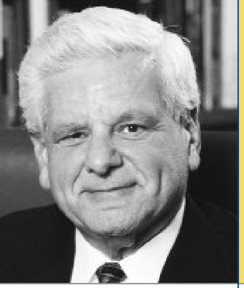
2000-2001 ANNUAL REPORT








THE UCLA FOUNDATION



MESSAGE FROM THE CHANCELLOR

Excellence in teaching, research and public service has distinguished UCLA as a leader among institutions of higher learning. This report depicts the new steps taken and discoveries made every day that improve the quality of our lives. The sampling of achievements that follows illustrates the pivotal role The UCLA Foundation plays in generating private resources in support of UCLA's mission.

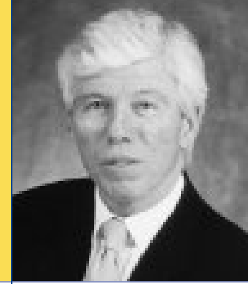
In times characterized by rapid change and unprecedented challenges to our society, UCLA's leadership carries added significance and responsibility. It is a reflection of the dynamic nature of the University, the dedication of its faculty and students, and the breadth and innovation of its programs, that we are able to address new challenges swiftly and effectively in moments of uncertainty. Internationally recognized experts in every field provide context, perspective and clarity.

UCLA students possess some of the most promising minds of their generation. The Foundation creates local and global partnerships with alumni, friends, industry, and government to provide these talented young scholars the means to create a better world for us all. Students who are exposed to world-class teaching and research represent society's greatest hope for a peaceful and prosperous future.

The programs highlighted in the following pages offer an exciting glimpse into the role of the Foundation in ensuring that the University remains a vital, flexible, and dynamic resource for our times. I invite you to join us as we take stock of the past year's accomplishments, rise to meet today's challenges, and embrace a promising future made possible through a remarkable partnership between UCLA and The UCLA Foundation.

Albert Carnesale
Chancellor

PRODUCED BY UCLA DEVELOPMENT COMMUNICATIONS
DESIGN: SHADI ARDALAN
PHOTOGRAPHY: LESLIE BARTON



MESSAGE FROM THE PRESIDENT

The UCLA Foundation ties the passions of our donors to the needs of our faculty and programs, ensuring that philanthropic dollars to UCLA reach their intended destinations and have the greatest impact on the lives of others. The Foundation played an important role in all of the gifts described in these pages and some of the donors mentioned in this report are Foundation board members and among UCLA's most active supporters.

Our board members – businesspeople, civic leaders, alumni and policymakers – are guides dedicated to nurturing meaningful relationships with UCLA's constituencies to stimulate support for this great institution. They are among the University's most dedicated and compelling liaisons to citizens, philanthropic organizations, small businesses and multi-national corporations.

This past year, for example, a husband and wife concerned about the future of K-12 education partnered with faculty in the Graduate School of Education & Information Studies. The result was the creation of an endowed scholarship through The UCLA Foundation to encourage undergraduate interest in elementary school teaching as a career.

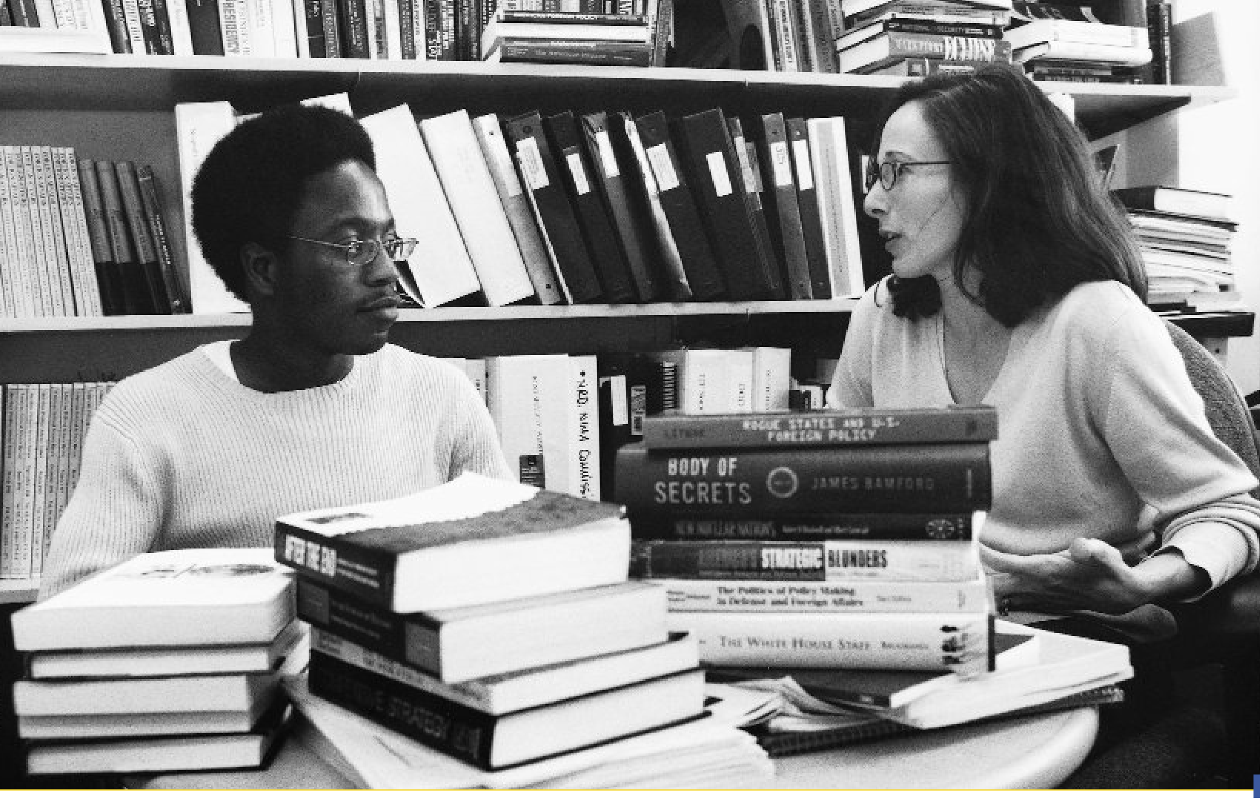
A doctor with a family history of cancer was teamed with medical experts to explore options for funding important lymphoma research; and an organization dedicated to film preservation worked with the UCLA Film and Television Archive to ensure that eight films at risk of being lost to history were made secure for future generations. Once again, The UCLA Foundation helped to make this possible.

Every year, The UCLA Foundation forges relationships to support fellowships and scholarships, endow chairs, improve facilities, enhance academic programs, advance research and honor significant achievements. State support fluctuates, making private dollars essential to the University's ability to seamlessly carry out its mission of excellence.

Reports such as this tend by their nature to highlight large gifts, but it is important to note that some 97 percent of UCLA's donors contributed between $10 and $10,000 this year. It is these donors who represent the broad base of philanthropy from which UCLA's mission of teaching, research and public service extends.

I invite you to explore the meaningful contributions that Foundation gifts make possible through the vignettes on the pages that follow. They serve as an invitation to help broaden and strengthen UCLA's base of private support – to consider the wide range of opportunities at UCLA for making a difference.

Keenan Behrle
President, The UCLA Foundation



1

THE THRILL OF DISCOVERY

"The most powerful experience in education is the discovery process," says Judith L. Smith, vice provost for undergraduate education. Now undergraduates in the College of Letters and Science can enjoy that opportunity through the Student Research Program – working side by side with faculty in cutting-edge discovery and publishing their findings in research journals. Providing research experience in preparation for graduate work and science-related careers, the program is a key component of the College's recent transformation of undergraduate curricula. A landmark gift from **Lew and Edie Wasserman**, in addition to support from other donors such as **Mr. and Mrs. Frederick Waingrow** and **Dr. Bertram I. Rowland '50**, are helping to make undergraduates' experiences more vibrant and meaningful than ever before.

RESEARCH

BENEFICIAL FAT

Who would have expected any benefit in the excess fat some of us accumulate and shed through liposuction? UCLA and University of Pittsburgh researchers have found that fat is a practical, plentiful and economic source of stem cells – unprogrammed master cells that can mature into specific cells to grow human tissue. With primary support from an anonymous family foundation, UCLA pediatric plastic surgeon Marc Hedrick and his team are the first to grow human tissue – bone, muscle, cartilage – using stem cells harvested from fat. The discovery, which could render the controversial use of fetal tissue obsolete, has great potential for curing many joint and degenerative illnesses such as Parkinson's disease.

2

1 Undergraduate research scholar Bethelwel Wilson meets with his faculty advisor, Amy Zegart

2 Fat may be "the ideal source of stem cells," says Dr. Marc Hedrick

1

GET SMARTS

It was a competition for supremacy of the skies. Some 45 middle-school students spent six weeks at UCLA last summer, designing and building model gliders to see which would fly the farthest. They learned physics and math relative to aerodynamics, tasted the rigors of college life, earned honors credit – and had a great time. It was all part of the SMARTS program (Science, Mathematics Achievement and Research Technology for Students), sponsored by **Hewlett-Packard** and the **Howard Hughes Medical Institute**. Through the annual enrichment program, UCLA's Henry Samueli School of Engineering and Applied Science sparks an early interest in engineering for urban youth.

1 Adolescents from L.A. schools prepare their gliders for take-off

2 Yoga classes help patients to maintain mobility and reduce stress

TEACHING

"When people are faced with tremendous challenges," says Steven Hilton M.B.A.'89, "the biggest achievement is saying, 'I will not let this disease pull me down.'" Steve's mother Marilyn was diagnosed with multiple sclerosis several years ago, and was the inspiration for the Marilyn Hilton MS Achievement Center at UCLA – the first such facility on the West Coast. Launched in June 2001 in collaboration with the National MS Society, Southern California Chapter, and with the strong support of the family's **Conrad N. Hilton Foundation** and motion-picture magnate **Tom Sherak**, the Center complements medical management of the disease. A range of physical, recreational and emotional-wellness programs helps patients to handle the challenges of daily life.

2

TEACHING

1 Architect Greg Lynn thinks of space as "the sheltered enclosures of a flexible handkerchief"

2 Elementary school teachers in UCLA's Teach LA program learn valuable insights

CHANGING THE FACE OF DESIGN

He is known for designing "blobs." While most architects deal in cubes and spheres, Studio Professor Greg Lynn prefers more amorphous, supple forms, which he creates not with straight lines on a drafting table but with curves on a computer. This avant-garde teacher of paperless practice – whose structures range from a Presbyterian church in New York to a Cincinnati country day school – was selected by *Time* magazine as one of seven "Innovators" who are changing the face of design. Lynn and his colleagues in the Department of Architecture and Urban Design, supported by such visionary organizations as the **Walter Lantz Foundation**, are training a new breed of architects in interdisciplinary architectural research and creation.

1

2

The UCLA Foundation

TEACHING THE TEACHERS

Created to address the dire conditions of Los Angeles' urban public schools, Center X pursues a two-fold mission: the professional education of K-12 teachers, and radically improving urban schooling for disadvantaged children. At this research center within the Graduate School of Education & Information Studies, the teachers are the students. They come to UCLA for rigorous pre- and in-service professional training, benefiting from the Center's creative synergy of research, teaching and the improvement of education policy and practice. Receiving direct assistance from The UCLA Foundation as well as from private foundations and individuals, the program is the ultimate example of a public university serving the public good.

1

ADVOCATING FOR CHANGE

Whether it's screening infants for lead poisoning, advocating for homeless youth or improving substandard public schools and housing, School of Law students are working to effect change. Students in the Program in Public Interest Law and Policy – underscoring the school's commitment to public service – represent disadvantaged individuals and communities and help formulate policy initiatives that address the root causes of poverty and marginalization. Support from the **Drown Foundation**, the law firm of **Sidley Austin Brown & Wood, David Jon Epstein LLB'64, Milly '61 and Robert Kayyem '60, J.D.'64, Shirley '59 and Ralph Shapiro '53, J.D.'58,** and **Melinda and Stan Parry J.D.'67** helps to attract students from across the country and make possible their summer and post-graduate public interest work.

1 Project Angel's Flight advocates for homeless youth in Venice

2 Ziman Center director Walt Torous and real estate students analyze housing trends

BULLISH ON REAL ESTATE

Forecasting a long-term bullish market for local multi-family housing, as it did last September, is only one of the important activities of the Richard Ziman Center for Real Estate at The Anderson School. The new center – established with a lead gift from Arden Realty CEO **Richard Ziman** – will serve to coordinate the school's real estate programs. Its faculty plan to expand interdisciplinary curricula for students and conduct research, conferences and professional activities that reflect the industry as a vital force in shaping our nation's urban centers. Additional commitments from **Lenore and Murray Neidorf M.B.A.'51, John S. Long '69, Marion and John Anderson '40** and **Arden Realty** will help to position the center as a global resource for academics and practitioners alike.

2

SERVICE

ANSWERING THE CALL

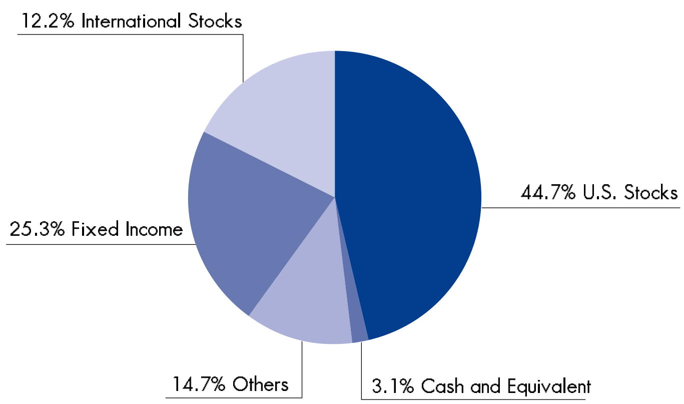
The government, private sectors and individual citizens look to the research university for innovative answers to the complex issues of a dynamic and rapidly changing world. And UCLA has always stood ready to respond. With its cutting-edge laboratories and research centers, high-achieving students and a world-class faculty in all facets of academia, the University represents an instantaneous, multi-disciplinary resource in service to the community. The efforts of The UCLA Foundation provide the financial tools with which to meet these challenges.

No less than 70 endowed chairs, for example, enable the School of Medicine to conduct groundbreaking research running the gamut of health-related fields. The School of Public Health, with funding from dedicated donors such as **Carolbeth Korn**, has been front and center in recent months, as has the work of the Burkle Center for International Relations, backed by the support of business leader **Ronald Burkle**. Top faculty economists, psychiatrists and psychologists, civil and aerospace engineers, linguists and lawyers – many of whom receive private support for their work – exchange information and contribute their expertise to the national dialogue on a regular basis.

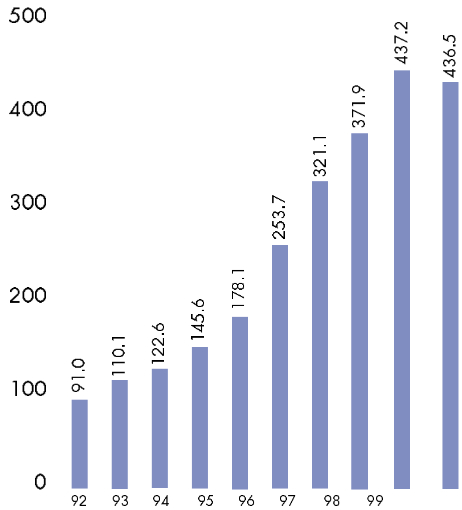
UCLA is clearly a vital force, and the donors who support its research centers, faculty and academic programs through The UCLA Foundation are, in a very real sense, helping to support America. As always, their dedication is the University's inspiration.

THE UCLA FOUNDATION FINANCIAL REPORT

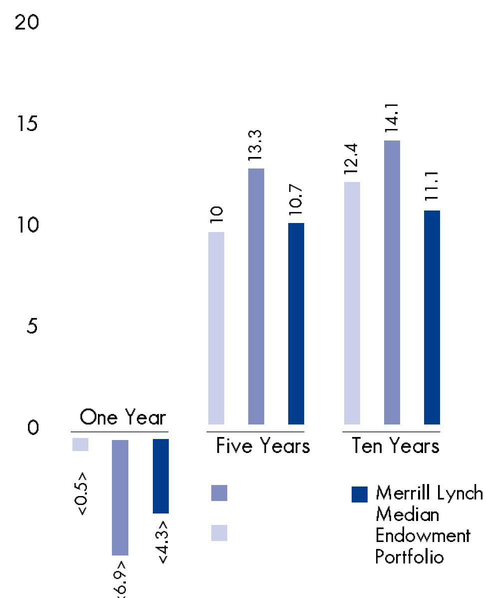
Endowed Long-Term Pool Asset Mix Total Investments: 436.5 Million June 30, 2001



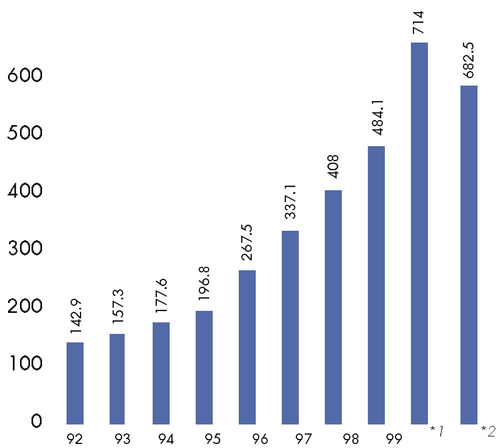
Endowed Long-Term Pool Growth
Market Value for Fiscal Year Ended June 30, 2001



Endowed Long-Term Pool Performance
Average Annual Total Returns (%)



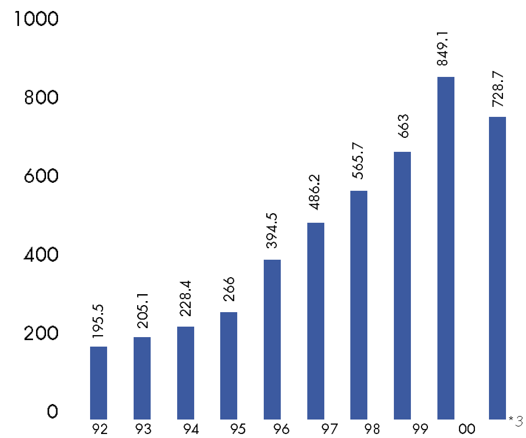
Fund Balances ($ Millions) Fiscal Year Ended June 30, 2001



Includes Endowed, Other Designated and General

*1 Due to implementation of GASB 33, the fund balance for '00 was restated
*2 This reflects implementation of GASB 33

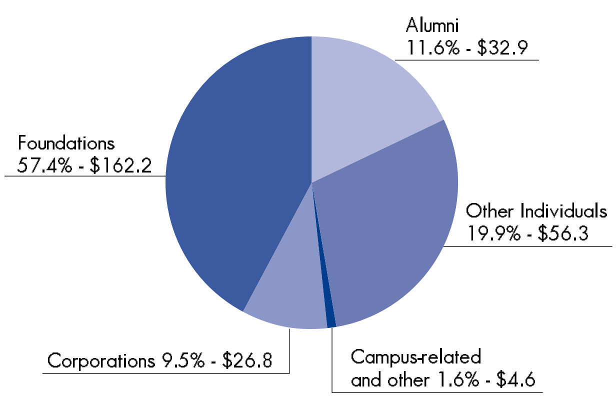
Assets ($ Millions) Fiscal Year Ended June 30, 2001



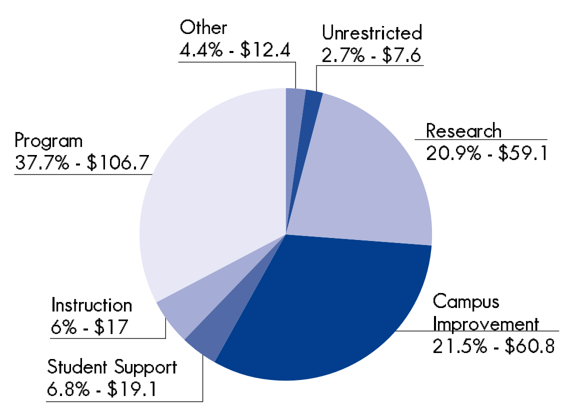
Includes Investments, Land & Buildings, Pledges and Other
*3 Pledges receivable totalling $98 million were excluded in compliance with GASB 33

Gifts Received by UCLA

By Source ($ Millions) Fiscal Year Ended June 30, 2001



By Purpose ($ Millions) Fiscal Year Ended June 30, 2001



COMBINED STATEMENT OF FINANCIAL POSITION JUNE 30, 2001

	General Fund	Designated Funds Endowed	Designated Funds Other	Charitable Trusts	Total
ASSETS:					
Investments (Note 3):					
Short-term investments, at cost which approximates market value	$2,525,393	$25,590,037	$52,541,623	$961,602	$81,618,655
Long-term investments, at market value (cost $417,575,835)		436,489,224			436,489,224
Other, at market value (cost $70,156,163)	7,448	5,527,352	23,672,612	42,516,731	71,724,143
Total investments	2,532,841	467,606,613	76,214,235	43,478,333	589,832,022
Accrued investment income	1,101,342	1,262,860	38,442	39,877	2,442,521
Accounts receivable and other assets	440,040	768,840	2,161,583	751,450	4,121,913
Mortgages and notes receivable		489,136	271,408	285,000	1,045,544
Land and buildings		2,175,520	26,004,895		28,180,415
Pledges receivable (Note 4)			98,859,864		98,859,864
Funds held in trust by others				4,276,393	4,276,393
Total assets	$4,074,223	$472,302,969	$203,550,427	$48,831,053	$728,758,672
LIABILITIES AND FUND BALANCES:					
Due to The Regents	$1,336,430		$90,046		$1,426,476
Accounts payable and accrued liabilities	94,057	$865,053	101,918	$177,048	1,238,076
Mortgages payable			765,293		765,293
Annuities payable			14,031,550		14,031,550
Liabilities to life beneficiaries				26,431,879	26,431,879
Deferred revenue (Note 8)				2,337,584	2,337,584
Total liabilities	1,430,487	865,053	14,988,807	28,946,511	46,230,858
FUND BALANCES :					
Undesignated	2,643,736				2,643,736
Designated:					
Endowed		471,437,916			471,437,916
Other			188,561,620		188,561,620
Charitable Trusts				19,884,542	19,884,542
Total fund balances	2,643,736	471,437,916	188,561,620	19,884,542	682,527,814
Total liabilities and fund balances	$4,074,223	$472,302,969	$203,550,427	$48,831,053	$728,758,672

The accompanying notes are an integral part of these combined financial statements.

COMBINED STATEMENT OF ACTIVITY AND CHANGES IN FUND BALANCES

FOR THE FISCAL YEAR ENDED JUNE 30, 2001

	General Fund	Designated Funds		Charitable Trusts	Total
		Endowed	Other		
REVENUE AND SUPPORT:					
Contributions (Note 5)	$5,811,957	$31,902,433	$77,426,511	$1,601,722	$116,742,623
Investment income	3,308,633	7,767,234	4,893,506	3,481,861	19,451,234
Net gift fee transfers	(290,598)	(2,835,275)	3,125,873		
Total revenue and support	8,829,992	36,834,392	85,445,890	5,083,583	136,193,857
EXPENDITURES:					
UCLA scholarships, research and other purposes		27,099,359	106,524,818		133,624,177
UCLA Chancellor's Priorities	6,000,000				6,000,000
UCLA Development Program (Note 2)			5,220,167		5,220,167
UCLA Frontiers of Knowledge	1,000,000				1,000,000
UCLA Telemarketing Program	1,155,000				1,155,000
UCLA Alumni Association	100,000				100,000
Other grants to UCLA (Note 7)	438,635				438,635
Sub-total	8,693,635	27,099,359	111,744,985		147,537,979
General	800,571	381,246	1,042,192	2,786,543	5,010,552
Total expenditures	9,494,206	27,480,605	112,787,177	2,786,543	152,548,531
Excess of expenditure (over) under revenue and support before gains (losses)	(664,214)	9,353,787	(27,341,287)	2,297,040	(16,354,674)
Net realized gains (losses)	249,734	13,686,301	(152,439)	2,662,124	16,445,720
Net decrease in unrealized appreciation		(27,734,529)	(159,493)	(3,319,136)	(31,213,158)
Expenditure (over) under revenue and support	(414,480)	(4,694,441)	(27,653,219)	1,640,028	(31,122,112)
Fund balances, beginning of year, as previously reported	3,278,216	472,245,957	117,098,961		592,623,134
Cumulative effect due to change in accounting principles (Note 1)			102,782,278	18,244,514	121,026,792
Fund balances, beginning of year, as restated	3,278,216	472,245,957	219,881,239	18,244,514	713,649,926
Transfers between funds	(220,000)	3,886,400	(3,666,400)		
Fund balances, June 30, 2001	$2,643,736	$471,437,916	$188,561,620	$19,884,542	$682,527,814

The accompanying notes are an integral part of these combined financial statements.

COMBINED STATEMENT OF CHANGES IN FINANCIAL POSITION

Year Ended June 30, 2001

	General Fund	Designated Funds Endowed	Designated Funds Other	Charitable Trusts	Total
Investments were provided ("used") by:					
Expenditure (over) under revenue and support	($414,480)	($4,694,441)	($27,653,219)	$1,640,028	($31,122,112)
Add (deduct) items not affecting investments:					
Decrease (increase) in accrued investment income	225,377	422,027	(17,906)	(39,721)	589,777
Decrease (increase) in accounts receivable and other assets	(201,979)	(526,085)	(1,686,926)	(529,650)	(2,944,640)
Decrease (increase) in pledges receivable			3,922,414		3,922,414
Decrease (increase) in funds held in trust				(604,355)	(604,355)
Collections of mortgages and notes receivable		771,560	1,364,385	207,000	2,342,945
Contributions of land and buildings			(8,205,700)		(8,205,700)
Sale of land and buildings		423,200			423,200
Increase (decrease) in unrealized losses / land and buildings		(55,292)			(55,292)
Increase (decrease) in amounts due to Regents	1,011,407		13,566		1,024,973
Increase (decrease) in accounts payable and accrued liabilities	85,788	2,957	867,211		955,956
Increase in annuities payable			4,514,040	(4,276)	4,509,764
Decrease in liabilities to life beneficiaries				(247,646)	(247,646)
Increase (decrease) in deferred revenue		(1,000,000)		126,006	(873,994)
Total investments provided ("used") by operations	706,113	(4,656,074)	(26,882,135)	547,386	(30,284,710)
Investments were used for:					
Purchase of note receivable			(285,920)		(285,920)
Transfers	(220,000)	3,886,400	(3,666,400)		
Total investments used	(220,000)	3,886,400	(3,952,320)		(285,920)
Increase (decrease) in investments	486,113	(769,674)	(30,834,455)	547,386	(30,570,630)
Investments:					
Beginning of year	2,046,728	468,376,287	107,048,690	42,930,947	620,402,652
End of year	$2,532,841	$467,606,613	$76,214,235	$43,478,333	$589,832,022
Changes in components of investments:					
Short-term investments	$492,804	$864,899	($35,990,136)	$120,068	($34,512,365)
Long-term investments		(670,144)			(670,144)
Other	(6,691)	(964,429)	5,155,681	427,318	4,611,879
	$486,113	($769,674)	($30,834,455)	$547,386	($30,570,630)

The accompanying notes are an integral part of these combined financial statements.

REPORT OF INDEPENDENT ACCOUNTANTS

The Board of Directors of The UCLA Foundation

In our opinion, the accompanying combined statement of financial position and the related combined statement of activity and changes in fund balances and combined statement of changes in financial position present fairly, in all material respects, the financial position of The UCLA Foundation at June 30, 2001, and the combined results of its operations and the changes in its financial position for the year then ended in conformity with accounting principles generally accepted in the United States of America. These financial statements are the responsibility of The UCLA Foundation's management; our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit 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 audit provides a reasonable basis for our opinion.

As discussed in Note 1 to the financial statements, The UCLA Foundation changed its method of accounting for non-exchange transactions. As a result, the fund balances as of July 1, 2000, have been restated.

PricewaterhouseCoopers LLP

September 14, 2001

NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The UCLA Foundation (the Foundation), formerly the UCLA Progress Fund, Inc., was established in 1945. The main purpose of the Foundation is to encourage financial support for UCLA (the University) through private gifts. In addition, the Foundation provides a convenient and efficient vehicle for accepting all types of private donations and gifts as an adjunct to money also raised for UCLA through The Regents of the University of California.

The University provides the facilities and the staff for the operation and administration of the Foundation's activities. Under an agreement formalized on May 16, 1983, The UCLA Foundation transfers monies to the University, which assumes responsibility for actual disbursement; therefore, fund balances do not include any monies held but not yet expended by the University.

Fund Accounting

The accounts of the Foundation are maintained in accordance with the principles of fund accounting in order that they properly reflect limitations and restrictions placed on the use of resources available to the Foundation. The Foundation reports by following Statement of Position 78-10, Accounting Principles and Reporting Practices for Certain Nonprofit Organizations, and GASB (Government Accounting Standards Board) pronouncements subsequent to Statement 1. As required by GASB Statement 29, the Foundation fully implemented Statement of Position (SOP) 78-10 effective July 1, 1995. GASB Statement No. 31, implemented as of the same date, requires that all investment income, including changes in the fair value of investments, be recognized as revenue in the Statement of Activity and Changes in Fund Balances.

Separate accounts are maintained for each fund. Funds that have similar characteristics have been combined into fund groups in the financial statements. All gains and losses arising from the sale, collection or other disposition of investments and other non-cash assets are accounted for in the fund that held the assets.

The assets, liabilities and fund balances of the Foundation are reported in fund groups as follows:

General Fund

The General Fund represents undesignated currently expendable resources available for support of Foundation activities. Annually, the Foundation pledges in advance most of its General Fund projected revenue to the University. These funds are awarded as grants to the University primarily to support development activities and other priority campus projects for the coming year. For the year ending June 30, 2002, a total of $7,530,000 has been budgeted.

Designated Funds

Endowed Funds represent funds which are designated as to purpose and availability. Included in Endowed Funds are Quasi Endowed Funds, of which the corpus can be invaded if certain conditions are met. Income is allocated to Endowed Funds based on a spending income budget rate established by the Foundation's Finance Committee and approved by the Board of Directors. The income allocated could include capital gains, which is treated as spendable income rather than additions to principal.

Other Designated Funds represent funds which are designated as to purpose. Both the investment income and the corpus are available to be used only for the purposes established by the donor.

Interest earned on unendowed Designated Funds and investment income balances of Endowed Funds is utilized by the General Fund to provide more discretionary resources through its grants and allocation process to support high-priority needs of UCLA. Some funds are exempt from this policy because prior agreements require allocation of interest to those funds.

Revenue Recognition

Revenue, including investment income, realized and unrealized gains and losses on investments, certain pledge receivables and charitable trusts, is recognized when earned and is reported in the Statement of Activity and Changes in Fund Balances.

Investments

Investments are generally carried at fair market value. The basis of determining the fair market value of investments is the readily determinable sales price or current exchange rate of the investments based on prices or quotations from over-the-counter markets. In the case of pooled funds or mutual funds, the fair value is determined as the number of units held in the fund multiplied by the price per unit share as publicly quoted. Limited partnerships are valued at cost plus the partner's share of monthly net income or loss of partnership.

The net change in the fair value of investments represents both realized and unrealized gains and losses on investments. The calculation of realized gains and losses is independent of the calculation of the net change in the fair value of investments. Realized gains or losses are computed based on specific identification of investments sold. Any gains recognized on the sale of unendowed short-term investments are available for distribution. A portion of gains on the sale of endowment fund investments are reinvested in principal.

Endowed Pool

Endowed Funds contributions are placed in an investment pool managed by independent investment counselors. Investment income, realized and unrealized gains and losses on these pooled assets are allocated to the participating funds on a "market value unit method." Each fund is assigned a number of units based on the relationship of the market value of its assets to that of all assets at the time of entry into the pool.

Donated Properties

Donations of securities, real estate properties and other non-monetary items are recorded at their fair market value at the date of gift. Real estate properties currently listed for sale are recorded at appraised value or present market value, less estimated selling expenses, whichever is lower.

Annuities Payable

Annuities payable represent actuarially determined liabilities for contractual obligations of gift annuity funds.

Income Taxes

The Foundation is exempt from federal income and excise taxes and California franchise taxes under Section 501(c)(3) of the Internal Revenue Code and corresponding sections of the California Revenue and Taxation Code.

New Pronouncements

During fiscal 2001, The UCLA Foundation implemented GASB Statement No. 33, "Accounting and Financial Reporting for Nonexchange Transactions." Under this statement, revenue is recognized for non-endowment pledges receivable and for most charitable trusts for which the Foundation is a beneficiary. As a result of the implementation, the Foundation recognized an addition to beginning fund balance of $102,782,278 relating to pledges receivable and $18,244,514 relating to charitable trusts. See notes 4 and 8 for further information on pledges receivable and charitable trusts.

GASB has issued Statement No. 35, "Basic Financial Statements - and Management's Discussion and Analysis - for Public Colleges and Universities;" Statement No. 37, "Basic Financial Statements - and Management's Discussion and Analysis - for State and Local Governments: Omnibus;" and Statement No. 38, "Certain Financial Statement Note Disclosures." These statements will be effective for the fiscal year beginning July 1, 2001.

Statement No. 35 establishes a fundamentally new financial reporting model for the Foundation. Financial reporting requirements will include Management's Discussion and Analysis; Basic Financial Statements consisting of a Statement of Net Assets, a Statement of Revenues, Expenses and Changes in Net Assets and a Statement of Cash Flows; and Notes to the Financial Statements. Statement No. 37 clarifies guidance to be used in preparing Management's Discussion and Analysis. Statement No. 38 modifies, adds and deletes various note disclosure requirements. Statements No. 35, 37 and 38 will have no effect on the Foundation's fund balances.

NOTE 2. DEVELOPMENT FEE

A fee equivalent to five percent of the cash received is retained by the Foundation for the purpose of partially defraying the costs of the University's development and related programs. The five percent is collected either from investment income earned by each fund or directly from the fund principal, depending on the nature of the fund and the instructions of the donor. Amounts collected are reflected in the Designated Funds - "Other" and accounted for as fund transfer. The balance of the Development Fund, which is included in Designated Funds - "Other" established for the purpose mentioned above, is transferred to the University on a quarterly basis in arrears.

Development Fund balance, beginning of year	$1,421,097
5% fee collected for the year	4,934,960
Less: amounts transferred to the University	(5,220,167)
Development Fund balance, end of year	$1,135,890

NOTE 3. INVESTMENTS

Investments consist of the following at June 30, 2001:

	Cost	Market
Short-term investments:		
Cash and money-market accounts	$4,297,105	$4,297,105
Regents short-term investment pool	921,432	921,432
U.S. government obligations	72,655	72,655
Corporate bonds	64,195,631	64,195,631
Campus Loan Program	12,131,832	12,131,832
Total short-term pool	81,618,655	81,618,655
Long-term investments:		
Cash and cash equivalents	13,121,705	13,122,999
U.S. government obligations	49,773,848	51,663,433
Corporate stocks	244,119,728	253,570,105
Corporate bonds	57,511,506	53,809,411
Limited partnerships	53,049,048	64,323,276
Total endowed long-term pool	417,575,835	436,489,224
Other:		
Cash and money-market accounts	2,906,886	2,906,886
Regents short-term investment pool	31,026	31,026
Certificates of deposit	631,079	631,079
Mutual funds	50,941,286	50,931,387
U.S. government obligations	4,113,586	4,061,069
Corporate stocks	5,773,842	5,794,570
Corporate bonds	5,757,458	7,367,126
Foreign bonds	1,000	1,000
Total other	70,156,163	71,724,143
Total investments	$569,350,653	$589,832,022

In accordance with Governmental Accounting Standards Board (GASB) Statement No. 3, Deposits and Investments, the above investments have been categorized into the following three categories of credit risk:

1. Insured, registered or held in the Foundation's name.
2. Uninsured, unregistered and held in the Foundation's name.
3. Uninsured, unregistered and not held in the Foundation's name.

At June 30, 2001, the Foundation held no investments under categories number 2 or 3. In addition, the Foundation had investments not required to be categorized. Investments not categorized are those not considered securities for purposes of custodial risk classifications and include limited partnerships, The Regents short-term investment pool and the Corporate loan pool.

The following summarizes the relationship between the cost and market value of investments, land and buildings:

	Cost	Market Value	Excess of Market over (under) Cost
Investments	$569,350,653	$589,832,022	$20,481,369
Land and Buildings	28,191,262	28,180,415	(10,847)
Net unrealized gains			$20,470,522

The Foundation holds significant investments in the form of fixed income securities in the United States government, and fixed income and equity securities in the utilities, oil and gas, financial services, energy, technology, health care, transportation, and the consumer products and services industries. The Foundation is exposed to credit risk for the amount of the investments in the event of nonperformance by the other parties to the investment transactions. To minimize any potential risk, the investment guidelines of the Foundation limit purchases to investment grade fixed income securities, financial institutions meeting specific quality requirements and equities of nationally traded public companies. The investment guidelines also permit alternative investments primarily in partnerships where the Foundation is a limited partner relying upon the expertise of experienced general partners.

NOTE 4. PLEDGES RECEIVABLE

Pledges receivable are uncollateralized promises to pay a certain amount and consist of the following at June 30, 2001:

Pledges receivable	$118,194,457
Less:	
Allowance for uncollectible pledges	(5,324,788)
Discount for future payments	(14,009,805)
Net pledges receivable	$98,859,864

The allowance for uncollectible pledges has been established at 4% of contribution revenue. Pledges due more than one year have been discounted at an average annual rate of 6%.

NOTE 5. CAPITAL ADDITIONS TO ENDOWED FUNDS

Capital additions consist of contributions, realized gains (losses) on endowed funds' securities transactions, transfers from Other Designated Funds and certain investment income, which must be applied to the corpus of Endowed Funds. For the year ended June 30, 2001, capital additions were as follows:

Contributions, net of gift fee	$30,307,311
Net realized losses deducted from principal	(3,071,041)
Net transfers from Other Designated Funds	3,886,400
Net transfers of endowed principal to income	(7,945,904)
Total capital additions to Endowed Funds	$23,176,766

NOTE 6. INVESTMENT PERFORMANCE

The Foundation's Endowment Investment Pool total return for the year ended June 30, 2001, was (.8%), net of investment management fees. The return for the Unendowed Short-Term Investment Pool was 6.0%.

NOTE 7. GENERAL FUND - OTHER GRANTS TO UCLA

General Fund - other grants for the year ended June 30, 2001, were as follows:

Scholarships for students	$100,000
Foundation/Alumni Association Partnership Program	110,000
Government and Community Relations Program	55,000
Campus Outreach Programs	100,000
Academic Senate Faculty Grants Program	50,000
California for Higher Education	13,235
Memorial Grants	10,400
Total	$438,635

NOTE 8. THE UCLA FOUNDATION CHARITABLE TRUSTS

The UCLA Foundation's combined financial statements include The UCLA Foundation Trusts, Pooled Income Fund, and Charitable Funds under a separate column titled "Charitable Trusts."

The UCLA Foundation Trusts
The UCLA Foundation serves as trustee of 56 trusts (the "Trusts"), consisting of five charitable remainder annuity trusts, 50 charitable remainder unitrusts (9 net-income-with-make-up and 41 standard), and one revocable trust.

Trusts are established by donors to provide income, generally for life, to designated beneficiaries, except for the lead trust, which pays its income for a term of years to The UCLA Foundation. Upon termination of each trust, its assets generally will be distributed to The UCLA Foundation, or individuals named by the donor in the case of the lead trust, for the purposes designated in the trust agreements. Each year, beneficiaries receive payments as specified in the trust agreement; a fixed payment (annuity trusts) or a percentage of the trust's fair market value (standard unitrust), which may be limited to the net income (net-income-with-make-up unitrusts).

The Trusts are separate legal entities, created under the provisions of the Internal Revenue Code and applicable California law. Each Trust has a calendar year-end as required by the Internal Revenue Code. The charitable remainder trusts are exempt from federal and California income taxes, except in any year in which they receive unrelated business taxable income. The donor of the revocable trust may, at any time, require that the Trust return the unexpended assets.

Pooled Income Fund
The UCLA Foundation serves as trustee of The UCLA Foundation Pooled Income Fund (the "Pooled Fund"). The Pooled Fund was created on June 8, 1983, under the provisions of section 642 of the Internal Revenue Code, and received its first gift on November 1, 1985. The Pooled Fund has a calendar year-end as required by the Internal Revenue Code. The Pooled Fund is exempt from federal and California income taxes except on short-term capital gains and unrelated business taxable income.

Gifts to the Pooled Fund are commingled for investment and administration purposes. Each donor retains a life income interest in the Pooled Fund for one or more beneficiaries. Each donor is assigned units of participation at the time of contribution. Income is distributed on a quarterly basis according to each beneficiary's units of participation. Upon termination of the life income interest, the donor's pro rata share of the Pooled Fund balance is distributed to The UCLA Foundation for purposes designated in the trust agreements.

The UCLA Foundation Charitable Funds
The UCLA Foundation manages three separate Charitable Funds. These Charitable Funds were created to assist Foundation donors in meeting their philanthropic goals by permitting charitable distributions to UCLA and other charities. The Funds' contribution agreements require minimum annual distributions to UCLA.

The UCLA Foundation Charitable Fund I is a California non-profit corporation created in December 1977. The Fund is a separate legal entity with The UCLA Foundation as the only member. A majority of the directors and officers of the Fund has been chosen from among the officers and trustees of The UCLA Foundation. The Fund is a private foundation exempt from income taxes under section 501(c)(3) of the Internal Revenue Code and corresponding sections of the California Revenue and Taxation Code. The federal excise tax, paid by the Fund on its annual net investment income, is not material.

The UCLA Foundation Charitable Fund II and The UCLA Foundation Charitable Fund III are separate legal entities with The UCLA Foundation as the only member. The Funds are private foundations exempt from income taxes under section 501(c)(3) of the Internal Revenue Code and corresponding sections of the California Revenue and Taxation Code. As a private foundation, the Funds are liable for federal excise tax on their annual net investment income. There has been no activity in The UCLA Foundation Charitable Fund II since September 1999, when the donors thereof directed that the entire principal be distributed to The UCLA Foundation. In December 1995, the donor of The UCLA Foundation Charitable Fund III directed that the entire principal and income be distributed to The UCLA Foundation.

Funds Held in Trust by Others
The UCLA Foundation is the beneficiary of charitable trusts where the assets are invested and administered by outside trustees and distributions are made to beneficiaries during the term of the agreement. The UCLA Foundation records its interest in these trusts at fair value based on estimated future cash receipts discounted at rates established by the Internal Revenue Service for planned gifts.

Charitable Trusts Statement of Financial Position at June 30, 2001:

	Charitable Trusts	Pooled Income Fund	Charitable Fund I	Externally Held Charitable Trust	Total
Assets:					
Endowed short-term pool			$961,602		$961,602
Marketable securities, at market (cost $41,481,619)	$39,119,305	$2,021,908	1,375,518		42,516,731
Accrued investment income	24,259	15,154	464		39,877
Accounts receivable and other assets	751,450				751,450
Funds held in trust by others				$4,276,393	4,276,393
Mortgages and notes receivable	285,000				285,000
Total assets	$40,180,014	$2,037,062	$2,337,584	$4,276,393	$48,831,053
Liabilities & Fund Balance:					
Other Liabilities	$175,244	$1,804			$177,048
Liabilities to life beneficiaries	25,183,197	1,248,682			26,431,879
Deferred revenue			$2,337,584		2,337,584
Total liabilities	25,358,441	1,250,486	2,337,584		28,946,511
Fund balance	14,821,573	786,576		$4,276,393	19,884,542
Total liabilities & fund balances	$40,180,014	$2,037,062	$2,337,584	$4,276,393	$48,831,053

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