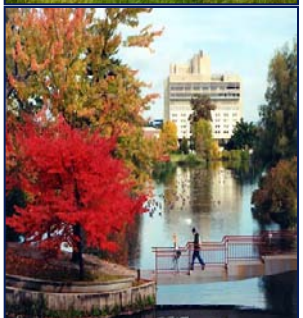



UNIVERSITY OF MASSACHUSETTS

Amherst • Boston • Dartmouth • Lowell • Worcester

Annual Financial Report

June 30, 2010

University Administration

As of July 1, 2010

University of Massachusetts
UMASS Amherst • Boston • Dartmouth • Lowell • Worcester • UMassOnline

Office of the President

December 1, 2010

To the Board of Trustees
and President Jack M. Wilson

We are pleased to submit the annual Financial Report of the University of Massachusetts for the year ended June 30, 2010. The enclosed financial statements incorporate all financial activity of the University and its five campuses. This statement has been audited by an independent auditing firm and is fully represented in the financial report of the Commonwealth of Massachusetts. Detailed information about each campus is provided as supplemental information.

The financial information presented in the Financial Report is designed to aid a wide variety of readers to assess the effectiveness of the University's management of its resources in meeting its primary mission of instruction, research, and public service. This report is intended to form a comprehensive and permanent record of the finances of the University of Massachusetts, and it is submitted as the public accounting of the University's financial affairs for the fiscal year ended June 30, 2010 including comparative information as of June 30, 2009.

The University's net assets increased $227.8 million from $1.74 billion in fiscal year 2009 to $1.97 billion in fiscal year 2010. The major components of the increase are related to increases in student fee revenues across the campuses and physical plant improvements.

Each year, the Board of Trustees approves five-year targets for five key financial indicators that are likely to determine the success of the University over the long term. Those key indicators are operating margin, financial cushion, return on net assets, debt service to operations, and endowment per student. During 2010, the University met or exceeded its targets for all five indicators. Overall, the University made important progress in fiscal 2010 toward the achievement of its long-term financial objectives of growth and stability.

Respectfully submitted,

David J. Gray
Senior Vice President for Administration,
Finance & Technology and Treasurer

Christine M. Wilda
Assistant Vice President & University Controller

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2010 Annual Financial Report
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Report of Independent Auditors

To the Board of Trustees of the
University of Massachusetts

In our opinion, based on our audits and the reports of other auditors, the accompanying consolidated statements of net assets and the related consolidated statements of revenues, expenses and changes in net assets, and of cash flows present fairly, in all material respects, the financial position of the University of Massachusetts (the 'University"), and its discretely presented component units at June 30, 2010 and 2009, and the changes in its net assets and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America. These financial statements are the responsibility of the University's management. Our responsibility is to express an opinion on these financial statements based on our audits. We did not audit the financial statements of the University of Massachusetts Building Authority (the Authority), (a blended component unit included in the column titled University) for the year ended June 30, 2009 or the University of Massachusetts Dartmouth Foundation, Inc. (the Dartmouth Foundation) (a discretely presented component unit included in the column titled University Related Organizations) for the years ended June 30, 2010 and 2009 The Authority's statements reflect total assets of $1,245 million, total net assets of $260 million, and total revenues of $111 million of the University as of and for the year ended June 30, 2009. The Dartmouth Foundation's statements reflect total assets of $39 million and $36 million, total net assets of $37 million and $34 million, and total revenues of $5 million and $ 3 million of the University Related Organizations as of and for the years ended June 30, 2010 and 2009, respectively. Those statements were audited by other auditors whose reports thereon have been furnished to us, and our opinion, insofar as it relates to the amounts included for these components of the University, is based on the reports of the other auditors. We conducted our audits of these statements in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits and the reports of other auditors provide a reasonable basis for our opinion.

The Management Discussion and Analysis on pages 2 through 12 are not a required part of the basic financials statements but is supplementary information required by the Government Accounting Standards Board. We have applied certain limited procedures, which consisted principally of inquiries of management regarding the methods of measurement and presentation of the required supplementary information. However, we did not audit the information and express no opinion on it.

PricewaterhouseCoopers LLP

December 16, 2010, except for Note 1, as to which the date is October 25, 2011

PricewaterhouseCoopers LLP, 125 High Street, Boston, MA 02110
T: (617) 530 5000, F: (617) 530 5001, www.pwc.com/us

Introduction

This unaudited section of the University of Massachusetts (the "University") Annual Financial Report presents our discussion and analysis of the financial position and performance of the University and its component units during the fiscal year ended June 30, 2010 with comparative information as of June 30, 2009 and June 30, 2008. This discussion and analysis has been prepared by management along with the accompanying financial statements and related footnote disclosures and should be read in conjunction with, and is qualified in its entirety by, the financial statements and footnotes. The accompanying financial statements, footnotes and this discussion are the responsibility of management.

The University of Massachusetts is a state coeducational institution for higher education with separate campuses at Amherst, Boston, Dartmouth, Lowell and Worcester all located in the Commonwealth of Massachusetts (the "Commonwealth"). The University was established in 1863 in Amherst, under the provisions of the 1862 Morrill Land Grant Acts, as the Massachusetts Agricultural College. It became known as the Massachusetts State College in 1932 and in 1947 became the University of Massachusetts. The Boston campus was opened in 1965 and the Worcester campus, Medical School, was opened in 1970. The Lowell and Dartmouth campuses (previously the University of Lowell and Southeastern Massachusetts University, respectively) were made a part of the University by a legislative act of the Commonwealth, effective September 1, 1991.

The University's mission is to provide an affordable and accessible education of high quality and to conduct programs of research and public service that advance knowledge and improve the lives of the people of the Commonwealth, the nation and the world. In the fall of 2009, the University enrolled approximately 55,740 full-time equivalent ("FTE") students. The University is committed to providing, without discrimination, diverse program offerings to meet the needs of the whole of the state's population. The University's five campuses are geographically dispersed throughout Massachusetts and possess unique and complementary missions.

Basis of Presentation

The annual financial report and statements include the University and certain other organizations that have a significant relationship with the University. The statements include the University's blended component units, which are the University of Massachusetts Building Authority (the "Building Authority"), a public instrumentality of the Commonwealth created by Chapter 773 of the Acts of 1960 of the Commonwealth, Worcester City Campus Corporation ("WCCC"), a not-for-profit 501(C)(3) organization and the University of Massachusetts Amherst Foundation, Inc. (the "UMass Amherst Foundation") which was established in fiscal year 2003. The purpose of the Building Authority is to provide dormitories, dining commons and other buildings and structures for use by the University and entities associated with the University and to issue bonds to finance such projects. On November 4, 1992, the University created WCCC as a Massachusetts not-for-profit corporation to purchase various assets of Worcester City Hospital, to operate as a real estate holding company and to foster and promote the growth, progress and general welfare of the University. WCCC includes Worcester Campus Services, Inc. Public Sector Partners, Inc. ("PSP") and its wholly-owned subsidiary Medmetrics Health Partners, Inc. ("MHP"), and for the fiscal years ended June 30, 2009 and 2008, Worcester Foundation for Biomedical Research, Inc. ("WFBR"), as subsidiaries. WFBR applied for dissolution in April 2010. The University's discrete component units are the University of Massachusetts Foundation, Inc. (the "Foundation") and the University of Massachusetts Dartmouth Foundation, Inc. (the "Dartmouth Foundation"). These foundations are related tax exempt organizations founded to foster and promote the growth, progress and general welfare of the University, and to solicit, receive, and administer gifts and donations for such purposes. The University of Massachusetts Foundation manages the majority of the University's endowment.

Financial Highlights

The University's combined net assets increased $227.8 million from $1.74 billion in fiscal year 2009 to $1.97 billion in fiscal year 2010. Net Assets at June 30, 2008 were equal to $1.67 billion. The major components of the increase in fiscal year 2010 relate to investments in infrastructure and positive operating margins due primarily to greater student fee revenues associated with increased enrollment, cost reductions, strong market performance for the University's investments, a large increase in federally-funded research, and one-time federal stabilization funds.

Using the Annual Financial Report

One of the most important questions asked about University finances is whether the University as a whole is better off or worse off as a result of the year's activities. The key to understanding this question are the Statement of Net Assets, Statement of Revenues, Expenses and Changes in Net Assets and the Statement of Cash Flows. These statements present financial information in a form similar to that used by private sector companies. The University's net assets (the difference between assets and liabilities) are one indicator of the University's financial health. Over time, increases or decreases in net assets is one indicator of the improvement or erosion of an institution's financial health when considered with non-financial facts such as enrollment levels, operating expenses, and the condition of the facilities.

The statement of net assets includes all assets and liabilities of the University. It is prepared under the accrual basis of accounting, whereby revenues and assets are recognized when the services are provided and expenses and liabilities are recognized when services are received, regardless of when cash is exchanged. Net assets are further broken down into three categories: Investment in capital assets, net of related debt, restricted and unrestricted. Invested in capital assets, net of related debt represents the historical cost of property and equipment, reduced by the balance of related debt outstanding and depreciation expense charged over the years. Net assets are reported as restricted when constraints are imposed by third parties, such as donors, or enabling legislation. Restricted net assets are either non-expendable, as in the case of endowment gifts to be held in perpetuity, or expendable, as in the case of funds to be spent on scholarships and research. All other assets are unrestricted; however, they may be committed for use under contract or designation by the Board of Trustees.

The statement of revenues, expenses and changes in net assets presents the revenues earned or received and expenses incurred during the year. Activities are reported as either operating or non-operating. Operating revenues and expenses include tuition and fees, grant and contract activity, auxiliary enterprises and activity for the general operations of the institution not including appropriations from state and federal sources. Non-operating revenues and expenses include appropriations, capital grants and contracts, endowment, gifts and investment income. All things being equal, a public University's dependency on state aid and gifts will result in operating deficits. That is because the prescribed financial reporting model classifies state appropriations and gifts as non-operating revenues. The utilization of long-lived assets, referred to as capital assets, is reflected in the financial statements as depreciation expense, which amortizes the cost of a capital asset over its expected useful life.

Another important factor to consider when evaluating financial viability is the University's ability to meet financial obligations as they mature. The statement of cash flows presents information related to cash inflows and outflows summarized by operating, capital and non-capital, financing and investing activities.

The footnotes provide additional information that is essential to understanding the information provided in the external financial statements.

Reporting Entity

The financial statements report information about the University as a whole using accounting methods similar to those used by private-sector companies. The financial statements of the University are separated between University (including its blended component units) and its discretely presented Component Unit activities. The University's discretely presented Component Units (or Related Organizations) are the University of Massachusetts Foundation, Inc., and the University of Massachusetts Dartmouth Foundation, Inc.

Condensed Financial Information

University of Massachusetts
Condensed Statement of Net Assets
As of June 30, 2010, 2009 and 2008
(in thousands of dollars)

	University June 30, 2010	University June 30, 2009	Change	University June 30, 2008
ASSETS				
Current Assets	$557,573	$461,594	$95,979	$513,725
Noncurrent Assets				
Investment In Plant Net of Accumulated Depreciation	2,324,392	2,068,485	255,907	1,919,915
All other noncurrent assets	1,473,432	1,047,339	426,093	1,119,528
Total Assets	**$4,355,397**	**$3,577,418**	**$777,979**	**$3,553,168**
LIABILITIES				
Current Liabilities	$584,562	$514,719	$69,843	$515,354
Noncurrent Liabilities	1,801,682	1,321,394	480,288	1,366,768
Total Liabilities	**$2,386,244**	**$1,836,113**	**$550,131**	**$1,882,122**
NET ASSETS				
Invested in Capital Assets Net of Related Debt	$1,133,264	$1,069,881	$63,383	$1,027,045
Restricted				
Nonexpendable	16,899	16,699	200	16,605
Expendable	218,517	156,649	61,868	161,732
Unrestricted	600,473	498,076	102,397	465,664
Total Net Assets	**$1,969,153**	**$1,741,305**	**$227,848**	**$1,671,046**

University of Massachusetts Condensed Statement of Net Assets for Related Organizations As of June 30, 2010, 2009 and 2008 (in thousands of dollars)	University Related Organizations June 30, 2010	University Related Organizations June 30, 2009	Change	University Related Organizations June 30, 2008
ASSETS				
Current Assets	$4,562	$9,081	($4,519)	$8,344
Noncurrent Assets				
Investment In Plant Net of Accumulated Depreciation	1,699	950	749	979
All other noncurrent assets	308,057	257,720	50,337	301,506
Total Assets	**$314,318**	**$267,751**	**$46,567**	**$310,829**
LIABILITIES				
Current Liabilities	$16,063	$7,955	$8,108	$9,263
Noncurrent Liabilities	3,664	3,025	639	3,636
Total Liabilities	**$19,727**	**$10,980**	**$8,747**	**$12,899**
NET ASSETS				
Invested in Capital Assets Net of Related Debt	$1,699	$950	$749	$979
Restricted				
Nonexpendable	240,595	225,549	15,046	212,017
Expendable	48,127	41,033	7,094	77,192
Unrestricted	4,170	(10,761)	14,931	7,742
Total Net Assets	**$294,591**	**$256,771**	**$37,820**	**$297,930**

At June 30, 2010, total University assets were $4.36 billion, an increase of $778.0 million over the $3.58 billion in assets recorded for fiscal year 2009. The increase can be attributed to increases in cash and securities held by Trustees of $339.8 million largely due to a bond issue completed in October 2009. In addition, there were increases in both short and long-term investments and investment in plant assets. The University's largest asset continues to be its net investment in its physical plant of $2.32 billion at June 30, 2010 ($2.07 billion in fiscal year 2009 and $1.92 billion in fiscal year 2008).

University liabilities totaled $2.39 billion at June 30, 2010, an increase of $550.1 million over fiscal year 2009. Long-term liabilities represent 75.5% of the total liabilities largely consisting of bonds payable and capital lease obligations amounting to $1.65 billion at June 30, 2010. This represents an increase of approximately $480.3 million over long-term obligations of $1.32 billion in fiscal year 2009.

The University’s current assets as of June 30, 2010 of $557.6 million were below the current liabilities of $584.6 million, as the current ratio was 0.95 dollars in assets to every one-dollar in liabilities. June 30, 2009 current assets of $461.6 million were below current liabilities of $514.7 million, resulting in a current ratio of .90. June 30, 2008 current assets of $513.7 million were very close to current liabilities of $515.4 million, resulting in a current ratio of 1.00.

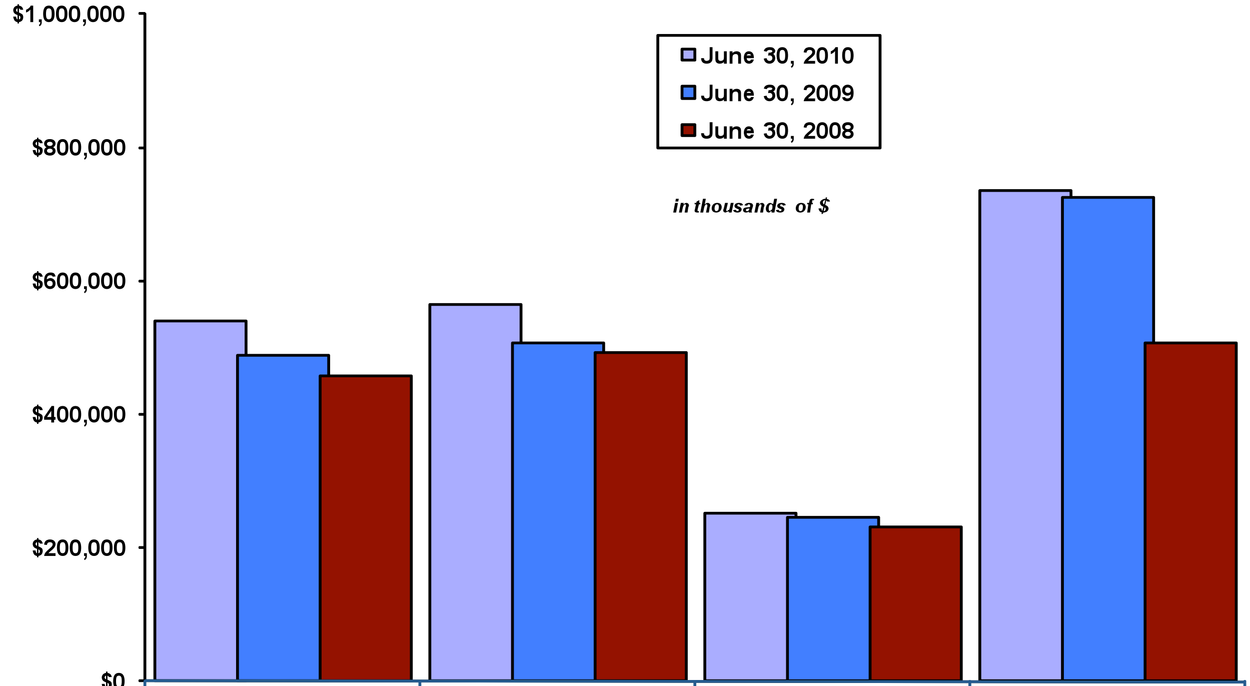
The unrestricted and restricted expendable net assets totaled $819.0 million in fiscal year 2010, which represents 31.7% of total operating expenditures of $2.58 billion. The unrestricted and restricted expendable net assets totaled $654.7 million in fiscal year 2009, which represents 27.2% of total operating expenditures of $2.41 billion. The unrestricted and restricted net assets totaled $627.4 million in fiscal year 2008, which represents 28.0% of total operating expenditures of $2.24 billion.

University of Massachusetts Condensed Statement of Revenues, Expenses, and Changes in Net Assets For The Year Ended June 30, 2010, 2009 and 2008 (in thousands of dollars)	University June 30, 2010	University June 30, 2009	Change	University June 30, 2008
Operating Revenues				
Tuition and Fees (net of scholarship allowances of $181,760 at June 30, 2010, $126,779 at June 30, 2009, and $113,738 at June 30, 2008.)	$539,306	$489,230	$50,076	$458,439
Grants and Contracts	564,438	507,763	56,675	492,171
Auxiliary Enterprises	252,610	246,069	6,541	231,306
Other Operating Revenues	735,964	725,748	10,216	506,904
Total Operating Revenues	**2,092,318**	**1,968,810**	**123,508**	**1,688,820**
Operating Expenses	**2,579,823**	**2,446,653**	**133,170**	**2,238,492**
Operating Loss	**(487,505)**	**(477,843)**	**(9,662)**	**(549,672)**
Nonoperating Revenues / (Expenses)				
Federal Appropriations	5,922	5,574	348	7,099
State Appropriations	428,958	540,187	(111,229)	617,271
State Appropriations - Federal Stimulus Funds	150,639		150,639	
Interest on Indebtedness	(49,113)	(55,252)	6,139	(45,846)
Other Nonoperating Income	103,917	32,120	71,797	55,468
Net Nonoperating Revenues	**640,323**	**522,629**	**117,694**	**633,992**
Income Before Other Revenues, Expenses, Gains or Losses	**152,818**	**44,786**	**108,032**	**84,320**
Capital Appropriations	28,635	27,483	1,152	21,170
Capital Grants and Contracts	18,981	5,182	13,799	1,500
Disposal of Plant Facilities	(12,125)	(8,553)	(3,572)	(10,462)
Capital Contribution	29,810		29,810	
Other Additions / (Deductions)	9,729	1,361	8,368	(10,458)
Total Other Revenues, Expenses, Gains, and Losses	**75,030**	**25,473**	**49,557**	**1,750**
Total Increase in Net Assets	**227,848**	**70,259**	**157,589**	**86,070**
Net Assets				
Net Assets at Beginning of Year	1,741,305	1,671,046	70,259	1,584,976
Net Assets at End of Year	**$1,969,153**	**$1,741,305**	**$227,848**	**$1,671,046**

University of Massachusetts Condensed Statement of Revenues, Expenses, and Changes in Net Assets for University Related Organizations For The Year Ended June 30, 2010, 2009 and 2008 (in thousands of dollars)	University Related Organizations June 30, 2010	University Related Organizations June 30, 2009	Change	University Related Organizations June 30, 2008
Operating Expenses	**$11,198**	**$14,007**	**($2,809)**	**$19,104**
Operating Loss	**(11,198)**	**(14,007)**	**(2,809)**	**(19,104)**
Nonoperating Revenues				
Other Nonoperating Income	31,148	(31,621)	62,769	11,111
Net Nonoperating Revenues	**31,148**	**(31,621)**	**62,769**	**11,111**
Gain / (Loss) Before Other Revenues, Expenses, Gains or Losses	**19,950**	**(45,628)**	**65,578**	**(7,993)**
Additions to Permanent Endowments	13,003	12,892	111	19,935
Other	4,867	(8,423)	13,290	(928)
Total Other Revenues, Expenses, Gains, and Losses	**17,870**	**4,469**	**13,401**	**19,007**
Total Increase/(Decrease) in Net Assets	**37,820**	**(41,159)**	**78,979**	**11,014**
Net Assets				
Net Assets at Beginning of Year	256,771	297,930	(41,159)	286,916
Net Assets at End of Year	**$294,591**	**$256,771**	**$37,820**	**$297,930**

Total operating revenues for fiscal year 2010 were $2.09 billion. This represents a $123.5 million increase over the $1.97 billion in operating revenues in fiscal year 2009. Total operating revenues for fiscal year 2008 were $1.69 billion. The most significant sources of revenue for the University are tuition and fees, grants and contracts, auxiliary services and public service activities at the Worcester Medical School campus categorized in the following chart as “Other Operating Revenues”. The following chart displays operating revenues by source for the University in fiscal years 2010, 2009, and 2008.

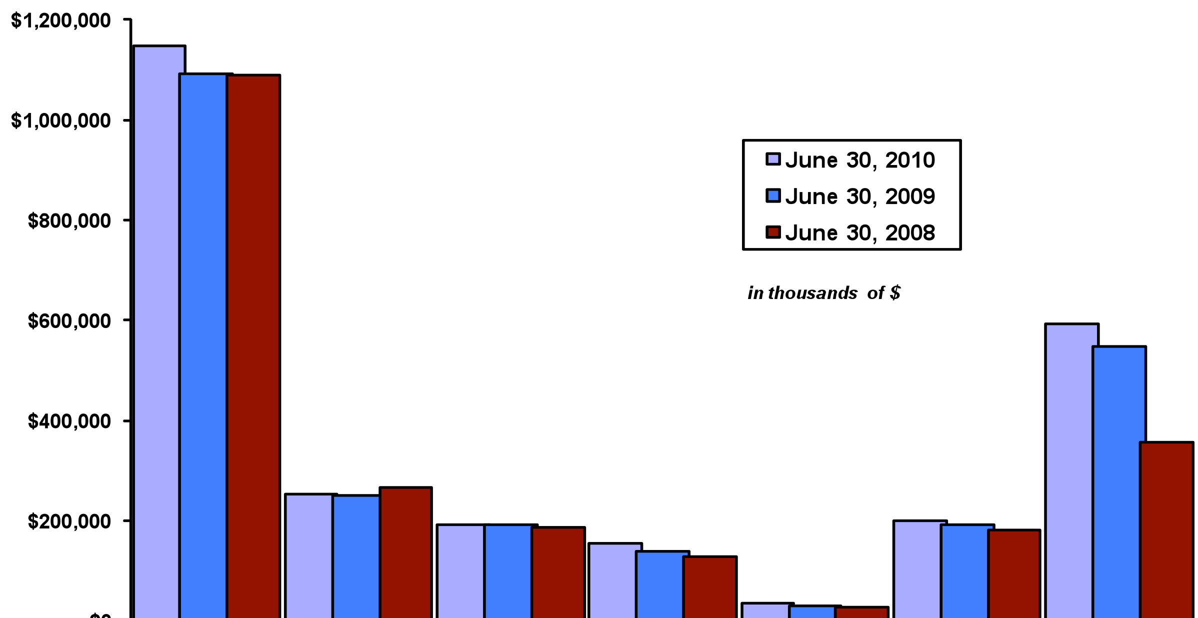
Sources of Operating Revenues in Relation to Total Revenues, Fiscal Year 2008 to Fiscal Year 2010



	Tuition and Fees	Grants and Contracts	Auxiliary Enterprises	Other Operating Revenues
June 30, 2010	$539,306	$564,438	$252,610	$735,964
June 30, 2009	$489,230	$507,763	$246,069	$725,748
June 30, 2008	$458,439	$492,171	$231,306	$506,904

In fiscal year 2010, operating expenditures, including depreciation and amortization of $155.7 million, totaled $2.58 billion. Of this total, $1.15 billion or 45% was used to support the academic core activities of the University, including $404.3 million in research. In fiscal year 2009, operating expenditures, including depreciation and amortization of $140.4 million, totaled $2.45 billion. Operating expenditures were $2.24 billion in fiscal year 2008. The chart below displays fiscal year 2010, 2009, and 2008 operating spending.

Operating Expenses in Relation to Total Expenses, Fiscal Year 2008 to Fiscal Year 2010



	Academic Core	Administration	Operation & Maintenance of Plant	Depreciation & Amortization	Scholarships & Fellowships	Auxiliary Enterprises	Other Expenditures
June 30, 2010	$1,147,286	$254,857	$192,271	$155,746	$35,103	$200,458	$594,102
June 30, 2009	$1,092,731	$250,866	$191,761	$140,392	$29,845	$193,568	$547,490
June 30, 2008	$1,090,059	$265,515	$187,520	$127,519	$28,111	$182,379	$357,389

Public Service Activities

Public Service Activities consist largely of sales and services provided to third parties by the UMass Medical School campus under its Commonwealth Medicine (CWM) programs, which provide public consulting and services in health financing, administration and policy to federal, state and local agencies and not-for-profit health and policy organizations. Included in this category of activities are Commonwealth Medicine revenues of $361.4 million, $336.7 million and $323.2 million for the years ended June 30, 2010, 2009 and 2008, respectively. Included in expenditures are Commonwealth Medicine expenditures of $330.4 million, $309.7 million and $300.2 million for the years ended June 30, 2010, 2009 and 2008, respectively.

In addition to CWM activities, Public Service Activities also includes payments received by the Medical School for educational services it provides to its clinical affiliate UMass Memorial as required by the enabling legislation enacted by the Commonwealth in 1997. Educational services revenues included in public service revenues were $125.9 million, $128.5 million and $75.0 million for the years ended June 30, 2010, 2009, and 2008, respectively. Finally, Public Service Activity expenditures also include payments made to the Commonwealth of Massachusetts of $92.0 million, $73.4 million and $20.4 million for the years ended June 30, 2010, 2009 and 2008, respectively, pursuant to requirements of legislation enacted by the State Legislature of Massachusetts.

State Appropriations

In fiscal year 2010, state appropriations represent approximately 16% of all operating and non-operating revenues. The level of state support is a key factor influencing the University's overall financial condition. Although the state appropriation is unrestricted revenue, nearly 100% of the state appropriation supports payroll and benefits for University employees.

The net state appropriation for the University declined by $111.2 million from fiscal year 2009, which is on top of the decline of approximately $77.1 million from fiscal year 2008 to fiscal year 2009. In order to make up for these reductions in state appropriation, Governor Patrick allocated to the University $150.6 million of American Recovery and Reinvestment Act (federal stimulus) funds in fiscal year 2010.

Unless otherwise permitted by the Massachusetts Legislature, the University is required to remit tuition revenue received to the Commonwealth. Therefore, the University collects student tuition on behalf of the Commonwealth and remits it to the Commonwealth's General Fund. There is no direct connection between the amount of tuition revenues collected by the University and the amount of state funds appropriated in any given year. In fiscal year 2004, a pilot program authorized by the Commonwealth enabled the Amherst campus to retain tuition for out-of-state students. This pilot program was extended indefinitely in 2005. The amount of tuition retained by the University during 2010, 2009, and 2008 was $31.5 million, $32.3 million and $32.7 million, respectively.

The following details the Commonwealth operating appropriations received by the University for fiscal years ending June 30, 2010, 2009 and 2008 (in thousands):

	June 30, 2010	June 30, 2009	June 30, 2008
Gross Commonwealth Appropriations	$369,408	$467,030	$485,199
Plus: Fringe Benefits*	108,634	120,264	178,236
	$478,042	$587,294	$663,435
Less: Tuition Remitted	($49,084)	($47,107)	($46,164)
Net Commonwealth Support	***$428,958***	***$540,187***	***$617,271***

***The Commonwealth pays the fringe benefit cost for University employees paid from Commonwealth operating appropriations. Therefore, such fringe benefit support is added to the "State Appropriations" financial statement line item as presented in the above table. The University pays the Commonwealth for the fringe benefit cost of the employees paid from funding sources other than Commonwealth operating appropriations.*

Capital Appropriations from the Commonwealth

The University faces a financial challenge to maintain and upgrade its capital assets including its infrastructure, buildings and grounds. In order to have a successful capital program, the University must rely on a combination of revenue sources to fund its investment in capital improvements, including appropriations provided by the Commonwealth of Massachusetts. In fiscal year 2010, the $28.6 million of capital appropriations provided to the University were $1.2 million greater than the capital appropriations provided in fiscal year 2009. Fiscal year 2008 capital appropriations totaled $21.2 million. Although fiscal year 2010 capital appropriations represent approximately 1% of all revenues, this form of state support plays an important role in the University's efforts to address deferred maintenance projects at our campuses.

Grant and Contract Revenue

Collectively, the University's Amherst Campus and Medical School in Worcester account for approximately 73% of University grant and contract activity. These two campuses have been the primary catalyst in the University's research funding growth in recent years, however, the Boston, Dartmouth, and Lowell campuses continue to experience growth in sponsored research activity.

The following table details the University's grant and contract revenues (in thousands) for the fiscal years ended June 30, 2010, 2009, and 2008:

	June 30, 2010	June 30, 2009	June 30, 2008
Federal Grants and Contracts	$393,862	$324,100	$318,288
State Grants and Contracts	64,328	77,115	72,034
Local Grants and Contracts	1,880	2,149	2,507
Private Grants and Contracts	104,368	104,399	99,342
Total Grants and Contracts	***$564,438***	***$507,763***	***$492,171***

Discretely Presented Component Units

University of Massachusetts Foundation, Inc.

The combined University and Foundation endowment has increased to approximately $459.8 million at June 30, 2010 up from $372.6 million at June 30, 2009 which was down from $390.9 million at June 30, 2008.

The Foundation utilizes the pooled investment concept whereby all invested funds are in one investment pool, except for investments of certain funds that are otherwise restricted. Pooled investment funds will receive an annual distribution of 4% to 6% of the endowment fund's average market value for the preceding twelve quarters on a one-year lag and three-year share average. The Board of Directors of the Foundation approved an exception to the spending policy due to the significant decrease in market performance of fiscal year 2009. The actual spending rate approved was 1.5% of the fiscal year 2009 ending fair value. For fiscal years 2009 and 2008 it was 4%. Future utilization of gains is dependent on market performance. Deficiencies for donor-restricted endowment funds, resulting from declines in market value would be offset by an allocation from unrestricted net assets to temporarily restricted net assets, and would be recorded in realized and unrealized gains (losses) on sale of investments. The Foundation believes that, if applicable, these adjustments would be temporary and will not require permanent funding. In fiscal year the deficiencies were $4.1 million and $15.3 million, respectively. There were no deficiencies in fiscal year 2008.

The total investment returns of the Foundation for fiscal year 2010, including realized and unrealized investment activity, was a net gain of approximately $66.3 million as compared to a net loss of approximately $55.2 million in 2009 and a net loss of $1.2 million in 2008.

University of Massachusetts Dartmouth Foundation, Inc.

Total marketable securities for the Dartmouth Foundation were $32.3 million at June 30, 2010, up from $28.4 million at June 30, 2009, and up from $25.1 million in fiscal year 2008, which are held by the University of Massachusetts Foundation, Inc. The increase was primarily due to new favorable market conditions and gifts. The Dartmouth Foundation total investment returns for fiscal year 2010, including realized and unrealized investment activity, was a net gain of approximately $2.6 million as compared to a net loss of $3.7 million in 2009 and a net gain of approximately $171,585 fiscal years 2008.

Tuition and Fees

The University strives to provide students with the opportunity to obtain a quality education. Future University enrollments may be affected by a number of factors, including any material increase in tuition and other mandatory charges and any material decrease in Commonwealth appropriations. In fiscal year 2004, the University established the practice of limiting the annual increases in total mandatory student charges (tuition and mandatory fees) for resident undergraduate students to rate increases of no greater than the rate of inflation. However, with state appropriations declining by $188.3 million over the two year span from fiscal year 2008 to fiscal year 2010, the University's Board approved a $1,500 increase for academic year 2009-2010 in total mandatory student charges for resident undergraduate students. Due to the receipt of $150.6 million of federal stimulus funds in fiscal year 2010, a rebate of $1,100 was provided to resident undergraduate students for academic year 2009-2010. The full $1,500 increase approved for the 2009-2010 academic year is in effect for the 2010-2011 academic year. The University's Board voted in June 2010 to keep mandatory student charges at the currently approved level.

Enrollment

Except for the Medical School, which admits only Massachusetts residents (as required by Massachusetts Session Laws, 1987, Chapter 199, Section 99); admission to the University is open to residents and non-residents of the Commonwealth on a competitive basis. In the fall 2009 semester, Massachusetts residents accounted for approximately 86% and 59% of the University's total undergraduate and graduate enrollment, respectively. Total enrollment in the fall of 2009 was 55,740 FTE (65,293 headcount students).

Enrollments at the University have shown significant increases over the last five years (47,874 FTE in fall 2005). The enrollment changes are consistent with the University's efforts to increase its reach across the Commonwealth and to recruit non-resident students. In the fall of 2009, freshman applications were up at the Amherst campus 1.8%, up at Boston 32.2%, down at Dartmouth 6.3% and up 6.6% at the Lowell campus. Transfer applications were up by 7.9% at the Amherst campus, up at the Boston campus 6.8%, up at the Dartmouth campuses by 2.8%, and up approximately 13.3% at the Lowell campus.

The average Scholastic Aptitude Test ("SAT") scores for entering University freshmen ranged from 1053 to 1169 at the University's campuses in the fall of 2009. The 2009 national average SAT composite score was 1017.

Degrees Awarded

The University awards four levels of degrees, including associate, bachelors, masters and doctoral/professional degrees. A total of 12,630 degrees were awarded in the 2008-2009 academic year: 146 associate degrees, 8,763 bachelor degrees, 3,186 master degrees, 436 doctoral degrees and 99 MD degrees.

Bonds Payable

As of June 30, 2010, the University had outstanding bonds of approximately $1.83 billion representing $1.46 billion of University of Massachusetts Building Authority bonds (the "Building Authority Bonds"), $62.0 million of University of Massachusetts bonds financed through the Massachusetts Health and Educational Facilities Authority (the "UMass HEFA Bonds*"),* and $312.8 million of bonds financed through the Worcester City Campus Corporation (the "WCCC Bonds"). Bonds payable is the University's largest liability at June 30, 2010. Projects initially financed by the Building Authority Bonds consisted primarily of dormitories, apartments, dining commons, athletic and multi-purpose facilities and parking garages at the University campuses. The Building Authority's active projects include dormitory rehabilitations, renovation of general education buildings, and construction of academic and science facilities. The proceeds from the UMass HEFA Bonds were used to create a revolving loan program and to fund the construction of two new campus centers at the Boston and Lowell campuses (funded jointly with the Commonwealth).

In fiscal year 2010, the Building Authority issued bonds in the amount of $548.3 million through three Series:

- The Authority issued Series 2009-1 bonds in the amount of $247.8 million for various construction and renovation projects at the Amherst, Boston, Dartmouth, Lowell, and Medical School campuses and for the construction of the Edward M. Kennedy Institute for the United States Senate on the Boston Campus.
- The Authority issued Series 2009-2 Build America bonds in the amount of $271.9 million for various construction and renovation projects at the Amherst, Boston, Lowell, and Medical School campuses.
- The Authority issued Series 2009-3 bonds in the amount of $28.6 million for construction and renovation projects at the Medical School campus.

In fiscal year 2008, the Authority issued $381.5 million of bonds and refunded $242.5 million of previously issued bonds in a series of transactions. The proceeds were to be used for various construction and renovation projects for the Amherst, Dartmouth, Lowell, and Worcester campuses. Further, in fiscal year 2008,

- The Building Authority issued its Series 2008-1 bonds. The bonds were issued in the amount of $232.5 million and the proceeds were to be used for various construction and renovation projects for the Amherst and Lowell campuses.
- The Building Authority issued Series 2008-A bonds. The bonds were issued in the amount of $26.6 million and the proceeds were to be used for various construction and renovation projects for the Dartmouth and Lowell campuses.
- The Building Authority issued Series 2008-2 bonds. The bonds were issued in the amount of $120.6 million and the proceeds were to be used for various construction and renovation projects for the University's Amherst and Worcester campuses.
- The Building Authority issued its Series 2008-3 bonds. The bonds were issued in the amount of $138.6 million and the proceeds were used to currently refund a portion of the 2006-1 bonds.
- The Building Authority issued Series 2008-4 bonds. The bonds were issued in the amount of $104.0 million and the proceeds were used to currently refund a portion of the 2006-1 bonds.
- In connection with the Series 2008-1 bonds, the Building Authority entered into an interest rate swap (the 2008-1 Swap). The intention of the swap is to effectively change the variable interest rate on the bonds to a synthetic fixed rate of 3.388%.

Capitalized Lease Obligations

At June 30, 2010, the University had capital lease obligations with remaining principal payments of approximately $23.1 million which is an $11.2 million decrease from the remaining principal payments of $34.3 million at June 30, 2009. At June 30, 2008, the University had capital lease obligations with remaining principal payments of approximately $42.4 million. The capital leases primarily consist of telecommunications, software and co-generation systems, and campus energy conversions. The decrease in obligations is due to scheduled debt service payments.

University Rating

As of June 30, 2010, the credit ratings for bonds issued by the University of Massachusetts and the University of Massachusetts Building Authority are "AA-" as rated by Fitch IBCA, "Aa2" as rated by Moody's Investors Service, and "A+" as rated by Standard & Poor's agency. The highest achievable ratings are "AAA" from Fitch and Standard & Poor's and "Aaa" from Moody's based upon the scale used in the University's rating. The University's rating is one tier below the "Aa1" rating of the Commonwealth of Massachusetts on the Moody's scale.

Limitations on Additional Indebtedness

The University may, without limit, issue additional indebtedness or request the Building Authority to issue additional indebtedness on behalf of the University so long as such indebtedness is payable from all available funds of the University. However, the University may request that the Building Authority issue additional indebtedness not payable from all available funds of the University provided that the additional indebtedness is secured by certain pledged revenues and the maximum annual debt service on all revenue indebtedness does not exceed 10% of the University's available revenues.

The Building Authority is authorized by its enabling act to issue bonds with the unconditional guarantee of the Commonwealth of Massachusetts for the punctual payment of the interest and principal payments on the guaranteed bonds. The full faith and credit of the Commonwealth are pledged for the performance of its guarantee. The enabling act, as amended, presently limits to $200 million the total principal amount of notes and bonds of the Building Authority that may be Commonwealth guaranteed and outstanding at any one time.

Capital Plan

In September of 2010, the University Trustees approved a $4.49 billion five-year (fiscal years 2011-2015) update to its capital plan to be financed from all available funding including projects already in process as well as new projects. The University generally has funded its capital plans through a combination of funding received from University operations, bonds issued by the Building Authority, Massachusetts Health and Educational Facilities Authority financing, Commonwealth appropriations, and private fund raising. The execution of the University's capital plan is contingent upon sufficient funding from the Commonwealth.

The University's five-year capital plan for fiscal years 2011-2015 includes both new projects and major projects that were previously approved by the University Trustees in prior-year capital plans. The major projects in the 2011-2015 capital plan and their estimated total project cost include:

<u>Amherst campus</u>

- study and construction of student-housing of up to 1,500 beds for $190.0 million
- construction of a laboratory science building for approximately $156.5. million
- construction of an academic classroom building for approximately $85.0 million
- renovations to the Morrill Science Complex totaling approximately $51.3 million
- construction of a Life Sciences Research Facility for $95.0 million
- upgrades to residential housing sprinkler systems for $32.0 million
- renovations to increase capacity at the Worcester Dining Commons for $20.0 million
- repairs to the Lederle Graduate Research Complex for $41.3 million
- renovations of Machmer Hall for $12.6 million
- design and construction of a new police facility for $12.5 million
- renovations to the interior space of the DuBois Library for $13.0 million

<u>Boston campus</u>

- construction of the Integrated Science Complex for $152.0 million
- implementation of the Campus Master Plan for $104.3 million will include improvements such as utility relocation, roadway relocation, and plaza and building demolition needed to reconstruct the existing center of the Campus
- renovations of existing campus buildings to address deferred maintenance for $75.0 million
- construction of a Living/Learning Center for $88.0 million
- construction of a 1,200 vehicle parking garage to meet current demand for approximately $35.0 million
- construction of two new academic building for a total of $200.0 million

<u>Dartmouth campus</u>

- in order to accommodate a growing enrollment and to deal with deteriorating housing units the campus plans to expend $76.9 million for the renovation and replacement of student housing
- construction of an administrative services building in order to consolidate operations and create more academic space for approximately $12.7 million
- construction of a Biomanufacturing Building for approximately $26.0 million
- extensive library renovations to address deferred maintenance and to improve services for approximately $44.0 million
- an energy/water conservation project for $40.0 million
- acquisition of the Advanced Technology Manufacturing Center for $11.4 million
- construction or renovation of a marine fisheries research building for 48.0 million
- construction of a campus entrance building for approximately $45.0 million

<u>Lowell campus</u>

- construction of the Emerging Technology Innovation Center for approximately $70.0 million
- construction of an academic building on the South Campus for $40.0 million
- reconfiguration of the North Campus science and engineering space for approximately $90.0 million
- acquisition of several properties neighboring the Campus for $20.0 million
- construction of a parking garage to increase capacity for approximately $20.0 million
- addition of 400-500 residential beds with academic and administrative support facilities for $70.0 million
- modernization of existing academic buildings for approximately $54.0 million
- renewal of Coburn Hall for $35.0 million
- energy conservation projects and power plant improvements for approximately $40.0 million

<u>Worcester campus</u>

- construction of a new science facility to support new programs in stem cell research, RNAI therapies, and gene silencing for approximately $330.0 million
- construction of a medical education and clinical practice building for $120.0 million
- expansion of the existing power plant to improve efficiency and meet the energy requirements of the growing Campus for approximately $50.0 million
- HVAC upgrades and replacements for approximately $30.1 million
- construction of a parking garage to meet increased demand for $40.0 million
- construction of a new building to support vaccine production and product warehousing for $35.0 million
- purchase of office/research buildings adjacent to the Worcester Campus for approximately $75.0 million

Beginning in the late 1990s, the University enhanced its program to address deferred maintenance needs at its campuses. As a result, the University has made investments to repair and renovate facilities at the University's campuses through the use of operational funds, campus borrowing, and state support. The University's 2011-2015 capital plan includes approximately $895.0 million of deferred maintenance projects. During fiscal year 2010, the University expended approximately $189.6 million on plant operations and maintenance activities.

Factors Impacting Future Periods

There are a number of issues of University-wide importance that directly impact the financial operations of the University. Many of these issues such as improving academic quality and financial performance, investing in capital assets, expanding fundraising capacity, and measuring performance are ongoing activities of continuous importance to the Board of Trustees and University leadership that impact the financial and budget planning each year. The level of state support, the impact of collectively bargained wage increases, and the ability of student fee supported activities to meet inflationary pressures determine the limits of program expansion, new initiatives and strategic investments, as well as the ability of the University to meet its core mission and ongoing operational needs.

The University recently acquired several significant assets that position our campuses strategically for future growth:

- In May 2010, the University of Massachusetts Building Authority purchased the Bayside Exposition Center, which is located less than 1 mile from the Boston Campus. This 20-acre waterfront property will allow the Campus to replace parking, office, and academic space eliminated during major construction periods. The acquisition of the Bayside site has initiated a University-led planning process to create a vision for redeveloping the site to further University and local objectives.

- On February 2, 2010, the Massachusetts Board of Higher Education issued approval for UMass Dartmouth to offer the juris doctorate (J.D.) degree and establish the first public law school in the Commonwealth. Following this approval, the Southern New England School of Law donated its entire assets to the University of Massachusetts. The Dartmouth Campus admitted the first class of new students of the University of Massachusetts School of Law in August 2010. The opening fall head count enrollment for the first year of operation of the new law school was approximately 318, which is 40 students more than initially projected. The focus of the law school will be public-service, with a curriculum concentrating on civil and human rights, legal support for businesses, economic justice, and community law. The operating plan for the new law school calls for increasing enrollment, recruiting faculty, and improving assets in order to prepare the school for accreditation from the American Bar Association.

- In July 2009, the Lowell Campus, through the Building Authority, purchased the former Doubletree Hotel in the downtown section of Lowell and converted the property into the UMass Lowell Inn & Conference Center (the "ICC"). Establishing the ICC created a multi-purpose property that maintains hotel accommodations in the City, serves as housing for 400 students, and creates high-quality conference space which will improve the vitality of the University and the City of Lowell.

- In February 2010, the Lowell campus accepted the transfer of the 6,500-seat Tsongas Arena from the City of Lowell. The renamed Tsongas Center at UMass Lowell will host hockey games, concerts, functions, school events and other community activities.

Despite these successful acquisitions, the ability to address priority capital needs and requirements for deferred maintenance, technology, repairs and adaptation, and selected new construction projects is one of the largest challenges facing the University in years to come. The commitment of operating funds for servicing debt and/or funding capital expenditures has an ongoing impact on the overall financial picture of the University. In order to support the University's capital plan, the University of Massachusetts Building Authority completed a bond issuance in October 2009 that provides funding for approximately $512.5 million of renovations, new construction, and deferred maintenance projects at the Amherst, Boston, Dartmouth, Lowell, and Worcester campuses. The Building Authority completed another bond issue in November of 2010 to support approximately $546.8 million of projects at the Amherst, Boston, Dartmouth, and Lowell campuses.

In recent years the University's UMassOnline program has shown significant growth in enrollments, course offerings and revenue generation benefiting the campuses and raising the profile of the University throughout this important sector of the higher education market. In Fiscal Year 2010, the online program generated approximately $56.2 million of revenue.

The University has recently launched a coordinated effort in international activities to develop partnerships and programs to bring faculty, visiting scholars and students from other countries to the University; to integrate study abroad opportunities into the undergraduate and graduate curriculum; and to encourage faculty to engage in research, teaching and service activities around the world.

Within the last three years, the University appointed new Chancellors for the Amherst, Boston, Lowell, and Worcester campuses. These appointments further strengthen a leadership team already focused on expanding the University's impact on the Commonwealth and the world as a leader in research, teaching and public service. After seven years at the helm of the University, during which there was significant growth in enrollment, research funding, and state capital support, President Wilson announced in March that he will be stepping down at the conclusion of fiscal year 2011. A 23-member committee, comprised of faculty, trustees, alumni, students, academic leaders and community leaders, started meeting in May to conduct a wide-ranging, national search to find the best person to lead the University System. It is expected that the search will conclude well in advance of the end of President Wilson's term, allowing for a seamless transition.

The University of Massachusetts Medical School's (UMMS) Craig C. Mello, PhD, and his colleague Andrew Fire, PhD, of Stanford University, were awarded the 2006 Nobel Prize in Physiology or Medicine for their discoveries related to ribonucleic acid (RNA). The findings of Drs. Mello and Fire demonstrated that a particular form of RNA, the cellular material responsible for the transmission of genetic information, can silence (RNAi process) targeted genes. Due to these findings, companies worldwide at the forefront of pharmaceutical innovation have purchased licenses to RNAi technology, co-owned by the UMMS, to aid in their development of treatments for disease. In addition, UMMS researchers are using RNAi technology to speed investigation into a variety of diseases. The work of Dr. Mello has not only produced revenue streams for the University and aided the work of his fellow researchers, but it has also enhanced the overall view of the University of Massachusetts. This recognition highlights the strength of UMMS research and can enhance the overall reputation of the entire University.

In July of 2007, Governor Patrick launched a significant new initiative to stimulate the Life Sciences industry in Massachusetts. As a result, the Commonwealth passed a $1.0 billion Life Sciences Investment Bill and it is anticipated that some portion of this funding, possibly as much as $240.0 million, will be used to support facility improvements at the University. The Medical School and Amherst campuses are well positioned to take a lead in the development of new technologies in the life sciences and the University has been identified to play a significant role in the development of a stem cell bank for researchers throughout the world. As part of the Life Sciences Initiative, the Commonwealth, through the Life Sciences Center, has agreed to provide $90.0 million to the University's Medical School for the construction of a $330.0 million life sciences building on the Worcester Campus. This facility (The Sherman Center) will include a new Advanced Therapeutics Cluster (ATC), composed of a Gene Therapy Center, a RNAi Therapeutics Center and a Center for Stem Cell Biology and Regenerative Medicine. The Life Sciences Bill also designated funding for a major research facility at the Amherst Campus, and significant capital investments in collaborative facilities and programs involving the Boston, Dartmouth, and Lowell campuses. In addition to capital funding, the life sciences initiative provides a number of opportunities for the University to participate in the planning and program implementation of this important economic development effort.

Also, in the fall of 2007 Governor Patrick filed a higher education bond bill to fund capital improvements and new facilities at all University campuses. The Commonwealth passed the largest higher education bond bill, Chapter 258 of the Acts of 2008, on August 6, 2008, which included over $1 billion for University projects to be funded over the next 10 years. The Commonwealth's Executive Office of Administration and Finance (EOAF) put forth a five-year capital plan in September 2010 that would significantly increase annual state capital spending on University projects. Over the next few years, state capital support for major University projects is expected to increase from 3% of the Commonwealth's total capital spending to 12% of total capital spending.

The University's Boston Campus is situated on a peninsula in Boston Harbor which is also home to the John F. Kennedy Presidential Library and the Massachusetts State Archives and Commonwealth Museum. Plans are now underway to develop adjacent to the campus the Edward M. Kennedy Institute for the United States Senate. The Institute will include a new building focusing on political study, training sessions for students and politicians, and historical records. Once established, the Institute is likely to add significant prominence to the Boston Campus and the University.

Beginning in 2004, the University followed a strategy of limiting the annual increases for mandatory student charges to levels below the estimated current inflation rate. The University believed that this "at or below inflation" approach for student charge increases would provide reasonable stability and predictability for students, their families, and institutional planners. The University was able to maintain these limits on its student charge increases through fiscal year 2009 because of stable support from the Commonwealth. On October 15, 2008, faced with a large state budget deficit, Governor Patrick implemented a fiscal action plan to close the gap that included more than $1.0 billion in immediate cuts and spending controls across state government. As part of this action plan, the administration reduced the University's fiscal year 2009 state appropriation by 5%, or approximately $24.6 million. As the state and national economy continued to deteriorate, the administration reduced the University's fiscal year state appropriation by an additional $2.8 million in January 2009.

In response to these mid-year reductions and the anticipated further reduction of the state appropriation for fiscal year 2010, the University departed from its five-year practice of limiting student charge increases to at or below the rate of inflation. For fiscal year 2010, the University Trustees approved a mandatory student charge increase of up to $1,500 for in-state undergraduate students. The approved increase included specific language that authorized rebates of the charge increases based upon the level of federal support provided by The American Recovery and Reinvestment Act of 2009 ("ARRA").

The Commonwealth's budget for fiscal year 2010 approved on June 29, 2009 reduced the University's state appropriation by $53.5 million in comparison to the final fiscal year 2009 state appropriation after the reductions made in October 2008 and January 2009. The fiscal year 2010 state budget also eliminated $10.2 million of line item funding specific to the University.

To protect the University from the full impact of the budget reductions made in fiscal year 2009 and fiscal year 2010, the Commonwealth's Executive Office of Education distributed to the University in September 2009 $118.6 million of the federal education stabilization funds available to the Commonwealth from ARRA. In October 2009, in response to lower state revenue projections, the state rescinded an additional $32.0 million from the University's state appropriation. The Commonwealth's Executive Office of Education replaced this lost appropriation with an equal amount of ARRA education stabilization funds. The receipt of this federal revenue allowed the University to remain consistent with the Board of Trustee vote on student charges taken on February 27, 2009 and offer a partial rebate of the $1,500 student charge increase.

The $150.6 million distribution of ARRA funding to the University is a one-time event for fiscal year 2010. The Commonwealth has already distributed approximately 95% of its education stabilization funds, of which the University has received approximately 19%. The University has received guidance from the Commonwealth's Executive Office that an additional allocation of education stabilization funds will be provided in fiscal year 2011. The University expects to receive approximately $37.8 million.

University of Massachusetts
Statement of Net Assets
As of June 30, 2010 and 2009
(in thousands of dollars)

ASSETS	**University June 30, 2010**	**University Related Organizations June 30, 2010**	**University June 30, 2009**	**University Related Organizations June 30, 2009**
Current Assets				
Cash and Cash Equivalents	$31,926		$33,091	
Cash Held By State Treasurer	13,736		14,086	
Accounts, Grants and Loans Receivable	223,267		199,532	$22
Pledges Receivable	7,219	$3,758	1,357	8,237
Short Term Investments	230,121		160,820	
Inventories	13,218		13,833	
Accounts Receivable UMass Memorial	14,562		15,546	
Due From Related Organizations	625	739	1,535	806
Other Assets	22,899	65	21,794	16
Total Current Assets	**557,573**	**4,562**	**461,594**	**9,081**
Noncurrent Assets				
Cash and Cash Equivalents		3,611		3,402
Cash Held By State Treasurer	2,423		8,613	
Cash and Securities Held By Trustees	814,903		475,153	
Accounts, Grants and Loans Receivable	36,429		35,329	
Pledges Receivable	1,061	6,121	2,028	3,498
Investments	538,138	297,055	513,392	250,769
Other Assets	16,445	1,270	12,824	51
Deferred Outflows of Resources	64,033			
Investment In Plant Net of Accumulated Depreciation	2,324,392	1,699	2,068,485	950
Total Noncurrent Assets	**3,797,824**	**309,756**	**3,115,824**	**258,670**
Total Assets	**$4,355,397**	**$314,318**	**$3,577,418**	**$267,751**
LIABILITIES				
Current Liabilities				
Accounts Payable	$118,424	$106	$98,201	$177
Accrued Salaries and Wages	74,554		70,752	
Accrued Liability for Compensated Absences	70,035		69,443	
Accrued Liability for Workers' Compensation	3,210		3,717	
Accrued Interest Payable	16,647		12,146	
Bonds Payable	194,900		123,790	
Capital Lease Obligations	5,962		11,457	
Notes Payable		2		
Assets Held on behalf of Others		9,990		
Accounts Payable UMass Memorial	4,037		3,372	
Due To Related Organizations	739	625	806	1,535
Deferred Revenues and Credits	36,880	5,340	48,325	6,243
Advances and Deposits	6,434		6,854	
Other Liabilities	52,740		65,856	
Total Current Liabilities	**584,562**	**16,063**	**514,719**	**7,955**
Noncurrent Liabilities				
Accrued Liability for Compensated Absences	25,843		23,593	
Accrued Liability for Workers' Compensation	10,688		10,416	
Arbitrage Rebate Payable	551		544	
Bonds Payable	1,632,209		1,210,220	
Capital Lease Obligations	17,177		22,870	
Notes Payable		618		
Derivative Instruments, Interest Rate Swaps	64,033			
Deferred Revenues and Credits	23,567		23,668	
Advances and Deposits	26,507		26,782	
Other Liabilities	1,107	3,046	3,301	3,025
Total Noncurrent Liabilities	**1,801,682**	**3,664**	**1,321,394**	**3,025**
Total Liabilities	**$2,386,244**	**$19,727**	**$1,836,113**	**$10,980**
Net Assets:				
Invested in Capital Assets Net of Related Debt	$1,133,264	$1,699	$1,069,881	$950
Restricted				
Nonexpendable	16,899	240,595	16,699	225,549
Expendable	218,517	48,127	156,649	41,033
Unrestricted	600,473	4,170	498,076	(10,761)
Total Net Assets	**$1,969,153**	**$294,591**	**$1,741,305**	**$256,771**

The accompanying notes are an integral part of the financial statements.

University of Massachusetts
Statement of Revenues, Expenses, and Changes in Net Assets
For The Years Ended June 30, 2010 and 2009
(in thousands of dollars)

REVENUES	University June 30, 2010	University Related Organizations June 30, 2010	University June 30, 2009	University Related Organizations June 30, 2009
Operating Revenues				
Tuition and Fees (net of scholarship allowances of $181,760 at June 30, 2010 and $126,779 at June 30, 2009)	$539,306		$489,230	
Federal Grants and Contracts	393,862		324,100	
State Grants and Contracts	64,328		77,115	
Local Grants and Contracts	1,880		2,149	
Private Grants and Contracts	104,368		104,399	
Sales & Service, Educational	17,530		20,965	
Auxiliary Enterprises	252,610		246,069	
Other Operating Revenues:				
Sales & Service, Independent Operations	50,442		94,908	
Sales & Service, Public Service Activities	593,761		542,955	
Other	74,231		66,920	
Total Operating Revenues	**2,092,318**		**1,968,810**	
EXPENSES				
Operating Expenses				
Educational and General				
Instruction	552,528		540,479	
Research	404,260		358,659	
Public Service	66,597	$10,388	67,989	$13,443
Academic Support	123,901		125,604	
Student Services	88,787		87,207	
Institutional Support	166,070		163,659	
Operation and Maintenance of Plant	192,271		191,761	
Depreciation and Amortization	155,746	28	140,392	20
Scholarships and Fellowships	35,103	782	29,845	544
Auxiliary Enterprises	200,458		193,568	
Other Expenditures				
Independent Operations	58,437		56,057	
Public Service Activities	535,665		491,433	
Total Operating Expenses	**2,579,823**	**11,198**	**2,446,653**	**14,007**
Operating Loss	**(487,505)**	**(11,198)**	**(477,843)**	**(14,007)**
NONOPERATING REVENUES/(EXPENSES)				
Federal Appropriations	5,922		5,574	
State Appropriations	428,958		540,187	
State Appropriations - Federal Stimulus funds	150,639			
Gifts	28,603	10,498	22,918	15,929
Investment Income	65,863	19,676	(9,284)	(50,324)
Endowment Income	5,583	974	10,319	2,774
Interest on Indebtedness	(49,113)		(55,252)	
Other Nonoperating Income	3,868		8,167	
Net Nonoperating Revenues	**640,323**	**31,148**	**522,629**	**(31,621)**
Income/(Loss) Before Other Revenues, Expenses, Gains, and Losses	**152,818**	**19,950**	**44,786**	**(45,628)**
Capital Appropriations	28,635		27,483	
Capital Grants and Contracts	18,981		5,182	
Additions to Permanent Endowments		13,003		12,892
Net Amounts Earned/Received on Behalf of Others		10		
Capital Contribution	29,810			
Disposal of Plant Facilities	(12,125)		(8,553)	(16)
Other Additions/Deductions	9,729	4,857	1,361	(8,407)
Total Other Revenues, Expenses, Gains, and Losses	**75,030**	**17,870**	**25,473**	**4,469**
Total Increase/(Decrease) in Net Assets	**227,848**	**37,820**	**70,259**	**(41,159)**
NET ASSETS				
Net Assets at Beginning of Year	1,741,305	256,771	1,671,046	297,930
Net Assets at End of Year	**$1,969,153**	**$294,591**	**$1,741,305**	**$256,771**

The accompanying notes are an integral part of the financial statements.

University of Massachusetts
Statement of Cash Flows
For The Years Ended June 30, 2010 and 2009
(in thousands of dollars)

	University June 30, 2010	University June 30, 2009
CASH FLOWS FROM OPERATING ACTIVITIES		
Tuition and Fees	$628,382	$516,757
Grants and Contracts	585,697	490,169
Payments to Suppliers	(1,160,070)	(996,152)
Payments to Employees	(1,122,648)	(1,105,868)
Payments for Benefits	(255,321)	(217,782)
Payments for Scholarships and Fellowships	(34,476)	(29,845)
Loans Issued to Students and Employees	(5,156)	(4,189)
Collections of Loans to Students and Employees	4,116	3,744
Auxiliary Enterprises Receipts	262,234	261,869
Sales and Service, Educational	17,022	25,428
Sales & Service, Independent Operations	59,010	103,842
Sales & Service, Public Service Activities	641,008	589,985
Net Cash Used for Operating Activities	**(380,202)**	**(362,042)**
CASH FLOWS FROM NONCAPITAL FINANCING ACTIVITIES		
State Appropriations	492,351	597,202
State Appropriations - Federal Stimulus Funds	150,639	
Tuition Remitted to the State	(49,084)	(47,107)
Federal Appropriations	5,922	5,574
Gifts and Grants for Other Than Capital Purposes	20,179	21,957
Student Organization Agency Transactions	330	49
Net Cash Provided by Noncapital Financing Activities	**620,337**	**577,675**
CASH FLOWS FROM CAPITAL FINANCING ACTIVITIES		
Proceeds from Capital Debt	565,457	19,290
Bond Issuance Costs Paid	(580)	(113)
Capital Appropriations	28,245	27,166
Capital Grants and Contracts	13,924	5,182
Purchases of Capital Assets and Construction	(135,656)	(120,653)
Principal Paid on Capital Debt and Leases	(84,549)	(76,429)
Interest Paid on Capital Debt and Leases	(52,096)	(58,375)
Use of Debt Proceeds on Deposit with Trustees	(214,479)	(178,115)
Net Cash Provided by/(Used for) Capital Financing Activities	**120,266**	**(382,047)**
CASH FLOWS FROM INVESTING ACTIVITIES		
Proceeds from Sales and Maturities of Investments	625,378	1,297,493
Interest on Investments	21,482	42,010
Purchase of Investments	(675,216)	(1,341,046)
Net Cash Used for Investing Activities	**(28,356)**	**(1,543)**
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	**332,045**	**(167,957)**
Cash and Cash Equivalents - Beginning of the Year	**530,943**	**698,900**
Cash and Cash Equivalents - End of Year	**$862,988**	**$530,943**
RECONCILIATION OF OPERATING LOSS TO NET CASH USED BY OPERATING ACTIVITIES		
Operating Loss	($487,505)	($477,843)
Adjustments to reconcile loss to net cash used by Operating Activities:		
Depreciation and Amortization Expense	155,746	140,392
Changes in Assets and Liabilities:		
Receivables, net	(29,730)	(1,058)
Inventories	615	554
Due to/from Related Organizations	843	(1,608)
Accounts Receivable/Payable UMass Memorial	1,649	(11,092)
Other Assets	37	(4,330)
Accounts Payable (non-capital)	12,320	(4,116)
Accrued Liabilities	6,409	9,605
Deferred Revenue	(11,546)	(2,963)
Advances and Deposits	(695)	(2,299)
Other Liabilties	(28,345)	(7,284)
Net Cash Used for Operating Actvities	**($380,202)**	**($362,042)**
SUPPLEMENTAL DISCLOSURE OF NONCASH ACTIVITIES:		
Assets acquired and included in accounts payable	$42,969	$28,090
Gain/(loss) on disposal of capital assets	(12,672)	(13,424)
Securities lending activity	(13,024)	(3,492)
Unrealized gains/(losses) on investments	41,687	(32,715)

The accompanying notes are an integral part of the financial statements.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

ORGANIZATION

The financial statements herein present the financial position, results of operations, changes in net assets, and cash flows of the University of Massachusetts ("University"), a federal land grant institution. The financial statements of the University include the Amherst, Boston, Dartmouth, Lowell and Worcester Medical School campuses, and the Central Administration office of the University, Worcester City Campus Corporation ("WCCC"), the University of Massachusetts Amherst Foundation ("UMass Amherst Foundation"), as well as the University of Massachusetts Building Authority ("Building Authority").

The Building Authority is a public instrumentality of the Commonwealth created by Chapter 773 of the Acts of 1960, whose purpose is to provide dormitories, dinning commons, and other buildings and structures for use by the University. WCCC, of which the Worcester Foundation for Biomedical Research, Inc. ("WFBR") and Public Sector Partners, Inc. (("PSP") See Note 6) are subsidiaries, is a tax exempt organization founded to support research and real property activities for the University. The UMass Amherst Foundation was established in 2003 as a tax exempt organization founded to foster and promote the growth, progress, and general welfare of the University. These component units are included in the financial statements of the University because of the significance and exclusivity of their financial relationships with the University.

The University Related Organizations' column in the financial statements includes the financial information of the University's discretely presented component units. The University of Massachusetts Foundation, Inc. ("Foundation") and the University of Massachusetts Dartmouth Foundation, Inc. ("the Dartmouth Foundation") are related tax exempt organizations founded to foster and promote the growth, progress and general welfare of the University, and are reported in a separate column to emphasize that they are Massachusetts not-for-profit organizations legally separate from the University. These component units are included as part of the University's financial statements because of the nature and the significance of their financial relationship with the University. The financial statement presentation of the discretely presented component units has been reclassified to conform to the University presentation. The financial reports of all above mentioned component units are available upon request from the University.

The University is a component unit of the Commonwealth of Massachusetts. The financial balances and activities included in these financial statements are, therefore, also included in the Commonwealth's comprehensive annual financial report.

BASIS OF PRESENTATION

The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America as prescribed by the Governmental Accounting Standards Board ("GASB") using the economic resources measurement focus and the accrual basis of accounting. These statements are reported on a combined basis, and all intra-University transactions are eliminated. In accordance with GASB Statement No. 20, the University follows all applicable GASB pronouncements. In addition, the University applies all applicable Financial Accounting Standards Board ("FASB") pronouncements issued on or before November 30, 1989, unless those pronouncements conflict with or contradict GASB pronouncements. The University has elected not to apply FASB pronouncements issued after November 30, 1989.

Operating revenues consist of tuition and fees, grants and contracts, sales and services of educational activities (including royalties from licensing agreements) and auxiliary enterprise revenues. Operating expenses include salaries, wages, fringe benefits, utilities, subcontracts on grants and contracts, supplies and services, and depreciation and amortization. All other revenues and expenses of the University are reported as non-operating revenues and expenses including state general appropriations, federal appropriations, non-capital gifts, short term investment income, endowment income used in operations, interest expense, and capital additions and deductions. Capital items represent all other changes in long term plant and endowment net assets. Revenues are recognized when earned and expenses are recognized when incurred with the exception of revenue earned on certain public service activities (see Note 5). Restricted grant revenue is recognized only when all eligibility requirements have been met, that is to the extent grant revenues are expended or in the case of fixed price contracts, when the contract terms are met or completed. Contributions, including unconditional promises to give (pledges) for non-endowment or non-capital purposes, are recognized as revenues in the period received. Promises of additions to non-expendable endowments are not recognized until cash or other assets are received. Conditional promises to give are not recognized until they become unconditional, that is when the conditions on which they depend are substantially met. The University applies restricted net assets first when an expense or outlay is incurred for purposes for which both restricted and unrestricted net assets are available.

The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires management to make estimates and judgments that affect the reported amounts of assets and liabilities, and disclosures of contingencies at the date of the financial statements and revenues and expenditures recognized during the reporting period. Significant estimates include the accrual for employee compensated absences, the accrual for workers' compensation liability, the allowance for doubtful accounts, valuation of certain investments and best estimates of selling price associated with certain multiple element arrangements. Actual results could differ from those estimates.

The University reports its financial statements as a "business-type activity" ("BTA") under GASB Statement No. 35, *Basic Financial Statements – and Management's Discussion and Analysis – for Public Colleges and Universities* ("GASB 35"). BTAs are defined as those that are financed in whole or in part by fees charged to external parties for goods or services.

In order to ensure observance of limitations and restrictions placed on the use of available resources, the accounts of the University are maintained internally in accordance with the principles of "fund accounting". This is the procedure by which resources for various purposes are maintained in separate funds in accordance with the activities or objectives specified. GASB 35 requires that external financial statements to be reported on a consolidated basis and establishes standards for external financial reporting by public colleges and universities that resources be classified into the following net asset categories:

- **Invested in capital assets, net of related debt:** Capital assets, at historical cost, or fair market value on date of gift, net of accumulated depreciation and outstanding principal balances of debt attributable to the acquisition, construction or improvement of those assets.

- **Restricted Nonexpendable:** Net assets subject to externally imposed stipulations that they be maintained permanently by the University.

- **Restricted Expendable:** Net assets whose use by the University is subject to externally imposed stipulations. Such assets include restricted grants and contracts, the accumulated net gains/losses on true endowment funds, as well as restricted funds loaned to students, restricted gifts and endowment income, and other similar restricted funds.

- **Unrestricted**: Net assets that are not subject to externally imposed stipulations. Substantially all unrestricted net assets are designated to support academic, research, auxiliary enterprises or unrestricted funds functioning as endowments, or are committed to capital construction projects.

Revenues are reported net of discounts and allowances. As a result, student financial aid expenditures are reported as an allowance against tuition and fees revenue while stipends and other payments made directly to students are recorded as scholarship and fellowship expenditures on the statement of revenues, expenses, and other changes to net assets, and included in supplies and services on the statement of cash flows. Discounts and allowances for tuition and fees and auxiliary enterprises are calculated using the Alternate Method.

NEW ACCOUNTING PRONOUNCEMENTS

GASB Statement No. 49, *Accounting and Financial Reporting for Pollution Remediation Obligations* - This standard provides guidance on the accounting and reporting of obligations and costs related to existing pollution remediation, such as obligations to clean up spills of hazardous wastes or to remove contamination (e.g., asbestos). This standard also sets forth triggers that would signal when the University should determine if it has to estimate and report a remediation liability. The requirements of this Statement are effective for financial statements of periods beginning after December 15, 2007 (fiscal 2009 for the University). The University has expended $3.3 million and $560,000 in pollution remediation costs during fiscal year 2010 and 2009, respectively. A liability of $1.8 million and $1.5 million for pollution remediation obligations has been recorded as of June 30, 2010 and June 30, 2009, respectively.

GASB Statement No. 51, *Accounting and Financial Reporting for Intangible Assets* - This standard was issued in June 2007 and is effective for financial statements for periods beginning after June 15, 2009 (fiscal 2010 for the University). This standard requires that all intangible assets not specifically excluded by its scope provisions be classified as capital assets. Accordingly, existing authoritative guidance related to the accounting and financial reporting for capital assets should be applied to these intangible assets, as applicable. This standard also provides authoritative guidance that specifically addresses the nature of these intangible assets which should be applied in addition to the existing authoritative guidance for capital assets. The guidance specific to intangible assets also includes guidance on recognition and requires that an intangible asset be recognized in the statement of net assets only if it is considered identifiable. Additionally, this standard establishes a specified-conditions approach to recognizing intangible assets that are internally generated. Effectively, outlays associated with the development of such assets should not begin to be capitalized until certain criteria are met. Outlays incurred prior to meeting these criteria should be expensed as incurred. If there are no factors that limit the useful life of an intangible asset, this standard provides that the intangible asset be considered to have an indefinite useful life. Intangible assets with indefinite useful lives should not be amortized unless their useful life is subsequently determined to no longer be indefinite due to a change in circumstances. The provisions of this standard generally are required to be applied retroactively. Retroactive reporting is not required but is permitted for intangible assets considered to have indefinite useful lives as of the effective date of this standard and those considered to be internally generated. The adoption of GASB Statement No. 51 did not have an effect on the financial statements in fiscal year 2010.

GASB Statement No. 53, *Accounting and Financial Reporting for Derivative Instruments* - This standard was issued in June 2008 and is effective for periods beginning after June 15, 2009 (fiscal 2010 for the University). This standard requires that for potential hedging derivative instruments existing prior to the fiscal period during which this Statement is implemented, the evaluation of effectiveness should be performed as of the end of the current period. If determined to be effective, hedging derivative instruments are reported as if they were effective from their inception. If determined to be ineffective, the potential hedging derivative instrument is then evaluated as of the end of the prior reporting period. The implementation guide on the standard was issued by the GASB in April 2009. GASB Statement No. 53 had no impact to the 2009 financial statements due to the University's election of the impracticability exception allowable in the guidance. At June 30, 2010, the University has recorded $64.0 million as deferred outflows equal to the negative marked-to-market value of the Series 2008-1, 2008-A, and 2006-1 Interest Rate Swaps which were determined to be effective derivative hedging instruments at June 30, 2010.

EITF 08-1, *Revenue Arrangements with Multiple Deliverables* - In October 2009, the Emerging Issues Task Force ("the EITF") reached consensus on an amendment to the accounting and disclosure requirements for revenue arrangements with multiple deliverables. The amendment eliminates the use of the residual method of allocation and requires, instead, that arrangement consideration be allocated, at the inception of the arrangement, to all deliverables based on their relative selling price. When applying the relative selling price allocation method, the selling price for each of the deliverables shall be determined using vendor-specific objective evidence ("VSOE"), if it exists, otherwise third-party evidence ("TPE"). If neither VSOE nor TPE exists, the amendment allows a vendor to use their best estimate of selling price. The University adopted this amendment during fiscal year 2009 and has applied the amendment retrospectively to all periods presented.

CLASSIFICATION OF ASSETS AND LIABILITIES

The University presents current and non-current assets and liabilities in the statement of net assets. Assets and liabilities are considered current if they mature in one year or less, or are expected to be received, used, or paid within one year or less. Investments with a maturity of greater than one year and balances that have externally imposed restrictions as to use are considered non-current. Cash held by state treasurer includes balances with restrictions as to use and balances that may be rolled forward for use toward the restricted purposes in future years, and such balances are classified as non-current. Cash held by trustees is presented based upon its expected period of use and to the restrictions imposed on the balances by external parties.

FAIR VALUE OF FINANCIAL INSTRUMENTS

Fair value approximates carrying value for cash and cash equivalents, cash held by state treasurer, investments, accounts receivable, accounts payable, accrued expenses and interest, and deposits. The estimated fair values of bonds payable are disclosed in footnote 8.

CASH AND CASH EQUIVALENTS AND INVESTMENTS

Cash and cash equivalents consist primarily of petty cash, demand deposit accounts, money market accounts, and savings accounts, with a maturity of three months or less when purchased.

Investments are reported at their respective fair values. Short-term investments consist of deposits with original maturities of less than one year and are available for current use. Securities received as a gift are recorded at estimated fair value at the date of the gift. The University holds certain investment securities in publicly traded and privately held companies as the result of agreements entered into by the University's Commercial Ventures and Intellectual Property ("CVIP") program. Securities received or purchased as the result of these agreements are recorded at fair value, where readily determinable by quoted market prices, or if fair value is not known or practicable to estimate, the investment is carried at cost which is deemed to be the estimated fair value.

Private equities and certain other non-marketable securities held by the Foundation are valued using current estimates in fair value by management based on information provided by the general partner or investment manager for the respective securities. The Foundation believes that the carrying amount of these investments are a reasonable estimate of fair value, however, their estimated value is subject to uncertainty and therefore may differ from the value that would have been used had a ready market for such investment existed. Venture capital investments represent initial investments made to certain funds and are reported at cost until distributions are made from the funds or until market values are reported on the funds.

Investment securities are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the combined statement of net assets.

Investment income includes dividends and interest income and is recognized on the accrual basis. In computing realized gains and losses, cost is determined on a specific identification basis.

RESTRICTED GRANTS AND CONTRACTS

The University receives monies from federal and state government agencies under grants and contracts for research and other activities including medical service reimbursements. The University records the recovery of indirect costs applicable to research programs, and other activities which provide for the full or partial reimbursement of such costs, as revenue. Recovery of indirect costs for the years ended June 30, 2010 and 2009 was $113.2 million and $102.0 million, respectively, and is a component of grants and contracts revenue. The costs, both direct and indirect, charged to these grants and contracts are subject to audit by the granting agency. The University believes that any audit adjustments would not have a material effect on the University's financial statements.

PLEDGES AND ENDOWMENT SPENDING

Pledges for non-endowment purposes are presented net of amounts deemed uncollectible, and after discounting to the present value of the expected future cash flows. Because of uncertainties with regard to their whether realizable and valuation, bequests and intentions and other conditional promises are not recognized as assets until the specified conditions are met.

The Foundation utilizes the pooled investment concept whereby all invested funds are in one investment pool, except for investments of certain funds that are otherwise restricted. Pooled investment funds will receive an annual distribution of 4% to 6% of the endowment fund's average market value for the preceding twelve quarters on a one-year lag and three-year share average. The Board of Directors of the Foundation approved an exception to the spending policy due to the significant decrease in market performance of fiscal year 2009. The actual spending rate approved was 1.5% of the fiscal year 2009 ending fair value. For fiscal year 2009, it was 4%. Future utilization of gains is dependent on market performance. Deficiencies for donor-restricted endowment funds, resulting from declines in market value would be offset by an allocation from unrestricted net assets to temporarily restricted net assets, and would be recorded in realized and unrealized gains (losses) on sale of investments. The Foundation believes that, if applicable, these adjustments would be temporary and will not require permanent funding. In fiscal year the deficiencies were $4.1 million and $15.3 million, respectively.

INVENTORIES

The University's inventories consist of books, general merchandise, central stores, vaccines, and operating supplies which are carried at the lower of cost (first-in, first-out and average cost methods) or market.

INVESTMENT IN PLANT

Capital assets are stated at cost or fair value upon receipt as a gift. Net interest costs incurred during the construction period for major capital projects are added to the cost of the asset. Repairs and maintenance costs are expensed as incurred, whereas major improvements that extend the estimated useful lives of the assets are capitalized as additions to property and equipment. Depreciation of capital assets is provided on a straight-line basis over the estimated useful lives of the respective assets. The University records a full year of depreciation in the year of acquisition. Land is not depreciated. The University does not capitalize works of art or historical treasures.

Following is the range of useful lives for the University's depreciable assets:

Buildings	20-50 years
Building Improvements	5-20 years
Equipment and Furniture	3-15 years
Software	5 years
Library Books	15 years
Land Improvements	20 years

COMPENSATED ABSENCES

Employees earn the right to be compensated during absences for annual vacation leave and sick leave. The accompanying statement of net assets reflects an accrual for the amounts earned and ultimately payable for such benefits as of the end of the fiscal year. The accrual equates to the entire amount of vacation time earned and an actuarially determined liability for the sick leave component of compensated absences. Employees are only entitled to 20% of their sick leave balance upon retirement. The actuarial calculation utilized the probability of retirement for this estimated accrual.

DEFERRED REVENUE

Deferred revenue consists of amounts billed or received in advance of the University providing goods or services. Deferred revenue is recognized as revenue as expenses are incurred and therefore earned.

ADVANCES AND DEPOSITS

Advances from the U.S. Government for Federal Perkins Loans to students are reported as part of advances and deposits. Future loans to students are made available from repayments of outstanding principal amounts plus accumulated interest received thereon.

TUITION AND STATE APPROPRIATIONS

The combined financial statements for the years ended June 30, 2010 and 2009 record as tuition revenue approximately $49.1 million and $47.1 million, respectively, of tuition received by the University and remitted to the State Treasurer's Office for the general fund of the Commonwealth of Massachusetts. During fiscal year 2004, the Amherst campus was granted authority to retain tuition for out of state students as part of a pilot program authorized by the Commonwealth. This pilot program was extended indefinitely in 2005. The amount of tuition retained by the University during 2010 and 2009 was $31.5 million and $32.3 million, respectively. The recorded amount of State Appropriations received by the University has been reduced by a corresponding amount of tuition remitted as shown below (in thousands):

	2010	**2009**
Gross Commonwealth Appropriations	$369,408	$467,030
Plus: Fringe Benefits	108,634	120,264
	478,042	587,294
Less: Tuition Remitted	(49,084)	(47,107)
State Appropriations, Net	$428,958	$540,187

As part of the fiscal year 2010 budget process, the University received a budget from the Commonwealth that was $95.7 million less than the previous year. In order to address this significant decrease in funding, Governor Deval Patrick awarded $150.6 million in Education Stabilization Funds to the University. These funds originated from the passage of the American Recovery and Reinvestment Act ("ARRA") of 2009 and were utilized for educational and general expenditures in order to mitigate the need to raise tuition and fees for in-state residents and to modernize, renovate, or repair facilities. Fringe benefits for payroll at the rate of 26.42% were funded by the University as charged to these funds amounting to $14.4 million in 2010. A rebate of $34.9 million in student fees was issued during 2010 as a result of being awarded these ARRA funds subsequent to an approved fee increase being charged to students. The rebate is shown as a discount to tuition and fees in the financial statements.

AUXILIARY ENTERPRISES

Auxiliary Enterprise revenue of $252.6 million and $246.1 million for the years ended June 30, 2010 and 2009 respectively are stated net of room and board charge allowances of $1.5 million and $1.2 million, respectively.

OTHER OPERATING REVENUES AND EXPENDITURES, SALES AND SERVICES, PUBLIC SERVICE ACTIVITIES

Public Service Activities consist largely of sales and services provided to third parties by the UMass Medical School campus under its Commonwealth Medicine ("CWM") programs, which provide public consulting and services in health financing, administration and policy to federal, state and local agencies and not-for-profit health and policy organizations. Included in this category of activities are Commonwealth Medicine revenues of $361.4 million and $336.7 million for the years ended June 30, 2010 and 2009, respectively. Included in expenditures are Commonwealth Medicine expenditures of $330.4 million and $309.7 million for the years ended June 30, 2010 and 2009, respectively.

In addition to CWM activities, Public Service Activities also includes payments received by the Medical School for educational services it provides to its clinical affiliate UMass Memorial as required by the enabling legislation enacted by the Commonwealth in 1997. Educational services revenues included in public service revenues were $125.9 million and $128.5 million for the years ended June 30, 2010, and 2009, respectively. Finally, Public Service Activity expenditures also include payments made to the Commonwealth of Massachusetts of $92.0 million and $73.4 million for the years ended June 30, 2010 and 2009, respectively, pursuant to requirements of legislation enacted by the State Legislature of Massachusetts.

FRINGE BENEFITS FOR CURRENT EMPLOYEES AND POST EMPLOYMENT OBLIGATIONS – PENSION AND NON-PENSION

The University participates in the Commonwealth's Fringe Benefit programs, including active employee and post – employment health insurance, unemployment, pension, and workers' compensation benefits. Health insurance and pension costs for active employees and retirees are paid through a fringe benefit rate charged to the University by the Commonwealth and currently the liability is borne by the Commonwealth. Consequently, no amounts have been reported by the University under GASB Statement No. 45. Workers' compensation costs are assessed separately based on actual University experience.

In addition to providing pension benefits, under Chapter 32A of the Massachusetts General Laws, the Commonwealth is required to provide certain health care and life insurance benefits for retired employees of the Commonwealth, housing authorities, redevelopment authorities, and certain other governmental agencies. Substantially all of the Commonwealth's employees may become eligible for these benefits if they reach retirement age while working for the Commonwealth. Eligible retirees are required to contribute a specified percentage of the health care benefit costs which is comparable to contributions required from employees. The Commonwealth is reimbursed for the cost of benefits to retirees of the eligible authorities and non-state agencies.

The Commonwealth's Group Insurance Commission ("GIC") was established by the Legislature in 1955 to provide and administer health insurance and other benefits to the Commonwealth's employees and retirees, and their dependents and survivors. The GIC also covers housing and redevelopment authorities' personnel, certain authorities and other offline agencies, retired municipal teachers from certain cities and towns and a small amount of municipalities as an agent multiple employer program, accounted for as an agency fund activity of the Commonwealth, not the University.

The GIC administers a plan included within the State Retiree Benefits Trust Fund, an irrevocable trust. Any assets accumulated in excess of liabilities to pay premiums or benefits or administrative expenses are retained in that fund. The GIC's administrative costs are financed through Commonwealth appropriations and employee investment returns. The Legislature determines employees' and retirees' contribution ratios.

The GIC is a quasi-independent state agency governed by an eleven-member body ("the Commission") appointed by the Governor. The GIC is located administratively within the Executive Office of Administration and Finance, and is responsible for providing health insurance and other benefits to the Commonwealth's employees and retirees and their survivors and dependents. During the fiscal years that ended on June 30, 2010 and June 30, 2009, respectively, the GIC provided health insurance for its members through indemnity, PPO, and HMO plans. The GIC also administered carve-outs for the pharmacy benefit and mental health and substance abuse benefits for certain of its health plans. In addition to health insurance, the GIC sponsors life insurance, long-term disability insurance (for active employees only), dental and vision coverage for employees not covered by collective bargaining, a retiree discount vision plan and retiree dental plan, and finally, a pre-tax health care spending account and dependent care assistance program (for active employees only).

Pursuant to the provisions of Paragraph (e), Section 5 of Chapter 163 of the Acts of 1997 and consistent with the September 22, 1992 Memorandum of Understanding between the Commonwealth of Massachusetts Executive Office of Administration and Finance and the University of Massachusetts, the University's Worcester Medical School campus has assumed the obligation for the cost of fringe benefits provided by the Commonwealth to University employees (other than those employees paid from state appropriated funds) for all periods on or after July 1, 1989. The University determines the actual costs for the health insurance benefits and actuarially calculates the incurred service costs for pensions and retiree health insurance.

INCOME TAX STATUS

The University of Massachusetts is an agency of the Commonwealth of Massachusetts and is exempt from Federal income tax under Section 115(a) of the Internal Revenue Code. The University Related Organizations are 501(c)(3) organizations and are exempt from Federal Income tax under the Internal Revenue Code. Accordingly, no provision for income taxes has been recorded in the accompanying combined financial statements.

COMPARATIVE INFORMATION AND RECLASSIFICATIONS

The University's financial statements include prior year comparative information. Certain prior year amounts have been reclassified to conform with the current year presentation. During 2010, The University determined that it incorrectly reported fiscal year 2009 Unrestricted and Restricted Expendable Net Assets by $24.4 million, Tuition and Fee revenue by $1.1 million, Auxiliary

Enterprises revenue by $6.4 million and expenses by $5.3 million, and $35.9 million in Public Service Activity revenues and expenses. These reclassifications, revised classification and adjustments have no effect on total net assets at June 30, 2010.

REVISION

Subsequent to June 30, 2010, it was determined that approximately $218.3 million of bonds were incorrectly classified as long-term liabilities at June 30, 2010 due to supporting liquidity facilities expiring on June 10, 2011 or less than one year from June 30, 2010. On June 9, 2011, the Building Authority refinanced $136.3 million of these bonds on a long-term basis with the assistance of a new long term liquidity facility and accordingly, this debt remains classified as long-term. The balance of $82.0 million was also refinanced on June 9, 2011, but on a short-term basis due to the fact that no liquidity facility was utilized and accordingly the classification of these bonds has been revised to current liabilities. The effect of this revision is as follows:

	As recorded	Adjustment	Revised Amount
Bonds Payable	$112,904	$81,996	$194,900
Total Current Liabilities	502,566	81,996	584,562
Bonds Payable	1,714,205	(81,996)	1,632,209
Total Noncurrent Liabilities	1,883,678	(81,996)	1,801,682

2. CASH AND CASH EQUIVALENTS AND INVESTMENTS

As of June 30, 2005, the University implemented the disclosures which are required by the Governmental Accounting Standards Board, Statement No. 40, *Deposit and Investment Risk Disclosures* (“GASB 40”). For fiscal years ended June 30, 2010 and 2009, the University assessed and completed the following statements: Custodial Credit Risk, Concentration of Credit Risk, Credit Risk and Interest Rate Risk of its Cash, Cash Equivalents and Investments.

The University’s investments are made in accordance with the Investment Policy and Guidelines Statement Operating Cash Portfolio adopted in May 2005 and later amended in June 2009 by the Board of Trustees (the Investment Policy) and the Statement of Investment and Spending Policies of the University of Massachusetts Foundation, Inc. The goals of these documents are to preserve capital, provide liquidity, and generate investment income. The University of Massachusetts has statutory authority under Massachusetts General Laws Chapter 75 to collect, manage and disburse trust funds of the University.

Investments are reported at their respective fair values. The values of publicly traded fixed income and equity securities are based upon quoted market prices at the close of business on the last day of the fiscal year. Private equities and certain other non-marketable securities are valued using current estimates in fair value by management based on information provided by the general partner or investment manager for the respective securities. Investments in units of non-publicly traded pooled funds are valued at the unit value determined by the fund’s administrator based on quoted market prices of the underlying investments. Private equities and other non-marketable securities represent approximately 18.4% and 19.2% of the Universities investments at June 30, 2010 and 2009, respectively.

***Custodial Credit Risk* -** Custodial Credit Risk is the risk that, in the event of a failure of the counterparty, the University would not be able to recover the value of its deposits, investments or collateral securities that were in the possession of an outside party. Deposits are exposed to custodial risk if they are uninsured and uncollateralized. Investment securities are exposed to custodial credit risk if they are uninsured or not registered in the name of the University and are held by either the counterparty or the counterparty’s trust department or agent but not in the University’s name. As of June 30, 2010 and 2009, all cash and investment accounts were held on behalf of the University by the Trustees, in the Trustee’s name.

The University maintains depository accounts with Bank of America N.A., TD BankNorth, Fifth Third Bank, U.S. Bank and Citizens Bank. The University maintains payroll, disbursement, receipt and imprest accounts with Bank of America N.A. None of these accounts are collateralized. Accounts carry FDIC insurance up to $250,000 per account. The balances on deposit on June 30, 2010 were $31.7 million in Bank of America, $0.9 million in TD BankNorth, $0.2 million in Fifth Third Bank, $0.2 million in U.S. Bank, and $0.1 million in Citizens Bank. The comparable balances on deposit on June 30, 2009 were $36.6 million in Bank of America, $0.7 million in TD BankNorth, $0.1 million in Fifth Third Bank, $0.2 million in U.S. Bank and $0.1 million in Citizens. At June 30, 2010 and 2009, the carrying amount of the University’s bank account deposits were $12.9 million and $22.0 million, respectively, as compared to bank balances of $33.1 million and $37.7 million, respectively. In 2010 and 2009, the differences between the carrying amount and bank balances were primarily caused by outstanding checks, deposits in-transit, and securities lending of $2.7 million and $15.7 million, respectively. Of such said bank balances, $5.1 million at June 30, 2010 and $4.5 million at June 30, 2009 are covered by federal deposit insurance. The remaining $28.0 million at June 30, 2010 and $33.2 million at June 30, 2009 are uninsured and uncollateralized and therefore subject to custodial credit risk.

In addition to bank account deposits, at June 30, 2010, the University held money market instruments which are classified as investments. At June 30, 2010 and 2009, the carrying amounts of the University’s money market accounts were $192.1 million and $148.9 million, respectively, as compared to bank balances of $192.1 million and $148.9 million, respectively. Of such said money market balances, $1.5 million at June 30, 2010 and $1.6 million at June 30, 2009 are covered by federal deposit insurance. The remaining $190.6 million at June 30, 2010 and $147.3 million at June 30, 2009 are uninsured and uncollateralized, therefore subject to custodial credit risk. At June 30, 2010, the University maintained money market accounts of $37.0 million in Federated Bank, $55.1 million in Bank of America N.A., $58.0 million in Fidelity Investors, $42.0 million in BNY Mellon. In addition to money market fair market value, the University held $0.8 million of cash to be used to settle open trades at June 30, 2010 and $0.9 million at June 30, 2009. The University also invested in BNY Mellon's CDARS program. The balance at June 30, 2010 was $20.0 million. The balance at June 30, 2009 was $10.0 million. These funds are invested in individual certificates of deposit in $250,000 increments and are therefore fully insured by the FDIC.

At June 30, 2010 the University held a carrying and fair market value of $553.3 million in non-money market investments compared to a carrying and fair market value of $492.0 million at June 30, 2009. In the event of negligence due to the University's custodian and/or investment manager(s), it is expected that investment balances of $553.3 million and $492.0 million at June 30, 2010 and 2009, respectively, would be fully recovered. However, these amounts are subject to both interest rate risk and credit risk. Custody of assets is held with The Bank of New York Mellon or with the individual Investment Manager who is responsible for executing investment transactions.

***Concentration of Credit Risk* -** Concentration of Credit Risk is assumed to arise when the amount of investments that the University has with one issuer exceeds 5% or more of the total value of the University's investments.

As of June 30, 2010 and June 30, 2009, respectively, there is no portion of the University portfolio, excluding U. S. Government guaranteed obligations, which exceed 5% of the portfolio.

***Credit Risk* -** Credit risk is the risk that the University will lose money because of the default of the security issuer or investment counterparty. The University's Investment Policy and Guidelines Statement gives each Portfolio Manager full discretion within the parameters of the investment guidelines specific to that manager.

The table below shows the fair value (in thousands) and average credit quality of the fixed income component of the University's investment portfolio as of June 30, 2010 and 2009, respectively:

Asset Class	**June 30, 2010 Fair Value**	**Average Credit Quality**	**June 30, 2009 Fair Value**	**Average Credit Quality**
Short Duration	$305,247	AAA	$254,017	AAA
Intermediate Duration	241,252	A	220,792	A

The table below shows the fair value (in thousands) by credit quality of the rated debt investments component of the University's investment portfolio as of June 30, 2010 and 2009, respectively:

Rated Debt Investments - 2010
(in thousands)

		S&P Quality Ratings										
	Fair Value	AAA	AA	A	BBB	BB	B	CCC	CC	C	D	Unrated
U.S Agencies	$ 11,903	$ 277	$ -	$ 322	$ -	$ -	$ -	$ -	$ -	$ 6	$ -	$ 11,298
U.S Government	26,957	9,214	163	-	-	-	-	-	-	-	-	17,580
Corporate Debt	227,648	22,949	68,261	94,079	18,197	6,752	6,751	3,612	276	-	13	6,758
Money Market Funds	279,991	231,994	-	458	-	-	-	-	-	-	-	47,539
	$ 546,499	$ 264,434	$ 68,424	$ 94,859	$ 18,197	$ 6,752	$ 6,751	$ 3,612	$ 276	$ 6	$ 13	$ 83,175

Rated Debt Investments - 2009
(in thousands)

		S&P Quality Ratings										
	Fair Value	AAA	AA	A	BBB	BB	B	CCC	CC	C	D	Unrated
U.S Agencies	$ 31,215	$ 313	$ -	$ 227	$ -	$ -	$ -	$ -	$ -	$ 947	$ -	$ 29,728
U.S Government	31,445	7,028	154	-	-	-	-	-	-	309	-	23,954
Corporate Debt	213,298	25,986	60,563	89,875	17,033	7,312	6,055	1,329	79	212	33	4,821
Money Market Funds	198,851	191,008	-	232	-	-	-	-	-	(3)	-	7,614
	$ 474,809	$ 224,335	$ 60,717	$ 90,334	$ 17,033	$ 7,312	$ 6,055	$ 1,329	$ 79	$ 1,465	$ 33	$ 66,117

***Interest Rate Risk* -** Interest rate risk is the risk that changes in interest rates will adversely affect the fair market value of an investment. The Investment Policy establishes targets for the preferred duration of the fixed income component of the investment portfolio by asset class by limiting investments through targeted allocations to different asset classes.

The table below shows the allocation for each asset class and the fair value (in thousands) for each as of June 30, 2010 and 2009, respectively:

Asset Class	**6/30/10 Allocation**	**6/30/10 Fair Value**	**6/30/09 Allocation**	**6/30/09 Fair Value**
Short Duration	40%	$305,247	38%	$254,017
Intermediate Duration	31%	241,252	33%	220,792
Alternative Assets	18%	141,244	19%	129,658
Equities	10%	72,363	9%	61,657
Commodities	1%	8,153	1%	5,455
Real Estate	0%	-	0%	2,633

Investments - 2010
(in thousands)

Investment Type:	Investment Maturity (in Years)				
Debt Securities	Fair Value	Less than 1	1 to 5	6 to 10	More than 10
US Agencies	$ 11,304	$ -	$ 1,043	$ 1,502	$ 8,759
US Government	26,957	3,996	13,165	8,540	1,256
Corporate Debt	227,648	7,776	127,840	64,024	28,008
Municipal/Public Bonds	599	279	320	-	-
Money Market Mutual Funds	279,991	280,033	(11)	(61)	30
	$ 546,499	$ 292,084	$ 142,357	$ 74,005	$ 38,053

Other Investments	Fair Value
Alternative Assets	$ 141,244
Equity Securities- International	37,612
Equity Securities- Domestic	34,751
Commodities	8,153
Real Estate	-
	$ 221,760

Investments - 2009
(in thousands)

Investment Type:	Investment Maturity (in Years)				
Debt Securities	Fair Value	Less than 1	1 to 5	6 to 10	More than 10
US Agencies	$ 30,675	$ 13,010	$ 752	$ 1,867	$ 15,046
US Government	31,445	8,035	12,110	10,679	621
Corporate Debt	213,298	2,586	118,219	55,685	36,808
Municipal/Public Bonds	540	-	540	-	-
Money Market Mutual Funds	198,851	198,851	-	-	-
	$ 474,809	$ 222,482	$ 131,621	$ 68,231	$ 52,475

Other Investments	Fair Value
Alternative Assets	$ 129,658
Equity Securities- International	33,635
Equity Securities- Domestic	28,022
Commodities	5,455
Real Estate	2,633
	$ 199,403

Securities Lending: The University participates in a securities lending program. The University's custodian, The Bank of New York Mellon, conducts business on behalf of the University with potential borrowers who are prescreened for creditworthiness prior to transactions. In exchange for the use of a particular security, cash collateral of 101-105% of the security's fair market value is collected from the potential borrower.

As of June 30, 2010 the University held a fair market value of $120.4 million in lendable securities, compared to $91.6 million in 2009, respectively. Out of these lendable securities, as of June 30, 2010, $2.6 million was out on loan with 13 borrowers compared to $15.4 million with 20 borrowers on June 30, 2009. The loans were outstanding for an average of 43 days in 2010, compared to 106 days in 2009.

Securities Lending 2010 (in thousands)

Securities Lent	Underlying Security Value	Cash Collateral Rec'd Value	Collateral Percentage
Agencies/Other Govt	$222	$227	102.05%
Corporate Debt	84	89	105.88%
TIPS	1,456	1,484	101.96%
US Govt. - T-Notes	846	864	102.08%
	$2,608	$2,664	102.13%

Securities Lending 2009 (in thousands)

Securities Lent	Underlying Security Value	Cash Collateral Rec'd Value	Collateral Percentage
Agencies/Other Govt	$936	$952	101.71%
Corporate Debt	3,165	3,240	102.36%
TIPS	8,729	8,865	101.56%
US Govt. - T-Notes	2,571	2,632	102.38%
	$15,400	$15,688	101.87%

The cost and fair value of cash, cash equivalents and investments of the University Related Organizations at June 30, 2010 and 2009, respectively are as follows (in thousands):

University Related Organizations:	Total Fair Value 6/30/10	Total Cost 6/30/10	Total Fair Value 6/30/09	Total Cost 6/30/09
Cash and Cash Equivalents	$3,611	$3,611	$3,402	$3,402
Money Market Instruments	138,248	126,997	199,175	199,638
Corporate and Municipal Bonds	108,431	101,312	31,775	31,144
Common and Preferred Stock	49,531	53,236	18,250	21,209
Mutual Funds	845	845	1,061	1,061
Other	-	-	508	621
	$300,666	$286,001	$254,171	$257,075

Pursuant to Trust Agreements between the Building Authority and its bond trustees, all funds deposited with those trustees (approximately $796.3 million at June 30, 2010 and $416.3 million at June 30, 2009) shall be continuously maintained for the benefit of the Building Authority and Registered owners of the Bonds. All investments shall be (a) held with a bank or trust company approved by the Trustees and the Building Authority, as custodians, or (b) in such other manner as may be required or permitted by applicable state and Federal laws and regulations. Investments shall consist of (a) direct obligations of, or obligations which are unconditionally guaranteed by, the United States of America, or any other agency or corporation which has been created pursuant to an act of Congress of the United States as an agency or instrumentality thereof; or (b) other marketable securities eligible as collateral for the deposit of trust funds under regulations of the Comptroller of the Currency having a market value not less than the amount of such deposit. Direct obligations of, or obligations which are unconditionally guaranteed by, the United States of America or any other agency or corporation which has been created pursuant to an act of Congress of the United States as an agency or instrumentality thereof may be subject to repurchase upon demand by the owner pursuant to a repurchase agreement with a bank or trust company.

3. CASH HELD BY STATE TREASURER

Accounts payable, accrued salaries and outlays for future capital projects to be funded from state-appropriated funds totaled approximately $16.2 million at June 30, 2010 and $22.7 million at June 30, 2009. The University has recorded a comparable dollar amount of cash held by the State Treasurer for the benefit of the University, which will be subsequently utilized to pay for such liabilities.

4. CASH AND SECURITIES HELD BY TRUSTEES

Cash and securities held by trustees primarily consist of unspent bond proceeds, amounts held for the future payment of debt service on such borrowings and designated funds. At June 30, 2010 and June 30, 2009 there are investments of $3.4 million and $7.4 million, respectively, available from Master Lease agreements entered into by the University for capital asset purchases at the Amherst and Boston campuses. Additionally, there is $8.3 million and $4.4 million, respectively, available from the Revolving Loan Fund established with 2000 Series A bond proceeds issued to acquire and implement enterprise resource planning technology along with other projects (see Note 8) and $796.3 million and $416.3 million, respectively, held by trustees related to the Building Authority. This includes designated funds awarded by the Commonwealth of Massachusetts for capital projects which are held in trust by the Building Authority. At June 30, 2010 and 2009, the amount of designated funds were $23.2 million and $34.0 million, respectively. In addition, at June 30, 2010 and 2009, $6.9 million and $47.0 million, respectively were available to be used by WCCC for capital construction purposes.

Funds deposited with trustees include $5.3 million of investments in repurchase agreements at June 30, 2010 and 2009, respectively. These repurchase agreements are collateralized by cash or investments with a fair market value between 100% and 105% of the repurchase price, depending on the type of assets used as security. These repurchase agreements can be redeemed at any time for the repurchase price provided the redemption proceeds are used for the purpose permitted by the respective repurchase agreement.

5. ACCOUNTS, GRANTS AND LOANS RECEIVABLE

Accounts, grants and loans receivable at June 30 consist of the following (in thousands):

University:

	2010	2009
Students Accounts Receivable	$37,349	$35,317
Less allowance for uncollectible accounts	(13,688)	(12,325)
	23,661	22,992
Grants and Contracts Receivable	79,140	80,854
Less allowance for uncollectible accounts	(2,181)	(1,402)
	76,959	79,452
Students Loans Receivable	43,025	42,395
Less allowance for uncollectible accounts	(2,270)	(2,981)
	40,755	39,414
Commonwealth Medicine	67,317	56,695
Less allowance for uncollectible accounts	(1,104)	(1,104)
	66,213	55,591
Other	53,870	38,636
Less allowance for uncollectible accounts	(1,762)	(1,224)
	52,108	37,412
Total, net	$259,696	$234,861
Less current portion, net	(223,267)	(199,532)
Long-term, net	$36,429	$35,329

Related Organizations:

	2010	2009
Other Accounts Receivable	$-	$22
Less allowance for uncollectible accounts	-	-
	-	22
Less current portion	-	(22)
Long-term	$-	$-

Effective March 31, 1998, the former University of Massachusetts Clinical Services Division (which was comprised of the University of Massachusetts Medical School Teaching Hospital Trust Fund, University of Massachusetts Medical School - Group Practice Plan, and the University of Massachusetts Medical Center Self Insurance Trust), was merged into a separate Massachusetts not-for-profit corporation named UMass Memorial Health Care, Inc. ("UMass Memorial"). UMass Memorial is not a component of these financial statements. In connection with the merger of UMass Memorial and the former Clinical Services Division of the University in 1998, the University and UMass Memorial have the following ongoing agreements:

- UMass Memorial has been granted the right to occupy portions of the University's Worcester Medical School campus for a period of 99 years and UMass Memorial has agreed to share responsibility for various capital and operating expenses relating to the occupied premises. UMass Memorial has also agreed to contribute to capital improvements to shared facilities.

- UMass Memorial has agreed to make certain payments to the University and its related organizations, including: 1) an annual fee of $12.0 million (plus an inflation adjustment), for 99 years as long as the University continues to operate a medical school; 2) a percentage of net operating income of UMass Memorial based upon an agreed upon formula which revenue is recognized by the University when the amounts are agreed; and 3) a $31.5 million contribution plus interest by UMass Memorial to jointly fund and develop a new research facility with the University, the final payment of which was received during April 2001.

- The University leased certain employees to UMass Memorial or its affiliates during a transition period ending in 2008.

The University is reimbursed by, and reimburses UMass Memorial for shared services, leased employees, and other agreed upon activities provided and purchased. For the years ended June 30, 2010 and 2009, the reimbursement for services provided to UMass Memorial were $124.1 million and $120.1 million, respectively. Included in these amounts is payroll paid by the University on behalf of UMass Memorial in an agency capacity in the amount of $77.3 million for fiscal year 2010 and $70.7 million for fiscal year 2009. At June 30, 2010 and 2009, the University has recorded a net receivable in the amount of $14.6 million and $15.5 million, respectively from UMass Memorial consisting of $2.2 million and $0.4 million, respectively related to capital projects at the Medical School, and $8.1 million and $7.1 million, respectively in payroll and related fringe charges. The receivable amount also contains $3.6 million at June 30, 2009 representing the negotiated amount under the agreed upon formula noted above which resulted in zero in 2010. The University has recorded a payable at June 30, 2010 and 2009 of $4.0 million and $3.4 million, respectively for amounts due to UMass Memorial for capital projects and cross-funded payroll.

6. RELATED ORGANIZATIONS

Related party activity with the Foundation includes loan and lease agreements, and investments of the University's endowment assets and funded reserve with the Foundation. As of June 30, 2010, the net assets of the Foundation included as related organizations in the combined financial statements of the University are $307.0 million, of which $301.4 million are restricted funds and $5.5 million are unrestricted funds. During the fiscal year ended June 30, 2010, the University received approximately $20.9 million from the Foundation, and disbursed approximately $11.9 million to the Foundation of which $7.3 million was for the establishment of quasi-endowment. At June 30, 2010, the University's investments include $187.5 million of endowment funds held in a custodial relationship at the Foundation, and $223.9 million in funded reserve.

As of June 30, 2009, the net assets of the Foundation included as related organizations in the combined financial statements of the University are $274.4 million, of which $283.2 million are restricted funds and $(8.8) million are unrestricted funds. During the fiscal year ended June 30, 2009, the University received approximately $24.8 million from the Foundation, and disbursed approximately $228.7 million to the Foundation of which $44.7 was for the establishment of quasi-endowment and $180.0 million for the funded reserve. At June 30, 2009, the University's investments include $168.7 million of endowment funds held in a custodial relationship at the Foundation, and $212.2 million in funded reserve.

The University leases office space from the Foundation for an annual rent of approximately $0.5 million.

During 2001, the Worcester Medical School and UMass Memorial Health Ventures, Inc. formed Public Sector Partners ("PSP"). PSP is a Massachusetts not-for-profit corporation organized to provide administrative support to agencies of state and local governments that provide health care and health related services to recipients under the auspices of government sponsored and funded health care programs and initiatives. MedMetrics Health Partners, Inc., a wholly owned subsidiary of PSP, was created by and is an affiliate of PSP. Medmetrics is a Section 501(c)(4) not for profit pharmacy (PBM).

PSP was governed by a board of trustees that were comprised equally of representatives from the Worcester Medical School and UMass Memorial Health Ventures, Inc. (a subsidiary of UMass Memorial). Neither entity had an equity interest in PSP; therefore, for financial reporting purposes the University treated PSP as a joint venture for which there was no equity interest. Accordingly, PSP's results of operations, statement of position, and cash flows were not included in the University's financial report. A separate financial statement for PSP was published and was available upon request of the UMass Medical School.

On October 1, 2008, the board of trustees of Public Sector Partners, Inc. ("PSP") a Massachusetts corporation formed under M.G.L.c. 180, which are comprised equally of representation from the UMass Medical School and UMass Memorial Health Ventures, Inc. (a subsidiary of UMass Memorial) voted to amend the bylaws of PSP naming Worcester City Campus Corporation (WCCC) to be the sole member of the Corporation. There was no monetary value give for the transaction and it was accounted for using the "pooling of interests" method as described by APB 16: *Business Combinations*. Accordingly, the results of operations and cash flow for 2009 have been combined as though the operations of WCCC and PSP commenced as of July 1, 2008.

The Building Authority and the Commonwealth of Massachusetts have entered into various lease agreements under which the Commonwealth leases to the Building Authority certain property for nominal amounts.

In August 2005, the Building Authority executed a contract with UMass Management, LLC, a wholly owned subsidiary of ClubCorp USA, Inc., to provide management services for The University of Massachusetts Club ("the Club"), a private social club for alumni and friends of the University. Under the contract, the Authority is responsible for approving the budgets and operating plans of the Club as presented by the Manager. The Building Authority is responsible for any shortfall in the operating budget and will benefit from any operating profits. The contract calls for a minimum management fee payable to the Manager of $0.2 million or four percent of the operating revenues, as defined by the contract, whichever is greater. Additionally, the Manager receives a percentage of the Club initiation fees and 25 percent of operating profits, as defined by the contract. The contract term is 10 years and can be terminated by the Building Authority after 3 years if the Building Authority decides to close the Club for a minimum of 18 months. The Building Authority is the tenant on the sublease for the Club space and the lease does not terminate should the Building Authority close the Club. As of June 30, 2010 and 2009, the Authority had provided operating support for the Club of approximately $0.2 million and $0.5 million, respectively.

7. INVESTMENT IN PLANT

Investment in plant activity for the year ended June 30, 2010 is comprised of the following (in thousands):

University:	Beginning Balance	Additions/ Adjustments	Retirements/ Adjustments	Ending Balance
Land	$34,398	$20,240	($1,649)	$52,989
Buildings and Improvements	2,586,338	303,716	(4,750)	2,885,304
Equipment and Furniture	585,049	40,840	(24,325)	601,564
Software	119,596	8,735	-	128,331
Library Books	104,324	13,446	(7,802)	109,968
	3,429,705	386,977	(38,526)	3,778,156
Accumulated Depreciation	(1,602,389)	(154,507)	25,854	(1,731,042)
Sub-Total	1,827,316	232,470	(12,672)	2,047,114
Construction in Progress	241,169	205,439	(169,330)	277,278
Total	$2,068,485	$437,909	($182,002)	$2,324,392

University Related Organizations:	Beginning Balance	Additions/ Adjustments	Retirements/ Adjustments	Ending Balance
Land	$560	$200	-	$760
Buildings and Improvements	594	525	-	1,119
Equipment and Furniture	120	52	-	172
	1,274	777	-	2,051
Accumulated Depreciation	(324)	(28)	-	(352)
Total	$950	$749	-	$1,699

Investment in plant activity for the year ended June 30, 2009 is comprised of the following (in thousands):

University:	Beginning Balance	Additions/ Adjustments	Retirements/ Adjustments	Ending Balance
Land	$34,623		($225)	$34,398
Buildings and Improvements	2,167,568	$421,474	(2,704)	2,586,338
Equipment and Furniture	564,303	43,566	(22,820)	585,049
Software	109,695	9,901	-	119,596
Library Books	106,944	5,816	(8,436)	104,324
	2,983,133	480,757	(34,185)	3,429,705
Accumulated Depreciation	(1,484,130)	(139,020)	20,761	(1,602,389)
Sub-Total	1,499,003	341,737	(13,424)	1,827,316
Construction in Progress	420,912	273,014	(452,757)	241,169
Total	$1,919,915	$614,751	($466,181)	$2,068,485

University Related Organizations:	Beginning Balance	Additions/ Adjustments	Retirements/ Adjustments	Ending Balance
Land	$576		($16)	$560
Buildings and Improvements	594		-	594
Equipment and Furniture	128		(8)	120
	1,298		(24)	1,274
Accumulated Depreciation	(319)	($20)	15	(324)
Total	$979	($20)	($9)	$950

At June 30, 2010 and 2009, investment in plant included capital lease assets of approximately $84.6 million and $86.1 million, respectively, net of accumulated depreciation on capital lease assets of approximately $65.7 million and $63.0 million, respectively (see Note 9). The University has not reported any impairment during 2010 or 2009, respectively. The University had a capital contribution of $29.8 million during 2010 as a result of acquiring assets below fair value.

The University has capitalized interest on borrowings, net of interest earned on related debt reserve funds, during the construction period of major capital projects. Capitalized interest is added to the cost of the underlying assets being constructed, and is amortized over the useful lives of the assets. For the years ended June 30, 2010 and 2009, the University capitalized net interest costs of $23.6 million and $11.0 million respectively.

8. BONDS PAYABLE

Amounts outstanding at June 30, 2010 are as follows:

Issue Borrowing	Original Borrowing	Maturity Date	Interest Rate	Amount Outstanding
University of Massachusetts Building Authority:				
Series 2000-A	$46,980	2011	4.625-4.75%	$3,215
Series 2000-1	24,145	2010	4.625%	1,155
Series 2000-2	132,155	2010	4.6-5.5%	5,680
Series 2003-1	137,970	2014	3.375-5.25%	28,205
Series 2004-A	96,025	2015	3.75-4.5%	12,630
Series 2004-1	183,965	2016	3.75-5.375%	45,960
Series 2005-1	25,595	2016	5.0%	14,945
Series 2005-2	212,550	2025	4.0-5.25%	200,040
Series 2006-2	21,240	2014	5.36-5.49%	10,825
Series 2008-A	26,580	2038	variable	25,215
Series 2008-1	232,545	2038	variable	221,475
Series 2008-2	120,560	2038	4.0-5.0%	115,370
Series 2008-3	138,635	2034	variable	136,275
Series 2008-4	104,000	2034	variable	102,495
Series 2009-1	247,810	2039	2.0-5.0%	244,410
Series 2009-2	271,855	2039	6.423-6.573%	271,855
Series 2009-3	28,570	2039	5.823-6.173%	28,570
Revolving Line of Credit	30,000	2011	variable	401
				1,468,721
		Unamortized Bond Premium		29,787
		Less Deferred Loss on Refunding		(42,048)
			SUBTOTAL	1,456,460
University of Massachusetts HEFA:				
2000 Series A	$20,000	2030	variable	20,000
2001 Series B	11,970	2031	4.35-5.125%	546
2002 Series C	35,000	2034	4.0-5.125%	31,345
2007 Series D	10,435	2031	3.75-4.25%	10,190
			SUBTOTAL	62,081
WCCC HEFA:				
Series 2001-B	$52,020	2023	4.0-5.25%	13,700
Series 2005-D	99,325	2029	3.0-5.25%	90,575
Series 2007-E	118,750	2031	3.5-5.0%	114,000
Series 2007-F	101,745	2036	4.0-5.0%	94,530
				312,805
		Unamortized Bond Premium		9,029
		Less Deferred Loss on Refunding		(13,266)
			SUBTOTAL	308,568
			TOTAL	$1,827,109

Maturities and interest, which is estimated using rates in effect at June 30, 2010, on bonds payable for the next five fiscal years and in subsequent five-year periods are as follows (in thousands):

	Principal	Interest
2011	$54,379	$79,421
2012	62,448	77,157
2013	64,205	74,501
2014	66,250	72,054
2015	65,640	69,063
2016-2020	356,355	297,751
2021-2025	379,035	213,960
2026-2030	385,810	134,230
2031-2035	278,365	60,533
2036-2040	131,120	13,952
Total	$1,843,607	$1,092,622

Bonds payable activity for the year ended June 30, 2010 is summarized as follows:

	Beginning Balance	Additions	Retirements	Ending Balance
University of Massachusetts Building Authority:				
Series 2000-A	$4,715		($1,500)	$3,215
Series 2000-1	2,250		(1,095)	1,155
Series 2000-2	11,090		(5,410)	5,680
Series 2003-1	33,180		(4,975)	28,205
Series 2004-A	14,455		(1,825)	12,630
Series 2004-1	51,725		(5,765)	45,960
Series 2005-1	17,035		(2,090)	14,945
Series 2005-2	202,165		(2,125)	200,040
Series 2006-2	13,640		(2,815)	10,825
Series 2008-A	25,910		(695)	25,215
Series 2008-1	227,120		(5,645)	221,475
Series 2008-2	117,550		(2,180)	115,370
Series 2008-3	137,475		(1,200)	136,275
Series 2008-4	103,260		(765)	102,495
Series 2009-1		$247,810	(3,400)	244,410
Series 2009-2		271,855		271,855
Series 2009-3		28,570		28,570
Revolving Line of Credit	16,823	201	(16,623)	401
Plus: unamortized bond premium	19,414	14,164	(3,791)	29,787
Less: deferred loss on refunding	(42,779)		731	(42,048)
Subtotal	955,028	562,600	(61,168)	1,456,460
UMass HEFA:				
2000 Series A	20,000			20,000
2001 Series B	801		(255)	546
2002 Series C	32,005		(660)	31,345
2007 Series D	10,235		(45)	10,190
Subtotal	63,041		(960)	62,081
WCCC HEFA:				
WCCC 2001 Series B	14,810		(1,110)	13,700
WCCC 2005 Series D	93,230		(2,655)	90,575
WCCC 2007 Series E	115,640		(1,640)	114,000
WCCC 2007 Series F	96,805		(2,275)	94,530
Plus: unamortized bond premium	9,419		(390)	9,029
Less: deferred loss on refunding	(13,963)		697	(13,266)
Subtotal	315,941		(7,373)	308,568
Total	$1,334,010	$562,600	($69,501)	$1,827,109

Bonds payable activity for the year ended June 30, 2009 is summarized as follows:

	Beginning Balance	Additions	Retirements	Ending Balance
University of Massachusetts Building Authority:				
Series 2000-A	$6,140		($1,425)	$4,715
Series 2000-1	3,290		(1,040)	2,250
Series 2000-2	16,245		(5,155)	11,090
Series 2003-1	38,020		(4,840)	33,180
Series 2004-A	16,225		(1,770)	14,455
Series 2004-1	57,265		(5,540)	51,725
Series 2005-1	19,030		(1,995)	17,035
Series 2005-2	204,210		(2,045)	202,165
Series 2006-2	16,315		(2,675)	13,640
Series 2008-A	26,580		(670)	25,910
Series 2008-1	232,545		(5,425)	227,120
Series 2008-2	120,560		(3,010)	117,550
Series 2008-3	138,635		(1,160)	137,475
Series 2008-4	104,000		(740)	103,260
Revolving Line of Credit	120	19,290	(2,587)	16,823
Plus: unamortized bond premium	22,343		(2,929)	19,414
Less: deferred loss on refunding	(43,478)		699	(42,779)
Subtotal	978,045	19,290	(42,307)	955,028
UMass HEFA:				
2000 Series A	40,000		(20,000)	20,000
2001 Series B	1,045		(244)	801
2002 Series C	32,640		(635)	32,005
2007 Series D	10,280		(45)	10,235
Subtotal	83,965		(20,924)	63,041
WCCC HEFA:				
WCCC 2001 Series B	15,875		(1,065)	14,810
WCCC 2005 Series D	95,785		(2,555)	93,230
WCCC 2007 Series E	117,215		(1,575)	115,640
WCCC 2007 Series F	98,990		(2,185)	96,805
Plus: unamortized bond premium	9,810		(391)	9,419
Less: deferred loss on refunding	(14,660)		697	(13,963)
Subtotal	323,015		(7,074)	315,941
Total	$1,385,025	$19,290	($70,305)	$1,334,010

University of Massachusetts Building Authority

The bond agreements related to the Building Authority bonds generally provide that the net revenues of the Building Authority are pledged as collateral on the bonds and also provide for the establishment of bond reserve funds, bond funds, and maintenance reserve funds.

The University is obligated under its contracts for financial assistance, management and services with the Building Authority to collect rates, rents, fees and other charges with respect to such facilities sufficient to pay principal and interest on the Building Authority's bonds and certain other costs such as insurance on such facilities.

Pursuant to the authority given by the Building Authority's enabling act, the Commonwealth, acting by and through the Trustees of the University, has guaranteed the payment of principal of and interest on the Building Authority's bonds. (The guarantee is a general obligation of the Commonwealth to which the full faith and credit of the Commonwealth are pledged. As is generally the case with other general obligations of the Commonwealth, funds with which to honor the guarantee, should it be called upon, will be provided by Commonwealth appropriation). The Building Authority's enabling act provides that the outstanding principal amount of notes and bonds of the Building Authority guaranteed by the Commonwealth cannot exceed $200.0 million. The Building Authority issued bonds are all Commonwealth guaranteed with the exception of Series 2000-2, Series 2003-1, Series 2004-1, Series 2005-1, Series 2005-2, Series 2006-2 (federally taxable), Series 2008-1, Series 2008-2, Series 2008-3, Series 2009-1, Series 2009-2 (federally taxable), and Series 2009-3 (federally taxable).

When the Building Authority no longer has any bonds outstanding, its properties revert to the Commonwealth, and all its funds (other than funds pledged to bondholders) are required to be paid into the Treasury of the Commonwealth.

In fiscal year 2006 the Building Authority issued Series 2006-1 taxable bonds. The bonds were issued in the amount of $243.8 million and the proceeds were used for various construction and renovation projects for the University at its Lowell campus and to partially advance refund the 2003-1 Series bonds, the 2004-1 Series bonds and the 2004-A Series bonds. In June 2008 the Building

Authority used the proceeds of its Series 2008-3 and 2008-4 bonds (described below) to currently refund the Series 2006-1 Bonds. Therefore as of June 30, 2008 there were no bonds outstanding.

The Series 2008-3 and 2008-4 bonds carried a variable interest rate and were callable at any time at par. The principal and interest payments on the bonds were insured by AMBAC. The Building Authority also entered into a standby bond purchase agreement with Depfa Bank plc ("DEPFA") which required the DEPFA to purchase bonds tendered and not remarketed in an amount not to exceed the principal on the bonds plus accrued interest up to 190 days at an annual interest rate not to exceed 12 percent. Under this agreement, the Building Authority was required to pay the Bank in quarterly installments a facility fee in the amount of 9.5 (or higher under certain circumstances) basis points of the commitment amount. Fees accrued by the Building Authority in connection with the standby bond purchase agreement totaled $270,600 for the year ended June 30, 2008. At the time of the bond closing the Building Authority entered into an interest rate swap agreement with Citigroup, N.A., as swap counterparty for the term of the bond issue. The agreement calls for the Building Authority to pay a fixed rate of 3.482% and receive a floating rate based on a percentage of London Interbank Offered Rate ("LIBOR"), plus a spread (see below). The interest rate swap remains in place with an allocable portion going to the 2008-3 and 2008-4 bonds, respectively (see below).

In fiscal year 2008, the Building Authority issued its Series 2008-1 bonds. The bonds were issued in the amount of $232.5 million and the proceeds were to be used for various construction and renovation projects for the Amherst and Lowell campuses. As of June 30, 2010 and 2009 the bonds payable amount was $221.5 million and $227.1 million, respectively. The bonds are payable annually on May 1 through 2038. The bonds are supported with an irrevocable direct ay letter of credit ("the Lloyds LOC") issued by Lloyds TSB Bank plc ("Lloyds"). The Lloyds LOC, upon presentation of required documentation, will pay the Bond Trustee the amount necessary to pay the principal and accrued interest on the bonds. The Lloyds LOC expires in 2013 and may be extended at the option of Lloyds. Under the terms of the Lloyds LOC, the Building Authority is required to pay the Bank in quarterly installments a facility fee in the amount of 26.5 basis points (or higher, under certain circumstances) of the commitment amount. Fees accrued by the Building Authority in connection with the Lloyds LOC totaled $600,700 and $613,300 for the years ended June 30, 2010 and 2009, respectively. In December 2007 the Building Authority entered into an interest rate swap agreement with UBS AG, as swap counterparty, beginning May 1, 2008 and extending for the term of the bond issue. The agreement calls for the Building Authority to pay a fixed rate of 3.388% and receive a floating rate based on a percentage of LIBOR (see below).

In fiscal year 2008, the Building Authority issued Series 2008-A bonds. The bonds were issued in the amount of $26.6 million and the proceeds were to be used for various construction and renovation projects for the Dartmouth and Lowell campuses. As of June 30, 2010 and 2009 the bonds payable amount was $25.2 million and $25.9 million, respectively. The bonds are payable annually on May 1 through 2038. The Building Authority also entered into a standby bond purchase agreement with Bank of America, N.A. ("BofA") which requires BofA to purchase bonds tendered and not remarketed in an amount not to exceed the principal on the bonds plus accrued interest up to 184 days at an annual interest rate not to exceed 12 percent. Under this agreement, the Building Authority is required to pay BofA in quarterly installments a facility fee in the amount of 12 basis points of the initial commitment. The initial commitment under the agreement was set at $28.0 million but is subject to adjustment from time to time in accordance with the provisions of the agreement. The agreement expires in 2013 and may be extended at the option of the BofA. Fees accrued by the Building Authority in connection with the standby bond purchase agreement totaled $31,000 and $37,600 for the years ended June 30, 2010 and 2009, respectively. In December 2007 the Building Authority entered into an interest rate swap agreement with Lehman Brothers Special Financing Inc. ("LBSF"), as swap counterparty, beginning May 1, 2008 and extending for the term of the bond issue. The agreement calls for the Building Authority to pay a fixed rate of 3.378% and receive a floating rate based on a percentage of LIBOR. In November 2008, the Building Authority replaced LBSF with Deutsche Bank AG ("DBAG") as swap counterparty due to the bankruptcy of the LBSF holding company, Lehman Brothers Holdings, Inc. The swap agreement with DBAG is under the same terms as the original agreement with LBSF (see below).

In fiscal year 2008 UMBA issued its Series 2008-3 bonds. The bonds were issued in the amount of $138.6 million and the proceeds were used to currently refund a portion of the 2006-1 bonds. As of June 30, 2010 and 2009 the bonds payable amount was $136.3 million and $137.5 million. The bonds are payable annually on November 1 through 2034. The bonds carry a variable interest rate and are callable at any time at par. The bonds are supported with an irrevocable direct pay letter of credit ("the BofA LOC") issued by Bank of America NA ("BofA"). The BofA LOC, upon presentation of required documentation, will pay the Bond Trustee the amount necessary to pay the principal and accrued interest on the bonds. The BofA LOC expires in 2011 and may be extended at the option of BofA. Under the terms of the BofA LOC, the Building Authority is required to pay BofA in quarterly installments a facility fee in the amount of 55 basis points (or higher, under certain circumstances) of the commitment amount. Fees accrued by the Building Authority in connection with the BofA LOC totaled $814,100 and $816,000 for the years ended June 30, 2010 and 2009, respectively. The original interest rate swap with Citigroup from the 2006-1 bonds remains in place, with an allocable portion assigned to the 2008-3 bonds.

In fiscal year 2008, the Building Authority issued Series 2008-4 bonds. The bonds were issued in the amount of $104.0 million and the proceeds were used to currently refund a portion of the 2006-1 bonds. As of June 30, 2010 and 2009 the bonds payable amount was $102.5 million and $103.3 million, respectively. The bonds are payable annually on November 1 through 2034. The bonds carry a variable interest rate and are callable at any time at par. The Building Authority also entered into a standby bond purchase agreement with Bank of America, N.A. ("BofA") which requires BofA to purchase bonds tendered and not remarketed in an amount not to exceed the principal on the bonds plus accrued interest up to 184 days at an annual interest rate not to exceed 12%. Under this agreement, the Building Authority is required to pay BofA in quarterly installments a facility fee in the amount of 35 basis points of the initial commitment. The initial commitment under the agreement was set at $110.0 million but is subject to adjustment from time to time in accordance with the provisions of the agreement. The agreement expires in 2011 and may be extended at the option of the BofA. Fees accrued by the Building Authority in connection with the standby bond purchase agreement totaled $386,700 and $389,500 for the years ended June 30, 2010 and 2009, respectively. The original interest rate swap with Citigroup from the 2006-1 bonds remains in place, with an allocable portion assigned to the 2008-4 bonds.

In fiscal year 2010, the Building Authority issued Series 2009-1 bonds. The bonds were issued in the amount of $247.8 million and the proceeds were to be used for various construction and renovation projects for all campuses and for the construction of the Edward M. Kennedy Institute for the United States Senate. As of June 30, 2010 the bonds payable amount was $244.4 million. The bonds are payable annually on May 1 through 2039. The bonds carry interest rates that range from 2% to 5% and are callable beginning May 1, 2019 at par. The Building Authority was paid a premium of $14.2 million for these bonds.

In fiscal year 2010, the Building Authority issued Series 2009-2 Build America Bonds ("the BAB bonds"). The bonds were issued in the amount of $271.9 million and the proceeds were to be used for various construction and renovation projects for the Amherst, Boston, Lowell and Worcester campuses. As of June 30, 2010, the bonds payable amount was $ 271.9 million. The bonds are payable annually on May 1 beginning in 2024 through 2039. The bonds carry interest rates that range from 6.423% to 6.573% and are callable beginning May 1, 2018 at par. Interest on the BAB bonds are taxable to the bondholder but treated as tax-exempt by the issuer. The United States Government provides an interest subsidy equal to 35% of the interest amount payable to the bondholders or to the issuer at the election of the issuer. The Building Authority has elected to receive the subsidy directly and will file required forms with the Internal Revenue Service, prior to the interest payment due date, so that the subsidy is paid directly to the bond trustee for further payment to the bondholders.

In fiscal year 2010, the Building Authority issued its Series 2009-3 bonds. The bonds were issued in the amount of $28.6 million and the proceeds were to be used for various construction and renovation projects for the Worcester campus. The interest on the bonds is taxable to the bondholders. As of June 30, 2010 the bonds were fully outstanding. The bonds are payable annually on May 1 beginning in 2012 through 2039. The bonds carry interest rates that range from 5.823% to 6.173% and are callable at any time at the Make-Whole Redemption Price which equals the greater of the outstanding principal balance or the present value of the scheduled future principal and interest payments, which payments are discounted at the Treasury Rate plus 25 basis points.

In connection with the Series 2008-1 bonds, the Building Authority entered into an interest rate swap (the 2008-1 Swap). The intention of the swap is to effectively change the variable interest rate on the bonds to a synthetic fixed rate of 3.388%.

Terms. The bonds and the related swap agreement mature on May 1, 2038, and the swap's notional amount of $232.5 million matches the amount of the variable rate bonds. The swap was entered in December 2007 with a start date of May 1, 2008. The notional value of the swap and the principal amount of the associated debt decline over time as the bond principal payments are made to the bondholders. Under the swap, the Building Authority pays the counterparty a fixed payment of 3.388% and receives a variable payment computed as 70% of the one-month LIBOR. Conversely, the variable interest rate on the bonds is based on actual weekly remarketing rates which are expected to roughly track the Securities Industry and Financial Markets Association Municipal Swap Index™ ("SIFMA") as successor to the Bond Market Association Municipal Swap Index™ ("BMA").

Fair value. As of June 30, 2010 and 2009 the 2008-1 Swap had a negative fair market value of approximately $25.7 million and $25.0 million, respectively, due to a decrease in interest rates since execution of the swap. Because the Building Authority's variable-rate bonds adjust to changing interest rates, the bonds do not have a corresponding fair value decrease. The fair value was estimated using the zero-coupon method. This method calculates the future net settlement payments required by the swap, assuming that the current forward rates implied by the yield curve correctly anticipate future spot interest rates. These payments are then discounted using the spot rates implied by the current yield curve for hypothetical zero-coupon bonds due on the date of each future net settlement on the swap.

Credit risk. As of June 30, 2010 and 2009 the Building Authority was exposed to credit risk in the amount of the 2008-1 Swap's fair value. The swap's counterparty, UBS AG, was rated Aa3, A+ and A+ by Moody's Investors Service, Standard and Poor's and Fitch Ratings, respectively, as of June 30, 2010. To mitigate the potential for credit risk, if the counterparty's credit quality falls below A3/A/A, the fair value of the swap will be fully collateralized by the counterparty with U.S. Government Securities or U. S. Government Agency Securities. Collateral posted by the counterparty will be held by a third-party custodian.

Basis risk. The 2008-1 Swap exposes the Building Authority to basis risk should the relationship between LIBOR and SIFMA converge, changing the synthetic rate on the bonds. The effect of this difference in basis is indicated by the difference between the intended synthetic rate (3.388%) and the synthetic rate as of June 30, 2010 (3.358%) and June 30, 2009 (3.468%). If a change occurs that results in the rates' moving to convergence, the expected cost savings may not be realized. As of June 30, 2010, the SIFMA rate was 0.25%, whereas 70% of the one-month LIBOR was 0.24%. As of June 30, 2009, the SIFMA rate was 0.35%, whereas 70% of the one-month LIBOR was 0.22%.

Termination risk. The Building Authority or the counterparty may terminate the 2008-1 Swap if the other party fails to perform under the terms of the contract. The swap may be terminated by the Building Authority if the counterparty's credit quality rating falls below BBB+ as issued by Standard & Poor's Rating Service or Fitch Inc. or if the counterparty fails to have such a rating. If the swap is terminated, the variable-rate bonds would no longer carry a synthetic interest rate. Also, if at the time of the termination the swap has a negative fair value, the Building Authority would be liable to the counterparty for a payment equal to the swap's fair value.

In connection with the Building Authority's Series 2008-A bonds, the Building Authority entered into an interest rate swap (the 2008-A Swap). The intention of the swap is to effectively change the Building Authority's variable interest rate on the bonds to a synthetic fixed rate of 3.378%.

Terms. The bonds and the related swap agreement mature on May 1, 2038, and the swap's notional amount of $26.6 million matches the amount of the variable rate bonds. The swap was entered in December 2007 with a start date of May 1, 2008. The notional value of the swap and the principal amount of the associated debt decline over time as the bond principal payments are made to the bondholders. Under the swap, the Building Authority pays the counterparty a fixed payment of 3.378% and receives a variable payment computed as

70% of the one-month LIBOR. Conversely, the variable interest rate on the bonds is based on actual weekly remarketing rates which are expected to roughly track SIFMA.

Fair value. As of June 30, 2010 and 2009 the 2008-A Swap had a negative fair market value of approximately $3.0 million and $1.9 million, respectively, due to a decrease in interest rates since execution of the swap. Because the Building Authority's variable-rate bonds adjust to changing interest rates, the bonds do not have a corresponding fair value decrease. The fair value was estimated using the zero-coupon method. This method calculates the future net settlement payments required by the swap, assuming that the current forward rates implied by the yield curve correctly anticipate future spot interest rates. These payments are then discounted using the spot rates implied by the current yield curve for hypothetical zero-coupon bonds due on the date of each future net settlement on the swap.

Credit risk. As of June 30, 2010 and 2009 the Building Authority was exposed to credit risk in the amount of the 2008-A Swap's fair value. The swap's counterparty, DBAG was rated Aa3, A+ and AA-- by Moody's Investors Service, Standard and Poor's and Fitch Ratings, respectively, as of June 30, 2010. To mitigate the potential for credit risk, if the counterparty's credit quality falls below A3/A/A, the fair value of the swap will be fully collateralized by the counterparty with U.S. Government Securities or U. S. Government Agency Securities. Collateral posted by the counterparty will be held by a third-party custodian.

Basis risk. The 2008-A Swap exposes the Building Authority to basis risk should the relationship between LIBOR and SIFMA converge, changing the synthetic rate on the bonds. The effect of this difference in basis is indicated by the difference between the intended synthetic rate (3.378%) and the synthetic rate as of June 30, 2010 (3.348%) and June 30, 2009 (3.458%). If a change occurs that results in the rates' moving to convergence, the expected cost savings may not be realized. As of June 30, 2010, the SIFMA rate was 0.25%, whereas 70% of the one-month LIBOR was 0.24%. As of June 30, 2009, the SIFMA rate was 1.55%, whereas 70% of the one-month LIBOR was 1.74%.

Termination risk. The Building Authority or the counterparty may terminate the 2008-A Swap if the other party fails to perform under the terms of the contract. The swap may be terminated by the Building Authority if the counterparty's credit quality rating falls below BBB+ as issued by Standard & Poor's Rating Service or Baa1 as issued by Moody's Investor's Service or if the counterparty fails to have such a rating. If the swap is terminated, the variable-rate bonds would no longer carry a synthetic interest rate. Also, if at the time of the termination the swap has a negative fair value, the Building Authority would be liable to the counterparty for a payment equal to the swap's fair value.

Interest Rate risk. The Building Authority is exposed to interest rate risk on its 2008-A Swap since as LIBOR decreases, the Authority's net payment on the swap increases.

In connection with the Building Authority's Series 2006-1 bonds, the Building Authority entered into an interest rate swap (the 2006-1 Swap). The intention of the swap is to effectively change the Building Authority's variable interest rate on the bonds to a synthetic fixed rate of 3.482%. In fiscal 2008 the Building Authority refunded the Authority's Series 2006-1 bonds with the Building Authority's Series 2008-3 and 2008-4 bonds. The interest swap remains outstanding and is matched on a pro-rata basis with the Series 2008-3 and 2008-4 bonds.

Terms. The bonds and the related swap agreement mature on November 1, 2034, and the swap's notional amount of $243.8 million matches most of the amount of the variable rate bonds. The swap was entered at approximately the same time the bonds were issued (April 2006). The notional value of the swap and the principal amount of the associated debt decline as principal payments are made to the bondholders over time. Under the swap, the Building Authority pays the counterparty a fixed payment of 3.482% and receives a variable payment computed as 60% of the three-month LIBOR plus 0.18%. Conversely, the variable interest rate on the bonds is based on actual weekly remarketing rates which are expected to roughly track SIFMA.

Fair value. As of June 30, 2010 and 2009, the 2006-1 Swap had a negative fair market value of approximately $35.4 million and $25.0 million, respectively. The change in fair value of the swap is due to interest rates changes since execution of the swap. If interest rates increase over time from the date of issuance the swap will have a positive fair value while if rates fall the fair value will be negative. Because the Building Authority's variable-rate bonds adjust to changing interest rates, the bonds do not have a corresponding fair value decrease. The fair value was estimated using the zero-coupon method. This method calculates the future net settlement payments required by the swap, assuming that the current forward rates implied by the yield curve correctly anticipate future spot interest rates. These payments are then discounted using the spot rates implied by the current yield curve for hypothetical zero-coupon bonds due on the date of each future net settlement on the swap.

Credit risk. As of June 30, 2010 and 2009 the Building Authority was exposed to credit risk in the amount of the 2006-1 Swap's fair value. The swap's counterparty, Citibank, N.A., was rated A1, A+ and A+ by Moody's Investors Service, Standard and Poor's and Fitch Ratings, respectively, as of June 30, 2010. To mitigate the potential for credit risk, if the counterparty's credit quality falls below A2/A, the fair value of the swap will be fully collateralized by the counterparty with U.S. Government Securities or U. S. Government Agency Securities. Collateral posted by the counterparty will be held by a third-party custodian.

Basis risk. The 2006-1 Swap exposes the Building Authority to basis risk should the relationship between LIBOR and SIFMA converge, changing the synthetic rate on the bonds. The effect of this difference in basis is indicated by the difference between the intended synthetic rate (3.482%) and the synthetic rate as of June 30, 2010 (3.202%) and June 30, 2009 (3.192%). If a change occurs that results in the rates' moving to convergence, the expected cost savings may not be realized. As of June 30, 2010, the SIFMA rate was 0.25%, whereas 60% of the three-month LIBOR plus 0.18% was 0.50%. As of June 30, 2009, the SIFMA rate was 0.35%, whereas 60% of the three-month LIBOR plus 0.18% was 0.54%.

Termination risk. The Building Authority or the counterparty may terminate the 2006-1 Swap if the other party fails to perform under the terms of the contract. The swap may be terminated by the Building Authority if the counterparty's credit quality rating falls below Baa1 as issued by Moody's Investor Service or BBB+ as issued by Standard & Poor's or if the counterparty fails to have such a rating. If the swap is terminated, the variable-rate bonds would no longer carry a synthetic interest rate. Also, if at the time of the termination the swap has a negative fair value, the Building Authority would be liable to the counterparty for a payment equal to the swap's fair value.

Swap payments and associated debt. Using rates as of June 30, 2010, the debt service requirements of the variable-rate debt and net swap payments, *assuming current interest rates remain the same* for their term, were as follows. As rates vary, variable-rate bond interest payments and net swap payments will vary.

Because the 2008-1, 2008-A, and 2006-1 Swaps were determined to be effective derivative hedging instruments at June 30, 2010, the fair values have been reported as deferred outflows in the financial statements.

Aggregate future principal payments of the total University of Massachusetts Building Authority debt for the years ended June 30 are: 2011 - $44.6 million, 2012 - $53.4 million, 2013 - $54.4 million, 2014 - $56.0 million, 2015 - $54.9 million, and thereafter, $1,205.0 million. As rates vary, variable-rate bond interest payments and net swap payments will vary. At June 30, 2010 and 2009, the estimated fair value of the University of Massachusetts Building Authority debt is approximately $1,456.5 million and $955.0 million, respectively.

In connection with the Building Authority's bond refunding undertaken in fiscal year 2006 noted above, the Building Authority recorded a difference between the reacquisition price and the net carrying amount of the old debt of approximately $42.6 million. This difference is being reported as a reduction from bonds payable and will be amortized as an increase in amortization expense over the original life of the refunded bonds. The refundings reduced the University's debt service payments in future years by approximately $24.2 million and resulted in an economic gain (the present value of savings) of approximately $15.2 million.

In prior years, the Building Authority refunded all bonds outstanding issued by the Building Authority prior to May 1, 1984. Accordingly, the Building Authority deposited into trust accounts sufficient funds to provide for all future debt service payments on the refunded bonds. Assets held in trust accounts had an aggregate market value of approximately $1.7 million and $3.2 million at June 30, 2010 and 2009, respectively. The outstanding amount of the refunded bonds at June 30, 2010 and 2009 total approximately $1.8 million and $3.4 million, respectively.

The Building Authority maintains a Revolving Line of Credit ("the Line") with Bank of America, N.A ("the Bank"). The Line matures on the first anniversary of the date of the agreement and can be extended or renewed at the option of the Bank. At the time of each draw on the Line the Building Authority must elect to have the interest on the draw calculated based on (a) 75% of the one-month, two-month or three-month LIBOR rate ("LIBOR Rate") or (b) 75% of the higher of the Federal Funds Rate plus 0.5% or 75% of the Bank's "prime rate" ("Base Rate"). Interest is due at the end of the one, two or three month period under a LIBOR Rate draw, the first business day of the calendar quarter for Base Rate draws or the Line's maturity date, whichever comes first. Except at the Line's maturity date, the Building Authority can elect to have the interest charges incorporated into a subsequent draw. In November 2008 the Building Authority renewed the Line for an additional 12 months. At the time of the renewal the total Line was increased to $35.0 million from $30.0 million, the percentage of the various LIBOR rates was set at 77% with an additional rate of 0% and a fee was added equal to 0.08% of any unborrowed portion of the Line paid quarterly in arrears. In November 2009 the line was renewed again until January 2011 and decreased back to $30.0 million, the unborrowed fee was increased to 0.25% and the interest rate set at 65% of LIBOR plus 0.85%. In 2010 and 2009 the Building Authority paid $46,900 and $14,800, respectively, related to charges for the Line.

At the time Line was closed the Building Authority entered into a contract with the University that obligates the University to make payments to the Building Authority sufficient to cover the costs of the Line. The Building Authority expects to pay all principal and interest charges related to the Line by issuing long-term bonds at the appropriate time. As of June 30, 2010 and 2009, the Building Authority had $0.4 million and $16.8 million, respectively, outstanding under the Line. The interest terms on the draws made under the Line in fiscal 2010 were one-month LIBOR and the interest rates ranged from 0.187% to 1.078%. The interest terms on the draws made under the Line in fiscal 2009 were one-month LIBOR and the interest rates ranged from 0.024% to 3.306%.

Included in the University's debt are $485.5 million and $493.8 million of variable rate demand bonds (VRDB) through the Building Authority as of June 30, 2010 and 2009, respectively. The Series 2008-1, Series 2008-A, Series 2008-3 and Series 2008-4 bondholders have the option to put the bonds back to the Building Authority. Such bonds would be subject to the remarketing efforts by the Building Authority's remarketing agents. To the extent that such remarketing efforts were unsuccessful the bonds would be purchased by the various liquidity providers under the terms of the liquidity agreements. The bonds have been classified in the accompanying statements of net assets in accordance with the repayment provisions of those agreements. The scheduled repayment of the principal of these bonds would be as follows: $47.7 million in 2011, $97.1 million in 2012, 2013, 2014 and FY 2015, and $49.4 million 2016. The amounts reflected in the accompanying statement of net assets represent the difference in the current portion due bondholders under the bond documents and the amount outlined above.

Massachusetts Health and Educational Facilities Authority

University of Massachusetts Series C

In June 2002, the University issued $35.0 million of Massachusetts Health and Educational Facilities Authority ("MHEFA") Revenue Bonds, University of Massachusetts Issue, Series C (the "Series C Bonds"). The proceeds from this issuance were used to fund a portion of the costs associated with the construction of a new student center at the Boston campus which opened in April 2004. The Commonwealth's Division of Capital Asset Management and Maintenance ("DCAMM") managed the project and the

Commonwealth has provided additional funds for the project. The Series C Bonds mature October 1, 2034 and the remaining outstanding debt bears interest at fixed interest rates ranging from 4.0% to 5.125%. The Series C Bonds were issued at a net discount of approximately $488,000. Debt covenants include the maintenance of a debt service fund as outlined in the related debt agreement. The University is required to make deposits in this debt service fund on or before the twenty-fifth day of each March and September. Principal payments are made annually and are due on October 1. The Series C Bonds are redeemable prior to maturity beginning on October 1, 2012, at the option of MHEFA and the University, at 100% of face value, plus accrued interest. The outstanding principal balance on the Series C Bonds is $31.3 million and $32.0 million at June 30, 2010 and 2009, respectively.

University of Massachusetts Series B

In June 2001, the University issued $12.0 million of MHEFA Revenue Bonds, University of Massachusetts Issue, Series B (the "Series B Bonds"). The proceeds from this issuance were used to fund a portion of the costs associated with the construction of a new student center at the Lowell campus which was opened in September 2002. The Commonwealth's DCAMM managed the project and the Commonwealth provided additional funds for the project. The Series B Bonds mature on October 1, 2031 and the remaining outstanding debt bears interest at fixed interest rates ranging from 4.35% to 5.125%. The Series B Bonds were issued at a net discount of approximately $127,000. Debt covenants include the maintenance of a debt service fund as outlined in the related debt agreement. The University is required to make deposits in this debt service fund on or before the twenty-fifth day of each March and September. Principal payments are made annually and are due on October 1. The Series B Bonds are redeemable prior to maturity beginning on October 1, 2011, at the option of MHEFA and the University, at 100% of face value, plus accrued interest. At June 30, 2010 and 2009, the outstanding principal balance on the Series B Bonds is $0.5 million and $0.8 million, respectively.

University of Massachusetts Series D

In January 2007, the University issued $10.4 million of MHEFA Revenue Bonds, University of Massachusetts Issue Series D. The proceeds from this issuance were used to refund a portion of the Series B Bonds. The Series D Bonds mature on October 1, 2031, and the remaining outstanding series bear interest at fixed interest rates ranging from 3.5% to 4.25%. The Series D Bonds were issued at a discount of approximately $203,000. Debt covenants include the maintenance of a debt service fund outlined in the related debt agreement. The University is required to make deposits in the debt service fund on or before the twenty-fifth day of each March and September. Principal payments are made annually and are due on October 1. The refunding of the bonds resulted in a difference between the reacquisition price and net carrying amount of the old debt of approximately $0.8 million. This difference is reported in the accompanying financials statements as an increase to bonds payable. As a result of this partial refunding, the University will reduce its aggregate debt service payments by approximately $0.8 million and achieve an economic gain, (the difference between the present value of the old and new debt service payments), of $0.5 million. At June 30, 2010 and 2009, the outstanding principal balance on the Series D Bonds is $10.2 million, respectively.

University of Massachusetts Series A

In March 2000, the University issued $40.0 million of MHEFA Variable Rate Demand Revenue Bonds, University of Massachusetts Issue, Series A (the "Series A Bonds") to create a pool of funds from which the University finances and refinances the acquisition of telecommunications, electronic, computer, office, research, equipment and administrative systems and related renovation costs at the various University campuses on a revolving basis throughout the term of the Series A Bonds. On March 27, 2009 (the "Mandatory Purchase Date"), the Series A Bonds were subject to mandatory tender for purchase due to the expiration of the liquidity facility supporting the Series A Bonds and the conversion of the Series A Bonds from a weekly rate period to a long-term rate period. Only $20.0 million of the Series A Bonds was remarketed on the Mandatory Purchase Date (the "Remarketed Series A Bonds" and together with the Series A Bonds the "Bonds"). The initial long-term rate of 0.85% ended on March 31, 2010. The Remarketed Series A Bonds were remarketed again on April 1, 2010 and now bear interest at the long-term rate of 2.20%. The new long-term rate period will end on March 31, 2013 and the Remarketed Series A Bonds will be subject to mandatory tender for purchase on April 1, 2013. The Remarketed Series A Bonds will mature on November 1, 2030 and are subject to mandatory purchase prior to maturity as described above. Interest on the Remarketed Series A Bonds in the new long-term rate period is payable on October 1 and April 1. The Remarketed Series A Bonds are considered a reissuance for federal tax purposes. The Remarketed Series A Bonds are not supported by any insurance policy, liquidity facility or other credit enhancement. The Remarketed Series A Bonds are a general obligation of the University payable from all funds of the University permitted to be applied thereto. The University's unrestricted net assets, previously referred to as the expendable fund balance, secure the obligations of the University with respect to the Remarketed Series A Bonds. The University is required to certify annually that there are sufficient funds in the unrestricted net assets to cover the debt service on the Remarketed Series A Bonds. Average interest rates on the Bonds during fiscal year 2010 and 2009 were approximately 1.19% and 1.93%, respectively. The University is also obligated for certain ongoing administrative costs including remarketing and trustee fees. Debt covenants include the maintenance of a debt service fund as outlined in the related debt agreement. The Remarketed Series A Bonds were issued at par. At June 30, 2010 and 2009, the outstanding principal balance on the Bonds is $20.0 million.

The $20.0 million MHEFA Variable Rate Demand Revenue Bonds, University of Massachusetts Issue, Series A, which are not supported by any insurance policy, liquidity facility or other credit enhancement, will be subject to mandatory tender for purchase on April 1, 2013. The purchase price of the bonds will be paid from the remarketing of such bonds. However, if the remarketing proceeds are insufficient, the University will be obligated to purchase the bonds tendered, up to an aggregate principal amount of $20.0 million.

Aggregate principal payments on the Series A Bonds, Series B Bonds, Series C Bonds and Series D Bonds for the years ended June 30 are; 2011 - $1.0 million, 2012 - $1.0 million, 2013 - $1.1 million, 2014 - $1.1 million, 2015 - $1.2 million, thereafter - $56.7 million. At June 30, 2010 and 2009, the estimated fair value of the Series A Bonds, Series B Bonds, Series C Bonds and Series D Bonds is approximately $62.0 million and $62.2 million, respectively.

Worcester City Campus Corporation Series E

In January 2007, WCCC issued $118.8 million of Series E bonds. The Series E Bonds were issued at a premium of $3.9 million. WCCC has deposited $32.4 million of the proceeds to an irrevocable trust fund to provide for partial advanced refunding of the Series B Bonds. A portion of the Series B Bonds totaling $30.8 million and the irrevocable trust has been derecognized by WCCC. WCCC incurred a loss on advanced refunding and defeasance of $2.3 million which will be amortized over the life of the debt. This portion of the bonds bear interest at various fixed rates ranging from 3.5% to 4.5% and mature on October 1, 2031. As of June 30, 2010 and 2009, the aggregate principal payments outstanding on this portion of the Series E Bond was $32.3 million and $32.4 million, respectively. Further, $85.7 million of the Series E Bonds proceeds are being used to finance the construction of the Advanced Center for Clinical Education and Science ("ACCES") at the Worcester Campus. These funds had originally been invested with the Royal Bank of Canada under a repurchase agreement and earned interest at 4.92% under the agreement. The agreement with Royal Bank of Canada expired on December 1, 2008 and the funds were reinvested in MHEFA's Short Term Asset Reserve Fund. Periodically, WCCC requests reimbursement from this fund for qualified costs of construction that consists of building supplies, materials and labor. At June 30, 2010 and 2009, the balance of this construction fund totaled $6.9 million and $31.3 million, respectively including accrued interest earned. These bonds bear interest at various fixed rates ranging from 3.5% to 5.0% and mature October 1, 2036. As of June 30, 2010 and 2009, the aggregate principal payments outstanding on this portion of the Series E Bond was $81.7 million and $83.2 million, respectively.

Worcester City Campus Corporation Series C refunded by Series F

In January 2007, WCCC issued $101.7 million of Series F bonds. The Series F Bonds were issued at a premium of $2.8 million. WCCC has deposited $68.8 million of the proceeds to an irrevocable trust fund to provide for payment of the WCCC Series C Bonds. The Series C Bonds were issued by WCCC in April 2002 for $70.0 million. The proceeds from this issuance were used to finance the construction of the Jamaica Plains Biolabs. The WCCC Series C Bonds totaling $65.0 million and the irrevocable trust have been derecognized by WCCC. This portion of the bonds bear interest at various fixed rates ranging from 4.0% to 4.5% and mature on October 1, 2031. As of June 30, 2010 and 2009, the aggregate principal payments outstanding on this portion of Series F Bonds was $62.9 million and $64.6 million, respectively. WCCC incurred a loss on the advanced refunding and defeasance of $5.0 million which will be amortized over the life of the debt. Further, $34.6 million of the Series F Bonds proceeds are being used to finance the construction of the Biologics Laboratory Phase II Project at the Mattapan location of the Worcester Campus. These funds have been invested with the Royal Bank of Canada while construction progresses and earn interest at 4.92%. Periodically, WCCC requests reimbursement from this fund for qualified costs of construction that consists of building supplies, materials and labor. At June 30, 2009, the balance of this construction fund totaled $15.7 million including accrued interest earned. During fiscal year 2010, the fund was completely spent and the investment account was closed. These bonds bear interest at various fixed rates ranging from 4.0% to 5.0% and mature October 1, 2036. As of June 30, 2010 and 2009, the aggregate principal payments outstanding on this portion of the Series F Bond was $31.6 million and $32.2 million, respectively.

Worcester City Campus Corporation Series B

In June 2001, the University of Massachusetts Foundation, Inc. ("the Foundation") transferred ownership of its medical research development facility known as Two Biotech Park to WCCC. In exchange for the building, WCCC assumed from the Foundation the remaining debt of $17.8 million, net (the "Foundation Bonds"), and received the proceeds of the related debt service funds. Concurrent with the transfer, WCCC issued $52.0 million of MHEFA Revenue Bonds, WCCC Issue (University of Massachusetts Project), Series B (the "WCCC B Bonds"). WCCC deposited approximately $19.1 million ($17.0 million from the proceeds of the WCCC Series B Bonds and $2.1 million from debt service reserves) in an irrevocable trust fund to provide for the payment of interest and principal on the Foundation Bonds. The Foundation Bonds and the funds held in the irrevocable trust fund were derecognized by WCCC. The remaining $35.0 million of the WCCC B Bonds are being used to finance the construction of a parking garage and the acquisition and installation of equipment at the Worcester campus. The remaining portion of the Series B Bonds bear interest at various fixed rates ranging from 4.0% to 5.25% and mature on October 1, 2023. Debt covenants include the maintenance of a debt service fund as outlined in the debt agreement. The bonds were issued at a net discount of approximately $0.4 million. The Series B Bonds are redeemable prior to maturity beginning on October 1, 2011, at the option of MHEFA and WCCC, at par plus accrued interest. The outstanding balance at June 30, 2010 and 2009 is $13.7 million and $14.8 million, respectively.

Worcester City Campus Corporation Series D

In April 2005, WCCC issued $99.3 million of MHEFA Revenue Bonds (the "WCCC D Bonds"). WCCC has deposited the proceeds to an irrevocable trust fund to provide for payment of the MHEFA Revenue Bonds, WCCC Issue (University of Massachusetts Project) Series A (the "WCCC A Bonds" or the "refunded bonds"). The WCCC D bonds bear interest at various fixed rates ranging from 3.00% to 5.25% per year and mature October 1, 2029. The WCCC D Bonds were issued at a premium of $4.1 million. The WCCC D Bonds represent a transfer obligation of the University whereby, subject to the terms of the financing agreement, the University will be notified upon WCCC's failure to make any payments required by the trust agreement and the University will promptly transfer any amounts unpaid and due by WCCC under such agreement. Assets held in the refunding trust fund had an aggregate market value of approximately $94.8 million and $94.7 million at June 30, 2010 and 2009, respectively. The outstanding amount of the refunded bonds totaled approximately $84.7 million and $87.0 million at June 30, 2010 and 2009, respectively. The refunding of the bonds resulted in a difference between the reacquisition price and the net carrying amount of the old debt of approximately $8.9 million. This difference, reported in the accompanying financial statements as a reduction in bonds payable, is being charged to operations over the life of new bonds using the straight-line method. As a result of the defeasance, WCCC will reduce its aggregate debt service payments by approximately $4.0 million and achieve an economic gain, (the difference between the present value of the old and new debt service payments), of $3.9 million. The outstanding principal balance on the WCCC Series D Bonds at June 30, 2010 and 2009 is $90.6 million and $93.2 million, respectively.

Aggregate principal payments on the WCCC Series B Bonds, WCCC Series D Bonds, WCCC Series E Bonds and WCCC Series F Bonds for the years ended June 30 are; 2011 - $8.0 million, 2012 - $8.4 million, 2013 - $8.7 million, 2014 - $9.1 million, 2015- $9.5 million, thereafter $269.1 million. At June 30, 2010 and 2009, the fair value of the WCCC B Bonds, WCCC D Bonds, WCCC E Bonds and WCCC F Bonds was approximately $321.5 million and $306.0 million, respectively.

Pledged Revenues

WCCC is obligated under the terms of indebtedness to make debt service payments from revenues received from certain facility leases. Total applicable pledged revenues were $6.6 million for fiscal years 2010 and 2009, respectively.

Pursuant to the projects administered by the University of Massachusetts Building Authority, the Authority sets fees, rents, rates and other charges for the use of the projects in an amount for each fiscal year that produces revenues in excess of the amounts needed in such fiscal year for debt service on the related bonds, required contributions to the related Section 10 Reserve Fund, expenses for the Bond trustee and any escrow agent. Such excess revenues are held by the University for the account of and on behalf of the Authority. Total applicable pledged revenues were $64.0 million for 2010 and $58.7 million for 2009.

9. LEASES

The University leases certain equipment and facilities under operating leases with terms exceeding one year, which are cancelable at the University's option with 30 days notice. The rent expense related to these operating leases amounted to approximately $15.8 million and $18.0 million for the years ended June 30, 2010 and 2009, respectively. The University also leases space to third party tenants. During 2010 and 2009, the amount reported as rental income was $7.1 million and $7.0 million, respectively. The master leases primarily consist of telecommunications, software, and co-generation systems.

The following are a schedule of future minimum payments under capital and non-cancelable operating leases and a schedule of principal and interest payments on capital lease obligations for the next five years and in subsequent five-year periods for the University as of June 30, 2010 (in thousands):

	University Capital Leases			
Year	Master Leases	Other Leases	TOTAL	Operating Leases
2011	$6,512	$210	$6,722	$13,130
2012	5,748	97	5,845	11,630
2013	5,748	84	5,832	10,812
2014	4,372	67	4,439	10,296
2015	2,186	33	2,219	9,299
2016-2020	-	-	-	20,741
Total Payments	24,566	491	25,057	$75,908
Less: Amount representing interest	(1,878)	(40)	(1,918)	
Present Value of Minimum Lease Payments	$22,688	$451	$23,139	

June 30, 2010	University Capital Leases	
Year	Principal	Interest
2011	$5,962	$760
2012	5,288	557
2013	5,461	371
2014	4,248	191
2015	2,180	39
Total Payments	$23,139	$1,918

10. CAPITAL LEASES AND OTHER LONG-TERM LIABILITIES

During the year ended June 30, 2010 the following changes occurred in long-term liabilities as recorded in the statement of net assets (in thousands):

	Beginning Balance	Additions/ Adjustments*	Reductions/ Adjustments*	Ending Balance
University:				
Capital lease obligations	$22,870	$297	($5,990)	$17,177
Compensated absences	23,593	2,250	-	25,843
Workers' compensation	10,416	272	-	10,688
Deferred revenues and credits	23,668	12,604	(12,705)	23,567
Advances and deposits	26,782	124	(399)	26,507
Other Liabilities	3,301	-	(2,194)	1,107
University Related Organization:				
Other Liabilities	$3,025	$21	-	$3,046

** Adjustments include changes in estimates*

During the year ended June 30, 2009 the following changes occurred in long-term liabilities as recorded in the statement of net assets (in thousands):

	Beginning Balance	Additions/ Adjustments*	Reductions/ Adjustments*	Ending Balance
University:				
Capital lease obligations	$34,177	$77	($11,384)	$22,870
Compensated absences	21,707	1,886	-	23,593
Workers' compensation	11,274	-	(858)	10,416
Deferred revenues and credits	13,556	19,311	(9,199)	23,668
Advances and deposits	27,383	6	(607)	26,782
Other Liabilities	418	3,016	(133)	3,301
University Related Organization:				
Other Liabilities	$3,636	-	($611)	$3,025

** Adjustments include changes in estimates*

11. FRINGE BENEFITS

Expenditures for the years ended June 30, 2010 and 2009 include $215.1 million and $202.7 million, respectively, for the employer portion of fringe benefit costs (pension expense, health insurance for active employees and retirees, and unemployment) that was paid directly by the Commonwealth of Massachusetts. Of this amount, $92.0 million for 2010 and $82.4 million for 2009 was reimbursed to the Commonwealth and $123.1 million and $120.2 million respectively is included in revenue as state appropriations.

The University has recorded a liability for future expected costs of its workers' compensation claims of approximately $13.9 million as of June 30, 2010 and $14.1 million as of June 30, 2009. Estimated future payments related to such costs have been discounted at a rate of 6%.

12. MEDICAL SCHOOL LEARNING CONTRACTS

The University's Medical School enters into learning contracts with certain medical students. These contracts give students the option of deferring a portion of their tuition until after residency training, and canceling all or a portion of their tuition if they practice medicine in the Commonwealth for one year, or for students matriculating after 1990, two or four (depending on conditions) full years in primary care. The University does not record as revenue the portion of tuition deferred under these learning contracts until actual cash repayments are received. The cumulative amount granted under such learning contracts plus accrued interest totaled $59.2 million and $56.8 million at June 30, 2010 and 2009, respectively. Cumulative repayments totaled approximately $40.6 million and $38.4 million as of June 30, 2010 and 2009, respectively.

13. RETIREMENT PLANS

The Commonwealth of Massachusetts is statutorily responsible for the pension benefit of University employees who participate in the State Employees' Retirement System ("SERS"). SERS, a single employer defined benefit public employee retirement system, is administered by the Commonwealth and covers substantially all non-student employees. The University makes contributions on behalf of the employees through a fringe benefit charge assessed by the Commonwealth. Such pension expense amounted to approximately $38.9 million and $46.2 million for the years ended June 30, 2010 and 2009, respectively. The annuity portion of the SERS is funded by employees, who contribute a percentage of their regular compensation. Annual covered payroll approximated 75.4% and 76.6% for the years ended June 30, 2010 and 2009, respectively of annual total payroll for the University. Non-vested faculty and certain other employees of the University can opt out of SERS and participate in a defined contribution plan, the Massachusetts Optional Retirement Plan ("ORP"). At June 30, 2010 and 2009, there were approximately 1,787 and 1,907 University employees, respectively participating in ORP. The Commonwealth matches 5% of ORP contributions. SERS issues stand-alone financial statements that can be obtained from the Commonwealth.

The University of Massachusetts Foundation, Inc. had a defined contribution plan (the "Plan") for eligible employees through the Teachers Insurance and Annuity Association ("TIAA") and College Retirement Equity Fund ("CREF") retirement programs. The Plan was designed, and contributions were made, in accordance with the provisions of 403(b) of the Internal Revenue Code. Effective June 1, 2009, the University of Massachusetts Foundation, Inc. employees became employees of the University of Massachusetts. Therefore, the TIAA-CREF defined contribution plan was terminated and contributions ceased. Eligibility began immediately under the terminated plan and the Foundation contribution, based upon a percentage of salaries, was approximately $0 and $38,000 for the years ended June 30, 2010 and 2009, respectively. The Foundation has no liability for benefits paid under the Plan.

14. CONCENTRATION OF CREDIT RISK

The financial instrument that potentially subjects the University to concentrations of credit risk is the receivable from UMass Memorial which is uncollateralized. The receivable from UMass Memorial represents 5.3% and 6.2% of total accounts receivable for the University at June 30, 2010 and 2009, respectively. The University also has receivables from two organizations comprising approximately 7.5% and 7.1% of the total outstanding receivables at June 30, 2010. The University also had receivables from two organizations comprising approximately 8.3% and 5.8% of the total outstanding receivables at June 30, 2009.

15. COMMITMENTS AND CONTINGENCIES

The Building Authority, University, and WCCC have outstanding purchase commitments under construction contracts and real estate agreements in amounts aggregating approximately $336.4 million and $388.3 million at June 30, 2010 and 2009, respectively. In connection with the investments in certain limited partnership agreements, the Foundation has an additional $6.9 million and $3.4 million in committed calls as of June 30,2010 and 2009, respectively, which are scheduled to be funded over a number of years.

The University is a defendant in various lawsuits and is subject to various contractual matters; however, University management is of the opinion that the ultimate outcome of all litigation or potential contractual obligations will not have a material effect on the financial position, financial results or cash flows of the University.

From time to time the University and/or its affiliated organizations are subject to audits of programs that are funded through either federal and/or state agencies. The Medical School has become aware that the Office of the Inspector General for the U.S. Department of Health and Human Services is performing an audit of Medicaid Supplemental Revenues ("MSR") received by UMMMC.

The eventual outcome of this audit is currently unknown. However, depending on the eventual outcome, UMMMC may be required to repay any MSR received deemed to be disallowed as a result of the audit. Dependent on the outcome, UMMS, consistent with the Agreement for Medical Educational Services, made part of the Definitive Agreement between the Medical School and UMass Memorial Medical Center, and its subsequent amendments and the indemnification provisions in these Agreements, may be required to indemnify UMMMC. Although the eventual outcome of this audit is currently unknown, and management believes that as of the date of the financial statements it is not probable that a liability exists, management concludes it is reasonably possible that amounts could be repaid and that those amounts may be material to the Statement of Revenues, Expense and Changes in Net Assets and the Statement of Cash Flow in a future period.

16. SEGMENT INFORMATION

A segment is an identifiable activity reported as a stand-alone entity for which one or more revenue bonds are outstanding. A segment has a specific identifiable revenue stream pledged in support of revenue bonds and has related expenses, gains and losses, assets, and liabilities that are required by an external party to be accounted for separately. The University has two segments that meet the reporting requirements under GASB 35.

The Worcester City Campus Corporation is organized to receive, take title to, hold, manage, develop, improve, demolish, renovate, lease for terms up to 99 years, or otherwise transfer, convey, or deal with any real or personal property conveyed to it including, without limitation, real and personal property utilized at or in connection with the operations of the University. The consolidated financial statements of Worcester City Campus Corporation include the accounts of its subsidiaries, Worcester Foundation for Biomedical Research, Inc. ("WFBR") and Public Sector Partners, Inc ("PSP"). WFBR is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code to solicit, receive, administer and make gifts and donations to the University of Massachusetts Medical School to support research activities, and to carry on any other activity that may be lawfully carried on by a corporation formed under Chapter 180 of Massachusetts General Laws and which is not inconsistent with the Corporation's qualification as an organization described in Section 501(c)(3) of the Internal Revenue Code. PSP is a Section 501(c)(3) not-for-profit health care consulting organization corporation located in Worcester, Massachusetts providing support and management services to various entities in the health care and insurance industries. PSP has a wholly owned subsidiary, MedMetrics Health Partners, Inc. MedMetrics Health Partners was created by and is an affiliate of PSP. Medmetrics is a Section 501(c)(4) not for profit pharmacy (PBM). WCCC outstanding revenue bonds were issued pursuant to specific bond indentures which provide that the revenue bonds are to be paid by certain revenues that are pledged to pay debt service.

The following summary financial information for WCCC is presented before elimination of certain intra-University transactions:

Statement of Net Assets at June 30:

	2010	2009
Assets		
Current Assets	$69,453	$50,982
Noncurrent Assets	434,694	425,608
Total Assets	$504,147	$476,590
Liabilities		
Current Liabilities	$57,340	$52,757
Noncurrent Liabilities	300,175	308,261
Total Liabilities	$357,515	$361,018
Net Assets	$146,632	$115,572

Statement of Revenues, Expenses and Changes in Net Assets for the year ended June 30:

	2010	2009
Operating Revenues	$278,631	$261,470
Operating Expenses	263,411	249,979
Operating Income	$15,220	$11,491
Increase in Net Assets	$31,060	$1,621
Beginning Net Assets	115,572	113,951
Ending Net Assets	$146,632	$115,572

Statement of Cash Flows for the year ended June 30:

	2010	2009
Net Cash Provided by Operating Activities	$29,379	$27,004
Net Cash Provided by/(Used in) Noncapital Financing Activities	(2,192)	140
Net Cash Used in Financing Activities	(58,790)	(65,303)
Net Decrease in Cash and Cash Equivalents	(31,603)	(38,159)
Beginning Cash and Cash Equivalents	57,321	95,480
Ending Cash and Cash Equivalents	$25,718	$57,321

The University of Massachusetts Building Authority is empowered to acquire, construct, remove, demolish, add to, alter, enlarge, reconstruct and do other work upon any building or structure and to provide and install furnishings, furniture, machinery, equipment, approaches, driveways, walkways, parking areas, planting, landscaping and other facilities therein. The Building Authority's Enabling Act authorizes it to acquire property from the Commonwealth or others (but the Building Authority has no eminent domain power), to rent or lease as lessor or lessee any portion of a project, to operate projects, to employ experts and other persons and to enter into contracts. In addition, the Enabling Act authorizes the Building Authority to borrow money to finance and refinance projects it undertakes, and to issue and sell its revenue bonds and notes therefore which are payable solely from its revenues.

The following summary financial information for the Building Authority is presented before elimination of certain intra-University transactions:

Statement of Net Assets at June 30:

	2010	2009
Assets		
Current Assets	$29,169	$20,619
Noncurrent Assets	1,857,282	1,223,947
Total Assets	$1,886,451	$1,244,566
Liabilities		
Current Liabilities	$198,357	$123,923
Noncurrent Liabilities	1,355,539	860,422
Total Liabilities	$1,553,896	$984,345
Net Assets	$332,555	$260,221

Statement of Revenues, Expenses and Changes in Net Assets for the year ended June 30:

	2010	2009
Operating Revenues	$106,941	$89,100
Operating Expenses	41,912	33,711
Operating Income	$65,029	$55,389
Increase in Net Assets	$72,334	$43,025
Beginning Net Assets	260,221	217,196
Ending Net Assets	$332,555	$260,221

Statement of Cash Flows for the year ended June 30:

	2010	2009
Net Cash Provided by Operating Activities	$95,170	$81,884
Net Cash Provided by Noncapital Financing Activities	-	7,517
Net Cash Provided by/(Used in) Investing Activities	(337,739)	163,306
Net Cash Provided by/(Used in) Capital and Related Financing Activities	279,405	(202,575)
Net Increase in Cash and Cash Equivalents	36,836	50,132
Beginning Cash and Cash Equivalents	324,445	274,313
Ending Cash and Cash Equivalents	$361,281	$324,445

17. SUBSEQUENT EVENT

As part of the fiscal year 2010 budget process, the University received a budget from the Commonwealth that was $95.1 million less than the previous year. In order to address this significant decrease in funding, Governor Deval Patrick awarded $150.6 million in Education Stabilization Funds ("ESF") to the University. These funds originated from the passage of the American Recovery and Reinvestment Act ("ARRA") of 2009. In fiscal year 2011, the University's prior year budget cut was partially restored with an increase of $44.5 million. Additionally, the state awarded $37.8 million in State Fiscal Stabilization funds ("SFSF") to the University. Fringe benefits for payroll at the rate of 33.12% will be funded by the University when charged to these funds. In addition, the University is the recipient of several ARRA funded grants and contracts that were competitively awarded by various federal departments.

On November 16, 2010, the Foundation completed the acquisition of the building and land at 333 Faunce Corner Road, Dartmouth, MA, from the Board of Trustees of Southern New England School of Law. This acquisition marks the culmination of the gift of the assets of Southern New England School of Law to the University of Massachusetts Foundation, Inc. and the University of Massachusetts Dartmouth. This transaction was approved by the University's Board of Trustees on December 10, 2009 and the Commonwealth of Massachusetts Board of Higher Education on February 2, 2010. On July 1, 2010, the University of Massachusetts Dartmouth began operation of the law school, now known as UMass Law School at Dartmouth. The Foundation and the University of Massachusetts Dartmouth will enter into a long-term lease that will outline their obligation to each other.

On November 18, 2010, the Building Authority issued $552.3 million in bonds to fund a number of new construction and renovation projects across most of the University's campuses. The bond issue consists of tax-exempt, taxable Build America Bonds and taxable bonds. The interest rates on the tax-exempt bonds is between 2.5% and 5%, between 3.8% and 5.45% for the Build America Bonds and 5.75% for the taxable bonds. The tax-exempt bonds will mature in 2020 while the Build America Bonds and the taxable bonds will mature in November 2040. The debt service payments related to these bonds are detailed below.

Year Ending June 30,	Principal	Interest	Total
2011		$ 12,621	$ 12,621
2012	$ 4,750	27,815	32,565
2013	6,365	27,595	33,960
2014	11,350	27,152	38,502
2015	11,915	26,570	38,485
2016-2020	69,155	123,050	192,205
2021-2025	85,700	105,035	190,735
2026-2030	91,705	85,095	176,800
2031-2035	110,490	59,409	169,899
2036-2040	131,790	26,372	158,162
2041	29,090	793	29,883
	$552,310	$521,507	$1,073,817

University of Massachusetts
2010 Annual Financial Report
Supplemental Financial Information
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Report of Independent Auditors on Accompanying Information

To the Board of Trustees of the
University of Massachusetts

The report on our audits of the basic financial statements of the University of Massachusetts as of June 30, 2010 and 2009 and for the years then ended, which references the work of other auditors, appears on page 4 of this document. Those audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental information listed in the accompanying index is presented for purposes of additional analysis and is not a required part of the basic financial statements. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

PricewaterhouseCoopers LLP

December 16, 2010

PricewaterhouseCoopers LLP, 125 High Street, Boston, MA 02110
T: (617) 530 5000, F: (617) 530 5001, www.pwc.com/us

Combining Statement of Net Assets for University Related Organizations as of June 30, 2010 and 2009
(in thousands of dollars)

Supplemental Schedule I

ASSETS	Total June 30, 2010	Eliminations and Adjustments June 30, 2010	The University of Massachusetts Foundation, Inc. June 30, 2010	University of Massachusetts Dartmouth Foundation, Inc. June 30, 2010	Total June 30, 2009	Eliminations and Adjustments June 30, 2009	The University of Massachusetts Foundation, Inc. June 30, 2009	University of Massachusetts Dartmouth Foundation, Inc. June 30, 2009
Current Assets								
Accounts, Grants and Loans Receivable					$22		$22	
Pledges Receivable	$3,758	($10,813)	$12,748	$1,823	8,237	($3,874)	9,043	$3,068
Due From Related Organizations	739	739			806	806		
Other Assets	65			65	16			16
Total Current Assets	**4,562**	**(10,074)**	**12,748**	**1,888**	**9,081**	**(3,068)**	**9,065**	**3,084**
Noncurrent Assets								
Cash and Cash Equivalents	3,611		43	3,568	3,402		267	3,135
Pledges Receivable	6,121	(9,863)	14,372	1,612	3,498	(20,843)	23,292	1,049
Investments	297,055	(442,968)	707,752	32,271	250,769	(410,317)	632,717	28,369
Other Assets	1,270		1,217	53	51			51
Investment In Plant Net of Accumulated Depreciation	1,699		1,699		950		950	
Total Noncurrent Assets	**309,756**	**(452,831)**	**725,083**	**37,504**	**258,670**	**(431,160)**	**657,226**	**32,604**
Total Assets	**$314,318**	**($462,905)**	**$737,831**	**$39,392**	**$267,751**	**($434,228)**	**$666,291**	**$35,688**
LIABILITIES								
Current Liabilities								
Accounts Payable	$106	($406)	$487	$25	$177	($1,364)	$1,513	$28
Due To Related Organizations	625	(1,819)		2,444	1,535	(551)		2,086
Notes Payable	2		2					
Assets Held on Behalf of the University		(411,541)	411,541			(381,163)	381,163	
Assets Held on Behalf of Others	9,990		9,990					
Deferred Revenues and Credits	5,340		5,340		6,243		6,243	
Total Current Liabilities	**16,063**	**(413,766)**	**427,360**	**2,469**	**7,955**	**(383,078)**	**388,919**	**2,114**
Noncurrent Liabilities								
Notes Payable	618		618					
Other Liabilities	3,046	165	2,881		3,025	69	2,956	
Total Noncurrent Liabilities	**3,664**	**165**	**3,499**		**3,025**	**69**	**2,956**	
Total Liabilities	**$19,727**	**($413,601)**	**$430,859**	**$2,469**	**$10,980**	**($383,009)**	**$391,875**	**$2,114**
Net Assets:								
Invested in Capital Assets Net of Related Debt	$1,699	$1,699			$950	$950		
Restricted								
Nonexpendable	240,595	(49,304)	$255,957	$33,942	225,549	(51,219)	$245,121	$31,647
Expendable	48,127		45,468	2,659	41,033		38,102	2,931
Unrestricted	4,170	(1,699)	5,547	322	(10,761)	(950)	(8,807)	(1,004)
Total Net Assets	**$294,591**	**($49,304)**	**$306,972**	**$36,923**	**$256,771**	**($51,219)**	**$274,416**	**$33,574**

Combining Statement of Revenues, Expenses, and Changes in Net Assets for University Related Organizations
For The Years Ended June 30, 2010 and 2009
(in thousands of dollars)

Supplemental Schedule II

	Total June 30, 2010	Eliminations and Adjustments June 30, 2010	The University of Massachusetts Foundation, Inc. June 30, 2010	University of Massachusetts Dartmouth Foundation, Inc. June 30, 2010	Total June 30, 2009	Eliminations and Adjustments June 30, 2009	The University of Massachusetts Foundation, Inc. June 30, 2009	University of Massachusetts Dartmouth Foundation, Inc. June 30, 2009
EXPENSES								
Operating Expenses								
Educational and General								
Public Service	$10,388	($1,559)	$10,703	$1,244	$13,443	($378)	$11,615	$2,206
Depreciation	28		28		20		20	
Scholarships and Fellowships	782	(391)	649	524	544	(927)	1,122	349
Total Operating Expenses	**11,198**	**(1,950)**	**11,380**	**1,768**	**14,007**	**(1,305)**	**12,757**	**2,555**
Operating Income/(Loss)	**(11,198)**	**1,950**	**(11,380)**	**(1,768)**	**(14,007)**	**1,305**	**(12,757)**	**(2,555)**
NONOPERATING REVENUES/(EXPENSES)								
Gifts	10,498	(586)	9,617	1,467	15,929	(5,786)	18,146	3,569
Investment Income	19,676	(41,568)	59,889	1,355	(50,324)	25,769	(73,790)	(2,303)
Endowment Income	974	(5,402)	6,376		2,774	(10,918)	13,692	
Net Nonoperating Revenues	**31,148**	**(47,556)**	**75,882**	**2,822**	**(31,621)**	**9,065**	**(41,952)**	**1,266**
Income/(Loss) Before Other Revenues, Expenses, Gains, and Losses	**19,950**	**(45,606)**	**64,502**	**1,054**	**(45,628)**	**10,370**	**(54,709)**	**(1,289)**
Additions to Permanent Endowments	13,003	3,292	7,416	2,295	12,892	2,811	8,382	1,699
Less: Amounts Earned/Received on Behalf of the University		23,033	(23,033)			(18,256)	18,256	
Less: Amounts Earned/Received on Behalf of Others	10		10					
Distribution to University		16,871	(16,871)			19,064	(19,064)	
Disposal of Plant Facilities					(16)		(16)	
Other Additions/Deductions	4,857	4,325	532		(8,407)	(12,126)	3,719	
Total Other Revenues, Expenses, Gains, and Losses	**17,870**	**47,521**	**(31,946)**	**2,295**	**4,469**	**(8,507)**	**11,277**	**1,699**
Total Increase/(Decrease) in Net Assets	**37,820**	**1,915**	**32,556**	**3,349**	**(41,159)**	**1,863**	**(43,432)**	**410**
NET ASSETS								
Net Assets at Beginning of Year	256,771	(51,219)	274,416	33,574	297,930	(53,082)	317,848	33,164
Net Assets at End of Year	**$294,591**	**($49,304)**	**$306,972**	**$36,923**	**$256,771**	**($51,219)**	**$274,416**	**$33,574**