

William Caspar Graustein Memorial Fund

Financial Statements

Years Ended December 31, 2013, 2012 and 2011

BlumShapiro

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Independent Auditors' Report

To the Board of Trustees
William Caspar Graustein Memorial Fund
Hamden, Connecticut

We have audited the accompanying statements of financial position of the William Caspar Graustein Memorial Fund (the Memorial Fund) as of December 31, 2013, 2012 and 2011, and the related statements of activities and cash flows for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit 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 from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the William Caspar Graustein Memorial Fund as of December 31, 2013, 2012 and 2011, and the results of its operations and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Blum, Shapiro & Company, P.C.

West Hartford, Connecticut
May 15, 2014

WILLIAM CASPAR GRAUSTEIN MEMORIAL FUND
STATEMENTS OF FINANCIAL POSITION
DECEMBER 31, 2013, 2012 AND 2011

	2013	2012	2011
ASSETS			
CASH	\$ 500	\$ 500	\$ 500
INVESTMENTS			
Short-term	20,768,939	13,838,293	17,506,360
Equity	32,801,852	36,555,530	29,623,152
Debt	10,387,012	11,866,334	12,344,039
Alternative	49,613,614	43,803,185	39,601,797
Program-related	75,000	-	-
INTEREST AND DIVIDENDS RECEIVABLE	40,307	33,993	43,403
OTHER ASSETS	59,163	77,893	49,272
FURNITURE, LEASEHOLD IMPROVEMENTS AND EQUIPMENT - Net	27,285	40,891	61,713
TOTAL ASSETS	<u>\$ 113,773,672</u>	<u>\$ 106,216,619</u>	<u>\$ 99,230,236</u>
LIABILITIES AND NET ASSETS			
LIABILITIES			
GRANTS PAYABLE	\$ 2,384,572	\$ 1,936,492	\$ 1,381,750
ACCOUNTS PAYABLE AND ACCRUED EXPENSES	393,635	182,328	158,356
DEFERRED TAXES	415,112	293,112	159,100
TOTAL LIABILITIES	3,193,319	2,411,932	1,699,206
UNRESTRICTED NET ASSETS	<u>110,580,353</u>	<u>103,804,687</u>	<u>97,531,030</u>
TOTAL LIABILITIES AND NET ASSETS	<u>\$ 113,773,672</u>	<u>\$ 106,216,619</u>	<u>\$ 99,230,236</u>

See Notes to Financial Statements.

WILLIAM CASPAR GRAUSTEIN MEMORIAL FUND

STATEMENTS OF ACTIVITIES

YEARS ENDED DECEMBER 31, 2013, 2012 AND 2011

	2013	2012	2011
CHANGES IN UNRESTRICTED NET ASSETS			
OPERATIONS			
Operating Revenues			
Trustee appropriations for operations			
Investment funds appropriated for operations pursuant to spending policy	\$ 5,425,000	\$ 5,152,000	\$ 5,248,000
Additional investment funds appropriated for operations			
Contributions appropriated for operations	400,000	555,000	475,000
Total operating revenues	5,825,000	5,707,000	5,723,000
Operating Expenses			
Grants and program	5,933,721	5,106,474	5,193,902
Other charitable	390,593	387,535	265,341
Management and general	428,137	325,917	309,207
Accountability	182,364	117,596	113,721
Total operating expenses	6,934,815	5,937,522	5,882,171
RESULTS OF OPERATIONS	(1,109,815)	(230,522)	(159,171)
NON-OPERATING ACTIVITIES			
Investment return			
Dividend and interest income	5,746,503	2,803,838	1,411,495
Net gain on investments	8,225,061	9,213,793	54,607
Investment management	(307,820)	(307,475)	(258,334)
Excise tax	(353,393)	(169,668)	(13,760)
Total investment return	13,310,351	11,540,488	1,194,008
Contributions	400,130	670,691	484,906
Total non-operating activities before appropriations	13,710,481	12,211,179	1,678,914
Amount appropriated for operations	(5,825,000)	(5,707,000)	(5,723,000)
NON-OPERATING ACTIVITIES	7,885,481	6,504,179	(4,044,086)
CHANGE IN UNRESTRICTED NET ASSETS	6,775,666	6,273,657	(4,203,257)
UNRESTRICTED NET ASSETS			
Beginning of year	103,804,687	97,531,030	101,734,287
End of year	\$ 110,580,353	\$ 103,804,687	\$ 97,531,030

See Notes to Financial Statements.

WILLIAM CASPAR GRAUSTEIN MEMORIAL FUND

STATEMENTS OF CASH FLOWS

YEARS ENDED DECEMBER 31 2013, 2012 AND 2011

	2013	2012	2011
CASH FLOWS FROM OPERATING ACTIVITIES			
Dividend and interest received	\$ 5,407,108	\$ 2,813,248	\$ 1,411,298
Cash received from contributors	400,130	670,690	484,906
Grants paid	(3,393,127)	(2,607,490)	(4,172,371)
Cash paid to employees and suppliers	(2,896,866)	(3,097,811)	(2,967,928)
Change in excise tax	(150,393)	-	(90,000)
Net cash used in operating activities	(633,148)	(2,221,363)	(5,334,095)
CASH FLOWS FROM INVESTING ACTIVITIES			
Proceeds from sale of investments	10,349,723	19,541,614	14,970,093
Purchase of investments	(9,707,736)	(17,315,815)	(9,618,384)
Purchase of equipment, leasehold improvements and furniture	(8,839)	(4,436)	(17,614)
Net cash provided by investing activities	633,148	2,221,363	5,334,095
CHANGE IN CASH AND CASH EQUIVALENTS	-	-	-
CASH AND CASH EQUIVALENTS			
BEGINNING OF YEAR	500	500	500
END OF YEAR	\$ 500	\$ 500	\$ 500
RECONCILIATION OF CHANGE IN NET ASSETS TO NET CASH (USED IN) OPERATING ACTIVITIES			
Change in net assets	\$ 6,775,666	\$ 6,273,657	\$ (4,203,257)
Adjustments to reconcile change in net assets to net cash (used in) operating activities			
Net gain on investments	(8,225,061)	(9,213,793)	(54,607)
Depreciation and amortization	22,444	25,258	29,014
Change in interest and dividends receivable and other assets	12,416	(19,211)	58,033
Change in grants payable	448,080	554,742	(1,060,181)
Change in accounts payable and other liabilities	333,307	157,984	(103,097)
Net cash used in operating activities	\$ (633,148)	\$ (2,221,363)	\$ (5,334,095)

See Notes to Financial Statements.

WILLIAM CASPAR GRAUSTEIN MEMORIAL FUND

NOTES TO FINANCIAL STATEMENTS YEARS ENDED DECEMBER 31, 2013, 2012 AND 2011

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Description of Activities - The William Caspar Graustein Memorial Fund (the “Memorial Fund”) was founded in 1946 by Archibald R. Graustein as a charitable trust. The mission of the Memorial Fund is to improve the effectiveness of education in fostering both personal development and leadership through grants, programs and other charitable activities. The goals of the Memorial Fund are to deepen young children’s engagement in their own education, to support Connecticut communities in improving education for their elementary and preschool children, and to develop both statewide and local leadership dedicated to improving and advocating for education in Connecticut. All contributions received by the Memorial Fund have been considered unrestricted.

Basis of Accounting - The financial statements of the Memorial Fund have been prepared on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America. The significant accounting policies followed are described below.

Investment and Spending Policies - The Memorial Fund has the objective of maintaining the purchasing power of its endowment to support its charitable activities over time. The Memorial Fund’s spending and investment policies work together to achieve this objective. The Memorial Fund maintains a broadly diversified investment portfolio with the goal of achieving after-inflation and after-investment management expenses annual return of 5.25%. Actual returns in any given year may vary from this amount. The current spending policy is to appropriate for operations in each calendar year an amount equal to 5.25% of the average of the fair value of its cash and investments over the previous 36 months. In addition, it is the policy of the Memorial Fund to appropriate a portion of current and prior years’ contributions.

Cash - The Memorial Fund maintains its cash in a bank deposit account which, at times, may exceed federally insured limits. The Memorial Fund has not experienced any losses in such account.

Investments - are recorded at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net gains and losses on investments include the Memorial Fund’s gains or losses on investments bought and sold as well as held during the year.

Program-Related Investments - are debt or equity investments for appropriate charitable purposes as set forth in the Internal Revenue Code and regulations thereunder, and are carried at cost. An allowance for possible losses is established when the Memorial Fund does not expect repayment in full and when such uncollectible amount can be reasonably estimated.

Furniture, Leasehold Improvements and Equipment - are reflected at cost. Depreciation and amortization are provided using the straight-line method over five to seven years. Accumulated depreciation and amortization was \$454,171, \$716,717 and \$691,459 at December 31, 2013, 2012 and 2011, respectively.

Contributions - are recorded on the date received by the Memorial Fund. Contributions by bequest are recorded as soon as the amount is determinable. Contributions of assets other than cash are recorded at market value on the date the contribution is recorded by the Memorial Fund, except for bequests, which are recorded at market value on the date of death.

Expenses - The Memorial Fund accounts for its expenses on a functional basis. Accountability activities include activities involved in reporting to the public or to the government.

Taxes - As an organization described in Section 501(c)(3) of the Internal Revenue Code, the Memorial Fund is exempt from federal income taxes and has been classified as a private foundation. In accordance with the applicable provisions of the Internal Revenue Code, the Memorial Fund is subject to an excise tax on net investment income, including realized gains, and to tax on unrelated business income in connection with certain partnership investments. Deferred taxes are recognized on unrealized gains and interest and dividends receivable at the date of the financial statements. The informational returns of the Memorial Fund for the years ended December 31, 2010 through 2013 are subject to examination by the Internal Revenue Service and various states.

Estimates - The preparation of the Memorial Fund's financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses for the reporting period. Actual results could differ from those estimates. Significant estimates include those used in determining the valuation of investments.

Subsequent Events - In preparing these financial statements, management has evaluated subsequent events through May 15, 2014, which represents the date the financial statements were available to be issued.

2. FAIR VALUE

The Fund's major financial instruments consist of cash, investments, accounts payables and grants payable.

The fair values of cash, accounts payables and grants payable approximate their carrying values due to the short-term nature of these items. Investments are recorded at fair value as discussed in Note 1, and as presented below.

The Memorial Fund is required under Fair Value Measurements of the FASB Codification to measure the fair value under a three-level hierarchy, as follows:

Level 1 - Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities traded in active markets.

Level 2 - Inputs to the valuation methodology include quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; inputs other than quoted prices that are observable for the asset or liability; or inputs that are derived principally from or corroborated by observable market data, by correlation or other means, and the Memorial Fund has the ability to redeem the asset in the near term subsequent to the measurement date.

Level 3 - Inputs to the valuation methodology are unobservable and significant to the fair value measurement, and the Memorial Fund does not have the ability to redeem the asset in the near term.

The Memorial Fund utilizes valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs. The fair value of investment securities is the market value based on quoted market prices, when available, or market prices provided by recognized broker dealers. If listed prices or quotes are not available, fair value is based upon externally developed models that use unobservable inputs due to the limited market activity of the instrument. Valuation for investments maintained by fund managers or limited partnerships are based on the most recent estimates determined by the fund managers or general partners after review by the Memorial Fund's management. Adjustments to such values have been considered but none have been made.

There have been no changes in the methodologies used at December 31, 2013, 2012 and 2011.

Assets Measured at Fair Value on a Recurring Basis - The following is a summary of the source of fair value measurements for assets that are measured at fair value on a recurring basis:

Description	December 31, 2013	Level 1	Level 2	Level 3
Short-term	\$ 20,768,939	\$ 6,428,922	\$ 14,340,017	\$ -
Equity	32,801,852	11,521,470	21,280,382	-
Debt	10,387,012	672,031	9,714,981	-
Alternative	49,613,614	-	7,450,685	42,162,929
Total	<u>\$ 113,571,417</u>	<u>\$ 18,622,423</u>	<u>\$ 52,786,065</u>	<u>\$ 42,162,929</u>

Description	December 31, 2012	Level 1	Level 2	Level 3
Short-term	\$ 13,838,293	\$ 3,871,029	\$ 9,967,264	\$ -
Equity	36,555,530	12,852,285	23,703,245	-
Debt	11,866,334	409,956	11,456,378	-
Alternative	43,803,185	-	6,297,724	37,505,461
Total	<u>\$ 106,063,342</u>	<u>\$ 17,133,270</u>	<u>\$ 51,424,611</u>	<u>\$ 37,505,461</u>

Description	December 31, 2011	Level 1	Level 2	Level 3
Short-term	\$ 17,506,360	\$ 1,900,463	\$ 15,605,897	\$ -
Equity	29,623,152	12,241,733	17,381,419	-
Debt	12,344,039	857,719	11,486,320	-
Alternative	39,601,797	-	5,420,012	34,181,785
Total	<u>\$ 99,075,348</u>	<u>\$ 14,999,915</u>	<u>\$ 49,893,648</u>	<u>\$ 34,181,785</u>

There were no transfers between levels of investments during the years ended December 31, 2013, 2012, and 2011.

The investment strategies of the investments are as follows:

Short-term - This investment class seeks to provide current income, be the principal source of liquidity for distribution for current expenses and create some measure of diversification. As a result, credit quality is a core emphasis of this allocation. The redemption period for these investments is daily, with no advanced notice.

Equity - This investment class seeks to provide long-term capital appreciation. Equity managers are selected with the objective of building a portfolio that is diversified by geographic region, economic sector, industry and market capitalization. The objective in selecting equity managers is to generate average annual compounded returns over the relevant broad market indices (e.g., the S&P 500 and MSCI AC World excluding the U.S.), net of fees, over full market cycles (5-10 years). The redemption period for these investments is daily, with no advanced notice.

Debt - This investment class seeks to provide current income and long-term capital appreciation and create some measure of diversification. The redemption period for these investments is daily, with no advanced notice.

Alternative - This investment class may include both “absolute return strategies,” long/short “equity hedge” strategies, private equity, venture capital and inflation hedges. These investments are expected to produce returns equal to or higher than public market strategies. These investments include marketable alternatives with annual redemptions and limited partnerships, which generally have 4-6 year investment periods and approximately 10-year fund lives.

Some equity and debt securities include those held through mutual fund investments. The classification of investments as Level 2 should not be interpreted to suggest that such investments could not be liquidated at their reported values.

Investments classified as Level 3 in the fair value hierarchy represent the Memorial Fund's investments in financial instruments in which the Memorial Fund's management has used at least one significant unobservable input in the valuation model. The following table presents a reconciliation of activity for the Level 3 financial instruments:

Balance, January 1, 2011	\$	30,884,525
Capital contributions		3,708,250
Partnership distributions		(2,721,244)
Net gain on investments		<u>2,310,254</u>
Balance, December 31, 2011	\$	34,181,785
Capital contributions		3,682,525
Partnership distributions		(4,102,689)
Net gain on investments		<u>3,743,840</u>
Balance, December 31, 2012	\$	37,505,461
Capital contributions		6,048,908
Partnership distributions		(4,947,048)
Net gain on investments		<u>3,555,608</u>
Balance, December 31, 2013	\$	<u>42,162,929</u>

Investments in Entities that Calculate Net Asset Value per Share - The following is a summary of commitments and redemption rights of investments in entities that calculate net asset per share:

	<u>Fair Value</u>	<u>Unfunded Commitments</u>	<u>Redemption Frequency</u>	<u>Days Notification</u>
TIFF Multi-Asset Fund	\$ 51,032,091	\$ -	Daily	\$ -
Level 3 Alternative	42,162,929	16,436,000	Annually - Illiquid	90 days - illiquid

3. COMMITMENTS

As of December 31, 2013, the Memorial Fund is obligated under a noncancelable operating lease for office space, expiring June 30, 2014. The aggregate minimum future payments under the lease total \$77,996 payable in the year ending December 31, 2014.

4. LINE OF CREDIT

William Caspar Graustein Memorial Fund entered into a line of credit agreement on December 2, 2013, with the Northern Trust Company in the amount of \$2,000,000 for short-term cash flow needs. The line expires on December 2, 2015. The line bears interest at the greater of 2.25% or the Prime Rate less .75%. There were no outstanding borrowings on this line of credit agreement as of December 31, 2013.