

FISA FOUNDATION

FINANCIAL STATEMENTS

YEARS ENDED JUNE 30, 2009 AND 2008

WITH

INDEPENDENT AUDITOR'S REPORT

MaherDuessel

Certified Public Accountants || *Pursuing the Profession While Promoting the Public Good®*

FISA FOUNDATION

YEARS ENDED JUNE 30, 2009 AND 2008

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Independent Auditor's Report

Board of Directors
FISA Foundation

We have audited the accompanying statements of financial position of the FISA Foundation (FISA) as of June 30, 2009 and 2008, and the related statements of activities and cash flows for the years then ended. These financial statements are the responsibility of FISA's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits 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. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of FISA as of June 30, 2009 and 2008, and the changes in its net assets and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Maher Duessel

Pittsburgh, Pennsylvania
October 19, 2009

FISA FOUNDATION

STATEMENTS OF FINANCIAL POSITION

JUNE 30, 2009 AND 2008

	<u>2009</u>	<u>2008</u>
Assets		
Cash	\$ 134,513	\$ 121,361
Investments:		
FISA - controlled investments	33,175,939	42,575,251
Prepaid taxes	23,854	31,459
Other assets	2,612	2,612
Furniture, fixtures, and equipment - less allowance for depreciation of \$5,151 and \$3,947	<u>1,428</u>	<u>2,632</u>
Total Assets	<u>\$ 33,338,346</u>	<u>\$ 42,733,315</u>
Liabilities and Net Assets		
Liabilities:		
Grants payable	\$ 447,170	\$ 608,908
Accrued compensation and amounts withheld from compensation	8,133	9,202
Liabilities accrued and assumed on sale of Harmarville Rehabilitation Center	<u>45,294</u>	<u>58,981</u>
Total Liabilities	<u>500,597</u>	<u>677,091</u>
Net Assets:		
Unrestricted:		
Undesignated	32,820,011	42,028,431
Temporarily restricted	<u>17,738</u>	<u>27,793</u>
Total Net Assets	<u>32,837,749</u>	<u>42,056,224</u>
Total Liabilities and Net Assets	<u>\$ 33,338,346</u>	<u>\$ 42,733,315</u>

See accompanying notes to financial statements.

FISA FOUNDATION

STATEMENTS OF ACTIVITIES

YEARS ENDED JUNE 30, 2009 AND 2008

	2009	2008
Unrestricted Net Assets:		
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Revenues, gains, and other support:		
Contributions	\$ 23,807	\$ 11,957
Investment (loss) income - net of expenses of \$152,673 and \$204,611	(7,501,938)	(2,079,283)
Net assets released from restrictions	6,000	26,286
	<u>(7,472,131)</u>	<u>(2,041,040)</u>
Expenses:		
Program grants	1,367,532	2,199,755
Management and general expenses:		
Salaries, wages, and benefits	249,537	237,717
Office operations	68,009	54,205
Insurance	3,396	4,042
Legal and professional	21,873	21,229
Depreciation	1,204	1,316
Excise tax	7,605	29,128
Other expenses	12,265	10,516
	<u>363,889</u>	<u>358,153</u>
Total management and general expenses		
Total expenses	1,731,421	2,557,908
	<u>1,731,421</u>	<u>2,557,908</u>
Excess (Deficiency) of Revenues, Gains, and Other Support Over Expenses	<u>(9,203,552)</u>	<u>(4,598,948)</u>
Discontinued operations revenues (expenses):		
Other	(4,868)	(5,981)
	<u>(4,868)</u>	<u>(5,981)</u>
Change in Unrestricted Net Assets	<u>(9,208,420)</u>	<u>(4,604,929)</u>
Temporarily Restricted Net Assets:		
<hr/>		
Investment income/loss	(4,055)	(1,377)
Net assets released from restriction	(6,000)	(26,286)
	<u>(10,055)</u>	<u>(27,663)</u>
Change in Temporarily Restricted Net Assets	<u>(10,055)</u>	<u>(27,663)</u>
Change in Net Assets	<u>(9,218,475)</u>	<u>(4,632,592)</u>
Net Assets:		
<hr/>		
Beginning of year	42,056,224	46,688,816
End of year	<u>\$ 32,837,749</u>	<u>\$ 42,056,224</u>

See accompanying notes to financial statements.

FISA FOUNDATION

STATEMENTS OF CASH FLOWS

YEARS ENDED JUNE 30, 2009 AND 2008

	<u>2009</u>	<u>2008</u>
Cash Flows From Operating Activities:		
Change in net assets	\$ (9,218,475)	\$ (4,632,592)
Adjustments to reconcile change in net assets to net cash provided by (used in) operating activities:		
Depreciation	1,204	1,316
Other	-	(2,035)
Net (appreciation) depreciation of investments	8,604,207	3,041,956
Change in:		
Prepaid taxes	7,605	(1,406)
Other assets	-	978
Accrued compensation	(1,069)	(1,692)
Grants payable	(161,738)	244,594
Liabilities accrued and assumed on sale	(13,687)	(12,576)
Total adjustments	<u>8,436,522</u>	<u>3,271,135</u>
Net cash provided by (used in) operating activities	<u>(781,953)</u>	<u>(1,361,457)</u>
Cash Flows From Investing Activities:		
Purchase of investments	(1,974,049)	(2,000,462)
Proceeds from sale of investments	<u>2,769,154</u>	<u>3,316,407</u>
Net cash provided by (used in) investing activities	<u>795,105</u>	<u>1,315,945</u>
Net Increase (Decrease) in Cash	<u>13,152</u>	<u>(45,512)</u>
Cash:		
Beginning of year	<u>121,361</u>	<u>166,873</u>
End of year	<u>\$ 134,513</u>	<u>\$ 121,361</u>
Supplemental Information:		
Excise tax paid	<u>\$ 7,605</u>	<u>\$ 30,053</u>

See accompanying notes to financial statements.

FISA FOUNDATION

NOTES TO FINANCIAL STATEMENTS

YEARS ENDED JUNE 30, 2009 AND 2008

1. ORGANIZATION AND SUMMARY OF ACCOUNTING POLICIES

Organization

FISA Foundation (FISA) is a private non-operating foundation whose principal activity is awarding charitable grants to nonprofit organizations in southwestern Pennsylvania. Its mission is to build a culture of respect and improve the quality of life for three populations: women, girls, and people with disabilities. FISA envisions a community where these three populations reach their full potential, are safe and healthy, and participate fully in community life, thus enriching their own lives and those of others. During its 98-year existence, FISA's mission has remained consistent, but the focus of its activities has continually evolved to meet changing needs.

The organization began in 1911 when alumnae of six girls' schools formed a membership organization that eventually became known as The Federation of Independent School Alumnae (Federation). Their first project was to establish Harmarville Convalescent Home for Women (Home), serving at-risk women and their babies. Forty years later, they re-engineered the Home's focus to become Harmarville Rehabilitation Center (Center), which subsequently became internationally known for its innovative therapies for people with physical disabilities. In 1996, to meet the financial challenges of a changing healthcare market, the Federation and Center Boards decided to sell the not-for-profit Center to a for-profit corporation. The proceeds of this sale created the endowment of the current foundation. In 2000, the name of the organization was legally changed to *FISA Foundation*. Because FISA's assets came from the sale of a healthcare institution, in keeping with the legal doctrine of *cy prés*, all of FISA's work is focused in areas related to health and human services.

Besides grantmaking, FISA furthers its mission through a variety of other activities. FISA strives to raise awareness and promote positive systemic change for women, girls, and people with disabilities. The most significant of these activities include:

- Connecting nonprofit organizations with information and resources
- Providing capacity-building and technical support to grantees
- Convening workgroups to address strategic issues and gaps in service
- Serving on community committees and advisory boards
- Commissioning white papers and reports

With its exclusive focus on three underserved and under-funded populations, FISA provides effective community leadership on issues related to women, girls, and people with disabilities.

FISA FOUNDATION

NOTES TO FINANCIAL STATEMENTS

YEARS ENDED JUNE 30, 2009 AND 2008

Basis of Presentation

The accompanying financial statements have been prepared on the accrual basis of accounting. FISA's net assets, revenues, expenses, gains, and losses are classified based on the existence or absence of donor-imposed restrictions. Accordingly, net assets of FISA and changes therein are reported as follows:

Unrestricted Net Assets

Net assets that are not subject to donor-imposed stipulations.

Temporarily Restricted Net Assets

Net assets whose use is limited by donor-imposed stipulations that either expire with the passage of time or can be fulfilled and removed by actions of FISA pursuant to those stipulations.

Permanently Restricted Net Assets

Net assets whose use is limited by donor-imposed stipulations that neither expire with the passage of time nor can be fulfilled or otherwise removed by the actions of FISA. At June 30, 2009 and 2008, FISA had no permanently restricted net assets.

When a donor restriction expires, that is, when a stipulated time restriction ends or purpose restriction is accomplished, restricted net assets are reclassified as unrestricted net assets and reported in the statements of activities as net assets released from restriction.

Income is included in temporarily restricted net assets until the donor-imposed restrictions on income are recognized.

Realized and unrealized gains and losses are allocated between temporarily restricted and unrestricted net assets. The allocation to temporarily restricted net assets is based on the sum of the temporarily restricted net assets as compared to the total net assets at the beginning of the year.

Cash

Cash consists of demand deposits held in financial institutions.

FISA FOUNDATION

NOTES TO FINANCIAL STATEMENTS

YEARS ENDED JUNE 30, 2009 AND 2008

Investments

Investments in equity securities with readily determinable fair values and investments in debt securities are stated at fair value. Private equity funds are also carried at fair value as described in Note 2. The cost assigned to investments received by gift is the market value at the date the gift is received. Investment income or loss (including realized and unrealized gains and losses on investments, interest, and dividends) is included in revenues, gains, and other support.

Furniture, Fixtures, and Equipment

Office furniture, fixtures, and equipment are recorded at cost. Depreciation is provided by the straight-line method over the estimated useful lives of the related assets.

Use of Estimates in the Preparation of Financial Statements

The preparation of 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 amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Income Taxes

FISA was incorporated in 1913 as a nonprofit corporation. FISA became subject to tax treatment as a private foundation beginning July 1, 2001 as it no longer qualified as a publicly supported organization. As a private foundation, among other requirements, FISA is subject to excise tax on net investment income and must distribute, at a minimum, an amount equal to five percent of the combined fair market value of its investment assets not used in carrying out the charitable purpose of FISA reduced by the excise tax.

Risks and Uncertainties

Financial instruments, which potentially expose the Foundation to concentrations of credit risk, include cash and investments in marketable securities. As a matter of policy, the Foundation maintains cash balances only with financial institutions having a high credit quality. Concentration of credit risk for investments in marketable securities is mitigated by the overall diversification of managed investment portfolios. Investment securities are also exposed to various other risks such as interest rate and market risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in values of investment securities will occur in the near term and that such change could materially affect the amount reported on the statements of financial position.

FISA FOUNDATION

NOTES TO FINANCIAL STATEMENTS

YEARS ENDED JUNE 30, 2009 AND 2008

2. INVESTMENTS

Investments consisted of the following at June 30, 2009 and 2008:

	2009	2008
	<u>Fair Value</u>	<u>Fair Value</u>
Money market accounts	\$ 1,073,205	\$ 2,858,302
Private equity funds	1,401,865	1,231,009
Mutual funds	27,273,535	34,328,362
Offshore hedge funds	3,427,334	4,157,578
	<u>\$ 33,175,939</u>	<u>\$ 42,575,251</u>

Investment income consisted of the following for the years ended June 30, 2009 and 2008:

	2009	2008
Dividend and interest income	\$ 908,033	\$ 1,165,907
Capital gain distributions	342,854	-
Net appreciation/(depreciation)	<u>(8,600,152)</u>	<u>(3,040,579)</u>
	(7,349,265)	(1,874,672)
Less: investment expenses	<u>(152,673)</u>	<u>(204,611)</u>
Investment income	(7,501,938)	(2,079,283)
Temporarily restricted net assets:		
Net appreciation/(depreciation)	<u>(4,055)</u>	<u>(1,377)</u>
Investment income, net	<u>\$ (7,505,993)</u>	<u>\$ (2,080,660)</u>

Net realized gains/losses were determined using the specific identification method.

During the fiscal year ended June 30, 2009, FISA adopted Statement of Financial Accounting Standards (SFAS) No. 157, "*Fair Value Measurements*." SFAS No. 157 defines fair value, establishes a framework for measuring fair value, establishes a fair value hierarchy based on the inputs used to measure fair value and enhances disclosure requirements for fair value measurements. SFAS No. 157 maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the observable inputs be used when available.

FISA FOUNDATION

NOTES TO FINANCIAL STATEMENTS

YEARS ENDED JUNE 30, 2009 AND 2008

Investments whose values are based on quoted market prices in active markets are classified within level 1. Investments determined by reference to quoted prices for similar investments in active markets are classified within level 2. Investments classified within level 3 have significant unobservable inputs, as they trade infrequently or not at all.

The following table summarizes investments by SFAS No. 157 fair value measurement categories as of June 30, 2009:

	Level 1	Level 2	Level 3	Total
Money market accounts	\$ 1,073,205	\$ -	\$ -	\$ 1,073,205
Private equity funds	-	-	1,401,865	1,401,865
Mutual funds	27,273,535	-	-	27,273,535
Offshore hedge funds	-	-	3,427,334	3,427,334
Total investments	<u>\$ 28,346,740</u>	<u>\$ -</u>	<u>\$ 4,829,199</u>	<u>\$ 33,175,939</u>

Level 3 investments held by FISA include hedge and private equity funds. FISA invests in hedge funds to further diversify its investment portfolio through the following funds operated by Hirtle Callaghan: the Total Return Offshore Fund II Limited Fund and the Absolute Return Offshore Fund II Limited Fund. Investments in the hedge funds are speculative and involve risk. Risks arise from changes in the value of these funds and the potential inability to liquidate all or a portion of them in a timely manner. There are numerous factors that may significantly influence the market value of these funds, including interest rate volatility. These factors were considered by FISA prior to making this investment and it was determined the investment would be beneficial to leverage risk in other areas of the investment portfolio.

The hedge funds are reported at market value at June 30, 2009. Market value is calculated as the net asset value of the funds less the fund's liabilities, including accrued fees and expenses. The share reported by FISA is proportionate to the Foundation's relative capital contribution. Currently, FISA has no intentions on liquidating the investments in hedge funds held at June 30, 2009.

In addition, FISA invests in private equity funds that are also speculative and involve risks that would arise from changes in the value of these funds and the potential inability to liquidate all or a portion of them in a timely manner. Fair value of the private equity funds is determined by the fund manager, which generally represents the private equity fund's proportionate share of the net assets of the investee funds as reported. This amount is equal to the sum of capital accounts in the investment entries determined in accordance with United States or substantially similar generally accepted accounting principles. Currently, FISA has no intentions on liquidating the investments in private equity funds held at June 30, 2009.

FISA FOUNDATION

NOTES TO FINANCIAL STATEMENTS

YEARS ENDED JUNE 30, 2009 AND 2008

The following table summarizes the changes in fair values associated with SFAS No. 157 level 3 assets:

	Private Equity Funds	Hedge Funds	Total Level 3 Assets
Balance as of June 30, 2008	\$ 1,483,008	\$ 3,331,837	\$ 4,814,845
Unrealized gains (losses)	(120,164)	95,497	(24,667)
Purchases	45,921	-	45,921
Sales	(6,900)	-	(6,900)
Balance as of June 30, 2009	<u>\$ 1,401,865</u>	<u>\$ 3,427,334</u>	<u>\$ 4,829,199</u>

3. ENDOWMENT ASSETS

The primary investment objective of FISA is to preserve and, over time, to increase the inflation-adjusted value of the investment portfolio while covering FISA's annual grant making activities and spending requirements. FISA also strives to maximize, over the long-term, the total rate of return on the investment portfolio, while assuming a level of risk consistent with prudent investment practices for such assets. The Foundation targets a diversified asset allocation investing in various money market, mutual, private equity, and off-shore hedge funds.

The endowment assets used by FISA to provide income for the maintenance and granting activities is comprised of the various investments held by FISA. During 2009, FISA had the following endowment-related investment activities:

FISA FOUNDATION

NOTES TO FINANCIAL STATEMENTS

YEARS ENDED JUNE 30, 2009 AND 2008

Investment return on endowment assets:	
Interest and dividends	\$ 906,488
Capital gains distributions	342,854
Unrealized losses	(8,280,058)
Realized losses	(324,149)
Investment fees	<u>(152,673)</u>
Total investment return on endowment assets	(7,507,538)
Transfers out of endowment	<u>(1,891,774)</u>
Total change in endowment funds	(9,399,312)
Endowment Investment Funds:	
Beginning of year	<u>42,575,251</u>
End of year	<u>\$ 33,175,939</u>

4. ACCRUED AND ASSUMED LIABILITIES ON THE SALE OF HARMARVILLE REHABILITATION CENTER

At June 30, 2009 and 2008, liabilities accrued and assumed by FISA from the sale of the Center consisting of supplemental pension agreements amounted to \$45,294 and \$58,981, respectively. The Center entered into supplemental pension agreements for two of its previously retired executives that require total monthly payments of \$1,515 for the life of the individuals. FISA assumed the obligation to pay these supplemental pensions pursuant to the agreement and has recorded as a liability, the present value of the estimated payments to the individuals using a discount rate of 8.5%.

Under the terms of the agreement of sale, the Center's debt obligations were assumed by FISA. FISA redeemed all of the Center's outstanding debt subsequent to the sale of the Center's assets. However, the Center had previously deposited in an irrevocable escrow account with a bank trustee, U.S. Government obligations in an amount sufficient to pay principal and interest on its 1973 Bonds when due. The 1973 Bonds outstanding amounted to \$0 and \$1,120,000 at June 30, 2009 and 2008, respectively. Neither the irrevocable escrow account nor the related debt is reflected in these financial statements.

5. TEMPORARILY RESTRICTED NET ASSETS

Temporarily restricted net assets are those whose use by FISA is limited by donors. At June 30, 2009 and 2008, temporarily restricted net assets were restricted for the Totten Fund,

FISA FOUNDATION

NOTES TO FINANCIAL STATEMENTS

YEARS ENDED JUNE 30, 2009 AND 2008

which is for the benefit of the employees of the Children's Institute. Net assets released from restrictions were released for the cited purposes.

6. GRANTS PAYABLE

FISA has made unconditional promises to give to other organizations the amounts of \$447,170 and \$608,908 for fiscal years 2009 and 2008, respectively. These amounts are reflected on the statements of financial position as grants payable. The total grants payable amount will be paid in fiscal year 2010.