



Report of The Treasurer 2006

THE UNIVERSITY OF TENNESSEE



Report of the Treasurer 2006

Brief History of the University of Tennessee

The University of Tennessee is one of the nation’s oldest institutions of higher education, in operation since 1794. Two years before Tennessee achieved statehood in 1796, the legislature of the Southwest Territory—which later became Tennessee—granted a charter to Blount College, named in honor of the territorial governor, William Blount. Located in Knoxville near today’s downtown area, Blount College was nonsectarian, which was unusual for an institution of higher education at that time. The university has remained nondenominational and is believed to be the oldest such institution west of the Appalachian Divide. Blount College was all male, typical for colleges of the late 18th century, a restriction that remained in force for almost a century until the first women students were admitted in 1892.

In 1807 the state legislature changed the name of Blount College to East Tennessee College, and in 1826 the 40-acre tract known as “the Hill” became part of its campus. The name of the school changed again in 1840 to East Tennessee University. But 21 years later, the Civil War forced the university to close, and its buildings were used as a hospital for Confederate troops, then later occupied by Union soldiers.

When the war ended, East Tennessee University reopened, and in 1869 the state legislature selected the university as the state’s federal land-grant institution under the Morrill Act of 1862. To comply with the terms of the act, ETU broadened its offerings to include agricultural, engineering, and military-science courses.

Ten years later, East Tennessee University was chosen by the legislature to be the state university of Tennessee, and its name was changed to the University of Tennessee. The university pledged itself to the service and interest of the entire state, and the state pledged its name and reputation to the university, promising the institution a vital role in the progress of the state.

Today, the university serves the people of Tennessee from locations across the state. The medical campus, founded in Nashville and acquired by the university in 1879, was moved to Memphis in 1911. The Martin campus, established in 1900 as a private institution, became part of the University of Tennessee in 1927.

In 1969 the private University of Chattanooga merged with the public university to become its fourth primary campus. The University of Tennessee Space Institute, a graduate education and research center near Tullahoma, was established in 1964.

Three statewide units of the university—the Institute of Agriculture, the Institute for Public Service, and the Division of Continuing Education—extend the university beyond its various campuses to serve the entire state.

The administration of the university is headquartered in Knoxville, where the offices of the president and the central staff are located. Resident chancellors are the chief administrators of the Chattanooga and Martin campuses.

Traditionally, Tennessee’s governors and members of the state legislature have shown active interest in the development of the University of Tennessee by providing the support it needs to meet the increasing educational, research, and service needs of the people of Tennessee. As a result, many university programs have earned both national and global recognition.

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Letter from the Treasurer

The financial statements on the following pages have been prepared in accordance with generally accepted accounting principles as prescribed by the Governmental Accounting Standards Board. The management of the University of Tennessee is responsible for the integrity and objectivity of these financial statements.

Management believes that the university's highly developed system of internal accounting controls provides reasonable assurance that assets are protected and that transactions and events are properly recorded. Establishing sound fiscal policies and procedures and communicating them clearly, carefully selecting qualified financial staff, and implementing an extensive program of internal audits and management reviews ensure that the system of internal controls is maintained.

The financial statements herein have been audited by the State of Tennessee, Comptroller of the Treasury, Division of State Audit. The auditor's opinion is based on audit procedures described in their letter on page 3, which include understanding university systems, procedures, and internal controls and performing tests and other auditing procedures sufficient to provide reasonable assurance that the financial statements are not materially misleading nor do they contain material errors.

The statements contained in this report describe the university's overall financial condition and the financial performance for the year ended June 30, 2006. A separate publication, "Report of the Treasurer 2006 Supplemental Schedules and Appendices," contains detailed supporting schedules and appendices and is available for those who wish to make a more extensive analysis of university operations. The supporting schedules and appendices are designed to enable analysis of important items summarized or consolidated in the financial statements of this report.

Respectfully submitted,



A handwritten signature in dark ink, appearing to read "Charles M. Peccolo". The signature is fluid and cursive.

Charles M. Peccolo
Vice President and Treasurer



STATE OF TENNESSEE
COMPTROLLER OF THE TREASURY
DEPARTMENT OF AUDIT
DIVISION OF STATE AUDIT

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NASHVILLE, TENNESSEE 37243-0264
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Independent Auditor's Report

December 8, 2006

The Honorable John G. Morgan
Comptroller of the Treasury
State Capitol
Nashville, Tennessee 37243

Dear Mr. Morgan:

We have audited the accompanying basic financial statements of the University of Tennessee, which is a component unit of the State of Tennessee, as of and for the year ended June 30, 2006, as listed in the table of contents. These financial statements are the responsibility of the university's management. Our responsibility is to express opinions on these financial statements, based on our audit. We did not audit the financial statements of the University of Chattanooga Foundation, Inc., and the University of Tennessee Foundation, Inc., discretely presented component units of the university. Those financial statements were audited by other auditors whose reports thereon have been furnished to us, and our opinion, insofar as it relates to the amounts included for the University of Chattanooga Foundation, Inc., and the University of Tennessee Foundation, Inc., is based on the reports of the other auditors.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. 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 and the reports of the other auditors provide a reasonable basis for our opinions. Tennessee statutes, in addition to audit responsibilities, entrust certain other responsibilities to the Comptroller of the Treasury. Those responsibilities include serving as a member of the board of directors of many agencies, commissions, and component units of the State of Tennessee; managing the state's debt; and making loans to the state's colleges and universities from debt proceeds. Some of the boards on which the Comptroller of the Treasury serves as a member per state statutes include the State Building Commission and the Tennessee Higher Education Commission.

In our opinion, based on our audit and the reports of the other auditors, the financial statements referred to above present fairly, in all material respects, the respective financial position of the University of Tennessee and its discretely presented component units as of June 30, 2006, and the respective changes in financial position and cash flows thereof for the year then ended in conformity with accounting principles generally accepted in the United States of America.

As explained in Note 2, the financial statements include investments valued at \$147,365,986.22 (8.5 percent of net assets), whose fair values have been estimated by management in the absence of readily determinable fair values. Management's estimates are based on information provided by the fund managers or the general partners.

During the year ended June 30, 2006, the university implemented GASB Statement 42, *Accounting and Financial Reporting for Impairment of Capital Assets and for Insurance Recoveries*.

The management's discussion and analysis is not a required part of the basic financial statements but is supplementary information required by accounting principles generally accepted in the United States of America. We have applied certain limited procedures, which consisted principally of inquiries of management regarding the methods of measurement and presentation of the required supplementary information. However, we did not audit the information and express no opinion on it.

Our audit was conducted for the purpose of forming opinions on the basic financial statements. The schedules and charts presented outside of the basic financial statements are presented for purposes of additional analysis and are not a required part of the basic financial statements. Such information has not been subjected to the auditing procedures applied in the audit of the basic financial statements, and, accordingly, we express no opinion on it.

In accordance with *Government Auditing Standards*, we have also issued our report dated December 8, 2006, on our consideration of the university's internal control over financial reporting and our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* and should be read in conjunction with this report in considering the results of our audit.

Sincerely,

Arthur A. Hayes, Jr., CPA
Director



Management's Discussion and Analysis

This section of the University of Tennessee's annual financial report presents a discussion and analysis of the financial performance of the university during the fiscal year ended June 30, 2006, with comparative information presented for the fiscal year ended June 30, 2005. This discussion has been prepared by management along with the financial statements and related note disclosures and should be read in conjunction with them. The financial statements, notes, and this discussion are the responsibility of management.

The university has two discretely presented component units, the University of Chattanooga Foundation and the University of Tennessee Foundation. More detailed information about the university's component units is presented in Notes 19 and 20 of the financial statements. Information and analysis regarding the component units is also included in this section.

Using This Annual Report

This report consists of three basic financial statements. The statement of net assets; the statement of revenues, expenses, and changes in net assets; and the statement of cash flows provide information on the University of Tennessee as a whole and present a long-term view of the university's finances.

THE STATEMENT OF NET ASSETS

The statement of net assets presents the financial position of the university at the end of the fiscal year and includes all assets and liabilities of the university. The difference between total assets and total liabilities – net assets – is an indicator of the current financial condition of the university. Assets and liabilities are generally measured using current values. Capital assets, however, are stated at historical cost less an allowance for depreciation.

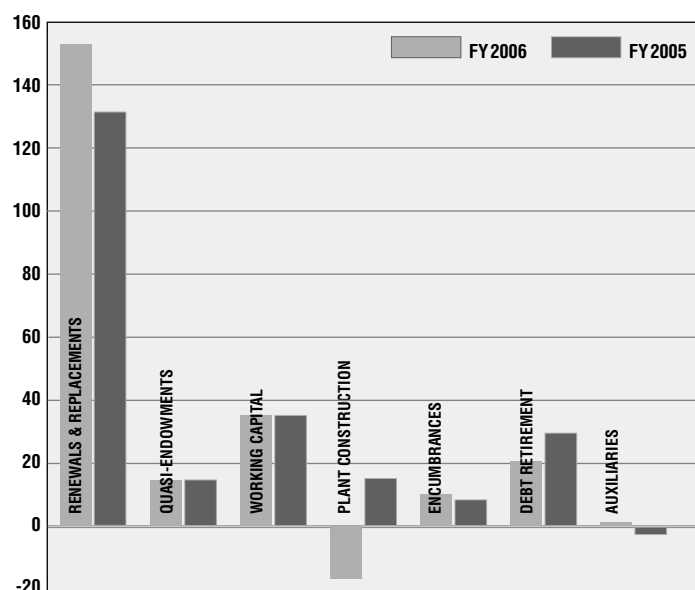
Net assets are divided into three major categories. The first category, invested in capital assets, net of related debt, provides

the university's equity in property, plant, and equipment owned by the university. The next asset category is restricted net assets, which is divided into two categories, nonexpendable and expendable. The corpus of nonexpendable restricted resources is only available for investment purposes. Expendable restricted net assets are available for expenditure by the university but must be spent for purposes as determined by donors and/or external entities that have placed time or purpose restrictions on the use of the assets. The final category is unrestricted net assets. Unrestricted net assets are available to the university for any lawful purpose of the institution.

Table 1. Statements of Net Assets (in thousands of dollars)

	UT		UC Foundation		UT Foundation	
	2006	2005	2006	2005	2006	2005
ASSETS						
Current assets	\$ 399,030	\$ 332,130	\$ 9,318	\$ 9,243	\$ 3,899	\$ 7,929
Capital assets, net	1,031,458	963,076	72,586	75,575	52,422	51,102
Other assets	936,033	869,742	118,511	112,554	35,238	26,152
TOTAL ASSETS	2,366,521	2,164,948	200,415	197,372	91,559	85,183
LIABILITIES						
Current liabilities	264,435	244,584	9,319	9,243	1,110	3,406
Noncurrent liabilities	362,513	328,655	87,773	89,033	58,849	59,233
TOTAL LIABILITIES	626,948	573,239	97,092	98,276	59,959	62,639
NET ASSETS						
Invested in capital assets, net of related debt	750,758	713,142				
Restricted – nonexpendable	358,337	335,859	43,560	39,255	7,464	5,460
Restricted – expendable	432,797	348,315	7,763	7,805	25,483	16,399
Unrestricted	197,681	194,393	52,000	52,036	(1,347)	685
TOTAL NET ASSETS	\$ 1,739,573	\$ 1,591,709	\$ 103,323	\$ 99,096	\$ 31,600	\$ 22,544

Graph A. Unrestricted Net Assets (millions)



Material assets consist of cash and cash equivalents; investments; accounts, notes, and grants receivable; and capital assets. Decreases in current assets can be found in accounts, notes, and grants receivable. Increases in current assets are in cash and cash equivalents and investments. Increases in noncurrent assets can be found in investments, lease payments receivable, and capital assets. Decreases in noncurrent assets can be found in cash and cash equivalents and accounts, notes, and grants receivable.

Material liabilities include long-term bonded debt, compensated absences, accounts payable, accrued liabilities, and deferred revenue. The increase in current liabilities is due to increases in deposits payable and deferred revenue. The increase in noncurrent liabilities is due mainly to an increase in Tennessee State School Bond Authority indebtedness.

Many of the university's unrestricted net assets have been designated or reserved for specific purposes such as repairs and replacement of capital assets, future debt service, quasi-endowments, and capital projects. The graph to the left (Graph A) shows the allocations.

THE STATEMENT OF REVENUES, EXPENSES, AND CHANGES IN NET ASSETS

The statement of revenues, expenses, and changes in net assets presents the operating results of the university, as well as the nonoperating revenues and expenses. Annual state appropriations, while budgeted for operations, are considered nonoperating revenues according to accounting principles generally accepted in the United States of America.

Table 2. Statements of Revenues, Expenses, and Changes in Net Assets (in thousands of dollars)

	UT		UC Foundation		UT Foundation	
	2006	2005	2006	2005	2006	2005
OPERATING REVENUES						
Net tuition and fees	\$ 232,960	\$ 210,613	\$ —	\$ —	\$ —	\$ —
Grants and contracts	377,289	391,942	—	—	—	—
Auxiliary	134,466	129,304	—	—	—	—
Other	70,797	68,095	12,949	11,308	14,182	6,817
TOTAL OPERATING REVENUES	815,512	799,954	12,949	11,308	14,182	6,817
Operating expenses	1,425,134	1,400,362	11,295	10,511	8,323	6,543
OPERATING INCOME (LOSS)	(609,622)	(600,408)	1,654	797	5,859	274
NONOPERATING REVENUES AND EXPENSES						
State appropriations	459,279	446,293	—	—	—	—
Gifts	36,339	24,104	—	—	—	—
Investment income	110,939	90,272	5,766	(863)	1,536	1,183
Other revenues and expenses	61,830	50,993	(4,968)	(8,380)	—	—
TOTAL NONOPERATING REVENUES AND EXPENSES	668,387	611,662	798	(9,243)	1,536	1,183
INCOME (LOSS) BEFORE OTHER REVENUES, EXPENSES, GAINS, OR LOSSES	58,765	11,254	2,452	(8,446)	7,395	1,457
OTHER REVENUES, EXPENSES, GAINS, OR LOSSES						
Capital appropriations	24,579	15,137	—	—	—	—
Capital grants and gifts	18,284	12,556	—	—	—	—
Additions to permanent endowments	36,030	15,032	1,775	966	1,661	2,333
Other	10,206	(5,423)	—	—	—	—
TOTAL OTHER REVENUES, EXPENSES, GAINS, OR LOSSES	89,099	37,302	1,775	966	1,661	2,333
INCREASE (DECREASE) IN NET ASSETS	147,864	48,556	4,227	(7,480)	9,056	3,790
NET ASSETS AT BEGINNING OF PERIOD	1,591,709	1,625,249	99,096	106,576	22,544	18,754
PRIOR PERIOD ADJUSTMENT		(82,096)				
NET ASSETS AT BEGINNING OF PERIOD, AS RESTATED		1,543,153				
NET ASSETS AT END OF YEAR	\$1,739,573	\$ 1,591,709	\$ 103,323	\$ 99,096	\$ 31,600	\$ 22,544

The increase in tuition and fees is primarily due to a 9% to 13% increase in fees for the 2006 academic year. Operating grants and contracts decreased by \$14 million due to a reclassification of State of Tennessee grants from operating to nonoperating.

In fiscal year 2006, state and local appropriations increased \$13 million. Nonoperating gifts increased \$12 million. The increase in investment income was due to an increase in endowment income and continued modest gains in the capital market.

The increase in capital appropriations for 2006 consisted of an increase in state appropriations for new buildings and capital maintenance. Additions to permanent endowments increased due to higher levels of new gifts to endowments for the 2006 fiscal year.

Total operating expenses increased approximately \$25 million in fiscal year 2006 primarily due to increased salaries and wages. The university intentionally attempted to bring faculty and staff salaries to a more competitive level.

REVENUES

The graphic illustration to the right (Graph B), shows revenues by source (both operating and nonoperating), which were used to fund the university's activities for the years ended June 30, 2006, and June 30, 2005.

For the year ended June 30, 2006, approximately seventy-two percent of UT's revenue was attributed to state and local appropriations, grants and contracts, and tuition and fees.

EXPENSES

Operating expenses can be displayed in two formats, natural classification and functional classification. Both formats are displayed below in Table 3 (in thousands of dollars).

Graph B. Revenues by Source (millions)

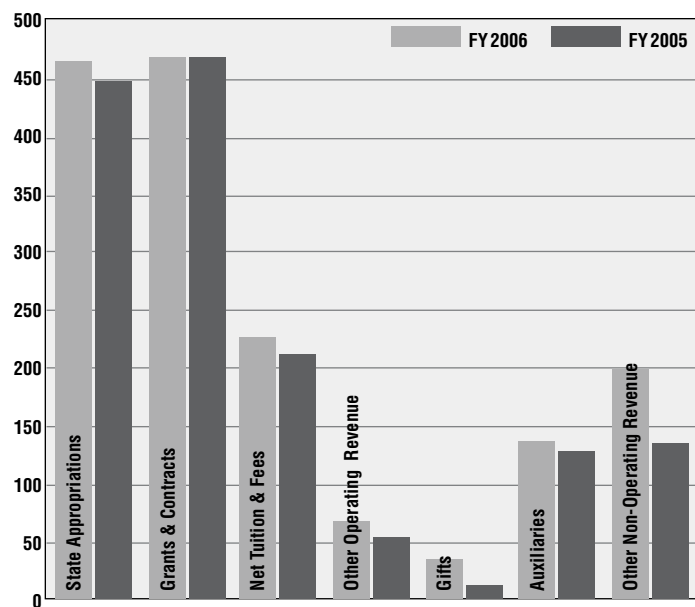
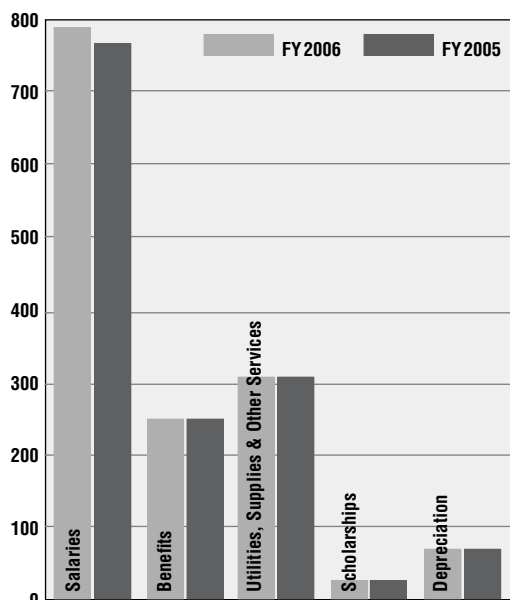


Table 3. Expenses Displaying Natural & Functional Classifications

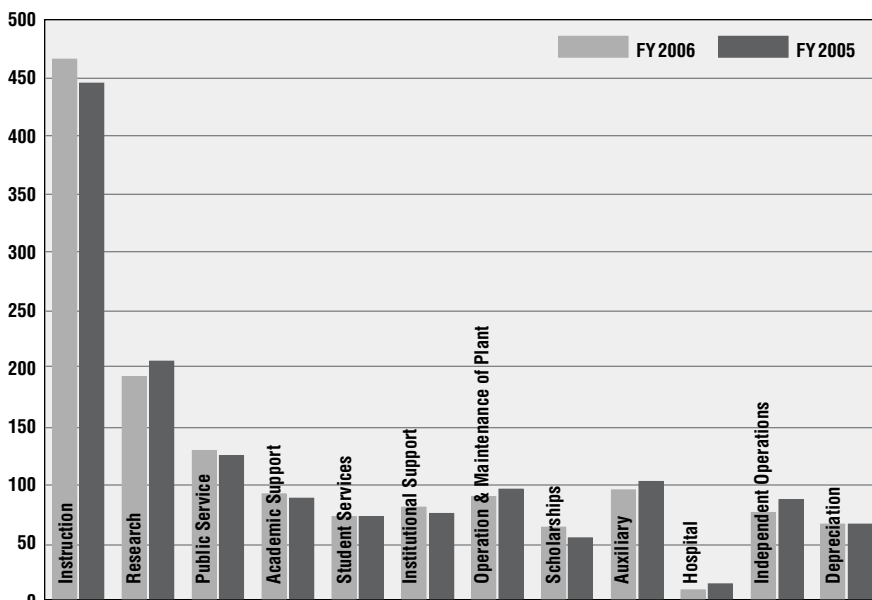
2006 NATURAL CLASSIFICATION						
	SALARIES	BENEFITS	UTILITIES, SUPPLIES AND OTHER SERVICES	SCHOLARSHIPS	DEPRECIATION	TOTAL
2006 FUNCTIONAL CLASSIFICATION						
Instruction	\$ 325,039	\$ 86,249	\$ 51,543			\$ 462,831
Research	111,668	27,824	57,639			197,131
Public service	69,920	22,769	33,765			126,454
Academic support	58,914	19,155	16,319			94,388
Student services	31,356	9,926	20,984			62,266
Institutional support	60,434	19,764	449			80,647
Operation and maintenance of plant	27,826	11,351	51,048			90,225
Scholarships	2,714	17,587	14,882	\$ 24,534		59,717
Auxiliary	31,864	8,842	59,004			99,710
Hospital		6	191			197
Independent operations	62,485	20,925				83,410
Depreciation					\$ 68,159	68,159
Total expenses	\$ 782,220	\$ 244,398	\$ 305,824	\$ 24,534	\$ 68,159	\$ 1,425,135
2005 NATURAL CLASSIFICATION						
	SALARIES	BENEFITS	UTILITIES, SUPPLIES AND OTHER SERVICES	SCHOLARSHIPS	DEPRECIATION	TOTAL
2005 FUNCTIONAL CLASSIFICATION						
Instruction	\$ 312,998	\$ 84,344	\$ 46,362			\$ 443,704
Research	113,098	29,950	60,677			203,725
Public service	68,027	23,024	33,190			124,241
Academic support	56,856	18,700	13,694			89,250
Student services	30,134	9,928	20,839			60,901
Institutional support	57,063	19,030				76,093
Operation and maintenance of plant	27,874	11,475	54,167			93,516
Scholarships	2,825	15,362	11,526	\$ 21,833		51,546
Auxiliary	31,734	8,843	61,176			101,753
Hospital			1,447			1,447
Independent operations	63,513	23,352				86,865
Depreciation					\$ 67,321	67,321
Total expenses	\$ 764,122	\$ 244,008	\$ 303,078	\$ 21,833	\$ 67,321	\$ 1,400,362

**Graph C. Operating Expenses
by Natural Classification (millions)**



For the year ended June 30, 2006, approximately seventy-two percent of operating expenses are attributed to salaries and benefits. Utilities, supplies, and other services represent twenty-one percent of total operating expenses. Scholarships and depreciation represent the remaining seven percent of operating expenses.

**Graph D. Operating Expenses
by Functional Classification (millions)**



For the year ended June 30, 2006, fifty-five percent of operating expenses by function is attributable to instruction, research, and public service. The percentages for the remaining functional areas range from one to seven percent of total operating expenses.

THE STATEMENT OF CASH FLOWS

The statement of cash flows provides information about cash receipts and cash payments during the year. This statement also assists users in assessing the university's ability to generate net cash flows, its ability to meet its obligations as they come due, and its need for external financing.

Table 4. Statements of Cash Flows (in thousands of dollars)

	2006	2005
CASH PROVIDED (USED) BY		
Operating activities.....	\$ (531,695)	\$ (525,997)
Noncapital financing activities	620,470	561,356
Capital and related financing activities	(73,461)	(56,989)
Investing activities	21,525	93,777
NET INCREASE (DECREASE) IN CASH	\$ (6,211)	\$ 72,147
CASH, BEGINNING OF YEAR	\$ 494,770	\$ 422,623
CASH, END OF YEAR	\$ 488,559	\$ 494,770

Material sources of cash included state appropriations, tuition and fees, and grants and contracts. Material uses of cash are reflected in payments to suppliers and vendors, payments to employees, payments for benefits, and the purchase of capital assets and construction.

The net decrease in cash and cash equivalents amounted to \$6,211,441.08 for the year ended June 30, 2006. The net increase in cash and cash equivalents amounted to \$72,146,382.13 for the year ended June 30, 2005.

CAPITAL ASSETS AND DEBT ADMINISTRATION

Capital Assets

At June 30, 2006, The University of Tennessee had \$1,031,458,280.42 invested in capital assets, net of accumulated depreciation. Depreciation charges totaled \$68,158,517.55 for the current fiscal year. Details of these assets are shown below.

Table 5. Schedule of Capital Assets, Net of Depreciation (in thousands of dollars)

	2006	2005
Land	\$ 50,071	\$ 50,994
Land improvements & infrastructure	29,542	32,325
Buildings	655,176	618,446
Works of art/historical treasures	405	405
Equipment.....	96,945	96,158
Software	1,458	5,350
Library holdings	59,179	55,562
Projects in progress	138,682	103,837
Total	\$1,031,458	\$ 963,077

Major capital additions for UT during 2005-2006 include an \$8.7 million Parking Garage and \$1.1 million Chancellor's Residence project in Memphis; the \$14.8 million Renovation and Expansion to the Student Center and the \$1.9 million Central Energy Plant Equipment Replacement projects in Chattanooga; the \$4.7 million Power Generation Facility in Martin; and the \$1.2 million Massey Hall Improvements project in Knoxville.

For the next fiscal year, the state has approved more than \$89 million in capital outlay appropriations and \$20 million in capital maintenance appropriations for UT. Some of these approved projects include the Ayres Hall Renovation project, the Brehm/McLeod Buildings Renovation project, and the Joint Institute in Advanced Materials project in Knoxville; the Fine Arts Building Renovation and Addition in Martin; and various improvement projects at the Memphis and Chattanooga campuses and at the Institute of Agriculture. More detailed information about the university's capital assets is presented in Note 5 to the financial statements.

Debt

At June 30, 2006, the university had \$278,257,290.49 in debt outstanding. The table below summarizes these amounts by type of debt instrument.

Table 6. Outstanding Debt Schedule (in thousands of dollars)

	2006	2005
Bonds-current portion	\$ 14,150	\$ 12,764
Bonds-noncurrent	235,454	212,976
Commercial paper-noncurrent	28,598	22,317
Total TSSBA authorized debt	\$ 278,202	\$ 248,057
Notes-current portion	10	10
Notes-noncurrent portion	45	56
Total debt	\$ 278,257	\$ 248,123

The university retired more than \$12.7 million in bonds and notes in fiscal year 2005-2006. The Tennessee State School Bond Authority (TSSBA), in addition to its authority to issue bonds and notes to finance capital projects, has the responsibility for approving all long-term debt of the university. TSSBA currently is rated AA- by Standard & Poor. More detailed information about the university's long-term liabilities is presented in Note 7 to the financial statements.

The university issued two new bond series in 2005-2006 in the net amount of \$27.3 million. These are the 2006A series in the amount of \$26.3 million and the 2006B series in the amount of \$1.0 million.

ECONOMIC FACTORS THAT WILL AFFECT THE FUTURE

For fiscal year 2007, the University of Tennessee Board of Trustees has authorized an individual campus fee increase of from 4 to 5% that is expected to generate approximately \$16 million in new funding, net of related scholarships, with a continued projected enrollment increase. State appropriations are expected to increase by a modest \$37 million to fund employee increases. The university expects investment income to increase slightly as interest rates continue to slowly increase. The university also expects an increase in sponsored project awards.

REQUESTS FOR INFORMATION

This financial report is designed to provide a general overview of the university's finances for all those with an interest in the university's finances. Questions concerning any of the information provided in the report or requests for additional information should be directed to Mr. Ron Maples, Assistant Vice President and Controller, 201 Andy Holt Tower, Knoxville, Tennessee, 37996-0100.



Statement of Net Assets

JUNE 30, 2006

	THE UNIVERSITY OF TENNESSEE	UNIVERSITY OF CHATTANOOGA FOUNDATION, INC.	THE UNIVERSITY OF TENNESSEE FOUNDATION, INC.
CURRENT ASSETS			
Cash and cash equivalents (Note 2)	\$ 212,005,497.60	\$ 8,663,392.72	\$ 3,047,065.43
Investments (Notes 2, 19, and 20)	95,851,965.75		371,731.00
Accounts, notes, and grants receivable (net) (Note 4)	80,888,199.17	627,638.00	389,769.23
Inventories	7,997,376.88		67,850.00
Prepaid expenses and deferred charges	2,286,859.23	27,605.28	22,364.91
Total current assets	399,029,898.63	9,318,636.00	3,898,780.57
NONCURRENT ASSETS			
Cash and cash equivalents (Note 2)	276,553,177.27	6,347,913.28	3,981,237.18
Investments (Notes 2, 19, and 20)	542,273,402.15	111,585,113.00	14,714,402.65
Investment in UT - Battelle, LLC (Note 11)	3,377,863.00		
Accounts, notes, and grants receivable (net) (Note 4)	85,207,878.07	69,532.00	968,211.21
Lease payments receivable (Note 15)	28,409,243.41		
Capital assets (net) (Notes 5, 19, and 20)	1,031,458,280.42	72,585,828.00	52,422,248.77
Prepaid expenses and deferred charges	211,118.26	508,431.72	
Assets held by the university			6,859,816.99
Total noncurrent assets	1,967,490,962.58	191,096,818.00	87,659,821.80
Total assets	\$ 2,366,520,861.21	\$ 200,415,454.00	\$ 91,558,602.37
CURRENT LIABILITIES			
Accounts payable	\$ 74,656,076.86	\$ 3,198,076.00	\$ 139,138.17
Accrued liabilities	43,325,595.50		
Deferred revenue	77,111,040.67	590,145.00	95,322.49
Deposits payable	8,583,857.26	20,621.00	
Annuities payable	1,333,688.32		
Long-term liabilities, current portion (Notes 7, 19, and 20)	52,546,952.91	1,335,000.00	627,505.47
Deposits held in custody for others	6,877,385.10	1,970,686.56	
Due to the university		2,204,107.44	248,268.58
Total current liabilities	264,434,596.62	9,318,636.00	1,110,234.71
NONCURRENT LIABILITIES			
Deferred revenue (Note 7)	15,500,438.71		
Long-term liabilities, noncurrent portion (Notes 7, 19, and 20)	296,523,010.89	87,773,200.00	58,848,545.85
Due to grantors (Note 7)	35,490,145.57		
Annuities payable (Note 7)	8,140,122.12		
Deposits held in custody for component units	6,859,816.99		
Total noncurrent liabilities	362,513,534.28	87,773,200.00	58,848,545.85
Total liabilities	\$ 626,948,130.90	\$ 97,091,836.00	\$ 59,958,780.56
INVESTED IN CAPITAL ASSETS, NET OF RELATED DEBT	\$ 750,758,401.46		
RESTRICTED			
Nonexpendable			
Scholarships and fellowships	154,843,671.87	\$ 12,693,142.00	\$ 5,004,670.66
Libraries	13,314,355.71		104,465.71
Research	17,797,498.48		
Instructional department uses	113,286,557.01	30,815,948.00	24,806.29
Academic support	26,393,316.50	50,784.00	1,931,517.91
Other	32,701,802.96		398,178.67
Expendable			
Scholarships and fellowships	129,906,230.20	324,628.00	825,122.06
Libraries	7,409,033.60		
Research	30,742,382.59		67,850.00
Instructional department uses	91,881,965.72	2,369,203.00	
Academic support	45,027,265.93	12,742.00	15,858,365.35
Loans	9,181,950.95		
Capital projects	33,800,666.19	5,000,000.00	
Debt service	517,489.79		
Other	84,329,267.00	57,014.00	8,732,340.72
Unrestricted (Note 18)	197,680,874.35	52,000,157.00	(1,347,495.56)
Total net assets	\$ 1,739,572,730.31	\$ 103,323,618.00	\$ 31,599,821.81

The notes to the financial statements are an integral part of this statement.

Statement of Revenues, Expenses, and Changes in Net Assets ••••• FOR THE YEAR ENDED JUNE 30, 2006

	THE UNIVERSITY OF TENNESSEE	UNIVERSITY OF CHATTANOOGA FOUNDATION, INC.	THE UNIVERSITY OF TENNESSEE FOUNDATION, INC.
REVENUES			
Operating revenues.....			
Student tuition and fees (net of scholarship allowance of \$69,699,194.92 for the year ended June 30, 2006)	\$ 232,960,223.81		
Contributions.....		\$ 1,445,956.00	\$ 9,345,979.69
Investment return designated for operations		4,275,591.00	
Federal appropriations	14,123,830.86		
Governmental grants and contracts	222,963,001.20		
Non-governmental grants and contracts.....	154,326,247.83		
Sales and services of educational departments.....	43,382,556.37		
Auxiliary enterprises			
Residential life (net of scholarship allowances of \$1,219,120.47 for the year ended June 30, 2006; all revenues are used as security for varying revenue bonds; see Note 7)	33,974,933.44	7,228,001.00	4,832,648.01
Food services	3,662,151.00		
Bookstore	20,586,476.21		
Parking	8,110,092.06		
Athletics	62,271,621.44		
Other auxiliaries	5,861,189.45		
Interest earned on loans to students.....	31,438.40		
Other operating revenues	13,258,423.19		3,800.01
Total operating revenues.....	\$ 815,512,185.26	\$ 12,949,548.00	\$ 14,182,427.71
EXPENSES			
Operating expenses (Note 17)			
Salaries and wages.....	\$ 782,219,873.01		\$ 48,011.28
Fringe benefits.....	244,397,970.53		7,882.53
Utilities, supplies, and other services	305,824,183.56	\$ 3,829,609.00	4,796,413.11
Scholarships and fellowships	24,534,010.06		
Depreciation expense.....	68,158,517.55	3,189,981.00	1,950,878.71
Payments to or on behalf of the university (Notes 19 and 20).....		4,275,591.00	1,519,996.08
Total operating expenses.....	1,425,134,554.71	11,295,181.00	8,323,181.71
Operating income (loss)	\$ (609,622,369.45)	\$ 1,654,367.00	\$ 5,859,246.00
NONOPERATING REVENUES (EXPENSES)			
State and local appropriations	\$ 459,279,375.41		
Gifts (includes \$5,795,587.08 from component units)	36,339,120.43		
Grants and contracts.....	84,242,286.95		
Investment income (loss)	110,938,993.45	\$ 5,766,428.00	\$ 1,535,456.32
Interest on capital asset-related debt.....	(12,930,699.64)	(4,824,529.00)	
Other nonoperating expenses.....	(9,481,752.51)	(144,140.00)	
Net nonoperating revenues (expenses)	668,387,324.09	797,759.00	1,535,456.32
Income (loss) before other revenues, expenses, gains, or losses.....	58,764,954.64	2,452,126.00	7,394,702.32
Capital appropriations	24,578,724.58		
Capital grants and gifts	18,284,452.72		
Additions to permanent endowments	36,029,490.59	1,775,489.00	1,660,565.83
Additions to annuity and life income trusts.....	2,747,608.25		
Other.....	7,458,131.20		
Total other revenues	89,098,407.34	1,775,489.00	1,660,565.83
Increase in net assets.....	\$ 147,863,361.98	\$ 4,227,615.00	\$ 9,055,268.15
NET ASSETS			
Net assets at beginning of year	1,591,709,368.33	99,096,003.00	22,544,553.66
Net assets at end of year	\$ 1,739,572,730.31	\$ 103,323,618.00	\$ 31,599,821.81

The notes to the financial statements are an integral part of this statement.

Statement of Cash Flows • • • FOR THE YEAR ENDED JUNE 30, 2006

CASH FLOWS FROM OPERATING ACTIVITIES

Tuition and fees.....	\$ 230,840,146.39
Federal appropriations	14,123,830.86
Grants and contracts.....	374,787,332.51
Sales and services of educational activities	43,858,947.36
Payments to suppliers and vendors	(303,430,189.09)
Payments to employees	(779,907,686.15)
Payments for benefits	(244,126,680.26)
Payments for scholarships and fellowships	(24,534,010.06)
Loans issued to students	(6,188,495.65)
Collection of loans from students	6,925,521.42
Interest earned on loans to students	458,479.74
Auxiliary enterprise charges	
Residence halls.....	33,974,933.44
Bookstore	20,586,476.21
Food service	3,662,151.00
Parking	8,110,092.06
Athletics	66,446,989.42
Other auxiliaries	5,998,204.63
Hospital.....	520,760.92
Other receipts (payments)	16,198,455.48
Net cash provided (used) by operating activities.....	\$ (531,694,739.77)

CASH FLOWS FROM NONCAPITAL FINANCING ACTIVITIES

State appropriations	453,296,826.21
Local appropriations	4,326,049.20
Gifts and grants for other than capital or endowment purposes	121,391,128.74
Private gifts for endowment purposes	38,777,098.84
Split-interest transactions receipts	3,790,964.56
Split-interest transactions disbursements	(3,810,133.23)
Federal student loan receipts	162,238,530.72
Federal student loan disbursements	(162,238,530.72)
Changes in deposits held for others	(414,543.75)
Net cash balance implicitly financed (repaid) ..	(4,345,561.99)
Other noncapital receipts (payments)	7,458,131.20
Net cash provided (used) by noncapital financing activities.....	\$ 620,469,959.78

CASH FLOWS FROM CAPITAL AND RELATED FINANCING ACTIVITIES

Proceeds from capital debt.....	41,094,454.21
Capital appropriations	24,578,724.58
Capital grants and gifts received.....	18,284,452.72
Proceeds from sale of capital assets	1,107,843.40
Purchase of capital assets and construction.....	(141,264,103.71)
Principal paid on capital debt and leases.....	(16,995,553.36)
Interest paid on capital debt and leases	(10,963,292.74)
Other capital and related financing receipts (payments)	10,696,127.68
Net cash provided (used) by capital and related financing activities.....	\$ (73,461,347.22)

CASH FLOWS FROM INVESTING ACTIVITIES

Proceeds from sales and maturities of investments	455,881,000.00
Income on investments.....	112,330,687.34
Purchase of investments	(589,737,001.21)
Net cash provided (used) by investing activities	\$ (21,525,313.87)
Net increase (decrease) in cash and cash equivalents	(6,211,441.08)
Cash and cash equivalents at beginning of year	494,770,115.95
Cash and cash equivalents at end of year	\$ 488,558,674.87

RECONCILIATION OF NET OPERATING LOSS TO NET CASH PROVIDED (USED) BY OPERATING ACTIVITIES

Operating loss	\$ (609,622,369.45)
Adjustments to reconcile operating loss to net cash provided (used) by operating activities	
Depreciation expense.....	68,158,517.55
Changes in assets and liabilities	
Receivables, net	(3,232,449.22)
Inventories	283,320.74
Prepaid expenses and deferred charges	920,735.30
Accrued interest receivable	427,041.34
Accounts payable	1,189,938.43
Accrued liabilities	2,720,219.84
Deferred revenue.....	(1,305,528.44)
Deposits	8,165,551.08
Compensated absences	(136,742.71)
Other additions	
Loans to students	737,025.77
Net cash provided (used) by operations.....	\$ (531,694,739.77)

NON-CASH TRANSACTIONS

Gifts of capital assets.....	257,059.03
Unrealized gain on investments	36,436,842.36
Loss on disposal of capital assets	5,718,352.04

The notes to the financial statements are an integral part of this statement.



Notes to the Financial Statements

June 30, 2006

NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. Reporting Entity

The university is a component unit of the State of Tennessee because the state appoints the majority of the university's governing body and provides financial support. The university is discretely presented in the Tennessee Comprehensive Annual Financial Report.

The University of Tennessee System is comprised of the University of Tennessee, the University of Tennessee at Chattanooga, and the University of Tennessee at Martin. The University of Tennessee is comprised of the University of Tennessee Knoxville campus; the University of Tennessee - Center for the Health Sciences, including the Memphis campus, the Memorial Research Center at Knoxville, Clinical Education Centers at Chattanooga and Knoxville, Family Practice Centers at Jackson, Knoxville, and Memphis; the University of Tennessee Space Institute at Tullahoma; the University of Tennessee Institute of Agriculture, including the College of Agriculture at Knoxville, the Agricultural Experiment Stations, the Agricultural Extension Service, and the College of Veterinary Medicine at Knoxville; the Institute for Public Service, which includes the County Technical Assistance Service and the Municipal Technical Advisory Service; and the University-Wide Administration. The university is governed by a board of 23 members, including one student and one faculty member, all either ex officio or appointed by the Governor, who also serves as chairman. The president is the chief executive officer of the university system.

The University of Chattanooga Foundation, Inc., and the University of Tennessee Foundation, Inc., are considered component units of the university. Although the university does not control the timing or amount of receipts from the foundations, the majority of resources, or income thereon, that the foundations hold and invest are restricted to the activities of the university by the donors. Because these restricted resources held by the foundations can only be used by, or for the benefit of, the university, the foundations are considered component units of the university and are discretely presented in the university's financial statements. See Notes 19 and 20 for more detailed information about the component units and how to obtain their reports.

B. Basis of Presentation

The financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America (GAAP) applicable to governmental colleges and universities engaged in business-type activities as prescribed by the Governmental Accounting Standards Board (GASB).

C. Basis of Accounting

For financial statement purposes, the university is considered a special-purpose government engaged only in business-type activities. Accordingly, the financial statements have been prepared using the economic resources measurement focus and the accrual basis of accounting. Revenues are recorded when earned and expenses are recorded when a liability is incurred, regardless of the timing of related cash flows. Grants and similar items are recognized as revenue as soon as

all eligibility requirements imposed by the provider have been met. All significant interfund transactions have been eliminated.

Private-sector standards of accounting and financial reporting issued prior to December 1, 1989, generally are followed to the extent that those standards do not conflict with or contradict guidance of the Governmental Accounting Standards Board (GASB). The university has the option of following private-sector guidance issued subsequent to November 30, 1989, subject to the above limitation. The university has elected not to follow private-sector guidance issued subsequent to November 30, 1989.

Amounts reported as operating revenues include: 1) tuition and fees, net of waivers and discounts; 2) federal appropriations; 3) certain federal, state, local, and private grants and contracts; 4) sales and services of educational departments; 5) sales and services of auxiliary enterprises; and 6) other sources of revenue. Operating expenses for the institution include: 1) salaries and wages; 2) employee benefits; 3) scholarships and fellowships; 4) depreciation; and 5) utilities, supplies, and other services.

All other activity is nonoperating in nature. This activity includes: 1) state and local appropriations for operations; 2) investment income; 3) interest on capital asset-related debt; 4) non-operating grants and contracts; and 5) gifts.

When both restricted and unrestricted resources are available for use, generally it is the institution's policy to use the restricted resources first.

D. Cash Equivalents

This classification includes instruments which are readily convertible to known amounts of cash.

E. Inventories

Inventories are valued at the lower of cost or market, based on the retail, specific identification, average cost, or first-in, first-out basis.

F. Investments

The university reports investments in commercial paper at amortized cost. All other investments are reported at fair value or estimated fair value.

The university holds investments in limited partnerships, limited companies, corporations, and limited liability corporations which are carried at estimated fair value provided by the management of these funds. The purpose of this alternative investment class is to increase portfolio diversification and reduce risk due to the low correlation with other asset classes. Methods for determining estimated fair values include discounted cash flows and estimates provided by general partners and fund managers. Because these investments are not readily marketable, the estimated value is subject to uncertainty and, therefore, may differ from the value that would have been used had a ready market for the investments existed, and such differences could be material. The estimated values are reviewed and evaluated by the university.

G. Capital Assets

Capital assets, which include property, plant, equipment, software, and library holdings, are reported in the statement of net assets at historical cost or at fair value at date of donation, less accumulated depreciation. The costs of normal maintenance and repairs that do not add to the value of the asset or materially extend the assets' useful lives are not capitalized.

A capitalization threshold of \$100,000 is used for buildings, land improvements, and infrastructure. Equipment and software are capitalized when the unit acquisition cost is \$5,000 or greater and the estimated useful life is one year or more. The capitalization threshold for additions and improvements to buildings, infrastructure, and land improvements is also \$100,000. The capitalization threshold for additions and improvements to buildings is \$100,000 provided that amount exceeds 20% of the book value of the building.

These assets, with the exception of land, are depreciated using the straight-line method over the estimated useful lives of the assets, which range from 5 to 40 years.

H. Accounts Payable

Included in accounts payable are checks payable in the amount of \$12,831,943.96 as of June 30, 2006. These amounts represent the sum of checks written in excess of the university's checking account balance because of the use of a controlled disbursement account. In this way, the university maximizes interest income by transferring from an investment account only funds necessary to cover the checks that clear the bank daily.

I. Compensated Absences

The university's employees accrue annual leave at varying rates, depending on length of service or classification. Some employees also earn compensatory time. Generally, all permanent full-time employees and certain part-time employees are entitled to accrue and carry forward calendar year maximums of 42 days annual vacation leave, except nine-month faculty members who do not accrue annual leave. The amount of these liabilities and their related benefits are reported in the statement of net assets.

J. Net Assets

The institution's net assets are classified as follows:

INVESTED IN CAPITAL ASSETS, NET OF RELATED DEBT:

This represents the institution's total investment in capital assets, net of outstanding debt obligations related to those capital assets. To the extent debt has been incurred but not yet expended for capital assets, such amounts are not included as a component of invested in capital assets, net of related debt.

EXPENDABLE RESTRICTED NET ASSETS:

Expendable restricted net assets include resources in which the university is legally or contractually obligated to spend resources in accordance with restrictions imposed by external third parties.

NONEXPENDABLE RESTRICTED NET ASSETS:

Nonexpendable restricted net assets consist of endowment and similar type funds in which donors or other outside sources have stipulated, as a condition of the gift instrument, that the principal is to be maintained inviolate and in perpetuity, and invested for the purpose of producing present and future income, which may be expendable or added to principal.

UNRESTRICTED NET ASSETS:

Unrestricted net assets represent resources derived from student tuition and fees, state appropriations, and the sales and services of educational departments, and auxiliary enterprises. These resources are used for transactions relating to the educational and general operations of the institution, and may be used at the discretion of the institution to meet current expenses for any purpose.

K. Scholarship Discounts and Allowances

Student tuition and fee revenues, and certain other revenues from students, are reported net of scholarship discounts and allowances in the statement of revenues, expenses, and changes in net assets. Scholarship discounts and allowances are the difference between the stated charge for goods and services provided by the university and the amount that is paid by the student and/or third parties making payments on the student's behalf. Certain governmental grants, such as Pell grants, and other federal, state, or nongovernmental programs, are recorded as either operating or nonoperating revenues in the institution's financial statements. To the extent that revenues from such programs are used to satisfy tuition and fees, and other student charges, the institution has recorded a scholarship discount and allowance.

L. Income Taxes

The university, as a public corporation and an instrumentality of the State of Tennessee, is exempt from federal income taxes under Section 115 of the Internal Revenue Code. Contributions to the university are deductible by donors as provided under Section 170 of the Internal Revenue Code.

NOTE 2: DEPOSITS AND INVESTMENTS

Investment Policy

CASH MANAGEMENT INVESTMENT POOL

The University of Tennessee maintains a cash management investment pool that is available for use by all fund groups. State statutes and university investment policies authorize the university's cash management pool to invest in collateralized Tennessee bank or savings and loan association certificates of deposit, U.S. Treasury obligations, U.S. government agency obligations, repurchase agreements of those securities, highest quality commercial paper, prime bankers' acceptances, and money market mutual funds meeting certain criteria.

University policy also requires that commercial paper not exceed 35% of the portfolio in total and that no more than 10% of the portfolio's value be in the commercial paper of a single issuer. In addition, banker's acceptances cannot exceed 20% of the portfolio's value and no one bank's acceptances may exceed 10%. Money market funds cannot exceed 10% of the portfolio's total value.

INVESTMENTS

The university's assets subject to long-term investment (endowments and annuity and life income assets) use various external managers and funds consistent with investment objectives for those invested assets. A significant part of these assets is the university's Consolidated Investment Pool which is a carefully crafted portfolio of broadly diversified asset classes.

DEPOSITS

University policy and state statute require that university funds be deposited into authorized commercial banks and savings and loan

associations. State statutes also require that these financial institutions pledge securities as collateral to secure university time and demand deposits. To facilitate the pledge requirement, financial institutions can elect to either participate in the State of Tennessee Collateral Pool for Public Deposits administered by the State Treasurer or pledge securities with a third party.

Cash and Cash Equivalents

In addition to petty cash and demand deposits, this classification includes instruments which are readily convertible to known amounts of cash. At June 30, 2006, cash and cash equivalents consisted of \$54,684,962.89 in bank accounts, \$1,421,076.11 of petty cash on hand, \$25,000,000.00 of certificates of deposit, \$388,881,111.37 in the university's cash management investment pool, and \$5,650,170.84 in deposit with the State of Tennessee.

The carrying amount of the university's deposits was \$79,684,962.89 and the bank balance including accrued interest was \$78,461,150.13.

Additionally, the university maintains custodial accounts at First Tennessee Bank, Citigroup, and Morgan Keegan for funds contractually managed by independent investment counsel. In accordance with the custody agreements, First Tennessee Bank, Citigroup, and Morgan Keegan placed cash equivalents totaling \$12,921,353.66 at June 30, 2006, in money market mutual funds.

Custodial Credit Risk – Deposits

The custodial credit risk for deposits is the risk that in the event of a bank failure, the university's deposits may not be recovered. As stated earlier, state statutes require that all university deposits be in a qualified depository and secured through direct collateralization or participation in the State Collateral Pool. As of June 30, 2006, all university deposits were adequately secured as required by state statute.

Investments

Investments in commercial paper are reported at amortized cost. All other investments are reported at fair value, including those securities with a maturity date of one year or less. As of June 30, 2006, the university had the following investments and maturities.

Investment Maturities (In Years)

INVESTMENT TYPE	FAIR VALUE	LESS THAN 1	1 TO 5	6 TO 10	10+	COST
Cash management pool						
Cash equivalents						
Debt securities						
Commercial paper	\$ 45,875,920.56	\$ 45,875,920.56				\$ 45,768,894.73
U.S. Treasury	66,027,804.25	59,137,424.25	\$ 6,890,380.00			66,521,207.53
U.S. agencies	276,977,386.56	107,800,646.51	169,176,740.05			281,102,761.46
	<u>\$ 388,881,111.37</u>	<u>\$ 212,813,991.32</u>	<u>\$ 176,067,120.05</u>			<u>\$ 393,392,863.72</u>
Investments						
Debt securities						
U.S. Treasury	\$ 10,805,313.29	\$ 25,137.75	\$ 4,555,547.85	\$ 4,853,641.99	\$ 1,370,985.70	\$ 10,993,325.49
U.S. agencies	20,600,578.20	4,278,772.50	8,129,996.00	5,473,210.15	2,718,599.55	20,647,218.24
Corporate bonds	22,046,901.75	5,360,711.75	9,665,933.55	7,020,256.45	22,914,265.71	
Municipal bonds	2,764,609.50	337,027.05	152,092.50		2,275,489.95	2,848,493.19
Mortgages and notes	858,031.79	368,427.25	13,673.35	475,931.19		887,828.65
Bond mutual funds	46,136,980.02		2,898,031.24	12,018,429.52	31,220,519.26	48,150,817.28
	<u>\$ 103,212,414.55</u>	<u>\$ 10,370,076.30</u>	<u>\$ 25,415,274.49</u>	<u>\$ 29,841,469.30</u>	<u>\$ 37,585,594.46</u>	<u>\$ 106,441,948.56</u>
		<u>\$ 223,184,067.62</u>	<u>\$ 201,482,394.54</u>	<u>\$ 29,841,469.30</u>	<u>\$ 37,585,594.46</u>	

continued...

...continued

Investment Maturities (In Years)

INVESTMENT TYPE	FAIR VALUE	LESS THAN 1	1 TO 5	6 TO 10	10+	COST
Other investments						
Corporate stocks						
Domestic	\$ 103,441,403.48					\$ 88,239,525.05
International	462,173.46					355,452.36
Mutual funds—equity	247,329,391.06					190,738,666.77
Alternative investments						
Real estate equity						
Funds	12,338,192.61					10,075,847.19
Venture capital funds	33,004,671.93					52,582,753.24
Hedge funds	96,940,191.66					76,997,219.18
Natural resources	5,082,930.02					4,088,136.71
Real estate gifts	2,590,479.14					3,634,720.67
Other real estate						
Equity investments	14,526,249.32					8,353,471.35
Assets with trustees	5,980,541.86					4,944,759.19
Mutual funds—bonds	12,605,580.00					8,160,765.51
Other investments	611,148.81					611,148.81
Total investments						
and cash equivalents	\$ 1,027,006,479.27					\$ 948,617,278.31
Less: cash equivalents	388,881,111.37					393,392,863.72
Total investments	\$ 638,125,367.90					\$ 555,224,414.59

Interest Rate Risk

Interest rate risk is defined as the risk the university may face should changes in interest rates affect the fair value of investments. The university does not have a formal policy that addresses interest rate risk.

Credit Risk

Credit risk is the risk that an issuer or other counterparty to an investment will not fulfill its obligations. The university's debt investments as of June 30, 2006, were rated by Moody's.

The university is authorized by statute to invest funds in accordance with University of Tennessee investment policies. Funds, other than

endowment and annuity and life income funds, may be invested in collateralized Tennessee bank or savings and loan association certificates of deposit, U. S. Treasury obligations, U.S. government agency obligations, repurchase agreements of those securities, highest quality commercial paper, prime bankers' acceptances, and money market mutual funds meeting certain criteria. Endowment and life income funds can be invested in equity securities and various other securities given prudent diversification. The university has no investment policy limiting its investment choice based on ratings issued by nationally recognized statistical rating agencies. As of June 30, 2006, the institution's investments were rated as follows:

Rated Debt Instruments

	FAIR VALUE	Aaa	Aa1	Aa2	Aa3	A1
Cash management pool						
U. S. Treasury.....	\$ 66,027,804.25	\$ 66,027,804.25				
U.S. agencies.....	276,977,386.56	246,001,194.30		\$ 25,518,394.00		
Commercial paper.....	45,875,920.56					\$ 45,875,920.56
Investments						
U.S. Treasury.....	\$ 10,805,313.29	\$ 10,754,761.54				
U.S. agencies.....	20,600,578.20	18,599,328.20		\$ 2,001,250.00		
Corporate bonds.....	22,046,901.75	966,857.25	\$ 2,086,722.00	1,388,937.50	\$ 4,106,654.00	\$ 5,150,487.80
Municipal bonds	2,764,609.50	916,910.65		474,479.35		57,048.00
Mutual funds—bonds.....	58,742,560.02	43,149,155.10		1,536,221.61		
Mortgages and notes	858,031.79					
	A2	A3	Baa1	Baa2	Ba1	UNRATED
Cash management pool						
U. S. Treasury.....						
U.S. agencies.....						\$ 5,457,798.26
Investments						
U.S. Treasury.....						\$ 50,551.75
U.S. agencies.....						
Corporate bonds.....	\$ 2,900,476.00	\$ 3,489,933.30	\$ 565,713.90	\$ 559,087.50		832,032.50
Municipal bonds						1,316,171.50
Mutual funds—bonds.....					\$ 1,451,603.31	12,605,580.00
Mortgages and notes						858,031.79

Custodial Credit Risk – Investments

Custodial credit risk is the risk that, in the event of a failure of the counterparty, the university will not be able to recover the value of the investment or collateral securities that are in possession of an outside party. At June 30, 2006, the university had \$5,980,541.86 of uninsured and unregistered investments held by a counterparty but not in the school's name.

Concentration of Credit Risk

Concentration of credit risk is the risk of loss attributed to the magnitude of the university's investment in a single issuer. Other than the restrictions placed on the cash management investment pool described in the investment policies above, the university places no limit on the amount the university may invest in any one issuer. More than five percent of the university's investments are invested in the following single issuers:

ISSUER	FAIR VALUE	% OF TOTAL INVESTMENTS
Federal Home Loan Bank.....	\$ 150,062,283.20	14.61%
Federal National Mortgage Assoc.	\$ 80,567,326.62	7.84%

Foreign Currency Risk

Foreign currency risk is the risk that changes in exchange rates will adversely affect the fair value of a deposit or investment. The university has \$462,173.46 invested in foreign corporate equities at June 30, 2006.

Alternative Investments

In its Consolidated Investment Pool, as part of its endowment assets, the university has investments in forty-three limited partnerships, limited companies, corporations, and limited liability corporations (LLCs). These investments include twenty-seven private equity (venture capital) funds, three real estate funds, four natural resource funds, and nine hedge funds. The estimated fair value of these assets is \$147,365,986.22 at June 30, 2006. Total capital contributions less returns of capital equal \$143,743,956.32 at June 30, 2006.

The university believes that the carrying amount of its alternative investments is a reasonable estimate of fair value as of June 30, 2006. Because these investments are not readily marketable, the estimated value is subject to uncertainty and, therefore, may differ from the value that would have been used had a ready market for the investments existed, and such differences could be material. These investments are made in accordance with the university's investment policy that approves the allocation of funds to various asset classes in order to ensure the proper level of diversification within the endowment pool. These investments (private equity, real assets, natural resources, and hedge funds) are designed to enhance diversification and provide reductions in overall portfolio volatility. These fair values are estimated by the general partner of each limited partnership or manager of each corporate entity using various valuation techniques.

The methods and assumptions used in estimating fair value varies based upon the asset class but uniformly all start with the latest audited financial statements for the funds. Most funds issue audited financial statements on a calendar year basis. Using those audited fair values as a beginning point, valuations are adjusted for net capital activity and marketplace considerations to ascertain the reasonableness of estimated fair values provided by the fund managers. Marketplace activity includes subsequent independent appraisals for real assets, subsequent rounds of capital financings that include new investors for private/venture equity, and asset confirmations from brokers and fund administrators for hedge funds.

NOTE 3: ENDOWMENT, ANNUITY, AND LIFE INCOME AGREEMENTS

There are two categories of university assets which are subject to long-term investment: endowments and amounts held in trust under annuity and life income agreements. The investment of these funds is governed by the gift instrument and the investment policies established by the Board of Trustees.

Effective July 1, 1954, the university adopted the policy of investing endowment assets over which it had full investment discretion (and on which the donor or governing gift instrument does not require separate investment) in a Consolidated Investment Pool. This pooling of investments affords closer supervision of the investment portfolio and provides, regardless of size, the advantages of participation in a well-diversified portfolio of domestic and international equities, private equity, bonds, real estate, and hedge funds. All contributing endowments participate in the income and capital appreciation of the Pool on a per-share basis commensurate with its contribution to the Pool. New endowments purchase shares in the Pool at the end of each month at the then current fair value per share, determined by valuing the Pool at month end fair value and dividing by the number of pool units outstanding.

If a donor has not provided specific instructions, state law permits the university to authorize for spending the net appreciation (realized and unrealized) of the investments of endowment funds. When administering its power to spend net appreciation, the university is required to consider the university's long-term and short-term needs, present and anticipated financial requirements, expected total return on its investments, price-level trends, and general economic conditions. Any net appreciation that is spent is required to be spent for the purposes for which the endowment was established.

The university chooses to spend only a portion of the investment income (including changes in the value of investments) each year. Under the spending plan established by the university, five percent of a three-year moving average of the fair value of endowment investments has been authorized for expenditure. The remaining amount, if any, is retained to be used in future years when the amount computed using the spending plan exceeds the investment income. At June 30, 2006, net appreciation of \$203,435,356.53 is available to be spent, of which \$199,665,593.54 is restricted to specific purposes. The per unit fair value for participating endowments was \$3.780794 at June 30, 2006. Income distributed was \$.16382 per share in 2006, or \$23,807,437.62.

The university's consolidated investment pool is invested to maximize total return rather than current income consistent with provisions of the Uniform Management of Institutional Funds Act adopted by the State of Tennessee in 1973. The total return for fiscal year 2006 and the three and five years then ended was 13.2%, 13.8%, and 6.8%, respectively. Longer-term average returns continue to be impacted by the negative return years of 2001 and 2002. Due to these two negative numbers, there were 53 true endowments at June 30, 2006, that had a fair market value of \$4,676,517.44 and historic gift value of \$4,765,996.52, yielding a net "underwater" position of \$89,479.08. Since the principal amount of a true endowment is categorized as a restricted non-expendable net asset, this depreciation of market value has been charged to unrestricted net assets for financial statement presentation.

All endowments not invested as part of the Consolidated Investment Pool are separately invested to observe requirements or limitations imposed by donors. Income earned and distributed on separately invested endowments amounted to \$768,193.90 for 2006.

Annuity and life income amounts held in trust are separately invested entities requiring detailed accounting to reflect specific compliance with terms of each trust and applicable federal regulations. The investment objectives as reflected in each agreement vary widely since they are affected by the age, income level, and needs of the beneficiaries as well as motives and objectives of the donors. Interest, dividend, rent, and royalty income realized on these funds for 2006 amounted to \$1,891,162.62.

NOTE 4: ACCOUNTS, NOTES, AND GRANTS RECEIVABLE

Accounts, notes, and grants receivable included the following at June 30, 2006:

Student accounts receivable.....	\$ 9,287,870.44
Grants receivable.....	67,631,923.81
Notes receivable	4,150,044.74
Pledges receivable.....	15,036,650.58
State capital outlay and maintenance receivable.....	—
TSSBA debt proceeds receivable	6,036,004.61
Due from component units	2,452,376.02
Other receivables.....	38,854,323.88
Subtotal	\$ 143,449,194.08
Less allowance for doubtful accounts	(7,834,844.42)
Total.....	\$ 135,614,349.66

Pledges receivable are promises of private donations that are reported as accounts receivable, and revenue, net of an estimated uncollectible allowance of \$2,556,230.60.

Federal Perkins Loan Program funds included the following at June 30, 2006:

Perkins loans receivable	\$ 30,481,727.58
Less allowance for doubtful accounts	—
Total.....	\$ 30,481,727.58

NOTE 5: CAPITAL ASSETS

Capital asset activity for the year ended June 30, 2006, was as follows:

	BEGINNING BALANCE	ADDITIONS	TRANSFERS	REDUCTIONS	ENDING BALANCE
Land	\$ 50,994,611.08	\$ 1,073,697.50	\$ —	\$ (1,997,722.11)	\$ 50,070,586.47
Land improvements & infrastructure	64,207,651.24				64,207,651.24
Buildings	1,140,886,551.56	16,202,246.86	52,467,624.47	(3,802,139.59)	1,205,754,283.30
Works of art/historical treasures	405,098.72				405,098.72
Equipment.....	258,788,757.97	24,285,590.61		(40,900,457.99)	242,173,890.59
Software	19,401,325.85	223,150.46			19,624,476.31
Library holdings	94,634,243.57	13,127,024.11		(7,562,647.95)	100,198,619.73
Projects in progress	103,836,942.39	87,346,882.34	(52,467,624.47)	(34,422.66)	138,681,777.60
Total	\$ 1,733,155,182.38	\$ 142,258,591.88	\$ —	\$ (54,297,390.30)	\$ 1,821,116,383.96
Less accumulated depreciation					
Land improvements & infrastructure	(31,882,786.04)	(2,782,844.83)			(34,665,630.87)
Buildings	(522,440,902.63)	(31,012,385.67)		2,875,444.97	(550,577,843.33)
Equipment.....	(162,631,109.13)	(20,738,812.39)		38,140,945.34	(145,228,976.18)
Software	(14,051,203.47)	(4,114,680.50)			(18,165,883.97)
Library holdings	(39,072,622.98)	(9,509,794.16)		7,562,647.95	(41,019,769.19)
Total accumulated depreciation	\$ (770,078,624.25)	\$ (68,158,517.55)	\$ —	\$ 48,579,038.26	\$ (789,658,103.54)
Capital assets, net	\$ 963,076,558.13	\$ 74,100,074.33	\$ —	\$ (5,718,352.04)	\$ 1,031,458,280.42

NOTE 6: OPERATING LEASES

The university has entered into various operating leases for buildings and equipment. It is expected that in the normal course of business, such leases will continue to be required. Net expenses for rentals under leases were \$6,318,057.13 for the year ended June 30, 2006.

The following is a schedule of future minimum rental payments required under noncancelable operating leases that have initial or remaining lease terms of more than one year at June 30, 2006. Only one such lease is currently in effect. Annual payments on this particular lease fluctuate in direct proportion to changes in the Consumer Price Index as required by contractual agreement. The schedule below is calculated based on the April 2006 Consumer Price Index (201.5).

Year Ending June 30:

2007.....	\$ 12,460.00
2008.....	12,460.00
2009.....	12,460.00
2010.....	12,460.00
2011.....	12,460.00
2012.....	12,460.00
Total minimum payments required.....	\$74,760.00

NOTE 7: LONG-TERM LIABILITIES

Long-term liability activity for the year ended June 30, 2006, was as follows:

	BEGINNING BALANCE	ADDITIONS	REDUCTIONS	ENDING BALANCE	CURRENT PORTION
Long-term liabilities					
Bonds.....	\$ 225,740,148.12	\$ 30,123,640.90	\$ 6,259,822.74	\$ 249,603,966.28	\$ 14,149,778.93
Commercial paper.....	22,316,511.12	27,587,990.13	21,306,968.32	28,597,532.93	
Total TSSBA indebtedness	\$ 248,056,659.24	\$ 57,711,631.03	\$ 27,566,791.06	\$ 278,201,499.21	\$ 14,149,778.93
Notes	65,725.79		9,934.51	55,791.28	10,335.86
Compensated absences	70,949,416.02	38,250,095.41	38,386,838.12	70,812,673.31	38,386,838.12
Total long-term liabilities.....	\$ 319,071,801.05	\$ 95,961,726.44	\$ 65,963,563.69	\$ 349,069,963.80	\$ 52,546,952.91
Other noncurrent liabilities					
Deferred revenue.....	15,500,438.71			15,500,438.71	
Due to grantors	36,722,743.00	248,701.07	1,481,298.50	35,490,145.57	
Annuities payable	7,787,941.02	1,685,869.42	1,333,688.32	8,140,122.12	
Totals	\$ 379,082,923.78	\$ 97,896,296.93	\$ 68,778,550.51	\$ 408,200,670.20	

TSSBA Debt – Bonds

Bonds, with interest rates ranging from 1.3% to 7.15%, were issued by the Tennessee State School Bond Authority (TSSBA). The bonds are due serially to 2036 and are secured by pledges of the facilities' revenues to which they relate and certain other revenues and fees of the university, including state appropriations. The bonded indebtedness with the Tennessee State School Bond Authority included in long-term liabilities on the statement of net assets is shown net of assets held by the authority in the debt service reserve, unexpended debt proceeds, and unaccreted bonds payable. The total bonded indebtedness at June 30, 2006, was \$273,361,812.12. The reserve amount at June 30, 2006, was \$3,807,098.37, and unexpended debt proceeds were \$18,522,112.68. Unaccreted bonds payable at June 30, 2006, were \$1,428,634.79.

Included in the total outstanding indebtedness is a \$75,093 note with Chattanooga Agricultural Credit Association. The 5-year note is for the construction of a farm building at UT – Martin. This note carries an interest rate of 4% and is due semi-annually to July 1, 2009. The outstanding balance at June 30, 2006, is \$55,791.28.

The university's debt service requirements (TSSBA and the 5-year note) to maturity for all bonds and notes payable at June 30, 2006, are as follows:

YEAR ENDING JUNE 30:	PRINCIPAL	INTEREST AND ADMINISTRATIVE FEES
2007	\$ 14,160,114.79	\$ 12,462,326.54
2008	14,432,105.56	12,096,156.71
2009	14,969,085.04	11,596,586.33
2010	15,458,061.19	11,078,263.03
2011	12,811,218.57	10,459,791.19
2012-2016	58,862,338.23	43,996,870.47
2017-2021	57,275,200.65	30,081,628.06
2022-2026	46,903,133.15	16,778,922.34
2027-2031	26,101,627.13	7,385,793.85
2032-2036	12,444,719.09	1,392,270.19
	\$ 273,417,603.40	\$ 157,328,608.71

TSSBA Debt – Commercial Paper

The Tennessee State School Bond Authority issues commercial paper to finance the costs of various capital projects during their construction phase. When projects are placed in service, long-term, fixed-rate debt is issued by TSSBA to finance the project over its useful payback period and the commercial paper is redeemed. The amount issued for projects at the university was \$28,597,532.93 at June 30, 2006.

For the commercial paper program, the Tennessee State School Bond Authority maintains an interest rate reserve fund. The university contributes amounts to the reserve fund based on the amounts drawn. The principal of the reserve will be contributed to pay off notes or credited back to the university when the notes are converted to bonds. The interest earned on the reserve is used to pay interest due during the month.

More detailed information regarding the bonds and commercial paper can be found in the notes to the financial statements in the financial report for the Tennessee State School Bond Authority. That report may be obtained by writing to the Director of Bond Finance, Suite 1600, James K. Polk Building, Nashville, Tennessee 37243-0273, or by calling (615) 401-7872.

NOTE 8: PENSION PLANS

A. Defined Benefit Plans

1. Tennessee Consolidated Retirement System

PLAN DESCRIPTION

The University of Tennessee contributes to the State Employees, Teachers, and Higher Education Employees Pension Plan (SETHEEPP), a cost-sharing multiple-employer defined benefit pension plan administered by the Tennessee Consolidated Retirement System (TCRS). TCRS provides retirement, death, and disability benefits as well as annual cost-of-living adjustments to plan members and their beneficiaries. Title 8, Chapters 34-37, Tennessee Code Annotated, establishes benefit provisions. State statutes are amended by the Tennessee General Assembly. The TCRS issues a publicly available financial report that includes financial statements and required supplementary information for SETHEEPP. That report may be obtained by writing to the Tennessee Department of the Treasury, Consolidated Retirement System, 10th Floor, Andrew Jackson Building, Nashville, Tennessee, 37243-0230 or by calling (615) 741-8202.

FUNDING POLICY

Plan members are noncontributory. The university is required to contribute at an actuarially determined rate. The current rate is 10.31% of annual covered payroll. Contribution requirements for the university are established and may be amended by the TCRS' Board of Trustees. The university's contributions to TCRS for the years ended June 30, 2006, 2005, and 2004, were \$27,746,496.78, \$26,506,950.91, and \$17,904,045.80, respectively. Contributions met the requirements for each year.

2. Federal Retirement Program

PLAN DESCRIPTION

The University of Tennessee contributes to the Federal Retirement Program, a cost-sharing multiple-employer defined benefit pension plan administered by the Civil Service Retirement System (CSRS) for participants employed prior to January 1, 1984, and the Federal Employees Retirement System (FERS) for participants employed after December 31, 1983. Both systems provide retirement, death, and disability benefits, as well as annual cost-of-living adjustments, to plan members and their beneficiaries. All regular full-time employees of the University of Tennessee Agricultural Extension Service who hold federal appointments for 51% or more of their time are required to participate in either one of the two Federal Retirement Programs. For both systems, benefit provisions are established in federal statutes. Federal statutes are amended by the U.S. Congress.

CSRS and FERS issue publicly available financial reports that include financial statements and required supplementary information. These reports may be obtained by writing to the Office of Personnel Management, Retirement Information Office, P.O. Box 45, Boyers, PA 16017-0045, or by calling (202) 606-0500.

FUNDING POLICY

Participating employees, with some exceptions, are required by federal statute to contribute 7.0% of covered salaries to the CSRS plan. The university is currently required to contribute 7.0%. Contributions to CSRS for the year ended June 30, 2006, were \$1,168,135.78, which consisted of \$601,347.97 from the university and \$566,787.81 from the employees; contributions for the year ended June 30, 2005, were \$1,181,636.69, which consisted of \$607,533.23 from the university and \$574,103.46 from the employees; and contributions for the year ended June 30, 2004, were \$1,347,469.22, which consisted of \$691,176.31 from the university and \$656,292.91 from the employees.

Federal statute requires employees participating in FERS to contribute 0.8% of their salaries to the Basic Benefit Plan. The

university is required to contribute 11.2%. In addition, the university is required to contribute 1% of each participant's salary to the Thrift Savings Plan plus up to an additional 4% depending upon employees' contributions, which can range from 0 to 10% of their salaries. Contributions for the Basic Benefit Plan were \$1,009,788.22 for the year ended June 30, 2006, which consisted of \$67,319.22 from employees and \$942,469.00 from the university; \$1,018,002.60 for the year ended June 30, 2005, which consisted of \$68,585.93 from employees and \$949,416.67 from the university; and \$976,298.51 for the year ended June 30, 2004, which consisted of \$67,915.82 from employees and \$908,382.69 from the university. Contributions for the Thrift Savings Plan were \$1,032,856.00 for the year ended June 30, 2006, which consisted of \$639,716.00 from employees and \$393,140.00 from the university; \$1,038,288.00 for the year ended June 30, 2005, which consisted of \$639,649.00 from employees and \$398,639.00 from the university; and \$1,011,982.00 for the year ended June 30, 2004, which consisted of \$619,753.00 from employees and \$392,229.00 from the university. Contributions met the requirements for each year.

B. Defined Contribution Plans

1. Optional Retirement Plans (ORP)

The university contributes to three defined contribution plans: Teachers Insurance and Annuity Association-College Retirement Equities Fund (TIAA-CREF), Aetna Life Insurance and Annuity Company, and Variable Annuity Life Insurance Company (VALIC). These plans are administered by the Tennessee Department of the Treasury. Each plan provides retirement benefits to faculty and staff who are exempt from the overtime provisions of the Fair Labor Standards Act and who waive membership in TCRS. Benefits depend solely on amounts contributed to the plan plus investment earnings. Plan provisions are established by state statute in Title 8, Chapter 35, Part 4, Tennessee Code Annotated. State statutes are amended by the Tennessee General Assembly.

Plan members are noncontributory. The university contributes an amount equal to 10% of the employee's base salary below the social security wage base and 11% above the social security wage base. Contribution requirements are established and amended by state statute. The contribution made by the university to the plans for the year ended June 30, 2006, was \$37,616,309.09 and for the year ended June 30, 2005, was \$38,198,999.23. Contributions met the requirements for each year.

2. Joint Contributory Retirement System Plan A (JCRS-A)

The Joint Contributory Retirement System Plan A (JCRS-A) is a defined contribution plan with minimum benefits and is administered by the Tennessee Consolidated Retirement System and TIAA-CREF. Employees who were enrolled in the Teachers Insurance and Annuity Association-College Retirement Equities Fund (TIAA-CREF) before July 1977 are members of JCRS-A. Enrollment in this plan for new employees has been closed since July 1977. Although JCRS-A members participate in Aetna, TIAA-CREF, or VALIC, they may also, under certain circumstances, receive a supplementary benefit from the State of Tennessee. Plan provisions are established by Tennessee Code Annotated, Chapter 35, Part 4.

State statutes are amended by the Tennessee General Assembly. Plan members are noncontributory. The university's contributions for JCRS-A members were calculated using the base salary amounts of \$41,790,586.90 for fiscal year 2006, and \$46,624,583.43 for fiscal year 2005. Contribution requirements are established and amended by state statute. The contributions are included in the ORP amounts. University contributions to fund the state supplemental benefit totaled \$4,309,070.99 in fiscal year 2006, and \$4,910,723.14 in fiscal year 2005. Contributions met the requirements for each year.

C. Deferred Compensation Plans

The University of Tennessee offers its employees three deferred compensation plans. The university, through the State of Tennessee, provides two plans, one established pursuant to Internal Revenue Code (IRC), Section 457, and the other pursuant to IRC, Section 401(k). The third plan is administered by the university and was established in accordance with IRC, Section 403(b). These plans, available to all university employees, permit them to defer a portion of their salaries to future years. The deferred compensation is not available to employees until termination, retirement, death, or unforeseeable emergency. All costs of administering and funding these plans, with the exclusion of the \$30 monthly university match for the Section 401(k) plan, are the responsibility of plan participants.

Since Section 457 and 401(k) plan assets remain the property of the contributing employees and a third party administrator is used to administer the plan assets, they are not presented in the State of Tennessee financial statements. In fiscal year 2006, the university provided a \$30 monthly match from unrestricted funds for employees making a minimum monthly contribution of \$30 to the Section 401(k) plan. During the year ended June 30, 2006, contributions totaling \$13,088,410.01 were made by employees participating in the plan, with a related match of \$3,012,141.83 made by the university. During the year ended June 30, 2005, contributions totaling \$11,271,296.71 were made by employees participating in the plan, with a related match of \$1,912,499.17 made by the university. In accordance with the IRC, employee contributions through the 403(b) plan remain the assets of the employee. In addition, the amounts withheld from employees are remitted directly to third-party administrators. Therefore, these employee contributions are not reflected in the university's financial statements.

NOTE 9: OTHER POST-EMPLOYMENT BENEFITS

The State of Tennessee administers a group health insurance program which provides post-employment health insurance benefits to eligible university retirees. This benefit is provided by and administered by the State of Tennessee. The university assumes no liability for retiree health care programs. Information related to this plan is available at the statewide level in the Tennessee Comprehensive Annual Financial Report. That report may be obtained by writing to the Tennessee Department of Finance and Administration, Division of Accounts, 312 Eighth Avenue North, 14th Floor, William R. Snodgrass Tennessee Tower, Nashville, TN 37243-0298 or by calling (615) 741-2140.

NOTE 10: CHAIRS OF EXCELLENCE

Since fiscal year 1985, the Tennessee General Assembly has appropriated \$22 million to a Chairs of Excellence Endowment for the University of Tennessee. The appropriations provided that the Chairs of Excellence Endowment be established as an irrevocable trust with the State Treasurer and required the university to match the appropriation on a dollar-for-dollar basis. The university has fully matched 50 chairs as of June 30, 2006. The financial statements of the university include as expenditures the amounts expended in the current year to match the state appropriations. The university's statement of net assets does not include the amounts held in trust by the State Treasurer. At June 30, 2006, the amounts held in trust totaled \$106,320,451.69 at fair value.

NOTE 11: JOINT VENTURE

The university is a participant in a joint venture with Battelle Memorial Institute for the sole purpose of management and operation of the Oak Ridge National Laboratory (ORNL) for the U. S. Department of Energy. Each entity has a 50% interest in the venture, each having provided an initial investment of \$125,000.00. The university's equity

interest was \$3,377,863.00 at June 30, 2006. The university and Battelle each receive a 50% distribution of the ORNL management fee after shared expenses are deducted. The fee distribution for the year ended September 30, 2005, to the university was \$2,252,862.44.

During the year ended June 30, 2006, the university had expenses of \$19,627,869.34 under contracts with UT-Battelle. Amounts receivable from UT-Battelle under these contracts totaled \$3,706,769.79 at June 30, 2006. To review the audit report of UT-Battelle, please contact the Controller's Office, The University of Tennessee, 201 Andy Holt Tower, Knoxville, Tennessee 37996-0100.

NOTE 12: INSURANCE-RELATED ACTIVITIES

It is the policy of the state not to purchase commercial insurance for the risks of losses for general liability, automobile liability, professional malpractice, and workers' compensation. The state's management believes it is more economical to manage these risks internally and set aside assets for claim settlement in its internal service fund, the Risk Management Fund. The state purchases commercial insurance for real property, flood, earthquake, and builder's risk losses and surety bond coverage on the state's officials and employees. The Risk Management Fund is also responsible for claims for damages to state owned property up to the amount of the property insurance aggregate deductible amount. The insurance policy deductibles vary from \$25,000 per occurrence, depending on the type of coverage, to an aggregate of \$7.5 million.

The university participates in the Risk Management Fund. The fund allocates the cost of providing claims servicing and claims payment by charging a premium to the university based on a percentage of the university's expected loss costs, which include both experience and exposures. This charge considers recent trends in actual claims experience of the state as a whole. An actuarial valuation is performed as of fiscal year-end to determine the fund liability and premium allocation. Information regarding the determination of the claims liabilities and the changes in the balances of the claims liabilities for the years ended June 30, 2006, and June 30, 2005, are presented in the Tennessee Comprehensive Annual Financial Report. That report may be obtained by writing to the Tennessee Department of Finance and Administration, Division of Accounts, 14th Floor William R. Snodgrass Tennessee Tower, 312 Eighth Avenue North, Nashville, TN 37243-0298 or by calling (615) 741-2140. Since the university participates in the Risk Management Fund, it is subject to the liability limitations under the provisions of the Tennessee Claims Commission Act, Tennessee Code Annotated, Section 9-8-101 et seq. Liability for negligence of the university for bodily injury and property damage is limited to \$300,000 per person and \$1,000,000 per occurrence. The limits of liability under workers' compensation are set forth in Tennessee Code Annotated, Section 50-6-101 et seq. Claims are paid through the state's Risk Management Fund. At June 30, 2006, the Risk Management Fund held funds in cash and cash equivalents designated for payment of claims. At June 30, 2006, the scheduled coverage for the university was \$3,119,831,287 for buildings and \$986,710,012 for contents.

The university also carries commercial insurance for losses related to hired and non-owned automobiles, losses related to railroad protection, and losses related to ten university-owned aircraft. Settled claims resulting from these risks have not exceeded commercial insurance coverage in any of the past three fiscal years.

The state has also set aside assets in the Employee Group Insurance Fund, an internal service fund, to provide a program of health insurance coverage for the employees of the state with the risk retained by the state. The university participates in the Employee Group Insurance Fund. The fund allocates the cost of providing claims servicing and claims payment by charging a premium to the university based on estimates of the ultimate cost of claims that have been reported but not settled and of claims that have been incurred but not reported. Employees and providers have 13 months to file medical claims.

NOTE 13: CONTINGENCIES AND COMMITMENTS

A. Construction Commitment

The university has contractual obligations for the construction of new buildings and additions to and renovations of existing buildings. The outstanding commitments under such contracts at June 30, 2006, were \$114,820,897.18.

B. Sick Leave

The university records the cost of sick leave when paid. Generally, since sick leave (earned one day per month with unlimited accumulation) is paid only when an employee dies or is absent due to illness or injury, there is no liability for sick leave at June 30, 2006. The amount of unused sick leave was \$247,375,972.46 at June 30, 2006.

C. Grants and Contracts

The university receives grants and contracts from various federal and state agencies to fund research and other activities. The costs, both direct and indirect, charged to these grants and contracts are subject to audit and disallowance by the granting agency. The university administration believes that any disallowance or adjustments would not have a material effect on the university's financial position.

D. Nonvested Equipment

Equipment in the possession of the university valued at \$2,736,508.51 as of June 30, 2006, is not reflected in the financial statements. This equipment was purchased with restricted grant and contract funds and other funds, and title has not yet transferred to the university.

E. Litigation

The university is involved in several lawsuits, none of which are expected to have a material effect on the financial position of the university.

NOTE 14: LEASE AND TRANSFER OF UT MEMORIAL RESEARCH CENTER AND HOSPITAL

On July 29, 1999, the university transferred ownership and control of its hospital located in Knoxville to University Health Systems, Inc., (UHS), an independent, private, not-for-profit organization operating under its own Internal Revenue Code, Section 501(c)(3) designation. The lease and transfer of the hospital from the university to UHS was accomplished through three main agreements: the Lease and Transfer Agreement, the Employee Services Agreement, and the Affiliation Agreement. Each of these agreements is summarized below.

Lease and Transfer Agreement – pursuant to the enabling legislation, Tennessee Code Annotated, Section 49-9-112 and Section 49-9-1301 et. seq., UHS leased from the university the real property of the existing hospital and the Graduate School of Medicine. (See also Note 15.) The term of the lease is 50 years. The university also transferred to UHS all operating assets of the hospital. The consideration for the lease of the real property and transfer of the operating assets was payment by UHS of a) a sum sufficient to economically defease all of the debt issued by the Tennessee State School Bond Authority in the amount of \$149,080,353.69, b) \$25,000,000.00 paid to the university at closing, and c) a variable lease obligation of \$50,000,000.00 to be paid to the university over twenty years. UHS assumed all prior hospital liabilities, known or unknown. In 2019, the university and UHS have agreed to negotiate an annual lease payment for the remaining 30 years of the lease.

Employee Services Agreement – UHS has leased from the university all hospital employees as of the date of closing. UHS has paid to the university the amounts incurred by the university to pay

the direct expenses relating to the hospital employees, including wages, salaries, and fringe benefits. These payroll expenses on behalf of UHS, totaling \$82,200,638.17 in 2006, are reported as operating expenses in the statement of revenues, expenses, and changes in net assets. An equal amount of operating revenue is reported in the non-governmental grants and contracts category. The term of the Employee Services Agreement is 50 years. All persons who began service at the hospital after the date the employee service agreement was signed are employees of UHS and not university employees.

Affiliation Agreement – the university and UHS agreed that UHS will continue to support the Graduate School of Medicine by providing appropriate facilities and resources of the hospital to the faculty and students at the Graduate School of Medicine. UHS agreed to pay the university \$1,500,000 at closing for the benefit of the Graduate School of Medicine. In addition, UHS must pay monthly to the university, for the benefit of the Graduate School of Medicine the government funding, direct and indirect medical education funds, TennCare medical education funds, and other medical education funds received by UHS for the benefit of the Graduate School of Medicine. The amount payable by UHS shall be reduced by a) the fair market rental value of the space provided to the Graduate School of Medicine; b) the fair market value of the information system, telecommunication, network infrastructure, and human resource services provided by UHS to the Graduate School of Medicine; and c) retroactive adjustments made by payers to the graduate medical education payments.

NOTE 15: CAPITAL LEASE OF REAL PROPERTY TO UNIVERSITY HEALTH SYSTEMS, INC.

The university's leasing operations consist exclusively of leasing the real property of the UT Memorial Research Center and Hospital to UHS for a term of 50 years. This lease is pursuant to the Lease and Transfer Agreement described in Note 14. This lease is classified as a direct financing lease. The guaranteed lease payment of \$50 million will be paid by UHS in annual payments through 2019. The amount of the annual payments will equal the lesser of 1) 20% of the hospital's net operating profit for the applicable calendar year; or 2) \$3 million or the greater amount resulting from the application of an index, as specified in the agreement. The payment of \$50 million is guaranteed by December 31, 2019. In 2019, the university and UHS have agreed to negotiate an annual lease payment for the remaining 30 years of the lease. An annual lease payment to the university during the year ended June 30, 2006, totaled \$1,665,035.00.

The university recorded a lease payment receivable in the amount of \$28,409,243.41 at June 30, 2006, which represents the net present value of the guaranteed \$50 million discounted at 5.75%. The minimum lease payments to be received amount has been adjusted upward to reflect a contractually required adjustment to the final required lease payment.

	JUNE 30, 2006
Total minimum lease payments to be received.....	\$ 55,360,140.45
Less: Unearned income.....	(26,950,897.04)
Net investment in direct financing lease.....	<u>\$ 28,409,243.41</u>

NOTE 16: MANAGEMENT AGREEMENT FOR WILLIAM F. BOWLD HOSPITAL

On November 1, 2002, the university transferred management and operations of its hospital located in Memphis to Methodist Healthcare-Memphis Hospitals (Methodist), a Tennessee non-profit corporation. The transfer of the hospital management and operations from the university to Methodist was accomplished through three main agreements: the Management Agreement, the Employee Services Agreement, and the Affiliation Agreement. Each of these agreements is summarized below.

Management Agreement

The university and Methodist entered into a management agreement whereby Methodist managed the operations of William F. Bowld Hospital. The term of the agreement was from November 1, 2002, until July 24, 2004, the date all services comprising the hospital were relocated to Methodist University Hospital. As consideration for managing the hospital in the first two years, Methodist retained the net margins or deficits from hospital operations as defined in the agreement. The university agreed to allow Methodist to use, without limitation, all hospital assets. Methodist purchased the supplies inventories from the university. The university retained the patient accounts receivable as of the effective date.

Employee Services Agreement

Methodist leased from the university all hospital employees as of the date of closing. Methodist has paid to the university the amounts incurred by the university to pay the direct expenses relating to the hospital employees, including wages, salaries, and fringe benefits. These payroll expenses on behalf of Methodist, totaling \$1,209,512.14, are reported as operating expenses in the statement of revenues, expenses,

and changes in net assets. An equal amount of operating revenue is reported in the non-governmental grants and contracts category. The term of the Employee Services Agreement is from the effective date until there are no longer leased employees.

All persons who began service at the hospital after the date the employee service agreement was signed are employees of Methodist and not university employees.

Affiliation Agreement

The university and Methodist entered into a Master Affiliation Agreement dated March 18, 2002, wherein Methodist agreed to support the continuous development and improvement of the medical education, research, and public service programs of the university. The university and Methodist agreed that Methodist Central Hospital (renamed Methodist University Hospital) and LeBonheur Children's Medical Center (also a Methodist Hospital) will be the principal private teaching hospitals for the university in the Shelby County area.

The university shall be entitled to reimbursement for its expenses associated with the graduate medical education program rendered under this agreement including the costs of coverage under the Tennessee Claims Commission Act and defense costs. The university will cooperate, support, and assist in seeking adequate reimbursement from Medicare and the State of Tennessee for graduate medical education. The costs of providing residents and medical faculty supervision at Methodist will be paid by the university and the pro rata costs will be reimbursed by Methodist based upon the actual costs associated with the program at Methodist. Specific financial arrangements for residents and faculty will be negotiated annually and incorporated annually by addendum into this Master Affiliation Agreement as part of the Methodist annual budgeting process. The annual addendum will specify the numbers of faculty and residents to be provided along with the costs to be annually reimbursed under this agreement.

NOTE 17: NATURAL CLASSIFICATIONS WITH FUNCTIONAL CLASSIFICATIONS

The university's operating expenses by functional classification for the year ended June 30, 2006, are as follows:

FUNCTIONAL CLASSIFICATION	NATURAL CLASSIFICATION					TOTAL
	SALARIES	BENEFITS	UTILITIES, SUPPLIES, AND OTHER SERVICES	SCHOLARSHIPS	DEPRECIATION	
Instruction.....	\$ 325,039,405.02	\$ 86,249,015.66	\$ 51,543,056.52			\$ 462,831,477.20
Research.....	111,667,801.47	27,823,687.09	57,639,186.80			197,130,675.36
Public service	69,919,602.98	22,768,595.12	33,765,010.24			126,453,208.34
Academic support	58,913,776.49	19,155,075.40	16,318,488.48			94,387,340.37
Student services	31,356,069.56	9,926,484.57	20,984,435.13			62,266,989.26
Institutional support	60,434,045.63	19,763,740.48	449,375.00			80,647,161.11
Operation and maintenance of plant	27,826,112.52	11,351,133.56	51,048,331.57			90,225,577.65
Scholarships and fellowships.....	2,713,568.08	17,587,047.49	14,882,027.40	\$ 24,534,010.06		59,716,653.03
Auxiliary	31,864,165.33	8,841,880.18	59,003,882.85			99,709,928.36
Hospital.....		6,486.50	190,389.57			196,876.07
Independent operations....	62,485,325.93	20,924,824.48				83,410,150.41
Depreciation					\$ 68,158,517.55	68,158,517.55
Total expenses	\$ 782,219,873.01	\$ 244,397,970.53	\$ 305,824,183.56	\$ 24,534,010.06	\$ 68,158,517.55	\$ 1,425,134,554.71

NOTE 18: UNRESTRICTED NET ASSETS

Unrestricted net assets include funds that have been designated or reserved for specific purposes. These purposes include the following:

	JUNE 30, 2006
Working capital	\$ 30,848,056.36
Encumbrances	6,696,983.71
Auxiliaries	66,820.03
Quasi-endowments	14,472,092.84
Plant construction	(19,935,441.53)
Renewal and replacement of capital assets	150,979,743.64
Debt retirement	19,759,047.46
Unreserved/undesignated	(5,206,428.16)
Total	<u>\$ 197,680,874.35</u>

NOTE 19. COMPONENT UNIT – UNIVERSITY OF CHATTANOOGA FOUNDATION

The University of Chattanooga Foundation, Inc., is a private nonprofit organization that reports under Financial Accounting Standards Board (FASB) standards, including FASB Statement No. 117, Financial Reporting for Non-Profit Organizations. As such, certain revenue recognition criteria and presentation features are different from revenue recognition criteria and presentation features as prescribed by the Governmental Accounting Standards Board (GASB). The financial statements of this foundation have been reformatted into a GASB format and are reported in a separate column to the right of the university's statements.

The University of Chattanooga Foundation, Inc., is a legally separate, tax-exempt organization supporting the University of Tennessee at Chattanooga. The foundation acts primarily as a fund-raising organization to supplement the resources that are available to the university in support of The University of Tennessee at Chattanooga. The 48 member board of trustees of the foundation is self-perpetuating and consists of friends of the University of Tennessee at Chattanooga. Although the university does not control the timing or amount of receipts from the foundation, the majority of resources, or income thereon, that the foundation holds and invests are restricted to the activities of the university by the donors. Because these restricted resources held by the foundation can only be used by, or for the benefit of, the University of Tennessee at Chattanooga, the foundation is considered a component unit of the university and is discretely presented in the university's financial statements.

During the year ended June 30, 2006, the foundation expended \$4,275,591.00 to or on behalf of the university for both restricted and unrestricted purposes. Complete financial statements for the foundation can be obtained from the University of Chattanooga Foundation, Development Office, Department 6806, 615 McCallie Avenue, Chattanooga, TN 37403-2598.

Organization and Nature of Activities

University of Chattanooga Foundation, Inc., is a supporting organization under the provisions of Section 509(a)(3) of the Internal Revenue Code, dedicated to supporting excellence in higher education through special projects for the University of Tennessee at Chattanooga. Proposals for special projects are submitted by the chancellor of the university and approved by the foundation's Board of Trustees and the University of Tennessee Board of Trustees.

Principles of Consolidation

The consolidated financial statements of the foundation include the accounts of the foundation and its subsidiaries, Campus Development Foundation, Inc. (CDFI) and CDFI Phase I, LLC (the LLC). All material intercompany accounts and transactions have been eliminated in consolidation. The foundation and CDFI have fiscal years that end

on June 30. The LLC's fiscal year ends on July 31 in order to reflect the operating cycle of collegiate student housing. The impact of any intervening transactions during the one month period between fiscal year ends is not significant.

CDFI was formed by the foundation during 2001 to engage in charitable, scientific, and educational projects within the meaning of Section 501 (c)(3) of the Internal Revenue Code. The projects include, but are not limited to, the acquisition of real property and the construction, management, and operation of dormitories for students of the university. The Directors of CDFI are appointed by the Executive Committee of the foundation.

CDFI is the sole member of its subsidiary, the LLC. The LLC was formed to own and develop an elementary school in downtown Chattanooga and student housing at the university. The first phase of the student housing, consisting of 455 bedrooms in 149 units, was completed and leased to students in August 2001. The second phase of the student housing, consisting of 584 bedrooms in 158 units, was completed and leased to students in August 2002. The third and final phase of the student housing, consisting of 576 bedrooms in 144 units, was completed and leased to students in October 2004.

Investments

A summary of foundation investments at June 30, 2006, is as follows:

	2006
Equity securities (cost of \$66,855,362)	\$ 73,063,362
Debt securities (cost of \$16,165,341)	15,922,715
Real estate	1,367,026
Limited partnerships	11,338,034
Other	51,523
Total	<u>\$ 101,742,660</u>

The foundation also has investments restricted by the terms of the revenue bonds described below totaling \$9,842,453.

Property and Equipment

A summary of foundation property and equipment at June 30, 2006 is as follows:

	2006
Land	\$ 8,241,032
Buildings	72,337,547
Furniture, fixtures, and equipment	2,994,417
.....	83,572,996
Accumulated depreciation	(10,987,168)
Total	<u>\$ 72,585,828</u>

Revenue Bonds Payable

During May 2005, the Health, Educational, and Housing Facility Board of the City of Chattanooga issued two series of tax-exempt revenue refunding bonds totaling \$91,510,000. The LLC is the borrower on the bonds. The proceeds of the refunding bonds were primarily used to retire early the three series of tax-exempt revenue bonds issued in 2000 and 2001. The 2000 and 2001 bonds were used to acquire land, fund construction of the student housing, and develop an elementary school near the student housing.

Revenue bonds payable at June 30, 2006, consist of the following:

	2006
Series 2005A revenue refunding bonds, interest rates fixed at 5.0% to 5.125% payable semi-annually, annual redemption payments due through October 1, 2035	\$ 69,360,000
Series 2005B revenue refunding bonds, interest rates fixed at 5.5% to 6.0% payable semi-annually, annual redemption payments due through October 1, 2035	21,915,000
	91,275,000
Less: unamortized discount	(2,166,800)
	<u>\$ 89,108,200</u>

Sinking fund requirements for scheduled redemptions of the revenue bonds for the next five years and thereafter are as follows:

June 30, 2007	\$ 1,335,000
June 30, 2008	1,405,000
June 30, 2009	1,475,000
June 30, 2010	1,550,000
June 30, 2011	1,630,000
Thereafter	83,880,000
	<u>\$ 91,275,000</u>

Restricted Cash and Cash Equivalents

The revenue bonds described above restrict the use of certain cash and cash equivalents at June 30, 2006, as follows:

	2006
Renewal and replacement reserve	\$ 1,044,896
Restricted for debt service payments	2,530,548
Total	<u>\$ 3,575,444</u>

Natural Classifications with Functional Classifications

The foundation's operating expenses by functional classification for the year ended June 30, 2006, are as follows:

FUNCTIONAL CLASSIFICATION	NATURAL CLASSIFICATION			
	UTILITIES, SUPPLIES, AND OTHER SERVICES	PAYMENTS TO OR ON BEHALF OF UT	DEPRECIATION	TOTAL
Academic programs		\$ 1,272,928		\$ 1,272,928
Professorships		499,107		499,107
Faculty development		308,427		308,427
Scholarships		1,812,702		1,812,702
Chancellor's discretionary		233,860		233,860
Other		148,567		148,567
Rental expenses	\$ 3,258,828			3,258,828
Administrative and investment fees	491,505			491,505
Legal	26,704			26,704
Tax and audit	52,572			52,572
Depreciation			\$ 3,189,981	3,189,981
Total Expenses	<u>\$ 3,829,609</u>	<u>\$ 4,275,591</u>	<u>\$ 3,189,981</u>	<u>\$ 11,295,181</u>

NOTE 20: COMPONENT UNIT—UNIVERSITY OF TENNESSEE FOUNDATION

The University of Tennessee Foundation, Inc., is a private nonprofit organization that reports under Financial Accounting Standards Board (FASB) standards, including FASB Statement No. 117, Financial Reporting for Non-Profit Organizations. As such, certain revenue recognition criteria and presentation features are different from revenue recognition criteria and presentation features as prescribed by the Governmental Accounting Standards Board (GASB). The financial statements of this foundation have been reformatted into a GASB format and are reported in a separate column to the right of the university's statements.

The University of Tennessee Foundation is a legally separate, tax-exempt organization supporting the University of Tennessee. The foundation acts as a fund-raising organization to supplement the resources that are available to the university in support of its programs. The foundation has 13 active board members and two ex-officio

members. The board of the foundation is self-perpetuating and consists of graduates and friends of the university. Although the university does not control the timing or amount of receipts from the foundation, the majority of resources, or income thereon, that the foundation holds and invests are restricted to the activities of the university by the donors. Because these restricted resources held by the foundation can only be used by, or for the benefit of, the university, the foundation is considered a component unit of the university and is discretely presented in the university's financial statements.

During the year ended June 30, 2006, the foundation distributed \$1,519,996.08 to or on behalf of the university for both restricted and unrestricted purposes. Complete financial statements for the foundation can be obtained from the University of Tennessee Foundation, Suite 100, UT Conference Center Building, 600 Henley Street, Knoxville, TN 37996.

Organization and Nature of Activities

The University of Tennessee Foundation, Inc., is a not-for-profit organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code. The foundation was formed to support the University of Tennessee. The foundation was established to provide flexibility for the university in carrying out its mission of teaching, research, and public service. The foundation receives contributions from individuals, corporations, alumni, and other donors.

Principles of Consolidation

The consolidated financial statements include the accounts of the foundation and two single member limited liability companies created by the foundation. The names of the limited liability companies are Volunteer Student Housing, LLC and Martin Student Housing, LLC. The limited liability companies were created to own student housing facilities adjacent to the University of Tennessee at Knoxville campus and University of Tennessee at Martin campus. All significant intercompany balances and transactions have been eliminated in the consolidation.

Pledges Receivable

Pledges receivable (reported as accounts, notes, and grants receivable on the statement of net assets) are summarized below net of the allowance for doubtful accounts:

	TEMPORARILY RESTRICTED	PERMANENTLY RESTRICTED
Current pledges.....	\$ 36,168.90	\$ 130,393.54
Pledges due in one to five years	8,600,182.06	1,578,811.66
Pledges due after five years	187,740.98	240,895.44
	<u>8,824,091.94</u>	<u>1,950,100.64</u>
Less discounts to net present value	(735,195.85)	(190,318.08)
Total pledges receivable, net	<u>\$ 8,088,896.09</u>	<u>\$ 1,759,782.56</u>

The allowance for doubtful accounts at June 30, 2006, was \$70,462.20.

Capital Assets

Capital assets at June 30, 2006, consists of the following:

Land	\$ 3,249,152.73
Building	50,513,182.56
Furniture and equipment	<u>1,341,447.40</u>
	55,103,782.69
Accumulated depreciation	<u>(3,334,046.53)</u>
Net capital assets	<u>\$ 51,769,736.16</u>

Depreciation expense for the year ended June 30, 2006 is \$1,950,878.71.

Knoxville Place

In September 2002, the Health, Educational, and Housing Facility Board of the County of Knox, Tennessee, issued \$60,090,000.00 of variable rate, tax-exempt bonds to fund the acquisition, construction, and equipping of a student housing facility adjacent to the Knoxville campus. The facility is a 12-story complex with five levels for parking and seven levels for housing. The facility was completed and opened in August 2004. The building and furniture, fixtures, and equipment will be depreciated over 32 and 5 years, respectively. The depreciation method used is straight-line. The management group which operates the housing has a fiscal year-end on July 31. The financial activity presented in the financial statements for the student housing only reflects that fiscal year-end.

At the beginning of the project, Volunteer Student Housing, LLC entered into a 7 year 75% hedge on the project with the hedge rate being 3.25%. During the fiscal year, \$1,967,275.44 of interest expense and \$194,936.17 of interest income was accrued. The first principal payment of \$495,000 was paid November 1, 2005. The next principal payment of \$615,000 is due October 1, 2006. All income generated

by the facility is held by US Bank, the trustee. The cash and cash equivalents with trustee at fiscal year end is \$4,953,001.67.

Intangible assets consist of bond issuance costs, letter of credit issuance costs, and computer software. The bond issuance costs are amortized over the life of the bonds, and the letter of credit costs are amortized over the 7-year letter of credit term. The software costs are amortized over 4 years. The total intangible assets cost was \$744,138.25. During the year, the letter of credit was refinanced (see next paragraph) and the remaining unamortized costs of the previous letter of credit (totaling \$231,657.17) were charged to amortization expense during the year and the issuance costs related to the new letter of credit (totaling \$261,082.73) were capitalized as intangible assets. Total amount of intangible assets charged to amortization expense during the year was \$277,653.60. Remaining unamortized cost of intangible assets at June 30, 2006 was \$652,512.61.

On September 9, 2005, the Volunteer Student Housing, LLC entered into a new Letter of Credit agreement with Allied Irish Bank (AIB). As part of this new arrangement, the bonds payable amortization schedule was changed. The future maturities of the bonds reflect the new arrangement with AIB. Also, as a result of this new arrangement, the existing hedge was eliminated and replaced with a new 4 year 75% hedge with the hedge rate being 3.31%.

Future maturities of bonds payable commencing in 2007 are as follows:

YEAR ENDED JUNE 30:

2007	\$ 615,000
2008	740,000
2009	885,000
2010	1,025,000
2011	1,185,000
2012-2016	7,595,000
2017-2021	8,815,000
2022-2026	11,090,000
2027-2031	13,945,000
2032-2035	<u>13,700,000</u>
	<u>\$ 59,595,000</u>

These bonds were reported net of unamortized discount of \$370,242.03.

Mortgage Note Payable

The foundation was gifted property in Weakley and Obion, TN counties. The property and its contents were appraised at \$376,000.00 with an attached mortgage note of \$259,330.41. The property will be used and overseen by the University of Tennessee at Martin. Payment on the note, which began in January 2006, is \$2,000.00 per month with the note maturing in December 2020. The note has a 4.68% interest rate. For the fiscal year ended June 30, 2006, the note principal was reduced by \$8,037.06 with an additional \$5,962.94 of interest being paid. The balance of the note payable at June 30, 2006, was \$251,293.35. **Future maturities of this note are as follows:**

YEAR ENDED JUNE 30:

2007	\$ 12,505.47
2008	13,103.11
2009	13,729.99
2010	14,386.52
2011	15,074.46
2012-2016	86,898.96
2017-2021	<u>95,594.84</u>
Total	<u>\$ 251,293.35</u>

Letter of Credit

In association with the issuance of the bonds mentioned above, the foundation was granted an irrevocable letter of credit in the amount of \$60,979,003.00. Of this amount, \$60,090,000 is available for the payment of the principal of the bonds or a portion of the purchase price corresponding to the principal of the bonds and \$889,003.00 is available for the payment of up to 45 days' interest on the bonds. There is no outstanding balance drawn on this letter of credit at June 30, 2006.

Concentration of Credit Risk

The foundation had concentrated its credit risk for cash by maintaining deposits at a bank, which may at times exceed amounts covered by insurance provided by the U. S. Federal Deposit Insurance Corporation (FDIC). The amount at risk at June 30, 2006, was \$199,605. The foundation has not experienced any such losses in this account and believes it is not exposed to any significant credit risk to cash.

Remainder Interest

The amounts described below are reported as investments on the statement of net assets.

In December 2002, a donor conveyed to the foundation a remainder interest in a limited liability company. The asset of the limited liability company is a fee simple interest in a warehouse in South Carolina. The remainder interest was appraised at \$7,740,000.00 with the interest vesting on January 1, 2021. The value on the foundation's Consolidated Statement of Financial Position will be the present value calculation until the vesting date. The IRS discount rate for December 2002 used in determining the present value was 4%. The present value of the remainder interest at June 30, 2006, was \$4,382,859.42.

In September 2003, a donor conveyed to the foundation another remainder interest in a limited liability company. The asset of this limited liability company is an office building in Connecticut. The remainder interest was appraised at \$22,440,000.00 with the interest vesting on January 1, 2025. The value on the foundation's Consolidated Statement of Financial Position will be the present value calculation until the vesting date. The IRS discount rate for September 2003 was 4.20%. The present value at June 30, 2006, was \$10,331,543.23.

Natural Classifications with Functional Classifications

The foundation's operating expenses by functional classification for the year ended June 30, 2006, are as follows:

FUNCTIONAL CLASSIFICATION	NATURAL CLASSIFICATION						TOTAL
	SALARIES	BENEFITS	UTILITIES, SUPPLIES, AND OTHER SERVICES	SCHOLARSHIPS	DEPRECIATION		
Grants and scholarships....				\$ 1,431,575.15		\$	1,431,575.15
General & administrative \$	48,011.28	\$ 7,882.53	\$ 507,246.36	88,420.93			651,561.10
Student housing			4,289,166.75		\$ 1,950,878.71		6,240,045.46
Total expenses..... \$	48,011.28	\$ 7,882.53	\$ 4,796,413.11	\$ 1,519,996.08	\$ 1,950,878.71	\$	8,323,181.71

The goal of the University of Tennessee is to bring value to the state of Tennessee—to help drive the economy, enhance the state's image, and keep the best and brightest students at home.



TENNESSEE

The University of Tennessee Five-Year Summary

FOR THE FISCAL YEAR	2005-2006	2004-2005	2003-2004	2002-2003	2001-2002
Operating revenues (,000)					
Net tuition and fees	\$ 232,960	\$ 210,613	\$ 208,018	\$ 192,977	\$ 189,143
Net auxiliary	134,466	129,304	123,314	123,724	120,549
Grants and contracts.....	377,289	391,942	382,438	356,451	343,616
Other (federal appropriations, sales and services,etc.)	70,797	68,095	73,182	81,214	128,829
Total operating revenues.....	\$ 815,512	\$ 799,954	\$ 786,952	\$ 754,366	\$ 782,137
Operating expenses (,000)					
Salaries and wages.....	\$ 782,220	\$ 764,122	\$ 748,396	\$ 733,440	\$ 701,207
Fringe benefits.....	244,398	244,008	224,323	220,157	195,469
Utilities, supplies, and other services	305,824	303,079	290,581	300,605	315,333
Scholarships and fellowships	24,534	21,833	15,211	4,651	7,816
Depreciation expense.....	68,158	67,320	62,166	56,983	54,147
Total operating expenses	\$ 1,425,134	\$ 1,400,362	\$ 1,340,677	\$ 1,315,836	\$ 1,273,972
Operating income (loss)	\$ (609,622)	\$ (600,408)	\$ (553,725)	\$ (561,470)	\$ (491,835)
Non-operating revenues and expenses (,000)					
State and local appropriations	\$ 459,279	\$ 446,293	\$ 420,368	\$ 423,816	\$ 419,793
Gifts.....	36,339	24,104	40,486	67,281	50,851
Investment income, gains (losses)	110,939	90,272	84,513	42,407	(3,104)
Other	61,830	50,993	22,089	32,039	26,760
Total non-operating revenues	\$ 668,387	\$ 611,662	\$ 567,456	\$ 565,543	\$ 494,300
Other revenues, expenses, gains, or losses (,000)					
Capital appropriations	24,579	15,137	21,725	32,584	34,102
Capital grants and gifts	18,284	12,556	15,253	47,165	8,859
Additions to permanent endowments	36,029	15,032	13,588	12,341	23,128
Other.....	10,206	(5,423)	(435)	(1,971)	986
Total other revenues, expenses, gains, or losses.....	\$ 89,098	\$ 37,302	\$ 50,131	\$ 90,119	\$ 67,075
Increase (decrease) in net assets	\$ 147,863	\$ 48,556	\$ 63,862	\$ 94,192	\$ 69,540
Cash (,000)	\$ 488,559	\$ 494,770	\$ 422,623	\$ 409,918	\$ 369,837
Net assets (,000)					
Invested in capital assets, net of related debt.....	\$ 750,758	\$ 713,142	\$ 730,786	\$ 730,451	\$ 653,532
Restricted expendible	432,796	348,315	356,646	298,644	292,189
Restricted nonexpendible.....	358,337	335,859	323,475	316,191	294,865
Unrestricted	197,681	194,393	214,342	216,101	226,609
Total net assets	\$ 1,739,572	\$ 1,591,709	\$ 1,625,249	\$ 1,561,387	\$ 1,467,195
Student loans					
Notes receivable (,000)	\$ 34,632	\$ 35,211	\$ 34,448	\$ 35,030	\$ 35,555
Loans issued (by year)	2,674	2,210	2,157	2,530	2,406
Endowments (,000)					
Market value	\$ 585,445	\$ 503,657	\$ 461,440	\$ 407,735	\$ 400,547
Life income funds (,000)					
Market value	\$ 53,134	\$ 51,327	\$ 50,474	\$ 48,576	\$ 53,324
Capital asset and debt administration (,000)					
Capital assets, net of depreciation	\$ 1,024,534	\$ 963,077	\$ 960,103	\$ 943,877	\$ 852,381
Total debt	278,257	248,123	230,164	215,734	202,374
General data					
Total enrollment	43,686	42,579	41,586	42,220	42,240
Knoxville.....	26,292	25,653	25,221	25,943	26,032
Chattanooga	6,478	8,689	8,528	8,524	8,485
Martin	8,656	6,098	5,770	5,714	5,892
Memphis	2,260	2,139	2,067	2,039	2,011
Degrees granted.....	8,836	8,885	9,275	9,143	9,226
Full-time employees	12,054	11,758	11,054	10,787	11,931
Full-time faculty.....	2,865	2,565	2,509	2,941	2,869
% tenured (based on those eligible for tenure) ..	53.5%	58.2%	47.6%	52.8%	54.6%
Total private gifts (,000)	\$ 110,663	\$ 80,543	\$ 136,449	\$ 119,714	\$ 95,384
Academic year student fees (Knoxville)					
In state	\$ 5,290	\$ 4,748	\$ 4,450	\$ 4,056	\$ 3,784
Out of state (additional)	\$ 10,770	\$ 9,530	\$ 8,832	\$ 8,102	\$ 7,536
State appropriation/FTE	\$ 7,472	\$ 7,380	\$ 6,936	\$ 7,388	\$ 7,337



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From July 1, 2005, to June 30, 2006

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