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Form 990 Department of the Treasury Internal Revenue Service	Return of Organization Exempt From Income Tax Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)	OMB No 1545-0047 2012
	The organization may have to use a copy of this return to satisfy state reporting requirements	Open to Public Inspection

A For the 2012 calendar year, or tax year beginning 07-01-2012 , 2012, and ending 06-30-2013

B Check if applicable ☐ Address change ☐ Name change ☐ Initial return ☐ Terminated ☐ Amended return ☐ Application pending	C Name of organization UNIVERSITY OF LOUISVILLE ATHLETIC ASSOCIATION		D Employer identification number 31-1106941
	Doing Business As		
	Number and street (or P O box if mail is not delivered to street address) Controllers Office- Service Complex	Room/suite	E Telephone number (502) 852-7072
	City or town, state or country, and ZIP + 4 Louisville, KY 40292		G Gross receipts \$ 93,440,703
	F Name and address of principal officer JAMES RAMSEY 2301 South Third Street Louisville, KY 40292		H(a) Is this a group return for affiliates? ☐ Yes ☒ No H(b) Are all affiliates included? ☐ Yes ☐ No If "No" attach a list. (see instructions)

I Tax-exempt status ☒ 501(c)(3) ☐ 501(c) () (Insert no) ☐ 4947(a)(1) or ☐ 527		H(c) Group exemption number	
J Website: HTTP //WWW.GOCARDS.COM/			
K Form of organization ☒ Corporation ☐ Trust ☐ Association ☐ Other		L Year of formation 1984	M State of legal domicile KY

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities THE UNIVERSITY OF LOUISVILLE ATHLETIC ASSOCIATION IS ORGANIZED TO SUPPORT AND COUNSEL OUR STUDENT-ATHLETES SO THEY WILL MAXIMIZE THEIR POTENTIAL AT U OF L AND BE SUCCESSFUL IN PREPARING FOR THEIR FUTURE LIVES			
	2 Check this box ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets			
	3	Number of voting members of the governing body (Part VI, line 1a)	27	
	4	Number of independent voting members of the governing body (Part VI, line 1b)	12	
	5	Total number of individuals employed in calendar year 2012 (Part V, line 2a)	655	
Activities & Governance	6	Total number of volunteers (estimate if necessary)	445	
	7a	Total unrelated business revenue from Part VIII, column (C), line 12	433,544	
	7b	Net unrelated business taxable income from Form 990-T, line 34	-85,464	
Revenue	8	Contributions and grants (Part VIII, line 1h)	34,586,498	37,227,142
	9	Program service revenue (Part VIII, line 2g)	37,943,190	43,847,302
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	644,171	2,604,034
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	4,398,743	5,557,974
	12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	77,572,602	89,236,452
	Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	11,672,983
14		Benefits paid to or for members (Part IX, column (A), line 4)	0	0
15		Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	30,503,775	36,161,022
16a		Professional fundraising fees (Part IX, column (A), line 11e)	0	0
b		Total fundraising expenses (Part IX, column (D), line 25)	2,441,269	
17		Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	32,708,012	37,558,942
18		Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	74,884,770	86,555,073
19		Revenue less expenses Subtract line 18 from line 12	2,687,832	2,681,379
Net Assets or Fund Balances				Beginning of Current Year
	20	Total assets (Part X, line 16)	247,139,082	259,520,598
	21	Total liabilities (Part X, line 26)	129,897,935	140,672,679
	22	Net assets or fund balances Subtract line 21 from line 20	117,241,147	118,847,919

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here	***** Signature of officer			2013-10-21 Date	
	JAMES RAMSEY CHAIRMAN Type or print name and title				
Paid Preparer Use Only	Print/Type preparer's name Rachel Spurlock		Preparer's signature		Date
	Firm's name ▶ CROWE HORWATH LLP			Check ☐ if self-employed PTIN P00520729	
	Firm's address ▶ 9600 Brownsboro Road Suite 400 Louisville, KY 40241122			Phone no (502) 326-3996	

May the IRS discuss this return with the preparer shown above? (see instructions) ☒ Yes ☐ No

Check if Schedule O contains a response to any question in this Part III ☐

OUR MISSION IS TO SUPPORT AND COUNSEL OUR STUDENT-ATHLETES SO THEY WILL MAXIMIZE THEIR POTENTIAL AT U OF L AND BE SUCCESSFUL IN PREPARING FOR THEIR FUTURE LIVES. WE WILL PROVIDE LEADERSHIP FOR OUR STUDENT-ATHLETES TO INSPIRE THEIR ACHIEVEMENT OF THE GOALS ESTABLISHED IN THIS MISSION STATEMENT. U OF L'S COMPETITIVE ATHLETICS PROVIDE AN OUTSTANDING LEADERSHIP LABORATORY, AND ITS HIGH QUALITY CLASSROOM INSTRUCTION PROVIDES OUTSTANDING EDUCATIONAL OPPORTUNITIES. IT IS OUR RESPONSIBILITY TO ASSURE THAT OUR STUDENT-ATHLETES BENEFIT FROM THESE EDUCATIONAL AND ATHLETIC EXPERIENCES AT U OF L. TO HELP ACCOMPLISH OUR MISSION, WE PROVIDE SUPERIOR SERVICES TO OUR FANS AND DONORS, THE PRIMARY FINANCIAL RESOURCES THAT SUPPORT OUR PROGRAM. THESE SERVICES RESULT IN THE BEST OPPORTUNITIES FOR OUR STUDENT-ATHLETES TO PARTICIPATE IN WELL-SUPPORTED, COMPETITIVE PROGRAMS THAT BRING RENEWED SPIRIT TO OUR CAMPUS, OUR ALUMNI, AND THE LOUISVILLE COMMUNITY.

If "Yes," describe these new services on Schedule O

If "Yes," describe these changes on Schedule O

4a (Code) (Expenses \$ 80,775,770 including grants of \$ 12,835,109) (Revenue \$ 43,969,715)

THE UNIVERSITY OF LOUISVILLE ATHLETIC ASSOCIATION ACHIEVED A FIRST IN NCAA HISTORY DURING THE 2012-13 SEASON. THE SCHOOL WON A BOWL CHAMPIONSHIP SERIES GAME AND A BASKETBALL NATIONAL CHAMPIONSHIP, CLAIMED A WOMEN'S BASKETBALL NATIONAL RUNNER-UP FINISH, AND SAW ITS BASEBALL PROGRAM REACH THE COLLEGE WORLD SERIES. IN ADDITION TO THE MEN'S BASKETBALL NATIONAL TITLE, ITS THIRD NCAA CROWN IN SCHOOL HISTORY, MEN'S SWIMMER JOAO DE LUCCA CAPTURED THE NCAA 200 FREESTYLE CHAMPIONSHIP. TEAM WISE, LOUISVILLE RECORDED EIGHT BIG EAST CONFERENCE TITLES, WITH MEN'S BASKETBALL AND VOLLEYBALL EARNING BOTH THE REGULAR SEASON AND CONFERENCE CROWNS. ELEVEN OF UOFL'S TEAMS REACHED OR HAD A PARTICIPANT REACH NCAA POSTSEASON PLAY, AND AN ASTOUNDING 10 TEAMS FINISHED THEIR SEASONS RANKED IN THE TOP 25-NATIONALLY. LOUISVILLE'S COMBINED 126 WINS IN ITS FOUR HIGHLY VISIBLE SPORTS (BASEBALL, MEN'S AND WOMEN'S BASKETBALL, AND FOOTBALL) IS JUST THREE WINS SHORT OF THE NCAA RECORD FOR A SINGLE SEASON (126-30, 808 WINNING PERCENTAGE). EQUALLY AS IMPRESSIVE WAS THE FACT THAT LOUISVILLE WAS THE ONLY SCHOOL IN THE NATION WITH ITS FOOTBALL AND MEN'S AND WOMEN'S BASKETBALL TEAMS ALL RANKED AMONG THE NATION'S AP TOP 20. ALSO OF NOTE, LOUISVILLE ATHLETICS TEAMS POSTED 49 VICTORIES OVER TOP 25 NATIONALLY RANKED OPPONENTS DURING THE 2012-13 SEASON. INDIVIDUAL FEATS INCLUDED SIX PLAYER OF THE YEAR AWARDS, 11 MOST VALUABLE PLAYER HONORS, AND 13 DRAFT PICKS. LOUISVILLE'S STUDENT-ATHLETES ACHIEVED REMARKABLE SUCCESS IN THE CLASSROOM, POSTING A RECORD 3.124 CUMULATIVE GPA FOR ALL 23 SPORTS. ADDITIONALLY, A SCHOOL-BEST 355 STUDENT-ATHLETES EARNED AD HONOR ROLL STATUS FOR THE 2012 FALL SEMESTER (3.0 GPA). SIX DIFFERENT TEAMS POSTED A PERFECT SCORE OF 1000 IN THE MOST RECENT SINGLE-YEAR ACADEMIC PROGRESS RATE (APR) DATA RELEASED BY THE NCAA. MAYBE EVEN A MORE SIGNIFICANT POINT IN CARDINALS ATHLETICS HISTORY, UNDER THE DIRECTION OF VICE PRESIDENT AND DIRECTOR OF ATHLETICS TOM JURICH, LOUISVILLE ACCEPTED AN INVITATION ON NOV. 28, 2012, TO JOIN THE ATLANTIC COAST CONFERENCE. LOUISVILLE FINISHED EIGHTH ON THE MEN'S SIDE, ITS HIGHEST RANK IN SCHOOL HISTORY, AND 29TH ON THE WOMEN'S SIDE IN THE CAPITAL ONE CUP, AND THE SCHOOL TOOK 38TH IN THE LEARFIELD SPORTS DIRECTORS' CUP.

4b (Code) (Expenses \$ including grants of \$) (Revenue \$)

4c (Code) (Expenses \$ including grants of \$) (Revenue \$)

4d Other program services (Describe in Schedule O)
(Expenses \$ including grants of \$) (Revenue \$)

4e	Total program service expenses	80,775,770
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Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A 	1 Yes	
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)? 	2 Yes	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I	3	No
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II	4	No
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III	5	
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I	6	No
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II	7	No
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III	8	No
9 Did the organization report an amount in Part X, line 21 for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV	9	No
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V 	10 Yes	
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI. 	11a Yes	
b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII	11b	No
c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII	11c	No
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX	11d	No
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X 	11e Yes	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X	11f	No
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII 	12a Yes	
b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional 	12b Yes	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	13	No
14a Did the organization maintain an office, employees, or agents outside of the United States?	14a	No
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV 	14b Yes	
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Parts II and IV	15	No
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Parts III and IV	16	No
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions)	17	No
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II	18	No
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III	19	No
20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H	20a	No
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b	

Part IV

Checklist of Required Schedules (continued)

21	Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	21		No
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	22	Yes	
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	23	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i>	24a	Yes	
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		No
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		No
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		No
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>	25a		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>	25b		No
26	Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>	26		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>	27		No
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28a		No
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28b		No
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>	28c		No
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i> . . .	29	Yes	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	30		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>	32		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	33		No
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>	34	Yes	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a		No
b	If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	35b		No
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	36		No
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>	37		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O	38	Yes	

Part V

Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V

		Yes	No			
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.	1a	443			
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	1b	0			
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	Yes			
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return.	2a	655			
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).	2b	Yes			
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	Yes			
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O.	3b	Yes			
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a				No
b	If "Yes," enter the name of the foreign country: _____ See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.					
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a				No
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b				No
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?	5c				
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	6a				No
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b				
7 Organizations that may receive deductible contributions under section 170(c).						
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a				No
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b				
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8822?	7c				No
d	If "Yes," indicate the number of Forms 8822 filed during the year.	7d				
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e				No
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f				No
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g				
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h				
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8				
9 Sponsoring organizations maintaining donor advised funds.						
a	Did the organization make any taxable distributions under section 4966?	9a				
b	Did the organization make a distribution to a donor, donor advisor, or related person?	9b				
10 Section 501(c)(7) organizations. Enter						
a	Initiation fees and capital contributions included on Part VIII, line 12.	10a				
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.	10b				
11 Section 501(c)(12) organizations. Enter						
a	Gross income from members or shareholders.	11a				
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them).	11b				
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?						
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year.	12b				
13 Section 501(c)(29) qualified nonprofit health insurance issuers.						
a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.	13a				
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans.	13b				
c	Enter the amount of reserves on hand.	13c				
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a				No
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.	14b				

Part VI

Governance, Management, and Disclosure

For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response to any question in this Part VI

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year	27	
If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O			
b	Enter the number of voting members included in line 1a, above, who are independent	12	
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	No
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3	No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4	No
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5	No
6	Did the organization have members or stockholders?	6	No
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a	No
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b	No
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
a	The governing body?	8a	Yes
b	Each committee with authority to act on behalf of the governing body?	8b	Yes
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9	No

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

		Yes	No
10a	Did the organization have local chapters, branches, or affiliates?	10a	No
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b	
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	Yes
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990		
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13	12a	Yes
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Yes
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	12c	Yes
13	Did the organization have a written whistleblower policy?	13	Yes
14	Did the organization have a written document retention and destruction policy?	14	Yes
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a	The organization's CEO, Executive Director, or top management official	15a	Yes
b	Other officers or key employees of the organization	15b	No
If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions)			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a	No
b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	16b	

Section C. Disclosure

17	List the States with which a copy of this Form 990 is required to be filed	►KY
18	Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply. ☐ Own website ☒ Another's website ☒ Upon request ☐ Other (explain in Schedule O)	
19	Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year	
20	State the name, physical address, and telephone number of the person who possesses the books and records of the organization	►Larry Zink Service Complex-Univ of Louisville Louisville, KY (502) 852-7072

Check if Schedule O contains a response to any question in this Part VII ☐

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

• List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.

• List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."

• List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations

• List all of the organization's **former** officers, key employees, or highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations

• List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons

☐ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee

[illegible]

Part VII

1b	Sub-Total			
c	Total from continuation sheets to Part VII, Section A			
d	Total (add lines 1b and 1c)	12,151,234	3,104,195	3,267,605

2 Total number of individuals (including but not limited to those listed in Item 1) who received more than \$100,000 of reportable compensation from the organization. 46

		Yes	No
3	Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>	3 Yes	
4	For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i>	4 Yes	
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>	5	No

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A)	(B)	(C)
Name and business address	Description of services	Compensation
ABEL CONSTRUCTION COMPANY INC 3401 BASHFORD AVENUE COURT LOUISVILLE KY 40218	CONSTRUCTION SERVICES	1,296,742
ASTRO TURF LLC 809 KENNER STREET DALTON GA 30721	TURF INSTALLATION	837,590
MIAMI AIR INTERNATIONAL INC 5000 NW 36TH STREET SUITE 307 MIAMI FL 33122	CHARTER AIR SERVICES	751,941
AEG MANAGEMENT LOUISVILLE LLC 1 ARENA PLZ LOUISVILLE KY 40202	EVENT MANAGEMENT	639,308
SERVICE AMERICA CORPORATION 2800 S FLOYD ST LOUISVILLE KY 40209	CONCESSION SERVICES	474,426

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization ►38

Part VIII

Statement of Revenue

Check if Schedule O contains a response to any question in this Part VIII

			(A)	(B)	(C)	(D)		
			Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512, 513, or 514		
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns . . .	1a					
	b	Membership dues	1b					
	c	Fundraising events	1c					
	d	Related organizations	1d	141,015				
	e	Government grants (contributions)	1e					
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	37,086,127				
	g	Noncash contributions included in lines 1a-1f \$		817,617				
	h	Total. Add lines 1a-1f		37,227,142				
Program Service Revenue	2a	TOTAL SPORTS REVENUE	Business Code 711210	42,430,157	41,996,613	433,544		
	b	STUDENT ATHLETIC FEES AND RELATED	713940	1,417,145	1,417,145			
	c			0				
	d			0				
	e			0				
	f	All other program service revenue		0	0	0		
	g	Total. Add lines 2a-2f		43,847,302				
	Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		372,945		372,945	
4		Income from investment of tax-exempt bond proceeds . . .		0				
5		Royalties		5,002,017		5,002,017		
6a		Gross rents	(i) Real	(ii) Personal				
		b	Less rental expenses					
		c	Rental income or (loss)	0				0
		d	Net rental income or (loss)					0
7a		Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
		b	Less cost or other basis and sales expenses	6,435,340				0
		c	Gain or (loss)	4,183,318				20,933
		d	Net gain or (loss)	2,252,022				-20,933
8a		Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18	a		0			
b		Less direct expenses	b					
c		Net income or (loss) from fundraising events . . .						
9a		Gross income from gaming activities See Part IV, line 19	a		0			
b		Less direct expenses	b					
c		Net income or (loss) from gaming activities . . .						
10a		Gross sales of inventory, less returns and allowances	a		0			
		b	Less cost of goods sold	b				
		c	Net income or (loss) from sales of inventory . . .					
		Miscellaneous Revenue		Business Code				
11a		ADMINISTRATIVE SUPPORT SERVICES	561990	320,384	320,384			
b	MARKETING AND DEVELOPMENT REVENUE	711320	199,938	199,938				
c	OTHER OPERATING REVENUES	900099	35,635	35,635				
d	All other revenue		0	0	0	0		
e	Total. Add lines 11a-11d		555,957					
12	Total revenue. See Instructions		89,236,452	43,969,715	433,544	7,606,051		

Part IX Statement of Functional Expenses				
Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).				
Check if Schedule O contains a response to any question in this Part IX ☐				
Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21.	0			
2 Grants and other assistance to individuals in the United States. See Part IV, line 22.	12,835,109	12,835,109		
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16.	0			
4 Benefits paid to or for members.	0			
5 Compensation of current officers, directors, trustees, and key employees.	0			
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B).	0			
7 Other salaries and wages.	30,837,023	28,013,857	2,283,722	539,444
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions).	0			
9 Other employee benefits.	3,926,953	3,555,209	245,993	125,751
10 Payroll taxes.	1,397,046	1,221,041	89,418	86,587
11 Fees for services (non-employees):				
a Management.	0			
b Legal.	214,971	16,266	98,714	99,991
c Accounting.	29,706	2,710	26,996	
d Lobbying.	0			
e Professional fundraising services. See Part IV, line 17.	0			
f Investment management fees.	0			
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O).	4,368,027	3,835,178	340,776	192,073
12 Advertising and promotion.	555,185	499,217	5,038	50,930
13 Office expenses.	317,052	261,514	19,309	36,229
14 Information technology.	1,353,364	1,123,411	19,374	210,579
15 Royalties.	0			
16 Occupancy.	2,822,886	2,814,636		8,250
17 Travel.	8,028,684	7,534,380	59,339	434,965
18 Payments of travel or entertainment expenses for any federal, state, or local public officials.	0			
19 Conferences, conventions, and meetings.	5,229	2,729	2,500	
20 Interest.	2,724,585	2,724,585		
21 Payments to affiliates.	0			
22 Depreciation, depletion, and amortization.	4,201,383	4,201,383		
23 Insurance.	812,450	851,874	35,482	-74,906
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O):				
a ATHLETIC EVENT FEES AND EXPENSES	4,021,878	3,906,258	3,212	112,408
b REPAIRS AND MAINTENANCE	1,451,725	1,122,317	15,137	314,271
c SMALL EQUIPMENT PURCHASES AND RENTALS	1,808,884	1,712,766	4,555	91,563
d OTHER LICENSES AND FEES	487,955	487,824	131	
e All other expenses	4,354,978	4,053,506	88,338	213,134
25 Total functional expenses. Add lines 1 through 24e.	86,555,073	80,775,770	3,338,034	2,441,269
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here ☐ if following SOP 98-2 (ASC 958-720).	0			

Part X

Balance Sheet

Check if Schedule O contains a response to any question in this Part X ☐

				(A)		(B)
				Beginning of year		End of year
Assets	1	Cash—non-interest-bearing		52,400	1	52,400
	2	Savings and temporary cash investments		46,346,181	2	59,303,676
	3	Pledges and grants receivable, net		3,259,182	3	3,662,638
	4	Accounts receivable, net		17,038,519	4	18,240,924
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L			5	0
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L			6	0
	7	Notes and loans receivable, net			7	
	8	Inventories for sale or use			8	
	9	Prepaid expenses and deferred charges			9	
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a	174,456,538		
	b	Less accumulated depreciation	10b	36,857,596	134,451,828	10c 137,598,942
	11	Investments—publicly traded securities		37,725,504	11	33,196,393
	12	Investments—other securities See Part IV, line 11		0	12	0
	13	Investments—program-related See Part IV, line 11		0	13	0
	14	Intangible assets			14	
	15	Other assets See Part IV, line 11		8,265,468	15	7,465,625
	16	Total assets. Add lines 1 through 15 (must equal line 34)		247,139,082	16	259,520,598
Liabilities	17	Accounts payable and accrued expenses		21,344,958	17	22,174,410
	18	Grants payable			18	
	19	Deferred revenue		36,068,856	19	37,938,119
	20	Tax-exempt bond liabilities		59,801,744	20	53,403,081
	21	Escrow or custodial account liability Complete Part IV of Schedule D			21	
	22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L			22	0
	23	Secured mortgages and notes payable to unrelated third parties		1,793,997	23	16,468,689
	24	Unsecured notes and loans payable to unrelated third parties			24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D		10,888,380	25	10,688,380
	26	Total liabilities. Add lines 17 through 25		129,897,935	26	140,672,679
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here ☐ and complete lines 27 through 29, and lines 33 and 34.					
	27	Unrestricted net assets			27	
	28	Temporarily restricted net assets			28	
	29	Permanently restricted net assets			29	
	Organizations that do not follow SFAS 117 (ASC 958), check here ☒ and complete lines 30 through 34.					
	30	Capital stock or trust principal, or current funds			30	
	31	Paid-in or capital surplus, or land, building or equipment fund			31	
	32	Retained earnings, endowment, accumulated income, or other funds		117,241,147	32	118,847,919
	33	Total net assets or fund balances		117,241,147	33	118,847,919
	34	Total liabilities and net assets/fund balances		247,139,082	34	259,520,598

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	89,236,452
2	Total expenses (must equal Part IX, column (A), line 25)	2	86,555,073
3	Revenue less expenses Subtract line 2 from line 1	3	2,681,379
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	117,241,147
5	Net unrealized gains (losses) on investments	5	-1,074,607
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	118,847,919

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII

		Yes	No
1	Accounting method used to prepare the Form 990 ☐ Cash ☒ Accrual ☐ Other If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both ☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis	2a	No
2b	Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both ☐ Separate basis ☐ Consolidated basis ☒ Both consolidated and separate basis	2b	Yes
2c	If "Yes," to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	2c	Yes
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a	No
3b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	3b	

Additional Data

Software ID: 12000266

Software Version: v2012.1.0

EIN: 31-1106941

Name: UNIVERSITY OF LOUISVILLE ATHLETIC ASSOCIATION

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
DR JAMES R RAMSEY President and Chair	50 38 50	X		X				0	322,821	42,642
DR JOSEPH M STEFFEN Vice Chairman	50 49 50	X		X				0	95,717	19,878
ROBERT P BENSON JR Treasurer	50 0	X		X				0	0	0
RON BUTT Secretary	50 50	X		X				0	0	0
ANGELIKA UREMOVICH Director (Term began 5/1/2013)	50 0	X						0	0	0
BRUCE HENDERSON Director	50 50	X						0	0	0
CARRIE MATTINGLY Director (Beginning 5/1/2013)	50 50	X						0	0	0
CHRIS STERNBERG Director	50 0	X						0	0	0
CHRISTIAN GAMM Director	50 49 50	X						0	44,286	8,213
D HARRY JONES Director	50 0	X						0	0	0
DR CHARLIE MOYER Director	50 49 50	X						0	390,660	44,379
DR CHRISTOPHER PETERS Director	50 49 50	X						0	142,532	31,203
DR KENNETH SCHIKLER Director	50 49 50	X						0	187,710	34,401
DR MARY HUMS Director	50 49 50	X						0	109,945	21,948
DR ROBERT STAAT Director	50 49 50	X						0	122,828	28,361
DR SHIRLEY WILLIHNGANZ Director	50 39 50	X						0	313,941	51,722
ED GLASSCOCK Director	50 0	X						0	0	0
GORDON GAHM Director	50 0	X						0	0	0
GORGUI DIENG Director (term ended 4/30/2013)	50 0	X						0	0	0
JUSTIN BRANDT Director (Thru 4/30/2013)	50 50	X						0	0	0
KEITH INMAN Director	50 49 50	X						0	333,340	44,511
PROF BRENDA HART Director	50 49 50	X						0	117,674	21,944
PROF BRUCE KEMELGOR Director	50 49 50	X						0	113,860	24,915
PROF CARMINE ESPOSITO Director	50 49 50	X						0	137,481	28,336
PROF ELAINE O WISE Director	50 49 50	X						0	90,010	21,401

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors										
(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
PROF KAREN TURNER Director	50 49 50	X						0	60,035	10,195
SAM RECHTER Dietor	50 0	X						0	0	0
ULYSSES L BRIDGEMAN JR Director	50 0	X						0	0	0
WADE HOUSTON Director	50 0	X						0	0	0
ANGELA D KOSHEWA Legal Counsel	50 49 50			X				0	165,164	30,235
KATHLEEN M SMITH Assistant Secretary	50 28 50			X				0	131,045	17,756
MICHAEL J CURTIN Assistant Treasurer	50 39 00			X				0	225,146	30,158
THOMAS M JURICH Athletic Director	40 00 0			X				1,169,864	0	458,288
JULIE HERMANN Executive Senior Associate Athletic Director	50 00 0				X			247,084	0	41,015
RONALD KEVIN MILLER Executive Senior Associate Athletic Director	50 00 0				X			208,784	0	36,531
CHARLES STRONG Men's Football Coach	50 00 0					X		2,544,316	0	581,445
DANIEL MCDONNELL Men's Baseball Coach	50 00 0					X		736,938	0	55,546
DENNY CRUM Assistant to the President	50 00 0					X		808,031	0	49,350
JEFF WALZ Women's Basketball Coach	50 00 0					X		914,569	0	136,342
RICHARD PITINO Men's Basketball Coach	50 00 0					X		3,721,648	0	1,396,890
STEVEN J KRAGTHORPE Former Football Coach	0 00 0						X	1,800,000	0	0

SCHEDULE A
(Form 990 or 990EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
UNIVERSITY OF LOUISVILLE ATHLETIC ASSOCIATION

Employer identification number
31-1106941

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is (For lines 1 through 11, check only one box)

1

☐

A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**

2

☐

A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E)

3

☐

A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**

4

☐

A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state _____

5

☐

An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II)

6

☐

A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**

7

☐

An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II)

8

☐

A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II)

9

☐

An organization that normally receives (1) more than 33¹/₃% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33¹/₃% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2).** (Complete Part III)

10

☐

An organization organized and operated exclusively to test for public safety See **section 509(a)(4).**

11

☒

An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h

a

☒

Type I

b

☐

Type II

c

☐

Type III - Functionally integrated

d

☐

Type III - Non-functionally integrated

e

☐

By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)

f

☐

If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box

g

☐

Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

(i)

A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?

(ii)

A family member of a person described in (i) above?

(iii)

A 35% controlled entity of a person described in (i) or (ii) above?

h

☐

Provide the following information about the supported organization(s)

	Yes	No
11g(i)		No
11g(ii)		No
11g(iii)		No

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1- 9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U S ?		(vii) Amount of monetary support
			Yes	No	Yes	No	Yes	No	
(A) UNIVERSITY OF LOUISVILLE	611014882	6	Yes						0
Total									0

Part II

Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support						
Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4						

Section B. Total Support						
Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
11 Total support (Add lines 7 through 10)						
12 Gross receipts from related activities, etc (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here ▶						

Section C. Computation of Public Support Percentage						
14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))		14				
15 Public support percentage for 2011 Schedule A, Part II, line 14		15				
16a 33 1/3% support test—2012. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization						▶
b 33 1/3% support test—2011. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization						▶
17a 10%-facts-and-circumstances test—2012. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization						▶
b 10%-facts-and-circumstances test—2011. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization						▶
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions						▶

Part IIISupport Schedule for Organizations Described in Section 509(a)(2)
(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support						
Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6.)						

Section B. Total Support						
Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here ▶						

Section C. Computation of Public Support Percentage		
15 Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f))	15	
16 Public support percentage from 2011 Schedule A, Part III, line 15	16	

Section D. Computation of Investment Income Percentage		
17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f))	17	
18 Investment income percentage from 2011 Schedule A, Part III, line 17	18	
19a 33 1/3% support tests—2012. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ▶		
b 33 1/3% support tests—2011. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ▶		
20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ▶		

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

Facts And Circumstances Test

Explanation

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
UNIVERSITY OF LOUISVILLE ATHLETIC ASSOCIATION

Employer identification number
31-1106941

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?		☐ Yes ☐ No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?		☐ Yes ☐ No

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply)
☐ Preservation of land for public use (e g , recreation or education) ☐ Preservation of an historically important land area
☐ Protection of natural habitat ☐ Preservation of a certified historic structure
☐ Preservation of open space

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

a Total number of conservation easements

b Total acreage restricted by conservation easements

c Number of conservation easements on a certified historic structure included in (a)

d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register

	Held at the End of the Year
2a	
2b	
2c	
2d	

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ _____

4 Number of states where property subject to conservation easement is located ▶ _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ _____

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenues included in Form 990, Part VIII, line 1

▶ \$ _____

(ii) Assets included in Form 990, Part X

▶ \$ _____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items

a Revenues included in Form 990, Part VIII, line 1

▶ \$ _____

b Assets included in Form 990, Part X

▶ \$ _____

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets *(continued)*

3

Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply)

a

☐ Public exhibition

b

☐ Scholarly research

c

☐ Preservation for future generations

d

☐ Loan or exchange programs

e

☐ Other

4

Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII

5

During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?

☐ Yes

☐ No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a

Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?

☐ Yes

☐ No

b

If "Yes," explain the arrangement in Part XIII and complete the following table

	Amount
1c	
1d	
1e	
1f	

c

Beginning balance

d

Additions during the year

e

Distributions during the year

f

Ending balance

2a

Did the organization include an amount on Form 990, Part X, line 21?

☐ Yes

☐ No

b

If "Yes," explain the arrangement in Part XIII Check here if the explanation has been provided in Part XIII

☐

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a)Current year	(b)Prior year	b (c)Two years back	(d)Three years back	(e)Four years back
1a Beginning of year balance	32,181,351	32,931,199	27,798,345	25,616,103	32,602,401
b Contributions	980,365	44,694	148,400	290,640	627,254
c Net investment earnings, gains, and losses	2,279,829	694,095	4,300,310	1,923,126	-6,148,778
d Grants or scholarships		0	112,368	25,688	429,503
e Other expenditures for facilities and programs	6,567,305	1,139,100	-1,025,082	-304,122	790,471
f Administrative expenses	368,090	349,537	228,570	309,958	244,800
g End of year balance	28,506,150	32,181,351	32,931,199	27,798,345	25,616,103

2

Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as

a

Board designated or quasi-endowment ▶ 96 560 %

b

Permanent endowment ▶ 3 440 %

c

Temporarily restricted endowment ▶
The percentages in lines 2a, 2b, and 2c should equal 100%

3a

Are there endowment funds not in the possession of the organization that are held and administered for the organization by

(i) unrelated organizations

3a(i)

Yes

No

(ii) related organizations

3a(ii)

No

b

If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

3b

4

Describe in Part XIII the intended uses of the organization's endowment funds

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b)Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		5,150,911		5,150,911
b Buildings		160,880,620	34,879,994	126,000,626
c Leasehold improvements		1,299,301	608,313	690,988
d Equipment		1,287,990	750,766	537,224
e Other		5,837,716	618,523	5,219,193
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				137,598,942

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return				
1	Total revenue, gains, and other support per audited financial statements	1		81,967,247
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12			
a	Net unrealized gains on investments	2a	-1,074,608	
b	Donated services and use of facilities	2b		
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII)	2d	20,933	
e	Add lines 2a through 2d	2e		-1,053,675
3	Subtract line 2e from line 1	3		83,020,922
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII)	4b	6,215,530	
c	Add lines 4a and 4b	4c		6,215,530
5	Total revenue Add lines 3 and 4c . (This must equal Form 990, Part I, line 12)	5		89,236,452
Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return				
1	Total expenses and losses per audited financial statements	1		80,360,476
2	Amounts included on line 1 but not on Form 990, Part IX, line 25			
a	Donated services and use of facilities	2a		
b	Prior year adjustments	2b		
c	Other losses	2c		
d	Other (Describe in Part XIII)	2d	20,933	
e	Add lines 2a through 2d	2e		20,933
3	Subtract line 2e from line 1	3		80,339,543
4	Amounts included on Form 990, Part IX, line 25, but not on line 1 :			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII)	4b	6,215,530	
c	Add lines 4a and 4b	4c		6,215,530
5	Total expenses Add lines 3 and 4c . (This must equal Form 990, Part I, line 18)	5		86,555,073

Part XIII Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, line 2, Part XI, lines 2d and 4b, and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

Identifier	Return Reference	Explanation
Intended uses of endowment funds	Schedule D, Part V, Line 4	THE UNIVERSITY OF LOUISVILLE ATHLETIC ASSOCIATION'S MAIN ENDOWMENT INVESTMENT IS THE HICKMAN CAMP PROGRAM, WHICH IS UNRESTRICTED AND UNDESIGNATED. THIS PROGRAM REPRESENTS APPROXIMATELY 67% OF THE ORGANIZATION'S TOTAL ENDOWMENT INVESTMENT. IN RECENT YEARS THE FUNDS HAVE BEEN USED FOR CONSTRUCTION AND SCHOLARSHIPS. THE BALANCE OF THE ENDOWMENT INVESTMENTS ARE INTENDED FOR ATHLETIC SCHOLARSHIPS, ADMINISTRATIVE COMPENSATION, AND STADIUM MAINTENANCE.
Other revenues in audited financial statements not in form 990	Schedule D, Part XI, Line 2d	LOSS ON EQUIPMENT DISPOSAL - 20933,
Other revenues in form 990 not in audited financial statements	Schedule D, Part XI, Line 4b	INTEREST ON CAPITAL RELATED DEBT - 2724585, OPERATING REVENUES NETTED WITH EXPENSES ON AFS - 3490945,
Other expenses in audited financial statements not in form 990	Schedule D, Part XII, Line 2d	LOSS ON EQUIPMENT DISPOSAL - 20933,
Other expenses in form 990 not in audited financial statements	Schedule D, Part XII, Line 4b	INTEREST ON CAPITAL RELATED DEBT - 2724585, OPERATING REVENUES NETTED WITH EXPENSES ON AFS - 3490945,

SCHEDULE F
(Form 990)

Department of the Treasury
Internal Revenue Service

Statement of Activities Outside the United States

► Complete if the organization answered "Yes" to Form 990,
Part IV, line 14b, 15, or 16.
► Attach to Form 990. ► See separate instructions.

OMB No 1545-0047

2012

Open to Public
Inspection

Name of the organization
UNIVERSITY OF LOUISVILLE ATHLETIC ASSOCIATION

Employer identification number
31-1106941

Part I

General Information on Activities Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 14b.

- 1 For grantmakers. Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? ☐ Yes ☐ No
- 2 For grantmakers. Describe in Part V the organization's procedures for monitoring the use of grant funds outside the United States.
- 3 Activites per Region (The following Part I, line 3 table can be duplicated if additional space is needed)

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e g , fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
CENTRAL AMERICA AND THE CARIBBEAN	0	0	PROGRAM SERVICES	ATHLETIC EVENT AND RECRUITING	205,596
NORTH AMERICA (CANADA & MEXICO ONLY)	0	0	PROGRAM SERVICES	ATHLETIC EVENT AND RECRUITING	10,532
EUROPE (INCLUDING ICELAND AND GREENLAND)	0	0	PROGRAM SERVICES	RECRUITING AND PROFESSIONAL DEVELOPMENT	18,419
SUB-SAHARAN AFRICA	0	0	PROGRAM SERVICES	RECRUITING	1,189
3a Sub-total					
b Total from continuation sheets to Part I					
c Totals (add lines 3a and 3b)	0	0			235,736

Part II

Grants and Other Assistance to Organizations or Entities Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)

- 2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter ▶
- 3 Enter total number of other organizations or entities ▶

Part III **Grants and Other Assistance to Individuals Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 16.
Part III can be duplicated if additional space is needed.

[illegible]

Part IV Foreign Forms

- 1

Was the organization a U S transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926)*

☐ Yes

☒ No
- 2

Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A)*

☐ Yes

☒ No
- 3

Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons with Respect to Certain Foreign Corporations. (see Instructions for Form 5471)*

☐ Yes

☒ No
- 4

Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see Instructions for Form 8621)*

☐ Yes

☒ No
- 5

Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons with Respect to Certain Foreign Partnerships. (see Instructions for Form 8865)*

☐ Yes

☒ No
- 6

Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to file Form 5713, International Boycott Report (see Instructions for Form 5713).*

☐ Yes

☒ No

Supplemental Information
Complete this part to provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method; amounts of investments vs. expenditures per region); Part II, line 1 (accounting method); Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information (see instructions).

Schedule F (Form 990) 2012

Schedule I
(Form 990)

Department of the Treasury
Internal Revenue Service

Name of the organization
UNIVERSITY OF LOUISVILLE ATHLETIC ASSOCIATION

Grants and Other Assistance to Organizations,
Governments and Individuals in the United States

Complete if the organization answered "Yes," to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990

OMB No 1545-0047

2012

Open to Public
Inspection

Employer identification number
31-1106941

Part I General Information on Grants and Assistance

1

Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?

☒ Yes ☐ No

2

Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance

2

Enter total number of section 501(c)(3) and government organizations listed in the line 1 table

▶

3

Enter total number of other organizations listed in the line 1 table

▶

Part III

Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22.
Part III can be duplicated if additional space is needed.

(a)Type of grant or assistance	(b)Number of recipients	(c)Amount of cash grant	(d)Amount of non-cash assistance	(e)Method of valuation (book, FMV, appraisal, other)	(f)Description of non-cash assistance
(1) SCHOLARSHIPS	713	12,835,109			

Part IV

Supplemental Information.

Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information

Identifier	Return Reference	Explanation
Procedures for monitoring use of grant funds	Schedule I, Part I, Line 2	STUDENTS ARE SELECTED AND CONTINUE TO RECEIVE ASSISTANCE BASED ON THEIR ABILITY TO CONTRIBUTE TO THE ATHLETIC PROGRAM OF THE UNIVERSITY OF LOUISVILLE ALL FINANCIAL AID BOTH ATHLETIC AND NON-ATHLETIC IS UNDER THE CONTROL OF THE UNIVERSITY OFFICE OF FINANCIAL AID THE OFFICE OF ATHLETIC COMPLIANCE EMPLOYS A FULL-TIME COMPLIANCE COORDINATOR WHO WORKS AS A LIAISON WITH THE UNIVERSITY FINANCIAL AID OFFICE TO MONITOR ALL ATHLETIC AND NON-ATHLETIC FINANCIAL AID PROVIDED TO OUR STUDENT-ATHLETES THIS INCLUDES MONITORING ALL INDIVIDUAL AND TEAM NCAA LIMITS, RENEWALS, NON-RENEWAL AND CANCELLATION OF ATHLETIC SCHOLARSHIPS, THE AWARDING OF SUMMER FINANCIAL AID, AND OVERSEES THE DISBURSEMENT OF THE STUDENT-ASSISTANCE FUND FOR ELIGIBLE STUDENT-ATHLETES

Schedule J
(Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees
▶ Complete if the organization answered "Yes" to Form 990, Part IV, question 23.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization UNIVERSITY OF LOUISVILLE ATHLETIC ASSOCIATION	Employer identification number 31-1106941
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Part I

Questions Regarding Compensation

	Yes	No
1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items ☒ First-class or charter travel ☐ Housing allowance or residence for personal use ☒ Travel for companions ☐ Payments for business use of personal residence ☒ Tax idemnification and gross-up payments ☒ Health or social club dues or initiation fees ☐ Discretionary spending account ☒ Personal services (e g , maid, chauffeur, chef)		
b If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain	1b Yes	
2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?	2 Yes	
3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director Check all that apply Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III ☒ Compensation committee ☐ Written employment contract ☐ Independent compensation consultant ☒ Compensation survey or study ☐ Form 990 of other organizations ☒ Approval by the board or compensation committee		
4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization a Receive a severance payment or change-of-control payment? b Participate in, or receive payment from, a supplemental nonqualified retirement plan? c Participate in, or receive payment from, an equity-based compensation arrangement? If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III	4a Yes 4b Yes 4c No	
Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.		
5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of a The organization? b Any related organization? If "Yes," to line 5a or 5b, describe in Part III	5a No 5b No	
6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of a The organization? b Any related organization? If "Yes," to line 6a or 6b, describe in Part III	6a No 6b No	
7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III	7 No	
8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III	8 No	
9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?	9	

Part II **Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees.** Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
See Additional Data Table								

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

Identifier	Return Reference	Explanation
First-class or charter travel	Schedule J, Part I, Line 1a	BOTH THE MEN'S FOOTBALL AND MEN'S BASKETBALL TEAMS TRAVEL TO AWAY COMPETITIONS ON CHARTER PLANES. CHARTER SERVICE IS SUBMITTED FOR COMPETITIVE BIDS FOR BOTH TEAMS TO OBTAIN THE PRICE/SERVICE. THIS PROCESS IS PER INDUSTRY STANDARD FOR THE MAJORITY OF DIVISION 1 SCHOOLS. FIRST CLASS AIRFARE CANNOT BE EXPENSED BACK TO THE ORGANIZATION.
Travel for companions	Schedule J, Part I, Line 1a	THE ORGANIZATION OBTAINS APPROVAL FROM THE PRESIDENT'S OFFICE FOR ALL TRAVEL OF ATHLETIC STAFF FAMILY MEMBERS TO SPECIAL EVENTS SUCH AS POST-SEASON COMPETITIONS, HOLIDAY TOURNAMENTS, AND OTHER EVENTS WHERE SPOUSES ARE EXPECTED TO ATTEND FOR BONA FIDE BUSINESS PURPOSES. EXPENSES ARE COVERED FROM UNRESTRICTED MONIES AND NOT PART OF THE ATHLETIC ASSOCIATION'S OPERATING BUDGET.
Tax indemnification and gross-up payments	Schedule J, Part I, Line 1a	THOMAS JURICH - \$59,566 TAX GROSS UPS ON CONTRIBUTIONS TO EMPLOYEE'S RETIREMENT AND DEFERRED COMPENSATION PLANS.
Health or social club dues or initiation fees	Schedule J, Part I, Line 1a	THE ORGANIZATION IS AUTHORIZED TO PROVIDE COUNTRY CLUB MEMBERSHIPS FOR THE ATHLETIC DIRECTOR AND SOME COACHES AS PART OF THEIR RESPECTIVE EMPLOYMENT CONTRACTS. THESE BENEFITS ARE TAXED ACCORDINGLY BASED ON PERSONAL VS. BUSINESS USAGE. MONTHLY DUES ARE PAID DIRECTLY BY THE ORGANIZATION AND EMPLOYEES ARE REIMBURSED FOR ANY BUSINESS RELATED EXPENSES UNDER THE ORGANIZATION'S ACCOUNTABLE PLAN ON A MONTHLY BASIS.
Personal services	Schedule J, Part I, Line 1a	FINANCIAL PLANNING SERVICES ARE ALLOWED FOR THE DIRECTOR OF ATHLETICS AND ARE CAPPED AT A SET AMOUNT PER CALENDAR YEAR. THE EXPENSES ARE PAID BY THE ORGANIZATION AND THE EMPLOYEE IS TAXED ON THE AMOUNT OF THE SERVICES PROVIDED EACH YEAR.
Severance or change-of-control payment	Schedule J, Part I, Line 4a	STEVEN J. KRAGTHORPE - \$1,800,000 OBLIGATION UNDER 2007 EMPLOYMENT CONTRACT.
Supplemental nonqualified retirement plan	Schedule J, Part I, Line 4b	THOMAS JURICH - \$150,000 VESTED BENEFIT UNDER SECTION 457(F) NONQUALIFIED KEY EMPLOYEE DEFERRED COMPENSATION PLAN, RICHARD PITINO - \$981,818 NONVESTED BENEFIT UNDER SECTION 457(F) NONQUALIFIED DEFERRED COMPENSATION PLAN.

Software ID: 12000266

Software Version: v2012.1.0

EIN: 31-1106941

Name: UNIVERSITY OF LOUISVILLE ATHLETIC ASSOCIATION

Form 990, Schedule J, Part II - Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other compensation				
ANGELA D KOSHEWA	(i)	0	0	0	0	0	0	0
	(ii)	162,726	0	2,438	16,675	13,560	195,399	0
CHARLES STRONG	(i)	2,293,133	228,000	23,183	565,044	16,401	3,125,761	0
	(ii)	0	0	0	0	0	0	0
DANIEL MCDONNELL	(i)	425,875	46,630	264,433	39,286	16,260	792,484	50,000
	(ii)	0	0	0	0	0	0	0
DENNY CRUM	(i)	331,984	0	476,047	33,800	15,550	857,381	0
	(ii)	0	0	0	0	0	0	0
DR CHARLIE MOYER	(i)	0	0	0	0	0	0	0
	(ii)	388,591	0	2,069	25,000	19,379	435,039	0
DR CHRISTOPHER PETERS	(i)	0	0	0	0	0	0	0
	(ii)	141,152	0	1,380	14,802	16,401	173,735	0
DR JAMES R RAMSEY	(i)	0	0	0	0	0	0	0
	(ii)	321,633	0	1,188	25,000	17,642	365,463	0
DR KENNETH SCHIKLER	(i)	0	0	0	0	0	0	0
	(ii)	184,224	0	3,486	19,008	15,393	222,111	0
DR ROBERT STAAT	(i)	0	0	0	0	0	0	0
	(ii)	118,303	0	4,525	11,739	16,622	151,189	0
DR SHIRLEY WILLIHNGANZ	(i)	0	0	0	0	0	0	0
	(ii)	312,703	0	1,238	35,770	15,952	365,663	0
JEFF WALZ	(i)	667,637	87,917	159,015	119,445	16,897	1,050,911	37,500
	(ii)	0	0	0	0	0	0	0
JULIE HERMANN	(i)	239,614	0	7,470	24,645	16,370	288,099	0
	(ii)	0	0	0	0	0	0	0
KEITH INMAN	(i)	0	0	0	0	0	0	0
	(ii)	285,283	0	48,057	25,000	19,511	377,851	0
MICHAEL J CURTIN	(i)	0	0	0	0	0	0	0
	(ii)	213,894	0	11,252	21,450	8,708	255,304	0
PROF CARMINE ESPOSITO	(i)	0	0	0	0	0	0	0
	(ii)	112,293	0	25,188	11,918	16,418	165,817	0
RICHARD PITINO	(i)	2,992,543	377,521	351,584	1,379,899	16,991	5,118,538	0
	(ii)	0	0	0	0	0	0	0
RONALD KEVIN MILLER	(i)	200,396	0	8,388	20,672	15,859	245,315	0
	(ii)	0	0	0	0	0	0	0
STEVEN J KRAGTHORPE	(i)	0	0	1,800,000	0	0	1,800,000	0
	(ii)	0	0	0	0	0	0	0
THOMAS M JURICH	(i)	477,274	390,150	302,440	440,277	18,011	1,628,152	25,000
	(ii)	0	0	0	0	0	0	0

Schedule K
(Form 990)

Department of the Treasury
Internal Revenue Service

Name of the organization
UNIVERSITY OF LOUISVILLE ATHLETIC ASSOCIATION

Supplemental Information on Tax Exempt Bonds

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Part VI.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2012

Open to Public Inspection

Employer identification number
31-1106941

Part I

Bond Issues

(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer		(i) Pool financing	
						Yes	No	Yes	No	Yes	No
A LOUISVILLEJEFFERSON COUNTY METRO GOVERNMENT	32-0049006	54675PBN4	08-05-2008	84,120,788	RETIRE 1997 BONDS AND FINANCE FOOTBALL STADIUM EXPANSION		X		X		X

Part II

Proceeds

		A		B		C		D	
1	Amount of bonds retired	23,610,000							
2	Amount of bonds legally defeased	0							
3	Total proceeds of issue	88,001,345							
4	Gross proceeds in reserve funds	6,630,098							
5	Capitalized interest from proceeds	1,984,366							
6	Proceeds in refunding escrows	0							
7	Issuance costs from proceeds	984,671							
8	Credit enhancement from proceeds	26,343							
9	Working capital expenditures from proceeds	0							
10	Capital expenditures from proceeds	69,529,380							
11	Other spent proceeds	11,863,455							
12	Other unspent proceeds	0							
13	Year of substantial completion	2010							
		Yes	No	Yes	No	Yes	No	Yes	No
14	Were the bonds issued as part of a current refunding issue?	X							
15	Were the bonds issued as part of an advance refunding issue?		X						
16	Has the final allocation of proceeds been made?	X							
17	Does the organization maintain adequate books and records to support the final allocation of proceeds?	X							

Part III

Private Business Use

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
1	Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds?		X						
2	Are there any lease arrangements that may result in private business use of bond-financed property?		X						

Part III

Private Business Use (Continued)

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
3a	Are there any management or service contracts that may result in private business use of bond-financed property?	X							
b	If "Yes" to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property?	X							
c	Are there any research agreements that may result in private business use of bond-financed property?		X						
d	If "Yes" to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?		X						
4	Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government	0 %				%		%	
5	Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government	0 00000 %				%		%	
6	Total of lines 4 and 5	0 %				%		%	
7	Does the bond issue meet the private security or payment test?		X						
8a	Has there been a sale or disposition of any of the bond financed property to a nongovernmental person other than a 501(c)(3) organization since the bonds were issued?		X						
b	If "Yes" to line 8a, enter the percentage of bond-financed property sold or disposed of	0 %				%		%	
c	If "Yes" to line 8a, was any remedial action taken pursuant to Regulations sections 1.141-12 and 1.145-2?		X						
9	Has the organization established written procedures to ensure that all nonqualified bonds of the issue are remediated in accordance with the requirements under Regulations sections 1.141-12 and 1.145-2?	X							

Part IV

Arbitrage

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
1	Has the issuer filed Form 8038-T?		X						
2	If "No" to line 1, did the following apply?								
a	Rebate not due yet?	X							
b	Exception to rebate?	X							
c	No rebate due?	X							
	If you checked "No rebate due" in line 2c, provide in Part VI the date the rebate computation was performed								
3	Is the bond issue a variable rate issue?		X						
4a	Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue?		X						
b	Name of provider								
c	Term of hedge	0 0							
d	Was the hedge superintegrated?		X						
e	Was a hedge terminated?		X						

Part IV

Arbitrage (Continued)

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
5a	Were gross proceeds invested in a guaranteed investment contract (GIC)?	X							
b	Name of provider	SEE PART VI							
c	Term of GIC	0 0							
d	Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?	X							
6	Were any gross proceeds invested beyond an available temporary period?		X						
7	Has the organization established written procedures to monitor the requirements of section 148?	X							

Part V

Procedures To Undertake Corrective Action

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
1	Has the organization established written procedures to ensure that violations of federal tax requirements are timely identified and corrected through the voluntary closing agreement program if self-remediation is not available under applicable regulations?	X							

Part VI

Supplemental Information. Complete this part to provide additional information for responses to questions on Schedule K (see instructions).

Identifier	Return Reference	Explanation
TOTAL PROCEEDS OF ISSUE	SCHEDULE K, PART II, LINE 3	TOTAL PROCEEDS OF \$88,001,345 LESS INTEREST EARNINGS OF \$3,880,557 RECONCILES TO THE ISSUE PRICE OF \$84,120,788
GROSS PROCEEDS IN RESERVE FUNDS	SCHEDULE K, PART II, LINE 4	AMOUNT INCLUDES \$3,016,968 OF TRANSFERRED PROCEEDS
PRIVATE BUSINESS USE	SCHEDULE K, PART III, LINE 6	PERTAINS TO VARIOUS NAMING RIGHTS CONTRACTS THE AVERAGE ANNUAL YEARLY PRIVATE BUSINESS USE PERCENT OVER THE MEASUREMENT PERIOD IS 9 23 PERCENT
ISSUER NAME Louisville/Jefferson County Metro Government No Rebate Due	Schedule K, Part IV, Line 2c	THE CALCULATION FOR COMPUTING NO REBATE DUE WAS PERFORMED ON JUNE 30, 2013
PROVIDER AND TERM	SCHEDULE K, PART IV, LINE 5B	GIC #1 PROVIDER = NATIXIS TERM = 17 YEARS, GIC #2 = WEST LB TERM = 10 YEARS

SCHEDULE M
(Form 990)

Department of the Treasury
Internal Revenue Service

Noncash Contributions

►Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.
► Attach to Form 990.

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
UNIVERSITY OF LOUISVILLE ATHLETIC ASSOCIATION

Employer identification number
31-1106941

Part I

Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art—Works of art				
2 Art—Historical treasures				
3 Art—Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities—Publicly traded	X	1	817,617	MARKET VALUE
10 Securities—Closely held stock				
11 Securities—Partnership, LLC, or trust interests				
12 Securities—Miscellaneous				
13 Qualified conservation contribution—Historic structures				
14 Qualified conservation contribution—Other				
15 Real estate—Residential				
16 Real estate—Commercial				
17 Real estate—Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ► ()				
26 Other ►()				
27 Other ►()				
28 Other ► ()				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement

29

0

	Yes	No
30a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?		No
b If "Yes," describe the arrangement in Part II		
31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?	Yes	
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?		No
b If "Yes," describe in Part II		
33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II		

Part II

Supplemental Information. Complete this part to provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

Identifier	Return Reference	Explanation
Explanations of reporting method for number of contributions	Schedule M, Part I	SECURITIES - PUBLICLY TRADED GIFTS ARE REPORTED BASED ON NUMBER OF CONTRIBUTIONS
Number of contributions or items contributed	Schedule M, part I, column (b), Line 9	GIFTS ARE REPORTED BASED ON NUMBER OF CONTRIBUTIONS

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SCHEDULE O (Form 990 or 990-EZ) Department of the Treasury Internal Revenue Service	Supplemental Information to Form 990 or 990-EZ Complete to provide information for responses to specific questions on Form 990 or to provide any additional information. ▶ Attach to Form 990 or 990-EZ.				OMB No 1545-0047
					2012
					Open to Public Inspection
Name of the organization UNIVERSITY OF LOUISVILLE ATHLETIC ASSOCIATION				Employer identification number 31-1106941	

Identifier	Return Reference	Explanation
Review of form 990 by governing body	Form 990, Part VI, Section B, Line 11b	
Conflict of interest policy	Form 990, Part VI, Section B, Line 12c	IF AN ITEM IS PRESENTED TO THE BOARD OF DIRECTORS (OR ANY OTHER POLICY BOARD) FOR ACTION, E G , PURCHASE OF PROPERTY, MERGING WITH ANOTHER ENTITY, BUYING SERVICES, ETC , THE BOARD MEMBER WILL DISCLOSE HIS OR HER POSSIBLE CONFLICT OF INTEREST AND MUST RECUSE HIMSELF OR HERSELF FROM VOTING THE BOARD MEMBER ALSO AVOIDS PARTICIPATING IN ANY DECISION OR ADVOCATING FOR ANY DECISION OF THE BOARD IN SOME CIRCUMSTANCES, E G , WHEN THE CONFLICT OF THE BOARD MEMBER PLACES THE BOARD MEMBER IN COMPETITION WITH THE UNIVERSITY, THE BOARD MEMBER WILL LEAVE THE BOARD MEETING DURING DISCUSSION OR UPDATE ON THE ACTION BEFORE ANY MEETING OF THE VARIOUS BOARDS, AN AGENDA IS CIRCULATED TO EACH MEMBER OR DIRECTOR WITH DESCRIPTIONS OF THE ACTION ITEMS THIS ALLOWS SUFFICIENT TIME FOR ANY BOARD MEMBER OR DIRECTOR TO ALERT THE BOARD ABOUT A POTENTIAL CONFLICT OF INTEREST PAST PRACTICE INCLUDES WRITTEN DISCLOSURE BY THE BOARD MEMBER OUTLINING (1) THAT A CONFLICT OF INTEREST MAY EXIST, (2) THE NATURE AND EXTENT OF THE CONFLICT, AND (3) THE DESCRIPTION AND POTENTIAL BENEFIT, DIRECT OR INDIRECT, TO THE MEMBER OF THE BOARD THIS INFORMATION WILL BE SUPPLIED TO LEGAL COUNSEL AND THE ENTIRE BOARD AHEAD OF THE MEETING, AND A COPY OF THE INFORMATION WILL BE MAINTAINED IN THE BOARD MEMBER'S FILE
Process used to establish compensation of top management official	Form 990, Part VI, Section B, Line 15a	THE PROCESS FOR DETERMINING COMPENSATION OF THE ORGANIZATION'S ATHLETIC DIRECTOR INVOLVED ALL OF THE FOLLOWING ELEMENTS - DATA GATHERING AND ANALYSIS OF COMPENSATION AT COMPARABLY SIZED ORGANIZATIONS ALONG WITH BENCHMARKING AGAINST OTHER QUALIFIED OFFICIALS IN SIMILARLY SITUATED POSITIONS, - REVIEW AND APPROVAL BY AN INDEPENDENT PERSONNEL COMMITTEE, - REVIEW AND APPROVAL BY THE INDEPENDENT BOARD OF DIRECTORS OF THE ORGANIZATION PURSUANT TO FEEDBACK FROM THE PERSONNEL COMMITTEE, AND - CONTEMPORANEOUS DOCUMENTATION OF THE COMPENSATION DETERMINATION PROCESS BY THE PERSONNEL COMMITTEE AND THE BOARD OF DIRECTORS IN EACH BODY'S RESPECTIVE MINUTES THE ABOVE PROCESS WAS LAST USED FOR THE ORGANIZATION'S ATHLETIC DIRECTOR IN 2011
OTHER EMPLOYEE COMPENSATION DETERMINATION PROCESS	FORM 990, PART VI, LINE 15B	THE PROCESS FOR DETERMINING COMPENSATION OF THE ORGANIZATION'S OFFICERS AND OTHER KEY EMPLOYEES INVOLVED ALL OF THE FOLLOWING ELEMENTS - DATA GATHERING AND ANALYSIS OF COMPENSATION AT COMPARABLY SIZED ORGANIZATIONS ALONG WITH BENCHMARKING AGAINST OTHER QUALIFIED OFFICIALS IN SIMILARLY SITUATED POSITIONS, - REVIEW AND APPROVAL BY THE ORGANIZATION'S ATHLETIC DIRECTOR AND EXECUTIVE SENIOR ASSOCIATE ATHLETIC DIRECTOR, AND - CONTEMPORANEOUS DOCUMENTATION OF THE COMPENSATION DETERMINATION PROCESS
TAX RETURN DISCLOSURE	FORM 990, PART VI, LINE 18	COPIES OF THE ORGANIZATION'S MOST RECENT FORMS 990 AND 990-T ARE AVAILABLE AT WWW LOUISVILLE.EDU OR UPON REQUEST
Governing documents, conflict of interest policy and financial statements available to the public	Form 990, Part VI, Section C, Line 19	COPIES OF THE ORGANIZATION'S FINANCIAL STATEMENTS, ARTICLES OF INCORPORATION, AND CONFLICT OF INTEREST POLICY ARE AVAILABLE AT WWW LOUISVILLE.EDU OR UPON REQUEST
REPORTABLE COMPENSATION	PART VII AND SCHEDULE J	AMOUNTS REPORTED ON PART VII AND ON SCHEDULE J INCLUDE ONLY COMPENSATION PAID BY THE FILING ENTITY AND ITS CONTROLLING PARENT, THE UNIVERSITY OF LOUISVILLE THE REPORTED AMOUNTS DO NOT INCLUDE COMPENSATION PAID BY THE UNIVERSITY OF LOUISVILLE FOUNDATION, WHICH IS UNRELATED TO THE FILING ORGANIZATION FOR FORM 990 REPORTING PURPOSES

SCHEDULE R
(Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
UNIVERSITY OF LOUISVILLE ATHLETIC ASSOCIATION

Employer identification number
31-1106941

Part I

Identification of Disregarded Entities (Complete if the organization answered "Yes" to Form 990, Part IV, line 33.)

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

Part II

Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
(1) UNIVERSITY OF LOUISVILLE UNIVERSITY OF LOUISVILLE LOUISVILLE, KY 40292	EDUCATION	KY		N/A	NA		No
(2) UNIVERSITY OF LOUISVILLE RESEARCH FOUNDATION INC UNIVERSITY OF LOUISVILLE LOUISVILLE, KY 40292	RESEARCH	KY	501(C)(3)	5	UNIVERSITY OF LOUISVILLE		No
(3) UNIVERSITY OF LOUISVILLE MEDICAL SCHOOL FUND INC UNIVERSITY OF LOUISVILLE LOUISVILLE, KY 40292	EDUCATION	KY	501(C)(3)	11 - Type I	UNIVERSITY OF LOUISVILLE		No
(4) THE QUALITY AND CHARITY CARE TRUST UNIVERSITY OF LOUISVILLE LOUISVILLE, KY 40292	TRUST FOR INDIGENT CARE	KY	501(C)(3)	7	UNIVERSITY OF LOUISVILLE		No
(5) UNIVERSITY PHYSICIANS GROUP INC 323 EAST CHESTNUT STREET LOUISVILLE, KY 402021823	MEDICAL CARE	KY	501(C)(3)	3	UNIVERSITY OF LOUISVILLE		No
(6) UNIVERSITY OF LOUISVILLE MEDICAL SCHOOL PRACTICE ASSOC 555 SOUTH JACKSON STREET LOUISVILLE, KY 40202	MEDICAL CARE	KY	501(C)(3)	7	UNIVERSITY OF LOUISVILLE		No

Part III

Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income(related, unrelated, excluded from tax under sections 512- 514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	

Part IV

Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end- of-year assets	(h) Percentage ownership	(i) Section 512 (b)(13) controlled entity?	
								Yes	No

Part V

Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35b, or 36.)

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule

1

During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

a

Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity

b

Gift, grant, or capital contribution to related organization(s)

c

Gift, grant, or capital contribution from related organization(s)

d

Loans or loan guarantees to or for related organization(s)

e

Loans or loan guarantees by related organization(s)

f

Dividends from related organization(s)

g

Sale of assets to related organization(s)

h

Purchase of assets from related organization(s)

i

Exchange of assets with related organization(s)

j

Lease of facilities, equipment, or other assets to related organization(s)

k

Lease of facilities, equipment, or other assets from related organization(s)

l

Performance of services or membership or fundraising solicitations for related organization(s)

m

Performance of services or membership or fundraising solicitations by related organization(s)

n

Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)

o

Sharing of paid employees with related organization(s)

p

Reimbursement paid to related organization(s) for expenses

q

Reimbursement paid by related organization(s) for expenses

r

Other transfer of cash or property to related organization(s)

s

Other transfer of cash or property from related organization(s)

Yes

No

1a

No

1b

No

1c

No

1d

No

1e

No

1f

No

1g

No

1h

No

1i

No

1j

No

1k

Yes

1l

No

1m

No

1n

Yes

1o

Yes

1p

Yes

1q

Yes

1r

No

1s

No

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

(a) Name of other organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

[illegible]

Software ID: 12000266
Software Version: v2012.1.0
EIN: 31-1106941
Name: UNIVERSITY OF LOUISVILLE ATHLETIC ASSOCIATION

Part VII Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule R (see instructions)

Identifier	Return Reference	Explanation	
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