

A Component Unit of the University of Louisville

**Auditor's Report and Financial Statements
June 30, 2015 and 2014**

UNIVERSITY OF LOUISVILLE RESEARCH FOUNDATION, INC.

A Component Unit of the University of Louisville

Table of Contents:

	Page
Independent Auditor's Report	1
Management's Discussion and Analysis (Unaudited).....	3
Statements of Net Position.....	13
Statements of Revenues, Expenses and Changes in Net Position.....	14
Statements of Cash Flows.....	15
Notes to Financial Statements.....	16
Required Supplementary Information	30

INDEPENDENT AUDITOR'S REPORT

Board of Directors
University of Louisville Research Foundation, Inc.
Louisville, Kentucky

Report on the Financial Statements

We have audited the accompanying financial statements of University of Louisville Research Foundation, Inc. (Research Foundation), a component unit of the University of Louisville, as of and for the years ended June 30, 2015, and the related notes to the financial statements, which collectively comprise the Research 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 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 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 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 auditor's 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 entity'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 entity'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 Research Foundation, as of June 30, 2015, and the changes in its financial position and its cash flows thereof for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matters

The financial statements of the Research Foundation as of June 30, 2014, were audited by other auditors whose report dated September 29, 2014, expressed an unmodified opinion on those statements.

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the Management's Discussion and Analysis on pages 3 through 12, and the Schedule of Funding Progress on page 28, to be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by 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.

Crowe Horwath LLP
Crowe Horwath LLP

Louisville, Kentucky
October 26, 2015

UNIVERSITY OF LOUISVILLE RESEARCH FOUNDATION, INC.

A Component Unit of the University of Louisville

Management's Discussion and Analysis (Unaudited)

Introduction

The following discussion and analysis provides an overview of the financial position and activities of the University of Louisville Research Foundation, Inc. (Research Foundation) for the years ended June 30, 2015, 2014, and 2013. This discussion has been prepared by management and should be read in conjunction with the financial statements and the notes thereto, which follow this section.

The Research Foundation is a non-profit corporation affiliated with the University of Louisville (University), a state-supported metropolitan research university located in Kentucky's largest city. The Research Foundation was established in 1989 for the purpose of promoting and supporting research projects, investigations, and other activities relating to the educational, scientific, literary, artistic, health care and public service missions of the University.

The University's strategic plan guides the Research Foundation's program. The Research Foundation accepts funding for research, training and service from extramural sources and has progressed steadily towards the goals established by the Kentucky Council on Postsecondary Education. During the fiscal year ended June 30, 2015, total awards were \$136.9 million, an increase of \$27.7 million or 25%, as compared to fiscal year 2014. This increase is partially attributed to new federal grant funding. Some of the funding highlights include:

- \$7.3 million Kosair Charities Pediatric Neurosurgery gift to support rehabilitation of children who have suffered spinal cord injuries
- \$4.1 million from the Kentucky Council on Postsecondary Education – Tobacco Tax Funding-and Cancer Research Institute
- \$4.0 million from the National Institutes of Health (NIH) for Kentucky IDeA Networks of Biomedical Research Excellence
- \$3.9 million from Kentucky Council on Postsecondary Education for Kentucky Lung Cancer Research Program FY 15/16 Funding

The Research Foundation faculty continued to receive national recognition. A professor from the U of L Diabetes and Obesity Center chaired a 10-member American Heart Association panel of experts in formulating the association's first ever policy statement on e-cigarettes. The statement was published in the journal *Circulation*.

Financial Highlights

- The Research Foundation's financial position remains strong at June 30, 2015, with total assets of \$112.8 million and liabilities of \$40.0 million as compared to June 30, 2014 at \$121.3 million of total assets and \$43.5 million of liabilities. Net position, which represent the residual interest in the Research Foundation's assets after liabilities are deducted, was \$72.8 million and \$77.8 million for the years ended June 30, 2015 and 2014, respectively.
- The Research Foundation's total liabilities of \$40.0 million contain grant advances. Grant advances represent the unearned portion of grants and sponsored programs and comprise \$7.9 million or 20% of total liabilities.

- Operating revenues amounted to \$337.1 million and \$325.7 million and operating expenditures were \$396.6 million and \$369.1 million resulting in a net operating loss of \$59.5 million and \$43.4 million for the years ended June 30, 2015 and 2014, respectively. When adjusted for net nonoperating revenues of \$54.4 million and \$27.4 million, net position of the Research Foundation decreased by \$5.1 million and \$16.0 million for the years ended June 30, 2015, and 2014, respectively.

Using the Financial Statements

The Research Foundation's financial report includes three financial statements: the Statement of Net Position; the Statement of Revenues, Expenses and Changes in Net Position; and the Statement of Cash Flows. These financial statements are prepared in accordance with Government Accounting Standards Board (GASB) principles. The Research Foundation is presented here as a single entity and is also included in the financial statements of the University.

GASB Statement No. 35, *Basic Financial Statements - and Management's Discussion and Analysis - for Public Colleges and Universities*, requires the Research Foundation to present a classified Statement of Net Position and Statement of Revenues, Expenses and Changes in Net Position. Significant presentations under GASB Statement No. 35 with respect to the Research Foundation financial statements are as follows:

- Revenues and expenses are categorized as either operating or nonoperating. Certain revenues, including state appropriations, gifts, Pell and similar nonexchange grants, and investment income (loss) are considered nonoperating, as defined by GASB Statement No. 35. The Research Foundation's nonoperating revenues consist mainly of \$43.3 million and \$41.7 million in nonexchange grants and contract revenue for the years ended June 30, 2015 and 2014, respectively. These revenues relate to nonexchange transactions in which the Research Foundation is the beneficiary.
- Unexpended cash advances received for grants and sponsored programs are recorded as grant advances rather than as income when received. Such grant advances totaled \$7.9 million and \$10.3 million as of June 30, 2015 and 2014, respectively.
- Capital assets are depreciated and reported net of accumulated depreciation. The Research Foundation's capital assets as of June 30, 2015 and 2014 consist primarily of buildings, equipment and library materials with a net position value of \$70.1 million and \$74.4 million, respectively.

Statements of Net Position

The statements of net position present the financial position of the Research Foundation at the end of the fiscal year and include all assets and liabilities. Net position represents the difference between total assets and total liabilities and provides a snapshot of the current financial condition of the Research Foundation at the end of a fiscal year. The change in net position indicates whether the overall financial condition has improved or worsened during the year. Assets and liabilities are generally measured using current values. Capital assets are stated at historical cost less accumulated depreciation.

A condensed version of the Research Foundation's assets, liabilities and net position at June 30, 2015, 2014, and 2013 is summarized on the following page:

Condensed Statements of Net Position
June 30, 2015, 2014, and 2013
(In Thousands)

	<u>2015</u>	<u>2014</u>	<u>2013</u>	<u>2015 - 2014</u> <u>Change</u>	<u>2014 - 2013</u> <u>Change</u>
ASSETS					
Current assets	\$ 41,899	\$ 46,347	\$ 51,330	\$ (4,448)	\$ (4,983)
Capital assets	70,132	74,365	72,405	(4,233)	1,960
Other noncurrent assets	735	617	1,161	118	(544)
Total assets	<u>112,766</u>	<u>121,329</u>	<u>124,896</u>	<u>(8,563)</u>	<u>(3,567)</u>
LIABILITIES					
Current liabilities	28,926	34,657	23,098	(5,731)	11,559
Noncurrent liabilities	11,120	8,889	7,979	2,231	910
Total liabilities	<u>40,046</u>	<u>43,546</u>	<u>31,077</u>	<u>(3,500)</u>	<u>12,469</u>
NET POSITION					
Net investment in capital assets	70,132	74,365	72,405	(4,233)	1,960
Restricted - expendable	7,490	1,689	4,387	5,801	(2,698)
Unrestricted	(4,902)	1,729	17,027	(6,631)	(15,298)
Total net position	<u>\$ 72,720</u>	<u>\$ 77,783</u>	<u>\$ 93,819</u>	<u>\$ (5,063)</u>	<u>\$ (16,036)</u>

Assets

A review of the Research Foundation's statement of net position at June 30, 2015 indicates that the Research Foundation is highly liquid with only \$11.1 million in long-term liabilities. Of the \$41.9 million in current assets, \$41.1 million, or 98%, consists of accounts receivable that are to be collected within the next year.

Noncurrent assets consist mainly of \$70.1 million of capital assets, which decreased due to additional capital assets of \$4.2 million offset by \$8.5 million in depreciation and \$0.4 million disposals.

Liabilities

The Research Foundation's current liabilities consist mainly of \$7.9 million of unexpended cash advances for sponsored research activities, a decrease of \$2.4 million compared to June 30, 2014. The Research Foundation is required to set up a liability when awards are paid in advance, as they are responsible for paying back any unused funds to the sponsor. Decrease is due to fewer cash advances from the expiration of grants. The remaining \$21.1 million of current liabilities relates to trade accounts payable and other accrued liabilities and amounts due to the University. The Research Foundation's allocated portion of other post-employment benefits totals \$12.9 million, with the \$1.8 million current portion included in accounts payable and accrued expenses and the remainder shown as other long-term liabilities.

Net Position

Net position represents the residual interest in the Research Foundation's assets after liabilities are deducted. The Research Foundation's net position at June 30, 2015 and 2014 was \$72.8 million and \$77.8 million, respectively. They are summarized into the three major categories in accordance with GASB Statement No. 35 and GASB Statement No. 63 reporting requirements as follows:

Net investment in capital assets - \$70.1 million

The Research Foundation's net investments in capital assets represents construction in progress, buildings, equipment and depreciable library materials, net of accumulated depreciation. There is no debt attributable to the acquisition, construction or improvement of those assets. Capital assets decreased by \$4.2 million from 2014. This decrease reflects the addition of \$4.2 million in capital assets, offset by \$8.4 million of depreciation and \$0.4 million of disposals.

Restricted expendable net position - \$7.5 million

Restricted expendable net position represents funds primarily from fixed payment contracts that are subject to externally imposed restrictions governing their use. Net position results from the excess of contract revenues over expenses incurred through June 30, 2015. The amounts remain restricted until the contract is completed.

Restricted expendable net position increased \$5.8 million, or 77%. The overall increase is due mainly to an increase in state and nongovernmental grants.

Unrestricted net position - \$(4.9) million

Unrestricted net position results primarily from net operating income derived from clinical services and fixed contract revenues less actual expenses. The \$(6.6) decrease is a reflection of the operating loss in fiscal year 2015.

Fiscal Year 2014

The Research Foundation's financial position as of the fiscal year ended June 30, 2014 shows a decrease in assets and an increase in liabilities with an overall decrease in net position. Assets decreased during the fiscal year ended June 30, 2014 by \$3.5 million, or 3%, as compared to the fiscal year ended June 30, 2013. This decrease was due mainly to the \$22.0 million decrease in cash and cash equivalents related to decreased grant and clinical revenue. A portion of the cash decrease was offset by a \$16.9 million increase in accounts receivable. The increase in liabilities mainly resulted from the increase in accounts payable, which increased \$2.8 million and Due to University, which increased \$9.0 million from the fiscal year ended June 30, 2013.

Net position decreased \$16.0 million, or 17%, compared to net position at June 30, 2014 due mainly to the \$15.3 million decrease in unrestricted net position.

Statements of Revenues, Expenses and Changes in Net Position

The statements of revenues, expenses and changes in net position present the Research Foundation's results of operations. A condensed version of the Research Foundation's revenues, expenses and changes in net position for the years ended June 30, 2015, 2014, and 2013 is shown on the following page:

Condensed Statements of Revenues, Expenses and Changes in Net Position
Years ended June 30, 2015, 2014, and 2013
(In Thousands)

	2015	2014	2013	2015 - 2014 Change	2014 - 2013 Change
OPERATING REVENUES					
Clinical services	\$ 222,406	\$ 205,879	\$ 173,880	\$ 16,527	\$ 31,999
Grants and contracts	89,943	91,405	92,474	(1,462)	(1,069)
Facilities and administrative cost recoveries	22,596	21,965	24,011	631	(2,046)
Other operating revenues	2,140	6,419	2,549	(4,279)	3,870
Total operating revenues	<u>337,085</u>	<u>325,668</u>	<u>292,914</u>	<u>11,417</u>	<u>32,754</u>
OPERATING EXPENSES					
Depreciation	8,470	9,205	9,481	(735)	(276)
Other operating expenses	388,099	359,890	351,874	28,209	8,016
Total operating expenses	<u>396,569</u>	<u>369,095</u>	<u>361,355</u>	<u>27,474</u>	<u>7,740</u>
Operating loss	<u>(59,484)</u>	<u>(43,427)</u>	<u>(68,441)</u>	<u>(16,057)</u>	<u>25,014</u>
NONOPERATING REVENUES (EXPENSES)					
Nonexchange grants and contracts	43,314	41,706	39,770	1,608	1,936
Contributions to related entities	(8,219)	(14,349)	(10,893)	6,130	(3,456)
Other nonoperating revenues	19,326	34	16,465	19,292	(16,431)
Total nonoperating revenues	<u>54,421</u>	<u>27,391</u>	<u>45,342</u>	<u>27,030</u>	<u>(17,951)</u>
Decrease in net position	<u>(5,063)</u>	<u>(16,036)</u>	<u>(23,099)</u>	<u>10,973</u>	<u>7,063</u>
NET POSITION					
Net position, beginning of year	77,783	93,819	116,918	(16,036)	(23,099)
Net position, end of year	<u>\$ 72,720</u>	<u>\$ 77,783</u>	<u>\$ 93,819</u>	<u>\$ (5,063)</u>	<u>\$ (16,036)</u>

Operating Revenues

The Research Foundation recognized \$337.1 million in operating revenues for the year ended June 30, 2015. This represents a 4% increase in revenues from the \$325.7 million reported for the year ended June 30, 2014.

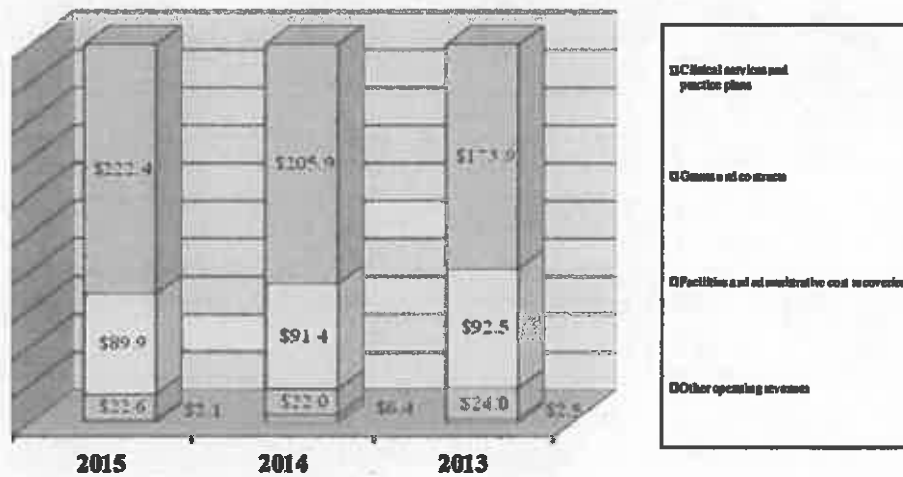
Revenues from clinical services were \$222.4 million for the year ended June 30, 2015. This is an increase of approximately \$16.5 million, or 8%, compared to \$205.9 million in similar revenues reported for the year ended June 30, 2014. Clinical service and practice plan revenue increased by \$24.5 million or 11%, including \$10.0 million increase in Medicaid related patient and intergovernmental transfers. Revenue from the academic affiliation agreement with KentuckyOne Health increased \$10.6 million for academic program support.

Revenues from grants and contracts were \$89.9 million for the year ended June 30, 2015 as compared to \$91.4 million in revenues reported in the previous year. This includes decreases of \$5.9 million in federal grants and contracts. The decrease was partially offset by a combined \$4.5 million increase in state and local grants and nongovernmental grants and contracts for the year ended June 30, 2015, as compared to the previous year.

Revenue from facilities and administrative cost recoveries were \$22.6 million and \$22.0 million for the years ended June 30, 2015 and 2014, respectively. The Research Foundation, compensates the University for a portion of the cost recoveries in support of expenditures. For the years ended June 30, 2015 and 2014, approximately \$9.0 million and \$9.5 million, respectively, were transferred to the University for this purpose.

The following is a graphic illustration of the Research Foundation's operating revenues by major source for the years ended June 30, 2015, 2014, and 2013 (in millions).

**Operating Revenues
Years Ended June 30, 2015, 2014, and 2013**

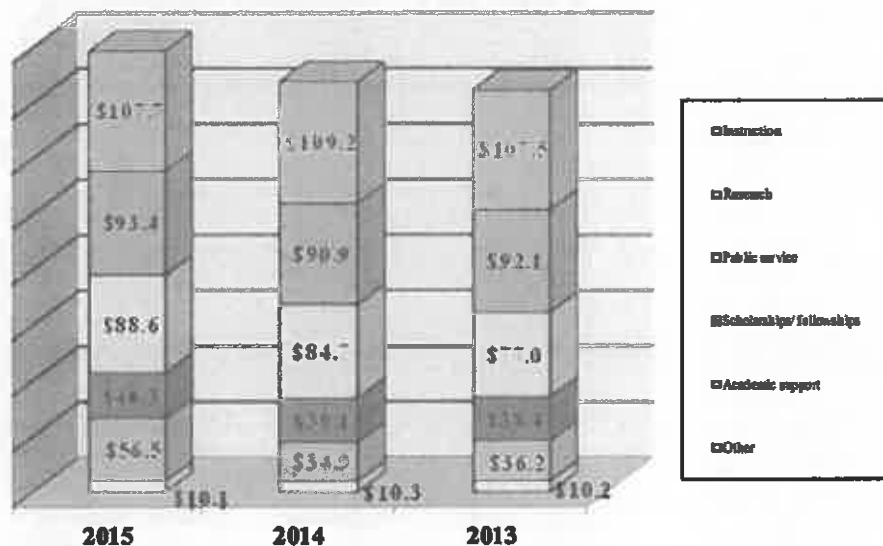


Operating Expenses by Functional and Natural Class

Total operating expenses were \$396.6 million and \$369.1 million for the fiscal years ended June 30, 2015 and 2014, respectively. The primary reason for the increase of \$27.5 million, or 7%, is an increase in academic support expenses related to increased contractual expense and additional operational costs associated with the increased number of Medicaid patients.

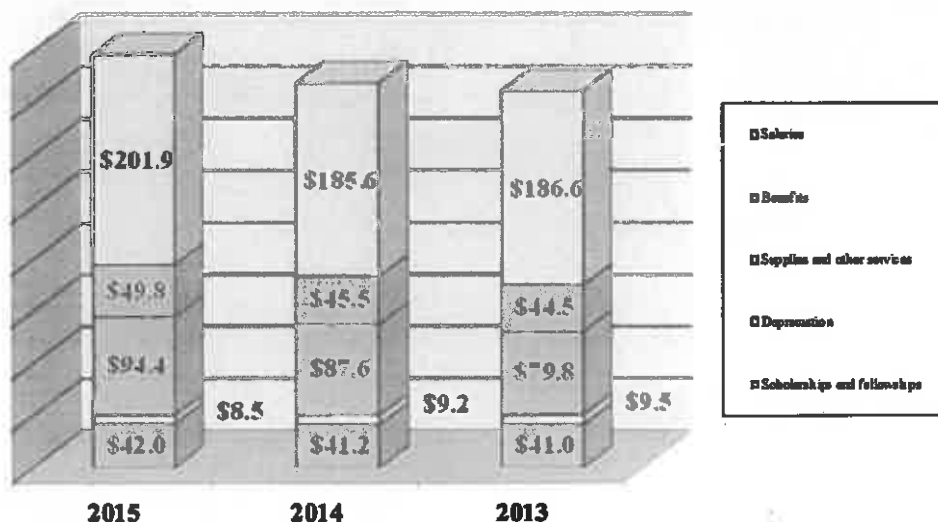
The following is a graphic illustration of total operating expenses by function for the years ended June 30, 2015, 2014 and 2013 (in millions):

Operating Expenses by Functional Classification
Years ended June 30, 2015, 2014, and 2013



The following is a graphic illustration of total operating expenses by natural classification for the years ended June 30, 2015, 2014 and 2013 (in millions):

Operating Expenses by Natural Classification
Years ended June 30, 2015, 2014, and 2013



Nonoperating Revenues (Expenses)

The Research Foundation's total nonoperating revenues of \$54.4 million for fiscal year ended June 30, 2015, was mostly comprised of nonexchange grants and contract revenues of \$43.3 million and transfer expenses of \$8.2 million. Included in the transfers total was a \$9.0 million transfer to the University, related to the facilities and administrative revenue, for administrative expenses incurred for sponsored research. Total nonoperating revenues increased by \$20.9 million as compared to fiscal year ended June 30, 2014. The increase is due primarily to the \$8.6 million gift from the University Physicians Group and the \$8.8 million from the Pediatric Endowment Fund.

Fiscal Year 2014

For the year ended June 30, 2014, Research Foundation reported \$325.7 million in operating revenues, an increase of 11% compared to the \$292.9 million reported for the year ended June 30, 2013.

Revenues from clinical services were \$205.9 million for fiscal year 2014, an increase of 18% from the fiscal year ended June 30, 2013. The increase in revenues was due mainly from increased clinical operations of \$26.0 million primarily related to the increased number of Medicaid patients served. Additionally, affiliation revenues with hospitals increased \$11.3 million.

Revenue from facilities and administrative cost recoveries were \$22.0 million and \$24.0 million for the years ended June 30, 2014 and 2013, respectively. The Research Foundation transferred to the University, approximately \$9.5 million and \$10.5 million during the years ended June 30, 2014 and 2013, respectively, in recognition of indirect support provided by the University.

Total operating expenses were \$369.1 million and \$361.4 million for the fiscal years ended June 30, 2014 and 2013, respectively. The increase of \$7.7 million, or 2%, was an increase in public service expenses related to increased bad debt expense and additional operational costs associated with the increased number of Medicaid patients.

Statements of Cash Flows

The statements of cash flows provide information about the Research Foundation's cash position by reporting the sources and uses of cash during the year. Cash inflows and outflows are categorized as operating, noncapital financing, capital financing and investing activities.

Condensed statements of the Research Foundation's cash flows for the years ended June 30, 2015, 2014, and 2013, are summarized on the following page:

Condensed Statements of Cash Flows
Years ended June 30, 2015, 2014, and 2013
(In Thousands)

	2015	2014	2013	2015 - 2014 Change	2014 - 2013 Change
Cash (used)/provided by:					
Operating activities	\$ (47,088)	\$ (47,977)	\$ (52,859)	\$ 889	\$ 4,882
Noncapital and related financing activities	50,527	37,374	40,194	13,153	(2,820)
Capital financing activities	(4,247)	(11,359)	(4,412)	7,112	(6,947)
Investing activities	808	-	-	808	-
Net decrease in cash	-	(21,962)	(17,077)	21,962	(4,885)
Cash and cash equivalents, beginning of year	-	21,962	39,039	(21,962)	(17,077)
Cash and cash equivalents, end of year	\$ -	\$ -	\$ 21,962	\$ -	\$ (21,962)

Operating Activities

The Research Foundation's operating activities used approximately \$47.1 million of cash during the fiscal year ended June 30, 2015, representing a decrease of \$0.9 million compared to the prior year. While cash received from clinical services increased \$34.6 million it was largely offset by an increase of \$30.0 million of cash outflows from operations during the fiscal year ended June 30, 2015.

Other Activities

The \$50.5 million cash provided by noncapital and related financing activities relates mainly to the \$43.3 million provided by nonexchange grants and contracts. It also includes the Research Foundation's transfer of \$8.2 million to the University as reimbursement for indirect charges to support the use of buildings and labs. In total, cash provided by noncapital and related financing activities increased \$13.2 million from the fiscal year ended June 30, 2014, due in part to the receipt of \$9.7 million due to the grant from UPG to the Research Foundation. UPG had an investment in KMRRRG, a captive insurance, and withdrew from the captive during the year, in which an approximately \$8.9 million return of investment

Cash used for capital financing activities decreased \$7.1 million to \$4.2 million during the fiscal year ended June 30, 2015, due to a decrease in capital assets purchased.

Fiscal Year 2014

The Research Foundation operating activities used approximately \$48.0 million of cash during the fiscal year ended June 30, 2014, representing a decrease of \$4.9 million compared to the prior year. While cash received from clinical services increased \$15.7 million it was offset by a decrease of \$9.9 million of cash received from grants and contracts and facilities and administrative cost recoveries. Cash outflows from operations during the fiscal year ended June 30, 2014 increased due largely to expenses related to payments to suppliers, which increased \$7.3 million, as compared to the fiscal year ended June 30, 2013, due in part to additional costs associated with increased number of patients..

The \$37.4 million cash provided by noncapital and related financing activities relates mainly to the \$42.7 million provided by nonexchange grants and contracts. It also includes the Research Foundation's transfer of \$14.3 million to the University as reimbursement for indirect charges to support the use of buildings and labs. In total, cash provided by noncapital and related financing activities decreased \$2.8 million from the fiscal year ended June 30, 2013, due in part to the receipt of \$11.6 million of refunds of the employer portion of FICA tax paid for medical residents that occurred in 2013 but not in

2014, offset by the funds received from the University to maintain the deficit cash balance. Cash used for capital financing activities increased \$6.9 million to \$11.4 million during the fiscal year ended June 30, 2014, due to an increase in the amount of capital assets purchased.

Economic Factors that May Affect the Future

As mandated by House Bill 1 of the 1997 General Assembly, the University is to become a nationally recognized metropolitan research university by 2020. The first important step towards achieving that mandate was the Fall 2008 introduction of the 2020 Plan. The 2020 Plan is the strategic blueprint for the University to achieve House Bill 1's mandate. This plan was drafted after the Board of Trustees empowered President James Ramsey to aggressively move ahead towards the next level in the University's pursuit of excellence.

The University has faced many fiscal challenges that have impacted campus operations both prior to, and subsequent to, The 2020 Plan's introduction. The national recession of 2007 to 2009 has exacerbated the decline in state general fund support. State appropriations in constant dollars have decreased each year from the beginning of the recession in fiscal year 2008 through the current fiscal year 2015 budget. The constant dollar decrease for this period is 26.4%, over one-quarter of fiscal year 2008 levels. The effect on constant dollar State Appropriation per Full-Time Equivalent (FTE) student has been even more dramatic during this period—a decrease of 33.3%.

The 2014-16 biennial budget passed by the 2014 General Assembly in April 2014 reflected a net 1.5% reduction, or \$2.1 million, in state support for the University in fiscal year 2015. The fiscal year 2016 budget is flat lined from fiscal year 2015. The reduced state funding continues to impact daily operations. The University has not received maintenance and operation funding for new buildings in several years.

The budgetary decisions that support and shape the fiscal year 2016 budget reflect the current and foreseeable economic realities facing public higher education institutions in general and the University in particular.

Due to the changing landscape of higher education across the United States, the University has embarked on a consultative process aimed at re-shaping and re-engineering the financial and physical landscape of the University. The "21st Century Initiative" led by the University Provost is a broad-based, campus-wide initiative to position the University to not only meet the 2020 Plan goals, but also to address ways of better serving students and the community in the future.

Again this year, the annual budget focused on the University's "Upward Trajectory". Despite fourteen budget cuts in fifteen years, the lack of maintenance and operations funding, and the dramatic shift in public policy that has, and continues to direct funding away from higher education, the University has made tremendous progress in meeting its 2020 goals. The President outlined the University's successes across a myriad of key academic, research, and public service metrics noting, "it's not just about the numbers, it's about the people." These successes—the result of hard work by the University's faculty, staff and students—has the University well positioned to meet House Bill 1's aggressive mandate to become a premier metropolitan research university.

This financial report is designed to provide a general overview of the Research Foundation's finances and to show the Research Foundation's accountability for the money it receives. Questions about this report and requests for additional financial information should be directed to the Controller, University of Louisville, Louisville, KY 40292.

University of Louisville Research Foundation, Inc.
A Component Unit of the University of Louisville
Statements of Net Position
As of June 30, 2015 and 2014
(In Thousands)

	<u>2015</u>	<u>2014</u>
ASSETS		
Current Assets:		
Accounts receivable, net	\$ 41,088	45,457
Inventories	374	354
Other assets	437	536
Total current assets	<u>41,899</u>	<u>46,347</u>
Noncurrent Assets:		
Accounts receivable, net	733	615
Other long-term assets	2	2
Capital assets, net	70,132	74,365
Total noncurrent assets	<u>70,867</u>	<u>74,982</u>
Total assets	<u>112,766</u>	<u>121,329</u>
LIABILITIES		
Current Liabilities:		
Accounts payable and accrued liabilities	15,131	15,366
Due to University of Louisville	5,938	9,023
Grant advances	7,857	10,268
Total current liabilities	<u>28,926</u>	<u>34,657</u>
Noncurrent Liabilities:		
Other long-term liabilities	11,120	8,889
Total noncurrent liabilities	<u>11,120</u>	<u>8,889</u>
Total liabilities	<u>40,046</u>	<u>43,546</u>
NET POSITION		
Net investment in capital assets	70,132	74,365
Restricted - expendable for:		
Research	5,320	418
Instruction	308	391
Public service	1,760	753
Scholarships and fellowships	96	121
Academic support	6	6
Unrestricted	(4,902)	1,729
Total net position	<u>\$ 72,720</u>	<u>\$ 77,783</u>

See notes to the financial statements

University of Louisville Research Foundation, Inc.
A Component Unit of the University of Louisville
Statements of Revenues, Expenses and Changes in Net Position
For the Years Ended June 30, 2015 and 2014
(In Thousands)

	<u>2015</u>	<u>2014</u>
OPERATING REVENUES		
Clinical services, net of contractual allowances of \$83,594 in 2015 and \$106,913 in 2014	\$ 222,406	\$ 205,879
Federal grants and contracts	64,447	70,375
State and local grants and contracts	11,334	8,740
Nongovernmental grants and contracts	14,162	12,290
Other operating revenue	2,140	6,419
Facilities and administrative cost recoveries	22,596	21,965
Total operating revenues	<u>337,085</u>	<u>325,668</u>
OPERATING EXPENSES		
Instruction	107,745	109,190
Research	93,353	90,886
Public service	88,629	84,668
Scholarships and fellowships	40,260	39,053
Academic support	56,493	34,866
Institutional support	1,131	871
Operation and maintenance of plant	479	290
Depreciation	8,470	9,205
Student services	9	11
Service centers	-	55
Total operating expenses	<u>396,569</u>	<u>369,095</u>
Operating loss	<u>(59,484)</u>	<u>(43,427)</u>
NONOPERATING REVENUES (EXPENSES)		
Gifts	9,652	51
Nonexchange grants and contracts	43,314	41,706
Net realized and unrealized gain on investments	808	-
Other nonoperating (expense)/income	8,866	(17)
Net nonoperating revenues	<u>62,640</u>	<u>41,740</u>
Contributions to related entities	<u>(8,219)</u>	<u>(14,349)</u>
Total other revenues	<u>54,421</u>	<u>27,391</u>
Decrease in net position	<u>(5,063)</u>	<u>(16,036)</u>
NET POSITION		
Net position - beginning of year	<u>77,783</u>	<u>93,819</u>
Net position - end of year	<u>\$ 72,720</u>	<u>\$ 77,783</u>

See notes to the financial statements

University of Louisville Research Foundation, Inc.
A Component Unit of the University of Louisville
Statements of Cash Flows
For the Years Ended June 30, 2015 and 2014
(In Thousands)

	<u>2015</u>	<u>2014</u>
CASH FLOWS FROM OPERATING ACTIVITIES		
Clinical services	\$ 227,077	\$ 192,500
Grants and contracts	87,113	87,254
Facilities and administrative cost recoveries	22,596	21,965
Other operating revenue	2,131	6,418
Payments to employees	(201,431)	(185,549)
Payments for benefits	(47,486)	(44,156)
Payments for scholarships and fellowships	(42,020)	(41,160)
Payments to suppliers	(95,068)	(85,249)
Net cash used by operating activities	<u>(47,088)</u>	<u>(47,977)</u>
CASH FLOWS FROM NONCAPITAL AND RELATED FINANCING ACTIVITIES		
Contributions to related entities	(8,219)	(14,349)
Gifts	9,652	51
Nonexchange grants and contracts	43,314	42,664
Due to (due from) University of Louisville	(3,085)	9,023
Other noncapital financing activity	8,865	(15)
Net cash provided by noncapital and related financing activities	<u>50,527</u>	<u>37,374</u>
CASH FLOWS FROM CAPITAL AND RELATED FINANCING ACTIVITIES		
Purchases of capital assets	(4,247)	(11,359)
Net cash used by capital and related financing activities	<u>(4,247)</u>	<u>(11,359)</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Sales of investments	808	-
Net cash provided by investing activities	<u>808</u>	<u>-</u>
Net decrease in cash and cash equivalents	-	(21,962)
Cash and cash equivalents - beginning of year	-	21,962
Cash and cash equivalents - end of year	<u>\$ -</u>	<u>\$ -</u>
RECONCILIATION OF OPERATING LOSS TO NET CASH PROVIDED BY OPERATING ACTIVITIES		
Operating loss	\$ (59,484)	\$ (43,427)
Adjustments to reconcile operating loss to net cash used by operating activities:		
Depreciation	8,470	9,205
Loss on disposal of equipment	11	194
Changes in assets and liabilities:		
Accounts receivable, net	4,251	(17,288)
Inventories	(20)	7
Other assets	99	(114)
Accounts payable and accrued liabilities	(235)	2,778
Grant advances	(2,411)	(242)
Other long-term liabilities	2,231	910
Net cash used by operating activities	<u>\$ (47,088)</u>	<u>\$ (47,977)</u>

See notes to the financial statements

University of Louisville Research Foundation, Inc.

A Component Unit of the University of Louisville

Notes to Financial Statements

June 30, 2015 and 2014

1. Organizations and Summary of Significant Accounting Policies

The University of Louisville Research Foundation, Inc. (the Research Foundation) is affiliated with the University of Louisville (the University) through common management and substantially the same Board of Directors. The Research Foundation is included within the University's financial statements. The Research Foundation is a separate corporation organized for the purpose of conducting the research, clinical operations, and other sponsored activities of the University. The significant accounting policies followed by the Research Foundation are described below.

a. Basis of Presentation

The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America as prescribed by the Government Accounting Standards Board (GASB).

The financial statements of the University have been prepared on the accrual basis of accounting. Revenues, expenses, gains, losses, assets, liabilities and deferred inflows and outflows of resources from exchange and exchange-like transactions are recognized when the exchange transaction takes place, while those from government-mandated nonexchange transactions (principally federal and state grants and state appropriations) are recognized when all applicable eligibility requirements are met. Internal activity and balances are eliminated in preparation of the financial statements unless they relate to services provided and used internally. Operating revenues and expenses include exchange transactions and program-specific, government-mandated nonexchange transactions. Government-mandated nonexchange transactions that are not program specific (such as state appropriations), investment income and interest on capital asset-related debt are included in nonoperating revenues and expenses. The University first applies restricted net position when an expense or outlay is incurred for purposes for which both restricted and unrestricted net position are available.

The financial statements of the Research Foundation can be found at the following:
<http://louisville.edu/finance/controller/univacct/finst-1>

b. Cash and Cash Equivalents

The Research Foundation considers all investments (not held for long-term purposes) with an original maturity of three months or less to be cash equivalents.

c. Accounts Receivable

Accounts receivable consists of clinical and sponsored agreement charges. Clinical receivables are comprised of patient and insurance charges. In some aspects, healthcare entities are charged for staff support services. Sponsored agreement receivables relate to sponsored programs that support the Research Foundation. Accounts receivable are recorded net of estimated uncollectible amounts.

d. Inventories

Inventories are stated at the lower of cost or market on a first-in, first-out (FIFO) basis.

e. Capital Assets

Equipment and library books of the Research Foundation are stated at cost or, in the case of donated capital assets, estimated market value at date of receipt from donors.

Movable equipment costing \$5,000 and greater and having a useful life greater than one year are capitalized. Renovations to buildings, infrastructure and land improvements, if any, that significantly increase the value or extend the useful life of the structure and are in excess of \$100,000 are capitalized. Necessary and routine repairs and maintenance are charged to operating expense in the year the expense is incurred.

Depreciation of capital assets is computed on a straight-line basis over the estimated useful lives of the respective assets as follows: buildings - 40 years, library books - 10 years, and equipment - 3 to 20 years. The Research Foundation capitalizes, but does not depreciate, works of art and rare books.

Prior to July 1, 2002 it was the policy of the University to record all capital assets purchased by the Research Foundation as property of the University.

f. Classification of Revenues

The Research Foundation has classified its revenues as either operating or nonoperating revenues according to the following criteria:

Operating revenues - Operating revenues include activities that have the characteristics of exchange transactions, such as (1) clinical services, (2) grants and contracts, and (3) facilities and administrative cost recoveries.

Nonoperating revenues - Nonoperating revenues include activities that have the characteristics of nonexchange transactions, such as Pell and other grants and contracts, gifts and contributions, and other revenue sources that are defined as nonoperating revenues by GASB No. 9, *Reporting Cash Flows of Proprietary and Nonexpendable Trust Funds and Government Entities That Use Proprietary Fund Accounting*, and GASB No. 34, such as investment income.

g. Deferred Outflows/Inflows of Resources

In addition to assets, GASB No. 63 requires the presentation of a separate financial statement element, deferred outflows of resources, which represents a consumption of net position that applies to future periods. The Research Foundation has no items that qualify for reporting in this category.

In addition to liabilities, GASB No. 63 requires the presentation of a separate financial statement element, deferred inflows of resources, which represents an acquisition of net position that applies to future periods. The Research Foundation has no items that qualify for reporting in this category.

h. Net Clinical Services Revenue

The Research Foundation has agreements with third-party payers that provide for payments to the Research Foundation at amounts different from its established rates. Net clinical services revenue is reported at the estimated net realizable amounts from patients, third-party payers and others for the services rendered and includes estimated retroactive revenue adjustments and a provision for uncollectible accounts. Retroactive adjustments are considered in the recognition of revenue on an estimated basis in the period the related services are rendered and such estimated amounts are revised in future periods as adjustments become known.

i. Grant Advances

The Research Foundation receives revenues relative to sponsored agreements via grants, contracts, or cooperative agreements. The flow of funds relative to these sponsored agreements is in the form of cost reimbursement or advanced funding.

In the case of cost reimbursement, the Research Foundation incurs costs on behalf of the granting authority and is then reimbursed for such costs pursuant to the terms of the sponsored agreement. Grant revenues are recognized as reimbursable costs are incurred.

In the case of advanced funding, the Research Foundation receives funds prior to incurring costs pursuant to the sponsored agreement, with the stipulation that these funds may have to be returned to the sponsor in the event the project is not completed to the sponsor's satisfaction. These funds, totaling approximately \$7.9 million and \$10.3 million as of June 30, 2015 and 2014, respectively, are recorded as a liability in the Research Foundation's financial statements as grant advances.

j. Compensated Absences

Research Foundation policies permit most employees to accumulate vacation and sick leave benefits that may be realized as paid time off or, in limited circumstances, as a cash payment.

Expense and the related liability are recognized as the vacation or sick benefits are earned, whether the employee is expected to realize the benefit as time off or in cash. Compensated absence liabilities are computed using the regular pay and termination pay rates in effect at the statement of net position date plus an additional amount for compensation-related payments such as social security and Medicare taxes computed using rates in effect at that date.

k. Net Position

The net position of the Research Foundation is classified in three components. Net investment in capital assets consist of capital assets net of accumulated depreciation and reduced by the outstanding balances of borrowings used to finance the purchase or construction of those assets. Restricted expendable net position consists of noncapital assets that must be used for a particular purpose as specified by creditors, grantors or donors external to the Research Foundation. Unrestricted net position consists of the remaining assets less remaining liabilities that do not meet the definition of net investment in capital assets or restricted net position.

l. Government Grants

Support funded by grants is recognized as the Research Foundation performs the contracted services or incurs outlays eligible for reimbursement under the grant agreements. Grant activities

and outlays are subject to audit and acceptance by the granting agency and, as a result of such audit, adjustments could be made.

m. Tax Status

As an affiliate of a state institution of higher education, the income of the Research Foundation is generally exempt from federal and state income taxes under Section 115(a) of the Internal Revenue Code and a similar provision of state law. However, the Research Foundation is subject to federal income tax on any unrelated business income.

n. Use of Estimates

The preparation of the 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 at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

o. Reclassifications

Certain 2014 amounts have been reclassified to conform to the 2015 presentation. These reclassifications had no effect on the change in net position.

2. Cash and Cash Equivalents

The Research Foundation maintains various deposits. Custodial credit risk for deposits is the risk that in the event of a bank failure, the Research Foundation's deposits or collateral securities may not be returned to it. For administrative convenience, cash balances of the Research Foundation are included in bank accounts maintained by the University. Details of accounting transactions affecting cash are maintained in such a manner as to ensure an appropriate segregation of amounts maintained by each entity.

The University currently uses commercial banks and the Commonwealth of Kentucky (the Commonwealth) as its depositories. Deposits with commercial banks are covered up to the limits federal depository insurance or collateral held by the bank in the University's name. At the Commonwealth, the University's accounts are pooled with other agencies of the Commonwealth. These Commonwealth-pooled deposits are substantially covered by federal depository insurance or by collateral held by the Commonwealth in the Commonwealth's name. The custodial credit risk for deposits is the risk that, in the event of failure of the counterparty to a transaction, a government will not be able to recover the value of the deposits. The Research Foundation does not have a formal policy addressing custodial credit risk.

3. Transactions with Related Entities

The University provides certain facilities and administrative services to the Research Foundation for a share of the facilities and administrative cost recoveries. The current agreement provides for a transfer of 80%, after certain deductions, of the amount realized. Transfers from the Research Foundation to the University for their portion of cost recoveries totaled \$9.0 million and \$9.5 million for the years ended June 30, 2015 and 2014, respectively. Additional research support transfers to the University totaled \$1.2 million for the year ended June 30, 2015.

The Research Foundation transferred \$2.3 million and \$5.0 million related to capital projects and debt service payments during the fiscal years ended June 30, 2015 and 2014, respectively, to the University. These transfers relate to certain capital projects, which are financed by the University, and as such, are recorded as assets of the University.

For each of the years ended June 30, 2015 and 2014, the Research Foundation was the recipient of \$4.1 million and \$2.4 million, respectively, from related entities to assist in funding cost share required by certain sponsored programs and grants.

Additionally, the Research Foundation transferred \$1.0 million and \$2.2 million to related entities for the years ended June 30, 2015 and 2014, respectively.

4. Accounts Receivable, net

Accounts receivable, net as of June 30, 2015 and 2014, are summarized as follows (in thousands):

	2015		Net Receivable
	Gross Receivable	Allowance	
Patient care	\$ 63,313	\$ (37,663)	\$ 25,650
Sponsored agreements	18,651	(2,740)	15,911
Other receivables	260	-	260
Total	<u>\$ 82,224</u>	<u>\$ (40,403)</u>	<u>41,821</u>
Current portion			41,088
Noncurrent portion			<u>\$ 733</u>

	2014		Net Receivable
	Gross Receivable	Allowance	
Patient care	\$ 81,307	\$ (50,060)	\$ 31,247
Sponsored agreements	16,798	(2,740)	14,058
Other receivables	767	-	767
Total	<u>\$ 98,872</u>	<u>\$ (52,800)</u>	<u>46,072</u>
Current portion			45,457
Noncurrent portion			<u>\$ 615</u>

5. Capital Assets, net

Capital assets at historical cost as of June 30, 2015 and 2014 are summarized as follows (in thousands):

	2015			
	Beginning Balance	Additions	Retire- ments	Ending Balance
Cost - Non depreciable				
Land	\$ 352			\$ 352
Construction in progress	\$ 8,515	641		\$ (9,156)
Subtotal	8,867	641		(9,156)
				352
Cost - Depreciable				
Building	61,534	37		9,156
Infrastructure	930	-		-
Land improvements	237	-		-
Equipment	79,434	3,454	\$ (362)	-
Leasehold improvements	702	116	-	-
Library materials	44	0	-	-
Subtotal	142,881	3,607	(362)	9,156
Total capital assets - cost	151,748	4,248	(362)	-
				155,282
				155,634
Accumulated depreciation				
Buildings	11,580	2,778	-	-
Infrastructure	9	15	-	-
Land improvements	26	6	-	-
Equipment	65,032	5,662	(351)	-
Leasehold improvements	702	6	-	-
Library materials	34	3	-	-
Subtotal	77,383	8,470	(351)	-
				85,502
Capital assets, net	\$ 74,365	\$ (4,222)	\$ (11)	\$ -
				\$ 70,132

	2014				
	Beginning Balance	Additions	Retire-ments	Transfers (to)/ from Affiliates	Ending Balance
Cost - Non depreciable					
Land		352			\$ 352
Construction in progress	\$ 2,139	\$ 7,880		\$ (1,504)	\$ 8,515
Subtotal	2,139	8,232		(1,504)	8,867
Cost - Depreciable					
Building	60,805	65		664	61,534
Infrastructure	-	90		840	930
Land improvements	237	-		-	237
Equipment	77,002	2,972	\$ (540)	-	79,434
Leasehold improvements	702	-	-	-	702
Library materials	150	-	(106)	-	44
Subtotal	138,896	3,127	(646)	1,504	142,881
Total capital assets - cost	141,035	11,359	(646)	-	151,748
Accumulated depreciation					
Buildings	9,192	2,388	-	-	11,580
Infrastructure	-	9	-	-	9
Land improvements	20	6	-	-	26
Equipment	58,677	6,788	(433)	-	65,032
Leasehold improvements	702	-	-	-	702
Library materials	39	14	(19)	-	34
Subtotal	68,630	9,205	(452)	-	77,383
Capital assets, net	\$ 72,405	\$ 2,154	\$ (194)	\$ -	\$ 74,365

6. Other Liabilities

Other liabilities of the Research Foundation consisted of the following at June 30, 2015 and 2014 (in thousands):

	2015					
	Beginning Balance	Additions	Retire-ments	Ending Balance	Current Portion	Noncurrent Portion
Other postemployment benefits	\$ 10,605	\$ 3,436	\$ (1,157)	\$ 12,884	\$ 1,763	\$ 11,120
Total	\$ 10,605	\$ 3,436	\$ (1,157)	\$ 12,884	\$ 1,763	\$ 11,120
	2014					
	Beginning Balance	Additions	Retire-ments	Ending Balance	Current Portion	Noncurrent Portion
Other postemployment benefits	\$ 9,281	\$ 2,438	\$ (1,114)	\$ 10,605	\$ 1,716	\$ 8,889
Total	\$ 9,281	\$ 2,438	\$ (1,114)	\$ 10,605	\$ 1,716	\$ 8,889

The current portion of other postemployment benefits is included in accounts payable and accrued liabilities in the statements of net position as of June 30, 2015 and 2014.

7. Revenues From Clinical Services

a. Clinics and Laboratories

The University's Health Science Center operates various clinics, which generate revenues from the treatment of patients, as well as laboratory services. Revenues associated with the operations of these clinics totaled approximately \$109.5 million and \$99.2 million for the years ended June 30, 2015 and 2014, respectively.

b. University of Louisville School of Medicine Practice Plan (the Plan)

The Plan requires each clinical department of the University of Louisville, School of Medicine to establish a departmental entity, which bears the financial obligation pursuant to the Plan. The departmental entity must receive contributions from the faculty practice groups and remit the contributions as specified in the Plan.

The faculty practice groups remit funds in two forms. The first portion, Academic Program Support, as defined in the Plan, is remitted directly to the Research Foundation to support the academic programs in the clinical departments. Academic Program Support remitted to the Research Foundation totaled approximately \$1.5 million and \$3.0 million for the years ended June 30, 2015 and 2014, respectively. The second portion, the Dean's Fund, as defined in the Plan, is collected by the University of Louisville Medical School Fund (Medical School Fund) from the departmental entities and is used by the Dean to provide additional support for the clinical, academic programs and other activities of the Medical School. Amounts remitted to the Research Foundation by the Medical School Fund totaled approximately \$0.9 million and \$2.8 million for the years ended June 30, 2015 and 2014, respectively.

c. KentuckyOne Health, Inc. Affiliation Agreement

In November, 2012, the University and KentuckyOne Health, Inc. (KentuckyOne) entered into an agreement that calls for, among other things, KentuckyOne to provide funding (salary, benefits, and malpractice coverage) for certain full-time equivalent resident positions over the term of the affiliation agreement at University of Louisville Hospital (Hospital). Funding for residents will be a budget item annually determined and will take into account (a) staffing at comparable academic medical centers, (b) the services provided by the Hospital, and (c) the clinical load at the Hospital and related facilities. Certain services continue to be provided by University Medical Center, Inc. (UMC). Funding from the affiliation agreements for the years ended June 30, 2015 and 2014 was approximately \$61.2 million and \$50.5 million, respectively. This agreement addresses the patient care needs of the Hospital's inpatients.

d. Other Clinical Revenues

The Research Foundation works with other area hospitals by providing support services, such as residents and other staff. Revenues associated with these activities totaled approximately \$49.3 million and \$50.4 million for the years ended June 30, 2015 and 2014, respectively.

8. Expenses

Operating expenses by natural classification for the years ended June 30, 2015 and 2014 were approximately (in thousands):

	<u>2015</u>	<u>2014</u>
Salaries and wages	\$ 201,938	\$ 185,672
Employee benefits	49,765	45,484
Supplies and services	94,376	87,574
Depreciation	8,470	9,205
Scholarships and fellowships	42,020	41,160
	<u>\$ 396,569</u>	<u>\$ 369,095</u>

9. Retirement Plan

University personnel participate in a contributory retirement plan administered by the University. The University of Louisville 403(b) Retirement Plan (Retirement Plan) was established by the University and approved by the Board of Trustees. Permanent, full-time employees become eligible to participate in a defined contribution plan upon completion of one year's service and attainment of age 21. Eligible employees not contributing to the Retirement Plan are entitled to a 7.5% of base salary contribution on their behalf by the University. The University also matches up to an additional 2.5% of employee contributions. The Retirement Plan requires three years of continuous service for employees to vest in employer contributions.

The Research Foundation recorded expenses related to the defined contribution plan of approximately \$13.5 million and \$12.3 million during the years ended June 30, 2015 and 2014, respectively. As of June 30, 2015 and 2014, the Research Foundation had no outstanding liability related to the Retirement Plan.

10. Postemployment Healthcare Benefits

a. Plan Description

University personnel are eligible for postemployment healthcare benefits as described in The University of Louisville Group Health Plan (Plan), administered by the University. To be eligible for the Plan, a retired employee must be the earlier of the attainment of age 60 with seven years of service in eligible faculty or staff status, or the date that the sum of the employee's age and years of regular service of not less than 80% full-time equivalent at the University equals or exceeds 75. The Plan is a single-employer plan and the University's Board of Trustees determines the eligibility requirements related to the Plan. The Plan does not issue stand-alone financial reports and is not included in the report of any entity.

b. Funding Policy

The Plan is funded on a pay-as-you-go basis. The contribution requirements of the contributing members are determined by the University's management on an annual basis. During the years ended June 30, 2015 and 2014, the University contributed approximately \$1.7 million and \$1.7 million, approximately 65% and 68% of total premiums, respectively. Retired Plan members under age 65 receiving benefits contributed approximately \$0.9 million and \$0.8 million, approximately 35% and 32% of total premiums for the years ended June 30, 2015 and 2014, respectively, through their required monthly contributions according to the schedules below:

2015					
	PPO	Cardinal Care Plan	EPO	PCA High	PCA Low
Employee	\$ 335	\$ 407	\$ 353	\$ 281	\$ 248
Employee and Spouse	\$ 811	\$ 831	\$ 851	\$ 692	\$ 555
2014					
	PPO	Cardinal Care Plan	EPO	PCA High	PCA Low
Employee	\$ 389	\$ 419	\$ 431	\$ 279	\$ 208
Employee and Spouse	\$ 763	\$ 828	\$ 850	\$ 583	\$ 451

Medicare-eligible retirees receive a monthly benefit of \$108 per individual covered. For the years ended June 30, 2015 and 2014, the University contributed \$1.5 million and \$1.3 million, respectively, for Medicare-eligible retirees.

c. Annual Other Postemployment Benefit (OPEB) Cost and Net OPEB Obligation

The University's annual other postemployment benefit (OPEB) cost (expense) is calculated based on the annual required contribution of the employer (ARC), an amount actuarially determined in accordance with the parameters of GASB Statement No. 45 – *Accounting and Financial Reporting by Employers for Postemployment Benefits Other Than Pensions* (GASB Statement No. 45). The ARC represents a level of funding that, if paid on an ongoing basis, is projected to cover normal cost each year and amortize any unfunded actuarial accrued liabilities (AAL) over a period not to exceed thirty years.

The following table shows the components of the University's annual OPEB cost for the year, the amount actually contributed to the Plan, and changes in the University's net OPEB obligation (in thousands):

	2015	2014
Normal cost	\$ 4,536	\$ 4,188
AAL amortization	5,095	4,789
Annual required contribution (ARC)	9,631	8,977
Interest on above	1,171	994
Adjustment to ARC	(1,669)	(1,362)
OPEB liability gain	(8)	(1,792)
Annual OPEB cost (AOC)	9,125	6,817
Contributions made	(3,195)	(3,048)
Increase in net OPEB obligation	5,930	3,769
Net OPEB obligation - beginning of year	31,069	27,300
Net OPEB obligation - end of year	\$ 36,999	\$ 31,069

The University's annual OPEB cost, the percentage of annual OPEB cost contributed to the plan, and the net OPEB obligation were as follows (in-thousands):

Fiscal Year Ended June 30,	Annual OPEB Cost/(Gain)	Percentage of Annual OPEB Cost/(Gain) Contributed	Net OPEB Obligation
2015	\$ 9,125	35%	\$ 36,999
2014	\$ 6,817	45%	\$ 31,069
2013	\$ 5,476	41%	\$ 27,300
2012	\$ 3,337	61%	\$ 24,045

The University allocates a portion of the AOC, and the corresponding OPEB obligation, to its affiliated corporations, including the Research Foundation. For the years ended June 30, 2015 and 2014, the Research Foundation's portion of the AOC was \$3.4 million and \$2.4 million, respectively. The Research Foundation's net OPEB obligation for the years ended June 30, 2015 and 2014 was \$12.9 million and \$10.6 million, of which \$11.1 million and \$8.9 million was recorded in other long-term liabilities and \$1.8 million and \$1.7 million was recorded in accounts payable and accrued liabilities as of June 30, 2015 and 2014, respectively.

d. Funded Status and Funding Progress

As of July 1, 2014, the most recent actuarial valuation date, the plan was 0% funded. The actuarial accrued liability for benefits was \$89.1 million and \$85.2 million and there were no assets, resulting in an unfunded actuarial accrued liability (UAAL) of \$89.1 million and \$85.2 million as of June 30, 2015 and 2014, respectively. The covered payroll (annual payroll of active employees covered by the Plan) was \$459.6 million and \$445.0 million, and the ratio of the UAAL to the covered payroll was 19% for each of the years ended June 30, 2015 and 2014.

Actuarial valuations of an ongoing plan involve estimates of the value of reported amounts and assumptions about the probability of occurrence of events far into the future. Examples include assumptions about future employment, mortality, and the healthcare cost trends. Amounts determined regarding the funded status of the Plan and the annual required contributions of the

employer are subject to continual revision as actual results are compared with past expectations and new estimates are made about the future. The schedule of funding progress, presented as required supplementary information following the notes to the financial statements, presents information about whether the actuarial value of plan assets is increasing or decreasing relative to the actuarial accrued liabilities for benefits.

e. Actuarial Methods and Assumptions

Projections of benefits for financial reporting purposes are based on the substantive plan (the plan as understood by the employer and the plan members) and include the types of benefits provided at the time of each valuation and the historical pattern of sharing of benefit costs between the employer and plan members to that point in time. The actuarial methods and assumptions used include techniques that are designed to reduce the effects of short-term volatility in actuarial accrued liabilities and the actuarial value of assets, consistent with the long-term perspective of the calculations.

In the July 1, 2014, actuarial valuation, the unit credit method actuarial cost method was used. The actuarial assumptions included a 3 percent investment rate of return (net of administrative expenses), which is based on the estimated return on the University's general assets, and an annual healthcare cost trend rate of 7.3 percent initially, reduced by decrements to an ultimate rate of 4.5 percent after 11 years. The gains on the benefit obligation recognized during the fiscal years ended June 30, 2015 and 2014 were due to updates made on expected future health claims and changes made to the retiree life insurance benefit. Expected claims have decreased based on a review of actual claims over the last three years as well as current COBRA rates. The UAAL is being amortized on a straight line basis over 30 years. The remaining amortization period at June 30, 2015 was 22 years.

11. Commitments and Contingencies

a. Commitments

At June 30, 2015 and 2014, respectively, the Research Foundation had approximately \$.3 million and \$5.6 million in encumbrances outstanding for future expenditures.

b. Litigation

The University has been named as defendant in several lawsuits, including several actions initiated by patients involving alleged malpractice. It is the opinion of management and its legal counsel, based in part on the doctrine of sovereign immunity, commercial insurance coverages and other statutory provisions, that the ultimate outcome of litigation will not have a material effect on the future operations or financial position of the University or the Research Foundation beyond the amounts already provided.

c. Government Grants

The Research Foundation is currently participating in numerous grants from various departments and agencies of the federal and state governments. The expenditure of grant proceeds must be for allowable and eligible purposes. Single audits and audits by the granting department or agency may result in requests for reimbursement of unused grant proceeds or disallowed expenditures. Upon notification of final approval by the granting department or agency, the grants are considered closed.

12. Recent Accounting Pronouncements

As of June 30, 2015, the GASB has issued the following statements which were implemented by the Research Foundation.

- a. GASB Statement No. 68, *Accounting and Financial Reporting for Pensions – an amendment of GASB Statement No. 27*. This statement is intended to improve accounting and financial reporting by state and local governments for pensions. It also improves information provided by state and local governmental employers about financial support for pensions that is provided by other entities. The implementation of this Statement did not have an impact on the financial statements of the Research Foundation.
- b. GASB Statement No. 69, *Government Combinations and Disposals of Government Operation*. This Statement establishes accounting and financial reporting standards related to government combinations and disposals of government operations. The implementation of this Statement did not have an impact on the financial statements of the Research Foundation.
- c. GASB Statement No. 71, *Pension Transition for Contributions Made Subsequent to the Measurement Date – An Amendment of GASB Statement No. 68*. The objective of Statement No. 71 is to address an issue regarding application of the transition provisions of Statement No. 68, *Accounting and Financial Reporting for Pensions*. The issue relates to amounts associated with contributions, if any, made by a state or local government employer or nonemployer contributing entity to a defined benefit pension plan after the measurement date of the government's beginning net pension liability. This Statement amends paragraph 137 of Statement 68 to require that, at transition, a government recognize a beginning deferred outflow of resources for its pension contributions, if any, made subsequent to the measurement date of the beginning net pension liability. Statement 68, as amended, continues to require that beginning balances for other deferred outflows of resources and deferred inflows of resources related to pensions be reported at transition only if it is practical to determine all such amounts. The provisions of this Statement were required to be applied simultaneously with the provisions of Statement 68.

As of June 30, 2015, the GASB has issued the following statements not yet implemented by the Research Foundation.

- a. Statement No. 72, *Fair Value Measurement and Application*. The Research Foundation has not yet adopted this standard and is evaluating the impact it may have on its financial statements.
- b. GASB Statement No. 73, *Accounting and Financial Reporting for Pensions and Related Assets That Are Not within the Scope of GASB Statement 68, and Amendments to Certain Provisions of GASB Statements 67 and 68*. The Research Foundation has not yet adopted this standard and is evaluating the impact it may have on its financial statements.
- c. GASB Statement No. 74, *Financial Reporting for Postemployment Benefit Plans Other Than Pension Plans*. The Research Foundation has not yet adopted this standard and is evaluating the impact it may have on its financial statements.
- d. GASB Statement No. 75, *Accounting and Financial Reporting for Postemployment Benefits Other Than Pensions*. The Research Foundation has not yet adopted this standard and is evaluating the impact it may have on its financial statements.

- e. **GASB Statement No. 76, *The Hierarchy of Generally Accepted Accounting Principles for State and Local Governments*.** The Research Foundation has not yet adopted this standard and is evaluating the impact it may have on its financial statements.
- f. **GASB Statement No. 77, *Tax Abatement Disclosures*.** The Research Foundation has not yet adopted this standard and is evaluating the impact it may have on its financial statements.

REQUIRED SUPPLEMENTARY INFORMATION
Schedule of Funding Progress by the University
For Other Postemployment Benefits
(in thousands)

Actuarial Value Date	Actuarial Value of Assets (a)	Actuarial Accrued Liability (AAL) (b)	Unfunded AAL (UAAL) (b - a)	Funded Ratio (a/b)	Covered Payroll (c)	UAAL as a Percentage of Covered Payroll ((b-a) / c)
7/1/2014	-	\$ 89,098	\$ 89,098	0%	\$ 459,588	19%
7/1/2013	-	\$ 85,282	\$ 85,282	0%	\$ 444,970	19%
7/1/2012	-	\$ 82,260	\$ 82,260	0%	\$ 426,752	19%