AQUINAS COLLEGE

FINANCIAL STATEMENTS

Year Ended June 30, 2005

TABLE OF CONTENTS

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INDEPENDENT AUDITORS' REPORT

To the Board of Directors
Aquinas College
Nashville, Tennessee

We have audited the accompanying statement of financial position of Aquinas College (a Tennessee nonprofit corporation) as of June 30, 2005, and the related statements of activities and cash flows for the year then ended. These financial statements are the responsibility of the Organization's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Aquinas College as of June 30, 2005, and the changes in its net assets and its cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

Grannis & Associates, P. C.

Murfreesboro, Tennessee
October 11, 2005

AQUINAS COLLEGE

STATEMENT OF FINANCIAL POSITION

JUNE 30, 2005

ASSETS

	Unrestricted	Temporarily Restricted	Permanently Restricted	Total
Cash	$ 227,575	$ 224,951	$ 2,577	$ 455,103
Accounts receivable	79,491	-	-	79,491
Unconditional promises to give, net	-	105,000	154,009	259,009
Bookstore inventory	66,023	-	-	66,023
Prepaid expenses	11,620	-	-	11,620
Investments	6,050,262	727,515	2,413,873	9,191,650
Property and equipment, net	2,159,960	-	-	2,159,960
Total Assets	$ 8,594,931	$ 1,057,466	$ 2,570,459	$ 12,222,856

LIABILITIES AND NET ASSETS

	Unrestricted	Temporarily Restricted	Permanently Restricted	Total
Liabilities				
Accounts payable and accrued expenses	$ 166,737	$ -	$ -	$ 166,737
Deferred revenues	389,524	-	-	389,524
Note payable	200,631	-	-	200,631
Lease payable	22,561	-	-	22,561
Total Liabilities	779,453	-	-	779,453
Net Assets	7,815,478	1,057,466	2,570,459	11,443,403
Total Liabilities and Net Assets	$ 8,594,931	$ 1,057,466	$ 2,570,459	$ 12,222,856

See Notes to Financial Statements

AQUINAS COLLEGE

STATEMENT OF ACTIVITIES

Year Ended June 30, 2005

	Unrestricted	Temporarily Restricted	Permanently Restricted	Total
Revenues, Gains, and Reclassifications				
Gross tuition and fees	$ 7,252,314	$ -	$ -	$ 7,252,314
Less: scholarship allowance	(1,696,122)	-	-	(1,696,122)
Net Tuition and Fees	5,556,192	-	-	5,556,192
Private gifts and grants	743,088	385,038	5,574	1,133,700
Government grants	-	802,538	-	802,538
Sales and services of auxiliary enterprises	497,909	-	-	497,909
Investment income, net	144,652	45,520	-	190,172
Net realized/unrealized gain on investments	313,560	63,159	-	376,719
Other revenue	53,960	-	-	53,960
Total Revenues and Gains	7,309,361	1,296,255	5,574	8,611,190
Net assets released from restrictions	1,150,258	(1,150,258)	-	-
Total Revenues, Gains and Reclassifications	8,459,619	145,997	5,574	8,611,190
Expenses				
Instruction	2,856,820	-	-	2,856,820
Academic support	835,865	-	-	835,865
Student services	720,958	-	-	720,958
Institutional support	2,573,104	-	-	2,573,104
Operation and maintenance of physical plant	1,283,635	-	-	1,283,635
Auxiliary enterprises	469,814	-	-	469,814
Total Expenses	8,740,196	-	-	8,740,196
Change in Net Assets	(280,577)	145,997	5,574	(129,006)
Net Assets, Beginning of Year	8,096,055	911,469	2,564,885	11,572,409
Net Assets, End of Year	$ 7,815,478	$ 1,057,466	$ 2,570,459	$ 11,443,403

See Notes to Financial Statements

AQUINAS COLLEGE

STATEMENT OF CASH FLOWS

Year Ended June 30, 2005

Cash Flows from Operating Activities	
Decrease in net assets	$ (129,006)
Adjustments to reconcile change in net assets to net cash provided by operating activities:	
Depreciation	231,429
Loss on disposal of assets	911
Change in allowance for doubtful accounts	(29,601)
Net realized and unrealized gains on investments	(376,719)
Change in assets and liabilities:	
Decrease in accounts receivable	77,155
Decrease in employee loans	1,108
Decrease in bookstore inventory	20,034
Decrease in prepaid expenses	1,240
Increase in accounts payable and accrued expenses	110,410
Decrease in deferred revenues	(99,221)
Contributions restricted for long-term purposes:	
Unconditional promises to give	228,003
Amortization of discount on unconditional promises to give	(3,050)
Net Cash Provided by Operating Activities	32,693
Cash Flows from Investing Activities	
Purchases of property and equipment	(611,123)
Purchases of investments	366,503
Net Cash Used By Investing Activities	(244,620)
Cash Flows from Financing Activities	
Repayments of lease payable	(26,323)
Repayments of note payable	(51,156)
Net Cash Used by Financing Activities	(77,479)
Net Decrease in Cash	(289,406)
Cash at Beginning of Year	744,509
Cash at End of Year	$ 455,103
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:	
Interest paid	$ 19,660
SUPPLEMENTAL DISCLOSURES OF NONCASH FINANCING ACTIVITIES:	
Capital lease for equipment	$ 15,432

See Notes to Financial Statements

AQUINAS COLLEGE

NOTES TO FINANCIAL STATEMENTS

June 30, 2005

NOTE A - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

This summary of significant accounting policies of Aquinas College (the College) is presented to assist in understanding the College's financial statements. The financial statements and notes are representations of the College's management who is responsible for their integrity and objectivity.

Nature of Purpose

Aquinas College is a Tennessee nonprofit corporation chartered on June 24, 1970. Its purpose is to operate a private Catholic institution of higher education.

Basis of Accounting

The financial statements of the College have been prepared on the accrual basis.

Basis of Presentation

Financial statement presentation follows the recommendations of the Financial Accounting Standards Board (FASB) in its Statement of Financial Standards (SFAS) No. 117, *Financial Statements of Not-for-Profit Organizations.* Under those provisions, net assets and revenues, gains, and losses are classified based on the absence or existence and nature of donor-imposed restrictions as follows:

> Unrestricted net assets- Net assets that are not subject to donor-imposed stipulations.

> Temporarily restricted net assets- Net assets subject to donor-imposed stipulations that can be fulfilled by actions of the College pursuant to those stipulations or that expire by the passage of time.

> Permanently restricted net assets- Net assets subject to donor-imposed stipulations that may be maintained permanently by the College. Generally, the donors of such assets permit the College to use all or part of the income earned on the assets.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles includes the use of estimates that affect the financial statements. Accordingly, actual results could differ from those estimates.

Cash and Cash Equivalents

For purposes of the statement of cash flows, cash equivalents include time deposits, certificates of deposit, and all highly liquid debt instruments with original maturities of three months or less, except for investments purchased with endowment assets, which are classified as long-term investments.

Donated Services

Donated services are recognized as contributions in accordance with SFAS No. 116, *Accounting for Contributions Received and Contributions Made,* if the services (a) create or enhance nonfinancial assets or (b) require specialized skills, are performed by people with those skills, and would otherwise be purchased by the College.

Unemployment Compensation

The School is exempt from unemployment compensation.

NOTE A - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Contributions

Contributions, including unconditional promises to give, are recognized as revenues in the period received. Conditional promises to give are not recognized until they become unconditional, that is when the conditions on which they depend are substantially met. Contributions of assets other than cash are recorded at their estimated fair value. Contributions to be received after one year are discounted at an appropriate discount rate commensurate with the risks involved. Amortization of discounts is recorded as additional contribution revenue in accordance with donor-imposed restrictions, if any, on the contributions. An allowance for uncollectible contributions receivable is provided based upon management's judgment, including such factors as prior collection history, type of contribution, and nature of fund-raising activity.

Inventories

Inventories are stated at the lower of cost or market determined by the first-in, first-out method and represent current, usable textbooks available for application to ongoing operations.

Income taxes

The College qualifies as a tax-exempt organization as described in Section 501(c)(3) of the Internal Revenue Code and, therefore, has no provision for federal income taxes. In addition, the College qualifies for the charitable contribution deduction and has been classified by the Internal Revenue Service not to be a "private foundation" within the meaning of Section 509(a) of the Code.

Equipment and Improvements

The College capitalizes all expenditures for property and equipment in excess of $500. Equipment and improvements are recorded at cost or at estimated fair market value at date of gift donated. Depreciation is provided over the estimated useful lives of equipment and improvements on a straight-line basis. Depreciation expense for the year was $231,429.

Investments

Investments in marketable securities are stated at fair market value. Unrealized gains and losses are included in the change in net assets in the accompanying statements of activities.

Revenue Recognition

Tuition revenue is recognized in the school year to which it is applicable. Tuition collected in advance is deferred on the balance sheet and reported under liabilities as deferred revenues.

Advertising

The College follows the policy of charging the costs of advertising to expense as incurred. Advertising expense for the year was $85,682.

NOTE B - UNCONDITIONAL PROMISES TO GIVE

Temporarily restricted promises to give expected to be collected in:		
Less than one year	$	70,000
One to five years		35,000
		105,000
Less allowance for uncollectible promises to give		-
Net unconditional promises to give	$	105,000

Permanently restricted promises to give expected to be collected in:		
Less than one year	$	123,186
One to five years		88,000
		211,186
Less allowance for uncollectible promises to give		(42,237)
Less discount on promises to give		(14,940)
Net unconditional promises to give	$	154,009

NOTE C - BENEFICIAL INTEREST IN PERPETUAL TRUST

The College is the beneficiary of a trust created by a donor, the assets of which are not in the possession of the College. The College has legally enforceable rights and claims to such assets, including the sole right to income therefrom. Net realized and unrealized gains (losses) related to the beneficial interest are reported as changes in temporarily restricted net assets based on donor restrictions. The historical cost and fair value at June 30, 2005 of the beneficial interest were as follows:

	Cost	Fair Value
The Community Foundation	$ 938,080	$ 952,025

NOTE D - RETIREMENT PLAN

Aquinas College's retirement plan is a defined-contribution annuity plan and is available to faculty, administrative, and clerical personnel. Eligibility is attained after one year of employment by the College. The College matches contributions up to 1% of annual salary the first year in the plan, up to 2% in the second year and 3% from the third year on. The College paid $29,187 during the year ended June 30, 2005.

NOTE E - CONTRIBUTED SERVICES

For the fiscal year ended June 30, 2005, the services contributed to the College by the religious members of the faculty and others had a net value of $553,523. The calculation of contributed services is based on comparable compensation obtained from surveys of area schools less actual cash stipends paid to the religious members of the College.

NOTE F - CONCENTRATION OF CREDIT RISK

The College maintains its operating cash balances in various financial institutions and brokerage accounts. The College shares a common operating account with other schools controlled by the St. Cecilia Congregation. The balances at the financial institutions are insured by the Federal Deposit Insurance Corporation up to $100,000. At June 30, 2005, the College's uninsured cash balances total $464,851.

NOTE G - INVESTMENTS

Investments (at fair market value) are comprised of the following as of June 30, 2005:

	Carrying Amount
Unrestricted	$ 6,050,262
Temporarily Restricted	727,515
Permanently Restricted	2,413,873
	$ 9,191,650

Investments are composed of the following:

Cash and cash equivalents	$ 216,002
Mutual Funds	8,386,261
Bonds	589,387
	$ 9,191,650

The College shares common investment accounts with other schools controlled by the St. Cecilia Congregation pooled together into a unifund. For the purpose of the cash flow statement certain purchases and sales are shown net.

NOTE H - OPERATING LEASE OBLIGATIONS

The College entered into a 60-month lease agreement for copier equipment in September 2000. The lease currently calls for monthly rental payments with additional charges per copy. For the year ended June 30, 2005, the expense was approximately $35,822.

Minimum future lease payments are as follows:

Years Ending June 30,	Amount
2006	$ 4,500

AQUINAS COLLEGE

NOTES TO FINANCIAL STATEMENTS

June 30, 2005

NOTE I - OPERATING EXPENSES

Operating expenses, by natural classification, for the year ended June 30, 2005 were:

Salaries and Wages	$	4,380,635
Payroll Taxes and Benefits		705,092
Books		420,377
Supplies		280,385
Travel/Entertainment		19,785
Interest		19,660
Depreciation		231,429
Utilities		128,148
Contracted Services		359,329
Repairs and Maintenance		157,573
Management Fee - Institute for Professional Development		1,021,204
Advertising		85,682
Rental Fees		388,608
Insurance		81,528
Other		460,761
Total Expenses	$	8,740,196

NOTE J - RESTRICTIONS ON NET ASSETS

Temporarily restricted net assets at June 30, 2005 are available for the following purposes:

Available for Scholarships	$	730,514
Nursing Program		318,239
Other		8,713
	$	1,057,466

Permanently restricted net assets consist of the following at June 30, 2005:

General Endowment Funds	$	1,140,247
Scholarship Endowment Funds		1,430,212
	$	2,570,459

NOTE J - RESTRICTIONS ON NET ASSETS (continued)

Net assets released from restrictions during the year were comprised of the following:

Financial Aid	$	79,191
Nursing Program		253,475
Federal Financial Aid - Work Study		61,158
- Pell Grants		673,934
- SEOG		67,446
Other		15,054
	$	1,150,258

NOTE K - PROPERTY AND EQUIPMENT

The following is a summary of property and equipment - at cost, less accumulated depreciation:

Buildings	$	2,571,486
Buildings and Land Improvements		592,331
Equipment and Furnishings		1,325,102
Library		616,795
		5,105,714
Less: Accumulated Depreciation		2,945,754
	$	2,159,960

Legal title in all land occupied by the College is vested in St. Cecilia Congregation.

NOTE L - SCHOLARSHIP ALLOWANCE

Scholarship allowances by classification, for the year ended June 30, 2005 were as follows:

Pell Grants	$	673,934
Supplemental Education Opportunity Grants		84,308
Scholarships - Dominican Sisters		639,081
- Other		298,799
	$	1,696,122

NOTE M - GOVERNMENT GRANTS AND OTHER PROGRAMS OF STUDENT FINANCIAL ASSISTANCE

Federal financial aid by classification for the year ended June 30, 2005 is as follows:

	FSEOG	FWS	PELL	TOTAL
Government Funds Received	$ 67,446	$ 61,158	$ 673,934	$ 802,538
Institutional Match	21,077	19,112	-	40,189
Administrative Cost Allowance	(4,215)	(3,822)	-	(8,037)
Student Financial Awards	$ 84,308	$ 76,448	$ 673,934	$ 834,690

The College received 9.5% ($802,538 total aid divided by $8,459,619 total revenues and gains-unrestricted) of its total unrestricted revenues from federal financial aid programs.

NOTE N - NOTE PAYABLE

At June 30, 2005 Aquinas College's prorata portion of a note payable to St. Cecilia Congregation was $200,631. The note bears interest at 5.1% and is payable in monthly installments of $5,314 including interest. Maturities by year are as follows:

June 30,	
2006	$ 54,803
2007	57,664
2008	60,674
2009	27,490
	$ 200,631

NOTE O - LEASE PAYABLE

During the year, the College entered into a new capital lease for equipment with First American. At June 30, 2005 the balance of the lease was $11,628. The lease has an effective interest rate of 3.5% and is payable in monthly installments of $1,998 including interest.

At June 30, 2005 the lease payable to First American for equipment had a balance on the lease of $5,180. The lease has an effective interest rate of 9.9% and is payable in monthly installments of $2,195 including interest.

At June 30, 2005 the lease payable to First American for equipment had a balance on the lease of $5,753. The lease has an effective interest rate of 2.0% and is payable in monthly installments of $1,250 including interest.

Maturities by year on capital leases:

June 30,	
2006	$ 18,618
2007	3,943
	$ 22,561

NOTE P - CONCENTRATION OF CONTRIBUTIONS

The College received approximately 10% of its unrestricted revenues and gains from private gifts and grants. A change in the amount of gifts and grants received would ultimately affect operating results.

NOTE Q - OTHER REVENUE

The College is the lessor of its athletic fields under an operating leases expiring July 31, 2006. For the year ended June 30, 2005, the College received $33,450 in lease revenue and is included in other income.

Following is a summary of property on or held for lease at June 30, 2005:

Athletic fields	$ 113,463
Less: accumulated depreciation	(90,293)
	$ 23,170

Minimum future rentals to be received on non-cancelable leases as of June 30, 2005, for each of the next two years and in the aggregate are:

Years Ending June 30,	
2006	$ 25,200
2007	2,100
	$ 27,300

NOTE R - COMMITMENTS

Institute for Professional Development

Effective September 1, 2000, the College entered into an agreement with the Institute for Professional Development (IPD) to open an offsite campus focusing on working, adult students. IPD receives 50% of tuition revenue (a management fee) in exchange for providing marketing expertise and administrative support.

The agreement shall remain in effect for a period of ten (10) academic years (September 1, 2001 through August 31, 2010), and shall automatically be renewed on August 31, 2010, for an additional five (5) academic year period; unless terminated based upon certain agreed upon terms.

The College pays for all operating expenses for the offsite campus including a management fee of $1,021,204 for the year ended June 30, 2005. In future years, the contract has certain provisions that reduces the amount of the management fee to IPD over the 10 year contract period.

NOTE S - RELATED PARTY

The St. Cecilia Congregation operates three schools (Overbrook School, St. Cecilia Academy and Aquinas College) located on the Dominican Campus. The Congregation has determined that certain administration functions should be shared by all three schools. Aquinas College paid $945,192 during the year ended June 30, 2005 for fund-raising, alumni development, plant maintenance, and business office services.