CONSOLIDATED FINANCIAL STATEMENTS AND SUPPLEMENTARY INFORMATION

Years Ended December 31, 2014 and 2013

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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) which comprise the consolidated statements of financial position as of December 31, 2014 and 2013, 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 statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated 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 consolidated financial statements are free from material misstatement.

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 the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Foundation's preparation and fair presentation of the consolidated 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 Foundation'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 consolidated 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 consolidated financial statements referred to above present fairly, in all material respects, the financial position of The University of Southern Mississippi Research Foundation, Inc. as of December 31, 2014 and 2013, and the changes in its net assets and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matter

Our audits were conducted for the purpose of forming an opinion on the consolidated financial statements as a whole. The consolidating schedule of financial position, the consolidating statement of activities, and the consolidated schedule of functional expenses on pages 13 through 15, are presented for purposes of additional analysis and are not a required part of the consolidated financial statements. Such information is the

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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.

Necholan & Company, PLLC

Hattiesburg, Mississippi

February 14, 2015

EXHIBIT A

THE UNIVERSITY OF SOUTHERN MISSISSIPPI RESEARCH FOUNDATION, INC.

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION DECEMBER 31, 2014 AND 2013

ASSETS

	December 31,					
ASSETS	2014			2013		
Cash and cash equivalents Accounts receivable Research contracts receivable Rent receivable Property, plant and equipment, net Other assets, net	\$	464,003 11,345 136,429 66,141 6,967,389 25,452	\$	903,960 5,490 99,975 8,476 7,178,253 27,588		
Total assets	\$	7,670,759	\$	8,223,742		
LIABILITIES AND NE	T ASSETS					
LIABILITIES						
Accounts payable	\$	41,609	\$	99,169		
Research contracts payable		151,876		97,192		
Accrued interest		8,322		12,800		
Refundable security deposits		128,659		128,659		
Deferred rental revenue		107,805		107,563		
Notes payable		2,609,598		3,210,889		
Total liabilities		3,047,869		3,656,272		
NET ASSETS, UNRESTRICTED		4,622,890		4,567,470		
Total liabilities and net assets	\$	7,670,759	\$	8,223,742		

See accompanying notes to consolidated financial statements.

EXHIBIT B

CONSOLIDATED STATEMENTS OF ACTIVITIES YEARS ENDED DECEMBER 31, 2014 AND 2013

	December 31,				
REVENUES, GAINS AND OTHER SUPPORT	2014	2013			
Rental revenues	\$ 1,359,785	\$ 1,574,358			
Research contracts revenue	193,705	175,224			
Donations	137,806	131,467			
Interest income	293	300			
Other income	233,046	88,137			
Total revenues, gains and other support	1,924,635	1,969,486			
EXPENSES					
Program services:					
Research contracts, The University of Southern					
Mississippi	167,226	139,078			
Scholarships, grants, and awards	21,907	23,111			
Waterborne symposium	228,625_	78,288			
Total program services	417,758	240,477			
Supporting services:					
Management and general	176,861	204,049			
Rental expenses	1,274,596_	1,328,481			
Total supporting services	1,451,457	1,532,530			
Total expenses	1,869,215	1,773,007			
CHANGE IN NET ASSETS	55,420	196,479			
NET ASSETS					
Beginning of year	4,567,470	4,370,991			
End of year	\$ 4,622,890	\$ 4,567,470			

See accompanying notes to consolidated financial statements.

EXHIBIT C

CONSOLIDATED STATEMENTS OF CASH FLOWS YEARS ENDED DECEMBER 31, 2014 AND 2013

	December 31,					
		2014	2013			
CASH FLOWS FROM OPERATING ACTIVITIES:						
Change in net assets	\$	55,420	\$	196,479		
Adjustments to reconcile change in net assets to net						
cash provided (used) by operating activities:						
Depreciation and amortization		231,321		207,904		
(Increase) decrease in:						
Accounts receivable		(5,855)		3,450		
Research contracts receivable		(36,454)		(16,604)		
Rent receivable		(57,665)		(8,476)		
Increase (decrease) in:		,		, ,		
Accounts payable		(57,560)		75,724		
Research contracts payable		54,684		(52,357)		
Accrued interest		(4,478)		12,800		
Refundable security deposits		-		28,306		
Deferred rental revenue		242		(176,874)		
Net cash provided by operating activities		179,655		270,352		
CASH FLOWS FROM INVESTING ACTIVITIES:						
Purchases of property, plant and equipment		(18,321)		(675,673)		
Net cash (used) by investing activities		(18,321)		(675,673)		
CASH FLOWS FROM FINANCING ACTIVITIES:						
Repayment of notes payable		(601,291)		(569,209)		
Net cash (used) by financing activities		(601,291)		(569,209)		
Not oddir (doed) by interioring dotivities	-	(001,201)		(000,200)		
NET (DECREASE) IN CASH AND CASH						
EQUIVALENTS		(439,957)		(974,530)		
CASH AND CASH EQUIVALENTS						
Beginning of year		903,960		1,878,490		
End of year	\$	464,003	\$	903,960		
SUPPLEMENTARY INFORMATION						
Interest paid	\$	142,709	\$	187,591		

See accompanying notes to consolidated financial statements.



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS YEARS ENDED DECEMBER 31, 2014 AND 2013

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 anticipates significant gifts and donations of technology each year. The licensing and marketing activities of the Foundation operate on a continual basis.

Principles of Consolidation - The consolidated financial statements include the accounts of the Foundation and its wholly owned subsidiary, Pinion Properties, LLC (Pinion). Pinion was formed on January 10, 2005, as a limited liability company whereby certain real property held by the Foundation was transferred to the newly formed entity to manage and maintain the property. Significant intercompany transactions and balances have been eliminated in consolidation.

During 2012, the Foundation began maintaining the records for the Waterborne Symposium. The amounts are consolidated with the Foundation's.

Basis of Accounting and Financial Statement Presentation - The consolidated financial statements of the Foundation have been prepared in conformity with accounting principles generally accepted in the United States of America (GAAP) as applied to non-profit entities. The financial transactions of the Foundation are recorded on an accrual basis of accounting. Revenues are recognized when earned and expenses are recognized when incurred.

The Foundation has adopted FASB ASC 958-205, *Financial Statements of Not-for-Profit Organizations*. Under FASB ASC 958, the Foundation is required to report information regarding its financial position and activities according to three classes of net assets: unrestricted net assets, temporarily restricted net assets, and permanently restricted net assets based on the existence or absence of donor-imposed restrictions. In addition, the Foundation is required to present a statement of cash flows. As permitted by this statement, the Foundation has reclassified its financial statements to present the three classes of net assets. At December 31, 2014 and 2013, all of the Foundation's net assets were unrestricted.

Use of Estimates - The preparation of consolidated 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 and disclosures made in the consolidated financial statements and accompanying notes. Accordingly, actual results could differ from those estimates.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS PAGE TWO YEARS ENDED DECEMBER 31, 2014 AND 2013

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

Income Tax - The Foundation is exempt from federal income taxes on related income under Code section 501(c)(3) of the Internal Revenue Code of 1954.

FASB ASC 740, *Accounting for Uncertainty in Income Taxes*, clarifies the accounting for uncertainty in tax positions and the recognition of such income tax positions taken or expected to be taken in the Foundation's income tax returns. The Foundation's income tax returns are subject to examination by taxing authorities, generally for three years after they are filed. The Foundation's open tax periods are 2011 – 2014. In evaluation of the Foundation's tax positions, the Foundation believes their estimates are appropriate based on current facts and circumstances and that no uncertain tax positions were taken.

Cash and Cash Equivalents - For the purposes of the Statement of Financial Position and the Statement of Cash Flows, the Foundation considers all highly liquid investments with an original maturity of three months or less to be cash equivalents.

Accounts Receivable - Accounts receivable are stated at unpaid balances less amounts deemed uncollectable by management. Receivables are written off on a case-by-case basis and upon evaluation of specific circumstances. At December 31, 2014 and 2013, all accounts were considered collectable by management. The Foundation does not accrue interest on accounts receivable.

Property, Plant and Equipment - Property, plant and equipment are stated at cost if purchased or at fair market value on the date of gift if donated. Depreciation is provided over the estimated useful life of depreciable assets, which is three to seven years for furniture and equipment and fifteen or thirty-nine years for buildings and improvements, and is computed using the straight line method. Property costing in excess of \$500 and having a useful life in excess of one year is capitalized. Depreciation expense for the years ended December 31, 2014 and 2013 was \$229,184 and \$205,768, respectively.

Maintenance and repairs are expensed as incurred. Replacements and betterments are capitalized. The costs and related accumulated depreciation of assets sold or retired are removed from the accounts and any resulting gain or loss is reflected in the accompanying statements of activities.

Long-lived assets to be held and used are reviewed for impairment whenever events or changes in circumstances indicate that the related carrying amount may not be recoverable. When required, impairment losses on assets to be held and used are recognized based on the fair value of the asset, and impairments of long-lived assets to be disposed of are reported at the lower of carrying amount or fair value less cost to sell.

NOTES TO CONSOLIDAED FINANCIAL STATEMENTS PAGE THREE YEARS ENDED DECEMBER 31, 2014 AND 2013

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

Revenue Recognition - The Foundation recognizes all contributed support received as income in the period received or unconditionally pledged. Contributed support is reported as unrestricted or restricted depending on the existence of donor stipulations that limit the use of the support. When a donor restriction expires, that is, when a stipulated time restriction ends or purpose restriction is accomplished, the restricted net asset is reclassified to unrestricted net assets and reported in the statement of activities as net assets released from restrictions. Gifts of long-lived assets that do not have stipulations regarding the length of time that the asset must be used are reported as unrestricted support.

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 \$167,226 and \$139,078 as of December 31, 2014 and 2013, 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, 2014 and 2013. During 2014, the corporation was dissolved.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS PAGE FOUR YEAR ENDED DECEMBER 31, 2014

NOTE 3 - PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment consist of the following:

	December 31,					
	2014	2013				
Land and improvements	\$ 2,820,489	\$ 2,820,489				
Buildings and improvements	5,251,145	5,232,825				
Furniture and equipment	216,826	216,826				
	8,288,460	8,270,140				
Less: accumulated depreciation	(1,321,071)	(1,091,887)				
Total	\$ 6,967,389	\$ 7,178,253				

NOTE 4 - NOTES PAYABLE

Notes payable consist of the following:

	 Decer	nber	31	,
	2014			2013
Note payable to a commercial bank due in monthly installments of \$62,000, with an interest rate of 4.850%. Maturity date is December 7, 2016 and is		_		
secured by real property.	\$ 2,609,598	_	\$	3,210,889

Maturities of notes payable at December 31, 2014 are as follows:

Year Ending December 31,	Amount
2015	\$ 626,593
2016	1,983,005
	\$ 2,609,598

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS PAGE FIVE YEARS ENDED DECEMBER 31, 2014 AND 2013

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, 2014:

Year Ending December 31,	Amount
2015	\$ 900,155
2016	 348,107
	\$ 1,248,262

The following schedule provides an analysis of the Foundation's investment in property held for lease by major classes as of December 31, 2014 and 2013:

	December 31,					
		2014		2013		
Land and improvements	\$	680,325	\$	49,232		
Buildings and improvements		3,141,947		2,168,365		
		3,822,272		2,217,597		
Less accumulated depreciation		(689,373)		(396,910)		
				_		
Net property and equipment held for lease	\$	3,132,899	\$	1,820,687		

NOTE 6 - RISK AND UNCERTAINTIES

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, 2014 and 2013, the Foundation had \$165,384 and \$97,513, respectively, of cash deposits in excess of the FDIC limits.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS PAGE SIX YEARS ENDED DECEMBER 31, 2014 AND 2013

NOTE 7 - 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 now only lease the ground lease for temporary modular classroom buildings. The University is provided with 23,232 sq. ft. of space for a total annual cost of \$56,592.

During the years ended December 31, 2014 and 2013, the subtotal of rental income for both lease agreements with the University was \$42,444 and \$545,784, which represents 3% and 26% of the total rental income received by the Foundation as of December 31, 2014 and 2013, respectively.

The University contributes salaries for certain Foundation employees. For the years ended December 31, 2014 and 2013, salaries and related benefits totaling \$131,722 and \$131,006, respectively, have been recorded in the statement of activities as unrestricted contributed support and unrestricted expenses.

NOTE 8 - SUBSEQUENT EVENT

Management of the Foundation has evaluated subsequent events through February 14, 2015, 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.



SCHEDULE 1

CONSOLIDATING STATEMENT OF FINANCIAL POSITION DECEMBER 31, 2014

	Missis	University of Southern Mississippi Research Foundation, Inc.		Pinion Properties, LLC		aterborne	Eli	minations	Co	onsolidated
ASSETS		<u> </u>								
Cash and cash equivalents, unrestricted	\$	151,941	\$	213,931	\$	98,131	\$	-	\$	464,003
Accounts receivable		-		-		11,345		-		11,345
Research contracts receivable		136,429		-		-		-		136,429
Rent receivable		56,842		65,891		-		(56,592)		66,141
Property, plant and equipment, net		12,425		6,954,964		-		-		6,967,389
Other assets		-		25,452		_		-		25,452
Investment in Pinion		1,000,009					(1,000,009)			
Total assets	\$	1,357,646	\$	7,260,238	\$	109,476	\$	(1,056,601)	\$	7,670,759
LIABILITIES										
Accounts payable	\$	59,025	\$	35,423	\$	3,753	\$	(56,592)	\$	41,609
Research contracts payable		151,876		-		_		-		151,876
Accrued interest		-		8,322		_		-		8,322
Refundable security deposits		-		128,659		-		-		128,659
Deferred rental revenue		-		-		107,805		-		107,805
Notes payable		-		2,609,598				_		2,609,598
Total liabilities		210,901		2,782,002		111,558		(56,592)		3,047,869
NET ASSETS, UNRESTRICTED		1,146,745		4,478,236		(2,082)		(1,000,009)		4,622,890
Total liabilities and net assets	\$	1,357,646	\$	7,260,238	\$	109,476	\$	(1,056,601)	\$	7,670,759

SCHEDULE 2

CONSOLIDATING STATEMENT OF ACTIVITIES YEAR ENDED DECEMBER 31, 2014

	Missis	rsity of Southern ssippi Research undation, Inc.	Pro	Pinion perties, LLC	W	aterborne	Eliminations	C	onsolidated
		,							
REVENUES, GAINS AND OTHER SUPPORT	_		_		_			_	
Rental revenues	\$	42,444	\$	1,359,785	\$	-	\$ (42,444)	\$	1,359,785
Research contract revenue		193,705		-		-	-		193,705
Donations		137,806		-		-	-		137,806
Interest income		293		-		-	-		293
Other income				6,820		226,226			233,046
Total revenues, gains and other support		374,248		1,366,605		226,226	(42,444)		1,924,635
EXPENSES									
Program services:									
Research contracts, The University of Southern									
Mississippi		167,226		-		-	-		167,226
Scholarships, grants, and awards		18,801		-		3,106	-		21,907
Waterborne symposium		-		-		228,625	-		228,625
Supporting services:									
Management and general		212,533		-		6,772	(42,444)		176,861
Rental expenses		-		1,274,596		-	-		1,274,596
Total expenses		398,560		1,274,596		238,503	(42,444)		1,869,215
CHANGE IN NET ASSETS		(24,312)		92,009		(12,277)	-		55,420
NET ASSETS									
Beginning of year		1,171,057		4,386,227		10,195	(1,000,009)		4,567,470
End of year	\$	1,146,745	\$	4,478,236	\$	(2,082)	\$ (1,000,009)	\$	4,622,890

SCHEDULE 3

THE UNIVERSITY OF SOUTHERN MISSISSIPPI RESEARCH FOUNDATION, INC.

CONSOLIDATED SCHEDULE OF FUNCTIONAL EXPENSES YEAR ENDED DECEMBER 31, 2014

		Supporting	Services	
	Program Services	Management and General	Rental	Total
Accounting	\$ -	\$ 13,483	\$ -	\$ 13,483
Bank charges	-	6,087	-	6,087
Computer and internet	-	-	2,045	2,045
Depreciation and amortization	-	8,698	222,622	231,320
Dues and subscriptions	-	-	1,000	1,000
Insurance	-	1,896	187,105	189,001
Interest expense	-	-	138,231	138,231
Legal and professional fees	-	-	2,249	2,249
Meals and entertainment	-	-	525	525
Miscellaneous	-	5	436	441
Office expense	-	679	2,290	2,969
Pest control	-	-	7,991	7,991
Postage	-	32	176	208
Rental expense	-	95	-	95
Repairs and maintenance	-	-	62,585	62,585
Research contracts	167,226	-	-	167,226
Salaries	-	131,722	112,274	243,996
Scholarships and awards	21,907	-	-	21,907
Symposium	228,625	-	-	228,625
Taxes, payroll	_	-	5,985	5,985
Taxes, property	-	-	103,616	103,616
Travel and meetings expense	_	14,164	-	14,164
Uniforms	-	-	2,325	2,325
Utilities			423,141	423,141
	\$ 417,758	\$ 176,861	\$ 1,274,596	\$ 1,869,215