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RICHARD G. TOPP, CPA FRANK H. McWHORTER, CPA, JR. T. JOHN HARVEY, CPA RICHARD D. HALBERT, CPA WILLIAM T. KELLY, CPA/ABV, CVA SUSAN A. RILEY, CPA DAWN T. JONES, CPA MICHAEL W. DAVIS, CPA GREGORY L. FAIREY, CPA JEFFREY M. ALLEN, CPA E. PAIGE JOHNSON, CPA MICHAEL BRADLEY WOOD, CPA ANNETTE P. HERRIN, CPA/ABV, CVA, CFE, CFF, MAFF D. RENEE MOORE, CPA JOE C. TRAVIS, CPA, CFF, CR, FA SHELBY H. LOTT, CPA JOSEPH C. TOWNSEND, CPA STEPHEN W. GRAY, CPA ADAM K. SMITH, CPA LEIGH F. AGNEW, CPA D. WHITNEY BRANCH, CPA JOHN S. HEATH, CPA MARY MAXWELL DENNIS, JD, CPA LESLIE C. BILANCIA, CPA/ABV, CVA JEANA O. RICH, CPA WILLIAM JABE MILLS, CPA, CFE JODY D. THORNTON, CPA REBECCA KING BAKER, CPA JASON T. BABINGTON, CPA MISCHEL P. ROMERO, CPA JOSEPH'S BOST CPA DEENA C. KEASLER, CPA, CVA

2 SOUTHERN POINTE PARKWAY, SUITE 100 HATTIESBURG, MISSISSIPPI 39401 POST OFFICE DRAWER 15099 HATTIESBURG, MISSISSIPPI 39404-5099

> TELEPHONE 601-264-3519 TOLL FREE 877-842-7137 FAX 601-264-3642

> > www.tmhcpas.com

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2019 28' AVENUE GULFPORT, MISSISSIPPI 39501 POST OFFICE BOX 1842 GULFPORT, MISSISSIPPI 39502 TELEPHONE: 228-864-1779 FAX 228-864-3850

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INDEPENDENT AUDITOR'S REPORT

To the Board of Directors

The University of Southern Mississippi Research Foundation, Inc.

Hattiesburg, Mississippi

We have audited the accompanying consolidated financial statements of The University of Southern Mississippi Research Foundation, Inc. (a nonprofit organization) and its subsidiary, which comprise the consolidated statements of financial position as of December 31, 2015 and 2014, and the related consolidated statements of activities and cash flows for the years then ended, and the related notes to the consolidated financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial

To the Board of Directors
The University of Southern Mississippi Research Foundation, Inc.
Hattiesburg, Mississippi

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in

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To the Board of Directors

The University of Southern Mississippi Research Foundation, Inc.

Hattiesburg, Mississippi

responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the consolidated financial statements. The information has been subjected to the auditing procedures applied in the audits of the consolidated financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the consolidated financial statements or to the consolidated financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the

United States of America. In our opinion, the information is fairly stated in all material respects in relation to the

consolidated financial statements as a whole.

Hattiesburg, Mississippi

February 26, 2016

EXHIBIT A

THE UNIVERSITY OF SOUTHERN MISSISSIPPI RESEARCH FOUNDATION, INC.

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION DECEMBER 31, 2015 AND 2014

ASSETS		2015	2014		
Cash and cash equivalents	\$	469,689	\$	464,003	
Accounts receivable		20,985		11,345	
Research contracts receivable		46,699		136,429	
Rent receivable		18,012		66,141	
Property, plant and equipment, net		6,759,056		6,967,389	
Loan origination fees, net		17,547		25,452	

EXHIBIT B

CONSOLIDATED STATEMENTS OF ACTIVITIES YEARS ENDED DECEMBER 31, 2015 AND 2014

		mber 3\$	3\$, B975		
REVENUES, GAINS AND OTHER SUPPORT		2015		2014	
Rental revenues	\$	1,295,735	\$	1,359,785	
Research contracts revenue	·	84,676		193,705	
Contributed support		140,464		137,806	
Interest income		294		293	
Other income		356,709		233,046	
Total revenues, gains and other support		1,877,878		1,924,635	
EXPENSES					
Program services:					
Research contracts, The University of Southern					
Mississippi		74,065		167,226	
Scholarships, grants, and awards		32,946		21,907	
Waterborne symposium		307,722		228,625	
Total program services		414,733		417,758	
Supporting services:					
Management and general		192,885		176,861	
Rental expenses		1,160,024		1,274,596	
Total supporting services		1,352,909		1,451,457	
Total expenses		1,767,642		1,869,215	
CHANGE IN NET ASSETS		110,236		55,420	
NET ASSETS					
Beginning of year		4,622,890		4,567,470	
End of year	\$	4,733,126	\$	4,622,890	

EXHIBIT C

THE UNIVERSITY OF SOUTHERN MISSISSIPPI RESEARCH FOUNDATION, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS YEARS ENDED DECEMBER 31, 2015 AND 2014

	2015			2014		
CASH FLOWS FROM OPERATING ACTIVITIES:						
Change in net assets	\$	110,236	\$	55,420		
Adjustments to reconcile change in net assets to net						
cash provided (used) by operating activities:						
Depreciation and amortization		254,289		231,321		
(Increase) decrease in:						
Accounts receivable		(9,640)		(5,855)		



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS YEARS ENDED DECEMBER 31, 2015 AND 2014

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Operations - The University of Southern Mississippi Research Foundation, Inc. (the Foundation) oversees gifts, contributions, and grants provided for sponsored research for individuals, industries, private organizations, and government agencies, throughout the United States, and assists with transferring technology developed through the Foundation to benefit the University of Southern Mississippi and the public. The Foundation bridges the intellectual resources of the academic community to the private sector to ensure technology transfer and commercialization of viable ideas.

The Foundation has an infinite life expectancy and

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS PAGE THREE YEARS ENDED DECEMBER 31, 2015 AND 2014

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont.)

Research contract revenue is recognized as income in the period the service is provided. Such income is derived in part from separate contracts with The University of Southern Mississippi (the University) which provide for research to be performed by certain faculty. Payments to the University under research contracts aggregated \$74,065 and \$167,226 as of December 31, 2015 and 2014, respectively.

The Foundation has received various contributions of valuable intellectual property that have been patented. However, the ultimate value of the patented property is highly subjective and dependent upon successful commercialization by the Foundation. When intellectual property is successfully marketed or patents are licensed to third parties, royalty fees will be recognized as earned, over the period of the license agreement.

Rental revenue is recognized as it is earned.

Functional Expenses - Functional expenses are allocated between program services and supporting services. Supporting services include general and administrative activities and rental expenses. General and administrative expenses include those expenses that are not directly identifiable with any other specific function but provide overall support and direction of the Foundation. Rental expenses relate directly to Pinion operating properties.

NOTE 2 - INVESTMENTS

In September 2009, the Foundation purchased 1,000 shares of common stock of a closely held corporation for \$100,000. Based on management's review of the financial position of the closely held corporation, an unrealized loss has been recorded to reduce the basis of the investment to estimated net realizable value of \$-0- at December 31, 2015 and 2014. During 2014, the corporation was dissolved.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS PAGE FOUR YEAR ENDED DECEMBER 31, 2015

NOTE 3 - PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment consist of the following:

	December 31,				
	2015	2014			
Land and improvements	\$ 2,820,4	\$ 2,820,489			
Buildings and improvements	5,271,2	250 5,251,145			
Furniture and equipment	216,8	326 216,826			
	8,308,5	8,288,460			
Less: accumulated depreciation	(1,549,5	(1,321,071)			
Total	\$ 6,759,0	\$ 6,967,389			

Depreciation expense for the years ended December 31, 2015 and 2014 was \$228,438 and \$229,184, respectively.

NOTE 4 - NOTES PAYABLE

Notes payable consist of the following:

	December 31,					
	2015 20					
Note payable to a commercial bank with 59 monthly installments of \$22,906 and a balloon payment estimated at \$1,246,684, with an interest rate of 4.600%. Maturity date is September 11, 2020 and is						
secured by real property.	\$	2,164,313		\$	2,609,598	

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS PAGE FIVE YEARS ENDED DECEMBER 31, 2015 AND 2014

NOTE 4 - NOTES PAYABLE (Cont.)

Maturities of notes payable at December 31, 2015 are as follows:

Year Ending December 31,		Amount
2016	¢	104 264
2017	\$	194,364 188,199
2018		197,041
2019		206,298
2020		1,378,411
	\$	2,164,313

NOTE 5 - OPERATING LEASE COMMITMENTS

The Foundation leases office space to tenants under noncancelable operating lease agreements with terms of one to five years. The following is a schedule by years of future minimum rentals under the leases at December 31, 2015:

Year Ending December 31,	Amount
2016	373,845

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS PAGE SIX YEARS ENDED DECEMBER 31, 2015 AND 2014

NOTE 6 - INTANGIBLE ASSETS

Intangible assets consisted of the following as of:

	December 31,					
		2015		2014		
Loan origination fees Less: accumulated amortization	\$	17,946 (399)	\$	32,038 (6,586)		
	\$	17,547	\$	25,452		
Amortization expense	\$	25,851	\$	2,136		

Amortization expense for fiscal year 2015 includes \$25,452 to fully amortize the loan origination fees from prior year. Amortization expense for the new loan origination fees was \$399.

The estimated aggregate amortization expense for each of the five succeeding fiscal years is as follows:

Year Ending December 31,		mount	
0040	•	4 400	
2016	\$	1,196	
2017		1,196	
2018		1,196	
2019	1,196		
2020		1,196	
Thereafter		11,565	
	•		
	\$	17,547	

NOTE 7 - CONCENTRATIONS

Financial instruments that potentially subject the Foundation to concentrations of credit risk consist principally of bank deposit accounts. The Foundation maintains its cash balances in financial institutions that are insured by the Federal Deposit Insurance Corporation (FDIC) up to \$250,000. At December 31, 2015 and 2014, the Foundation had \$196,191 and \$165,384, respectively, of cash deposits in excess of the FDIC limits.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS PAGE SEVEN YEARS ENDED DECEMBER 31, 2015 AND 2014

NOTE 8 - RELATED PARTY TRANSACTIONS

On April 13, 2010, the Foundation and the University entered into a lease agreement, combining four previous lease agreements into one. Under the terms of the agreement, the University is provided with up to 62,750 sq. ft. of space for a total annual cost of \$1,150,853. The lease is comprised of four separate spaces plus additional parking and ground lease for temporary modular classroom buildings. During 2014, USM moved out of the four separate spaces and no longer have the ground lease for temporary modular classroom buildings.

During the years ended December 31, 2015 and 2014, the subtotal of rental income for both lease agreements with the University was \$-0- and \$42,444, which represents 0% and 3% of the total rental income received by the Foundation as of December 31, 2015 and 2014, respectively.

The University contributes salaries for certain Foundation employees. For the years ended December 31, 2015 and 2014, salaries and related benefits totaling \$140,464 and \$131,722, respectively, have been recorded in the statement of activities as unrestricted contributed support and unrestricted expenses.

NOTE 9 - SUBSEQUENT EVENT

Management of the Foundation has evaluated subsequent events through February 26, 2016, which is the date the Consolidated Financial statements were available to be issued.

The University of Southern Mississippi Research Foundation, Inc. is in negotiations with a buyer for the properties owned by Pinion Properties.



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ASSETS	Mis	versity of Southern ssissippi Research Foundation, Inc.	Pro	Pinion perties, LLC	W	aterborne	E	iliminations	Co	onsolidated
Cash and cash equivalents, unrestricted Accounts receivable Research contracts receivable Rent receivable Property, plant and equipment, net Loan origination fees, net Investment in Pinion	\$	123,562 - 46,699 - 6,462 - 1,000,009	\$	242,878 - - 18,012 6,752,594 17,547	\$	103,249 20,985 - - - - -	\$	- - - - - (1,000,009)	\$	469,689 20,985 46,699 18,012 6,759,056 17,547
Total assets	\$	1,176,732	\$	7,031,031	\$	124,234	\$	(1,000,009)	\$	7,331,988
LIABILITIES Accounts payable Research contracts payable Accrued interest Refundable security deposits Deferred rental revenue Notes payable Total liabilities	\$	285 84,655 - - - - 84,940	\$	5,066 - 5,531 119,809 - 2,164,313 2,294,719	\$	35,963 - - - 183,240 - 219,203	\$	- - - - -	\$	41,314 84,655 5,531 119,809 183,240 2,164,313 2,598,862
NET ASSETS, UNRESTRICTED		1,091,792		4,736,312		(94,969)		(1,000,009)		4,733,126
Total liabilities and net assets	\$	1,176,732	\$	7,031,031	\$	124,234	\$	(1,000,009)	\$	7,331,988

SCHEDULE 2

CONSOLIDATING STATEMENT OF ACTIVITIES YEAR ENDED DECEMBER 31, 2015

	University of Southern Mississippi Research Foundation, Inc.		Pinion Properties, LLC		Waterborne		Eliminations	Consolidated	
				 				_	
REVENUES, GAINS AND OTHER SUPPORT									
Rental revenues	\$	-	\$	1,295,735	\$	-	\$ -	\$	1,295,735
Research contract revenue		84,676		-		-	-		84,676
Contributed support		140,464		-		-	-		140,464
Interest income		294		-		-	-		294
Other income		<u>-</u>		122,365		234,344			356,709
Total revenues, gains and other support		225,434		1,418,100		234,344	_		1,877,878
EXPENSES Program services: Research contracts, The University of Southern Mississippi Scholarships, grants, and awards		74,065 25,146		-		- 7,800	- -		74,065 32,946
Waterborne symposium Supporting services:		-		-		307,722	-		307,722
Management and general Rental expenses		181,176		1,160,024		11,709	-		192,885 1,160,024
Total expenses	-	280,387	-	1,160,024		327,231			1,767,642
CHANGE IN NET ASSETS		(54,953)		258,076		(92,887)	-		110,236
NET ASSETS Beginning of year		1,146,745		4,478,236		(2,082)	(1,000,009)		4,622,890
End of year	\$	1,091,792	\$	4,736,312	\$	(94,969)	\$ (1,000,009)	\$	4,733,126

Program Services	Management and General	Rental	Total	
\$ -	\$ 19,000	\$ -	\$ 19,000	
-	2,000	-	2,000	
-	6,458	-	6,458	
-	-	2,501	2,501	
-	-	5,047	5,047	
-	5,963	248,326	254,289	
-	-	1,000	1,000	
-	1,896	117,416	119,312	
-	-	104,077	104,077	
-	2,722	3,537	6,259	
-	-	42	42	
-	-	1,876	1,876	
-	1,010	2,032	3,042	
5,047		26.3 2,501		
	\$	Services and General \$ - \$ 19,000 - 2,000 - 6,458 5,963 1,896 2,722 1,010	Services and General Rental \$ - \$ 19,000 \$ - - 2,000 - - 6,458 - - - 2,501 - - 5,047 - 5,963 248,326 - - 1,000 - 1,896 117,416 - - 104,077 - 2,722 3,537 - - 42 - - 1,876 - 1,010 2,032	