2016 ANNUAL REPORT

Leadership Message





The University of Nebraska Foundation's fiscal year ending June 30, 2016, was a year of many achievements. Fundraising was very successful, eclipsing \$228.9 million, making that several years in a row over the \$200 million mark. While \$228.9 million is not a new fundraising record — it represents our third-best year ever — our actual number of donors, 43,346, is a new record, and it represents an 8 percent increase over the previous year. Growing the base of support is a strategic goal for the university, and we have given it considerable attention

over the last few years. Donors who give regularly, at any level, are more loyal, more engaged and more likely to support the university in other ways down the road.

One challenge for us and many other university foundations was our endowment return. The return on our main endowment, which we typically refer to as Fund A, was -3.9 percent, compared with the peer universe average of -2.9 percent. The reasons for this decline are varied, and you can read much more about this on page 4 from Bill Jackman, chair of our Investment Committee, and Brian Neale, senior director of investments. We remain steadfast in our commitment to delivering an investment program that maintains and enhances the purchasing power of our endowment over the long term.

Our total assets, which include our endowed funds, liquidity pool and pledges receivable, remained relatively flat this year at \$2.2 billion. Among the contributing factors to staying flat was the negative return on the endowment and the transfer of significant assets to the university, per the donors' designations, to fund construction projects on all campuses.

The foundation reached a milestone on June 3, when it celebrated the 80th anniversary of its founding. Thirty men and women came together on that day in 1936 to help create a university better than the state alone could afford. Since then, thousands more have followed in their footsteps, helping develop our foundation into one that is generally recognized among the top 20 supporting public universities. Our employees celebrated this occasion with a day of service — fanning out among the four university campuses we serve to do whatever was needed, which ranged from cleaning a tractor museum to stocking shelves at a campus food bank to helping set up for the Cattlemen's Ball. It was a fun and meaningful way to celebrate our anniversary by recommitting to our mission and fundamental purpose to advance the university. We enjoyed it so much that we have decided to make it an annual tradition for our team.

We thank the foundation staff for all their hard work this year. And we thank you — our donors, alumni and friends — for making possible our last 80 years of purpose. And, we hope, for the next 80, too.

Mark Chronister

Chair of the Board of Directors

Brian F. Hastings

President and CEO

Gifts Received \$228,871,400

from 43,346 donors

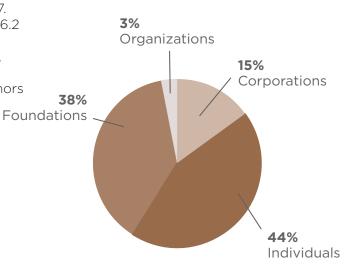
The foundation received \$228,871,400 in gifts in the fiscal year from 43,346 donors. Because many donors give more than one gift, the number of gifts processed is higher at 74,257. Of the \$228.9 million, \$52.6 million was endowed and \$176.2 million was expendable. Individuals provided 44 percent of the gifts raised, followed by foundations at 38 percent, corporations at 15 percent and organizations, 3 percent. The majority of gifts, 99 percent, were designated by donors

to specific areas of the university.

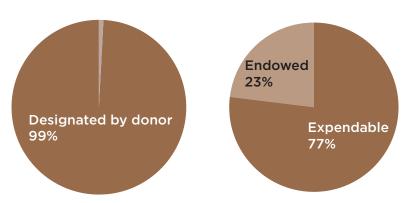
2015 - 2016: **\$228.9** million

2014 - 2015: **\$212.7 million** 2013 - 2014: **\$258.1 million** 2012 - 2013: **\$236.7** million

Sources of Gifts:

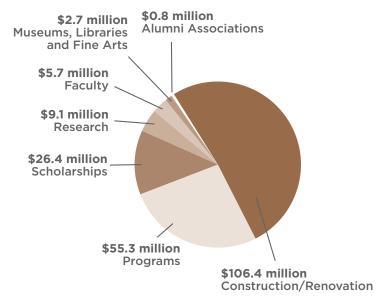


Gift Breakdown:



Transferred to the University \$206,379,728

All funds transferred to the university in fiscal year 2016 were transferred to specific areas of the university according to donors' wishes. The largest share of transfers was designated for the construction and renovation of buildings. In fiscal year 2016. this represented more than half of all transfers to the university. Among the construction and renovation projects receiving transfers were: the Fred & Pamela Buffett Cancer Center at UNMC; the UNMC Center for Drug Discovery and Lozier Center for Pharmacy Sciences and Education; the College of Business Administration building at UNL; the Health Science Education Complex at UNK; and the Barbara Weitz Community Engagement Center at UNO. Funds transferred for scholarships and faculty support play a critical role in helping the university recruit top talent.



2015 - 2016: \$206.4 million

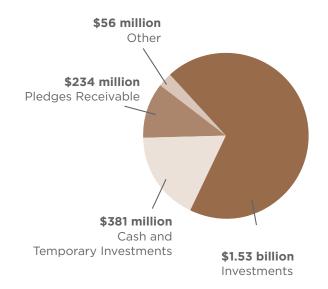
2014-2015: **\$230.7** million 2013-2014: **\$173.3** million 2012-2013: **\$174.7** million

Total Assets \$2,200,916,803

The foundation has \$2.2 billion in total assets. The largest share of our assets is in investments made up primarily of endowed funds.

2015 - 2016: **\$2.2** billion

2014-2015: **\$2.2** billion 2013-2014: **\$2.3** billion 2012-2013: **\$2.0** billion



Main Endowment **\$1,065,000,000**



Bill Jackman, Chair, Investment Committee



Brian Neale, Senior Director of Investments

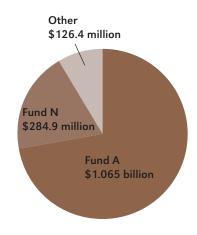
The foundation held \$1.065 billion in Fund A as of June 30, 2016. Fund A is the foundation's primary endowment benefiting the university. Additionally, the foundation manages Fund N, the university endowment, through an agency agreement. The foundation also has some smaller endowment funds managed outside of Fund A and Fund N. Historically, the foundation has reported strictly on the investment performance of Fund A.

The fiscal year that ended June 30, 2016, presented a number of challenges to investment portfolios.

Global growth concerns, Federal Reserve policies and commodities-related concerns all weighed heavily. Domestic stocks were generally positive for the year, with the S&P 500 returning +4.0

percent; however, international stocks fared poorly with the MSCI EAFE index posting a loss of -10.0 percent and the MSCI Emerging Markets index losing -12.1 percent. On a more positive note, fixed income generally fared well, with the Barclays U.S. Aggregate Bond Index posting a respectable +6.0 percent gain for the year.

Given this backdrop, it is not surprising that our results were unsatisfactory with our main endowment (Fund A) posting a net-of-investment-fee loss for the fiscal year of -3.9 percent. The primary detractors were our international equity, hedge fund and real asset investments. Although positive returns were generated from our real estate, private equity and fixed-income investments, low allocations to these asset classes subdued the magnitude of impact.



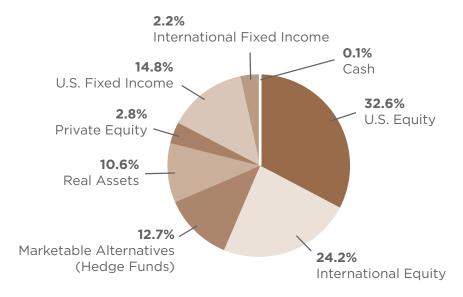
Many of the factors that influenced performance for Fund A also impacted other organizations. Cambridge Associates, a consultant to higher education endowments, reported a median return of -2.9 percent based on its survey of more than 400 institutions.

The Investment Committee and foundation staff have implemented a number of changes that are expected to help long-term performance, starting with an expansion of our research capabilities. In an effort to balance the need to provide a meaningful payout to the university, while ensuring long-term growth, we have refocused our efforts toward our asset allocation structure. As part of this process, we have begun modifications to our hedge fund portfolio that will reduce volatility in the overall portfolio. As we remain vigilant about our expenses and fees, we have pursued low-cost index fund options where appropriate.

Our views on the requirements for continued success of the endowment remain unchanged: Stay focused on the long term and let asset allocation be the primary driver of returns by remaining fully invested and rebalancing opportunistically. History has shown that investors who remain patient have been rewarded time after time.

We thank each and every one of our stakeholders for their continued support. Our door is always open, and we welcome your feedback.

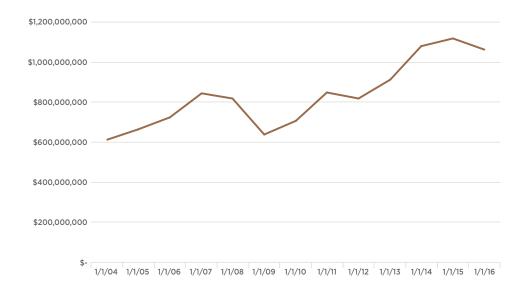
Asset Allocation for the Main Endowment (Fund A)



Main Endowment Performance¹

Fund A	1 year	3 years	5 years	10 years
	-3.90%	4.30%	4.60%	4.70%

Main Endowment Growth²



^{1.} Net of all investment fees and expenses.

^{2.} Growth includes net impact of contributions and withdrawals, including investment expenses and endowment fees.

Statement of Financial Position

DOLLARS IN THOUSANDS	JUNE 30	JUNE 30	JUNE 30
ASSETS	2016	2015	2014
Cash and cash equivalents	\$27,100	\$998	\$8,452
Temporary investments	354,396	396,545	373,607
Pledges receivable	233,613	214,065	252,387
Other receivables	3,435	3,670	11,591
Investments	1,529,338	1,607,346	1,606,298
Property and equipment, net of depreciation	53,035	6,756	4,696
Total Assets	\$2,200,917	\$2,229,380	\$2,257,031

LIABILITIES

Total Liabilities	\$356,209	\$366,374	\$367,576
***Deferred revenue	6,556	3,392	3,450
**Deposits held in custody for others	299,673	332,065	336,036
Deferred annuities payable	18,779	20,098	21,424
*Note Payable	16,382	0	0
Scholarships, research, fellowships and professorships payable	12,171	7,481	3,111
University of Nebraska benefits payable	1,244	2,350	2,520
Accounts payable and accrued liabilities	\$1,404	\$988	\$1,035

NET ASSETS

Unrestricted	(\$26,299)	\$17,643	\$26,598
Temporarily restricted	949,313	964,325	1,037,947
Permanently restricted	921,694	881,038	824,910
Net Assets	\$1,844,708	\$1,863,006	\$1,889,455
Total Liabilities and Net Assets	\$2,200,917	\$2,229,380	\$2,257,031

^{*} The foundation acquired a building during FY16 in exchange for an interest-free note of \$18 million. The note was recorded at its present value, and imputed interest expense is being recognized over the life of the loan.

^{**} Gifts to other entities and managed by the University of Nebraska Foundation.

^{***} Deferred revenue in 2014 and 2015 is for prepaid ground leases at Nebraska Technology Park.

Deferred revenue in 2016 is for the leasing back to the previous owner of a building purchased by the foundation in FY16.

Investments

DOLLARS IN THOUSANDS	JUNE 30	JUNE 30	JUNE 30
INVESTMENTS STATED AT FAIR VALUE	2016	2015	2014
Certificates of deposit, savings and money market funds	\$14,746	\$14,104	\$24,514
U.S. government securities and sovereign debt	30,691	35,106	36,750
State government securities	241	587	419
Local government securities	639	852	870
International bonds	18,498	22,491	29,507
Corporate bonds	72,085	68,072	65,497
Common stock	459,308	428,980	466,183
Mutual funds — equity	83,947	87,674	111,775
Mutual funds — fixed income	135,565	137,498	141,126
Preferred stock	564	574	2,253
Limited partnerships	50,795	37,948	23,466
Commingled funds — public equity	187,168	186,898	194,501
Commingled funds — diversified real assets	35,870	37,995	48,686
Index funds — commodities	14,081	19,062	30,189
Index funds — public equity	247,363	319,560	216,117
Hedge funds	135,735	164,590	148,322
Subtotal	\$1,487,296	\$1,561,991	\$1,540,175

INVESTMENTS STATED AT OTHER THAN FAIR VALUE

Real estate	\$32,573	\$34,265	\$55,644
Real estate mortgage and contracts	3,860	5,480	4,449
Other	2,687	2,691	3,226
Cash value of life insurance	2,764	2,761	2,646
Annuity contracts	158	158	158
Subtotal	\$42,042	\$45,355	\$66,123

TEMPORARY INVESTMENTS STATED AT FAIR VALUE

U.S. Treasuries	\$118,257	\$183,743	\$173,503
Certificates of deposit and money market funds	892	1,491	1,539
State government securities	40,028	46,776	38,935
Local government securities	59,901	55,269	45,701
Corporate bonds	106,658	104,156	111,969
Exchange-traded funds — equity	28,451	4,770	0

TEMPORARY INVESTMENTS STATED AT OTHER THAN FAIR VALUE

Real estate	\$209	\$340	\$1,960
Subtotal	\$354,396	\$396,545	\$373,607
Total Investments and Temporary Investments	\$1,883,734	\$2,003,891	\$1,979,905

Statement of Activities

DOLLARS IN THOUSANDS REVENUE AND GAINS	FOR FISCAL YEAR ENDIN	NG JUNE 30 2016	JUNE 30 2015	
Gifts, bequests and life insurance proceeds		\$228,871	\$212,727	\$258,109
Investment income		32,818	29,122	29,740
Change in value of split-interest agreements		989	1,191	(499)
Realized and unrealized gains (losses), net		(48,466)	(10,906)	169,804
Total Revenue and Gains		\$214,212	\$232,134	\$457,154

EXPENSES — BENEFITS TRANSFERRED TO THE UNIVERSITY

Student assistance	\$26,327	\$33,976	\$26,952
Faculty assistance	5,731	5,323	5,453
Research	9,123	8,378	7,297
Academic programs	55,331	61,660	37,731
Museum, library and fine arts	2,729	1,975	2,247
Campus and building improvements	106,342	118,526	92,707
Alumni associations	796	868	868
Deferred compensation	1	7	9
Total Benefits Transferred	\$206,380	\$230,713	\$173,264

EXPENSES — OPERATIONS

Management and fundraising	\$26,725	\$24,051	\$21,015
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EXPENSES — OTHER

*Paid to other charities	\$98	\$0	\$0
Paid to beneficiaries	2,958	3,043	3,208
Depreciation	1,085	776	603
Total Operations and Other	\$30,866	\$27,870	\$24,826
Total Expenses	\$237,246	\$258,583	\$198,090
Increase (decrease) in net assets	(23,034)	(26,449)	259,064
Net assets at beginning of year	1,863,006	1,889,455	1,630,391
*Change in reporting entity	4,736	0	0
Ending Net Assets	\$1,844,708	\$1,863,006	\$1,889,455

^{*}Due to the consolidation of the UNF Charitable Gift Fund in 2016.

To review our Independent Auditor's Report, please visit nufoundation.org/annualreports

Executive Leadership Team

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Celeste Knapper, Interim Senior Director of Finance

Keith Miles, Senior Vice President, General Counsel

Brian Neale, Senior Director of Investments

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Ben Storck, Senior Director, Operations and Special Projects

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To see a list of University of Nebraska Foundation Trustees, please visit nufoundation.org/about/trustees

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On June 3, 1936, 30 people came together to create the University of Nebraska Foundation. Eighty years later, on June 3, 2016, foundation employees came together across the University of Nebraska's campuses with the same goal in mind: to give back to the community they serve. Wearing blue "Eighty Years of Purpose" shirts, employees painted an outdoor play area on the UNMC campus, organized a storybook library at UNL's child development lab, stocked food pantry shelves for UNK students and made blankets for those in need through a UNO volunteer center. At the close of the day, foundation employees had provided hands-on support to 31 projects across all four campuses. This day of service celebrating the foundation's anniversary will become an annual event in honor of our organization's proud history of serving the university and its students.

















DISCLOSURE STATEMENT FOR DONORS

The University of Nebraska Foundation wishes to educate donors about the foundation's fees and policies as they relate to charitable giving. Several states have specific requirements in place that nonprofit organizations such as the University of Nebraska Foundation are required to publish in order to solicit residents of that state. Our fees, policies and those state solicitation requirements are printed here and are available at nufoundation.org/legal.

Charitable Solicitations

The University of Nebraska Foundation is a 501(c)(3) tax-exempt organization soliciting tax deductible private contributions for the benefit of the University of Nebraska. All contributions are used solely for charitable purposes. The Foundation is registered to solicit charitable contributions with the appropriate governing authorities in all states requiring registration. A copy of the current financial statement is available by writing to 1010 Lincoln Mall, Suite 300, Lincoln, NE 68508, by calling 402-458-1100, or if you are a resident of the following States you may obtain registration and financial information directly by contacting:

CALIFORNIA: The Attorney General's website at http://caag.state.ca.us/charities.

MARYLAND: For the cost of postage and copies, from the Maryland Secretary of State, State House, Annapolis, Maryland 21401, (410)-974-5534.

NEW JERSEY: INFORMATION FILED WITH THE ATTORNEY GENERAL CONCERNING THIS CHARITABLE SOLICITATION AND THE PERCENTAGE OF CONTRIBUTIONS RECEIVED BY THE CHARITY DURING THE LAST REPORTING PERIOD THAT WERE DEDICATED TO THE CHARITABLE PURPOSE MAY BE OBTAINED FROM THE ATTORNEY GENERAL OF THE STATE OF NEW JERSEY BY CALLING 973-504-6215 AND IS AVAILABLE ON THE INTERNET AT http://www.state.nj.us/lps/ca/charfrm.htm. REGISTRATION WITH THE ATTORNEY GENERAL DOES NOT IMPLY ENDORSEMENT.

NEW YORK: Upon request, a copy of the latest annual report can be obtained from the organization or from the Office of the Attorney General, Department of Law, Charities Bureau, Attn: FOIL Officer, 120 Broadway, New York, New York 10271.

OREGON: Registration in no way constitutes or implies any endorsement, sanction or approval of this solicitation, its purposes, the manner in which it is conducted or the person or organization conducting it by the Oregon Attorney General.

PENNSYLVANIA: The official registration and financial information of the University of Nebraska Foundation may be obtained from the Pennsylvania Department of State by calling toll free, within Pennsylvania, 1-800-732-0999. Registration does not imply endorsement.

WASHINGTON: The official registration of the University of Nebraska Foundation may be obtained from the Washington Secretary of State at 1-800-332-GIVE or http://www.sos.wa.gov.

Financial Disclosures

Endowment Fee: UNF annually allocates a total of 1.75% of the market value of the UNF's main endowment pool (known as "Fund A"), on a lagged basis, to UNF's General Fund to support its operations. This expense is applied quarterly to the previous month's unadjusted (before additions for the month) market value.

Endowment Spending Policy: The Fund A Spending Policy allocates a fixed percentage of a market value average (referred to as "Net Income" or "Net Spendable Income") to each individual Fund within Fund A to be utilized in support of the University of Nebraska for the specific purpose of that Fund. The Fund A Spending Policy calculates Net Spendable Income on the basis of 4.25% of the 20-quarter moving average of Fund A's market value, as adjusted for new gifts to Fund A. Net Spendable Income is allocated on a monthly basis to each individual Fund and is funded, first from current ordinary income (interest dividends, etc.), and second from capital gains.

Expendable Funds: Gifts made for immediate support of the university (rather than invested as an endowment) are considered expendable funds. Income earned on expendable funds prior to expenditure by the University of Nebraska is added to the University of Nebraska Foundation's general fund to support its operations.

Estate Gifts: Net Spendable Income earned by charitable distributions from estates (including living and revocable trusts or other trusts established by a donor for estate planning purposes) (collectively "Estate Gifts") added to Fund A

will be added to UNF's General Fund during the first 12 full months after each distribution is made. Thereafter, the Net Spendable Income from these Estate Gifts will be utilized for the specific purpose of that Fund.

Charitable Remainder Trusts and Charitable Gift Annuities: From time to time, UNF serves as Trustee of charitable remainder unitrusts and annuity trusts (collectively, "CRTs"), and offers charitable gift annuity contracts ("CGAs") which distribute variable (unitrusts) or fixed (annuity trusts and CGAs) payments to designated beneficiaries for their lifetime or a term of years, with the residue of the trust corpus supporting the University of Nebraska upon the termination of the trust. UNF assesses a distribution fee to any CRT or CGA established after that date, based on the realized value of the CRT or CGA at the termination of the intervening beneficiary interests in accordance with the following schedule:

Distribution Value of CRT or CGA Fee 50% or less of original value None

50-75% of original value 1.0% of realized value 75-100% of original value 2.0% of realized value

More than 100% of original value 2.0% of realized value plus 20.0% of excess over original value

Constituent Information

UNF maintains information on many alumni, donors and friends of the university ("Constituents"). Some of this information is generally available from third-party sources (i.e., telephone and internet directories, business publications, press clippings, etc.). UNF will disclose this information to a third party only with the express written consent of the Constituent. UNF also maintains internal reports documenting donor giving records and other financial information, contacts, philanthropic interests and cultivation strategies. This information is considered internal work product and would also be considered "trade secret" information vital to UNF's business objective. This information is protected under Nebraska's Trade Secrets Act (Neb. Rev. Stat. § 87-501, et. seq.) and will not be disclosed to any external source, unless we are required to do so by law. In the event a Constituent wishes to see his or her own biographical data, past giving information, or direct correspondence to and from UNF, UNF will generally provide a reasonable opportunity for the donor to view such data during regular business hours at one of the UNF offices.

UNF maintains physical, electronic and procedural safeguards to protect nonpublic personal information and to comply with federal and state laws. In addition, we regularly review policies and practices, monitor our computer networks, and evaluate the strength of our security protocol.

If a Constituent prefers not to be contacted by UNF, he or she may contact UNF at 800-432-3216 or info@nufoundation.org and request that UNF place a "Do Not Contact" code on UNF records.

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