

THE FALCON FOUNDATION

Financial Statements

For the Year Ended June 30, 2013

And

Independent Auditors' Report

THE FALCON FOUNDATION

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INDEPENDENT AUDITORS' REPORT

The Board of Governing Trustees
The Falcon Foundation

We have audited the accompanying financial statements of The Falcon Foundation (the Foundation), which comprise the statement of financial position as of June 30, 2013 and the related statements of activities and cash flows for the year 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.

Auditors' 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 Falcon Foundation as of June 30, 2013 and the changes in its net assets and its cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

Report on Summarized Comparative Information

We have previously audited The Falcon Foundation's 2012 financial statements, and we expressed an unmodified audit opinion on those audited financial statements in our report dated October 4, 2012. In our opinion, the summarized comparative information presented herein as of and for the year ended June 30, 2012 is consistent, in all material respects, with the audited financial statements from which it has been derived.

Stockman Kast Ryan & Co., LLP

November 1, 2013

THE FALCON FOUNDATION

STATEMENT OF FINANCIAL POSITION

JUNE 30, 2013 (with comparative totals for 2012)

	2013	2012
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	\$ 436,942	\$ 52,604
Accounts receivable	<u>5,140</u>	<u>10,520</u>
Total	442,082	63,124
INVESTMENTS	19,560,750	18,063,709
BENEFICIAL INTEREST IN FUNDS HELD BY THE AOG	644,239	594,280
ARTWORK	103,000	103,000
FURNITURE AND EQUIPMENT, NET	<u>2,751</u>	<u>4,617</u>
TOTAL ASSETS	<u>\$ 20,752,822</u>	<u>\$ 18,828,730</u>
 LIABILITIES AND NET ASSETS		
CURRENT LIABILITIES		
Accounts payable and other current liabilities	<u>\$ 3,112</u>	<u>\$ 11,958</u>
NET ASSETS		
Unrestricted	15,668,648	13,823,072
Temporarily restricted	244,015	206,612
Permanently restricted	<u>4,837,047</u>	<u>4,787,088</u>
Total net assets	<u>20,749,710</u>	<u>18,816,772</u>
TOTAL LIABILITIES AND NET ASSETS	<u>\$ 20,752,822</u>	<u>\$ 18,828,730</u>

See notes to financial statements.

THE FALCON FOUNDATION

STATEMENT OF ACTIVITIES

FOR THE YEAR ENDED JUNE 30, 2013 (with comparative totals for 2012)

	2013			2012 Total	
	Unrestricted	Temporarily Restricted	Permanently Restricted		Total
REVENUES					
Investment income, net	\$ 1,774,248	\$ 603,592		\$ 2,377,840	\$ 75,952
Contributions	59,868			59,868	95,209
Trustee dues	53,350			53,350	48,600
Change in beneficial interest in funds held by the AOG			\$ 49,959	49,959	(55,514)
Other income					208
Net assets released from restrictions	<u>566,189</u>	<u>(566,189)</u>			
Total revenues	<u>2,453,655</u>	<u>37,403</u>	<u>49,959</u>	<u>2,541,017</u>	<u>164,455</u>
EXPENSES					
Program:					
Scholarships	309,245			309,245	395,000
Wages and benefits	119,335			119,335	78,005
Air Force Academy educational programs	62,900			62,900	12,900
Other	<u>38,047</u>			<u>38,047</u>	<u>33,919</u>
Total program expense	<u>529,527</u>	<u>—</u>	<u>—</u>	<u>529,527</u>	<u>519,824</u>
General and administrative:					
Wages and benefits	51,144			51,144	87,964
Other	<u>27,408</u>			<u>27,408</u>	<u>19,886</u>
Total general and administrative	<u>78,552</u>			<u>78,552</u>	<u>107,850</u>
Total expenses	<u>608,079</u>	<u>—</u>	<u>—</u>	<u>608,079</u>	<u>627,674</u>
CHANGE IN NET ASSETS, before transfer of funds	1,845,576	37,403	49,959	1,932,938	(463,219)
Transfer of funds to USAFA Endowment, Inc.					<u>(255,372)</u>
CHANGE IN NET ASSETS	1,845,576	37,403	49,959	1,932,938	(718,591)
NET ASSETS, Beginning of year	<u>13,823,072</u>	<u>206,612</u>	<u>4,787,088</u>	<u>18,816,772</u>	<u>19,535,363</u>
NET ASSETS, End of year	<u>\$ 15,668,648</u>	<u>\$ 244,015</u>	<u>\$ 4,837,047</u>	<u>\$ 20,749,710</u>	<u>\$ 18,816,772</u>

See notes to financial statements.

THE FALCON FOUNDATION

STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED JUNE 30, 2013 (with comparative totals for 2012)

	2013	2012
OPERATING ACTIVITIES		
Change in net assets	\$ 1,932,938	\$ (718,591)
Adjustments to reconcile change in net assets to net cash provided by (used in) operating activities:		
Depreciation	1,726	1,726
Loss on disposals of furniture and equipment	140	
Change in beneficial interest in funds held by the AOG	(49,959)	55,514
Realized and unrealized losses (gains) on investments	(1,959,883)	494,727
Transfer of funds to USAFA Endowment, Inc.		255,372
Changes in operating assets and liabilities:		
Accounts receivable	5,380	5,500
Accounts payable and other current liabilities	<u>(8,846)</u>	<u>1,823</u>
Net cash provided by (used in) operating activities	<u>(78,504)</u>	<u>96,071</u>
INVESTING ACTIVITIES		
Purchases of investments	(1,200,661)	(2,362,993)
Proceeds from the sale of investments	1,663,503	2,544,749
Transfer of funds to USAFA Endowment, Inc.	<u> </u>	<u>(255,372)</u>
Net cash provided by (used in) investing activities	<u>462,842</u>	<u>(73,616)</u>
NET INCREASE IN CASH AND CASH EQUIVALENTS	384,338	22,455
CASH AND CASH EQUIVALENTS, Beginning of year	<u>52,604</u>	<u>30,149</u>
CASH AND CASH EQUIVALENTS, End of year	<u>\$ 436,942</u>	<u>\$ 52,604</u>

See notes to financial statements.

THE FALCON FOUNDATION

NOTES TO FINANCIAL STATEMENTS

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Organization — The Falcon Foundation (the Foundation) is a not-for-profit corporation that supports charitable, educational and other undertakings in support of the mission of the United States Air Force Academy (the Academy). The Foundation's primary effort is to provide scholarships to selected preparatory schools, or other appropriate education or training for motivated young men and women seeking admission to the Academy and a career in the United States Air Force.

Basis of Presentation — The accompanying financial statements include certain prior-year summarized comparative information in total. Such information does not include sufficient detail to constitute a presentation in conformity with generally accepted accounting principles. Accordingly, such information should be read in conjunction with the Foundation's financial statements for the year ended June 30, 2012, from which the summarized information was derived.

The Foundation reports information regarding its financial position and activities according to three classes of net assets: unrestricted net assets, which represents the expendable resources that are available for operations at management's discretion; temporarily restricted net assets, which represents resources restricted by donors as to purpose or by the passage of time; and permanently restricted net assets, which represents resources whose use by the organization is limited by donor-imposed stipulations that neither expire by passage of time nor can be fulfilled or otherwise removed by actions of the organization.

Cash and Cash Equivalents — For purposes of the statement of cash flows, the Foundation considers all unrestricted cash on hand or in demand deposit accounts to be cash equivalents. Investments in money market funds held in investment accounts are not considered cash equivalents.

Investments — Investments are recorded at fair value. Realized and unrealized gains and losses are reflected in the statement of activities. Earnings on investments are recognized as an increase in unrestricted or temporarily restricted net assets according to the nature of the restrictions on the original gift. Donated investments are recorded at fair market value on the date of donation. See Note 2 for information on fair value measurements.

Furniture and Equipment — Furniture and equipment are recorded at cost. Expenditures for ordinary maintenance and repairs are charged to expense as incurred. Depreciation is provided using the straight-line method over the estimated useful lives of the respective assets.

Artwork — Artwork consists of three sculptures recorded at fair value on the date of donation and is not depreciated.

Contributions — Contributions received are recorded as unrestricted, temporarily restricted, or permanently restricted support depending on the existence or nature of any donor restrictions.

Support that is restricted by the donor is reported as an increase in unrestricted net assets if the restriction expires in the reporting period in which the support is recognized. All other donor restricted support is reported as an increase in temporarily or permanently restricted net assets, depending on the nature of the restriction. When a donor restriction is met, temporarily restricted net assets are reclassified to unrestricted net assets and reported in the statement of activities as net assets released from restrictions.

Tax Status — The Foundation is exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code. In addition, the Foundation qualifies for the charitable contribution deduction. Management of the Foundation believes that it does not have any uncertain tax positions that are material to its financial statements. Tax years that remain subject to examination include 2010 through the current period.

Use of Estimates — The preparation of the Foundation’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 and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Subsequent Events — The Foundation has evaluated subsequent events for recognition or disclosure through November 1, 2013, the date the financial statements were available for issuance.

2. INVESTMENTS AND FAIR VALUE MEASUREMENTS

The Foundation is required to use a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

Level 1: Unadjusted quoted prices in active markets for identical assets or liabilities that the Company has the ability to access.

Level 2: Prices determined using significant other observable inputs. 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;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3: Prices determined using significant unobservable inputs.

The investment's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Mutual funds and the TIFF multi-asset fund are valued by quoted market prices. See Note 4 regarding the valuation of the beneficial interest in funds held by the AOG.

The following table sets forth by level, within the fair value hierarchy, the Foundation's financial instruments at fair value as of June 30:

	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
2013:				
Domestic equity mutual funds	\$ 6,805,280	\$ 6,805,280		
Fixed income mutual funds	3,348,672	3,348,672		
Foreign equity mutual funds	2,619,559	2,619,559		
TIFF multi-asset fund	<u>6,787,239</u>	<u>6,787,239</u>		
Total investments	19,560,750	19,560,750	\$ —	\$ —
Beneficial interest in funds held by the AOG	<u>644,239</u>		<u>644,239</u>	
Total	<u>\$ 20,204,989</u>	<u>\$ 19,560,750</u>	<u>\$ 644,239</u>	<u>\$ —</u>
2012:				
Money market funds	\$ 11,442	\$ 11,442		
Domestic equity mutual funds	5,982,243	5,982,243		
Fixed income mutual funds	3,437,707	3,437,707		
Foreign equity mutual funds	2,606,775	2,606,775		
TIFF multi-asset fund	<u>6,025,542</u>	<u>6,025,542</u>		
Total investments	18,063,709	18,063,709	\$ —	\$ —
Beneficial interest in funds held by the AOG	<u>594,280</u>		<u>594,280</u>	
Total	<u>\$ 18,657,989</u>	<u>\$ 18,063,709</u>	<u>\$ 594,280</u>	<u>\$ —</u>

The TIFF multi-asset fund is invested in diversified asset classes including equity securities, fixed income securities, commodities, real estate and others.

Net investment income was composed of the following for the years ended June 30:

	2013	2012
Net realized and unrealized gains (losses)	\$ 1,959,883	\$ (494,727)
Investment income	441,760	592,236
Investment management and custodial fees	<u>(23,803)</u>	<u>(21,557)</u>
Investment income, net	<u>\$ 2,377,840</u>	<u>\$ 75,952</u>

3. FURNITURE AND EQUIPMENT

Furniture and equipment consists of the following as of June 30:

	2013	2012
Furniture and equipment	\$ 15,761	\$ 16,143
Less accumulated depreciation	<u>13,010</u>	<u>11,526</u>
Property and equipment, net	<u>\$ 2,751</u>	<u>\$ 4,617</u>

4. BENEFICIAL INTEREST IN FUNDS HELD BY THE AOG

The Foundation is the sole beneficiary of the Anna Keesling Ackerman Trust (the Ackerman Trust), whose principal is to be held in perpetuity. Assets of the trust are invested and administered by the Association of Graduates of the United States Air Force Academy (AOG), acting as trustee. Annual distributions are made from the Ackerman Trust to the Foundation. Assets of the Ackerman Trust consist of money market funds, mutual funds and hedge funds. The Foundation records its interest in the Ackerman Trust at the fair value of the assets held by the trust. Fair values for investments held by the Ackerman Trust are determined by reference to quoted market prices and other observable information. As of June 30, 2013 and 2012 the fair value of the Ackerman Trust was \$424,462 and \$391,544, respectively. The Foundation received a distribution from the Ackerman Trust of \$13,704 and recognized a gain on the change in value of \$32,918 for the year ended June 30, 2013. The Foundation received a distribution from the Ackerman Trust of \$14,986 and recognized a loss on the change in value of \$(36,610) for the year ended June 30, 2012.

The Foundation is the beneficiary of funds raised and held by the AOG, for the Foundation (AOG Fund). The AOG Fund is to be held in perpetuity. Assets of the AOG Fund are invested and administered by the AOG, acting as trustee. Annual distributions are made from the AOG Fund to the Foundation. Assets consist of money market funds, mutual funds and hedge funds. The Foundation records its proportionate share of the fair value of the underlying assets of the fund. Fair values for investments held by the AOG Fund are determined by reference to quoted market prices and other observable information. As of June 30, 2013 and 2012 the Foundation's share of the fair value of the AOG Fund was \$219,777 and \$202,736, respectively. The Foundation received a distribution from the AOG of \$7,096 and recognized a gain on the change in value of \$17,041 for the year ended June 30, 2013. The Foundation received a distribution from the AOG of \$7,757 and recognized a loss on the change in value of \$(18,904) for the year ended June 30, 2012.

5. TEMPORARILY RESTRICTED NET ASSETS

Temporarily restricted net assets consist of the following at June 30:

	2013	2012
Wood Memorial	\$ 114,797	\$ 100,793
General William J. Evans "Honors" Program	70,555	60,741
Ruth A. Eaker Fund	29,879	20,149
Gerhard Neumann Memorial Fund	<u>28,784</u>	<u>24,929</u>
Total	<u>\$ 244,015</u>	<u>\$ 206,612</u>

6. PERMANENTLY RESTRICTED NET ASSETS

Permanently restricted net assets consist of the following at June 30:

	2013	2012
Scholarships	\$ 4,037,808	\$ 4,037,808
General William J. Evans "Honors" Program	70,000	70,000
Ruth A. Eaker Fund	50,000	50,000
Gerhard Neumann Memorial Fund	<u>35,000</u>	<u>35,000</u>
Total	4,192,808	4,192,808
Beneficial interest in assets held by the AOG (Note 4)	<u>644,239</u>	<u>594,280</u>
Total permanently restricted net assets	<u>\$ 4,837,047</u>	<u>\$ 4,787,088</u>

7. ENDOWMENT FUNDS

The Foundation's endowment funds are restricted for the purpose of supporting the operations of the Foundation (see Note 6 for the individual funds that have been established). As required by generally accepted accounting principles, net assets associated with endowment funds are classified and reported based on the existence or absence of donor-imposed restrictions.

The State of Colorado has adopted the Uniform Prudent Management of Institutional Funds Act (UPMIFA). The act provides statutory guidance for management investment and expenditure of endowment funds held by not-for-profit organizations. The Foundation has interpreted UPMIFA as requiring the preservation of the fair value of the original gift as of the gift date of the donor-restricted endowment funds absent explicit donor stipulations to the contrary. As a result of this interpretation, the Foundation classifies as permanently restricted net assets (a) the original value of gifts donated to the permanent endowment, and (b) accumulations to the permanent endowment made in accordance with the direction of the applicable donor gift instrument. The remaining portion of the donor-restricted endowment fund that is not classified in permanently restricted net assets is classified as temporarily restricted net assets until those amounts are appropriated for expenditure by the Foundation in a manner consistent with the standard of prudence prescribed by UPMIFA. In accordance with UPMIFA, the Foundation considers the following factors in making a determination to appropriate or accumulate donor-restricted endowment funds:

- 1) The duration and preservation of the fund
- 2) The purposes of the Foundation and the donor-restricted endowment fund
- 3) General economic conditions
- 4) The possible effect of inflation and deflation
- 5) The expected total return from income and the appreciation of investments
- 6) Other resources of the Foundation
- 7) The investment policies of the Foundation

Changes in endowment fund net assets and the Endowment Net Asset Composition by Type of Fund for the years ended June 30, 2013 and 2012 are as follows:

	Temporarily Restricted	Permanently Restricted	Total
Donor restricted endowment net assets, July 1, 2011	\$ 226,201	\$ 4,990,602	\$ 5,216,803
Investment income	38,250		38,250
Change in beneficial interest in AOG funds		(55,514)	(55,514)
Appropriation of endowment assets for expenditures	(51,260)		(51,260)
Transfer to USAFA Endowment, Inc.	<u>(107,372)</u>	<u>(148,000)</u>	<u>(255,372)</u>
Donor restricted endowment net assets, June 30, 2012	105,819	4,787,088	4,892,907
Investment income	589,588		589,588
Change in beneficial interest in AOG funds		49,959	49,959
Appropriation of endowment assets for expenditures	<u>(566,189)</u>	<u> </u>	<u>(566,189)</u>
Donor restricted endowment net assets, June 30, 2013	<u>\$ 129,218</u>	<u>\$ 4,837,047</u>	<u>\$ 4,966,265</u>

The Foundation has adopted investment and spending policies for the endowment assets with a balanced objective with an emphasis on long-term capital appreciation over current income to ensure preservation of real purchasing power and growth of principal. Included in endowments are perpetual trusts held by third parties; these trusts are controlled by the third party and the investment policies of the Foundation does not apply to them. The balance of perpetual trusts held by third parties was \$644,239 and \$594,280 at June 30, 2013 and 2012, respectively.

To satisfy its long-term rate-of-return objectives, the Foundation relies on a total return strategy in which investment returns are achieved through both capital appreciation (realized and unrealized) and current yield (interest and dividends). The Foundation targets a diversified asset allocation that places a greater emphasis on equity-based investments to achieve its long-term return objectives within prudent risk constraints.

8. INVESTMENT RISKS AND CONCENTRATIONS

The Foundation invests in investment securities which 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 change in the values of investments will occur in the near term and that such changes could materially affect the recorded amount of investments in the Foundation's financial statements.

9. RELATED PARTY TRANSACTIONS

The Foundation has recognized dues from trustees of \$53,350 and \$48,600 for the years ended June 30, 2013 and 2012, respectively. The Foundation's trustees also made contributions to the Foundation of \$11,670 and \$23,111 during the years ended June 30, 2013 and 2012, respectively.