

Return of Organization Exempt From Income Tax

2011

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

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 7/01, 2011, and ending 6/30, 2012

- B Check if applicable: Address change, Name change, Initial return, Terminated, Amended return, Application pending

C The University of Connecticut Foundation, Inc. 2390 Alumni Drive #3206 Storrs, CT 06269

D Employer Identification Number 06-6070722

E Telephone number (860) 486-5000

G Gross receipts \$ 61,034,656.

F Name and address of principal officer: Same As C Above

H(a) Is this a group return for affiliates? Yes No (checked)
H(b) Are all affiliates included? Yes No

I Tax-exempt status: X 501(c)(3), 501(c) () (insert no.), 4947(a)(1) or 527

J Website: www.foundation.uconn.edu

H(c) Group exemption number

K Form of organization: X Corporation, Trust, Association, Other

L Year of formation: 1964 M State of legal domicile: CT

Part I Summary

1 Briefly describe the organization's mission or most significant activities: The University of Connecticut Foundation, Inc.'s mission is to solicit, receive and administer gifts and financial resources from private sources for the benefit of all campuses and programs of the University of Connecticut.

Table with 2 columns: Description and Amount. Rows include: 2 Check this box, 3 Number of voting members (3), 4 Number of independent voting members (4), 5 Total number of individuals employed (159), 6 Total number of volunteers (110), 7a Total unrelated business revenue (-66,841), 7b Net unrelated business taxable income (-89,853).

Table with 3 columns: Description, Prior Year, Current Year. Rows include: 8 Contributions and grants (32,185,542 vs 39,505,200), 9 Program service revenue (8,593,667 vs 8,704,305), 10 Investment income (22,522,310 vs 12,276,365), 11 Other revenue (-83,524 vs -138,817), 12 Total revenue (63,217,995 vs 60,347,053), 13 Grants and similar amounts paid (25,085,269 vs 28,986,706), 14 Benefits paid (9,698,691 vs 10,359,344), 15 Salaries, other compensation (686,337 vs 638,514), 16a Professional fundraising fees (6,780,587 vs 5,906,933), 16b Total fundraising expenses (11,175,087), 17 Other expenses (42,250,884 vs 45,891,497), 18 Total expenses (20,967,111 vs 14,455,556), 19 Revenue less expenses.

Table with 3 columns: Description, Beginning of Current Year, End of Year. Rows include: 20 Total assets (396,308,288 vs 398,575,988), 21 Total liabilities (18,201,176 vs 14,635,698), 22 Net assets or fund balances (378,107,112 vs 383,940,290).

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 (Kevin A. Edwards), Date (2/13/2013), Type or print name and title (Vice President)

Paid Preparer Use Only: Print/type preparer's name, Preparer's signature (Non-Paid Preparer), Date, Check self-employed, PTIN, Firm's name, Firm's address, Firm's EIN, Phone no.

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



Department of the Treasury
Internal Revenue Service
Ogden UT 84201

For assistance, call:
1-877-829-5500

Notice Number: CP211A
Date: October 8, 2012

Taxpayer Identification Number:
06-6070722
Tax Form: 990
Tax Period: June 30, 2012

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UNIVERSITY OF CONNECTICUT
FOUNDATION INCORPORATED
2390 ALUMNI DR
STORRS CT 06269-9004

096816

APPLICATION FOR EXTENSION OF TIME TO FILE AN EXEMPT ORGANIZATION RETURN - APPROVED

We received and approved your Form 8868, Application for Extension of Time to File an Exempt Organization Return, for the return (form) and tax period identified above. Your extended due date to file your return is **February 15, 2013**.

When it's time to file your Form 990, 990-EZ, 990-PF or 1120-POL, you should consider filing electronically. Electronic filing is the fastest, easiest and most accurate way to file your return. For more information, visit the Charities and Nonprofit web at www.irs.gov/eo. This site will provide information about:

- The type of returns that can be filed electronically,
- approved e-File providers, and
- if you are required to file electronically.

If you have any questions, please call us at the number shown above, or you may write us at the address shown at the top of this letter.

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission:

The University of Connecticut Foundation, Inc.'s mission is to solicit, receive and administer gifts and financial resources from private sources for the benefit of all campuses and programs of the University of Connecticut.

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 [X] No

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? [] Yes [X] No

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: [redacted]) (Expenses \$ 10,918,568. including grants of \$ 10,918,568.) (Revenue \$ [redacted])

Scholarships, awards and fellowships. The University of Connecticut Foundation, Inc. receives gifts on behalf of donors restricted to the support of financial aid for University of Connecticut students. To ensure compliance with all University, federal and state financial aid requirements the University selects the student recipients and makes the awards directly to students. After receiving appropriate documentation from the University the Foundation provides grants to the University to fund financial aid expenditures. The expenditures are funded from investment income earned on endowment funds restricted to financial aid and gifts restricted for financial aid.

4b (Code: [redacted]) (Expenses \$ 7,796,967. including grants of \$ 7,796,967.) (Revenue \$ [redacted])

See Schedule O

4c (Code: [redacted]) (Expenses \$ 7,496,157. including grants of \$ 7,496,157.) (Revenue \$ [redacted])

Program Services The University of Connecticut Foundation, Inc. receives gifts on behalf of donors restricted to the support of programs at the University. Generally the expenditure is made to the vendor directly by the University with the Foundation then providing a grant to the University to fund the expenditure after receiving appropriate documentation. Occasionally the Foundation will pay the vendor directly.

4d Other program services. (Describe in Schedule O.) See Schedule O (Expenses \$ 2,775,014. including grants of \$ 2,775,014.) (Revenue \$ 8,704,305.)

4e Total program service expenses 28,986,706.

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>	1 X	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> (see instructions)?	2 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>	3	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>	4 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>	5	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>	6	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>	7	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>	8	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>	9 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>	10 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>	11a 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>	11b 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>	11c	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>	11d 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>	11e 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>	11f	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>	12a	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>	12b X	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If 'Yes,' complete Schedule E</i>	13	X
14a Did the organization maintain an office, employees, or agents outside of the United States?	14a	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>	14b 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>	15	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>	16	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>	17 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>	18 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>	19	X
20 a Did the organization operate one or more hospital facilities? <i>If 'Yes,' complete Schedule H</i>	20	X
b If 'Yes' to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b	

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to governments and organizations 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	
24a 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, and 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?		X
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?		X
d Did the organization act as an 'on behalf of' issuer for bonds outstanding at any time during the year?		X
25a 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	
35a 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.

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable. 147		
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable. 0		
1c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	X	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return. 159		
2b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <i>Note.</i> If the sum of lines 1a and 2a is greater than 250, you may be required to e-file. (see instructions)	X	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?		X
3b	If 'Yes' has it filed a Form 990-T for this year? If 'No,' provide an explanation in Schedule O.		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	X	
4b	If 'Yes,' enter the name of the foreign country: See Schedule O See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
5b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
5c	If 'Yes,' to line 5a or 5b, did the organization file Form 8886-T?		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?		X
6b	If 'Yes,' did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7 Organizations that may receive deductible contributions under section 170(c).			
7a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	X	
7b	If 'Yes,' did the organization notify the donor of the value of the goods or services provided?	X	
7c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
7d	If 'Yes,' indicate the number of Forms 8282 filed during the year. 7d		
7e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
7f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
7g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
7h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
9 Sponsoring organizations maintaining donor advised funds.			
9a	Did the organization make any taxable distributions under section 4966?		
9b	Did the organization make a distribution to a donor, donor advisor, or related person?		
10 Section 501(c)(7) organizations. Enter:			
10a	Initiation fees and capital contributions included on Part VIII, line 12. 10a		
10b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities. 10b		
11 Section 501(c)(12) organizations. Enter:			
11a	Gross income from members or shareholders. 11a		
11b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.) 11b		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
12b	If 'Yes,' enter the amount of tax-exempt interest received or accrued during the year. 12b		
13 Section 501(c)(29) qualified nonprofit health insurance issuers.			
13a	Is the organization licensed to issue qualified health plans in more than one state? <i>Note.</i> See the instructions for additional information the organization must report on Schedule O.		
13b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans. 13b		
13c	Enter the amount of reserves on hand. 13c		
14a	Did the organization receive any payments for indoor tanning services during the tax year?		X
14b	If 'Yes,' has it filed a Form 720 to report these payments? If 'No,' provide an explanation in Schedule O.		

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

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year. If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O. See Sch. O		
	50		
1b	Enter the number of voting members included in line 1a, above, who are independent.		
	49		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee or key employee? See Schedule O	X	
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?		X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6	Did the organization have members or stockholders?		X
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?		X
7b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or other persons other than the governing body?		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
8a	a The governing body?	X	
8b	b Each committee with authority to act on behalf of the governing body?	X	
9	Is there any officer, director or trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If 'Yes,' provide the names and addresses in Schedule O.		X

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

		Yes	No
10a	Did the organization have local chapters, branches, or affiliates?		X
10b	If 'Yes,' did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	X	
11b	Describe in Schedule O the process, if any, used by the organization to review this Form 990. See Schedule O		
12a	Did the organization have a written conflict of interest policy? If 'No,' go to line 13	X	
12b	Were officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
12c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If 'Yes,' describe in Schedule O how this is done. See Schedule O	X	
13	Did the organization have a written whistleblower policy?	X	
14	Did the organization have a written document retention and destruction policy?	X	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
15a	a The organization's CEO, Executive Director, or top management official. See Schedule O	X	
15b	b Other officers of key employees of the organization. See Schedule O	X	
	If 'Yes' to line 15a or 15b, describe the process in Schedule O. (See instructions.)		
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		X
16b	If 'Yes,' did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?		

Section C. Disclosure

- 17** List the states with which a copy of this Form 990 is required to be filed ▶ See Schedule O
- 18** Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.
 Own website Another's website Upon request
- 19** Describe in Schedule O whether (and if so, how) the organization makes its governing documents, conflict of interest policy, and financial statements available to the public during the tax year. See Schedule O
- 20** State the name, physical address, and telephone number of the person who possesses the books and records of the organization:
 ▶ Kevin Edwards 2390 Alumni Drive Storrs CT 06268 (860) 486-5000

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

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) John Martin President	40	X		X			414,067.	0.	70,300.	
(2) Ray Allen Dir from 11/11	1	X					0.	0.	0.	
(3) Kenneth Alleyne Director	1	X					0.	0.	0.	
(4) Craig Ashmore Director	1	X					0.	0.	0.	
(5) David I. Barton Director	1	X					0.	0.	0.	
(6) Alan Bennett Director	1	X					0.	0.	0.	
(7) Andy F. Bessette Director	1	X					0.	0.	0.	
(8) Mark Boxer Director	1	X					0.	0.	0.	
(9) Patrick Campion Director	1	X					0.	0.	0.	
(10) Michael Cantor Dir from 11/11	1	X					0.	0.	0.	
(11) Candace Clark Dir from 11/11	1	X					0.	0.	0.	
(12) Kelvin Cooper Dir until 10/11	1	X					0.	0.	0.	
(13) John Cutler Director	1	X					0.	0.	0.	
(14) Robert D'Amore Director	1	X					0.	0.	0.	

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

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Sch 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) Gerald DesRoches Dir from 11/11	1	X						0.	0.	0.
(16) Douglas Elliot Director	1	X						0.	0.	0.
(17) Drew Figdor Director	1	X						0.	0.	0.
(18) Albert Foreman Dir from 11/11	1	X						0.	0.	0.
(19) Mark Freitas Director	1	X						0.	0.	0.
(20) Mary Ann Gilleece Director	1	X						0.	0.	0.
(21) Cheryl Grise Dir until 10/11	1	X						0.	0.	0.
(22) Janet Hansen Director	1	X						0.	0.	0.
(23) Mickey Herbert Director	1	X						0.	0.	0.
(24) Timothy Holt Dir until 10/11	1	X						0.	0.	0.
(25) Robert Holster Director	1	X						0.	0.	0.
1b Sub-total								414,067.	0.	70,300.
c Total from continuation sheets to Part VII, Section A								1,565,792.	0.	242,606.
d Total (add lines 1b and 1c)								1,979,859.	0.	312,906.

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 **▶ 16**

	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>	3	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>	4	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>	5	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
Connecticare P.O. Box 30726 Hartford, CT 06150	Insurance	703,624.
Ruffalo Cody PO Box 3018 Cedar Rapids, IA 52406	Phone Solicitations	505,303.
Blackbaud, Inc. 2000 Daniel Island Drive Charlestown, SC 29492	Software Consulting	251,105.
Wilshire Associates, Inc. 1299 Ocean Avenue Suite 700 Santa Monica, CA 90401	Invest Consulting	160,417.
Gold, Orluk & Partners, LLP 172 West Main Street Avon, CT 06001	Event Planning	126,844.

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 **▶ 7**

Department of the Treasury
Internal Revenue Service

Name of the Organization: The University of Connecticut Foundation Employer Identification number: 06-6070722

Part VII Continuation: Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(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			
Clinton Gartin Director	1	X						0.	0.	0.
Carla Klein Director	1	X						0.	0.	0.
John Krenicki Director	1	X						0.	0.	0.
Douglas Lawrence Director	1	X						0.	0.	0.
Coleman Levy Chairman	1	X		X				0.	0.	0.
Gerald Lieberman Dir until 10/11	1	X		X				0.	0.	0.
Philip Lofts Director	1	X						0.	0.	0.
Jay Malcynsky Secretary	1	X		X				0.	0.	0.
John Malfettone Treasurer	1	X		X				0.	0.	0.
Kimberly Manning Dir from 11/11	1	X						0.	0.	0.
Denis McCarthy Director	1	X						0.	0.	0.
Ronald McIntosh Director	1	X						0.	0.	0.
Sharon Nunes Director	1	X						0.	0.	0.
Dominick Pagano Director	1	X						0.	0.	0.
Joseph Papa Director	1	X						0.	0.	0.
Charlene Polino Director	1	X						0.	0.	0.
John Rafal Director	1	X						0.	0.	0.
Christopher Riley Director	1	X						0.	0.	0.
John Ritter Director	1	X						0.	0.	0.
Marsha Roth Director	1	X						0.	0.	0.
Adam Schwartz Dir from 11/11	1	X						0.	0.	0.

Department of the Treasury
Internal Revenue Service

Name of the Organization: The University of Connecticut Foundation Employer Identification number: 06-6070722

Part VII Continuation: Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(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			
Mark Shenkman Chairman	1	X		X				0.	0.	0.
Robert Sherman Dir from 11/11	1	X						0.	0.	0.
Stephen Sills Director	1	X						0.	0.	0.
Robert Skinner Director	1	X						0.	0.	0.
Daniel Toscano Director	1	X						0.	0.	0.
Wendy Watkins Director	1	X						0.	0.	0.
Connie Weaver Director	1	X						0.	0.	0.
Harriet Munrett Wolfe Dir from 11/11	1	X						0.	0.	0.
Elease Wright Director	1	X						0.	0.	0.
Kevin A. Edwards Vice President	40			X				221,760.	0.	31,402.
Deborah Cunningham VP, Advancement Services a	40				X			153,308.	0.	13,789.
Frank Gifford VP for Development	40				X			160,971.	0.	28,633.
Brian Otis VP Development and Campaig	40				X			170,518.	0.	29,527.
Dina Plapler VP Development Health Cent	40				X			165,327.	0.	30,912.
Suzanne O'Connor Legal Counsel	40					X		183,223.	0.	17,504.
Hal Reed AVP Plan Giving	40					X		152,239.	0.	25,226.
Paul Goldberg DO Fine Arts	40					X		122,355.	0.	25,317.
Tim Nguyen Director of Invest	40					X		121,442.	0.	15,616.
Colin Budd Dir. Program Srvc	40					X		114,649.	0.	24,680.

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	1,413,790.			
	d Related organizations.....	1d				
	e Government grants (contributions).....	1e				
	f All other contributions, gifts, grants, and similar amounts not included above.....	1f	38,091,410.			
	g Noncash contributions included in lns 1a-1f: \$		2,139,483.			
	h Total. Add lines 1a-1f.....		39,505,200.			
PROGRAM SERVICE REVENUE	2a Univ. Fee for Service	Business Code 900099	8,583,841.	8,583,841.		
	b Univ. Endow Admin Fee	900099	120,464.	120,464.		
	c					
	d					
	e					
	f All other program service revenue...					
	g Total. Add lines 2a-2f.....		8,704,305.			
	3 Investment income (including dividends, interest and other similar amounts).....		4,262,694.			4,262,694.
4 Income from investment of tax-exempt bond proceeds.....						
5 Royalties.....						
OTHER REVENUE	6a Gross rents.....	(i) Real (ii) Personal				
	b Less: rental expenses.....					
	c Rental income or (loss).....					
	d Net rental income or (loss).....					
	7a Gross amount from sales of assets other than inventory.....	(i) Securities (ii) Other	8,013,671.			
	b Less: cost or other basis and sales expenses.....					
	c Gain or (loss).....		8,013,671.			
	d Net gain or (loss).....		8,013,671.		-66,841.	8,080,512.
	8a Gross income from fundraising events (not including \$ 1,413,790. of contributions reported on line 1c). See Part IV, line 18.....	a	548,786.			
	b Less: direct expenses.....	b	687,603.			
	c Net income or (loss) from fundraising events.....		-138,817.			-138,817.
	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.....					
	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.....					
	Miscellaneous Revenue		Business Code			
11a						
b						
c						
d All other revenue.....						
e Total. Add lines 11a-11d.....						
12 Total revenue. See instructions.....			60,347,053.	8,704,305.	-66,841.	12,204,389.

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.

<i>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</i>	(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.	28,986,706.	28,986,706.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22.				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16.				
4 Benefits paid to or for members.				
5 Compensation of current officers, directors, trustees, and key employees.	1,490,513.	0.	393,806.	1,096,707.
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.	0.	0.	0.
7 Other salaries and wages.	6,594,843.		1,516,814.	5,078,029.
8 Pension plan accruals and contributions (include section 401(k) and section 403(b) employer contributions).	631,642.		145,278.	486,364.
9 Other employee benefits.	1,002,417.		230,556.	771,861.
10 Payroll taxes.	639,929.		147,184.	492,745.
11 Fees for services (non-employees):				
a Management.				
b Legal.	49,478.		11,380.	38,098.
c Accounting.	129,025.		29,676.	99,349.
d Lobbying.	30,000.		6,900.	23,100.
e Professional fundraising services. See Part IV, line 17.	638,514.			638,514.
f Investment management fees.	2,560,088.		2,560,088.	
g Other.	68,677.		15,796.	52,881.
12 Advertising and promotion.	39,405.		9,063.	30,342.
13 Office expenses.	305,220.		70,201.	235,019.
14 Information technology.	311,758.		71,704.	240,054.
15 Royalties.				
16 Occupancy.	260,101.		59,823.	200,278.
17 Travel.	175,575.		40,382.	135,193.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials.				
19 Conferences, conventions, and meetings.	45,805.		10,535.	35,270.
20 Interest.	369,190.		84,914.	284,276.
21 Payments to affiliates.				
22 Depreciation, depletion, and amortization.	314,508.		72,337.	242,171.
23 Insurance.	64,795.		14,903.	49,892.
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>Printing and Publications</u>	342,404.		78,753.	263,651.
b <u>Special Events</u>	285,277.		65,614.	219,663.
c <u>Service Contracts</u>	172,098.		39,582.	132,515.
d <u>Consulting</u>	157,942.		36,327.	121,615.
e All other expenses.	225,587.		18,088.	207,500.
25 Total functional expenses. Add lines 1 through 24e.	45,891,497.	28,986,706.	5,729,704.	11,175,087.
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).				

Part X Balance Sheet

		(A) Beginning of year		(B) End of year	
ASSETS	1	Cash — non-interest-bearing	641,800.	1	1,026,190.
	2	Savings and temporary cash investments	13,256,021.	2	6,897,055.
	3	Pledges and grants receivable, net	23,654,323.	3	31,846,403.
	4	Accounts receivable, net	99,800.	4	233,426.
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	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)		6	
	7	Notes and loans receivable, net		7	
	8	Inventories for sale or use		8	
	9	Prepaid expenses and deferred charges	188,866.	9	208,632.
10a	Land, buildings, and equipment; cost or other basis. Complete Part VI of Schedule D	10a	9,302,430.		
	b Less: accumulated depreciation	10b	3,272,234.	10c	6,030,196.
11	Investments — publicly traded securities	160,378,441.	11	167,754,502.	
12	Investments — other securities. See Part IV, line 11.	99,200,464.	12	89,737,776.	
13	Investments — program-related. See Part IV, line 11.		13		
14	Intangible assets		14		
15	Other assets. See Part IV, line 11.	93,547,124.	15	94,841,808.	
16	Total assets. Add lines 1 through 15 (must equal line 34)	396,308,288.	16	398,575,988.	
LIABILITIES	17	Accounts payable and accrued expenses	8,315,371.	17	5,123,215.
	18	Grants payable		18	
	19	Deferred revenue		19	
	20	Tax-exempt bond liabilities	6,505,000.	20	6,270,000.
	21	Escrow or custodial account liability. Complete Part IV of Schedule D	3,248,666.	21	3,114,574.
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23	Secured mortgages and notes payable to unrelated third parties		23	
	24	Unsecured notes and loans payable to unrelated third parties		24	
	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.	132,139.	25	127,909.
	26	Total liabilities. Add lines 17 through 25	18,201,176.	26	14,635,698.
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	-824,888.	27	-7,276,710.
	28	Temporarily restricted net assets	91,401,000.	28	93,929,000.
	29	Permanently restricted net assets	287,531,000.	29	297,288,000.
	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	378,107,112.	33	383,940,290.	
34	Total liabilities and net assets/fund balances	396,308,288.	34	398,575,988.	

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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	60,347,053.
2	Total expenses (must equal Part IX, column (A), line 25)	2	45,891,497.
3	Revenue less expenses. Subtract line 2 from line 1	3	14,455,556.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	378,107,112.
5	Other changes in net assets or fund balances (explain in Schedule O) See Schedule O	5	-8,622,378.
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	383,940,290.

Part XII Financial Statements and Reporting

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

- 1 Accounting method used to prepare the Form 990: Cash Accrual 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?
- 2b Were the organization's financial statements audited by an independent accountant?
- 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.
- 2d 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:
 Separate basis Consolidated basis 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?
- 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

	Yes	No
2a		X
2b	X	
2c	X	
3a		X
3b		

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Form 990 (2011)

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 **The University of Connecticut Foundation, Inc.** Employer identification number **06-6070722**

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 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 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?		
(ii) A family member of a person described in (i) above?		
(iii) A 35% controlled entity of a person described in (i) or (ii) above?		

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 column (i) listed in your governing document?		(v) Did you notify the organization in column (i) of your support?		(vi) Is the organization in column (i) organized in the U.S.?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
(A)									
(B)									
(C)									
(D)									
(E)									
Total									

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

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'.)	36038697.	22510381.	28779876.	32185542.	39505200.	159019696.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf.						0.
3 The value of services or facilities furnished by a governmental unit to the organization without charge.						0.
4 Total. Add lines 1 through 3.	36038697.	22510381.	28779876.	32185542.	39505200.	159019696.
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).						4,285,565.
6 Public support. Subtract line 5 from line 4.						154734131.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4.	36038697.	22510381.	28779876.	32185542.	39505200.	159019696.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources.	10318545.	6,570,221.	5,966,980.	6,271,420.	3,329,883.	32,457,049.
9 Net income from unrelated business activities, whether or not the business is regularly carried on.						0.
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						0.
11 Total support. Add lines 7 through 10.						191476745.
12 Gross receipts from related activities, etc (see instructions).					12	47,059,760.
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.						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f)).	14	80.81%
15 Public support percentage from 2010 Schedule A, Part II, line 14.	15	77.48%
16a 33-1/3% support test -- 2011. If the organization did not check the box on line 13, and the line 14 is 33-1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization.	<input checked="" type="checkbox"/>	
b 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.	<input type="checkbox"/>	
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.	<input type="checkbox"/>	
b 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.	<input type="checkbox"/>	
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.	<input type="checkbox"/>	

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 yr 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 yr 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 lns 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.

SCHEDULE C
(Form 990 or 990-EZ)

Political Campaign and Lobbying Activities

OMB No. 1545-0047

2011

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.**

Open to Public Inspection

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 35a (Proxy Tax), then

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

Name of organization The University of Connecticut Foundation	Employer identification number 06-6070722
---	---

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. See 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. ▶ \$ _____ 0.
- 2 Enter the amount of any excise tax incurred by organization managers under section 4955. ▶ \$ _____ 0.
- 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)	-----			

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

Schedule C (Form 990 or 990-EZ) 2011

Part 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												
1a Total lobbying expenditures to influence public opinion (grass roots lobbying)	41,862.													
b Total lobbying expenditures to influence a legislative body (direct lobbying)	17,152.													
c Total lobbying expenditures (add lines 1a and 1b)	59,014.	0.												
d Other exempt purpose expenditures	45,832,483.													
e Total exempt purpose expenditures (add lines 1c and 1d)	45,891,497.	0.												
f Lobbying nontaxable amount. Enter the amount from the following table in both columns.	1,000,000.													
<table border="1"> <thead> <tr> <th>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)	250,000.	0.												
h Subtract line 1g from line 1a. If zero or less, enter -0-	0.	0.												
i Subtract line 1f from line 1c. If zero or less, enter -0-	0.	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.)

Lobbying Expenditures During 4-Year Averaging Period

Calendar year (or fiscal year beginning in)	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) Total
2a Lobbying non-taxable amount	1,000,000.	1,000,000.	1,000,000.	1,000,000.	4,000,000.
b Lobbying ceiling amount (150% of line 2a, column (e))					6,000,000.
c Total lobbying expenditures	80,404.	55,425.	77,108.	59,014.	271,951.
d Grassroots nontaxable amount	250,000.	250,000.	250,000.	250,000.	1,000,000.
e Grassroots ceiling amount (150% of line 2d, column (e))					1,500,000.
f Grassroots lobbying expenditures	60,000.	30,000.	59,379.	41,862.	191,241.

BAA

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)).

For each 'Yes' response to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.

	(a)		(b)
	Yes	No	Amount
1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:			
a Volunteers?			
b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?			
c Media advertisements?			
d Mailings to members, legislators, or the public?			
e Publications, or published or broadcast statements?			
f Grants to other organizations for lobbying purposes?			
g Direct contact with legislators, their staffs, government officials, or a legislative body?			
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?			
i Other activities?			
j Total. Add lines 1c through 1i			
2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?			
b If 'Yes,' enter the amount of any tax incurred under section 4912			
c If 'Yes,' enter the amount of any tax incurred by organization managers under section 4912			
d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

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

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

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.'

1 Dues, assessments and similar amounts from members	1	
2 Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).		
a Current year	2a	
b Carryover from last year	2b	
c Total	2c	
3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3	
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?	4	
5 Taxable amount of lobbying and political expenditures (see instructions)	5	

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.

Part I-A, Line 1 - Direct and Indirect Political Campaign Activities

Direct and Indirect Political Campaign Activities, The University of Connecticut Foundation does not participate in political campaigns.

SCHEDULE D (Form 990)

Department of the Treasury Internal Revenue Service

Name of the organization

The University of Connecticut Foundation, Inc.

Supplemental Financial Statements

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

OMB No. 1545-0047

2011

Open to Public Inspection

Employer identification number

06-6070722

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 3 columns: Line number, (a) Donor advised funds, (b) Funds and other accounts. Rows include total number at end of year, aggregate contributions, aggregate grants, aggregate value, and two questions about donor advisement.

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

Table with 3 columns: Line number, Description, Held at the End of the Tax Year. Rows include purpose of easements, total number, acreage, and number of easements on historic structures.

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.

Table with 3 columns: Line number, Description, Amount. Rows include questions about reporting art and historical treasures.

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:
See Part XIV
- | | Amount |
|---------------------------------------|-------------|
| c Beginning balance | 10,591,529. |
| d Additions during the year | 221,773. |
| e Distributions during the year | 607,226. |
| f Ending balance | 10,206,076. |
- 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. See 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	303,625,000.	263,049,000.	244,032,000.	314,454,000.	
b Contributions	11,132,000.	14,333,000.	10,319,000.	6,768,000.	
c Net investment earnings, gains, and losses	324,000.	39,732,000.	21,826,000.	-63,238,000.	
d Grants or scholarships					
e Other expenditures for facilities and programs	10,226,000.	10,249,000.	9,769,000.	10,082,000.	
f Administrative expenses	3,218,000.	3,240,000.	3,359,000.	3,870,000.	
g End of year balance	301,637,000.	303,625,000.	263,049,000.	244,032,000.	

- 2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:
- a Board designated or quasi-endowment ▶ 0.68 %
 - b Permanent endowment ▶ 97.45 %
 - c Temporarily restricted endowment ▶ 1.87 %
- 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:
- | | Yes | No |
|---|--------------------------|-------------------------------------|
| (i) unrelated organizations | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| (ii) related organizations | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| b If 'Yes' to 3a(ii), are the related organizations listed as required on Schedule R? | <input type="checkbox"/> | <input type="checkbox"/> |

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

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				
b Buildings		5,897,828.	1,841,737.	4,056,091.
c Leasehold improvements		175,906.	101,010.	74,896.
d Equipment		1,638,699.	1,329,487.	309,212.
e Other		1,589,997.		1,589,997.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				6,030,196.

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 <u>Securities, not publicly trad</u>	89,737,776.	End of Year Market Value
(A) -----		
(B) -----		
(C) -----		
(D) -----		
(E) -----		
(F) -----		
(G) -----		
(H) -----		
(I) -----		
Total. (Column (b) must equal Form 990 Part X, column (B) line 12.)	89,737,776.	

Part VIII Investments – Program Related. See Form 990, Part X, line 13. N/A

(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, column (B) line 13.)		

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

(a) Description	(b) Book value
(1) CSV - Life Insurance Policies	315,783.
(2) Deferred Bond Issuance	358,519.
(3) Fund Held in Trust by Other	11,254,181.
(4) Investment in R&D	550,324.
(5) Limited Partnership Investments	82,363,001.
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, column (B), line 15.)	94,841,808.

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

(a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) Accrued Debt Service Interest	127,909.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, column (B) line 25.)	127,909.

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)	60,347,053.
2	Total expenses (Form 990, Part IX, column (A), line 25)	45,891,497.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	14,455,556.
4	Net unrealized gains (losses) on investments	-7,718,733.
5	Donated services and use of facilities	
6	Investment expenses	
7	Prior period adjustments	
8	Other (Describe in Part XIV.) See Part XIV	-903,645.
9	Total adjustments (net). Add lines 4 through 8	-8,622,378.
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	5,833,178.

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	50,489,180.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	-7,718,733.
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV.) See Part XIV	2d	-2,826,743.
e	Add lines 2a through 2d	2e	-10,545,476.
3	Subtract line 2e from line 1	3	61,034,656.
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	
b	Other (Describe in Part XIV.) See Part XIV	4b	-687,603.
c	Add lines 4a and 4b	4c	-687,603.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	60,347,053.

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

1	Total expenses and losses per audited financial statements	1	44,656,002.
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.) See Part XIV	2d	1,324,593.
e	Add lines 2a through 2d	2e	1,324,593.
3	Subtract line 2e from line 1	3	43,331,409.
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	
b	Other (Describe in Part XIV.) See Part XIV	4b	2,560,088.
c	Add lines 4a and 4b	4c	2,560,088.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	45,891,497.

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.

--- Part IV, Line 1b - Contributions Or Other Assets Not Included on R/S ---

--- The Foundation has a contractual arrangement to act as the University's agent in ---
 --- managing the endowment assets of the University's ensuring consistent management of ---
 --- endowment assets that support the University regardless of entity ownership. ---

--- Part IV, Line 2b - Explanation Of Escrow Account Liability ---

--- The Foundation is named as the trustee and remainder beneficiary of several ---
 --- charitable remainder trusts. In addition, the Foundation has entered into contracts ---

Part XIV Supplemental Information (continued)

Part IV, Line 2b - Explanation Of Escrow Account Liability (continued)

with donors for charitable gift annuities for which the Foundation has accepted contributions. The present value of the liability for future payments is reflected on the Foundation's balance sheet

Part V, Line 4 - Intended Uses Of Endowment Fund

The Foundation's endowment funds provide grants to the University of Connecticut. The grants may be used to provide scholarships to University of Connecticut students, compensation and research support for University of Connecticut faculty, and general program support for University of Connecticut academic and athletic programs. The use of all endowment funds is subject to any restriction placed on funds by donors. All disbursements are subject to the Foundation's policy on disbursements: including the amount of the expenditure must be reasonable, for a legitimate business purpose, and with no private benefit.

Client 1

The University of Connecticut Foundation
, Inc.

06-6070722

2/13/13

03:39PM

Schedule D, Part XI, Line 8
Other Changes In Net Assets Or Fund Balances

Bad Debt Expense.....	\$	-378,796.
R&D Expense.....		-636,990.
R&D Revenue.....		112,141.
	Total	<u>\$ -903,645.</u>

Schedule D, Part XII, Line 2d
Other Revenue Included In F/S But Not Included On Form 990

Bad Debt Expense.....	\$	-378,796.
Investment Fees.....		-2,560,088.
R&D Revenue.....		112,141.
	Total	<u>\$ -2,826,743.</u>

Schedule D, Part XII, Line 4b
Other Revenue Included On Form 990 But Not Included In F/S

Events.....	\$	-687,603.
	Total	<u>\$ -687,603.</u>

Schedule D, Part XIII, Line 2d
Other Expenses And Losses Per Audited F/S

Event Expenses.....	\$	687,603.
R&D expenses.....		636,990.
	Total	<u>\$ 1,324,593.</u>

Schedule D, Part XIII, Line 4b
Other Expenses Included On Form 990 But Not Included In F/S

Investment Fees.....	\$	2,560,088.
	Total	<u>\$ 2,560,088.</u>

**Schedule F
(Form 990)**

Statement of Activities Outside the United States

OMB No. 1545-0047

2011

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.**

**Open to Public
Inspection**

Name of the organization

Employer identification number

The University of Connecticut Foundation

06-6070722

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

- 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
- For grantmakers.** Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the United States.
- 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) Europe			Investments		27,046,444.
Central America					
(2) and the Caribbean			Investments		32,993,833.
(3) North America			Investments		8,219,438.
(4) Europe			Fundraising		81,821.
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					
(11)					
(12)					
(13)					
(14)					
(15)					
(16)					
(17)					
3a Sub-total					68,341,536.
b Total from continuation sheets to Part I					
c Totals (add lines 3a and 3b)	0	0			68,341,536.

Part I 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.

(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)								
(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 0

3 Enter total number of other organizations or entities 0

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)							
(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

SCHEDULE G
(Form 990 or 990-EZ)

**Supplemental Information Regarding
Fundraising or Gaming Activities**

OMB No. 1545-0047

2011

Department of the Treasury
Internal Revenue Service

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.

Open to Public Inspection

Name of the organization **The University of Connecticut Foundation, Inc.**

Employer identification number
06-6070722

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 column (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
1 Ruffalo Cody PO Box 3018 Cedar Rapi IA 52406	Phone Solicitat		X	720,446.	516,591.	203,855.
2 Gold, Orluk & Partners, LLC Avon CT 06001	Event Planner		X	550,606.	121,923.	428,683.
3						
4						
5						
6						
7						
8						
9						
10						
Total				1,271,052.	638,514.	632,538.

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 AK AZ AR CA CO CT DE FL GA HI ID IL IN IA KS KY LA ME MD MA MI MN MS MO MT NE NV
NH NJ NM NY NC ND OH OK OR PA RI SC SD TN TX UT VT VA WA WV WI WY DC

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.

REVENUE	(a) Event #1	(b) Event #2	(c) Other events	(d) Total events	
	White Coat Gal (event type)	Calhoun Celebr (event type)	13 (total number)	(add column (a) through column (c))	
1	Gross receipts	948,551.	286,882.	727,143.	1,962,576.
2	Less: Charitable contributions	736,173.	219,357.	458,260.	1,413,790.
3	Gross income (line 1 minus line 2)	212,378.	67,525.	268,883.	548,786.
DIRECT EXPENSES					
4	Cash prizes				
5	Noncash prizes				
6	Rent/facility costs				
7	Food and beverages				
8	Entertainment				
9	Other direct expenses	244,754.	81,256.	361,593.	687,603.
10	Direct expense summary. Add lines 4 through 9 in column (d).				687,603.
11	Net income summary. Combine line 3, column (d), and line 10.				-138,817.

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.

REVENUE	(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add column (a) through column (c))	
	1	Gross revenue			
DIRECT EXPENSES					
2	Cash prizes				
3	Non-cash prizes				
4	Rent/facility costs				
5	Other direct expenses				
6	Volunteer labor	Yes _____ % No	Yes _____ % No	Yes _____ % No	
7	Direct expense summary. Add lines 2 through 5 in column (d).				
8	Net gaming income summary. Combine lines 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: _____

10a 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	of
b An outside facility	13b	of

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 contact 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 explanations 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).

SCHEDULE I
(Form 990)

Department of the Treasury
Internal Revenue Service

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

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

OMB No. 1545-0047

2011

Open to Public Inspection

Name of the organization

The University of Connecticut Foundation

Employer identification number

06-6070722

Part II 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 III 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 III 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 Connecticut 352 Mansfield Road, Unit 2048 Storrs, CT 06269	06-0772160		28,986,706.	0.			
(2) -----							
(3) -----							
(4) -----							
(5) -----							
(6) -----							
(7) -----							
(8) -----							

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

3 Enter total number of other organizations listed in the line 1 table **0**

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

TEEA3901L 06/01/11

Schedule I (Form 990) (2011)

**SCHEDULE J
(Form 990)**

Compensation Information

OMB No. 1545-0047

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

2011

**▶ Complete if the organization answered 'Yes' to Form 990, Part IV, line 23.
▶ Attach to Form 990. ▶ See separate instructions.**

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization

The University of Connecticut Foundation

Employer identification number

06-6070722

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. **Part III**

- | | |
|--|---|
| <input type="checkbox"/> First-class or charter travel | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input 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. **1b** **X**

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? **2** **X**

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 type="checkbox"/> Compensation committee | <input type="checkbox"/> Written employment contract |
| <input checked="" type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study |
| <input 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? 4a | <input type="checkbox"/> | <input checked="" type="checkbox"/> X |
| b Participate in, or receive payment from, a supplemental nonqualified retirement plan? 4b | <input checked="" type="checkbox"/> X | <input type="checkbox"/> |
| c Participate in, or receive payment from, an equity-based compensation arrangement? 4c | <input type="checkbox"/> | <input checked="" type="checkbox"/> X |
- If 'Yes' to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III. **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? 5a | <input type="checkbox"/> | <input checked="" type="checkbox"/> X |
| b Any related organization? 5b | <input type="checkbox"/> | <input checked="" type="checkbox"/> X |
- 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? 6a | <input type="checkbox"/> | <input checked="" type="checkbox"/> X |
| b Any related organization? 6b | <input type="checkbox"/> | <input checked="" type="checkbox"/> X |
- 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. **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. **8** **X**

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

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

Schedule J (Form 990) 2011

Part III 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 columns (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 and incentive compensation	(iii) Other reportable compensation				
1 Kevin A. Edwards	(i) 211,760	(ii) 10,000	(iii) 0	15,608	15,794	253,162	0
(ii) 0	0	0	0	0	0	0	0
2 John Martin	(i) 363,442	(ii) 50,625	(iii) 0	57,861	12,439	484,367	0
(ii) 0	0	0	0	0	0	0	0
3 Deborah Cunningham	(i) 150,808	(ii) 2,500	(iii) 0	12,265	1,524	167,097	0
(ii) 0	0	0	0	0	0	0	0
4 Frank Gifford	(i) 157,971	(ii) 3,000	(iii) 0	12,878	15,755	189,604	0
(ii) 0	0	0	0	0	0	0	0
Brian Otis	(i) 165,518	(ii) 5,000	(iii) 0	13,641	15,886	200,045	0
(ii) 0	0	0	0	0	0	0	0
Dina Plapler	(i) 160,327	(ii) 5,000	(iii) 0	13,226	17,686	196,239	0
(ii) 0	0	0	0	0	0	0	0
Suzanne O'Conor	(i) 175,723	(ii) 7,500	(iii) 0	14,650	2,854	200,727	0
(ii) 0	0	0	0	0	0	0	0
Hal Reed	(i) 152,239	(ii) 0	(iii) 0	12,179	13,047	177,465	0
(ii) 0	0	0	0	0	0	0	0
9							
(ii) 0	0	0	0	0	0	0	0
10							
(ii) 0	0	0	0	0	0	0	0
11							
(ii) 0	0	0	0	0	0	0	0
12							
(ii) 0	0	0	0	0	0	0	0
13							
(ii) 0	0	0	0	0	0	0	0
14							
(ii) 0	0	0	0	0	0	0	0
15							
(ii) 0	0	0	0	0	0	0	0
16							
(ii) 0	0	0	0	0	0	0	0

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, for Part II. Also complete this part for any additional information.

Part I, Line 1a - Relevant Information Regarding Compensation Benefits

The Foundation provides memberships to the Hartford Club for Mr. Martin and Ms.

Papler for business related meetings. The amount in 2011 was \$4,786 for both memberships and were used solely for Foundation business.

Part I, Line 4 - Received Severance, Supplemental NQ Retirement, Equity-Based Compensation

During 2011 a \$25,000 payment was allocated by the Foundation to a deferred compensation plan established under Section 457(f). This amount is payable to the

Foundation's President, John Martin, upon termination from employment, subject to the terms of a two year covenant not to compete. An additional payment in the

amount of \$13,261 was allocated by the Foundation on a second deferred compensation plan also established under Section 457(f). This amount is also payable to Mr.

Martin upon termination from employment subject to the terms of a two year not to compete.

Part I, Line 7 - Non-Fixed Payments Not Listed

The Foundation may give performance based awards based on formal review and with approval of Foundation management and board.

SCHEDULE K
(Form 990)

Department of the Treasury
Internal Revenue Service

Name of the organization

The University of Connecticut Foundation

Part I Bond Issues

(a) Issuer Name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer		(i) Pooled financing	
						Yes	No	Yes	No	Yes	No
A CHEFA	06-0806186	20774UJD8	1/23/2007	7,252,762.	Refunding Series A		X		X		X
B											
C											
D											

Employer identification number
06-6070722

OMB No. 1545-0047

2011

Open to Public Inspection

Supplemental Information on Tax Exempt Bonds
▶ Complete if the organization answered 'Yes' to Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Part VI.
▶ Attach to Form 990. ▶ See separate instructions.

Part II Proceeds

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
1 Amount of bonds retired								
2 Amount of bonds legally defeased								
3 Total proceeds of issue		7,252,762.						
4 Gross proceeds in reserve funds		502,944.						
5 Capitalized interest from proceeds								
6 Proceeds in refunding escrows								
7 Issuance costs from proceeds		236,705.						
8 Credit enhancement from proceeds								
9 Working capital expenditures from proceeds								
10 Capital expenditures from proceeds								
11 Other spent proceeds		7,235,346.						
12 Other unspent proceeds								
13 Year of substantial completion								
14 Were the bonds issued as part of a current refunding issue?		X						
15 Were the bonds issued as part of an advance refunding issue?	X							
16 Has the final allocation of proceeds been made?	X							
17 Does the organization maintain adequate books and records to support the final allocation of proceeds?	X							

Part III Private Business Use

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
1 Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds?								
2 Are there any lease arrangements that may result in private business use of bond-financed property?								

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

Schedule K (Form 990) 2011

Part III Private Business Use (Continued)

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
3a Are there any management or service contracts that may result in private business use of bond-financed property?								
b If 'Yes' to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property?								
c Are there any research agreements that may result in private business use of bond-financed property?								
d If 'Yes' to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?								
4 Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government		%		%		%		%
5 Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government		%		%		%		%
6 Total of lines 4 and 5		%		%		%		%
7 Has the organization adopted management practices and procedures to ensure the post-issuance compliance of its tax-exempt bond liabilities?	X							

Part IV Arbitrage

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
1 Has a Form 8038-T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate, been filed with respect to the bond issue?		X						
2 Is the bond issue a variable rate issue?		X						
3a Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue?		X						
b Name of provider								
c Term of hedge								
d Was the hedge superintegrated?								
e Was the hedge terminated?								
4a Were gross proceeds invested in a guaranteed investment contract (GIC)?		X						
b Name of provider								
c Term of GIC								
d Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?								
5 Were any gross proceeds invested beyond an available temporary period?		X						
6 Did the bond issue qualify for an exception to rebate?		X						

Part V Procedures To Undertake Corrective Action

Has the organization established written procedures to ensure that violations of federal tax requirements are timely identified and corrected through the voluntary closing agreement program if self-remediation is not available under applicable regulations? Yes No

Part VI Supplemental Information. Complete this part to provide additional information for responses to questions on Schedule K (see instructions).

SCHEDULE L
(Form 990 or 990-EZ)

Transactions With Interested Persons

OMB No. 1545-0047

2011

Department of the Treasury
Internal Revenue Service

▶ **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.**

Open to Public Inspection

Name of the organization **The University of Connecticut Foundation, Inc.**

Employer identification number
06-6070722

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)			

Part IV Business Transactions Involving Interested Persons.

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

Table with 5 columns: (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). Row 1: (1) The Hartford Club, Key Emp. on Bo, 13,024, Normal vendor payments, No (X).

Part V Supplemental Information

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

Dashed lines for supplemental information input.

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No. 1545-0047

2011

Department of the Treasury
Internal Revenue Service

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

**Open to Public
Inspection**

Name of the organization **The University of Connecticut Foundation
, Inc.**

Employer identification number

06-6070722

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				
2 Art — Historical treasures				
3 Art — Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities — Publicly traded	X	60	2,139,483.	
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				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ ()				
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

30a 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?

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?

32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?

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.

	Yes	No
30a		X
31	X	
32a		X
33		

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

Schedule M (Form 990) 2011

SCHEDULE R
(Form 990)

Department of the Treasury
Internal Revenue Service

Name of the organization

The University of Connecticut Foundation, Inc.

Employer identification number

06-6070722

OMB No. 1545-0047

2011



Related Organizations and Unrelated Partnerships

▶ 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.

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) ----- ----- ----- ----- -----					

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) Sec 512(b)(13) controlled entity?	
						Yes	No
(1) ----- ----- ----- ----- -----							
(2) ----- ----- ----- ----- -----							
(3) ----- ----- ----- ----- -----							
(4) ----- ----- ----- ----- -----							

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.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(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	
(1) ----- ----- -----												
(2) ----- ----- -----												
(3) ----- ----- -----												

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.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
(1) UConn Research and Development Corp. 400 Farmington Ave Farmington, CT 06032 06-1145567	Start ups	CT	N/A	C Corp	112,141.	636,990.	100.00
(2) Charitable Remainder Trusts (13) 2390 Alumni Drive Storrs, CT 06269	Development	CT	N/A	Trust	0.	0.	0.
(3) ----- ----- -----							

Part IV 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) UConn Research and Development Corp.	b	550,000.	Cash
(2) UConn Research and Development Corp.	p	550,000.	Cash
(3) Charitable Remainder Trusts (13)	r	266,178.	Cash
(4)			
(5)			
(6)			

Part VII Unrelated Organizations Taxable as a Partnership (Complete if the organization answered 'Yes' to 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) _____													

Part VII Supplemental Information

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

Area with horizontal dashed lines for supplemental information.

SCHEDULE O
(Form 990 or 990-EZ)

Supplemental Information to Form 990 or 990-EZ

OMB No. 1545-0047

2011

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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.

Name of the organization The University of Connecticut Foundation
, Inc.

Employer identification number
06-6070722

Part V, Question 4 b

Foreign countries which an account with a financial interest in was located during
the calendar year:

Bermuda, Canada, Cayman Islands, Ireland and Netherland Antilles.

Part IX Functional Expenses

Column C & D - The allocation between Management and Fundraising is based on the
audited financial statements with the exception of:

Audit fee 100% Management

Investment fees 100% Management

Donor Cultivation 100% Fundraising

Compensation of Officers and Directors is by position:

UConn Foundation President: 50% Management 50% Fundraising

VP for Development: 100% Fundraising

VP for Finance and Controls: 75% Management 25% Fundraising

VP for Finance and CIO: 75% Management 25% Fundraising

Schedule R - Related Organizations

While the mission of the Foundation is to support the University, under IRS
instructions the University does not meet the definition of a "related
organization". The Foundation has ten ex-officio board members, six of whom serve
by virtue or their position as a University employee. None of the six University
employees are counted in determining quorum and none are entitled to vote on matters
before the Board. No compensation is paid by the Foundation for their service as
directors.

Form 990, Part III, Line 1

The University of Connecticut Foundation, Inc. mission is to solicit, receive and
administer gifts and financial resources from private sources for the benefit of all

Name of the organization **The University of Connecticut Foundation
, Inc.**

Employer identification number
06-6070722

campuses and programs of the University of Connecticut. The Foundation operates exclusively to promote the educational, scientific, cultural and recreational objectives of the University. As the primary fundraising vehicle to solicit and administer private gifts and grants which will enhance the University's mission, the Foundation supports UConn's pursuit of excellence in teaching, research, and public service.

Form 990, Part III, Line 4b - Program Service Accomplishments

Endowed chairs and professorships

The University of Connecticut Foundation, Inc. received gifts on behalf of donors restricted to the support of University of Connecticut faculty compensation and research. To ensure compliance with all University and state personnel policies and for W-2 reporting purposes the University pays all faculty directly for compensation related items. After receiving appropriate documents from the University the Foundation provides grants to the University to fund faculty compensation expenditures.

For non-compensation expenditures in support of faculty (e.g., research materials and equipment), generally the expenditure is made to the vendor directly by the University with the Foundation then providing a grant to the University to fund the expenditure after receiving appropriate documentation. Occasionally the Foundation will pay the vendor directly.

The expenditures are funded from investment income earned on endowment funds restricted to support of faculty.

Form 990, Part III, Line 4d - Other Program Services Description

Equipment, furniture, and building improvements

The University of CT Foundation receives gifts on behalf of donors restricted to the support of equipment and furniture purchases and building improvements. Generally the expenditure is made to the vendor directly by the University with the Foundation

Name of the organization The University of Connecticut Foundation
, Inc.

Employer identification number
06-6070722

Form 990, Part III, Line 4d - Other Program Services Description

then providing a grant to the University to fund the expenditure after receiving appropriate documentation. Occasionally the Foundation will pay the vendor directly.

The University of Connecticut provides payment to the Foundation for fund raising and development expenses. The Foundation also earns a fee for management of endowment funds held by the University.

Form 990, Part VI, Line 1a - Explanation of Delegated Broad Authority to Committee

The Foundation Board has given the Executive Committee that consists of the Chair, Vice Chair, Chair of the Nominating and Board Governance Committee, Foundation President, and three or more at-large Board Members full power and authority as the Board. The Executive Committee may meet and exercise all such powers and authority in the interim between the meetings of the Board. The Executive Committee may not fill Board vacancies, amend certificate of incorporation, adopt amend or repeal bylaws, approve plan for merger, approve sale, lease, exchange or other disposition of all, or substantially all, of the property, approve a proposal to dissolve the Corporation.

Form 990, Part VI, Line 2 - Business or Family Relationship of Officers, Directors, Etc.

Board members Constance Weaver and Mark Boxer serve on the board of The Bushnell, a not-for-profit arts organization.

Form 990, Part VI, Line 11b - Form 990 Review Process

The Form is prepared by the Foundation and reviewed by management and the Foundation's Audit Committee. The Form is provided to the entire Board before it is filed.

Name of the organization **The University of Connecticut Foundation
, Inc.**Employer identification number
06-6070722**Form 990, Part VI, Line 12c - Explanation of Monitoring and Enforcement of Conflicts**

Annually the Foundation board members, officers and employees are sent a copy of the Foundation's Conflict of Interest questionnaire that they are required to complete and return to the Foundation. The responses are then reviewed by the Foundation's in-house legal counsel, with any potential conflicts reviewed with the Nominating and Governance Committee of the Board and the full Board as appropriate.

Form 990, Part VI, Line 15a - Compensation Review & Approval Process for CEO, Exec. Dir., or Top Mgtment

The Foundation's salary structure is market-driven and undergoes a rigorous, periodic review under which compensation levels are compared to organizations of similar size and mission. The salaries and benefits of the UCONN Foundation's officers and key employees are subject to approval in advance of payment by a majority of disinterested directors on the HR Committee of the Board of Directors and subsequently by a majority of disinterested directors on the full Board of Directors. The officers and key employees are not in a position of control with respect to either the Committee or the Board. The Committee and the Board rely on appropriate comparability data in determining the reasonableness of the compensation packages. Minutes adequately documenting the basis for the HR Committee and the Board's decisions are maintained. The approval of compensation packages occurs at the June Board meeting for compensation to be paid in the subsequent fiscal year.

Form 990, Part VI, Line 15b - Compensation Review & Approval Process for Officers & Key Employees

See 15a

Form 990, Part VI, Line 17 - List of States which this Return is Filed

AK AR CA CO IL KS KY LA ME MD MA MI MN NH NJ NM NY ND OH OR RI SC UT WA DC WV WI

Form 990, Part VI, Line 19 - Other Organization Documents Publicly Available

The Foundation's financial statement and conflict of interest policy are posted on the Foundation's web site and on the Electronic Municipal Market Access system (EMMA), which is available to the public. The Foundation's Articles of

Name of the organization The University of Connecticut Foundation
, Inc.

Employer identification number
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Form 990, Part VI, Line 19 - Other Organization Documents Publicly Available (continued)

incorporation, IRS Determination Letter, IRS Form 990 and By-laws are available upon
request.

Form 990, Part XI, Line 5
Other Changes in Net Assets or Fund Balances

Bad Debt Expense.....	\$	-378,796.
Net Unrealized Gains or Losses on Investments.....		-7,718,733.
R&D Expense.....		-636,990.
R&D Revenue.....		112,141.
	Total	<u>\$ -8,622,378.</u>