



University of Illinois Foundation

Financial Audit

Fiscal Year 2005

with

Independent Auditors' Report

Performed as Special Assistant Auditors
for the Auditor General, State of Illinois

CONTENTS	Page
Independent Auditors' Report	5
Financial statements	
Management's Discussion and Analysis	6
Statement of Net Assets.....	12
Statement of Revenues, Expenses and Changes in Net Assets	13
Statement of Cash Flows	14
Notes to Financial Statements	16
Independent Auditor's Report on Internal Control over Financial Reporting and on Compliance and other Matters Based on an Audit of Financial Statements Performed in Accordance with <i>Government Auditing Standards</i>	26



Independent Auditor's Report

The Honorable William G. Holland
Auditor General
State of Illinois
and
The Board of Directors
University of Illinois Foundation

As Special Assistant Auditors for the Auditor General, we have audited the accompanying basic financial statements of the University of Illinois Foundation (Foundation), a component unit of the University of Illinois, as of and for the year ended June 30, 2005, as listed in the table of contents. These financial statements are the responsibility of the Foundation's management. Our responsibility is to express an opinion on these financial statements based on our audit. The prior year partial comparative information has been derived from the Foundation's 2004 financial statements and in our report dated August 6, 2004 we expressed an unqualified opinion on those financial statements.

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 provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the University of Illinois Foundation, as of June 30, 2005, and the 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.

In accordance with *Government Auditing Standards*, we have also issued our report dated August 4, 2005, on our consideration of the Foundation's internal control over financial reporting and on 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 considered in assessing the results of our audit.

The accompanying management's discussion and analysis, as listed in the table of contents, 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.

Clifton Gunderson LLP

Peoria, Illinois
August 4, 2005

Offices in 13 states and Washington, DC



UNIVERSITY OF ILLINOIS FOUNDATION
Management's Discussion and Analysis
 Fiscal Year Ended June 30, 2005

Introduction

The following Management's Discussion and Analysis (MD&A) provides an overview of the financial position and activities of the University of Illinois Foundation (the Foundation) for the year ended June 30, 2005. The financial statements are prepared in accordance with *Governmental Accounting Standards Board (GASB)* principles.

The Foundation is a non-profit corporation responsible for encouraging and administering private gifts made to further the University of Illinois's (University) mission. Although the Foundation is a separate legal entity from the University, the Foundation's sole reason for existence is to serve the University. The Foundation also evaluates, plans and mounts long-term special fund drives or capital campaigns over and above regular ongoing fundraising efforts.

The Foundation provides support services to assist the Chicago, Springfield and Urbana-Champaign campus development efforts. These professional services include information processing; donor research; communications; mail marketing and telemarketing; recording, receipting and acknowledging private gifts; establishing and reporting of gift funds; investing, distributing and stewarding of gift funds; and counsel on planned giving.

Financial Highlights

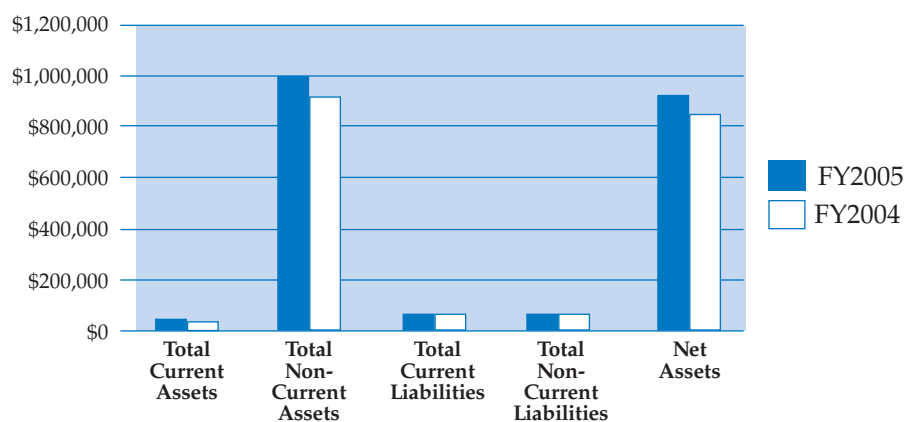
As of June 30, 2005, the Foundation's total net assets were \$934.9 million; an increase of \$72.6 million from fiscal year 2004. During the fiscal year, the financial markets provided strong investment returns, resulting in a total investment return on the Foundation's endowment pool of 9.6%. This investment return, combined with approximately \$24.4 million in new gifts to permanent endowments, had a positive impact on assets and revenues. As the need for private support to the University increases, the Foundation and campuses require additional financial resources to help meet those needs; careful planning and diligent use of these resources is required. The impact from strong investment returns, new gift activity and planning for enhanced fundraising efforts are evident in the financial reports of the Foundation and are elaborated within each of the statements.

Statement of Net Assets

The Statement of Net Assets includes all assets and liabilities of the Foundation using the accrual basis of accounting and presents the financial position of the Foundation at a specific time, following Generally Accepted Accounting Principles (GAAP). The accrual basis of accounting recognizes revenue and assets when service is provided and recognizes expenses and liabilities when others provide service, regardless of when cash is exchanged. Assets and liabilities are generally stated at current fair market value. The Foundation emphasizes a long-term risk adjusted investment strategy, cost controls, and diligent use of resources.

The comparison of current and non-current assets and liabilities and net assets is displayed below for both fiscal year 2005 and 2004 (in thousands):

	<u>2005</u>	<u>2004</u>
Current assets	\$ 30,557	\$ 30,362
Capital assets, net.....	10,912	7,720
Other non-current assets	<u>986,714</u>	<u>918,722</u>
TOTAL ASSETS	<u>\$1,028,183</u>	<u>\$956,804</u>
Current liabilities	42,828	45,239
Non-current liabilities	<u>50,482</u>	<u>49,309</u>
TOTAL LIABILITIES	<u>93,310</u>	<u>94,548</u>
TOTAL NET ASSETS	<u>934,873</u>	<u>862,256</u>
TOTAL LIABILITIES AND NET ASSETS	<u>\$1,028,183</u>	<u>\$956,804</u>



Total net assets at June 30, 2005 were \$934.9 million, compared to \$862.3 million from the previous year, a 8.4% increase. The breakout of net assets is shown below (in thousands):

	<u>2005</u>	<u>2004</u>
Invested in capital assets, net of related debt.....	\$ 1,037	\$ 207
Restricted net assets for		
Nonexpendable endowment.....	631,778	569,006
Expendable	286,911	279,567
Unrestricted net assets	15,147	13,476
TOTAL NET ASSETS	<u>\$934,873</u>	<u>\$862,256</u>

The largest component of current assets is accounts receivable, at \$17.1 million in fiscal year 2005 compared to \$18.8 million for fiscal year 2004. These balances consisted primarily of security sales within the Foundation's investment portfolio that are pending settlement at year-end. The accounts receivable from the University of Illinois represents the final payment to be received on the fiscal year 2005 service agreement and payments for services performed for direct mail and telemarketing yet to be collected from the campus units.

The increase of \$4 million in current and non-current pledges receivable is the result of two new major pledges, net of several large pledge payments received during the fiscal year. The Foundation does not record pledges committed to permanent endowment funds and discounts those for current use and capital commitments.

The change in endowment investments is due to favorable markets experienced during fiscal year 2005. Endowment investments increased from \$737.6 million in 2004 to \$803.1 million in 2005 resulting from new gift activity and market performance previously mentioned. Other long-term investments decreased from \$131.7 million to \$126.5 million. Included in this number are charitable trusts and annuities administered by the Foundation and funds held in pooled investments for current use purposes. This decrease results from a decline of \$7.7 million in the balance of current restricted funds, net of a \$2.5 million appreciation in charitable trusts and annuities. Non-current other assets increased this past year from \$4.7 million to \$11.3 million as a direct result of approximately \$7.0 million in gifts of limited partnership interests received from donors.

Each year in current liabilities it is typical to see fluctuating balances in accounts payable. Similar to accounts receivable within current assets, these represent securities purchased within the Foundation's endowment investment portfolio pending settlement at year-end.

Notes payable consists of a line of credit the Foundation has with J.P. Morgan. The purpose of the line of credit is to provide funds for the purchase of property on behalf of the University. Properties identified for acquisition by the University are purchased by the Foundation and leased back to the University until such time funds are available for the University to purchase the properties from the Foundation. The outstanding balance of the note at June 30, 2005 was \$9.9 million reflecting the purchase of two new properties on behalf of the University during the fiscal year.

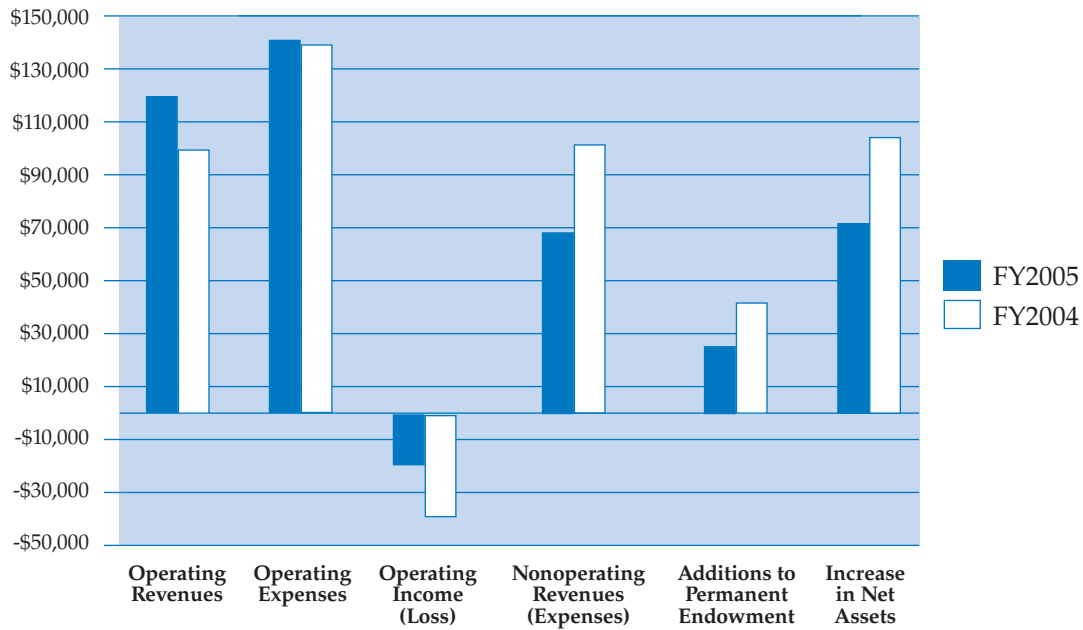
The Foundation administers several hundred charitable trusts and annuities. Financial reporting requires present value calculations of the amounts due beneficiaries for the current year classified as annuities payable. For fiscal year 2005, positive investment returns were offset by the maturity of several large annuities. Deposits held for others represents cash and other non-gifts in transit that belong elsewhere. At the end of fiscal year 2005 there were no outstanding balances.

Within non-current liabilities, deferred distributions, annuities payable and remainder interests due to others are directly attributable to the charitable trusts and annuities administered by the Foundation. Annuities payable in non-current liabilities is the present value of the obligation to make payments over the projected lifetime of the beneficiaries. The Foundation will accept the responsibility to administer charitable trusts where a minority percentage of the remainder interest is payable to other qualified philanthropic organizations. During fiscal year 2005, market gains and new gift activity increased this obligation from \$6.3 million to \$6.8 million.

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 Foundation, as well as non-operating revenues and expenses. Fiscal year 2005 activity resulted in a \$72.6 million increase in net assets, compared to a fiscal year 2004 net asset increase of \$104.8 million. The following chart summarizes the Foundation's fiscal year 2005 and 2004 revenues, expenses and change in net assets (in thousands):

	<u>2005</u>	<u>2004</u>
Operating revenues	\$120,668	\$101,144
Operating expenses	141,143	139,718
OPERATING LOSS	\$(20,475)	\$(38,574)
NON OPERATING REVENUES	68,647	102,868
ADDITIONS TO PERMANENT ENDOWMENTS	24,445	40,519
INCREASE IN NET ASSETS	<u>\$ 72,617</u>	<u>\$ 104,813</u>



Operating revenues increased for fiscal year 2005 from \$101.1 million to \$120.7 million. Gifts-in-kind and pledges increased; however charitable trusts, annuity, securities and cash gifts decreased. During the prior year, nearly \$19 million in gifts-in-kind, such as equipment software were received in comparison to \$26 million during the current year.

A large portion of the Foundation’s revenue for operating expenses is collected from an administrative fee charged on the fair market value of the endowment pool; as a result, positive stock market returns within the endowment are evident in current revenues. The administrative fee approved by the Board of Directors for fiscal year 2005 was 1.10%, an increase from the Board-authorized administrative fee during fiscal year 2004 of .90%.

The Foundation’s other major revenue source is the allocation from the University of Illinois as payment on the contract with the Foundation for fundraising, gift and trust administration services. The contract with the University was increased in fiscal year 2005 due to the realignment of University Alumni Development Information System; the department responsible for maintaining the donor database.

The University and Foundation are in the planning stages of a major campaign. The service contract and the endowment administrative fee were both increased in fiscal year 2005 to provide funding for pre-campaign expenditures.

The largest operating expense for the Foundation continues to be the investment in human resources. Salaries and benefits increased from \$9.3 million to \$11.1 million. The investment in highly trained professionals serving all campuses of the University, along with an approved salary program for existing employees, increased salaries and benefits for the year. The impact of campaign planning is reflected in operating expenses as new staff is added, new printing materials are produced, travel is increased, and additional events are held. Direct mail and telemarketing efforts have been enhanced with new equipment and a new location providing state-of-the art resources in preparation for the campaign.

As an operating expense, "Distributions on behalf of the University" is the line item most telling of the results of private giving. Included in this category are cash gifts transferred to the University upon receipt, non-gift fundraising proceeds, construction gifts received in current or prior years transferred upon completion of construction phases, endowment income budgets, and gifts-in-kind. The breakdown is as follows (in millions):

	<u>FY05</u>	<u>FY04</u>
Cash gifts/non-gift transfers	\$ 67.4	\$ 68.4
Construction gifts	12.2	19.8
Endowment budgets	26.0	24.3
Gifts-in-kind	16.9	10.1
Total distributions to the University	<u>\$122.5</u>	<u>\$122.6</u>

Reporting standards require an annual actuarial adjustment calculation for the charitable trusts and annuities, which will produce either a revenue or expense. While payments to beneficiaries did increase in fiscal year 2005 by approximately \$.5 million, net income increased and the annual adjustment to annuities payable decreased (causing revenue), resulting in a net actuarial adjustment of \$3.1 million.

Following GASB requirements, the Foundation does not include additions to permanent endowments in operating income, but rather, presents these gifts as non-operating revenues. This exclusion does, and will likely continue to, cause a net operating loss to be reported. The effort and emphasis with private giving continues to build the University's endowment; gifts to permanent endowments in fiscal year 2005 were \$24.4 million. While permanent endowment gifts decreased from fiscal year 2004, an emphasis of the major capital campaign is planned for significant endowment growth. Combined with gains of \$65.7 million in the fair value of investments, net non-operating revenues and additions to permanent endowment increased the Foundation's net assets by \$72.6 million from \$862.3 million to \$934.9 million.

Statement of Cash Flows

The Statement of Cash Flows provides information about the Foundation's sources and uses of cash. The following summarizes the Foundation's fiscal year 2005 and 2004 cash flows (in thousands):

	<u>2005</u>	<u>2004</u>
CASH FLOWS FROM OPERATING ACTIVITIES		
Total sources	\$ 97,188	\$100,821
Total uses	(127,576)	(131,211)
Net cash flows used by operating activities	(30,388)	(30,390)
CASH FLOWS FROM NONCAPITAL FINANCING ACTIVITIES		
Private gifts for endowment purposes	24,445	40,519
CASH FLOWS FROM CAPITAL AND RELATED FINANCING ACTIVITIES		
Purchase of capital assets for University of Illinois	(3,000)	(25)
Purchase of capital assets	(233)	(42)
Payment on notes payable	(220)	-0-
Proceeds from notes payable	2,582	24
Interest on indebtedness	(228)	(129)
Net cash used by capital and related financing activities.....	(1,099)	(172)
CASH FLOWS FROM INVESTING ACTIVITIES		
Proceeds from sales and maturities of investments	878,750	1,069,522
Investment income	4,577	6,066
Purchase of investments	(876,877)	(1,085,533)
Net cash provided (used) by investing activities	6,450	(9,945)
Net increase (decrease) in cash and cash equivalents.....	(592)	12
Cash and cash equivalents - beginning of year.....	3,898	3,886
Cash and cash equivalents, end of year	\$ 3,306	\$ 3,898

Factors Influencing the Future

On January 21, 2005, Dr. B. Joseph White took office as the 16th President of the University of Illinois. He is leading the effort in developing a new agreement or “compact” to ensure a reliable flow of resources to maintain and develop the excellence of the University of Illinois. The U of I Compact composes five parties; the State of Illinois, tuition payers and their families, faculty, private donors, and the leadership of the University. The U of I Compact binds the parties together in support of the University, which itself expresses the highest aspiration of the State of Illinois and its citizens.

In addition, a University wide strategic plan is being developed which includes the Foundation and other University related organizations. The Foundation draft is scheduled for completion by October 2005. The Foundation’s strategic plan will reflect high, reasonably achievable aspirations consistent with and contributing to the achievement of the University of Illinois’s overall strategic goals and thrusts. Once completed and approved, the strategic plan will provide clear direction for the Foundation and development as a whole. It will indeed influence structure, priorities and resources.

With a public phase of a major capital campaign likely to start in fiscal year 2007, growth of the endowment and increases in annual support will be among the primary focuses. The success of the campaign will require strong leadership, a committed staff, and the ability to effectively identify, cultivate, solicit, and administer private gifts. The overall state and national economic climate will be another important element in achieving desired fundraising results.

The Foundation’s Board of Directors continues its participation and oversight in the planning and implementation of the coming capital campaign. The investment required to undertake a major campaign initiative commits management and the Board of Directors to enhance appropriate measurements of productivity to better allocate budget dollars for their most effective return.

UNIVERSITY OF ILLINOIS FOUNDATION
Statement of Net Assets
June 30, 2005 with Comparative Totals for 2004 (in thousands)

ASSETS

Current Assets	2005	2004
Cash and cash equivalents.....	\$ 1,575	\$ 2,325
Restricted cash and cash equivalents	1,401	1,338
Accrued investment income	1,793	1,312
Accounts receivable - University of Illinois	787	74
Accounts receivable.....	17,125	18,757
Pledges receivable	4,320	3,220
Prepaid expenses	72	59
Other assets.....	3,484	3,277
Total current assets	<u>30,557</u>	<u>30,362</u>
Noncurrent Assets		
Restricted cash and cash equivalents	330	235
Endowment investments	803,136	737,593
Other long-term investments	126,517	131,666
Pledges receivable	13,680	10,780
Farms and real estate.....	22,601	25,103
Capital assets, net.....	10,912	7,720
Irrevocable trust held by other trustees	9,192	8,692
Other assets.....	11,258	4,653
Total noncurrent assets	<u>997,626</u>	<u>926,442</u>
Total assets	<u>\$1,028,183</u>	<u>\$956,804</u>

LIABILITIES

Current liabilities		
Accounts payable	25,781	29,890
Notes payable	9,875	7,513
Annuities payable	6,360	6,796
Accrued vacation and sick pay	812	767
Deposits held for others	-0-	273
Total current liabilities	<u>42,828</u>	<u>45,239</u>
Noncurrent liabilities		
Deferred distributions	33	20
Annuities payable	43,683	43,031
Remainder interest due to others.....	6,766	6,258
Total noncurrent liabilities	<u>50,482</u>	<u>49,309</u>
Total liabilities	<u>93,310</u>	<u>94,548</u>

NET ASSETS

Invested in capital assets, net of related debt	1,037	207
Restricted for		
Nonexpendable endowment	631,778	569,006
Expendable	286,911	279,567
Unrestricted	15,147	13,476
Total net assets	<u>934,873</u>	<u>862,256</u>
Total liabilities and net assets	<u>\$1,028,183</u>	<u>\$956,804</u>

See notes to financial statements.

UNIVERSITY OF ILLINOIS FOUNDATION
Statement of Revenues, Expenses, and Changes in Net Assets
Year Ended June 30, 2005 with Comparative Totals for 2004 (in thousands)

OPERATING REVENUES	<u>2005</u>	<u>2004</u>
Contributions, gifts and pledges	\$ 98,579	\$ 82,159
Service fee revenue	8,937	7,201
Allocation from the University of Illinois	7,325	5,808
Endowment property operations	652	600
Annual funds revenue	501	452
Other operating revenue	4,674	4,924
Total operating revenues	<u>120,668</u>	<u>101,144</u>
 OPERATING EXPENSES		
Salaries and benefits	11,132	9,333
Printing	758	680
Travel	750	663
Meetings, conferences, and special events	757	606
Equipment	491	266
Supplies and other	1,638	1,260
Distributions on behalf of the University of Illinois	122,521	122,599
Depreciation	41	39
Actuarial adjustments	3,055	4,272
Total operating expenses	<u>141,143</u>	<u>139,718</u>
OPERATING LOSS	<u>(20,475)</u>	<u>(38,574)</u>
 NONOPERATING REVENUES (EXPENSES)		
Investment income-net of investment expense	3,175	4,876
Net increase in fair value of investments	65,700	98,121
Interest on indebtedness	(228)	(129)
Net nonoperating revenues.....	<u>68,647</u>	<u>102,868</u>
Income before other revenues, expenses, gains, or losses	48,172	64,294
 Additions to permanent endowments	<u>24,445</u>	<u>40,519</u>
 INCREASE IN NET ASSETS	72,617	104,813
 NET ASSETS, BEGINNING OF YEAR	<u>862,256</u>	<u>757,443</u>
 NET ASSETS, END OF YEAR	<u><u>\$934,873</u></u>	<u><u>\$862,256</u></u>

See notes to financial statements.

UNIVERSITY OF ILLINOIS FOUNDATION

Statement of Cash Flows

Year Ended June 30, 2005 with Comparative Totals for 2004 (in thousands)

CASH FLOWS FROM OPERATING ACTIVITIES	<u>2005</u>	<u>2004</u>
Contributions, gifts and pledges	\$ 75,869	\$ 82,476
Service fee revenue	8,937	7,201
Allocation from the University of Illinois	6,555	5,168
Endowment property operations	652	600
Annual funds revenue	501	452
Other operating revenue	4,674	4,924
Payments for salaries and benefits	(10,197)	(8,527)
Payments for printing	(768)	(631)
Payments for travel	(750)	(653)
Payments for meetings, conferences and special events	(758)	(601)
Payments for equipment	(371)	(260)
Payments for supplies and other	(1,640)	(1,243)
Distribution on behalf of the University of Illinois	(105,601)	(112,221)
Payments to annuitants	(7,491)	(7,075)
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Net cash used by operations	(30,388)	(30,390)
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 CASH FLOWS FROM NONCAPITAL FINANCING ACTIVITIES		
Gifts and grants received for other than capital purposes:		
Private gifts for endowment purposes	24,445	40,519
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 CASH FLOWS FROM CAPITAL AND RELATED FINANCING ACTIVITIES		
Purchase of capital assets for University of Illinois	(3000)	(25)
Purchase of capital assets	(233)	(42)
Payment on note payable.....	(220)	-0-
Proceeds from note payable	2,582	24
Interest on indebtedness.....	(228)	(129)
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Net cash used by capital and related financing activities	(1,099)	(172)
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 CASH FLOWS FROM INVESTING ACTIVITIES		
Proceeds from sales and maturities of investments	878,750	1,069,522
Investment income.....	4,577	6,066
Purchase of investments	(876,877)	(1,085,533)
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Net cash provided (used) by investing activities	6,450	(9,945)
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Net increase (decrease) in cash and cash equivalents	(592)	12
Cash and cash equivalents - beginning of year	3,898	3,886
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Cash and cash equivalents - end of year	\$ 3,306	\$ 3,898
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See notes to financial statements.

UNIVERSITY OF ILLINOIS FOUNDATION

Statement of Cash Flows

Year Ended June 30, 2005 with Comparative Totals for 2004 (in thousands)

	<u>2005</u>	<u>2004</u>
Reconciliation of operating loss to net cash used by operating activities:		
Operating loss	\$(20,475)	\$(38,574)
Adjustments to reconcile operating loss to net cash used by operating activities:		
Depreciation.....	41	39
Actuarial adjustment	(1,351)	3,195
Change in assets and liabilities:		
Prepaid expenses.....	(13)	(10)
Other assets	(4,605)	(2,555)
Pledge receivable	(4,000)	7,000
Accounts payable.....	243	221
Accrued vacation and sick leave	45	41
Deposits held for others.....	(273)	253
Net cash used by operating activities	<u>\$(30,388)</u>	<u>\$ (30,390)</u>
Noncash noncapital financing activities:		
On-behalf payments of fringe benefits.....	770	640
Gifts in kind	26,049	19,360

See notes to financial statements.

1. Summary of Significant Accounting Policies

Nature of Institution

The University of Illinois Foundation (Foundation) is a non-profit corporation responsible for encouraging and administering private gifts made to further the mission of the University of Illinois (University). Although the Foundation is a separate legal entity from the University the Foundation's sole reason for existence is to serve the University.

Measurement Focus and Basis of Accounting

The financial statements of the Foundation have been prepared using the economic resources measurement focus and the accrual basis of accounting. Revenues, expenses, gains, losses, assets and liabilities from exchange and exchange-like transactions are recognized when the exchange transaction takes place. Internal activity and balances are eliminated in preparation of the financial statements unless they relate to services provided and used internally. Operating revenues and expenses include exchange transactions. Investment income and interest on capital asset-related debt are included in nonoperating revenues and expenses. The Foundation first applies restricted net assets when an expense or outlay is incurred for purposes for which both restricted and unrestricted net assets are available.

In accordance with Governmental Accounting Standards Board (GASB) Statement No. 20, *Accounting and Financial Reporting for Proprietary Funds and Other Governmental Entities That Use Proprietary Fund Accounting*, the Foundation follows all applicable GASB pronouncements. In addition, the Foundation applies all applicable Financial Accounting Standards Board (FASB) Statements and Interpretations, Accounting Principles Board (APB) Opinions and Accounting Research Bulletins of the Committee on Accounting Procedures issued on or before November 30, 1989, unless those pronouncements conflict with or contradict GASB pronouncements. The Foundation has elected not to apply FASB pronouncements issued after November 30, 1989.

The Foundation is a component unit of the University for financial reporting purposes. The financial balances and activities included in these financial statements are, therefore, also included in the University's annual financial report.

The basic financial statements include prior year comparative information, which has been derived from the Foundation's 2004 financial statements. Such information does not include all of the information required to constitute a presentation in conformity with accounting principles generally accepted in the United States of America. Accordingly, such information should be read in conjunction with the Foundation's financial statements for the year ended June 30, 2004.

Rather than issuing fund-type financial statements, GASB Statement No. 35 requires a Management's Discussion and Analysis, notes to the financial statements, and basic financial statements including a Statement of Net Assets; a Statement of Revenues, Expenses and Changes in Net Assets; and a Statement of Cash Flows.

Use of Estimates

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

Cash Equivalents

The Foundation considers all liquid investments with original maturities of three months or less to be cash equivalents. At June 30, 2005, cash equivalents consisted primarily of money market and similar funds.

Investments

Investments are recorded at fair value, as determined by quoted market prices. Investments in real estate trusts and partnerships are recorded at their estimated market value as determined by the investment managers. Substantially all of the investments are managed by external professional investment managers. Many of these investments are made through commingled investment vehicles such as common trust funds and mutual funds. A number of the investment managers have been delegated the authority to utilize derivatives in the execution of their investment strategies. In general, managers utilize derivatives to reduce or eliminate undesirable risks, to increase portfolio liquidity and flexibility or to increase investment return within the level of risk defined in the manager's investment guidelines. Examples of authorized derivative transactions would be the hedging of foreign currency exposure through the use of currency forwards, owning mortgage securities with embedded prepayment options or utilizing treasury futures to change the duration of a fixed income portfolio. At June 30, 2005 the Foundation had a foreign currency contract with a notional value of \$159,000 and a fair value of \$29,000 respectively.

The Foundation increases its investment income by lending the Foundation's securities, through its custodian, to independent third parties. Such loans are secured by collateral consisting of cash, cash equivalents or U.S. Government securities in an amount approximating 102% of the fair value of the securities loaned. The collateral cannot be pledged or sold unless the borrower defaults. As of June 30, 2005, \$106,365,000 of the Foundation's investments were on loan. At year-end, The Foundation has no credit risk exposure to borrowers because the amounts The Foundation owes the borrowers exceed the amounts the borrowers owe The Foundation.

The Foundation invests in "To Be Announced" (TBA) GNMA and FNMA mortgage rolls. The Foundation does not intend to finance all of its TBA mortgage rolls. The Foundation reports its pending trades as accounts receivable and accounts payable on the gross basis in the accompanying financial statements.

Board policy authorizes the Foundation to invest in obligations of the U. S. Treasury, agencies, and instrumentalities (U. S. Government securities); bank and savings and loan time deposits; corporate bonds, stock and commercial paper; repurchase agreements; and mutual funds. At June 30, 2005, the Foundation had no repurchase agreements.

Farms and Real Estate

Real estate and farms received as gifts and to be held for investment purposes are recorded as specified by the donor restriction. The Foundation does not record depreciation on these assets.

Capital Assets

Capital assets are recorded at cost on the date of acquisition or fair value if acquired by gift. Depreciation is computed using the straight-line method over the estimated useful life of each asset. The following estimated useful lives are being used by the Foundation:

Furniture, fixtures and equipment	5-20 years
-----------------------------------	------------

Accrued Compensated Absences

Accrued compensated absences for the Foundation personnel are charged as an operating expense, using the vesting method for sick leave, based on earned but unused vacation and sick leave days including the Foundation's share of social security and medicare taxes.

Federal Income Tax Status

The U.S. Treasury Department issued a determination letter dated September 9, 1983 holding that the Foundation is exempt from Federal income taxes under Section 501(c)(3) of the Internal Revenue Code.

2. Transactions with the University of Illinois, State of Illinois and Related Parties

The Foundation was formed for the purpose of providing fundraising services and other assistance to the University in order to attract private gifts to support the University's instructional, research and public services activities. In this capacity the Foundation solicits, receives, holds and administers gifts for the benefit of the University.

The Foundation enters into annual contracts with the University which require the Foundation to perform the above described functions and supervise University employees who maintain University donor records and perform support functions for Foundation fundraising activities.

The Foundation is required to recognize as revenue and expense those on-behalf payments for fringe benefits made by the State of Illinois for University employees who are supervised by the Foundation. These payments (estimated at \$770,000 in 2005) are included in the amounts shown as allocation from the University of Illinois and salaries and benefits.

Pursuant to the contracts, the Foundation is required to comply with Section VI of "University Guidelines 1982," as adopted by the University Board of Trustees on November 12, 1982 and amended in 1997 by the State of Illinois Legislative Audit Commission. The contracts require the University to make payments to the Foundation for the cost of services provided up to specified limits and to provide other support as described below:

- On October 6, 1989, the Foundation Board of Directors agreed to renovate the University Facility now known as the "Karnes Center in Historic Harker Hall at Swanlund Plaza" at a cost of approximately \$5.5 million in exchange for the University President's pledge to provide the facility to the Foundation rent free through fiscal year 2023.
- The University provided the Foundation with certain administrative services in the areas of purchasing, accounting, cashiering, internal auditing, benefits and investment management, and electronic data processing systems at no cost. Such costs (estimated at \$310,000 in 2005) are not reflected in the accompanying financial statements.

Gifts received by the Foundation include some gifts attributable to direct and indirect solicitations by personnel of the University. Amounts received directly by the Foundation through these fundraising efforts are generally not quantifiable. Conversely, private gifts and grants received by the University (approximately \$37 million in 2005) include some gifts attributable to direct and indirect solicitations by Foundation personnel. Amounts received directly by the University through these fundraising efforts are not quantifiable.

Gifts received from Board Members were \$1,054,000 in 2005.

Gifts received from the University of Illinois Alumni Association were \$380,000 in 2005. Conversely, disbursements to the Alumni Association from the Foundation were \$34,000 in 2005.

Gifts and gift related income transferred from the Foundation to the University of \$122,521,000 in 2005 are reflected in the statement of revenues, expenses and changes in net assets. Other transactions between the Foundation and the University include the following:

- The University leases from the Foundation various properties with a carrying value of \$9,875,000 at June 30, 2005. Payments by the University to the Foundation, which approximate the Foundation's cost of carrying the properties, were \$228,000 in 2005.
- The Foundation obtained certain goods and services (supplies, telephone, printing, etc.) during 2005 through the University for which the Foundation reimbursed the University at cost.

3. Cash and Cash Equivalents (in thousands)

Cash and cash equivalents consist of the following at June 30, 2005:

	<u>2005</u>		
	<u>Unrestricted</u>	<u>Restricted</u>	<u>Total</u>
Demand deposits at banks	\$ 1,575	\$ 134	\$1,709
Money market and similar deposits at banks.....	-0-	1,574	1,574
Other	-0-	23	23
Total cash and cash equivalents.....	<u>\$ 1,575</u>	<u>\$ 1,731</u>	<u>\$3,306</u>

Unadjusted bank balances are categorized to give an indication of the level of risk assumed by the Foundation at June 30, 2005. Category 1 includes bank deposits covered by federal depository insurance or collateralized with securities held by the Foundation's agent in the Foundation's name. Category 2 includes bank deposits collateralized with securities held by the pledging financial institution's trust department or agent in the Foundation's name. Category 3 includes deposits that are uncollateralized.

	<u>2005</u>	
	<u>Bank Balances</u>	<u>Carrying Values</u>
Category 1	\$ 344	\$ 436
Category 2	3,210	2,870
	<u>\$ 3,554</u>	<u>\$ 3,306</u>

4. Investments

During 2005, the Foundation realized net gains of \$40,291,000 from the sale of investments. The calculation of realized gains is independent of the calculation of the net increase in the fair value of investments. Realized gains and losses on investments that had been held in more than one fiscal year and sold in the current year may have been recognized as an increase or decrease in the fair value of investments reported in the prior year. The net change in the fair value of investments during 2005 was \$65,700,000. The unrealized gain on investments held at year-end was \$84,022,000 at June 30, 2005. The carrying value of the investment portfolio of the Foundation at June 30, 2005 is as follows, in thousands:

	<u>2005</u>
U.S. and other government securities	\$ 54,228
Corporate bonds and notes	54,214
Preferred stock.....	214
International preferred stock	1,266
Common stock	244,796
International common stock	131,556
Real estate trust and partnerships	88,794
Mutual funds	
Bonds.....	138,368
Stocks.....	181,007
Money market	31,741
Other	3,469
Total investments	<u>\$929,653</u>

The Board of Directors has established an investment policy that embraces the total-return concept. The focus is to preserve the real value or purchasing power of endowment pool assets and the annual support the assets provide over the long term. The Foundation's total portfolio is broadly diversified across major asset classes in order to minimize investment risk and enhance investment performance. For fiscal year 2005, 4.75% of the seven year moving average market value will be distributed for the educational purposes specified in the individual fund agreements between the Foundation and the donors. The net appreciation on investments of donor-restricted endowments available for authorization for expenditure approximates \$125,065,000 at June 30, 2005. At June 30, 2005, the fair value of the assets of certain donor-restricted endowment funds was approximately \$137,000 less than the original principal amount of those funds.

Nearly all of the Foundation's investments are managed by external investment managers, who have full discretion to manage their portfolios subject to investment policy and manager guidelines established by the Foundation, and in the case of mutual funds and other commingled vehicles, in accordance with the applicable prospectus.

Credit Risk

The Foundation's investment policy requires that short-term funds be invested in obligations of the U.S. government and other fixed income securities and money market instruments rated investment grade by a recognized rating agency. Manager guidelines for long-term fixed income investments require that at least 70 percent of each manager's portfolio be investment grade and that the weighted average of each portfolio not fall below Standard & Poor's AA- or equivalent. Managers of long-term funds have discretion to invest in unrated securities if such securities in their judgment are of comparable credit quality. The Foundation also invests in bond mutual funds with average credit quality of Moody's B to Aaa.

UNIVERSITY OF ILLINOIS FOUNDATION

Footnote 4 — Credit Risk

June 30, 2005

Carrying Amount (in thousands)	QUALITY RATING										
	A1/P1	AAA	AA	A	BAA	BA	BBB	BB	B	UNRATED	
U.S. & other government securities	\$ 53,846	\$ 52,314							\$1,532		
Municipal bonds	382	382									
Corporate bonds and notes	54,214	16,121	8,016	3,737			10,214	8,018	4,643	3,465	
Bond mutual funds	135,842	40,939	75,260	11,527	2,283	4,815	1,018				
Municipal bond mutual funds	2,462		2,462								
Total by Risk Category	246,746	\$40,939	\$146,539	\$19,543	\$6,020	\$4,815	\$1,018	\$10,214	\$8,018	\$6,175	\$3,465
Preferred stock	214										
International preferred stock	1,266										
Common stock	244,796										
International common stock	131,556										
Real estate trusts & partnerships	88,794										
Mutual Funds											
Bonds	64										
Stocks	181,007										
Money Market	31,741										
Other	3,469										
Total Investments	\$929,653										

Custodial Credit Risk

For an investment, custodial credit risk is the risk that, in the event of the failure of the counterparty, the Foundation will not be able to recover the value of its investments or collateral securities that are in the possession of an outside party. Foundation investment policy does not limit the value of investments that may be held by an outside party.

Concentration of Credit Risk

The Foundation's investment policy provides that short-term funds shall be broadly diversified. The Foundation's manager guidelines for long-term fixed income investments provide that non-U.S. government obligations may not exceed 10% per issuer, private mortgage-backed and asset-backed securities may not exceed 10% per issuer (unless collateral is credit-independent of the issuer and the security's credit enhancement is generated internally, in which case the limit is 25% per issuer), and obligations of other issuers (other than the U.S. government, U.S. agencies, or U.S. government-sponsored corporations and agencies) may not exceed 5%.

As of June 30, 2005 not more than 5 percent of the Foundation's total investments were invested in securities of any one issuer, excluding securities issued or guaranteed by the U.S. government, mutual funds, and external investment pools or other pooled investments.

Interest Rate Risk

To manage its exposure to fair value losses arising from increasing interest rates, the Foundation invests its short-term investments in money market funds and other commingled vehicles with average maturities of up to approximately two years. The Foundation's manager guidelines for long-term fixed income investments provide that the average weighted duration of the portfolio (including options positions) not vary from that of the Lehman Brothers Aggregate Bond Index by more than +/- 20 percent.

	Carrying Amount (in thousands)	Investment Maturities (in years)			
		Less than 1	1-5	6-10	More than 10
U.S & other government securities	\$ 53,846	\$ 987	\$ 71	\$ 46,257	\$ 6,531
Municipal bonds	382			382	
Corporate bonds and notes	54,214		2	37,701	16,511
Bond mutual funds	135,842	48,916	57,609	15,073	14,244
Municipal bond mutual funds	2,462			2,462	
Total by Risk category	\$ 246,746	\$ 49,903	\$ 57,682	\$ 101,875	\$ 37,286
Preferred stock	214				
International preferred stock	1,266				
Common stock	244,796				
International common stock	131,556				
Real estate trusts & partnerships	88,794				
Mutual Funds					
Bonds	64				
Stocks	181,007				
Money Market	31,741				
Other	3,469				
Total investments	\$ 929,653				

*money market includes farm cash

Foreign Currency Risk

The Foundation's short-term investments generally are not exposed to foreign currency risk.

The Foundation's investment policy provides that long-term investments may be exposed to foreign currency risk as follows: fixed income managers may invest up to 30% of their portfolios in non-U.S. dollar denominated securities; non-U.S. equity managers invest at least 90% of their portfolios in non-U.S. securities.

The U.S. dollar balances of the Foundation's investment exposed to foreign currency risk as of June 30, 2005 are listed below. Amounts listed for U.S. dollar are primarily ADR's (American Depository Receipts) with exposure to various foreign currencies.

	Cash equivalents (U.S. dollars)	International common stock	International preferred stock	International equity mutual funds	Total (in thousands)
Australian dollar	\$ 6	\$ 3,310	\$ -	\$ 571	\$ 3,887
Brazilian real	-	-	-	361	361
British pound sterling	599	31,558	-	4,925	37,082
Canadian dollar	106	6,611	-	443	7,160
Danish krone	26	1,282	-	123	1,431
Euro	590	37,139	888	5,171	43,788
Hong Kong dollar	40	2,883	-	180	3,103
Hungarian forint	40	278	-	-	318
Indian rupee	-	-	-	414	414
Indonesian rupiah	11	286	-	150	447
Israel shekel	-	-	-	45	45
Japanese yen	101	26,109	-	2,910	29,120
Malaysian ringgit	37	321	-	-	358
Mexican peso	53	33	-	135	221
New Taiwan dollar	25	760	-	150	935
New Zealand dollar	85	330	-	-	415
Norwegian krone	7	-	-	-	7
Russian ruble	-	-	-	30	30
Singapore dollar	94	1,653	-	135	1,882
South African rand	89	1,077	-	196	1,362
South Korean won	145	1,136	-	602	1,883
Swedish krona	56	4,166	-	349	4,571
Swiss franc	48	6,358	-	1,230	7,636
United States dollar	866	6,266	378	4,000	11,510
Total Foreign Currency	\$ 3,024	\$ 131,556	\$ 1,266	\$ 22,120	\$ 157,966

The Foundation implemented GASB Statement No. 40, Deposit and Investment Risk Disclosures (an amendment of GASB Statement No. 3) for fiscal year ending June 30, 2005.

5. Farms and Real Estate

The carrying value and approximate fair value of farms and non-farm real estate owned by the Foundation at June 30, 2005 are as follows, in thousands:

	<u>Carrying Value</u>	<u>2005 Fair Value</u>
Farms.....	\$ 13,909	\$ 20,782
Non-farm real estate	8,692	8,759
Total farms and real estate	<u>\$ 22,601</u>	<u>\$ 29,541</u>

6. Capital Assets (in thousands)

A summary of the changes in capital assets is as follows:

2005	<u>Cost</u>				<u>Balance June 30, 2005</u>
	<u>Balance June 30, 2004</u>	<u>Additions</u>	<u>Transfers</u>	<u>Retirements</u>	
Land	\$ 934	\$ -0-	\$ -0-	\$ -0-	\$ 934
Farmland	647	-0-	-0-	-0-	647
Buildings held for the University's future use	5,964	3,000	-0-	-0-	8,964
Furniture, fixtures, and equipment	490	233	-0-	(22)	701
	<u>\$ 8,035</u>	<u>\$ 3,233</u>	<u>\$ -0-</u>	<u>\$ (22)</u>	<u>\$ 11,246</u>
	<u>Accumulated Depreciation</u>				
	<u>Balance June 30, 2004</u>	<u>Additions</u>	<u>Transfers</u>	<u>Retirements</u>	<u>Balance June 30, 2005</u>
Furniture, fixtures, and equipment	\$ 315	\$ 41	\$ -0-	\$ (22)	\$ 334
	<u>\$ 315</u>	<u>\$ 41</u>	<u>\$ -0-</u>	<u>\$ (22)</u>	<u>\$ 334</u>
					<u>\$10,912</u>

7. Note Payable

Note payable includes the following, in thousands:

	<u>2005</u>
\$28,000 line of credit to bank, due on November 30, 2005, interest rate negotiated in irregular intervals (3.81% at June 30, 2005,) unsecured	<u>\$ 9,875</u>

The note payable is to provide funds to purchase property that is to be held for the University of Illinois. The changes in the note payable balance consists of the following, in thousands:

Balance at June 30, 2004.....	\$ 7,513
Proceeds	2,582
Payments	(220)
Balance at June 30, 2005.....	<u>\$ 9,875</u>

8. Annuities Payable

Several donors have entered into split-interest agreements with the Foundation. These agreements are in the form of charitable gift annuities, charitable remainder annuity trusts, charitable remainder unitrusts and deferred gift annuities. The annuities payable to beneficiaries resulting from these agreements are reported as a liability at the present value of the estimated future payments to be distributed over the beneficiaries lives. The Foundation recalculates the present value of these payments through the use of IRS discount rates and IRS life expectancy tables. The Foundation utilized discount rates based upon the applicable month and year in which the split interest agreements were initiated within these calculations.

9. Retirement Plan and Post-Employment Benefits

The Foundation contributes to the State Universities Retirement System of Illinois (SURS), a cost-sharing multiple-employer defined-benefit pension plan with a special funding situation whereby the State of Illinois makes substantially all actuarially determined required contributions on behalf of the participating employers. SURS was established July 21, 1941 to provide retirement annuities and other benefits for staff members and employees of the State universities, certain affiliated organizations, and certain other State educational and scientific agencies and for survivors, dependents, and other beneficiaries of such employees. SURS is considered a component unit of the State of Illinois' financial reporting entity and is included in the State's financial reports as a pension trust fund. SURS is governed by Section 5/15, Chapter 40, of the *Illinois Compiled Statutes*. SURS issues a publicly available financial report that includes financial statements and required supplementary information. That report may be obtained by writing to SURS, 1901 Fox Drive, Champaign, IL 61820 or by calling 1-800-275-7877.

Plan members are required to contribute 8.0% of their annual covered salary and substantially all employer contributions are made by the State of Illinois on behalf of the individual employers at an actuarially determined rate. The current rate is 11.12% of annual covered payroll. The contribution requirements of plan members and employers are established and may be amended by the Illinois General Assembly. The Foundation's contribution to SURS for the years ending June 30, 2005, 2004, and 2003 were approximately \$475,000, \$418,000, and \$392,000, respectively equal to the required contributions for each year.

Participation in SURS does not exempt an employee or the Foundation from contributing to Social Security, under which all employees are covered.

In addition to providing pension benefits, the State of Illinois provides certain health, dental, and life insurance benefits to annuitants. This includes annuitants of the Foundation. Substantially all State employees, including the Foundation's employees, may become eligible for post-employment benefits if they eventually become annuitants. Health and dental benefits include basic benefits for annuitants under the State's self-insurance plan and insurance contracts currently in force. Life insurance benefits for annuitants under age sixty are equal to their annual salary at the time of retirement; life insurance benefits for annuitants age 60 or older are limited to five thousand dollars per annuitant. Currently, the State does not segregate payments made to annuitants from those made to current employees for health, dental, and life insurance benefits. The cost of health, dental, and life insurance benefits is recognized by the State on a pay-as-you-go basis. These costs are funded by the State and are not an obligation of the Foundation.

Employees of the Foundation may also elect to participate in several tax deferred annuity plans. These are single employer plans under which benefits are provided to participating employees through contracts issued to each individual. Participation and the level of employee contributions are voluntary. The Foundation is not required to make contributions.

10. Operating Leases

The Foundation is obligated under certain leases accounted for as operating leases.

The following is a schedule by years of future minimum rental payments required under operating leases that have initial or remaining noncancellable lease terms in excess of one year as of June 30, 2005, in thousands:

	<u>Year Ending June 30</u>	<u>Amount</u>
	2006	\$149
	2007	<u>141</u>
Total minimum payments required		<u>\$290</u>

The following schedule shows the composition of total rental expense for all operating leases except those with terms of a month or less that were not renewed, in thousands:

	<u>Year Ending June 30 2005</u>
Minimum rentals	<u>\$219</u>

11. Funds Held by Others

Beneficial Interests - The Foundation is an income beneficiary of several irrevocable trusts, the assets of which are held and administered by others in perpetuity; thus, the principal is not reported in the accompanying financial statements. Income received from these assets was \$699,000 in 2005. The aggregate fair value of these assets was approximately \$24,653,000 at June 30, 2005.

Supporting Organizations - The Foundation and/or the University is the supported organization of three independent foundations that were established under Internal Revenue Code Section 509(a). The Foundation actively participates in establishing such supporting organizations upon donor requests. The Foundation is represented on each governing board and, when appropriate, provides accounting and investment services. During fiscal year 2005, the Foundation received contributions of \$220,000 from these supporting organizations.

**Independent Auditor's Report on Internal Control over
Financial Reporting and on Compliance and Other Matters Based
on an Audit of Financial Statements Performed in Accordance
with *Government Auditing Standards***

Honorable William G. Holland
Auditor General
State of Illinois
and
The Board of Directors
University of Illinois Foundation

As Special Assistant Auditors for the Auditor General, we have audited the basic financial statements of the University of Illinois Foundation (Foundation), as of and for the year ended June 30, 2005, and have issued our report thereon dated August 4, 2005. 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.

Internal Control Over Financial Reporting

In planning and performing our audit, we considered the Foundation's internal control over financial reporting in order to determine our auditing procedures for the purpose of expressing our opinion on the financial statements and not to provide an opinion on the internal control over financial reporting. Our consideration of the internal control over financial reporting would not necessarily disclose all matters in the internal control over financial reporting that might be material weaknesses. A material weakness is a reportable condition in which the design or operation of one or more of the internal control components does not reduce to a relatively low level the risk that misstatements caused by error or fraud in amounts that would be material in relation to the financial statements being audited may occur and not be detected within a timely period by employees in the normal course of performing their assigned functions. We noted no matters involving the internal control over financial reporting and its operation that we consider to be material weaknesses.

Compliance and Other Matters

As part of obtaining reasonable assurance about whether the Foundation's financial statements are free of material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts and grant agreements noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit and, accordingly, we do not express such an opinion. The results of our tests disclosed no instances of non-compliance or other matters that are required to be reported under *Government Auditing Standards*.

This report is intended solely for the information and use of the Auditor General, the General Assembly, the Legislative Audit Commission, the Governor, the Audit Committee, the Board of Directors of the Foundation, and Foundation management, and is not intended to be and should not be used by anyone other than these specified parties.

Clifton Gunderson LLP

Peoria, Illinois
August 4, 2005



University of Illinois Foundation

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