

PUBLIC INSPECTION COPY

Form **990**

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

OMB No. 1545-0047

2011

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ The organization may have to use a copy of this return to satisfy state reporting requirements.

A For the 2011 calendar year, or tax year beginning 07/01, 2011, and ending 06/30, 2012

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization UNIVERSITY OF SOUTH FLORIDA FOUNDATION			D Employer identification number 59-0879015	
	Doing Business As			E Telephone number (813) 974-1801	
	Number and street (or P.O. box if mail is not delivered to street address) 4202 EAST FOWLER AVENUE		Room/suite ALC 100		
	City or town, state or country, and ZIP + 4 TAMPA, FL 33620			G Gross receipts \$ 298,421,230.	
F Name and address of principal officer: JOEL MOMBERG 4202 EAST FOWLER AVE, ALC 100 TAMPA, FL 33620					
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions)		
J Website: ▶ HTTP://GIVING.USF.EDU/			H(c) Group exemption number ▶		
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶			L Year of formation: 1960		
			M State of legal domicile: FL		

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: TO ACCEPT, INVEST AND DISTRIBUTE PRIVATE GIFTS IN SUPPORT OF THE UNIVERSITY OF SOUTH FLORIDA.				
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.				
	3	Number of voting members of the governing body (Part VI, line 1a)	52.		
	4	Number of independent voting members of the governing body (Part VI, line 1b)	44.		
	5	Total number of individuals employed in calendar year 2011 (Part V, line 2a)	0		
	6	Total number of volunteers (estimate if necessary)	556.		
	7a	Total unrelated business revenue from Part VIII, column (C), line 12	-102,335.		
7b	Net unrelated business taxable income from Form 990-T, line 34	-110,437.			
Revenue			Prior Year	Current Year	
	8	Contributions and grants (Part VIII, line 1h)	76,547,593.	53,054,677.	
	9	Program service revenue (Part VIII, line 2g)	841,929.	1,243,225.	
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	3,264,674.	21,695,515.	
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	5,129,933.	4,534,715.	
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	85,784,129.	80,528,132.	
	Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	94,180,647.	66,030,514.
		14	Benefits paid to or for members (Part IX, column (A), line 4)	0	0
		15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	571,406.	612,299.
		16a	Professional fundraising fees (Part IX, column (A), line 11e)	475,331.	445,147.
		b	Total fundraising expenses (Part IX, column (D), line 25) ▶	3,638,010.	
		17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	8,840,348.	10,768,309.
18		Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	104,067,732.	77,856,269.	
19	Revenue less expenses. Subtract line 18 from line 12	-18,283,603.	2,671,863.		
Net Assets or Fund Balances			Beginning of Current Year	End of Year	
	20	Total assets (Part X, line 16)	519,264,683.	494,819,223.	
	21	Total liabilities (Part X, line 26)	46,045,301.	33,573,013.	
22	Net assets or fund balances. Subtract line 21 from line 20	473,219,382.	461,246,210.		

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here	Signature of officer	Date <u>5/14/13</u>
	Type or print name and title <u>Rob Fischman</u>	

Paid Preparer Use Only	Print/Type preparer's name CHAD FRANKS	Preparer's signature 	Date 05/14/2013	Check <input type="checkbox"/> if self-employed	PTIN P01071312
	Firm's name ▶ ERNST & YOUNG U.S. LLP			Firm's EIN ▶ 34-6565596	
	Firm's address ▶ 55 IVAN ALLEN BLVD, SUITE 1000 ATLANTA, GA 30308			Phone no. 404-874-8300	

May the IRS discuss this return with the preparer shown above? (see instructions) Yes No

For Paperwork Reduction Act Notice, see the separate instructions. Form 990 (2011)

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III

1 Briefly describe the organization's mission:

ATTACHMENT 1

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?

Yes No

If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services?

Yes No

If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code:) (Expenses \$ 67,855,487. including grants of \$ 66,030,514.) (Revenue \$ 5,814,587.)

THE FOUNDATION SERVES AS THE OFFICIAL LEGAL CONDUIT FOR THE ACCEPTANCE, INVESTMENT, AND DISTRIBUTION OF PRIVATE GIFTS IN SUPPORT OF THE ACTIVITIES AND PROGRAMS OF THE UNIVERSITY OF SOUTH FLORIDA WHICH INCLUDES THE COLLEGES, CAMPUSES, HEALTH, ATHLETICS, AND OTHER APPROPRIATE UNIVERSITY-RELATED UNITS. SUPPORT IS GIVEN TO USF BY PROVIDING FUNDING FOR THE ENDOWED CHAIRS, GRANTS, AND STUDENT SCHOLARSHIPS AMONG OTHER ACTIVITIES.

4b (Code:) (Expenses \$ including grants of \$) (Revenue \$)

4c (Code:) (Expenses \$ including grants of \$) (Revenue \$)

4d Other program services (Describe in Schedule O.)

(Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses 67,855,487.

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	X	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> (see instructions)?	X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>	X	
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>		X
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>	X	
9 Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>		X
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>	X	
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>	X	
b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>	X	
c Did the organization report an amount for investments-program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>		X
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>		X
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	X	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>	X	
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII</i>	X	
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional</i>		X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a Did the organization maintain an office, employees, or agents outside of the United States?	X	
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>	X	
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Parts II and IV</i>	X	
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Parts III and IV</i>	X	
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I (see instructions)</i>	X	
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>	X	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II.</i>	X	
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III.</i>		X
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J.</i>	X	
24 a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25.</i>		X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25 a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I.</i>		X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I.</i>		X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II.</i>		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III.</i>		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV.</i>		X
b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV.</i>		X
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV.</i>	X	
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M.</i>	X	
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M.</i>	X	
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I.</i>		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II.</i>		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I.</i>		X
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1.</i>	X	
35 a Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
b Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2.</i>		X
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2.</i>		X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI.</i>		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O.	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V

Table with columns for question number, description, and Yes/No checkboxes. Includes questions 1a through 14b regarding IRS filings and tax compliance.

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response to any question in this Part VI. [X]

Section A. Governing Body and Management

Table with columns for question number, description, and Yes/No checkboxes. Includes questions 1a, 1b, 2, 3, 4, 5, 6, 7a, 7b, 8, 8a, 8b, and 9.

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

Table with columns for question number, description, and Yes/No checkboxes. Includes questions 10a, 10b, 11a, 11b, 12a, 12b, 12c, 13, 14, 15, 15a, 15b, 16a, and 16b.

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed
18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization:

ROBERT FISCHMAN 4202 E. FOWLER AVE TAMPA, FL 33620

(813)974-1801

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response to any question in this Part VII X

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) GORDON L. GILLETTE CHAIRMAN	5.00	X		X				0	0	0
(2) LINDA O. SIMMONS VICE CHAIRMAN	5.00	X		X				0	0	0
(3) OSCAR J. HORTON ASSISTANT TREASURER	5.00	X		X				0	0	0
(4) ALAN C. BOMSTEIN TREASURER	5.00	X		X				0	0	0
(5) JOE P. TEAGUE SECRETARY	5.00	X		X				0	0	0
(6) GEORGE MORGAN BOARD MEMBER	1.00	X						0	0	0
(7) LESLIE M. MUMA BOARD MEMBER	1.00	X						0	0	0
(8) JOHN R. SCHUELER BOARD MEMBER	1.00	X						0	0	0
(9) DON A. ARIPOLI BOARD MEMBER	1.00	X						0	0	0
(10) CHARLES R. BAUMANN BOARD MEMBER	1.00	X						0	0	0
(11) DELANO E. BELLEW BOARD MEMBER	1.00	X						0	0	0
(12) FRANKLIN N. BIGGINS BOARD MEMBER	1.00	X						0	0	0
(13) SHAUKAT H. CHOWDHARI BOARD MEMBER	1.00	X						0	0	0
(14) CORNELIA G. CORBETT BOARD MEMBER	1.00	X						0	0	0

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
15) T.J. COUCH BOARD MEMBER	1.00	X					0	0	0	
16) WILLIAM A. EICKHOFF BOARD MEMBER	1.00	X					0	0	0	
17) MARK FERNANDEZ BOARD MEMBER	1.00	X					0	0	0	
18) KERI A. GAWRYCH BOARD MEMBER	1.00	X					0	0	0	
19) JUDY L. GENSHAFT PRESIDENT, USF	5.00	X					0	466,427.	34,697.	
20) HERBERT GIMELSTOB BOARD MEMBER	1.00	X					0	0	0	
21) RICHARD GONZMART BOARD MEMBER	1.00	X					0	0	0	
22) JOHN C. GREER BOARD MEMBER	1.00	X					0	0	0	
23) ARTHUR M. GUILFORD REGIONAL CHANCELLOR SM	5.00	X					0	216,086.	31,777.	
24) RICHARD HERUSKA BOARD MEMBER	1.00	X					0	0	0	
25) PAM IORIO BOARD MEMBER	1.00	X					0	0	0	
1b Sub-total							0	0	0	
c Total from continuation sheets to Part VII, Section A							3,402.	3,920,303.	471,880.	
d Total (add lines 1b and 1c)							3,402.	3,920,303.	471,880.	

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **0**

	Yes	No
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>		X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i>	X	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>	X	

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
ATTACHMENT 3		

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization **6**

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
26) STEPHANIE H. JOHNSON BOARD MEMBER	1.00	X					0	0	0	
27) TINA P. JOHNSON BOARD MEMBER	1.00	X					0	0	0	
28) BRIAN P. KEENAN BOARD MEMBER	1.00	X					0	0	0	
29) THOMAS R. KENNEDY BOARD MEMBER	1.00	X					0	0	0	
30) VICTOR P. LEAVENGOOD BOARD MEMBER	1.00	X					0	0	0	
31) ANN LIGUORI BOARD MEMBER	1.00	X					0	0	0	
32) ELIZABETH G. LINDSAY BOARD MEMBER	1.00	X					0	0	0	
33) JOHN LONG COO & SVP USF	1.00	X					0	119,397.	9,552.	
34) LINDA D. MARCELLI BOARD MEMBER	1.00	X					0	0	0	
35) ROGER D. MONSOUR BOARD MEMBER	1.00	X					0	0	0	
36) RAY E. NEWTON BOARD MEMBER	1.00	X					0	0	0	
1b Sub-total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)										

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **▶** 0

	Yes	No
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>		X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i>	X	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>	X	

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization **▶**

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(37) BETTY OTTER-NICKERSON BOARD MEMBER	1.00	X					0	0	0	
(38) CAROLE F. PHILIPSON BOARD MEMBER	1.00	X					0	0	0	
(39) FRANK J. RIEF, III BOARD MEMBER	1.00	X					0	0	0	
(40) PAUL R. SANBERG BOARD MEMBER	1.00	X					0	0	0	
(41) NANCY M. SCHNEID BOARD MEMBER	1.00	X					0	0	0	
(42) ROBERT SILVEST BOARD MEMBER	1.00	X					0	0	0	
(43) GEOFFREY A. SIMON BOARD MEMBER	1.00	X					0	0	0	
(44) JOHN T. SINNOTT ASSOC DEAN, COLLEGE MEDICINE	5.00	X					0	0	0	
(45) RICHARD SMITH BOARD MEMBER	1.00	X					0	0	0	
(46) MARGARET M. SULLIVAN REGIONAL CHANCELLOR SP	5.00	X					0	260,926.	36,263.	
(47) CHARLES F. TOUCHTON BOARD MEMBER	1.00	X					0	0	0	
1b Sub-total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)										

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **▶** 0

	Yes	No
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>		X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i>	X	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>	X	

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization **▶**

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(48) DAVID TOUCHTON USFPOLYTECHNIC INTERCHANCELLOR	5.00	X						0	0	0
(49) RALPH C. WILCOX EXEC VP & PROVOST, USF	5.00	X						0	346,224.	33,236.
(50) MARSHALL GOODMAN VP & CEO, USF POLYTECHNIC	5.00	X						0	274,567.	34,530.
(51) VIVIEN A. OLIVIA BOARD MEMBER	1.00	X						0	0	0
(52) JOEL MOMBERG VP, UNIV ADV & CEO USFF	40.00	X		X				0	555,766.	48,534.
(53) ROBERT FISCHMAN ASSOC VP, BUS & FIN, USFF CFO	40.00			X				0	172,631.	27,970.
(54) NOREEN E. SEGREST ASSOC VP, ADV & USFF COUNSEL	40.00			X				0	192,398.	29,484.
(55) STEVEN BLAIR AVP OF USF HEALTH, USFF	40.00				X			3,402.	218,801.	31,734.
(56) RODNEY GRABOWSKI SR AVP & CAMPAIGN DIR, USFF	40.00				X			0	242,761.	33,396.
(57) DEBORAH LEE WILLIAMS AVP, USFF	40.00				X			0	205,203.	26,084.
(58) JULIE GILLESPIE AVP GIFTS, USFF	40.00					X		0	142,478.	23,146.
1b Sub-total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)										

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **▶** 0

	Yes	No
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>		X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i>	X	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>	X	

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization **▶**

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

Table with 7 main columns: (A) Name and title, (B) Average hours per week, (C) Position, (D) Reportable compensation from the organization, (E) Reportable compensation from related organizations, (F) Estimated amount of other compensation. Rows include VICKI MITCHELL, SUSAN MURRAY, KELLY RITRIEVI, and RONALD A. SHERMAN.

1b Sub-total
1c Total from continuation sheets to Part VII, Section A
1d Total (add lines 1b and 1c)

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization 0

Table with 3 columns: Question, Yes, No. Contains questions 3, 4, and 5 regarding compensation reporting.

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

Table with 3 columns: (A) Name and business address, (B) Description of services, (C) Compensation.

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization

Part VIII Statement of Revenue

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns	1a						
	b Membership dues	1b						
	c Fundraising events	1c	970,720.					
	d Related organizations	1d						
	e Government grants (contributions) . .	1e	666,703.					
	f All other contributions, gifts, grants, and similar amounts not included above .	1f	51,417,254.					
	g Noncash contributions included in lines 1a-1f: \$		28,020,194.					
	h Total. Add lines 1a-1f ▶			53,054,677.				
	Program Service Revenue	Business Code						
2a PUBLIC BROADCASTING SPONSORSHIPS			515111	1,150,220.	1,150,220.			
b USF UNIVERSITY SPONSORSHIPS			900099	24,487.	24,487.			
c RENTAL INCOME			531110	26,745.	15,255.	11,490.		
d MEMBERSHIP DUES			813410	41,773.	41,773.			
e _____								
f All other program service revenue								
g Total. Add lines 2a-2f ▶				1,243,225.				
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts) ▶			9,710,135.		-113,825.	9,823,960.	
	4 Income from investment of tax-exempt bond proceeds . . . ▶			0				
	5 Royalties ▶			0				
	6a Gross rents	(i) Real	(ii) Personal					
		b Less: rental expenses						
		c Rental income or (loss)						
		d Net rental income or (loss) ▶			0			
	7a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other					
		229,011,984.						
		b Less: cost or other basis and sales expenses						
		217,026,604.						
	c Gain or (loss)			11,985,380.				
	d Net gain or (loss) ▶			11,985,380.			11,985,380.	
	8a Gross income from fundraising events (not including \$ 970,720. of contributions reported on line 1c). See Part IV, line 18	a		829,847.				
		b Less: direct expenses	b	866,494.				
		c Net income or (loss) from fundraising events ▶			-36,647.			-36,647.
	9a Gross income from gaming activities. See Part IV, line 19	a						
b Less: direct expenses		b						
c Net income or (loss) from gaming activities ▶				0				
10a Gross sales of inventory, less returns and allowances	a							
	b Less: cost of goods sold	b						
	c Net income or (loss) from sales of inventory ▶			0				
Miscellaneous Revenue			Business Code					
11a RELATED ORGANIZATION SUPPORT			900099	3,683,269.	3,683,269.			
	b ATHLETIC 80/20 REVENUE		713990	358,004.	358,004.			
	c ALL OTHER REVENUE		900099	530,089.	530,089.			
	d All other revenue							
e Total. Add lines 11a-11d ▶				4,571,362.				
12 Total revenue. See instructions ▶				80,528,132.	5,803,097.	-102,335.	21,772,693.	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Check if Schedule O contains a response to any question in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	65,872,835.	65,872,835.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22	0			
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16	157,679.	157,679.		
4 Benefits paid to or for members	0			
5 Compensation of current officers, directors, trustees, and key employees	612,299.	312,284.	141,307.	158,708.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0			
7 Other salaries and wages	0			
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	0			
9 Other employee benefits	0			
10 Payroll taxes	0			
11 Fees for services (non-employees):	0			
a Management	0			
b Legal	332.		332.	
c Accounting	94,400.		94,400.	
d Lobbying	303,040.		303,040.	
e Professional fundraising services. See Part IV, line 17	445,147.			445,147.
f Investment management fees	3,195,084.		3,195,084.	
g Other	312,313.		133,703.	178,610.
12 Advertising and promotion	0			
13 Office expenses	455,657.		160,187.	295,470.
14 Information technology	0			
15 Royalties	0			
16 Occupancy	0			
17 Travel	266,025.		68,597.	197,428.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19 Conferences, conventions, and meetings	137,586.		57,688.	79,898.
20 Interest	0			
21 Payments to affiliates	0			
22 Depreciation, depletion, and amortization	22,247.	21,993.	254.	
23 Insurance	67,721.		67,721.	
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a <u>EMPLOYEE LEASING EXPENSE</u>	3,651,402.		1,646,767.	2,004,635.
b <u>BAD DEBT EXPENSE</u>	1,490,696.	1,490,696.		
c <u>COMMUNITY RELATIONS</u>	291,771.		47,157.	244,614.
d <u>INVESTMENT EXPENSES</u>	202,877.		202,877.	
e All other expenses	277,158.		243,658.	33,500.
25 Total functional expenses. Add lines 1 through 24e	77,856,269.	67,855,487.	6,362,772.	3,638,010.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)	0			

Part X Balance Sheet

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	0	1	0
	2 Savings and temporary cash investments	7,479,567.	2	990,844.
	3 Pledges and grants receivable, net	41,739,809.	3	42,363,528.
	4 Accounts receivable, net	528,559.	4	414,870.
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L	0	5	0
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)	0	6	0
	7 Notes and loans receivable, net	0	7	0
	8 Inventories for sale or use	0	8	0
	9 Prepaid expenses and deferred charges	0	9	0
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 2,130,602.		
	b Less: accumulated depreciation	10b 925,656.	1,227,191.	10c 1,204,946.
	11 Investments - publicly traded securities	403,640,404.	11	381,428,598.
	12 Investments - other securities. See Part IV, line 11	60,550,547.	12	64,689,577.
	13 Investments - program-related. See Part IV, line 11	0	13	0
	14 Intangible assets	0	14	0
	15 Other assets. See Part IV, line 11	4,098,606.	15	3,726,860.
16 Total assets. Add lines 1 through 15 (must equal line 34)	519,264,683.	16	494,819,223.	
Liabilities	17 Accounts payable and accrued expenses	6,115,306.	17	8,656,647.
	18 Grants payable	23,316,728.	18	6,189,142.
	19 Deferred revenue	0	19	0
	20 Tax-exempt bond liabilities	0	20	0
	21 Escrow or custodial account liability. Complete Part IV of Schedule D	0	21	0
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L	0	22	0
	23 Secured mortgages and notes payable to unrelated third parties	0	23	0
	24 Unsecured notes and loans payable to unrelated third parties	0	24	0
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	16,613,267.	25	18,727,224.
	26 Total liabilities. Add lines 17 through 25	46,045,301.	26	33,573,013.
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	3,176,194.	27	2,468,723.
	28 Temporarily restricted net assets	163,693,019.	28	144,342,132.
	29 Permanently restricted net assets	306,350,169.	29	314,435,355.
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
33 Total net assets or fund balances	473,219,382.	33	461,246,210.	
34 Total liabilities and net assets/fund balances	519,264,683.	34	494,819,223.	

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	80,528,132.
2	Total expenses (must equal Part IX, column (A), line 25)	2	77,856,269.
3	Revenue less expenses. Subtract line 2 from line 1	3	2,671,863.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	473,219,382.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	-14,645,035.
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	461,246,210.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII

		Yes	No
1	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?		X
2b	Were the organization's financial statements audited by an independent accountant?	X	
2c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	X	
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both: <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		X
3b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No. 1545-0047

2011

Open to Public Inspection

Name of the organization UNIVERSITY OF SOUTH FLORIDA FOUNDATION	Employer identification number 59-0879015
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Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E.)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9 An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)

10 An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.

11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h.

- a Type I b Type II c Type III - Functionally integrated d Type III - Other

e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).

f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

	Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?	11g(i)	
(ii) A family member of a person described in (i) above?	11g(ii)	
(iii) A 35% controlled entity of a person described in (i) or (ii) above?	11g(iii)	

h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
(A)									
(B)									
(C)									
(D)									
(E)									
Total									

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule A (Form 990 or 990-EZ) 2011

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi) (Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Table with 7 columns: (a) 2007, (b) 2008, (c) 2009, (d) 2010, (e) 2011, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Tax revenues levied for the organization's benefit; 3 The value of services or facilities furnished by a governmental unit; 4 Total. Add lines 1 through 3; 5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f); 6 Public support. Subtract line 5 from line 4.

Section B. Total Support

Table with 7 columns: (a) 2007, (b) 2008, (c) 2009, (d) 2010, (e) 2011, (f) Total. Rows include: 7 Amounts from line 4; 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources; 9 Net income from unrelated business activities, whether or not the business is regularly carried on; 10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) - ATCH- 1; 11 Total support. Add lines 7 through 10; 12 Gross receipts from related activities, etc. (see instructions); 13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here.

Section C. Computation of Public Support Percentage

Table with 2 columns: Line number, Percentage. Rows include: 14 Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f)) - 58.85%; 15 Public support percentage from 2010 Schedule A, Part II, line 14 - 63.77%; 16a 33 1/3% support test - 2011. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization - [X]; 16b 33 1/3% support test - 2010. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization - []; 17a 10%-facts-and-circumstances test - 2011. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization - []; 17b 10%-facts-and-circumstances test - 2010. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization - []; 18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions - [].

Part III Support Schedule for Organizations Described in Section 509(a)(2)
 (Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II.
 If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b.						
8 Public support (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9 Amounts from line 6.						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						

14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here**

Section C. Computation of Public Support Percentage

15 Public support percentage for 2011 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2010 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2011 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2010 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2011. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization ►

b 33 1/3% support tests - 2010. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization ►

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ►

Part IV Supplemental Information. Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

ATTACHMENT 1

SCHEDULE A, PART II - OTHER INCOME

DESCRIPTION	2007	2008	2009	2010	2011	TOTAL
GROSS INCOME FROM FUNDRAISING	961,741.	813,394.	751,229.	801,130.	829,847.	4,157,341.
RELATED ORGANIZATION SUPPORT	3,027,658.	3,445,352.	3,400,182.	3,377,663.	3,683,269.	16,934,124.
ATHLETIC 80/20	445,333.	366,921.	382,349.	343,125.	358,004.	1,895,732.
OTHER REVENUE	471,993.	382,720.	2,226,928.	1,221,610.	530,089.	4,833,340.
TOTALS	<u>4,906,725.</u>	<u>5,008,387.</u>	<u>6,760,688.</u>	<u>5,743,528.</u>	<u>5,401,209.</u>	<u>27,820,537.</u>

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

2011

Name of the organization UNIVERSITY OF SOUTH FLORIDA FOUNDATION	Employer identification number 59-0879015
---	---

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)(3) () (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization UNIVERSITY OF SOUTH FLORIDA FOUNDATION

Employer identification number
59-0879015

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	----- ----- -----	\$ 26,188,748.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	----- ----- -----	\$ 1,543,978.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	----- ----- -----	\$ 2,003,004.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization UNIVERSITY OF SOUTH FLORIDA FOUNDATION

Employer identification number

59-0879015

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	ELECTRICAL ENGINEERING SOFTWARE AND MINI-CIRCUITS	\$ 26,138,748.	VARIOUS
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____

Name of organization UNIVERSITY OF SOUTH FLORIDA FOUNDATION	Employer identification number 59-0879015
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Part III **Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year.** Complete columns (a) through (e) and the following line entry.
 For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.) ► \$ _____
 Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

Political Campaign and Lobbying Activities

For Organizations Exempt From Income Tax Under section 501(c) and section 527

▶ **Complete if the organization is described below.** ▶ **Attach to Form 990 or Form 990-EZ.**

▶ **See separate instructions.**

2011

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Department of the Treasury
Internal Revenue Service

If the organization answered "Yes" to Form 990, Part IV, line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations: Complete Parts I-A and B. Do not complete Part I-C.
- Section 501(c) (other than section 501(c)(3)) organizations: Complete Parts I-A and C below. Do not complete Part I-B.
- Section 527 organizations: Complete Part I-A only.

If the organization answered "Yes" to Form 990, Part IV, line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)): Complete Part II-A. Do not complete Part II-B.
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)): Complete Part II-B. Do not complete Part II-A.

If the organization answered "Yes" to Form 990, Part IV, line 5 (Proxy Tax) or Form 990-EZ, Part V, line 35c (Proxy Tax), then

- Section 501(c)(4), (5), or (6) organizations: Complete Part III.

Name of organization UNIVERSITY OF SOUTH FLORIDA FOUNDATION	Employer identification number 59-0879015
--	--

Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

- 1 Provide a description of the organization's direct and indirect political campaign activities in Part IV.
- 2 Political expenditures ▶ \$ _____
- 3 Volunteer hours _____

Part I-B Complete if the organization is exempt under section 501(c)(3).

- 1 Enter the amount of any excise tax incurred by the organization under section 4955. ▶ \$ _____
- 2 Enter the amount of any excise tax incurred by organization managers under section 4955 ▶ \$ _____
- 3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? Yes No
- 4a Was a correction made? Yes No
- b If "Yes," describe in Part IV.

Part I-C Complete if the organization is exempt under section 501(c), except section 501(c)(3).

- 1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ▶ \$ _____
- 2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ▶ \$ _____
- 3 Total exempt function expenditures. Add lines 1 and 2. Enter here and on Form 1120-POL, line 17b ▶ \$ _____
- 4 Did the filing organization file **Form 1120-POL** for this year? Yes No
- 5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments. For each organization listed, enter the amount paid from the filing organization's funds. Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds. If none, enter -0-.	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization. If none, enter -0-.
(1)	-----			
(2)	-----			
(3)	-----			
(4)	-----			
(5)	-----			
(6)	-----			

Part II-A Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).

- A** Check if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures).
- B** Check if the filing organization checked box A and "limited control" provisions apply.

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
1 a	Total lobbying expenditures to influence public opinion (grass roots lobbying)														
b	Total lobbying expenditures to influence a legislative body (direct lobbying)														
c	Total lobbying expenditures (add lines 1a and 1b)														
d	Other exempt purpose expenditures														
e	Total exempt purpose expenditures (add lines 1c and 1d)														
f	Lobbying nontaxable amount. Enter the amount from the following table in both columns.														
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 30%;">If the amount on line 1e, column (a) or (b) is:</th> <th>The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e.</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000.</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000.</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000.</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000.</td> </tr> </tbody> </table>		If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e.	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.	Over \$17,000,000	\$1,000,000.		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e.														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.														
Over \$17,000,000	\$1,000,000.														
g	Grassroots nontaxable amount (enter 25% of line 1f)														
h	Subtract line 1g from line 1a. If zero or less, enter -0-														
i	Subtract line 1f from line 1c. If zero or less, enter -0-														
j	If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?		<input type="checkbox"/> Yes <input type="checkbox"/> No												

4-Year Averaging Period Under Section 501(h)
(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f on page 4.)

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) Total
2 a Lobbying nontaxable amount					
b Lobbying ceiling amount (150% of line 2a, column (e))					
c Total lobbying expenditures					
d Grassroots nontaxable amount					
e Grassroots ceiling amount (150% of line 2d, column (e))					
f Grassroots lobbying expenditures					

Part II-B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

Table with 3 main columns: (a) Yes/No, (b) Amount. Rows include: 1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation...; 2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?

Part III-A Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

Table with 3 columns: Question, Yes, No. Rows include: 1 Were substantially all (90% or more) dues received nondeductible by members?; 2 Did the organization make only in-house lobbying expenditures of \$2,000 or less?; 3 Did the organization agree to carry over lobbying and political expenditures from the prior year?

Part III-B Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) and if either (a) BOTH Part III-A, lines 1 and 2, are answered "No" OR (b) Part III-A, line 3, is answered "Yes."

Table with 2 columns: Question, Amount. Rows include: 1 Dues, assessments and similar amounts from members; 2 Section 162(e) nondeductible lobbying and political expenditures; 3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues; 4 If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?; 5 Taxable amount of lobbying and political expenditures (see instructions)

Part IV Supplemental Information

Complete this part to provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5; Part II-A; and Part II-B, line 1. Also, complete this part for any additional information.

SEE PAGE 4

Part IV Supplemental Information (continued)

EXPLANATION FOR OTHER LOBBYING ACTIVITIES

SCHEDULE C, PART II-B, LINE G

\$7,190 WAS EXPENDED IN GENERAL SUPPORT OF THE UNIVERSITY OF SOUTH FLORIDA OFFICE OF GOVERNMENT RELATIONS DURING THE 2011-2012 FLORIDA STATE LEGISLATIVE SESSION. A FEE OF \$295,850 INCLUDING EXPENSES WAS PAID TO MANAGEMENT CONSULTANT FIRMS. ALL MONIES WERE EXPENDED TO SUPPORT THE INTERESTS OF THE UNIVERSITY OF SOUTH FLORIDA; NO MONIES WERE PAID IN SUPPORT OF OR IN OPPOSITION TO ANY CANDIDATE FOR POLITICAL OFFICE.

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No. 1545-0047

2011

Open to Public Inspection

Department of the Treasury Internal Revenue Service

Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b. Attach to Form 990. See separate instructions.

Name of the organization UNIVERSITY OF SOUTH FLORIDA FOUNDATION Employer identification number 59-0879015

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows include: 1 Total number at end of year, 2 Aggregate contributions to (during year), 3 Aggregate grants from (during year), 4 Aggregate value at end of year, 5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?, 6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

- 1 Purpose(s) of conservation easements held by the organization (check all that apply). Preservation of land for public use (e.g., recreation or education), Protection of natural habitat, Preservation of open space, Preservation of an historically important land area, Preservation of a certified historic structure

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

Table with 2 columns: Held at the End of the Tax Year. Rows include: a Total number of conservation easements, b Total acreage restricted by conservation easements, c Number of conservation easements on a certified historic structure included in (a), d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register

- 3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year
4 Number of states where property subject to conservation easement is located
5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?
6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year
7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year
8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B) (i) and section 170(h)(4)(B)(ii)?
9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

- 1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items.
b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:
(i) Revenues included in Form 990, Part VIII, line 1
(ii) Assets included in Form 990, Part X
2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:
a Revenues included in Form 990, Part VIII, line 1
b Assets included in Form 990, Part X

For Paperwork Reduction Act Notice, see the Instructions for Form 990. Schedule D (Form 990) 2011

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):

- a Public exhibition
- b Scholarly research
- c Preservation for future generations
- d Loan or exchange programs
- e Other _____

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No

b If "Yes," explain the arrangement in Part XIV and complete the following table:

	Amount
c Beginning balance	1c
d Additions during the year	1d
e Distributions during the year	1e
f Ending balance	1f

2a Did the organization include an amount on Form 990, Part X, line 21? Yes No

b If "Yes," explain the arrangement in Part XIV.

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	371,063,605.	313,232,785.	287,137,931.	379,527,648.	
b Contributions	8,774,042.	8,439,335.	8,273,844.	11,931,482.	
c Net investment earnings, gains, and losses	34,004.	72,955,589.	40,339,187.	-73,531,956.	
d Grants or scholarships	15,321,160.	15,325,783.	15,421,137.	17,550,782.	
e Other expenditures for facilities and programs		1,069,321.		6,281,457.	
f Administrative expenses	7,248,165.	7,169,000.	7,097,040.	6,957,004.	
g End of year balance	357,302,326.	371,063,605.	313,232,785.	287,137,931.	

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

- a Board designated or quasi-endowment ▶ 5.8750 %
- b Permanent endowment ▶ 94.1250 %
- c Temporarily restricted endowment ▶ _____ %

The percentages in lines 2a, 2b, and 2c should equal 100%.

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

- (i) unrelated organizations
- (ii) related organizations

	Yes	No
3a(i)	X	
3a(ii)		X
3b		

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

4 Describe in Part XIV the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land	685,345.	388,825.		1,074,170.
b Buildings		633,037.	506,428.	126,609.
c Leasehold improvements				
d Equipment		283,577.	279,410.	4,167.
e Other		139,818.	139,818.	
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c). ▶				1,204,946.

Part VII Investments - Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) ADAMS STREET PARTNERS, LLC	28,696,008.	FMV
(B) OAKTREE CAPITAL MGMT., LLC	17,753,280.	FMV
(C) COMMONFUND CAPITAL, INC.	8,954,490.	FMV
(D) METROPOLITAN REAL EST MGMT LLC	6,844,231.	FMV
(E) FLAG CAPITAL MANAGEMENT, LLC	2,441,568.	FMV
(F)		
(G)		
(H)		
(I)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 12.)	64,689,577.	

Part VIII Investments - Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 13.)		

Part IX Other Assets. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.)	

Part X Other Liabilities. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) AMOUNTS DUE TO THIRD PARTY BNF	18,270,879.
(3) ANNUITIES AND LIFE INCME TRSTS	456,345.
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.)	18,727,224.

2. FIN 48 (ASC 740) Footnote. In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740).

Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	80,528,132.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	77,856,269.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	2,671,863.
4	Net unrealized gains (losses) on investments	4	-14,645,035.
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV.)	8	
9	Total adjustments (net). Add lines 4 through 8	9	-14,645,035.
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10	-11,973,172.

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements	1	62,485,135.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	-14,645,035.
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV.)	2d	
e	Add lines 2a through 2d	2e	-14,645,035.
3	Subtract line 2e from line 1	3	77,130,170.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	3,397,962.
b	Other (Describe in Part XIV.)	4b	
c	Add lines 4a and 4b	4c	3,397,962.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	80,528,132.

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements	1	74,458,307.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV.)	2d	
e	Add lines 2a through 2d	2e	
3	Subtract line 2e from line 1	3	74,458,307.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	3,397,962.
b	Other (Describe in Part XIV.)	4b	
c	Add lines 4a and 4b	4c	3,397,962.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	77,856,269.

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, line 8; Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

SEE PAGE 5

Part XIV Supplemental Information (continued)

DESCRIPTION OF BOOKS AND ART OBJECTS

SCHEDULE D, PART III, LINE 1A AND LINE 4

IT IS THE CONCERTED MISSION OF THE UNIVERSITY OF SOUTH FLORIDA CONTEMPORARY ART MUSEUM TO ACHIEVE A BOLD, CREATIVE ENVIRONMENT FOR THE ENRICHMENT AND INTELLECTUAL GROWTH OF STUDENTS, FACULTY OF THE UNIVERSITY (ON THE TAMPA AND REGIONAL CAMPUSES), THE TAMPA BAY COMMUNITY AND BEYOND. THE CONTEMPORARY ART MUSEUM PROVIDES OPPORTUNITIES FOR INNOVATIVE AND EXPERIMENTAL TEACHING AND RESEARCH. THE CONTEMPORARY ART MUSEUM WILL EXPAND, HOUSE, MANAGE, PRESERVE, CONSERVE, AND EXHIBIT THE UNIVERSITY'S ART COLLECTIONS. THE CONTEMPORARY ART MUSEUM INITIATES AND DEVELOPS INTERDISCIPLINARY PROGRAMS IN KEEPING WITH ITS MISSION. THE CONTEMPORARY ART MUSEUM PROVIDES THE LEADERSHIP FOR PUBLIC ART PROJECTS AND MAJOR ACQUISITIONS OF ART ON THE USF CAMPUSES AND CATALOGUES, MANAGES, AND OVERSEES THEIR CARE AND PRESERVATION. THE USF CONTEMPORARY ART MUSEUM MAINTAINS AND MANAGES A PERMANENT COLLECTION OF CONTEMPORARY ART. AS THE LEGAL CONDUIT FOR THE RAISING, ACCEPTANCE, INVESTMENT AND DISTRIBUTION OF ALL PRIVATE GIFTS MADE TO THE UNIVERSITY OF SOUTH FLORIDA, DONATIONS OF WORKS TO THE CONTEMPORARY ART MUSEUM PERMANENT COLLECTION ARE THE FIDUCIARY RESPONSIBILITY OF THE UNIVERSITY OF SOUTH FLORIDA FOUNDATION.

Part XIV Supplemental Information (continued)

INTENDED USES OF ENDOWMENT FUNDS

SCHEDULE D, PART V, LINE 4

THE FOUNDATION ENDOWMENT CONSISTS OF APPROXIMATELY 900 INDIVIDUAL FUNDS ESTABLISHED FOR A VARIETY OF PURPOSES IN SUPPORT OF THE MISSION OF THE UNIVERSITY OF SOUTH FLORIDA INCLUDING: SCHOLARSHIPS, FELLOWSHIPS, ENDOWED CHAIRS, PROFESSORSHIPS, FACILITY IMPROVEMENT AND EQUIPMENT, RESEARCH, ETC. THE ENDOWMENT INCLUDES BOTH DONOR-RESTRICTED ENDOWMENT FUNDS AND FUNDS HELD ON BEHALF OF THE UNIVERSITY'S DIRECT SUPPORT ORGANIZATIONS (DSO) TO FUNCTION AS ENDOWMENTS. NET ASSETS ASSOCIATED WITH ENDOWMENT FUNDS ARE CLASSIFIED AND REPORTED BASED ON THE EXISTENCE OR ABSENCE OF DONOR-IMPOSED RESTRICTIONS. THE FOUNDATION CLASSIFIES AS PERMANENTLY RESTRICTED NET ASSETS (A) THE ORIGINAL VALUE OF GIFTS DONATED TO THE PERMANENT ENDOWMENT, (B) THE ORIGINAL VALUE OF SUBSEQUENT GIFTS TO THE PERMANENT ENDOWMENT, AND (C) ACCUMULATIONS TO THE PERMANENT ENDOWMENT MADE IN ACCORDANCE WITH THE DIRECTION OF THE APPLICABLE DONOR GIFT INSTRUMENT AT THE TIME OF THE ACCUMULATION IS ADDED TO THE FUND. THE REMAINING PORTION OF THE DONOR-RESTRICTED ENDOWMENT FUND THAT IS NOT CLASSIFIED IN PERMANENTLY RESTRICTED NET ASSETS IS CLASSIFIED AS TEMPORARILY RESTRICTED NET ASSETS UNTIL THOSE AMOUNTS ARE APPROPRIATED FOR EXPENDITURE BY THE ORGANIZATION IN A MANNER CONSISTENT WITH THE STANDARD OF PRUDENCE PRESCRIBED BY THE FLORIDA UNIFORM MANAGEMENT OF INSTITUTIONAL FUNDS ACT. THE FOUNDATION HAS ADOPTED INVESTMENT AND SPENDING POLICIES FOR ENDOWMENT ASSETS THAT ATTEMPT TO PROVIDE A PREDICTABLE STREAM OF FUNDING TO PROGRAMS SUPPORTED BY ITS ENDOWMENT WHILE SEEKING TO MAINTAIN PURCHASING POWER OF THE ENDOWMENT ASSETS.

Part XIV Supplemental Information (continued)

ASC 740 FOOTNOTE

SCHEDULE D, PART X, LINE 2

THE FOUNDATION HAS BEEN GRANTED TAX-EXEMPT STATUS UNDER SECTION 501(A) AS AN ORGANIZATION DESCRIBED IN SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED. INCOME EARNED IN FURTHERANCE OF THE FOUNDATION'S TAX-EXEMPT PURPOSES IS EXEMPT FROM FEDERAL AND STATE INCOME TAXES.

THE FOUNDATION ADOPTED THE PROVISIONS OF THE ACCOUNTING STANDARDS CODIFICATION NO. 740-10-25 (ASC 750-10-25), ACCOUNTING FOR UNCERTAINTY IN INCOME TAXES, EFFECTIVE JULY 1, 2007. ASC 740-10-25 CLARIFIES THE ACCOUNTING FOR INCOME TAXES BY PRESCRIBING THE MINIMUM RECOGNITION THRESHOLD A TAX POSITION IS REQUIRED TO MEET BEFORE BEING RECOGNIZED IN THE FINANCIAL STATEMENTS. ASC 740-10-25 PROVIDES GUIDANCE ON DERECOGNITION, CLASSIFICATION, INTEREST AND PENALTIES, ACCOUNTING IN INTERIM PERIODS, DISCLOSURE, AND TRANSITION. THE FOUNDATION DETERMINED THAT DURING THE YEARS ENDED JUNE 30, 2012 AND 2011, THE IMPACT OF ASC 740-10-25 DID NOT HAVE A MATERIAL EFFECT ON ITS FINANCIAL POSITION, ACTIVITIES, OR CASH FLOWS.

**SCHEDULE F
(Form 990)**

Statement of Activities Outside the United States

OMB No. 1545-0047

2011

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ **Complete if the organization answered "Yes" to Form 990, Part IV, line 14b, 15, or 16.**
▶ **Attach to Form 990. ▶ See separate instructions.**

Name of the organization

Employer identification number

UNIVERSITY OF SOUTH FLORIDA FOUNDATION

59-0879015

Part I General Information on Activities Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 14b.

1 For grantmakers. Does the organization maintain records to substantiate the amount of its grants and other assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? **Yes** **No**

2 For grantmakers. Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the United States.

3 Activities per Region. (The following Part I, line 3 table can be duplicated if additional space is needed.)

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
(1) SUB-SAHARAN AFRICA			PROGRAM SERVICES	SEE SCH F, PART V	8,472.
(2) EAST ASIA AND THE PACIFIC			PROGRAM SERVICES	SEE SCH F, PART V	10,731.
(3) SOUTH ASIA		1.	PROGRAM SERVICES	SEE SCH F, PART V	176,824.
(4) CENTRAL AMERICA/CARIBBEAN			PROGRAM SERVICES	SEE SCH F, PART V	16,742.
(5) NORTH AMERICA			PROGRAM SERVICES	SEE SCH F, PART V	13,833.
(6) EUROPE		1.	PROGRAM SERVICES	SEE SCH F, PART V	146,243.
(7) MIDDLE EAST AND NORTH AFRICA			PROGRAM SERVICES	SEE SCH F, PART V	28,744.
(8) RUSSIA/INDEPENDENT STATES			PROGRAM SERVICES	SEE SCH F, PART V	2,086.
(9) EUROPE			FUNDRAISING	SEE SCH F, PART V	9,142.
(10) SOUTH AMERICA			PROGRAM SERVICES	SEE SCH F, PART V	3,185.
(11)					
(12)					
(13)					
(14)					
(15)					
(16)					
(17)					
3a Sub-total		2.			416,002.
b Total from continuation sheets to Part I					
c Totals (add lines 3a and 3b)		2.			416,002.

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule F (Form 990) 2011

Part II **Grants and Other Assistance to Organizations or Entities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Check this box if no one recipient received more than \$5,000 Part II can be duplicated if additional space is needed.

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)			SOUTH ASIA	SCH F PART V	135,603.	WIRETRANSFER			
(2)									
(3)									
(4)									
(5)									
(6)									
(7)									
(8)									
(9)									
(10)									
(11)									
(12)									
(13)									
(14)									
(15)									
(16)									

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter _____ 1.

3 Enter total number of other organizations or entities _____

Part III **Grants and Other Assistance to Individuals Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 16.
Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Region	(c) Number of recipients	(d) Amount of cash grant	(e) Manner of cash disbursement	(f) Amount of non-cash assistance	(g) Description of non-cash assistance	(h) Method of valuation (book, FMV, appraisal, other)
(1) SEE SCHEDULE F, PART V	EUROPE/ICELAND/GREENLAND	1.	22,076.	WIRETRANSFER			
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							
(8)							
(9)							
(10)							
(11)							
(12)							
(13)							
(14)							
(15)							
(16)							
(17)							
(18)							

Part IV Foreign Forms

- 1 Was the organization a U.S. transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926).* Yes No
- 2 Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A).* Yes No
- 3 Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons With Respect To Certain Foreign Corporations. (see Instructions for Form 5471).* Yes No
- 4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see Instructions for Form 8621)* Yes No
- 5 Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons With Respect To Certain Foreign Partnerships. (see Instructions for Form 8865).* Yes No
- 6 Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to file Form 5713, International Boycott Report (see Instructions for Form 5713)* Yes No

Part V Supplemental Information

Complete this part to provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method; amounts of investments vs. expenditures per region); Part II, line 1 (accounting method); Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information (see instructions).

ORGANIZATION'S PROCEDURES FOR MONITORING USE OF GRANT FUNDS OUTSIDE THE US
SCHEDULE F, PART I, LINE 2

FOUNDATION FOREIGN PROGRAM EXPENSES CONSISTED OF TWO TYPES. THE FIRST IS TRAVEL EXPENSES INCURRED BY UNIVERSITY EMPLOYEES FOR PROGRAM SERVICE ACTIVITIES CONDUCTED OUTSIDE OF THE UNITED STATES. THE FOUNDATION'S PROCESS FOR MONITORING THESE EXPENSES INCLUDES CODING THESE TYPES OF EXPENSES APPROPRIATELY THROUGH THE NORMAL CHECK DISBURSEMENT PROCESS. THE SECOND RELATES TO THE USF BRIT PROGRAM. THE FOUNDATION MAINTAINS A CONTRACT WITH A UK CITIZEN LIVING OUTSIDE OF THE US TO FUNCTION AS THE LONDON ADMINISTRATOR OF THE UNIVERSITY OF SOUTH FLORIDA BRITISH INTERNATIONAL THEATRE (BRIT) PROGRAM. THE ADMINISTRATOR IS PAID A FEE FOR IDENTIFYING AND ENGAGING ARTISTS FOR THE PROGRAM. TO EXPEDITE THE PROCESS OF CONTRACTING GUEST ARTISTS FROM THE UNITED KINGDOM, THE FOUNDATION ALSO PROVIDES ADVANCED FUNDING TO THE ADMINISTRATOR. THE FOUNDATION RECEIVES A FINANCIAL REPORT WITH SUPPORTING DOCUMENTATION (RECEIPTS) FOR ALL EXPENDITURES WITHIN NINETY (90) DAYS OF THE CONCLUSION OF THE BRIT PROGRAM ANNUAL EVENT. ANY DIFFERENCE WILL BE RETURNED TO THE FOUNDATION OR PAID TO THE ADMINISTRATOR AS APPROPRIATE.

DESCRIPTION OF PROGRAM SERVICES

SCHEDULE F, PART I, LINE 3(E) AND PART II (D)

SANNAM S4 DELIVERS CONSULTING SERVICES TO SUPPORT USF ACHIEVING ITS INDIA OBJECTIVE WITH A PARTICULAR FOCUS ON INDIA SPECIFIC STUDENT RECRUITMENT, BRAND BUILDING AND IDENTIFICATION OF STRATEGIC PARTNERS FOR RESEARCH, TEACHING, COLLABORATIONS AND STUDENT EXCHANGE.

Part V Supplemental Information

Complete this part to provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method; amounts of investments vs. expenditures per region); Part II, line 1 (accounting method); Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information (see instructions).

DESCRIPTION OF PROGRAM SERVICES

SCHEDULE F, PART I, LINE 6(E) AND PART III (A)

THE USF BRIT PROGRAM STRIVES TO BRING THE BEST OF BOTH CLASSICAL AND CONTEMPORARY APPROACHES OF BRITISH THEATRE TO THE STUDENTS IN THE USF SCHOOL OF THEATRE AND DANCE AND TO AUDIENCES IN TAMPA, FLORIDA. EXPENSES ARE INCURRED IN EUROPE TO LOCATE AND ENGAGE PROFESSIONAL DIRECTORS AND CHOREOGRAPHERS, LEADING VOICE AND SPEECH EXPERTS AND TOP RATE DESIGNERS. THESE EXPERTS HAVE BROUGHT THEIR KNOWLEDGE AND EXPERIENCE IN BRITISH CLASSICAL THEATRE AND CONTEMPORARY CUTTING EDGE THEATRE TO THE STUDENTS AT USF IN THE FORM OF HANDS ON MASTER CLASSES AND WORKSHOPS. PROGRAM SERVICE EXPENSES WERE ALSO INCURRED FOR VARIOUS TRAVEL RELATED EXPENSES. THESE EXPENSES WERE INCURRED TO SUPPORT RELATED EDUCATIONAL, RESEARCH, AND SERVICE ACTIVITIES OF USF IN ACCORDANCE WITH THE MISSION OF THE FOUNDATION.

SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

**Supplemental Information Regarding
Fundraising or Gaming Activities**

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No. 1545-0047

2011

**Open to Public
Inspection**

Name of the organization
UNIVERSITY OF SOUTH FLORIDA FOUNDATION

Employer identification number
59-0879015

Part I Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17. Form 990-EZ filers are not required to complete this part.

1 Indicate whether the organization raised funds through any of the following activities. Check all that apply.

- a Mail solicitations
- b Internet and email solicitations
- c Phone solicitations
- d In-person solicitations
- e Solicitation of non-government grants
- f Solicitation of government grants
- g Special fundraising events

2a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? Yes No

b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization.

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col. (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
1 RUFFALO CODY AND ASSOCIATES	ANNUAL GIVING		X	623,363.	445,147.	178,217.
2						
3						
4						
5						
6						
7						
8						
9						
10						
Total				623,363.	445,147.	178,217.

3 List all states in which the organization is registered or licensed to solicit contributions or has been notified it is exempt from registration or licensing.

AL, AR, CT, DE, FL, GA, HI, ID, IN,
IA, KS, LA, MS, MO, MT, NE, NV, NM, NC, ND, PA, RI, SD, TN, TX, VT, VA, WV, WY,

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other Events	(d) Total events
		TILT (event type)	BULLS FEST 201 (event type)	97. (total number)	(add col. (a) through col. (c))
Revenue	1 Gross receipts	329,150.	169,018.	1,302,399.	1,800,567.
	2 Less: Charitable contributions	294,320.	23,850.	652,550.	970,720.
	3 Gross income (line 1 minus line 2)	34,830.	145,168.	649,849.	829,847.
Direct Expenses	4 Cash prizes			25.	25.
	5 Noncash prizes				
	6 Rent/facility costs	798.		27,188.	27,986.
	7 Food and beverages				
	8 Entertainment			5,115.	5,115.
	9 Other direct expenses	173,316.	21,282.	638,770.	833,368.
	10 Direct expense summary. Add lines 4 through 9 in column (d)				(866,494.)
	11 Net income summary. Combine line 3, column (d), and line 10				-36,647.

Part III Gaming. Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col. (a) through col. (c))
Revenue	1 Gross revenue				
Direct Expenses	2 Cash prizes				
	3 Noncash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	<input type="checkbox"/> Yes _____% <input type="checkbox"/> No	<input type="checkbox"/> Yes _____% <input type="checkbox"/> No	<input type="checkbox"/> Yes _____% <input type="checkbox"/> No	
	7 Direct expense summary. Add lines 2 through 5 in column (d)				()
	8 Net gaming income summary. Combine line 1, column d, and line 7				

9 Enter the state(s) in which the organization operates gaming activities: _____

a Is the organization licensed to operate gaming activities in each of these states? Yes No

b If "No," explain: _____

10 a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? Yes No

b If "Yes," explain: _____

- 11 Does the organization operate gaming activities with nonmembers? Yes No
- 12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? Yes No
- 13 Indicate the percentage of gaming activity operated in:

a The organization's facility	13a	%
b An outside facility	13b	%

14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶ _____

Address ▶ _____

- 15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? Yes No
- b If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ _____ and the amount of gaming revenue retained by the third party ▶ \$ _____.
- c If "Yes," enter name and address of the third party:

Name ▶ _____

Address ▶ _____

16 Gaming manager information:

Name ▶ _____

Gaming manager compensation ▶ \$ _____

Description of services provided ▶ _____

Director/officer Employee Independent contractor

- 17 Mandatory distributions:
 - a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? Yes No
 - b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ _____

Part IV Supplemental Information. Complete this part to provide the explanation required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

DISTINGUISHING PYMTS FOR PROF. FUNDRAISING SERVICES FROM EXP PYMT OR REIMB

SCHEDULE G, PART I, COL V

THE FOUNDATION HAS CONTRACTED WITH A TELEMARKETING SERVICE PROVIDER,
 RUFFALO CODY, IN ORDER TO MANAGE A TWELVE-MONTH-A-YEAR, ON CAMPUS
 TELEPHONE FUNDRAISING PROGRAM. PAYMENTS ARE MADE BASED ON THIS CONTRACT,
 AND ITS AGREED UPON ANNUAL COMPLETED CALL RATE. THE FOUNDATION HAS THE
 RIGHT TO TERMINATE THIS AGREEMENT AT ANY TIME AND ANY REASON UPON SIXTY

- 11 Does the organization operate gaming activities with nonmembers? Yes No
- 12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? Yes No
- 13 Indicate the percentage of gaming activity operated in:

a The organization's facility	13a	%
b An outside facility	13b	%

14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶ _____

Address ▶ _____

- 15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? Yes No
- b If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ _____ and the amount of gaming revenue retained by the third party ▶ \$ _____.
- c If "Yes," enter name and address of the third party:

Name ▶ _____

Address ▶ _____

16 Gaming manager information:

Name ▶ _____

Gaming manager compensation ▶ \$ _____

Description of services provided ▶ _____

Director/officer Employee Independent contractor

- 17 Mandatory distributions:
 - a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? Yes No
 - b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ _____

Part IV Supplemental Information. Complete this part to provide the explanation required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

DAYS WRITTEN NOTICE TO THE OTHER PARTY.

- 11 Does the organization operate gaming activities with nonmembers? Yes No
- 12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? Yes No
- 13 Indicate the percentage of gaming activity operated in:

a The organization's facility	13a	%
b An outside facility	13b	%

14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶ _____

Address ▶ _____

- 15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? Yes No
- b If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ _____ and the amount of gaming revenue retained by the third party ▶ \$ _____.
- c If "Yes," enter name and address of the third party:

Name ▶ _____

Address ▶ _____

16 Gaming manager information:

Name ▶ _____

Gaming manager compensation ▶ \$ _____

Description of services provided ▶ _____

Director/officer Employee Independent contractor

- 17 Mandatory distributions:
 - a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? Yes No
 - b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ _____

Part IV Supplemental Information. Complete this part to provide the explanation required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

FUNDRAISING ACTIVITIES

SCHEDULE G, PART II

FORM 990 REPORTING REQUIRES CONTRIBUTIONS FROM FUNDRAISING EVENTS BE REPORTED ON LINE 1, PART VIII; THEREFORE, LINE 2, PART II, SCHEDULE G SUBTRACTS CONTRIBUTIONS FROM FUNDRAISING RECEIPTS. THIS RESULTS IN A LOSS OF (\$36,647) FROM THE FUNDRAISING EVENTS ON LINE 11, SCHEDULE G WITH THE \$970,720 OF CONTRIBUTIONS REFLECTED ON LINE 1, PART VIII.

**SCHEDULE I
(Form 990)**

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**

OMB No. 1545-0047

2011

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990.

Name of the organization

UNIVERSITY OF SOUTH FLORIDA FOUNDATION

Employer identification number

59-0879015

Part I General Information on Grants and Assistance

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No
- 2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Part II can be duplicated if additional space is needed

1	(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1)	UNIVERSITY OF SOUTH FLORIDA 4202 E. FOWLER AVE TAMPA, FL 33620	59-3102112	GOVRMNT ENTITY	65,472,835.				ACADEMIC & STUDENT SUPPORT
(2)	ALUMNI ASSOCIATION 4202 E. FOWLER AVE TAMPA, FL 33620	23-7357236	501(C)(3)	400,000.				ALUMNI PROGRAM SUPPORT
(3)								
(4)								
(5)								
(6)								
(7)								
(8)								
(9)								
(10)								
(11)								
(12)								

- 2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table 2.
- 3 Enter total number of other organizations listed in the line 1 table

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule I (Form 990) (2011)

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 22.
Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
1					
2					
3					
4					
5					
6					
7					

Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, and any other additional information.

DESCRIPTION OF ORGANIZATION'S PROCEDURES FOR MONITORING THE USE OF GRANTS

SCHEDULE I, PART I, LINE 2

GRANT EXPENSES ARE AMOUNTS TRANSFERRED DIRECTLY TO OR PAID ON BEHALF OF THE UNIVERSITY OR THE USF ALUMNI ASSOCIATION IN ACCORDANCE WITH DONOR RESTRICTIONS. ALL EXPENSES RELATED TO THE USE OF THESE FUNDS ARE REVIEWED BY THE FOUNDATION BEFORE THEY ARE DISBURSED TO ENSURE THAT THE EXPENSES ARE BEING USED IN CONJUNCTION WITH FOUNDATION POLICIES MADE AVAILABLE TO THE UNIVERSITY THROUGH A PUBLIC WEBSITE. ALSO, THE FOUNDATION HOLDS PERIODIC TRAININGS IN ORDER TO FURTHER ENSURE THAT EXPENDITURES ARE IN ACCORDANCE WITH THEIR INTENDED PURPOSES AND IRS REGULATIONS.

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 23.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2011

Open to Public Inspection

Name of the organization
UNIVERSITY OF SOUTH FLORIDA FOUNDATION

Employer identification number
59-0879015

Part I Questions Regarding Compensation

1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

- | | |
|--|---|
| <input checked="" type="checkbox"/> First-class or charter travel | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input checked="" type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input checked="" type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) |

b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?

3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director. Explain in Part III.

- | | |
|---|---|
| <input checked="" type="checkbox"/> Compensation committee | <input checked="" type="checkbox"/> Written employment contract |
| <input checked="" type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study |
| <input checked="" type="checkbox"/> Form 990 of other organizations | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:

- a** Receive a severance payment or change-of-control payment?
 - b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?
 - c** Participate in, or receive payment from, an equity-based compensation arrangement?
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.

5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

- a** The organization?
 - b** Any related organization?
- If "Yes" to line 5a or 5b, describe in Part III.

6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

- a** The organization?
 - b** Any related organization?
- If "Yes" to line 6a or 6b, describe in Part III.

7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III

9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

	Yes	No
1b	X	
2	X	
4a		X
4b		X
4c		X
5a		X
5b		X
6a		X
6b		X
7		X
8		X
9		

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J (Form 990) 2011

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 JUDY L. GENSHAFT	(i)	0	0	0	0	0	0
	(ii)	421,756.	0	44,671.	21,882.	12,815.	501,124.
2 ARTHUR M. GUILFORD	(i)	0	0	0	0	0	0
	(ii)	207,266.	0	8,820.	18,962.	12,815.	247,863.
3 MARGARET M. SULLIVAN	(i)	0	0	0	0	0	0
	(ii)	252,256.	7,650.	1,020.	21,546.	14,717.	297,189.
4 RALPH C. WILCOX	(i)	0	0	0	0	0	0
	(ii)	334,800.	0	11,424.	20,421.	12,815.	379,460.
5 MARSHALL GOODMAN	(i)	0	0	0	0	0	0
	(ii)	254,911.	10,000.	9,656.	21,715.	12,815.	309,097.
6 JOEL MOMBERG	(i)	0	0	0	0	0	0
	(ii)	527,061.	15,908.	12,797.	33,707.	14,827.	604,300.
7 ROBERT FISCHMAN	(i)	0	0	0	0	0	0
	(ii)	161,617.	9,974.	1,040.	15,155.	12,815.	200,601.
8 NOREEN E. SEGREST	(i)	0	0	0	0	0	0
	(ii)	174,232.	10,471.	7,695.	16,669.	12,815.	221,882.
9 STEVEN BLAIR	(i)	0	0	3,402.	0	0	3,402.
	(ii)	197,675.	11,098.	10,028.	18,919.	12,815.	250,535.
10 RODNEY GRABOWSKI	(i)	0	0	0	0	0	0
	(ii)	221,443.	11,755.	9,563.	20,581.	12,815.	276,157.
11 DEBORAH LEE WILLIAMS	(i)	0	0	0	0	0	0
	(ii)	184,994.	10,650.	9,559.	17,214.	8,870.	231,287.
12 JULIE GILLESPIE	(i)	0	0	0	0	0	0
	(ii)	128,801.	6,057.	7,620.	10,331.	12,815.	165,624.
13 VICKI MITCHELL	(i)	0	0	0	0	0	0
	(ii)	128,263.	7,263.	6,600.	10,192.	6,052.	158,370.
14 SUSAN MURRAY	(i)	0	0	0	0	0	0
	(ii)	125,382.	6,930.	740.	11,625.	6,052.	150,729.
15	(i)						
	(ii)						
16	(i)						
	(ii)						

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

SUPPLEMENTAL COMPENSATION INFORMATION

SCHEDULE J

EMPLOYEES OF THE UNIVERSITY PERFORM OPERATING FUNCTIONS FOR THE FOUNDATION. THE UNIVERSITY TRACKS, ADMINISTERS, AND REPORTS ALL PAYROLL AND FRINGE BENEFIT COSTS. THE FOUNDATION TRANSFERS FUNDS TO THE UNIVERSITY FOR THESE COSTS, ESTIMATING THE SALARY COSTS OF INDIVIDUALS DEVOTING EFFORT TO THE FOUNDATION AND APPLIES A 28% FRINGE BENEFIT RATE IN ADDITION TO THE BASE SALARY COSTS. THE AMOUNT FUNDED BY THE FOUNDATION TO THE UNIVERSITY WAS APPROXIMATELY \$3,951,000 FOR THE YEAR ENDED JUNE 30, 2012.

SUPPLEMENTAL COMPENSATION INFORMATION

SCHEDULE J, LINE 1A

THE FOUNDATION PAID FOR FIRST-CLASS OR CHARTER TRAVEL FOR THE FOLLOWING EMPLOYEE LISTED ON PART VII:

* JUDY L. GENSHAFT, PRESIDENT, UNIVERSITY OF SOUTH FLORIDA

THE FIRST-CLASS OR CHARTER TRAVEL EXPENSES INCURRED WERE FOR A BONA FIDE BUSINESS PURPOSE AND THUS NOT INCLUDED IN THE TAXABLE COMPENSATION OF THIS INDIVIDUAL.

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

THE FOUNDATION PAID TRAVEL EXPENSES FOR THE SPOUSES OF THE FOLLOWING

EMPLOYEES LISTED ON PART VII:

* JOEL MOMBERG, SR. VICE PRESIDENT, UNIVERSITY ADVANCEMENT AND CEO, USF
FOUNDATION

* RODNEY GRABOWSKI, SR. ASSOCIATE VICE PRESIDENT, UNIVERSITY ADVANCEMENT

* JULIE GILLESPIE, ASSOCIATE VICE PRESIDENT-PRINCIPAL & LEADERSHIP GIFTS

THE TRAVEL EXPENSES INCURRED BY THE EMPLOYEES' SPOUSES WERE FOR A BONA
FIDE BUSINESS PURPOSE AND THUS NOT INCLUDED IN THE TAXABLE COMPENSATION
OF THESE INDIVIDUALS.

THE FOUNDATION PAID SOCIAL CLUB DUES OR INITIATION FEES, SPECIFICALLY FOR
FUNDRAISING PURPOSES FOR THE FOLLOWING INDIVIDUALS LISTED ON PART VII:

* JOEL MOMBERG, SR. VICE PRESIDENT, UNIVERSITY ADVANCEMENT AND CEO, USF
FOUNDATION

* JUDY L. GENSHAFT, PRESIDENT, UNIVERSITY OF SOUTH FLORIDA

* MARSHALL GOODMAN, VICE PRESIDENT AND CEO, UNIVERSITY OF SOUTH FLORIDA
POLYTECHNIC

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

* ARTHUR M. GUILFORD, REGIONAL CHANCELLOR, UNIVERSITY OF SOUTH FLORIDA

SARASOTA MANATEE

* RALPH C. WILCOX, EXECUTIVE VP AND PROVOST, UNIVERSITY OF SOUTH FLORIDA

* STEVE BLAIR, ASSOCIATE VICE PRESIDENT AND CHIEF DEVELOPMENT OFFICER,

USF HEALTH DEVELOPMENT

* RODNEY GRABOWSKI, SR. ASSOCIATE VICE PRESIDENT, UNIVERSITY ADVANCEMENT

* DEBORAH LEE WILLIAMS, ASSOCIATE VICE PRESIDENT, CONSTITUENT

DEVELOPMENT

THE FULL AMOUNT OF THESE PAYMENTS IS INCLUDED IN THE INDIVIDUALS' TAXABLE

COMPENSATION.

SUPPLEMENTAL COMPENSATION INFORMATION

SCHEDULE J, PART II, LINE B(III)

INCLUDED IN OTHER REPORTABLE COMPENSATION FOR STEVE BLAIR IS \$3,402 IN

UNRELATED COMPENSATION FROM USF COLLEGE OF MEDICINE ACADEMIC SUPPORT

FUND. THIS COMPENSATION WAS A REIMBURSEMENT FOR INSURANCE RELATED

EXPENSES.

SCHEDULE L
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions With Interested Persons

▶ **Complete if the organization answered "Yes" on Form 990, Part IV, line 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V, line 38a or 40b.**
▶ **Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.**

OMB No. 1545-0047

2011

Open To Public Inspection

Name of the organization
UNIVERSITY OF SOUTH FLORIDA FOUNDATION

Employer identification number
59-0879015

Part I Excess Benefit Transactions (section 501(c)(3) and section 501(c)(4) organizations only).

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b.

1	(a) Name of disqualified person	(b) Description of transaction	(c) Corrected?	
			Yes	No
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				

- 2 Enter the amount of tax imposed on the organization managers or disqualified persons during the year under section 4958 ▶ \$ _____
- 3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization ▶ \$ _____

Part II Loans to and/or From Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 26, or Form 990-EZ, Part V, line 38a.

1	(a) Name of interested person and purpose	(b) Loan to or from the organization?		(c) Original principal amount	(d) Balance due	(e) In default?		(f) Approved by board or committee?		(g) Written agreement?	
		To	From			Yes	No	Yes	No	Yes	No
		(1)									
(2)											
(3)											
(4)											
(5)											
(6)											
(7)											
(8)											
(9)											
(10)											

Total ▶ \$ _____

Part III Grants or Assistance Benefiting Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

1	(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount and type of assistance
(1)			
(2)			
(3)			
(4)			
(5)			
(6)			
(7)			
(8)			
(9)			
(10)			

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule L (Form 990 or 990-EZ) 2011

Part IV Business Transactions Involving Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
(1) SUNTRUST BANK	SEE PART V	36,535.	BANK SERVICES		X
(2) TECO ENERGY FOUNDATION	SEE PART V	179,353.	PAYMENT FOR SUITE USE		X
(3)					
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					

Part V Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule L (see instructions).

BUSINESS TRANSACTIONS INVOLVING INTERESTED PERSONS

SCHEDULE L, PART IV

KERI A. GAWRYCH IS AN EXECUTIVE VICE PRESIDENT FOR SUNTRUST BANK. MS.

GAWRYCH ALSO SERVES AS A MEMBER OF THE USF FOUNDATION BOARD OF DIRECTORS.

SUNTRUST BANK PROVIDES THE USF FOUNDATION WITH BANKING AND TRUST SERVICES

COSTING \$25,370 AND \$11,165 RESPECTIVELY IN FISCAL YEAR 2012. THE

FOUNDATION SELECTS ITS PROVIDER THROUGH A REQUEST FOR PROPOSAL PROCESS

EVERY 5 -7 YEARS OR AS THE NEEDS OF THE FOUNDATION CHANGE. THIS

RELATIONSHIP WAS NEGOTIATED AT ARM'S LENGTH THROUGH THE NORMAL COURSE OF

BUSINESS.

GORDON L. GILLETTE IS PRESIDENT OF TAMPA ELECTRIC & PEOPLES GAS (TECO)

AND A DIRECTOR OF TECO ENERGY FOUNDATION INC. MR. GILLETTE ALSO SERVES AS

CHAIRMAN ON THE USF FOUNDATION BOARD OF DIRECTORS. THE FOUNDATION PAID

\$179,352 TO TECO ENERGY FOUNDATION, INC. FOR USE OF ITS SUITE IN RAYMOND

JAMES STADIUM DURING USF FOOTBALL HOME GAMES. THE SUITE WAS USED FOR

DONOR CULTIVATION AND STEWARDSHIP.

CONFLICTS OF INTEREST PROCEDURES WERE FOLLOWED IN ALL BOARD ACTIONS

Part IV Business Transactions Involving Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
(1)					
(2)					
(3)					
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					

Part V Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule L (see instructions).

REGARDING THESE MATTERS.

**SCHEDULE M
(Form 990)**

Department of the Treasury
Internal Revenue Service

Noncash Contributions

▶ **Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.**
▶ **Attach to Form 990.**

OMB No. 1545-0047

2011

**Open To Public
Inspection**

Name of the organization UNIVERSITY OF SOUTH FLORIDA FOUNDATION	Employer identification number 59-0879015
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Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art	X	5.	11,401.	OPINIONS OF EXPERTS
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications	X		178,187.	SALE COMPARABLE PRPT
5 Clothing and household goods	X		59,695.	
6 Cars and other vehicles				
7 Boats and planes	X	7.	282,339.	OPINIONS OF EXPERTS
8 Intellectual property				
9 Securities - Publicly traded	X	15.	13,008.	COST / SELLING PRICE
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory	X	6.	4,763.	COST / SELLING PRICE
20 Drugs and medical supplies	X	5.	72,034.	COST / SELLING PRICE
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (ATCH 1)		73.	27,398,767.	
26 Other ▶ ()				
27 Other ▶ ()				
28 Other ▶ ()				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement	29	6.
---	-----------	----

	Yes	No
30 a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?		X
b If "Yes," describe the arrangement in Part II.		
31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?	X	
32 a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?	X	
b If "Yes," describe in Part II.		
33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.		

For Paperwork Reduction Act Notice, see the Instructions for Form 990. Schedule M (Form 990) (2011)

Part II **Supplemental Information.** Complete this part to provide the information required by Part I, lines 30b, 32b, and 33. Also complete this part for any additional information.

USE OF THIRD-PARTY TO SELL NON CASH CONTRIBUTIONS

SCHEDULE M, LINE 32B

THE FOUNDATION USES A THIRD PARTY AUCTIONEER SERVICE TO SELL DONATED ITEMS THAT IT DOES NOT INTEND TO KEEP IN ITS PERMANENT COLLECTION (LIKE JEWELRY), OR HAVE AN INTERNAL USE FOR (LIKE A VEHICLE). AFTER THE AUCTIONEER FINDS A WILING BUYER, THE FOUNDATION RECEIVES THE PROCEEDS OF THESE TRANSACTIONS MINUS A SERVICE FEE. THE USF FOUNDATION UTILIZES CHARITABLE AUTO RESOURCES (CARS) AS A SERVICE PROVIDER FOR THE FACILITATION OF THE WUSF PUBLIC BROADCASTING DIVISION OF THE UNIVERSITY OF SOUTH FLORIDA VEHICLE DONATION PROGRAM. CARS ACTS AS AN AUTHORIZED AGENT TO PROCESS DONATED VEHICLES AND PROVIDES WRITTEN SUBSTANTIATION OF DONATIONS TO DONORS INCLUDING APPROPRIATE TAX FORMS. CARS RETAINS A PORTION OF THE NET VEHICLE DONATION PROGRAM PROCEEDS AND DISTRIBUTES THE REMAINDER TO THE USF FOUNDATION TO BENEFIT WUSF PUBLIC BROADCASTING.

Part II **Supplemental Information.** Complete this part to provide the information required by Part I, lines 30b, 32b, and 33. Also complete this part for any additional information.ATTACHMENT 1SCHEDULE M, PART I - OTHER NONCASH CONTRIBUTIONS

<u>DESCRIPTION</u>	<u>(A) CHECK</u>	<u>(B) NUMBER OF CONTRIBUTIONS</u>	<u>(C) REVENUES REPORTED</u>	<u>(D) METHOD OF DETERMINING</u>
MISCELLANEOUS	X	18.	23,669.	SALE COMPARABLE PRPT
LANDSCAPING MATERIALS	X	7.	4,643.	COST / SELLING PRICE
OFFICE SUPPLIES & EQUIPME	X	23.	442,669.	COST / SELLING PRICE
INFORMATION TECHNOLOGY	X	25.	26,927,786.	COST / SELLING PRICE
TOTALS		<u>73.</u>	<u>27,398,767.</u>	

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

**Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.**

OMB No. 1545-0047

2011

**Open to Public
Inspection**

Name of the organization

UNIVERSITY OF SOUTH FLORIDA FOUNDATION

Employer identification number

59-0879015

EMPLOYEE COMPENSATION REPORTING

FORM 990, PARTS IV AND VIII-X

AS REPORTED ON FORM 990, PART I, LINE 5, THE UNIVERSITY OF SOUTH FLORIDA FOUNDATION ("USFF") DOES NOT HAVE EMPLOYEES. HOWEVER, USFF SHARES THE COST OF PERSONNEL, SERVICES, FACILITIES, AND EXPENSES WITH THE UNIVERSITY OF SOUTH FLORIDA ("USF"), A RELATED ORGANIZATION. THE COSTS OF THESE SERVICES ARE ALLOCATED TO USFF ON VARIOUS LINES OF PARTS VIII-X OF THIS RETURN.

SIGNIFICANT CHANGES TO GOVERNING DOCUMENTS

FORM 990, PART VI, LINE 4

SUMMARY OF BYLAWS CHANGES

OCTOBER 2011

GLOBAL CHANGES:

"USF" OR "UNIVERSITY" CHANGED TO "UNIVERSITY SYSTEM"

"FOUNDATION BOARD OF TRUSTEES" CHANGED TO "FOUNDATION BOARD"

"TRUSTEES" CHANGED TO "MEMBERS" OR "BOARD MEMBERS"

"FINANCE AND ADMINISTRATION COMMITTEE" CHANGED TO "FINANCE COMMITTEE"

TITLES OF USF POSITIONS UPDATED

SUBSTANTIVE CHANGES:

ARTICLE I, SECTION 3: VOTING MEMBERS ARE NOW EITHER "ELECTED" OR

"DESIGNATED" AND NON-VOTING MEMBERS ARE EITHER CAMPUS CEO'S, EMERITUS OR

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OTHER. THIS CLARIFIES THE CATEGORIES OF MEMBERSHIP ON THE BOARD.

ARTICLE II, SECTION 2(B): ELIMINATED CHIEF FINANCIAL OFFICER AND FOUNDATION GENERAL COUNSEL AS NON-VOTING MEMBERS.

ARTICLE II, SECTION 3(A): ADDED TERM LIMITS FOR ELECTED MEMBERS. 3 CONSECUTIVE 3-YEAR TERMS MAY BE SERVED BEFORE AN ELECTED MEMBER MUST TAKE A MANDATORY ONE YEAR BREAK IN SERVICE FROM THE BOARD. THEREAFTER THE PERSON IS ELIGIBLE FOR RE-ELECTION OR APPOINTMENT. FOR MEMBERS APPOINTED TO FILL A VACANCY WITH A REMAINING TERM OF 2 YEARS OR MORE, THE PARTIAL TERM SHALL SERVE AS THEIR FIRST TERM AND THEY CAN SERVE 2 ADDITIONAL CONSECUTIVE TERMS. IF APPOINTED TO A VACANT POSITION FOR A TERM REMAINING OF LESS THAN 2 YEARS, THEN THEY MAY STILL BE ELECTED TO 3 CONSECUTIVE 3-YEAR TERMS AFTER SERVING THE REMAINING TERM OF THE VACANT POSITION.

ARTICLE II, SECTION 3(C): DESCRIBES EMERITUS MEMBERSHIP AND ADDED THAT THE EMERITUS SOCIETY SHALL NOMINATE FUTURE EMERITUS MEMBERS, SHALL REPORT ON ITS NOMINATIONS TO THE NOMINATING AND BOARD DEVELOPMENT COMMITTEE AND SUCH MEMBERS SHALL BE ELECTED BY THE BOARD. EMERITUS MEMBERS SHALL SERVE UNTIL THEIR DEATH, RESIGNATION OR INCAPACITY.

ARTICLE II, SECTION 4(D): ALLOWS BOARD MEMBER VACANCIES TO BE FILLED BY THE FOUNDATION BOARD CHAIR. ELIMINATES THE REQUIREMENT THAT THE PRESIDENT OF THE UNIVERSITY CONCUR WITH THE APPOINTMENT.

ARTICLE II, SECTION 4(E): PERMITS ELECTION OF A NEW MEMBER OUTSIDE THE NORMAL ELECTION CYCLE WHERE THERE IS AN EXCEPTIONAL CANDIDATE.

ARTICLE II, SECTION 5(C): NOTICE OF MEETINGS REDUCED FROM 15 TO 10 DAYS.

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ARTICLE II, SECTION 6: ONCE A QUORUM IS ESTABLISHED AT A MEETING THEN THOSE PRESENT AT THE TIME OF A VOTE MAY CONTINUE AND TAKE ACTION EVEN IF THE QUORUM IS LOST DURING THE MEETING.

ARTICLE III, SECTION 1: ADDED SAME QUORUM PROVISION FOR COMMITTEES AS FOR BOARD, PROVIDING THAT ONCE A QUORUM IS ESTABLISHED, ACTION MAY BE TAKEN DURING THE MEETING EVEN IF THE QUORUM IS LATER LOST.

ARTICLE III, SECTION 2(A): ELIMINATED THE REQUIREMENT THAT ALL ACTIONS OF THE EXECUTIVE AND GOVERNANCE COMMITTEE BE REPORTED TO ITS MEMBERS IN WRITING WITHIN 45 DAYS.

ARTICLE III, SECTION 2(B): NOMINATING AND BOARD DEVELOPMENT COMMITTEE MEMBERSHIP REDUCED FROM NO FEWER THAN 7 TO NO FEWER THAN 5 MEMBERS.

ARTICLE III, SECTION 2(C): FINANCE COMMITTEE DUTIES WERE REVISED AND A THRESHOLD OF NO FEWER THAN 7 MEMBERS WAS ADDED.

ARTICLE III, SECTION 2(D): THE MEMBERSHIP ON THE INVESTMENT COMMITTEE NOW PROVIDES FOR NO FEWER THAN 7 MEMBERS INSTEAD OF NO FEWER THAN 11 MEMBERS. DUTIES WERE REVISED.

ARTICLE III, SECTION 2(E): THE DUTIES OF THE AUDIT COMMITTEE WERE CHANGED AND THE MEMBERSHIP WAS REDUCED FROM NO FEWER THAN 6 MEMBERS TO NO FEWER THAN 5 MEMBERS.

ARTICLE III, SECTION 2(F): A NEW STANDING COMMITTEE, THE GOVERNMENT RELATIONS COMMITTEE, WAS ADDED. NEW DUTIES DESCRIBED. NO FEWER THAN 5 MEMBERS SHALL SERVE ON THE COMMITTEE.

ARTICLE III, SECTION 2(G): DEVELOPMENT COMMITTEE DUTIES UPDATED TO REFLECT ACTUAL PRACTICE. ADDED THAT DURING CAMPAIGNS THE COMMITTEE MAY BE REFERRED TO AS THE CAMPAIGN COMMITTEE.

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ARTICLE III, SECTION 2(H): OTHER COMMITTEES MAY BE ESTABLISHED.

NON-MEMBERS MAY SERVE ON COMMITTEES.

ARTICLE IV, SECTION 2: ELIMINATED LANGUAGE ALLOWING ONE PERSON TO HOLD TWO OFFICES ON THE FOUNDATION BOARD.

ARTICLE IV, SECTION 3(A): ADDED THAT THE CHAIRPERSON OF THE FOUNDATION BOARD DOES NOT VOTE ON THE AUDIT COMMITTEE AS REQUIRED BY THE AUDIT COMMITTEE CHARTER.

ARTICLE IV, SECTION 3(C): ELIMINATED THE REQUIREMENT THAT GIFTS OF REAL PROPERTY BE APPROVED BY A MAJORITY OF THE OFFICERS OF THE FOUNDATION. ADDED THAT CEO CAN DELEGATE TO EITHER CFO OR FOUNDATION COUNSEL.

ARTICLE IV, SECTION 3(E): ELIMINATED THE LANGUAGE PROVIDING THAT THE TREASURER APPROVES DAY-TO-DAY TRANSACTIONS IN THE ABSENCE OF THE CEO.

ARTICLE V, SECTION 2: ELIMINATED THIS SECTION REQUIRING DEPOSITED FUNDS IN ONLY FDIC INSURED.

ARTICLE V, SECTION 4: ELIMINATED THIS SECTION AS THE QUARTERLY EXPENDITURE PLANS ARE COVERED IN ARTICLE IV, SECTION 3(G) (5).

ARTICLE VI, SECTION 1: ELIMINATED THIS SECTION AS THE POLICY ON CONFIDENTIALITY OF FOUNDATION DOCUMENTS WAS A REQUIREMENT OF THE FORMER BOARD OF REGENTS IN THE 1990'S. THIS REQUIREMENT NO LONGER EXISTS AND OUR PRACTICE IS TO FOLLOW FLORIDA LAW.

ARTICLE VII, SECTIONS 1 AND 3: ADDED A REFERENCE TO THE ANNUAL CONFLICT OF INTEREST CERTIFICATION AND THE ETHICAL REQUIREMENT OF THE CONFLICT OF INTEREST POLICY.

ARTICLE XI: CHANGED REFERENCE TO PARLIAMENTARY PROCEDURES TO BE FOLLOWED FROM ROBERT'S RULES OF ORDER TO THE MODERN RULES OF ORDER: A GUIDE FOR

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CONDUCTING BUSINESS MEETINGS BY DONALD A. TORTORICE (1999).

DESCRIPTION OF CLASSES OF MEMBERS OR STOCKHOLDERS

FORM 990, PART VI, LINE 6

THE FOUNDATION IS ESTABLISHED PURSUANT TO SECTION 1004.28 FLORIDA STATUTES, AS A DIRECT-SUPPORT ORGANIZATION OF THE UNIVERSITY OF SOUTH FLORIDA. THE GENERAL NATURE OF THE FOUNDATION IS TO PROVIDE PHILANTHROPIC SUPPORT; IN THE FORM OF MONEY AND OTHER FORMS OF PROPERTY AND SERVICES TO THE UNIVERSITY OF SOUTH FLORIDA SYSTEM ("UNIVERSITY SYSTEM") AND PERSONS, ASSOCIATIONS AND CORPORATIONS ASSOCIATED THEREWITH; TO PROMOTE EDUCATION AND OTHER RELATED ACTIVITIES OF THE UNIVERSITY SYSTEM; AND TO ENCOURAGE RESEARCH, LEARNING AND DISSEMINATION OF INFORMATION. THE FOUNDATION IS AUTHORIZED TO ACT AS THE FIDUCIARY AGENT ON BEHALF OF THE UNIVERSITY SYSTEM FOR THE RECEIPT, MANAGEMENT, AND DISTRIBUTION OF ALL PRIVATE GIFTS MADE TO OR FOR THE BENEFIT OF THE UNIVERSITY SYSTEM. THE ROLE OF THE FOUNDATION BOARD SPECIFICALLY INCLUDES ENCOURAGING PHILANTHROPIC SUPPORT OF UNIVERSITY PRIORITIES; APPROVAL OF POLICY; OVERSIGHT OF FINANCIAL MANAGEMENT; PARTICIPATION IN LONG-RANGE STRATEGIC PLANNING; PROVIDING VOLUNTEER LEADERSHIP FOR THE UNIVERSITY SYSTEM'S FUNDRAISING EFFORTS; AND SERVING IN AN ADVISORY CAPACITY TO THE UNIVERSITY SYSTEM PRESIDENT.

THE MEMBERS OF THE FOUNDATION SHALL BE THE FOUNDATION BOARD, COMPRISED OF THE VOTING MEMBERS, INCLUDING ELECTED AND DESIGNATED MEMBERS; AND THE NON-VOTING MEMBERS, INCLUDING CAMPUS EXECUTIVE OFFICERS, EMERITUS MEMBERS AND OTHER INDIVIDUALS ELECTED PURSUANT TO ARTICLE II, SECTION 2(B).

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THE FOUNDATION SHALL BE MANAGED BY AND UNDER THE DIRECTION OF THE FOUNDATION BOARD, AND BY OFFICERS AND COMMITTEES THEREOF, AS POWERS MAY BE DELEGATED TO SUCH OFFICERS AND COMMITTEES BY THESE BYLAWS OR BY RESOLUTION OF THE FOUNDATION BOARD.

(A) VOTING MEMBERS.

THE FOUNDATION BOARD SHALL BE COMPOSED OF AT LEAST TWENTY (20), BUT NOT MORE THAN FIFTY (50) ELECTED MEMBERS, ONE OF WHOM SHALL BE A FULL-TIME FACULTY MEMBER OR A DEAN OF THE UNIVERSITY SYSTEM. IN ADDITION, THE FOLLOWING WILL SERVE AS DESIGNATED MEMBERS OF THE FOUNDATION:

- (1) PRESIDENT OF THE UNIVERSITY SYSTEM.
- (2) PROVOST AND EXECUTIVE VICE PRESIDENT OF THE UNIVERSITY SYSTEM.
- (3) SR. VICE PRESIDENT FOR UNIVERSITY ADVANCEMENT OF THE UNIVERSITY SYSTEM.
- (4) CHIEF OPERATING OFFICER OF THE UNIVERSITY SYSTEM.
- (5) PRESIDENT OF THE UNIVERSITY OF SOUTH FLORIDA ALUMNI ASSOCIATION.
- (6) PRESIDENT OF THE USF BULLS CLUB.

PROVIDED, HOWEVER, THAT ANY PERSON HOLDING MORE THAN ONE OF THE ABOVE OFFICES SHALL HAVE ONLY ONE VOTE AS A MEMBER OF THE FOUNDATION BOARD.

(B) NON-VOTING MEMBERS.

- (1) THE CAMPUS EXECUTIVE OFFICERS OF EACH REGIONAL CAMPUS OR

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INSTITUTION OF THE UNIVERSITY SYSTEM;

(2) THE EMERITUS MEMBERS;

(3) OTHER INDIVIDUALS MAY SERVE AS NON-VOTING MEMBERS. SUCH MEMBERS SHALL BE NOMINATED BY MAJORITY VOTE OF THE NOMINATING AND BOARD DEVELOPMENT COMMITTEE AND SHALL BE ELECTED BY MAJORITY VOTE OF THE FOUNDATION BOARD.

DESCRIBE THE PROCESS USED BY MANAGEMENT &/OR GOVERNING BODY TO REVIEW 990 FORM 990, PART VI, LINE 11B

A COMPLETE DRAFT OF FORM 990, PREPARED INTERNALLY IN CONJUNCTION WITH OUTSIDE TAX ACCOUNTANTS AND REVIEWED BY UPPER MANAGEMENT IS MADE AVAILABLE ELECTRONICALLY TO ALL MEMBERS OF THE FOUNDATION BOARD FOR COMMENT AT LEAST ONE WEEK PRIOR TO FILING. THE AUDIT COMMITTEE OF THE BOARD PERFORMS A THOROUGH AND DETAILED REVIEW OF THE FORM 990 AND OTHER FEDERAL FORMS PRIOR TO REVIEW BY THE FULL BOARD AND PRIOR TO FILING. THE AUDIT COMMITTEE CONSISTS OF SIX (6) VOTING MEMBERS AND FIVE (5) NON-VOTING MEMBERS. NON-VOTING MEMBERS INCLUDE MEMBERS OF THE BOARD THAT SERVE AS MANAGEMENT OF THE FOUNDATION OR THE UNIVERSITY.

DESCRIPTION OF PROCESS TO MONITOR TRANSACTIONS FOR CONFLICTS OF INTEREST FORM 990, PART VI, LINE 12C

DUE TO THE VARIED INTERESTS AND BACKGROUNDS OF THE MEMBERS OF THE BOARD, SITUATIONS INVOLVING POSSIBLE CONFLICTS OF INTEREST MAY ARISE. IT IS THE RESPONSIBILITY OF THE MEMBERS OF THE BOARD TO GOVERN THE USF FOUNDATION'S AFFAIRS HONESTLY, EXERCISING DUE CARE, SKILL AND JUDGMENT FOR THE BENEFIT OF THE FOUNDATION. POTENTIAL OR APPARENT CONFLICTS OF INTEREST ARE

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DESCRIBED IN THE USF FOUNDATION CONFLICT OF INTEREST AND CONFIDENTIAL INFORMATION POLICY. IF A CONFLICT OF INTEREST, IN FACT, EXISTS, THE BOARD MEMBER SHALL DISCLOSE THE POTENTIAL OR APPARENT CONFLICT OF INTEREST IN THE ANNUAL CONFLICT OF INTEREST DISCLOSURE FOR BOARD MEMBERS, OFFICERS, AND KEY EMPLOYEES AND SHALL ABSTAIN FROM PARTICIPATION IN ANY VOTE OR DISCUSSION INVOLVING THE MATTER. THE USF FOUNDATION BOARD MANAGER IS RESPONSIBLE FOR THE ANNUAL DISTRIBUTION OF THE CONFLICT OF INTEREST AND CONFIDENTIAL INFORMATION POLICY AND THE COLLECTION OF THE ANNUAL CONFLICT OF INTEREST DISCLOSURE FOR BOARD MEMBERS, OFFICERS AND KEY EMPLOYEES. THE BOARD MANAGER REPORTS ANY DISCLOSURE OF POTENTIAL OR APPARENT CONFLICTS WITH THE USF FOUNDATION'S CHAIR, CHIEF EXECUTIVE OFFICER AND RELEVANT COMMITTEE CHAIRPERSON.

OFFICES & POSITIONS FOR WHICH PROCESS WAS USED, & YEAR PROCESS WAS BEGUN
FORM 990, PART VI, LINE 15A AND 15B

THE USF FOUNDATION COMPENSATION COMMITTEE REVIEWED THE COMPENSATION PROVIDED BY THE USF FOUNDATION TO USF STAFF ALONG WITH MARKET SALARY DATA TO MAKE A DETERMINATION OF REASONABLENESS. THE STAFF SELECTED FOR REVIEW, AS REQUIRED BY THE INTERNAL REVENUE SERVICE, INCLUDED OFFICERS OR MEMBERS OF USF FOUNDATION BOARD WHO RECEIVE COMPENSATION FROM THE USF FOUNDATION, KEY EMPLOYEES AND HIGHEST PAID STAFF AND HAVE HAD CHANGES IN THEIR COMPENSATION SINCE THEIR REVIEW IN THE PRIOR YEAR. THE COMPENSATION COMMITTEE ALSO RECEIVED THE WRITTEN OPINION OF AN INDEPENDENT COMPENSATION CONSULTANT TO AID IN THE DETERMINATION OF REASONABLENESS. THIS COMPENSATION REVIEW IS UNDERTAKEN TO OBTAIN THE BENEFIT OF THE REBUTTABLE PRESUMPTION OF REASONABLENESS UNDER THE IRS RULES. THE

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COMPENSATION COMMITTEE MUST:

- * BE COMPOSED ENTIRELY OF INDIVIDUALS UNRELATED AND NOT SUBJECT TO THE CONTROL OF THE INDIVIDUAL'S WHOSE COMPENSATION IS BEING REVIEWED;
- * OBTAIN APPROPRIATE DATA AS TO THE COMPARABILITY OF SALARY; AND
- * DOCUMENT THE BASIS FOR ITS DETERMINATION THAT THE INDIVIDUAL'S COMPENSATION IS REASONABLE IN LIGHT OF THAT DATA.

DURING THE DISCUSSION OF ANY INDIVIDUAL'S SALARY THAT INDIVIDUAL MUST LEAVE THE ROOM. THE COMMITTEE'S CONCLUSIONS ARE DOCUMENTED IN THE OFFICIAL MINUTES OF THE MEETING. THE COMPENSATION REVIEW OCCURS WHEN NEW HIRES ARE MADE TO KEY POSITIONS OR WHEN SALARY DATA IS SOLICITED FROM AN INDEPENDENT CONSULTANT FOR MARKET COMPARISONS WHICH MAY BE ANNUALLY OR BI-ANNUALLY.

SALARY INFORMATION WAS REVIEWED IN MAY 2012 FOR THE FOLLOWING POSITIONS:

BOARD MEMBERS

PRESIDENT, UNIVERSITY OF SOUTH FLORIDA

SR. VICE PRESIDENT, UNIVERSITY ADVANCEMENT AND CEO, USF FOUNDATION

ASSOCIATE VICE PRESIDENT, ADVANCEMENT SERVICES AND USF FOUNDATION

COUNSEL

ASSOCIATE VICE PRESIDENT, BUSINESS & FINANCE AND USF FOUNDATION CFO

KEY EMPLOYEES

SR. ASSOCIATE VICE PRESIDENT, UNIVERSITY ADVANCEMENT AND CAMPAIGN

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DIRECTOR

ASSOCIATE VICE PRESIDENT, CONSTITUENT DEVELOPMENT

ASSOCIATE VICE PRESIDENT AND CHIEF DEVELOPMENT OFFICER, USF HEALTH
DEVELOPMENT, ASSOCIATE VICE PRESIDENT AND EXECUTIVE DIRECTOR OF USF
ALUMNI ASSOCIATION, DIRECTOR OF DEVELOPMENT/ASSOCIATE DIRECTOR,
INTERCOLLEGEIATE ATHLETICS

5 HIGHEST PAID

ASSISTANT VICE PRESIDENT OF DEVELOPMENT (PRINCIPAL GIFTS)

ASSOCIATE DIRECTOR, INTERCOLLEGIATE ATHLETICS

SR. DIRECTOR OF DEVELOPMENT, GIFT PLANNING

SR. DIRECTOR OF DEVELOPMENT, ANNUAL GIVING

SR. DIRECTOR OF DEVELOPMENT, ACADEMIC INITIATIVES

DIRECTOR OF DEVELOPMENT, CONSTITUENT DEVELOPMENT/ALUMNI ASSOCIATION

AVAIL OF GOV DOCS, CONFLICT OF INTEREST POLICY, & FIN STMTS TO GEN PUBLIC
FORM 990, PART VI, LINE 19

THE USF FOUNDATION POSTS ITS GOVERNING DOCUMENTS (ARTICLES OF
INCORPORATION AND BYLAWS), AUDITED FINANCIAL STATEMENTS FOR THE PRIOR
THREE (3) FISCAL YEARS, INTERNAL REVENUE SERVICE DETERMINATION LETTER OF
501(C)(3) STATUS, MOST RECENTLY FILED INFORMATIONAL RETURN FORM 990, AND
MOST RECENTLY FILED EXEMPT ORGANIZATION BUSINESS INCOME TAX RETURN FORM
990-T ON ITS WEBSITE ([HTTP://GIVING.USF.EDU](http://giving.usf.edu)) FOR PUBLIC INSPECTION. THE
FOUNDATION MAKES ITS CONFLICT OF INTEREST POLICY AVAILABLE TO THE PUBLIC
UPON REQUEST.

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HOURS DEVOTED FOR RELATED ORGANIZATION

FORM 990, PART VII, COLUMN B

THE FOLLOWING INDIVIDUALS DEVOTED AN ESTIMATED AVERAGE HOURS PER WEEK TO

A RELATED ORGANIZATION, THE UNIVERSITY OF SOUTH FLORIDA (USF):

JUDY L. GENSHAFT - 35 HOURS

MARSHALL GOODMAN - 35 HOURS

ARTHUR M. GUILFORD - 35 HOURS

JOHN T. SINNOTT - 35 HOURS

MARGARET M. SULLIVAN - 35 HOURS

RALPH C. WILCOX - 35 HOURS

FORM 990, PART VII, COLUMN B

DIRECTORS ARE NOT COMPENSATED FOR SERVICES AS A DIRECTOR TO THE BOARD.

OTHER CHANGES IN NET ASSETS

FORM 990, PART XI, LINE 5

OTHER CHANGES IN NET ASSETS OR FUND BALANCES DURING THE YEAR CONSISTED OF

(\$14,645,035) IN UNREALIZED LOSSES ON INVESTMENTS CARRIED AT MARKET

VALUE.

ATTACHMENT 1FORM 990, PART III, LINE 1 - ORGANIZATION'S MISSION

THE FOUNDATION SERVES AS THE OFFICIAL LEGAL CONDUIT FOR THE
ACCEPTANCE, INVESTMENT, AND DISTRIBUTION OF PRIVATE GIFTS IN SUPPORT
OF THE ACTIVITIES AND PROGRAMS OF THE UNIVERSITY OF SOUTH FLORIDA

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ATTACHMENT 1 (CONT'D)FORM 990, PART III, LINE 1 - ORGANIZATION'S MISSION

WHICH INCLUDES THE COLLEGES, CAMPUSES, HEALTH, ATHLETICS, AND OTHER APPROPRIATE UNIVERSITY-RELATED UNITS. SUPPORT IS GIVEN TO USF BY PROVIDING FUNDING FOR THE ENDOWED CHAIRS, GRANTS, AND STUDENT SCHOLARSHIPS AMONG OTHER ACTIVITIES.

ATTACHMENT 2FORM 990, PART V, LINE 4B - FOREIGN COUNTRIES

AUSTRALIA
 BELGIUM
 BRAZIL
 CANADA
 GERMANY
 HONG KONG
 SINGAPORE
 SWEDEN
 UNITED KINGDOM

ATTACHMENT 3990, PART VII- COMPENSATION OF THE FIVE HIGHEST PAID IND. CONTRACTORS

<u>NAME AND ADDRESS</u>	<u>DESCRIPTION OF SERVICES</u>	<u>COMPENSATION</u>
NATIONAL PUBLIC RADIO INC P.O. BOX 79540 BALTIMORE, MD 21279	PROGRAMMING FEES	588,972.
RUFFALO CODY & ASSOCIATES PO BOX 3018 CEDAR RAPIDS, IA 52406	FUNDRAISING EXPENSE	445,147.
JCP ASSOCIATES 28650 VIA D AREZZO DRIVE	LOBBYING FEES	341,250.

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ATTACHMENT 3 (CONT'D)

990, PART VII- COMPENSATION OF THE FIVE HIGHEST PAID IND. CONTRACTORS

<u>NAME AND ADDRESS</u>	<u>DESCRIPTION OF SERVICES</u>	<u>COMPENSATION</u>
BONITA SPRINGS, FL 34135		
PUBLIC BROADCASTING SERVICE 14400 COLLECTIONS CENTER DRIVE CHICAGO, IL 60693	NATL PROGRAMMING SRV	309,087.
CORCORAN JOHNSTON & BLAIR 13309 THOROUGHBRED DRIVE DADE CITY, FL 33525-6215	LOBBYING FEES	148,600.
	TOTAL COMPENSATION	<u>1,833,056.</u>

**SCHEDULE R
(Form 990)**

Related Organizations and Unrelated Partnerships

OMB No. 1545-0047

2011

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

▶ **Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.**
▶ **Attach to Form 990.** ▶ **See separate instructions.**

Name of the organization
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Employer identification number
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Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" to Form 990, Part IV, line 33.)

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1) -----					
(2) -----					
(3) -----					
(4) -----					
(5) -----					
(6) -----					

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
(1) UNIVERSITY OF SOUTH FLORIDA 59-3102112 4202 E. FOWLER AVE TAMPA, FL 33620	EDUCATION	FL	GOVT	N/A	N/A		X
(2) USF ALUMNI ASSOCIATION 23-7357236 4202 E. FOWLER AVE TAMPA, FL 33620	ALUMNI RELATN	FL	501(C)(3)	11-TYPE 3	N/A		X
(3) -----							
(4) -----							
(5) -----							
(6) -----							
(7) -----							

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule R (Form 990) 2011

Part III Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

Table with 11 columns: (a) Name, address, and EIN of related organization; (b) Primary activity; (c) Legal domicile; (d) Direct controlling entity; (e) Predominant income; (f) Share of total income; (g) Share of end-of-year assets; (h) Disproportionate allocations? (Yes/No); (i) Code V-UBI amount; (j) General or managing partner? (Yes/No); (k) Percentage ownership. Rows 1-7 are dashed.

Part IV Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

Table with 8 columns: (a) Name, address, and EIN of related organization; (b) Primary activity; (c) Legal domicile; (d) Direct controlling entity; (e) Type of entity; (f) Share of total income; (g) Share of end-of-year assets; (h) Percentage ownership. Rows 1-7 are dashed.

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35, 35a, or 36.)

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

	Yes	No
1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?		
a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity		X
b Gift, grant, or capital contribution to related organization(s)	X	
c Gift, grant, or capital contribution from related organization(s)	X	
d Loans or loan guarantees to or for related organization(s)	X	
e Loans or loan guarantees by related organization(s)		X
f Sale of assets to related organization(s)		X
g Purchase of assets from related organization(s)		X
h Exchange of assets with related organization(s)	X	
i Lease of facilities, equipment, or other assets to related organization(s)		X
j Lease of facilities, equipment, or other assets from related organization(s)		X
k Performance of services or membership or fundraising solicitations for related organization(s)	X	
l Performance of services or membership or fundraising solicitations by related organization(s)	X	
m Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	X	
n Sharing of paid employees with related organization(s)	X	
o Reimbursement paid to related organization(s) for expenses	X	
p Reimbursement paid by related organization(s) for expenses	X	
q Other transfer of cash or property to related organization(s)		X
r Other transfer of cash or property from related organization(s)		X

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

(a) Name of other organization	(b) Transaction type (a-r)	(c) Amount involved	(d) Method of determining amount involved
(1)			
(2)			
(3)			
(4)			
(5)			
(6)			

Part VI Unrelated Organizations Taxable as a Partnership (Complete if the organization answered "Yes" on Form 990, Part IV, line 37.)

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under section 512-514)	(e) Are all partners section 501(c)(3) organizations?		(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
				Yes	No			Yes	No		Yes	No	
(1) -----													
(2) -----													
(3) -----													
(4) -----													
(5) -----													
(6) -----													
(7) -----													
(8) -----													
(9) -----													
(10) -----													
(11) -----													
(12) -----													
(13) -----													
(14) -----													
(15) -----													
(16) -----													

Part VII **Supplemental Information**

Complete this part to provide additional information for responses to questions on Schedule R (see instructions).
