

**UNIVERSITY SCHOOL OF NASHVILLE**

**Financial Statements**

**June 30, 2012 and 2011**

**(With Independent Auditors' Report Thereon)**



**LATTIMORE BLACK MORGAN & CAIN, PC**  
CERTIFIED PUBLIC ACCOUNTANTS AND BUSINESS ADVISORS

# UNIVERSITY SCHOOL OF NASHVILLE

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## INDEPENDENT AUDITORS' REPORT

The Board of Trustees of  
University School of Nashville:

We have audited the accompanying statements of financial position of the University School of Nashville (the "School") as of June 30, 2012 and 2011, and the related statements of activities and cash flows for the years then ended. These financial statements are the responsibility of the School's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide 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 the University School of Nashville as of June 30, 2012 and 2011, and the changes in its net assets and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

*Lattimore Black Morgan & Cain, P.C.*

Brentwood, Tennessee  
October 16, 2012

# UNIVERSITY SCHOOL OF NASHVILLE

## Statement of Financial Position

June 30, 2012

<u>Assets</u>	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>Permanently Restricted</u>	<u>Total</u>
Cash and cash equivalents	\$ 3,041,030	\$ 318,486	\$ -	\$ 3,359,516
Investments	3,945,568	917,489	7,273,728	12,136,785
Tuition and pledges receivable, net	143,185	441,485	5,000	589,670
Prepaid expenses	12,374	-	-	12,374
Inventories	124,366	-	-	124,366
Property, buildings and equipment, net	20,630,614	-	-	20,630,614
Other assets	<u>364,858</u>	<u>-</u>	<u>-</u>	<u>364,858</u>
<b>Total assets</b>	<b><u>\$ 28,261,995</u></b>	<b><u>\$ 1,677,460</u></b>	<b><u>\$ 7,278,728</u></b>	<b><u>\$ 37,218,183</u></b>
 <u>Liabilities and Net Assets</u>				
Accounts payable	\$ 368,555	\$ -	\$ -	\$ 368,555
Accrued salaries and related benefits	1,112,799	-	-	1,112,799
Other accrued liabilities	114,975	-	-	114,975
Enrollment deposits	100,040	-	-	100,040
Deferred tuition revenue	544,463	-	-	544,463
Long-term debt	2,760,000	-	-	2,760,000
Obligation under interest rate swap	<u>182,690</u>	<u>-</u>	<u>-</u>	<u>182,690</u>
<b>Total liabilities</b>	<b><u>5,183,522</u></b>	<b><u>-</u></b>	<b><u>-</u></b>	<b><u>5,183,522</u></b>
<b>Net assets:</b>				
<b>Unrestricted:</b>				
Undesignated	1,680,632	-	-	1,680,632
Designated - quasi endowment	1,298,693	-	-	1,298,693
Designated - campaign resources	113,734	-	-	113,734
Designated - debt repayment	574,708	-	-	574,708
Designated - plant reserve	957,096	-	-	957,096
Designated - plant improvement	412,061	-	-	412,061
Designated - technology replacement	45,037	-	-	45,037
Designated - invested plant	17,745,659	-	-	17,745,659
Designated - employee benefits	150,000	-	-	150,000
Designated - USN association	100,853	-	-	100,853
Temporarily restricted - other	-	759,971	-	759,971
Temporarily restricted endowment	-	917,489	-	917,489
Permanently restricted	<u>-</u>	<u>-</u>	<u>7,278,728</u>	<u>7,278,728</u>
<b>Total net assets</b>	<b><u>23,078,473</u></b>	<b><u>1,677,460</u></b>	<b><u>7,278,728</u></b>	<b><u>32,034,661</u></b>
<b>Total liabilities and net assets</b>	<b><u>\$ 28,261,995</u></b>	<b><u>\$ 1,677,460</u></b>	<b><u>\$ 7,278,728</u></b>	<b><u>\$ 37,218,183</u></b>

See accompanying notes to the financial statements.

# UNIVERSITY SCHOOL OF NASHVILLE

## Statement of Financial Position

June 30, 2011

<u>Assets</u>	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>Permanently Restricted</u>	<u>Total</u>
Cash and cash equivalents	\$ 3,374,632	\$ 133,767	\$ -	\$ 3,508,399
Investments	3,724,282	1,255,253	7,151,400	12,130,935
Tuition and pledges receivable, net	162,617	866,444	-	1,029,061
Prepaid expenses	4,198	-	-	4,198
Inventories	127,114	-	-	127,114
Property, buildings and equipment, net	20,103,910	-	-	20,103,910
Other assets	<u>348,022</u>	<u>-</u>	<u>-</u>	<u>348,022</u>
Total assets	<u>\$ 27,844,775</u>	<u>\$ 2,255,464</u>	<u>\$ 7,151,400</u>	<u>\$ 37,251,639</u>
 <u>Liabilities and Net Assets</u>				
Accounts payable	\$ 354,913	\$ -	\$ -	\$ 354,913
Accrued salaries and related benefits	1,028,624	-	-	1,028,624
Other accrued liabilities	497,651	-	-	497,651
Enrollment deposits	105,810	-	-	105,810
Deferred tuition revenue	568,153	-	-	568,153
Long-term debt	2,760,000	-	-	2,760,000
Obligation under interest rate swap	<u>190,508</u>	<u>-</u>	<u>-</u>	<u>190,508</u>
Total liabilities	<u>5,505,659</u>	<u>-</u>	<u>-</u>	<u>5,505,659</u>
Net assets:				
Unrestricted:				
Undesignated	1,437,953	-	-	1,437,953
Designated - quasi endowment	1,221,816	-	-	1,221,816
Designated - campaign resources	113,734	-	-	113,734
Designated - debt repayment	279,708	-	-	279,708
Designated - plant reserve	1,032,006	-	-	1,032,006
Designated - plant improvement	743,321	-	-	743,321
Designated - technology replacement	18,692	-	-	18,692
Designated - invested plant	17,216,866	-	-	17,216,866
Designated - employee benefits	150,000	-	-	150,000
Designated - USN association	125,020	-	-	125,020
Temporarily restricted - other	-	1,000,213	-	1,000,213
Temporarily restricted endowment	-	1,255,251	-	1,255,251
Permanently restricted	<u>-</u>	<u>-</u>	<u>7,151,400</u>	<u>7,151,400</u>
Total net assets	<u>22,339,116</u>	<u>2,255,464</u>	<u>7,151,400</u>	<u>31,745,980</u>
Total liabilities and net assets	<u>\$ 27,844,775</u>	<u>\$ 2,255,464</u>	<u>\$ 7,151,400</u>	<u>\$ 37,251,639</u>

See accompanying notes to the financial statements.

# UNIVERSITY SCHOOL OF NASHVILLE

## Statement of Activities

Year ended June 30, 2012

	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>Permanently Restricted</u>	<u>Total</u>
Changes in net assets:				
Support and revenues:				
Tuition and fees, net of financial aid, scholarships, and tuition remission totaling \$1,986,397	\$ 16,410,207	\$ -	\$ -	\$ 16,410,207
Ancillary programs	1,449,424	-	-	1,449,424
Contributions	1,056,730	305,378	81,734	1,443,842
USN Association fundraising	330,341	66,613	43,690	440,644
Investment income (loss)	15,871	(38,862)	1,904	(21,087)
Gain on hedging activity, net	7,818	-	-	7,818
Other income	48,740	-	-	48,740
Net assets released from restrictions	<u>911,133</u>	<u>(911,133)</u>	<u>-</u>	<u>-</u>
Total public support and revenue	<u>20,230,264</u>	<u>(578,004)</u>	<u>127,328</u>	<u>19,779,588</u>
Operating expenses:				
Program services:				
Instruction and student activities	10,854,797	-	-	10,854,797
Ancillary programs	1,374,797	-	-	1,374,797
Buildings, grounds and vehicle expense	2,489,276	-	-	2,489,276
Depreciation and amortization	1,483,592	-	-	1,483,592
Interest	<u>106,285</u>	<u>-</u>	<u>-</u>	<u>106,285</u>
Total program services	<u>16,308,747</u>	<u>-</u>	<u>-</u>	<u>16,308,747</u>
Supporting services:				
General administration	2,053,823	-	-	2,053,823
Development, alumni and communications	804,663	-	-	804,663
USN Association activities and fundraising expense	<u>323,674</u>	<u>-</u>	<u>-</u>	<u>323,674</u>
Total supporting services	<u>3,182,160</u>	<u>-</u>	<u>-</u>	<u>3,182,160</u>
Total expenses	<u>19,490,907</u>	<u>-</u>	<u>-</u>	<u>19,490,907</u>
Change in net assets	739,357	(578,004)	127,328	288,681
Net assets at beginning of year	<u>22,339,116</u>	<u>2,255,464</u>	<u>7,151,400</u>	<u>31,745,980</u>
Net assets at end of year	<u>\$ 23,078,473</u>	<u>\$ 1,677,460</u>	<u>\$ 7,278,728</u>	<u>\$ 32,034,661</u>

See accompanying notes to the financial statements.

# UNIVERSITY SCHOOL OF NASHVILLE

## Statement of Activities

Year ended June 30, 2011

	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>Permanently Restricted</u>	<u>Total</u>
Changes in net assets:				
Support and revenues:				
Tuition and fees, net of financial aid, scholarships, and tuition remission totaling \$1,847,124	\$ 15,992,878	\$ -	\$ -	\$ 15,992,878
Ancillary programs	1,375,807	-	-	1,375,807
Contributions	1,107,015	1,139,084	199,770	2,445,869
USN Association fundraising	338,628	15,641	40,351	394,620
Investment income	326,549	1,282,733	20,008	1,629,290
Gain on hedging activity, net	37,539	-	-	37,539
Other income	31,608	-	-	31,608
Net assets released from restrictions	<u>556,198</u>	<u>(572,572)</u>	<u>16,374</u>	<u>-</u>
Total public support and revenue	<u>19,766,222</u>	<u>1,864,886</u>	<u>276,503</u>	<u>21,907,611</u>
Operating expenses:				
Program services:				
Instruction and student activities	10,323,740	-	-	10,323,740
Ancillary programs	1,268,183	-	-	1,268,183
Buildings, grounds and vehicle expense	2,537,139	-	-	2,537,139
Depreciation and amortization	1,378,280	-	-	1,378,280
Interest	<u>124,011</u>	<u>-</u>	<u>-</u>	<u>124,011</u>
Total program services	<u>15,631,353</u>	<u>-</u>	<u>-</u>	<u>15,631,353</u>
Supporting services:				
General administration	1,978,199	-	-	1,978,199
Development, alumni and communications	726,476	-	-	726,476
USN Association activities and fundraising expense	<u>279,002</u>	<u>-</u>	<u>-</u>	<u>279,002</u>
Total supporting services	<u>2,983,677</u>	<u>-</u>	<u>-</u>	<u>2,983,677</u>
Total expenses	<u>18,615,030</u>	<u>-</u>	<u>-</u>	<u>18,615,030</u>
Change in net assets	1,151,192	1,864,886	276,503	3,292,581
Net assets at beginning of year	<u>21,187,924</u>	<u>390,578</u>	<u>6,874,897</u>	<u>28,453,399</u>
Net assets at end of year	<u>\$ 22,339,116</u>	<u>\$ 2,255,464</u>	<u>\$ 7,151,400</u>	<u>\$ 31,745,980</u>

See accompanying notes to the financial statements.

# UNIVERSITY SCHOOL OF NASHVILLE

## Statements of Cash Flows

Years ended June 30, 2012 and 2011

	<u>2012</u>	<u>2011</u>
Cash flows from operating activities:		
Change in net assets	\$ <u>288,681</u>	\$ <u>3,292,581</u>
Adjustments to reconcile increase in net assets to cash flows provided by operating activities:		
Depreciation and amortization	1,483,592	1,378,280
Bad debt expense	46,000	42,975
Loss on disposal of equipment	-	1,662
Change in cash value of life insurance policy	(1,904)	(20,009)
Net (gain) loss on investments	159,618	(1,398,783)
(Gain) loss on hedging activity	(7,818)	(37,539)
Contributions permanently restricted for investment in endowment	(127,328)	(276,503)
(Increase) decrease in operating assets:		
Tuition and pledges receivable	393,391	(876,378)
Prepaid expenses	(8,176)	(2,461)
Inventories	2,748	(8,809)
Other assets	(22,562)	(42,641)
Increase (decrease) in operating liabilities:		
Accounts payable	13,643	128,525
Accrued salaries and related benefits	84,175	90,134
Other accrued liabilities	(382,676)	399,720
Enrollment deposits	(5,770)	23,350
Deferred tuition revenue	<u>(23,690)</u>	<u>50,697</u>
Total adjustments	<u>1,603,243</u>	<u>(547,780)</u>
Net cash provided by operating activities	<u>1,891,924</u>	<u>2,744,801</u>
Cash flows from investing activities:		
Purchases of buildings and equipment	(2,004,570)	(1,586,642)
Proceeds from sale of investments	3,055,789	431,101
Purchases of investments	<u>(3,219,354)</u>	<u>(881,323)</u>
Net cash used by investing activities	<u>(2,168,135)</u>	<u>(2,036,864)</u>
Cash flows from financing activities-		
proceeds from contributions for investment in endowment	<u>127,328</u>	<u>276,503</u>
Increase (decrease) in cash and cash equivalents	(148,883)	984,440
Cash and cash equivalents at beginning of year	<u>3,508,399</u>	<u>2,523,959</u>
Cash and cash equivalents at end of year	<u>\$ 3,359,516</u>	<u>\$ 3,508,399</u>

See accompanying notes to the financial statements.

# UNIVERSITY SCHOOL OF NASHVILLE

## Notes to the Financial Statements

June 30, 2012 and 2011

(1) Nature of activities

University School of Nashville (the "School"), a Tennessee not-for-profit corporation, is a private coeducational school for kindergarten through twelfth grade.

(2) Summary of significant accounting policies

The financial statements of the School are presented on the accrual basis. The significant accounting policies followed are described below.

(a) Basis of presentation

In accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 958, *Not-For-Profit Entities* ("ASC 958"), the School reports information regarding its financial position and activities according to three classes of net assets: unrestricted, temporarily restricted, and permanently restricted, as follows:

Unrestricted:

Undesignated - includes unrestricted resources and represents expendable funds available for support of School operations.

Board Designations - includes resources designated by the Board of Directors for the following purposes (although such designations may be terminated at the discretion of the Board and do not represent donor restrictions):

Quasi-Endowment - unrestricted net assets designated for future purposes. This portion of unrestricted net assets may be expended as authorized by the Board of Trustees Investment and Spending Policy or by Board action.

Campaign resources - unrestricted net assets designated for future capital and endowment campaign expenses.

Debt repayment - unrestricted net assets in the form of capital campaign receivables and collections to be used to repay outstanding debt.

Plant reserve, plant improvement, and technology replacement - unrestricted net assets designated for future facility, technology improvements, and maintenance.

Invested plant - resources expended for plant, including land and equipment, less related debt.

Employee benefits - unrestricted net assets designated for future employee benefit expenses.

USN Association - unrestricted net assets resulting from USN Association activities.

# UNIVERSITY SCHOOL OF NASHVILLE

## Notes to the Financial Statements

June 30, 2012 and 2011

### Temporarily restricted:

These contributions are restricted by the donor for a specific purpose. These restrictions include but are not limited to the Morgan Foundation Lower School Faculty Development, the library book fund, and pledges restricted for renovation of the cafeteria.

Temporarily restricted endowment - net market gains resulting from the investment of permanently restricted net assets. This portion of temporary restricted net assets may be expended as authorized by the Board of Trustees Investment and Spending Policy for the purpose stipulated by the donor.

### Permanently restricted:

Endowment Fund - includes net assets subject to donor-imposed stipulations that they be maintained permanently by the School. Generally, the donors of these assets permit the School to use all or part of the income earned on related investments for general or specific purposes.

### (b) Cash equivalents

The School considers all highly liquid investments with original maturities of less than three months to be cash equivalents.

### (c) Investments and investment income

Investments in marketable securities and other equity interests with readily determinable fair values and all investments in debt securities are reported at their fair values in the statement of financial position. Investments in real estate investment funds, hedge funds and private equity funds are stated at their estimated fair values as reported by Diversified Trust Company.

Investment income shown in the statements of activities includes interest, dividends, and realized and unrealized gains and losses, net of investment expenses. Investment income is reported in the period earned as an increase in unrestricted net assets unless the use of the assets received is limited by donor-imposed restrictions. Investment income that is restricted by the donor is reported as an increase in unrestricted net assets if the restrictions are met or expire in the year in which the income is recognized. All other donor-restricted investment income is reported as an increase in temporarily restricted net assets depending on the nature of the restrictions.

# UNIVERSITY SCHOOL OF NASHVILLE

## Notes to the Financial Statements

June 30, 2012 and 2011

(d) Tuition receivable and credit policies

The School reports tuition receivables, net of an allowance for doubtful accounts, at the amount which represents management's estimate of the amount that ultimately will be realized. The School reviews the adequacy of its allowance for uncollectible accounts on an ongoing basis, using historical payment trends, as well as review of specific accounts, and makes adjustments in the allowance as necessary. Late fees and interest are recorded when earned. Delinquent accounts receivable are charged off to the allowance when, in management's opinion, all collection efforts have been exhausted. Provision for uncollectible accounts is classified as a general administration expense and amounted to \$46,000 and \$42,975 in 2012 and 2011, respectively.

(e) Pledges receivable

Unconditional promises to give that are expected to be collected within one year are recorded at their net realizable value. Unconditional promises to give that are expected to be collected in future years are recorded at the present value of estimated future cash flows. The discounts on those amounts are computed using a risk-adjusted discount rate. Amortization of the discount is included in contribution revenue. Conditional promises to give are not included as support until such time as the conditions are substantially met. Net pledge receivables amounted to \$452,610 and \$887,191 in 2012 and 2011, respectively.

(f) Inventories

Bookstore and other inventories are reported at the lower of cost (first-in, first-out method) or market.

(g) Property, buildings and equipment

Property, buildings and equipment are reported at cost. Depreciation is provided under the straight-line method based on estimated service lives of 3 to 10 years for equipment and 10 to 30 years for buildings and improvements. Expenditures for maintenance and repairs are expensed when incurred. Expenditures for renewals or betterments are capitalized. When property is retired or sold, the cost and the related accumulated depreciation are removed from the accounts, and the resulting gain or loss is included in other unrestricted revenues. Depreciation expense and costs of maintenance and repairs are classified under program services, since the amounts applicable to supporting services are considered insignificant.

(h) Loan costs

Loan costs are amortized on a straight-line basis over the scheduled repayment period of the related debt and are included in other assets in the statements of financial position. Unamortized loan costs amounted to \$57,737 and \$63,463 at June 30, 2012 and 2011, respectively. Amortization expense amounted to \$5,726 in 2012 and 2011 and is scheduled to be \$5,726 in each of the next 11 years and \$500 thereafter when the loan costs are fully amortized.

# UNIVERSITY SCHOOL OF NASHVILLE

## Notes to the Financial Statements

June 30, 2012 and 2011

(i) Deferred tuition revenue

Deferred tuition revenue represents advance tuition payments for the upcoming academic year. Such amounts are recognized as revenues in the year to which the payments relate.

(j) Enrollment deposits

New incoming students are required to make an enrollment deposit which is applied to the student's last bill of the first year of enrollment.

(k) Realization of long-lived assets

Management evaluates the recoverability of the investment in long-lived assets on an ongoing basis and recognizes any impairment in the year of determination. It is reasonably possible that relevant conditions could change in the near term and necessitate a change in management's estimate of the recoverability of these assets.

(l) Accounting for derivatives

The School utilizes a derivative financial instrument to manage its interest rate exposure by reducing the impact of fluctuating interest rates on its debt service requirements. Derivatives are recognized as either assets or liabilities in the statements of financial position at fair value. Changes in the fair value of derivatives are recognized currently in the statement of activities as a gain or loss on hedging activities.

(m) Tuition and ancillary program revenue recognition

Student tuition and educational fees are recorded as revenues during the year the related academic services are rendered during the school year which generally runs from August to June. Deposits received for tuition for subsequent school years and enrollment deposits made by new incoming students are recorded as deferred revenue until earned.

Ancillary program revenues represents revenue from after school programs, bookstore sales, camps and other related activities and are recognized as revenue when the materials are sold or as the services are rendered.

(n) Financial aid, scholarships and tuition remission

Tuition and fees that reflect the School's normal tuition charges and additional fees for all students are presented net of financial aid, scholarships and tuition remission. Scholarships, given on the basis of financial need and/or academic performance, are netted against tuition and fees. Employees with continuous service prior to the 1994 - 1995 school year receive a tuition remission benefit for dependents.

# UNIVERSITY SCHOOL OF NASHVILLE

## Notes to the Financial Statements

June 30, 2012 and 2011

(o) Contributions and support

Contributions received are recorded as unrestricted, temporarily restricted, or permanently restricted support, depending on the existence and nature of any donor restrictions.

Contributions are considered to be available for unrestricted use unless specifically restricted by the donor. Amounts received that are restricted by the donor for future periods or for specific purposes are reported as temporarily restricted or permanently restricted support that increases those net asset classes. When a restriction is fulfilled (that is, when a stipulated time restriction ends or purpose restriction is accomplished), temporarily restricted net assets are reclassified to unrestricted and reported in the statement of activities as net assets released from restrictions. However, if a restriction is fulfilled in the same time period in which the contribution is received, the support is reported as unrestricted.

The School reports any gifts of equipment or materials as unrestricted support unless explicit donor restrictions specify how the assets must be used. Gifts of long-lived assets with explicit restrictions as to how the assets are to be used or funds restricted for the acquisition of long-lived assets are reported as restricted support. Expirations of donor restrictions are recognized when the donated or acquired long-lived assets are placed in service.

(p) Income taxes

The School is exempt from federal income taxes under the provisions of Internal Revenue Code Section 501(c)(3), and, accordingly, no provision for income taxes is included in the financial statements.

A tax position is recognized as a benefit only if it is "more likely than not" that the tax position would be sustained in a tax examination, with a tax examination being presumed to occur. The amount recognized is the largest amount of tax benefit that is greater than 50% likely of being realized on examination. For tax positions not meeting the "more likely than not" test, no tax benefit is recorded.

As of June 30, 2012 and 2011, the School has accrued no interest and no penalties related to uncertain tax positions. It is the School's policy to recognize interest and/or penalties related to income tax matters in income tax expense. The School files a U.S. Federal information tax return. The School is currently open to audit under the statute of limitations by the Internal Revenue Service for the years ended after June 30, 2008.

(q) Advertising and promotion costs

Advertising and promotion costs are expensed as incurred.

# UNIVERSITY SCHOOL OF NASHVILLE

## Notes to the Financial Statements

June 30, 2012 and 2011

(r) Use of estimates

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

(s) Reclassifications

Certain reclassifications have been made to the 2011 financial statements in order for them to conform to the 2012 presentation. These reclassifications have no effect on net assets or changes in net assets as previously reported.

(t) Events occurring after reporting date

The School has evaluated events and transactions that occurred between June 30, 2012 and October 16, 2012 which is the date that the financial statements were available to be issued, for possible recognition or disclosure in the financial statements. No such events or transactions were noted requiring recognition or disclosure in the financial statements.

(3) Credit risk and other concentrations

Financial instruments that potentially subject the School to concentrations of credit risk consist of cash balances, certificates of deposit, money market accounts and investments.

Cash balances are maintained at two financial institutions that are insured by the Federal Deposit Insurance Corporation (FDIC). The federally insured limits have temporarily been increased from \$100,000 to \$250,000 per depositor through December 31, 2013. The aggregate balances per bank exceeded the FDIC limit by approximately \$2,700,000 and \$3,000,000 at June 30, 2012 and 2011, respectively.

The School also maintains investment balances at various brokerage and investment companies. These investments consist of cash and various stocks, bonds, real estate and hedge funds. Generally, they are not insured by the FDIC or any other government agency and are subject to investment risk, including the risk of loss of principal. Investors are provided limited protection by the Securities Investor Protection Corporation (SIPC). SIPC covers investor losses, in some cases, attributable to bankruptcy or fraudulent practices of brokerage firms.

The School serves students from Nashville and surrounding communities. Accordingly, substantially all pledges and tuition receivables are due from residents of those communities.

## Notes to the Financial Statements

June 30, 2012 and 2011

(4) Fair value measurements, investments and investment income

FASB ASC 820, *Fair Value Measurements and Disclosures*, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described below:

Level 1 -Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the School has the ability to access.

Level 2 - Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 - Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The following is a description of the valuation methodologies used for asset and liability measurement at fair value. There have been no changes in the methodologies used at June 30, 2012 and 2011.

- (i) *Common trust funds:* Common trust funds are invested in six separate trust funds which hold investments in a variety of investment instruments, including domestic governmental and corporate debt and equity securities, mutual funds, limited partnerships and foreign equity securities. The funds are valued at the net asset value of shares held at the end of the year. The net asset value is determined by the funds' manager, Diversified Trust Company, Inc., at the end of each month. Units are issued and redeemed only at the month-end net asset value.
- (ii) *Mutual funds:* Valued at the net asset value of shares held by the School at year end based on a quoted price in an active market.
- (iii) *Hedge funds:* The School invests in a fund that uses derivative financial instruments to hedge against adverse changes in interest rates and foreign exchange rates. The underlying investments of the derivative fund are valued by the trustee/custodian based on the last prior sales price on the principal board of trade or other contracts market or by quotations from the contra party bank.

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- (iv) *Private equity investment funds:* Valued at fair value based on the beginning of year value of the School's interest plus actual contributions and allocated investment income less actual distributions and allocated administrative expenses.
- (v) *Life insurance policies:* Valued at the cash value of the underlying insurance policies.
- (vi) *Interest rate swaps:* The fair values of interest rate swaps are determined using the market standard methodology of netting the discounted future fixed cash payments (or receipts) and the discounted expected variable cash receipts (or payments). The variable cash receipts (or payments) are based on an expectation of future interest rates (forward curves) derived from observable market interest rate curves.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the School's management believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following tables set forth, by level within the fair value hierarchy, the School's financial instruments at fair value as of June 30, 2012 and 2011:

Fair Value Measurements as of June 30, 2012 using the following inputs				
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
<b>Investments:</b>				
Cash and cash equivalents	\$ 1,393,560	\$ -	\$ -	\$ 1,393,560
Common trust funds	-	10,466,119	-	10,466,119
Private equity funds	-	-	185,300	185,300
Hedge fund residual	-	-	16,354	16,354
Cash value of life insurance	-	75,452	-	75,452
	1,393,560	10,541,571	201,654	12,136,785
Mutual funds held for deferred compensation plans (Note 8)	307,121	-	-	307,121
<b>Total investments</b>	<b>\$ 1,700,681</b>	<b>\$ 10,541,571</b>	<b>\$ 201,654</b>	<b>\$ 12,443,906</b>
Obligation under interest rate swap	\$ -	\$ (182,690)	\$ -	\$ (182,690)

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### Fair Value Measurements as of June 30, 2011 using the following inputs

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
<b>Investments:</b>				
Cash and cash equivalents	\$ 1,630,850	\$ -	\$ -	\$ 1,630,850
Common trust funds	-	10,225,562	-	10,225,562
Private equity funds	-	-	184,620	184,620
Hedge fund residual	-	-	16,354	16,354
Cash value of life insurance	-	73,549	-	73,549
	1,630,850	10,299,111	200,974	12,130,935
Mutual funds held for deferred compensation plans (Note 8)	284,559	-	-	284,559
<b>Total investments</b>	<b>\$ 1,915,409</b>	<b>\$ 10,299,111</b>	<b>\$ 200,974</b>	<b>\$ 12,415,494</b>
<b>Obligation under interest rate swap</b>	<b>\$ -</b>	<b>\$ (190,508)</b>	<b>\$ -</b>	<b>\$ (190,508)</b>

The following table provides a summary of changes in fair value of the Plan's Level 3 assets for the years ended June 30, 2012 and 2011:

### Fair Value Measurements Using Significant Unobservable Inputs (Level 3)

	<u>Hedge Fund Residual</u>	<u>Private Equity Investment</u>	<u>Total</u>
Balance at June 30, 2010	\$ 16,335	\$ 148,995	\$ 165,330
Unrealized gains relating to instruments still held at the reporting date	19	35,625	35,644
Balance at June 30, 2011	16,354	184,620	200,974
Unrealized gains relating to instruments still held at the reporting date	-	680	680
Distributions	-	(30,000)	(30,000)
Income	-	30,000	30,000
Balance at June 30, 2012	<u>\$ 16,354</u>	<u>\$ 185,300</u>	<u>\$ 201,654</u>

The following schedule summarizes the investment income (loss) included in the statements of activities and changes in net assets for 2012 and 2011:

	<u>2012</u>	<u>2011</u>
Interest and dividend income	\$ 138,531	\$ 230,507
Net gain (loss) on investments	<u>(159,618)</u>	<u>1,398,783</u>
	<u>\$ (21,087)</u>	<u>\$ 1,629,290</u>

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The majority of the investment holdings can be liquidated within 30 days or less. At June 30, 2012 and 2011, liquidity restrictions for 0.1% of the total investment holdings, respectively, permit exit on the last day of each quarter with advance notification of at least 60 days prior to the beginning of the quarter, based on the market value of the School's interest at the date redeemed. In addition, 1.5% of the investment holdings as of June 30, 2012 and 2011, represent capital committed to a private equity fund and cannot be liquidated at the School's discretion. The School invests in a private equity fund that requires capital contributions. At June 30, 2012, the School has commitments to contribute \$80,000 during the next four years to this fund when such calls are made for capital by the fund manager.

**(5) Tuition and pledges receivable**

A summary of tuition and pledges receivable at June 30, 2012 and 2011 is as follows:

Tuition and other	\$ 201,182	\$ 253,070
Pledges receivable	467,721	927,747
Other receivables	<u>58,170</u>	<u>36,430</u>
	727,073	1,217,247
Less:		
Allowance for uncollectible accounts	(122,292)	(147,630)
Discount on pledge receivables	<u>(15,111)</u>	<u>(40,556)</u>
Net tuition and pledges receivable	<u>\$ 589,670</u>	<u>\$ 1,029,061</u>

The discount rate used to determine the present value of pledge contributions made for 2012 and 2011 is 3.51%.

Gross pledge contributions scheduled to be received as of June 30, 2012 and 2011 are as follows:

	<u>2012</u>	<u>2011</u>
Receivable in less than one year	\$ 248,054	\$ 274,667
Receivable in one to five years	<u>219,667</u>	<u>653,080</u>
	<u>\$ 467,721</u>	<u>\$ 927,747</u>

**(6) Properties, buildings and equipment**

Properties, buildings and equipment at June 30, 2012 and 2011, consisted of the following:

	<u>2012</u>	<u>2011</u>
Land	\$ 2,814,767	\$ 2,814,767
Buildings and improvements	29,388,004	27,397,002
Equipment	5,296,958	4,802,543
Construction in progress	<u>23,447</u>	<u>504,295</u>
	37,523,176	35,518,607
Accumulated depreciation	<u>(16,892,562)</u>	<u>(15,414,697)</u>
Properties, buildings and equipment, net	<u>\$ 20,630,614</u>	<u>\$ 20,103,910</u>

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### (7) Long term debt

On August 19, 2002, the Industrial Development Board of the Metropolitan Government of Nashville and Davidson County (the "IDB") issued \$8,000,000 of twenty-year Educational Facilities Revenue Refunding and Improvement Bonds (the "Bonds"). Net proceeds of the bond issue were loaned to the School to refinance outstanding debt and to finance the acquisition, construction and equipping of improvements to the campus. The note is secured by an irrevocable direct-pay letter of credit which expires in August 2017. Payments of interest only are due monthly, with scheduled principal payments due through August 2022. The Bonds may be prepaid without penalty. No payments were made during 2012 or 2011.

In July 2012 a payment of \$365,000 was made on the bond principal.

A summary of future maturities of long-term debt as of June 30, 2012 is as follows:

<u>Year</u>	<u>Amount</u>
2019	\$ 90,000
2020	845,000
2021	890,000
2022	<u>935,000</u>
	<u>\$ 2,760,000</u>

The refunding bonds are also subject to the provisions of a remarketing agreement. Should the School be unable to renew the letter of credit, comply with the terms of the remarketing agreement, or comply with other provisions of the bond indenture, the principal payments under the refunding bonds could be accelerated or penalties could be assessed to the School.

The School has entered into an interest rate swap agreement with a bank for the purpose of hedging its interest rate risk on its outstanding bond issue and fixing the interest rate at 3.51%. The fair value of the School's swap obligation amounted to \$182,690 and \$190,508 at June 30, 2012 and 2011, respectively. The swap agreement terminates in August 2017, has an original notional amount of \$3,950,000 and a current notional amount of \$2,123,000 at June 30, 2012.

### (8) Retirement and deferred compensation plans

The School sponsors a defined contribution retirement plan covering all full-time employees. The School makes matching contributions to the plan based on the employees' participation election, up to 5% of each participant's salary. The School's policy is to fund retirement costs accrued. Total expense recognized by the School under the plan amounted to \$445,548 and \$424,527 for the years ended June 30, 2012 and 2011, respectively.

Effective June 30, 2004, the School entered into a deferred compensation arrangement with its Director. The arrangement consists of an eligible plan under Section 457(b) of the Code, and an ineligible plan under Section 457(f) of the Code. Eligible plan contributions vest when made; ineligible plan contributions and related earnings vest only if the director's employment term continues through age 62.

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The School has also entered into a similar arrangement with another key employee. This plan qualifies as an eligible plan under Section 457(b) of the Code. Contributions to this plan vest when made, provided the employee remains a full-time employee of the School.

The assets in these plans are held by the School, subject to the claims of its general creditors. As of June 30, 2012 and 2011, assets of \$307,121 and \$284,559, respectively, are included in other assets on the statements of financial position and are reported based on the current fair value of the underlying investments. Related liabilities, adjusted each year to the amount of the vested and unvested balance, of \$307,121 and \$284,559 are included in accrued salaries and related benefits with the corresponding expense recognized in general administration for the years ended June 30, 2012 and 2011, respectively.

The School contributed \$34,000 and \$33,000 to the deferred compensation plan for the years ended June 30, 2012 and 2011, respectively.

### (9) USN Association

The USN Association is a service organization whose accounts and operations are included in the financial statements of the School. The Association's sole mission is to enhance the educational experience of the School's students by supporting the School with needed resources. A summary of the activity of the USN Association follows for the years ended June 30, 2012 and 2011:

	<u>2012</u>	<u>2011</u>
USN Association revenue	\$ <u>440,644</u>	\$ <u>394,620</u>
USN Association expenses:		
Fundraising expenses	303,300	258,889
Association activities	<u>20,374</u>	<u>20,113</u>
Total USN Association expenses	<u>323,674</u>	<u>279,002</u>
Transfers to the school:		
Purchase of fixed assets	(10,827)	(12,000)
Purchase of athletic equipment- flood	-	(15,000)
Operating contribution	(20,000)	(20,000)
Proceeds from used book sale	(12,537)	(15,640)
Proceeds from Artclectic - to endowment	(16,752)	(27,161)
LS photo	(9,067)	-
Music night transfer	(8,858)	-
Golf tournament transfer	(5,694)	-
I-pads for teachers	(20,000)	-
Bonus bucks	(10,465)	-
Proceeds from evening classes - to endowment	<u>(26,937)</u>	<u>(13,189)</u>
Total transfers to the school	(141,137)	(102,990)
Change in USN Association assets	(24,167)	12,628
Designated USN Association - beginning of year	<u>125,020</u>	<u>112,392</u>
Designated USN Association - end of year	<u>\$ 100,853</u>	<u>\$ 125,020</u>

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**(10) Net assets released from restrictions**

Temporarily restricted net assets were released from donor restrictions as follows for the years ended June 30:

	<u>2012</u>	<u>2011</u>
<b>Purpose restriction accomplished:</b>		
Property, plant and equipment purchases	\$ 473,404	\$ 198,439
Purchased life insurance policy	-	18,537
Library books	23,000	94
Other	14,146	8,475
Scholarship award	24,849	43,236
Faculty professional development award	8,664	8,417
Financial aid	25,000	-
Endowment spending rate (portion from temporarily restricted)	298,900	279,000
Summer opportunities	25,805	-
I-pads from USNA	17,365	-
Reclassifications of restriction to permanently restricted	-	16,374
	<u>\$ 911,133</u>	<u>\$ 572,572</u>

**(11) Endowment funds**

Permanently restricted net assets includes the School's endowment funds established for the purpose of financial aid and scholarships. As required by generally accepted accounting principles, net assets associated with endowment funds are classified and reported based on the existence or absence of donor-imposed restrictions.

As prescribed by the Uniform Prudent Management of Institutional Funds Act ("UPMIFA"), the School intends to preserve the fair value of the original gift as of the gift date of the donor-restricted endowment funds absent explicit donor stipulations to the contrary. As a result of this interpretation, the School classifies as permanently restricted net assets (a) the original value of gifts donated to the permanent endowment, (b) the original value of subsequent gifts to the permanent endowment, and (c) accumulations to the permanent endowment made in accordance with the direction of the applicable donor gift instrument at the time the accumulation is added to the fund. The remaining portion of the donor-restricted endowment fund that is not classified in permanently restricted net assets is classified as temporarily restricted net assets until those amounts are appropriated for expenditure by the School in a manner consistent with the standard of prudence prescribed by UPMIFA. In accordance with UPMIFA, the School considers the following factors in making a determination to appropriate or accumulate donor-restricted endowment funds:

- (a) The duration and preservation of the fund
- (b) The purposes of the School and the donor-restricted endowment fund
- (c) General economic conditions
- (d) The possible effect of inflation and deflation
- (e) The expected total return from income and the appreciation of investments
- (f) Other resources of the School
- (g) The investment policies of the School

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From time to time, the fair value of assets associated with individual donor restricted endowment funds may fall below the level that the donor or UPMIFA requires the School to retain as a fund of perpetual duration. These deficiencies generally result from unfavorable market fluctuations that occur shortly after the investment of new permanently restricted contributions and continued appropriation for certain programs that were deemed prudent by the Board of Directors. There were no such deficiencies as of June 30, 2012 or 2011.

### Spending policy

The School has a policy of appropriating for distribution each year 3.5% of the most recent September 30 balance of the endowment as of the time of the annual budget approval, except as otherwise stipulated by donors for specific restricted funds. This amount should not exceed 5% nor be less than 2% of the trailing three-year average of the fiscal year end market value for the three fiscal years immediately preceding the respective budget approval.

The Malone Foundation scholarship fund stipulates an annual spending of 5% of the fair market value of the fund.

### Investment return objective, risk parameters and strategies

The School's primary objectives for the investment of its endowments are to:

- Preserve the real purchasing power of the principal, and
- Provide a reasonably stable source of perpetual financial support.

To arrive at a specific asset allocation, the Board endorses the following principles:

- Diversification is critical at both the asset and security level;
- As a perpetual fund, cash reserves should be minimal;
- The timing of initial investments will be made over an appropriate period as determined by the finance committee;
- Liquidity is important to consider for investment in securities; and
- An allocation to real estate, private equity, and other non-marketable investments may be appropriate given the possibility of both added diversification and enhanced return.

Endowments should have as their objective an asset allocation sufficient to meet the spending policy herein. This allocation should include:

- Total publicly traded equity exposure not to exceed 65%.
- Up to 40% investment in fixed income securities with a portion in cash equivalents as determined appropriate by the investment subcommittee and/or finance committee.
- Up to 35% investment in real estate, private equity and hedge funds.

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A summary of endowment asset composition by type of fund as of June 30, 2012 is as follows:

	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>Permanently Restricted</u>	<u>Total</u>
Board-designated	\$ 1,298,693	\$ 917,489	\$ -	\$ 2,216,182
Donor-restricted	<u>-</u>	<u>-</u>	<u>7,278,728</u>	<u>7,278,728</u>
Total	<u>\$ 1,298,693</u>	<u>\$ 917,489</u>	<u>\$ 7,278,728</u>	<u>\$ 9,494,910</u>

A summary of endowment asset composition by type of fund as of June 30, 2011 is as follows:

	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>Permanently Restricted</u>	<u>Total</u>
Board-designated	\$ 1,221,816	\$ 1,255,251	\$ -	\$ 2,477,067
Donor-restricted	<u>-</u>	<u>-</u>	<u>7,151,400</u>	<u>7,151,400</u>
Total	<u>\$ 1,221,816</u>	<u>\$ 1,255,251</u>	<u>\$ 7,151,400</u>	<u>\$ 9,628,467</u>

Changes in endowment net assets for the fiscal years ended June 30, 2012 and 2011 are as follows:

	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>Permanently Restricted</u>	<u>Total</u>
Endowment net assets, June 30, 2010	\$ 857,034	\$ 267,893	\$ 6,874,897	\$ 7,999,824
Contributions	250,000	-	276,503	526,503
Realized and unrealized loss	141,782	1,282,732	-	1,424,514
Amounts appropriated for expenditures	<u>(27,000)</u>	<u>(295,374)</u>	<u>-</u>	<u>(322,374)</u>
Endowment net assets, June 30, 2011	1,221,816	1,255,251	7,151,400	9,628,467
Contributions	89,600	-	125,424	215,024
Realized and unrealized gain	19,377	(38,862)	1,904	(17,581)
Amounts appropriated for expenditures	<u>(32,100)</u>	<u>(298,900)</u>	<u>-</u>	<u>(331,000)</u>
Endowment net assets, June 30, 2012	<u>\$ 1,298,693</u>	<u>\$ 917,489</u>	<u>\$ 7,278,728</u>	<u>\$ 9,494,910</u>

### (12) Lease commitments

The School leases various office equipment under operating leases. Rent expense under these leases amounted to approximately \$40,000 in 2012 and 2011.

A summary of approximate future minimum payments under these equipment leases as of June 30, 2012 is as follows:

<u>Year ending June 30</u>	<u>Amount</u>
2013	\$ 24,000
2014	<u>12,000</u>
	<u>\$ 36,000</u>

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It is expected that in the normal course of business, leases that expire will be renewed or replaced by other leases; thus, it is anticipated that future lease payments will not be less than the expense for 2012.

(13) Related party transactions

The School may receive pledges and, on occasion, purchase goods or services from individuals, companies or organizations that are affiliated with or owned, directly or indirectly, by members of the Board of Trustees.

(14) Supplemental disclosures of cash flow statement information

	<u>2012</u>	<u>2011</u>
Interest paid	\$ <u>106,285</u>	\$ <u>124,011</u>