

Financial Statements

Franklin W. Olin College of Engineering, Inc.

June 30, 2016 and 2015

FRANKLIN W. OLIN COLLEGE OF ENGINEERING, INC.

Financial Statements

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Mayer Hoffman McCann P.C.
Tofias New England Division
An Independent CPA Firm

500 Boylston Street ■ Boston, MA 02116
Tel: 617.761.0600 ■ Fax: 617.761.0601 ■ www.cbiztofias.com

Independent Auditors' Report

The Board of Trustees
Franklin W. Olin College of Engineering, Inc.
Needham, Massachusetts

We have audited the accompanying financial statements of Franklin W. Olin College of Engineering, Inc. (the "College"), which comprise the statements of financial position as of June 30, 2016 and 2015, and the related statements of activities, and cash flows for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.



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Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the College as of June 30, 2016 and 2015, and the changes in its net assets and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Mayer Hoffman McCann P.C.

October 22, 2016
Boston, Massachusetts

FRANKLIN W. OLIN COLLEGE OF ENGINEERING, INC.

Statements of Financial Position
(in thousands)

	<i>June 30,</i>	
	<i>2016</i>	<i>2015</i>
Assets		
Cash and cash equivalents	\$ 5,603	\$ 4,093
Accounts receivable, net	961	790
Contributions receivable, net	337	419
Prepaid expenses and other assets	2,173	1,921
Short-term investments, capital reserve fund	297	493
Long-term investments	347,307	374,188
Long-term investments, facilities renewal and replacement fund	5,153	5,243
Plant and equipment, net	89,866	94,225
Interest rate swap agreements	<u>2,573</u>	<u>488</u>
Total assets	<u>\$ 454,270</u>	<u>\$ 481,860</u>
Liabilities and Net Assets		
Accounts payable and accrued expenses	\$ 4,134	\$ 5,328
Deferred revenue and deposits	947	614
Bonds payable, net	158,496	158,861
Interest rate swap agreements	<u>19,150</u>	<u>12,203</u>
Total liabilities	<u>182,727</u>	<u>177,006</u>
Net assets:		
Unrestricted	12,942	10,883
Temporarily restricted	255,180	290,819
Permanently restricted	<u>3,421</u>	<u>3,152</u>
Total net assets	<u>271,543</u>	<u>304,854</u>
Total liabilities and net assets	<u>\$ 454,270</u>	<u>\$ 481,860</u>

See accompanying notes to the financial statements.

FRANKLIN W. OLIN COLLEGE OF ENGINEERING, INC.

Statements of Activities
(in thousands)

Years ended June 30,
(with comparative totals for 2015)

	2016			2015	
	Unrestricted	Temporarily Restricted	Permanently Restricted	Total	Total
Operating revenues					
Tuition and fees	\$ 14,879	\$ -	\$ -	\$ 14,879	\$ 14,580
Room and board	5,013	-	-	5,013	5,035
Less: Student aid	(10,001)	-	-	(10,001)	(9,730)
Student revenues, net	9,891	-	-	9,891	9,885
Contributions	718	958	-	1,676	1,701
Government grants and other contracts	859	-	-	859	1,203
Other	2,923	-	-	2,923	2,697
Net assets released for:					
Olin endowment spending	20,550	-	-	20,550	18,000
Other purpose restrictions	953	(953)	-	-	-
Depreciation	3,612	-	-	3,612	3,682
Total operating revenues	39,506	5	-	39,511	37,168
Operating expenses					
Instruction	10,918	-	-	10,918	10,810
Research	870	-	-	870	820
Academic support	3,476	-	-	3,476	3,434
Student services	11,018	-	-	11,018	11,137
Sponsored programs	1,458	-	-	1,458	1,857
Development and fundraising	1,281	-	-	1,281	1,590
Institutional support	8,323	-	-	8,323	8,222
Total operating expenses	37,344	-	-	37,344	37,870
Change in net assets from operating activities	2,162	5	-	2,167	(702)
Nonoperating activities					
Contributions	-	13	134	147	213
Transfer between funds	-	(135)	135	-	-
Interest and dividend income	21	2,050	-	2,071	1,962
Net realized and unrealized gains (losses) on long-term investments	(119)	(8,554)	-	(8,673)	14,942
Realized and unrealized gains (losses) on interest rate swap agreements	(4,861)	-	-	(4,861)	1,476
Net assets released for:					
Olin endowment spending	-	(20,550)	-	(20,550)	(18,000)
Depreciation	-	(3,612)	-	(3,612)	(3,682)
Transfer to facilities renewal and replacement fund	-	-	-	-	-
Realized and unrealized gains (losses) on interest rate swap agreements	4,861	(4,861)	-	-	-
Reclassification for endowment losses exceeding corpus	(5)	5	-	-	-
Change in net assets from nonoperating activities	(103)	(35,644)	269	(35,478)	(3,089)
Change in net assets	2,059	(35,639)	269	(33,311)	(3,791)
Net assets, beginning of year	10,883	290,819	3,152	304,854	308,645
Net assets, end of year	\$ 12,942	\$ 255,180	\$ 3,421	\$ 271,543	\$ 304,854

See accompanying notes to the financial statements.

FRANKLIN W. OLIN COLLEGE OF ENGINEERING, INC.

Statements of Activities
(in thousands)

Year Ended June 30,

	2015			Total
	Unrestricted	Temporarily Restricted	Permanently Restricted	
Operating revenues				
Tuition and fees	\$ 14,580	\$ -	\$ -	\$ 14,580
Room and board	5,035	-	-	5,035
Less: Student aid	(9,730)	-	-	(9,730)
Student revenues, net	9,885	-	-	9,885
Contributions	735	966	-	1,701
Government grants and other contracts	1,203	-	-	1,203
Other	2,697	-	-	2,697
Net assets released for:				
Olin endowment spending	18,000	-	-	18,000
Other purpose restrictions	1,122	(1,122)	-	-
Depreciation	3,682	-	-	3,682
Total operating revenues	37,324	(156)	-	37,168
Operating expenses				
Instruction	10,810	-	-	10,810
Research	820	-	-	820
Academic support	3,434	-	-	3,434
Student services	11,137	-	-	11,137
Sponsored programs	1,857	-	-	1,857
Development and fundraising	1,590	-	-	1,590
Institutional support	8,222	-	-	8,222
Total operating expenses	37,870	-	-	37,870
Change in net assets from operating activities	(546)	(156)	-	(702)
Nonoperating activities				
Contributions	-	100	113	213
Transfer between funds	-	(198)	198	-
Interest and dividend income	15	1,947	-	1,962
Net realized and unrealized gain on long-term investments	174	14,768	-	14,942
Realized and unrealized gains (losses) on interest rate swap agreements	1,476	-	-	1,476
Net assets released for:				
Olin endowment spending	-	(18,000)	-	(18,000)
Depreciation	-	(3,682)	-	(3,682)
Transfer to facilities renewal and replacement fund	650	(650)	-	-
Realized and unrealized gains (losses) on interest rate swap agreements	(1,476)	1,476	-	-
Reclassification for endowment losses exceeding corpus	-	-	-	-
Change in net assets from nonoperating activities	839	(4,239)	311	(3,089)
Change in net assets	293	(4,395)	311	(3,791)
Net assets, beginning of year	10,590	295,214	2,841	308,645
Net assets, end of year	\$ 10,883	\$ 290,819	\$ 3,152	\$ 304,854

See accompanying notes to the financial statements.

FRANKLIN W. OLIN COLLEGE OF ENGINEERING, INC.

Statements of Cash Flows
(in thousands)

	<i>Years Ended June 30,</i>	
	<i>2016</i>	<i>2015</i>
Cash flows from operating activities:		
Change in net assets	\$ (33,311)	\$ (3,791)
Adjustments to reconcile change in net assets to net cash used in operating activities:		
Depreciation and amortization	4,897	4,920
Net realized and unrealized (gain)/loss on long-term investments	8,673	(14,942)
Contributions designated for long-term investment	(121)	(107)
Loss on write-off and disposal of plant and equipment	17	110
Change in value of interest rate swap agreements	4,861	(2,626)
Change in trustee funds held for debt service	-	15
Change in operating assets and liabilities		
Accounts receivable, prepaid expenses and other assets	(423)	(176)
Contributions receivable	82	177
Accounts payable and accrued expenses, deferred revenues	(861)	1,183
	<u>(16,186)</u>	<u>(15,237)</u>
Net cash used in operating activities	(16,186)	(15,237)
Cash flows from investing activities:		
Purchases of investments	(53,856)	(51,532)
Sales and maturities of investments	72,351	67,720
Acquisition and construction of property and equipment	(710)	(761)
	<u>17,785</u>	<u>15,427</u>
Net cash provided by investing activities	17,785	15,427
Cash flows from financing activities:		
Debt issuance costs	(210)	-
Contributions designated for long-term investment	121	107
	<u>(89)</u>	<u>107</u>
Net cash provided (used) by financing activities	(89)	107
Net increase in cash and cash equivalents	1,510	297
Cash and cash equivalents, beginning of year	<u>4,093</u>	<u>3,796</u>
Cash and cash equivalents, end of year	\$ <u>5,603</u>	\$ <u>4,093</u>
Supplemental disclosure of cash flows information:		
Cash paid for interest	<u>\$ 5,165</u>	<u>\$ 5,356</u>

FRANKLIN W. OLIN COLLEGE OF ENGINEERING, INC.

Notes to Financial Statements (in thousands)

Note 1 - Nature of Operations

Franklin W. Olin College of Engineering, Inc. (the “College”), was founded in 1997 by the F. W. Olin Foundation, Inc. (the “Foundation”), and graduated its first class in May 2006. The College is an independent, nonsectarian college offering undergraduate engineering degrees. There are approximately 350 students predominantly drawn from across the United States, all of whom receive an eight-semester tuition merit scholarship. The campus is located in Needham, Massachusetts. The College is a tax-exempt organization as described in Section 501(c)(3) of the Internal Revenue Code (the “Code”) and is generally exempt from income taxes pursuant to Section 501(a) of the Code. The College is accredited by the New England Association of Schools and Colleges, and the three degree programs are accredited by ABET.

The College’s funding was primarily sourced from the F. W. Olin Foundation under the terms of the Grant Agreement (the “Agreement”), which created the Olin Endowment and stipulates a number of financial and other requirements associated with the operations of the College. The Agreement further provides for the use of the Olin Endowment in certain circumstances, such as for the payment of certain debt service should unrestricted net assets be insufficient for that purpose, and for certain capital outlays. The College is obligated to maintain the Olin Endowment in perpetuity, except for the circumstances previously described. For the purposes of financial statement presentation, the endowment sourced from the Foundation is considered temporarily restricted net assets, as defined in Note 2, given the potential for distribution to support debt service and capital outlays that the College may need in the future. Through its Collaboratory, the College seeks to globally transform the education of undergraduate engineers by co-designing transformational educational experience with and for other colleges and universities.

Note 2 - Summary of Significant Accounting Policies

Basis of Presentation

The accompanying financial statements are presented on the accrual basis of accounting. The College reports three classes of net assets and the changes in those net assets in the statements of financial position and statements of activities, respectively. The three classes of net assets – unrestricted, temporarily restricted and permanently restricted – are based on the existence or absence of donor-imposed restrictions, either explicit or implicit. The three classifications are defined as follows:

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

Temporarily restricted net assets - Net assets subject to donor-imposed restrictions that permit the College to use or expend the donated assets as specified, and are satisfied by either the passage of time or by actions of the College.

Permanently restricted net assets - Net assets subject to donor-imposed stipulations that they be maintained permanently by the College. Unexpended appreciation on permanently restricted net assets is included in temporarily restricted net assets.

FRANKLIN W. OLIN COLLEGE OF ENGINEERING, INC.

Notes to Financial Statements (in thousands)

Note 2 - Summary of Significant Accounting Policies (Continued)

Basis of Presentation (Continued)

The College reports gifts of cash and other assets as restricted support if they are received with donor stipulations that limit the use of the donated assets. When a donor restriction expires, that is, when a stipulated time restriction ends or purpose restriction is accomplished, temporarily restricted net assets are reclassified to unrestricted net assets and reported in the statements of activities as net assets released from restrictions. Expenses are reported as decreases in unrestricted net assets.

Contributions

Contributions, including unconditional promises to give, are recognized as revenue, at their fair value, in the period verifiably committed. Initial recording for pledges expected to be collected in one year or more is arrived at by using the present value of the expected future cash flows, using a risk adjusted rate (ranging from 3.17% to 3.68%) to account for the inherent risk associated with the expected future cash flows, which are considered to be Level 2 fair value inputs. Amortization of the discount is included in contributions revenue. Unconditional promises to give are periodically reviewed to estimate an allowance for doubtful collections. Management estimates the allowance by a review of historical experience and a specific review of collection trends that differ from plan on individual accounts. Conditional promises to give are not included as support until the conditions are substantially met. Gifts that are temporarily restricted are released from restriction when the purpose restrictions are met or by the passage of time, depending on the underlying donor instrument.

Cash and Cash Equivalents

Cash and cash equivalents consist of cash in banks, money market funds, and short-term investments with a maturity date from purchase of three months or less. Cash and cash equivalents held by investment managers are considered part of investments. The College maintains cash balances at financial institutions which, at times, may exceed federally insured limits. The College monitors its exposure associated with cash and cash equivalents and has not experienced any losses in such accounts.

Investments

Investments are carried at fair value. Fair value is determined as per the fair value policies described later in this section.

Interest, dividends and net gains or losses on investments are reported as increases or decreases in permanently restricted net assets if the terms of the original gift require that they be applied to the principal of a permanent endowment fund; as increases or decreases in temporarily restricted net assets if the terms of the gift and/or relevant state law impose restrictions on the current use of the income or net gains and losses; and as increases or decreases in unrestricted net assets in all other cases.

Investments are comprised of the assets of the College's endowment, quasi-endowment, and other restricted funds. These funds are considered either unrestricted, temporarily or permanently restricted, but exceed the associated net assets. The difference is from bond proceeds that repaid the College for construction costs previously funded by Foundation gifts. These funds were invested in long-term assets that the College agreed to consider part of the Olin Endowment. This was a condition of the Grant Agreement from the Foundation.

FRANKLIN W. OLIN COLLEGE OF ENGINEERING, INC.

Notes to Financial Statements *(in thousands)*

Note 2 - Summary of Significant Accounting Policies (Continued)

Fair Value Measurements

The College reports certain assets and liabilities at fair value on a recurring and nonrecurring basis depending on the underlying accounting policy for the particular item in accordance with fair value standards. Recurring fair value measurements include the College's short-term and long-term investments, and interest rate agreements. Nonrecurring measurements include contributions receivable. These standards require an entity to maximize the use of observable inputs (such as quoted prices in active markets) and minimize the use of unobservable inputs (such as appraisals or valuation techniques) to determine fair value. In addition, the College reports certain investments using the net asset value ("NAV") per share as determined by investment managers under the so called "practical expedient." The practical expedient allows NAV per share to represent fair value for reporting purposes when the criteria for using this method are met. Fair value standards also require the College to classify financial instruments (except for those measured using NAV) into a three-level hierarchy, based on the priority of inputs to the valuation technique.

Instruments measured and reported at fair value are classified and disclosed in one of the following categories, with Level 1 being the highest level of inputs:

Level 1 – Quoted prices are available in active markets for identical instruments as of the reporting date. Instruments which are generally included in this category include listed equity and debt securities publicly traded on a stock exchange, publicly traded mutual funds, and other cash equivalents.

Level 2 – Pricing inputs are other than quoted prices in active markets, which are either directly or indirectly observable as of the reporting date, and fair value is determined through the use of models or other valuation methodologies.

Level 3 – Pricing inputs are unobservable for the instrument and include situations where there is little, if any, market activity for the instrument. The inputs into the determination of fair value require significant management judgment or estimation.

In some instances, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such instances, an instrument's level within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement.

Market price is affected by a number of factors, including the type of instrument and the characteristics specific to the instrument. Instruments with readily available active quoted prices or for which fair value can be measured from actively quoted prices generally will have a higher degree of market price observability and a lesser degree of judgment used in measuring fair value. It is reasonably possible that changes in values of these instruments will occur in the near term and that such changes could materially affect amounts reported in these financial statements.

Management has determined that fair value approximates carrying value for cash and cash equivalents, accounts receivable and accounts payable, given the short-term nature of these instruments. Management has no practical or cost effective way of assessing fair value for contributions receivable.

FRANKLIN W. OLIN COLLEGE OF ENGINEERING, INC.

Notes to Financial Statements *(in thousands)*

Note 2 - Summary of Significant Accounting Policies (Continued)

Revenue Recognition and Deferred Revenue

The College's revenue is derived from student tuition and fees, gifts and pledges, and support services. Tuition, fees and support services revenue are recognized as revenue in the period to which the educational or other services are provided. Student reservation deposits along with advance payments for tuition and support services are recorded as deferred revenue and recognized as income when the related educational services are provided. Through its Collaboratory, the College enters into agreements with other colleges and universities, both within the U.S. and abroad, as partners to co-develop educational transformation and to provide workshops on a smaller scale. Revenue from collaborative partnership engagements is recognized on a straight-line basis over the term of the engagement.

Plant and Equipment

Land, buildings, and equipment are reported at cost at the date of acquisition or at fair value as indicated above at the date of donation in the case of gifts. Fair value of donated property is effectively determined using Level 3 market inputs. For assets placed in service, depreciation is provided using the straight-line method over the estimated useful lives of the assets. Expenditures for new construction, and major renewals, replacements and equipment are capitalized; costs for maintenance and repairs are expensed as incurred. Gift funded assets that restrict the use of the assets are classified as temporarily restricted net assets and released in the amount of depreciation each year. If donors stipulate how long the assets must be used, the contributions are recorded as restricted support. In the absence of such stipulations, contributions of land, buildings and equipment are recorded as unrestricted support at fair value as described earlier in this section.

Depreciation is provided on a straight-line basis over the following estimated useful lives:

	<i>Years</i>
Land improvements	10 to 40
Buildings and improvements	15 to 40
Equipment	3 to 20

Interest Rate Swap Agreements

The College reports the value of its interest rate swap agreements at fair value, per the fair value policies described earlier in this section using Level 2 inputs.

Operating and Nonoperating Activities

The College recognizes revenue on grants and contracts for research as operating revenue as related costs are incurred. Payments received in advance of expenditures are recorded as deferred revenue. Advance payments received for student-related activities are recorded as deposits.

FRANKLIN W. OLIN COLLEGE OF ENGINEERING, INC.

Notes to Financial Statements *(in thousands)*

Note 2 - Summary of Significant Accounting Policies (Continued)

Operating and Nonoperating Activities (Continued)

The cost of providing the College's operating activities has been summarized on a functional basis in the accompanying statements of activities. Expenses associated with the College's facilities costs, including depreciation, operations, maintenance and interest expenses, are functionally allocated based on estimated space utilized.

Nonoperating activities include returns associated with long-term investments, realized and unrealized gains (losses) on interest rate swap agreements, temporarily restricted contributions for capital, permanently restricted contributions, transfers to the facilities renewal and replacement fund, net assets released from restriction, and certain other nonrecurring items.

Tax Status

The College is a tax-exempt organization as described in Section 501(c)(3) of the Internal Revenue Code (the "Code") and is generally exempt from Federal and state income taxes on related income. Given the limited taxable activities of the College, management has concluded that disclosures relative to tax provisions are not necessary.

Uncertain Tax Positions

The College accounts for the effect of any uncertain tax positions based on a "more likely than not" threshold to the recognition of the tax positions being sustained based on the technical merits of the position under scrutiny by the applicable taxing authority. If a tax position or positions are deemed to result in uncertainties of those positions, the unrecognized tax benefit is estimated based on a "cumulative probability assessment" that aggregates the estimated tax liability for all uncertain tax positions. The College has identified its tax status as a tax exempt entity as its only significant tax position; however, the College has determined that such tax position does not result in an uncertainty requiring recognition. The College is not currently under examination by any taxing jurisdictions. The College's Federal and state tax returns are generally open for examination for three years following the date filed.

Reclassifications

During 2016, the College retrospectively adopted Financial Accounting Standards Board ("FASB") Accounting Standards Update ("ASU") No. 2015-03, *Interest-Imputation of Interest (Subtopic 835-30) - Simplifying the Presentation of Debt Issuance Costs*, and debt issuance costs are now presented as a deduction of bonds payable on the financial statements for each year. Accordingly, bonds payable originally stated at \$160,344 in the June 30, 2015 financial statements have been restated to \$158,861 to reflect \$1,483 of unamortized bond issuance costs previously included in assets on the Statements of Financial Position. Additionally, during 2016, the College retrospectively adopted FASB ASU No. 2015-07, Fair Value Measurement (Topic 820) - *Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)*, and investments valued at NAV are now presented in a separate column in the related footnote disclosure for 2016 and 2015.

FRANKLIN W. OLIN COLLEGE OF ENGINEERING, INC.

Notes to Financial Statements *(in thousands)*

Note 2 - Summary of Significant Accounting Policies (Continued)

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America (“GAAP”) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and disclosure of contingent assets and liabilities, as of the dates of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates. Significant management estimates included in the financial statements relate to the allowance for doubtful accounts and contributions receivable, fair value of certain investments, fair value of interest rate swap agreements, the allocation of common expenses over program functions, and releases from restrictions.

Subsequent Events

The College has evaluated subsequent events through October 22, 2016, the date the financial statements were issued.

Note 3 - Contributions Receivable, Net

Contributions receivable, net, consisted of the following at June 30:

	<i>2016</i>	<i>2015</i>
Amounts due in:		
Less than one year	\$ 167	\$ 266
One to five years	<u>195</u>	<u>176</u>
Total due	362	442
Less:		
Unamortized discount	7	7
Allowance for doubtful accounts	<u>18</u>	<u>16</u>
Contributions receivable, net	\$ <u>337</u>	\$ <u>419</u>

FRANKLIN W. OLIN COLLEGE OF ENGINEERING, INC.

Notes to Financial Statements
(in thousands)

Note 4 - Investments

The following table summarizes the valuation of the College's investments at June 30, 2016:

	<u>Total</u>	<u>Investments Measured at NAV</u>	<u>Level 1</u>
Short-term investments:			
Cash and cash equivalents	\$ 297	\$ -	\$ 297
Long-term investments, including facilities renewal and replacement fund:			
Cash and cash equivalents	4,461	-	4,461
Equity funds	161,714	84,765	76,949
Fixed income funds	81,074	31,689	49,385
Real asset funds - natural resources and real estate funds	7,266	7,266	-
Hedge funds - equity hedged	31,239	31,239	-
Hedge funds - global macro	33,890	33,890	-
Hedge funds - multi-strategy	204	204	-
Hedge funds - fixed income/ credit opportunities	2,432	2,432	-
Private equity funds	17,396	17,396	-
Venture capital funds	12,784	12,784	-
Subtotal	<u>352,460</u>	<u>221,665</u>	<u>130,795</u>
	<u>\$ 352,757</u>	<u>\$ 221,665</u>	<u>\$ 131,092</u>

FRANKLIN W. OLIN COLLEGE OF ENGINEERING, INC.

Notes to Financial Statements
(in thousands)

Note 4 - Investments (Continued)

The following table summarizes the College's investments at June 30, 2015:

	<i>Total</i>	<i>Investments Measured at NAV</i>	<i>Level 1</i>
Short-term investments:			
Cash and cash equivalents	\$ 493	\$ -	\$ 493
Long-term investments, including facilities renewal and replacement fund:			
Cash and cash equivalents	7,419	-	7,419
Equity funds	178,609	102,384	76,225
Fixed income funds	83,794	32,398	51,396
Real asset funds - natural resources and real estate	8,148	8,148	-
Hedge funds - equity hedged	34,315	34,315	-
Hedge funds - global macro	34,119	34,119	-
Hedge funds - multi-strategy	230	230	-
Hedge funds - fixed income/credit opportunities	3,634	3,634	-
Private equity funds	15,582	15,582	-
Venture capital funds	13,581	13,581	-
Subtotal	379,431	244,391	135,040
	\$ 379,924	\$ 244,391	\$ 135,533

Investment management expenses, which include custody, advisory, and reporting fees and fund administrative expenses, and exclude incentive/performance fees, are estimated to be \$3,376 and \$3,358 for the years ended June 30, 2016 and 2015, respectively.

Unfunded commitments under various investment vehicles amounted to \$33,796. All of the \$221,665 of investments measured at NAV have redemption periods of greater than ninety days at June 30, 2016. Management has no intentions or plans to liquidate any NAV practical expedient investments at other than NAV per share.

FRANKLIN W. OLIN COLLEGE OF ENGINEERING, INC.

Notes to Financial Statements
(in thousands)

Note 5 - Plant and Equipment, Net

Plant and equipment consisted of the following at June 30:

	<i>2016</i>	<i>2015</i>
Land and improvements	\$ 14,657	\$ 14,637
Buildings and improvements	130,812	130,607
Equipment	9,754	10,819
Work in process	23	139
	155,246	156,202
Less accumulated depreciation	(65,380)	(61,977)
Plant and equipment, net	\$ 89,866	\$ 94,225

Depreciation expense amounted to \$5,052 and \$5,080 for the years ended June 30, 2016 and 2015, respectively. During 2016, the College disposed of \$1,666 of fixed assets with accumulated depreciation of \$1,649 which resulted in a loss of \$17. During 2015, the College disposed of \$1,701 of fixed assets with accumulated depreciation of \$1,591 which resulted in a loss of \$110.

Note 6 - Pension Plans

Defined Contribution Plan

The College has established a contributory retirement plan (the “Plan”) for eligible personnel. The Plan is designed in accordance with the provisions of Section 403(b) of the Code. The College matches three times an eligible employee’s mandatory contributions under the Plan. The College’s expenses under the Plan were \$830 and \$806 for the years ended June 30, 2016 and 2015, respectively. The Plan also allows for voluntary employee contributions.

Deferred Compensation Plan

The College also maintains a plan in accordance with Section 457(b) of the Code. Under the terms of this plan, no contributions are made by the College, but it is fully funded by voluntary pre-tax contributions by highly-compensated employees. The assets and liabilities of this plan are recorded in the statements of financial position and total \$739 and \$975 at June 30, 2016 and 2015, respectively. The assets and liabilities are recorded in other assets and accounts payable and accrued expenses, respectively.

FRANKLIN W. OLIN COLLEGE OF ENGINEERING, INC.

Notes to Financial Statements
(in thousands)

Note 7 - Bonds Payable

Bonds payable consisted of the following as of June 30:

	<i>2016</i>		<i>2015</i>
Taxable Variable Rate Demand Revenue Bonds Series C-1, maturing serially from 2034 to 2043, at an average rate of 0.67% in 2016 and 0.40% in 2015	\$ 10,000	\$	10,000
Tax-Exempt Variable Rate Demand Revenue Bonds Series C-2, maturing serially from 2034 to 2043, at an average rate of 0.27% in 2016 and 0.19% in 2015	23,000		23,000
Tax-Exempt Variable Rate Demand Revenue Bonds Series C-3, maturing serially from 2034 to 2043, at an average rate of 0.27% in 2016 and 0.19% in 2015	23,000		23,000
Tax-Exempt Revenue Bonds Series 2013 D, at a fixed rate of 2.65%, maturing serially from 2034 to 2043	38,255		38,255
Tax-Exempt Revenue Bonds Series 2013 E, at a fixed rate of 5.00%, maturing serially from 2034 to 2038	26,750		26,750
Tax-Exempt Revenue Bonds Series 2013 E, at a fixed rate of 4.00%, maturing serially from 2039 to 2043	11,000		11,000
Tax-Exempt Revenue Bonds Series 2013 E, at a fixed rate of 5.00%, maturing serially from 2039 to 2043	<u>22,925</u>		<u>22,925</u>
	154,930		154,930
Add: Unamortized bond premium/discount, net	5,199		5,414
Less: Bond issuance costs	<u>(1,633)</u>		<u>(1,483)</u>
Bonds payable, net	\$ <u>158,496</u>	\$	<u>158,861</u>

All of the bonds have interest only payments with principal payments beginning when the bonds mature serially starting in 2034. All bonds are secured by the revenues of the College. The Series C bonds were secured by an irrevocable direct pay Letter of Credit. On March 22, 2016, the College ended its Letter of Credit agreement by entering into a ten-year direct purchase agreement with a financial institution for all the Series C bonds.

FRANKLIN W. OLIN COLLEGE OF ENGINEERING, INC.

Notes to Financial Statements (in thousands)

Note 7 - Bonds Payable (Continued)

Interest expense was \$5,072 and \$5,195 for the years ended June 30, 2016 and 2015, respectively, and the fee paid by the College for the Letter of Credit was \$165 and \$201 for the years ended June 30, 2016 and 2015, respectively.

Unamortized bond discount, premium and issuance costs are being amortized using the straight-line method through the final maturity date of each respective bond issue. Bond issuance costs of \$1,633 and \$1,483 are included in bonds payable net of accumulated amortization of \$289 and \$229 at June 30, 2016 and 2015, respectively. An additional \$210 of bond issuance costs were incurred as of June 30, 2016 as a result of the direct purchase. Net amortization accretion amounted to \$155 and \$160 for the years ended June 30, 2016 and 2015, respectively.

The terms of the various bond issuances include certain financial covenants such as maintaining certain values of net assets available for debt service and a certain ratio of investments to liabilities, with which the College is in compliance at June 30, 2016 and 2015.

The College maintains an uncollateralized line of credit agreement with a financial institution. The borrowing limit was \$2,000 in 2016 and 2015. There were no outstanding borrowings under this agreement at June 30, 2016 or 2015. The agreement expires on January 31, 2017 and will be reviewed annually to determine whether the line of credit should be continued or renewed.

Note 8 - Interest Rate Swap Agreements

The College has entered into various interest rate swap agreements in order to partially hedge variable interest rate exposure on certain debt issues, thereby managing the interest cost and risk associated with its outstanding debt. The College does not enter into derivative instruments for trading or speculative purposes.

The terms of the three swap agreements are as follows:

<i>Notional Amount</i>	<i>Termination Date</i>	<i>Interest Rate Received</i>	<i>Interest Rate Paid</i>	<i>2016 Fair Value Asset/(Liability)</i>	<i>2015 Fair Value Asset/(Liability)</i>
\$ 40,000	July 1, 2033	USD-3M LIBOR	5.1227%	\$ (19,150)	\$ (12,203)
40,000	July 1, 2033	USD-3M LIBOR + 0.53%	SIFMA x 1.45	1,113	307
<u>53,190</u>	July 1, 2033	USD-3M LIBOR + 0.55%	SIFMA x 1.45	<u>1,460</u>	<u>181</u>
\$ <u>133,190</u>				\$ <u>(16,577)</u>	\$ <u>(11,715)</u>

USD 3M LIBOR and SIFMA were 0.65% and 0.41%, respectively, at June 30, 2016. The swaps are categorized as Level 2 in the fair value hierarchy.

FRANKLIN W. OLIN COLLEGE OF ENGINEERING, INC.

Notes to Financial Statements *(in thousands)*

Note 8 - Interest Rate Swap Agreements (Continued)

Each swap agreement requires the posting of collateral by the College if the mark to market liability payable by the College on that particular agreement exceeds a certain threshold. The threshold amount is dependent on the College's credit rating. Based on the current credit ratings of the College, the mark to market liability threshold is \$20,000 for each of the swaps. The counterparties also have collateral posting requirements which vary based on their credit ratings.

As a result of the use of derivative instruments, the College is exposed to risk that the counterparties will fail to meet their contractual obligation. To mitigate the counterparty risk, the College only enters into contracts with selected major financial institutions based upon their credit ratings and other factors, and continually assesses the creditworthiness of counterparties. At June 30, 2016 and 2015, all of the counterparties to the College's interest rate swaps had investment grade ratings. To date, all counterparties have performed in accordance with their contractual obligations.

Note 9 - Net Assets and Endowment Matters

Unrestricted Net Assets

Unrestricted net assets are comprised of the following at June 30:

Operating – Discretionary funds available for carrying on the operating activities of the College, including certain property and equipment.

Board-designated – Funds set aside by the Board of Trustees for specific purposes.

	<i>2016</i>	<i>2015</i>
Operating	\$ 7,492	\$ 5,147
Board-designated - facilities renewal and replacement fund	5,153	5,243
Board-designated - capital reserve fund	<u>297</u>	<u>493</u>
	<u>\$ 12,942</u>	<u>\$ 10,883</u>

The facilities renewal and replacement fund is a Board-designated quasi-endowment fund, which is used by the College to set aside funding for future capital renewals and replacements.

The capital reserve fund has a short-term focus and was established by the Board of Trustees in 2011 in order to fund capital-related needs for the next several years.

FRANKLIN W. OLIN COLLEGE OF ENGINEERING, INC.

*Notes to Financial Statements
(in thousands)*

Note 9 - Net Assets and Endowment Matters (Continued)

Temporarily Restricted Net Assets

Temporarily restricted net assets are comprised of the following at June 30:

Temporarily restricted portion of the Olin Endowment - The funding received from the F. W. Olin Foundation under the Agreement (see Note 1), plus accumulated unspent interest and dividend income and realized and unrealized investment gains and losses.

Purpose restricted - Amounts received with donor restrictions which have not yet been expended for their designated purposes.

Accumulated income/gains on permanently restricted investments - In accordance with GAAP and Massachusetts state law, these amounts represent unappropriated income and gains on permanently restricted endowment investments.

Time restricted - Investment in property and equipment (to be released over time), plus certain promises to give, expected to be collected in future years.

	<i>2016</i>	<i>2015</i>
Temporarily restricted portion of the Olin Endowment	\$ 204,732	\$ 240,199
Purpose restricted	2,437	2,605
Accumulated income/gains on permanently restricted investments	437	575
Time restricted	<u>47,574</u>	<u>47,440</u>
	<u>\$ 255,180</u>	<u>\$ 290,819</u>

Permanently Restricted Net Assets

Permanently restricted net assets are comprised of amounts restricted by donors against any expenditure of principal. Substantially all the income earned on principal may be used for general or donor restricted purposes and is recorded in unrestricted net assets or temporarily restricted net assets, as appropriate.

FRANKLIN W. OLIN COLLEGE OF ENGINEERING, INC.

*Notes to Financial Statements
(in thousands)*

Note 9 - Net Assets and Endowment Matters (Continued)

Permanently Restricted Net Assets (Continued)

Permanently restricted net assets consisted of the following at June 30:

	<i>2016</i>		<i>2015</i>
Endowment contributions whose income and net gains are restricted for the following purposes:			
Faculty chairs	\$ 1,805	\$	1,805
Library support	225		225
Scholarships	851		622
Permanently restricted portion of the Olin Endowment	130		124
Other	410		376
	<u>3,421</u>		<u>3,152</u>
	<u>\$ 3,421</u>	\$	<u>3,152</u>

Net Assets Released from Restrictions

Net assets released from temporary donor restrictions by incurring expenses satisfying the restricted purposes or by occurrence of events specified by the donors or by the passage of time were as follows for the years ended June 30:

	<i>2016</i>		<i>2015</i>
Olin Endowment spending	\$ 20,550	\$	18,000
Depreciation of gifted plant and equipment	3,612		3,682
Transfer to facilities renewal and replacement fund	-		650
Scholarships and financial aid	221		314
Interest rate swap agreements	4,861		(1,476)
Other	732		808
	<u>29,976</u>		<u>21,978</u>
	<u>\$ 29,976</u>	\$	<u>21,978</u>

See Note 1 for additional discussion of the Olin Endowment. The amounts released for depreciation and interest rate swap agreements are non-cash releases and are excluded from the following table that outlines the endowment asset activity.

FRANKLIN W. OLIN COLLEGE OF ENGINEERING, INC.

Notes to Financial Statements
(in thousands)

Note 9 - Net Assets and Endowment Matters (Continued)

	<i>Unrestricted Assets</i>	<i>Temporarily Restricted Assets</i>	<i>Permanently Restricted Assets</i>	<i>Total</i>
Endowment assets and those functioning as endowment assets at July 1, 2014	\$ 4,396	\$ 373,308	\$ 2,625	\$ 380,329
Gifts and additions	-	-	380	380
Investment returns:				
Interest and dividends, net of investment expenses	23	1,954	-	1,977
Net realized and unrealized gains	174	14,768	-	14,942
Total investment returns	197	16,722	-	16,919
Expenditures for operations	-	(18,195)	-	(18,195)
Reclassifications:				
Reclassification to facilities renewal and replacement fund from Olin Endowment	650	(650)	-	-
Total reclassifications	650	(650)	-	-
Endowment assets and those functioning as endowment assets at June 30, 2015	5,243	371,185	3,005	379,433
Gifts and additions	-	-	308	308
Investment returns:				
Interest and dividends, net of investment expenses	29	2,034	-	2,063
Net realized and unrealized losses	(119)	(8,554)	-	(8,673)
Total investment returns	(90)	(6,520)	-	(6,610)
Expenditures for operations	-	(20,671)	-	(20,671)
Endowment assets and those functioning as endowment assets at June 30, 2016	\$ 5,153	\$ 343,994	\$ 3,313	\$ 352,460

FRANKLIN W. OLIN COLLEGE OF ENGINEERING, INC.

Notes to Financial Statements *(in thousands)*

Note 9 - Net Assets and Endowment Matters (Continued)

All unrestricted endowment assets as of June 30, 2016 and 2015 represent Board-designated endowment funds in the facilities renewal and replacement fund.

Interpretation of Relevant Law and Spending Policy

The College classifies as permanently restricted net assets: (a) the original value of gifts donated to the permanent endowment, (b) the original value of subsequent gifts to the permanent endowment, and (c) accumulations to the permanent endowment made in accordance with the direction of the applicable donor gift instrument. The remaining portion of the donor-restricted endowment fund that is not classified in permanently restricted net assets is classified as temporarily restricted net assets until those amounts are appropriated for expenditure by the College in a manner consistent with the standard of prudence prescribed by state law.

Distributions from long-term investments are made using the total return method. Under the total return method, distributions consist of interest, dividends, realized and unrealized gains.

State law allows the Board of Trustees to appropriate a percentage of net asset appreciation as is prudent considering the College's long- and short-term needs, present and anticipated financial requirements, and expected total return on investments, price level trends, and general economic conditions. The College's endowment spending policy is computed based on the average market value of the funds invested as endowment for the previous twelve quarters, through December 31 of the prior year. The Endowment Grant Agreement stipulates that the cash basis endowment spending rate may generally not exceed 6% of the Olin Endowment. Endowment spending beyond this 6% limit requires affirmative Board appropriation. The cash basis endowment spending rate was 5.79% and 5.37% for the years ended June 30, 2016 and 2015, respectively. Accrued draws in excess of 6% are permitted without Board approval.

Funds with Deficiencies

From time to time, the fair value of assets associated with individual donor-restricted endowment funds may fall below the level that the donor requires the College to retain as a fund of perpetual duration. In accordance with GAAP, deficiencies of this nature are reported in unrestricted net assets. These deficiencies resulted from unfavorable market fluctuations. The funds with deficiencies were \$5 as of June 30, 2016. There were no funds with deficiencies as of June 30, 2015.

FRANKLIN W. OLIN COLLEGE OF ENGINEERING, INC.

Notes to Financial Statements (in thousands)

Note 9 - Net Assets and Endowment Matters (Continued)

Return Objectives and Risk Parameters

The College's investment portfolio is managed to provide for the long-term support of the College. Accordingly, these funds are managed with disciplined longer-term investment objectives and strategies designed to meet cash flows and spending requirements. Management of the assets is designed to attain the maximum total return consistent with acceptable and agreed-upon levels of risk. On an annualized, net-of-fees basis, the return of the total endowment portfolio over the long term is expected to equal or exceed the spending rate plus inflation.

Strategies Employed for Achieving Objectives

To satisfy its long-term rate-of-return objectives, the College relies on a total return strategy in which investment returns are achieved through both capital appreciation (realized and unrealized) and current yield (interest and dividends). The College targets an asset allocation strategy wherein assets are diversified among several asset classes. The pursuit of maximizing total return is tempered by the need to minimize the volatility of returns and preserve capital. As such, the College seeks broad diversification among assets having different characteristics with the intent to endure lower relative performance in strong markets in exchange for greater downside protection in weak markets.

Note 10 - Commitments and Contingencies

Various legal cases arise in the normal course of the College's operations. The College believes that there are currently no outstanding cases which would have a material adverse effect on the financial position of the College.

All funds expended by the College in connection with government grants are subject to review or audit by governmental agencies. There were no reviews or audits in process by governmental agencies as of June 30, 2016.

The College has long-term employment agreements with certain faculty and staff that stipulate a variety of business terms typical in the education sector.

The College outsources its dining services under a long-term contract with a supplier through June 2021. Management believes this arrangement is under commercially reasonable terms.