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2012

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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)

► The organization may have to use a copy of this return to satisfy state reporting requirements

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

B Check if applicable	C Name of organization USF RESEARCH FOUNDATION INC		D Employer identification number 59-2959590
<input type="checkbox"/> Address change	Doing Business As		
<input type="checkbox"/> Name change			
<input type="checkbox"/> Initial return	Number and street (or P O box if mail is not delivered to street address)	Room/suite	E Telephone number (813) 974-1082
<input type="checkbox"/> Terminated			
<input type="checkbox"/> Amended return	City or town, state or country, and ZIP + 4		
<input type="checkbox"/> Application pending	TAMPA, FL 33612		G Gross receipts \$ 12,976,131
F Name and address of principal officer DR PAUL R SANBERG 3702 SPECTRUM BLVD SUITE 175 TAMPA, FL 33612		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

I Tax-exempt status 501(c)(3) 501(c) () (insert no) 4947(a)(1) or 527

J Website: ► N/A

K Form of organization Corporation Trust Association Other ► L Year of formation 1989 M State of legal domicile FL

Part I Summary

1 Briefly describe the organization's mission or most significant activities TO PROMOTE, ENCOURAGE AND ENHANCE RESEARCH ACTIVITIES AT THE UNIVERSITY OF SOUTH FLORIDA	
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)	3 18
4 Number of independent voting members of the governing body (Part VI, line 1b)	4 10
5 Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5 0
6 Total number of volunteers (estimate if necessary)	6 11
7a Total unrelated business revenue from Part VIII, column (C), line 12	7a 8,856
b Net unrelated business taxable income from Form 990-T, line 34	7b 7,856

8 Contributions and grants (Part VIII, line 1h)	Prior Year 0	Current Year 0
9 Program service revenue (Part VIII, line 2g)	14,103,935	12,120,822
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	303,242	196,453
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	195,732	8,856
12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	14,602,909	12,326,131

13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	0	0
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)	1,003,609	1,056,010
16a Professional fundraising fees (Part IX, column (A), line 11e)	0	0
b Total fundraising expenses (Part IX, column (D), line 25) ► 0		
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	9,515,673	9,600,846
18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	10,519,282	10,656,856
19 Revenue less expenses Subtract line 18 from line 12	4,083,627	1,669,275

20 Total assets (Part X, line 16)	Beginning of Current Year 95,667,977	End of Year 93,694,339
21 Total liabilities (Part X, line 26)	54,219,873	49,399,590
22 Net assets or fund balances Subtract line 21 from line 20	41,448,104	44,294,749

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 DR PAUL R SANBERG PRESIDENT Type or print name and title	2014-05-13 Date
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Paid Preparer Use Only	Print/Type preparer's name JANICE A RATICA	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN P00358837
	Firm's name ► CHERRY BEKAERT LLP			Firm's EIN ► 56-0574444	
	Firm's address ► 1111 METROPOLITAN AVENUE SUITE 1000 CHARLOTTE, NC 28204			Phone no (704) 377-1678	

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

Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response to any question in this Part III **1** Briefly describe the organization's mission

TO PROMOTE, ENCOURAGE AND ENHANCE RESEARCH ACTIVITIES AT THE UNIVERSITY OF SOUTH FLORIDA

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No

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

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes No

If "Yes," describe these changes on Schedule O

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported**4a** (Code) (Expenses \$ 6,646,199 including grants of \$) (Revenue \$ 8,320,519)

THE RESEARCH FOUNDATION ASSISTS IN DEVELOPING HIGH-TECHNOLOGY BUSINESSES AND RESEARCH PARTNERSHIPS THAT BOOST THE ECONOMY AND CREATE HIGH-PAYING JOBS IN THE TAMPA BAY AREA BY DEVELOPING ITS USF RESEARCH PARK OF TAMPA BAY INTO A HUB FOR BIOTECHNOLOGY AND LIFE SCIENCES RESEARCH AND ENTREPRENEURSHIP

4b (Code) (Expenses \$ 1,367,647 including grants of \$) (Revenue \$ 1,929,894)

THE RESEARCH FOUNDATION PROVIDES A MECHANISM BY WHICH DISCOVERIES, INVENTIONS, PROCESSES AND WORK PRODUCTS OF USF FACULTY, STAFF AND STUDENTS CAN BE TRANSFERRED FROM THE UNIVERSITY LABORATORY TO BENEFIT THE PUBLIC. INCOME IS ALLOCATED IN ACCORDANCE WITH USF POLICY ON INVENTIONS AND WORKS TO INVENTORS AND THEIR RESEARCH SUPPORT FUNDS, AND FOR DIRECT SUPPORT OF RESEARCH AT THE UNIVERSITY

4c (Code) (Expenses \$ 275,242 including grants of \$) (Revenue \$ 449,075)

THE RESEARCH FOUNDATION RECEIVES AND ADMINISTERS CERTAIN BASIC RESEARCH AND CLINICAL TRIAL CONTRACTS AND GRANTS SPONSORED BY THE PRIVATE SECTOR AND FOUNDATIONS. THE GRANT STUDIES ARE PERFORMED BY UNIVERSITY FACULTY, STAFF AND STUDENTS

(Code) (Expenses \$ 1,599,886 including grants of \$) (Revenue \$ 1,421,334)

TAMPA BAY TECHNOLOGY INCUBATOR PROGRAM

4d Other program services (Describe in Schedule O)

(Expenses \$ 1,599,886 including grants of \$) (Revenue \$ 1,421,334)

4e **Total program service expenses** 9,888,974

Part IV Checklist of Required Schedules

1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A

2 Is the organization required to complete Schedule B, *Schedule of Contributors* (see instructions)?

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

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

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

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

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

8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III

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

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

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
- 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
- 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
- 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
- e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X
- 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 XI

12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII

- 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

13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E

14a Did the organization maintain an office, employees, or agents outside of the United States?

- 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

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

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

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)

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

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

20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H

- b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?

	Yes	No
1	Yes	
2		No
3		No
4		No
5		No
6		No
7		No
8		No
9		No
10		No
11a	Yes	
11b	Yes	
11c		No
11d	Yes	
11e	Yes	
11f	Yes	
12a	Yes	
12b		No
13		No
14a		No
14b		No
15		No
16		No
17		No
18		No
19		No
20a		No
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? If "Yes," complete Schedule I, Parts I and II	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? If "Yes," complete Schedule I, Parts I and III	22		No
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? If "Yes," complete Schedule J	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? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25	24a	Yes	
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b	Yes	
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? If "Yes," complete Schedule L, Part 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? If "Yes," complete Schedule L, Part 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? If "Yes," complete Schedule L, Part II	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? If "Yes," complete Schedule L, Part III	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)	28a		No
a	A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28b		No
b	A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28c		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? If "Yes," complete Schedule L, Part IV	29		No
29	Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	30		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M	31		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I	32		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II	33	Yes	
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? If "Yes," complete Schedule R, Part I	34	Yes	
34	Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1	35a		No
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35b		
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)? If "Yes," complete Schedule R, Part V, line 2	36		No
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2	37		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? If "Yes," complete Schedule R, Part VI	38	Yes	
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			

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	85	
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	0	
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		
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).	7a	No	
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?	7b		
b If "Yes," did the organization notify the donor of the value of the goods or services provided?	7c	No	
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7d		
d If "Yes," indicate the number of Forms 8282 filed during the year	7e	No	
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7f	No	
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7g		
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7h		
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	8		
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?	9a		
9 Sponsoring organizations maintaining donor advised funds.	9b		
a Did the organization make any taxable distributions under section 4966?			
b Did the organization make a distribution to a donor, donor advisor, or related person?			
10 Section 501(c)(7) organizations. Enter	10a		
a Initiation fees and capital contributions included on Part VIII, line 12	10b		
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities			
11 Section 501(c)(12) organizations. Enter	11a		
a Gross income from members or shareholders	11b		
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)			
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a		
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.	13a		
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	13b		
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	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	1a	18		
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	1b	10		
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		Yes	
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		Yes	
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	Yes	
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	Yes	
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	Yes	

Section C. Disclosure

- 17 List the States with which a copy of this Form 990 is required to be filed FL
- 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
 DR PAUL R SANBERG PHD DSC 3802 SPECTRUM BLVD SUITE 100 TAMPA, FL (813) 974-1082

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent ContractorsCheck if Schedule O contains a response to any question in this Part VII **Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**

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 of 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

(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	Office	Key Employee	Highest Compensated	Former			
(1) RONALD BARTON DIRECTOR	1 00	X						0	0	0
(2) CHARLES BAUMANN DIRECTOR	1 00	X						0	0	0
(3) SCOTT BESLEY DIRECTOR	1 00	X						0	143,936	17,008
(4) SEBASTIAN DEWHURST DIRECTOR	1 00	X						0	0	0
(5) RAJIV DUBEY DIRECTOR	1 00	X						0	285,695	36,609
(6) RONNIE DUNCAN DIRECTOR	1 00	X						0	0	0
(7) GENE ENGLE DIRECTOR	1 00	X						0	0	0
(8) ROBERT GARCIA DIRECTOR	1 00	X						0	0	0
(9) STEPHEN KLASKO DIRECTOR	1 00	X						0	506,778	35,475
(10) MOEZ LIMAYEN DIRECTOR	1 00	X						0	155,019	17,682
(11) JOHN LONG DIRECTOR	1 00	X						0	248,599	18,502
(12) ISRAEL MOREJON DIRECTOR	1 00	X						0	0	0
(13) GEORGE MORGAN DIRECTOR	1 00	X						0	0	0
(14) BRUCE REGISTER UNTIL 123112 DIRECTOR	1 00	X						0	0	0
(15) HARRY VENEZIA DIRECTOR	1 00	X						0	0	0
(16) RALPH WILCOX DIRECTOR	1 00	X						0	360,498	32,605
(17) LEE WRIGHT DIRECTOR	1 00	X						0	0	0

Part VII **Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)**

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **0**

	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) Name and business address	(B) Description of services	(C) Compensation
ED TAYLOR CONSTRUCTION SOUTH INC 2713 N FALKENBURG RD STE A TAMPA FL 33619	CONSTRUCTION MANAGER	962,475
BERENATO & WHITE LLC 6550 ROCK SPRING DRIVE SUITE 240 BETHESDA MD 20817	LEGAL SERVICES	659,007
FRIEDRICH WATKINS OF TAMPA LLC 5521 WEST CYPRESS ST STE 104 TAMPA FL 33607	CONSTRUCTION MANAGER	300,125
SIEMENS INDUSTRY LLC PO BOX 2134 CAROL STREAM IL 60132	CONSTRUCTION MANAGER	188,685
HARPER LIMBACH LLC 9051 FLORIDA MINING BLVD STE 103 TAMPA FL 33634	MECHANICAL CONTRACTOR	174,739
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: <u>57</u>		

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

Part VIII Statement of Revenue

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

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) 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				
	e Government grants (contributions)	1e				
	f All other contributions, gifts, grants, and similar amounts not included above	1f				
	g Noncash contributions included in lines 1a-1f \$					
	h Total. Add lines 1a-1f					
Program Service Revenue	2a PROPERTY RENTAL REVENUE	Business Code 900099	7,350,579	7,350,579		
	b ROYALTIES/LICENSES/OPTION FEES	900099	2,345,894	2,345,894		
	c INCUBATOR REVENUE	900099	1,421,334	1,421,334		
	d ECONOMIC DEVELOPMENT SUPPORT	900099	553,940	553,940		
	e CONTRACTS & GRANTS	900099	275,242	275,242		
	f All other program service revenue		173,833	173,833		
	g Total. Add lines 2a-2f		12,120,822			
	3 Investment income (including dividends, interest, and other similar amounts)		196,453			196,453
4 Income from investment of tax-exempt bond proceeds						
5 Royalties						
6a Gross rents	(I) Real	(II) Personal				
b Less rental expenses						
c Rental income or (loss)						
d Net rental income or (loss)						
7a Gross amount from sales of assets other than inventory	(I) Securities	(II) Other				
b Less cost or other basis and sales expenses	650,000					
c Gain or (loss)	650,000					
d Net gain or (loss)	0					
8a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18						
b Less direct expenses	a					
c Net income or (loss) from fundraising events	b					
9a Gross income from gaming activities See Part IV, line 19	a					
b Less direct expenses	b					
c Net income or (loss) from gaming activities						
10a Gross sales of inventory, less returns and allowances	a					
b Less cost of goods sold	b					
c Net income or (loss) from sales of inventory						
Miscellaneous Revenue	Business Code					
11a PROPERTY RENTAL REVENUE	900099	16,500		16,500		
b PARTNERSHIP INVESTMENT INCOME (LO)	900099	-7,644		-7,644		
c						
d All other revenue						
e Total. Add lines 11a-11d		8,856				
12 Total revenue. See Instructions		12,326,131	12,120,822	8,856	196,453	

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				
2 Grants and other assistance to individuals in the United States See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	105,280	47,376	57,904	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	697,010	324,485	372,525	
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	40,434	17,154	23,280	
9 Other employee benefits	158,927	62,019	96,908	
10 Payroll taxes	54,359	23,142	31,217	
11 Fees for services (non-employees)				
a Management				
b Legal	9,455	9,255	200	
c Accounting	80,607		80,607	
d Lobbying				
e Professional fundraising services See Part IV, line 17				
f Investment management fees				
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)	32,961	30,526	2,435	
12 Advertising and promotion	1,393	1,393		
13 Office expenses	167,112	141,210	25,902	
14 Information technology				
15 Royalties	720,955	720,955		
16 Occupancy	2,753,632	2,723,241	30,391	
17 Travel	13,408	9,870	3,538	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest	1,795,377	1,795,377		
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	2,820,274	2,819,913	361	
23 Insurance	358,015	329,886	28,129	
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 UNRELATED BUSINESS INCO	8,365		8,365	
b TECHNOLOGY LICENSING EX	644,192	644,192		
c REFUNDING ISSUANCE COST	103,983	103,983		
d REMARKETING AND OTHER B	34,962	28,842	6,120	
e All other expenses	56,155	56,155		
25 Total functional expenses. Add lines 1 through 24e	10,656,856	9,888,974	767,882	0
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 <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)				

Part X Balance SheetCheck if Schedule O contains a response to any question in this Part X

		(A) Beginning of year	(B) End of year
Assets	1 Cash—non-interest-bearing	2,254,183	1
	2 Savings and temporary cash investments	28,959	2
	3 Pledges and grants receivable, net	3	
	4 Accounts receivable, net	588,302	4
	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
	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
	7 Notes and loans receivable, net	137,322	7
	8 Inventories for sale or use	97,530	8
	9 Prepaid expenses and deferred charges		
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	66,028,488	
	10b Less accumulated depreciation	14,433,333	10c
		52,733,275	51,595,155
	11 Investments—publicly traded securities	11	
	12 Investments—other securities See Part IV, line 11	26,445,219	12
	13 Investments—program-related See Part IV, line 11	509,936	13
	14 Intangible assets	7,804,712	14
	15 Other assets See Part IV, line 11	4,746,458	15
	16 Total assets. Add lines 1 through 15 (must equal line 34)	93,694,339	16
Liabilities	17 Accounts payable and accrued expenses	978,701	17
	18 Grants payable	18	
	19 Deferred revenue	1,112,246	19
	20 Tax-exempt bond liabilities	24,655,000	20
	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	7,920,624	22
	23 Secured mortgages and notes payable to unrelated third parties	11,790,000	23
	24 Unsecured notes and loans payable to unrelated third parties	12,525,000	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	10,863,643	
	26 Total liabilities. Add lines 17 through 25	49,399,590	26
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.		
	27 Unrestricted net assets	44,294,749	27
	28 Temporarily restricted net assets	28	
	29 Permanently restricted net assets	29	
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> 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	32	
	33 Total net assets or fund balances	44,294,749	33
	34 Total liabilities and net assets/fund balances	93,694,339	34

Part XI Reconciliation of Net AssetsCheck 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	12,326,131
2	Total expenses (must equal Part IX, column (A), line 25)	2	10,656,856
3	Revenue less expenses Subtract line 2 from line 1	3	1,669,275
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	41,448,104
5	Net unrealized gains (losses) on investments	5	1,573,506
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	-403,780
9	Other changes in net assets or fund balances (explain in Schedule O)	9	7,644
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	44,294,749

Part XII Financial Statements and ReportingCheck if Schedule O contains a response to any question in this Part XII

	Yes	No
1 Accounting method used to prepare the Form 990 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 <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> 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 <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> 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	

SCHEDULE A
(Form 990 or 990EZ)**Public Charity Status and Public Support****2012****Open to Public
Inspection**Department of the Treasury
Internal Revenue Service

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.

Name of the organization
USF RESEARCH FOUNDATION INC**Employer identification number**

59-2959590

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 33 1/3% 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 33 1/3% 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			
(A) UNIVERSITY OF SOUTH FLORIDA	593102112	2	Yes		Yes	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 III Support 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)**Supplemental Financial Statements****2012****Open to Public
Inspection**

► Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b
 ► Attach to Form 990. ► See separate instructions.

Department of the Treasury
Internal Revenue Service

Name of the organization
USF RESEARCH FOUNDATION INC

Employer identification number
59-2959590

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)	<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education) <input type="checkbox"/> Preservation of an historically important land area
	<input type="checkbox"/> Protection of natural habitat <input type="checkbox"/> Preservation of a certified historic structure
	<input type="checkbox"/> 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	Held at the End of the Year
b Total acreage restricted by conservation easements	2a
c Number of conservation easements on a certified historic structure included in (a)	2b
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2c
3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ► _____	2d
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? <input type="checkbox"/> Yes <input type="checkbox"/> 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)? <input type="checkbox"/> Yes <input type="checkbox"/> 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 <input type="checkbox"/> Public exhibition	d <input type="checkbox"/> Loan or exchange programs
b <input type="checkbox"/> Scholarly research	e <input type="checkbox"/> Other
c <input type="checkbox"/> Preservation for future generations	

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	

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	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

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

a Board designated or quasi-endowment

b Permanent endowment

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

(ii) related organizations

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

	Yes	No
3a(i)		
3a(ii)		
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		8,739,633			8,739,633
b Buildings		51,123,140	12,688,167		38,434,973
c Leasehold improvements					
d Equipment		5,423,023	1,745,166		3,677,857
e Other		742,692			742,692
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).)					51,595,155

Part VII Investments—Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) USF FOUNDATION INVESTMENT	14,610,587	F
(B) VANGUARD 0030 PRIME MONEY MARKET	540,863	F
(C) VANGUARD 1349 ST BOND INDEX	11,293,769	F

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	13,907,281
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	1,573,506
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII)	2d	
e	Add lines 2a through 2d	2e	1,573,506
3	Subtract line 2e from line 1	3	12,333,775
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	-7,644
c	Add lines 4a and 4b	4c	-7,644
5	Total revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12)	5	12,326,131

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements	1	10,656,856
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	
e	Add lines 2a through 2d	2e	0
3	Subtract line 2e from line 1	3	10,656,856
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	
c	Add lines 4a and 4b	4c	0
5	Total expenses Add lines 3 and 4c. (This must equal Form 990, Part I, line 18)	5	10,656,856

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
DESCRIPTION OF UNCERTAIN TAX POSITIONS UNDER FIN 48	PART X, LINE 2	THE RESEARCH FOUNDATION PERIODICALLY ASSESSES WHETHER IT HAS INCURRED INCOME TAX EXPENSE OR RELATED INTEREST OR PENALTIES IN ACCORDANCE WITH ACCOUNTING FOR UNCERTAIN TAX POSITIONS. NO SUCH AMOUNTS WERE RECOGNIZED IN FISCAL YEAR 2013
PART XI, LINE 4B - OTHER ADJUSTMENTS		PARTNERSHIP INVESTMENT INCOME (LOSS) -7,644

Schedule J
(Form 990)**Compensation Information**

OMB No 1545-0047

Department of the Treasury
Internal Revenue Service

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.

2012**Open to Public Inspection**Name of the organization
USF RESEARCH FOUNDATION INC**Employer identification number**

59-2959590

Part I Questions Regarding Compensation

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

<input type="checkbox"/> First-class or charter travel	<input type="checkbox"/> Housing allowance or residence for personal use
<input type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence
<input type="checkbox"/> Tax indemnification and gross-up payments	<input type="checkbox"/> Health or social club dues or initiation fees
<input type="checkbox"/> Discretionary spending account	<input type="checkbox"/> 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

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?

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

<input type="checkbox"/> Compensation committee	<input checked="" type="checkbox"/> Written employment contract
<input type="checkbox"/> Independent compensation consultant	<input type="checkbox"/> Compensation survey or study
<input type="checkbox"/> Form 990 of other organizations	<input type="checkbox"/> 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?

Yes**No**

b Participate in, or receive payment from, a supplemental nonqualified retirement plan?

4a**No**

c Participate in, or receive payment from, an equity-based compensation arrangement?

4b**No**

If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III

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?

5a**No**

b Any related organization?

5b**No**

If "Yes," to line 5a or 5b, describe in Part III

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?

6a**No**

b Any related organization?

6b**No**

If "Yes," to line 6a or 6b, describe in Part III

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				
(1)SCOTT BESLEY DIRECTOR	(i) 0 (ii) 143,936	0	0	0	0	0	0
(2)RAJIV DUBEY DIRECTOR	(i) 0 (ii) 284,675	0	0	0	0	0	0
(3)STEPHEN KLASKO DIRECTOR	(i) 0 (ii) 372,238	125,000	9,540	15,074	20,021	542,253	0
(4)MOEZ LIMAYEN DIRECTOR	(i) 0 (ii) 153,575	0	0	0	0	0	0
(5)JOHN LONG DIRECTOR	(i) 0 (ii) 247,579	0	0	0	0	0	0
(6)RALPH WILCOX DIRECTOR	(i) 0 (ii) 349,616	0	10,882	15,767	16,838	393,103	0
(7)PAUL R SANBERG DIRECTOR & PRESIDENT	(i) 0 (ii) 386,774	71,980	1,620	24,185	18,879	503,438	0
(8)NICK TRIVUNOVICH DIRECTOR & TREASURER	(i) 0 (ii) 199,500	0	0	0	0	0	0
(9)KAREN HOLBROOK FORMER DIRECTOR & PRESIDENT	(i) 0 (ii) 352,220	0	1,620	21,175	7,150	382,165	0

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
SUPPLEMENTAL INFORMATION	PART III	THE FOUNDATION HAS NO FULL TIME EMPLOYEES KEY PERSONNEL IN SUPPORT OF THE FOUNDATION ARE UNIVERSITY EMPLOYEES AND ARE SUBJECT TO COMPENSATION, CLASSIFICATION AND ALL OTHER PERSONNEL POLICIES OF THE UNIVERSITY THE UNIVERSITY PERIODICALLY REVIEWS ITS CLASSIFICATION AND COMPENSATION STRUCTURE TO ENSURE REASONABLENESS

Schedule J (Form 990) 2012

Software ID:
Software Version:
EIN: 59-2959590
Name: USF RESEARCH FOUNDATION INC

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				
	(i)	(ii)	(iii) Other compensation				
SCOTT BESLEY	(i) 0	(ii) 143,936	(iii) 0	0	0	0	0
RAJIV DUBEY	(i) 0	(ii) 284,675	(iii) 0	0	0	0	0
STEPHEN KLASKO	(i) 0	(ii) 372,238	(iii) 125,000	0	0	0	0
MOEZ LIMAYEN	(i) 0	(ii) 153,575	(iii) 0	0	0	0	0
JOHN LONG	(i) 0	(ii) 247,579	(iii) 0	0	0	0	0
RALPH WILCOX	(i) 0	(ii) 349,616	(iii) 0	0	0	0	0
PAUL R SANBERG	(i) 0	(ii) 386,774	(iii) 71,980	0	0	0	0
NICK TRIVUNOVICH	(i) 0	(ii) 199,500	(iii) 0	0	0	0	0
KAREN HOLBROOK	(i) 0	(ii) 352,220	(iii) 0	0	0	0	0

**Schedule K
(Form 990)****Supplemental Information on Tax Exempt Bonds****2012****Open to Public
Inspection**Department of the Treasury
Internal Revenue Service

► 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.

Name of the organization
USF RESEARCH FOUNDATION INCEmployer identification number
59-2959590**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	UNIVERSITY OF SOUTH FLORIDA RESEARCH FOUNDATION INC	59-2959590		08-24-2004	18,455,000	FINANCE CONSTRUCTION OF CAPITAL IMPROVEMENTS		X		X		X

Part II Proceeds

							A		B		C		D	
							Yes	No	Yes	No	Yes	No	Yes	No
1	Amount of bonds retired													
2	Amount of bonds legally defeased													
3	Total proceeds of issue				18,455,000									
4	Gross proceeds in reserve funds													
5	Capitalized interest from proceeds													
6	Proceeds in refunding escrows													
7	Issuance costs from proceeds				131,185									
8	Credit enhancement from proceeds													
9	Working capital expenditures from proceeds													
10	Capital expenditures from proceeds				19,448,975									
11	Other spent proceeds													
12	Other unspent proceeds													
13	Year of substantial completion				2005									
14	Were the bonds issued as part of a current refunding issue?					Yes	No	Yes	No	Yes	No	Yes	No	
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?								
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	%		%		%		%	
c If "Yes" to line 8a, was any remedial action taken pursuant to Regulations sections 1 141-12 and 1 145-2?								
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	BANK OF AMERICA							
c Term of hedge	10 000000000000							
d Was the hedge superintegrated?		X						
e Was a hedge terminated?		X						

Part IV Arbitrage (Continued)

		Part IV Arbitrage (Continued)			
		A	B	C	D
Yes	No	Yes	No	Yes	No
5a Were gross proceeds invested in a guaranteed investment contract (GIC)?					

b Name of provider					
c Term of GIC					
d Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?					
6 Were any gross proceeds invested beyond an available temporary period?					
7 Has the organization established written procedures to monitor the requirements of section 148?					

Part V Procedures To Undertake Corrective Action

	Part V Procedures To Undertake Corrective Action				
	A	B	C	D	
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?					

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

Identifier	Return Reference	Explanation

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.

2012**Open to Public
Inspection**Name of the organization
USF RESEARCH FOUNDATION INC**Employer identification number**

59-2959590

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 7A	THE UNIVERSITY OF SOUTH FLORIDA PRESIDENT APPOINTS UP TO 2 FACULTY MEMBERS AND UP TO 10 NON-USF FACULTY MEMBERS TO THE BOARD OF DIRECTORS. ONE MEMBER OF THE BOARD OF DIRECTORS IS A DESIGNEE MEMBER OF THE UNIVERSITY OF SOUTH FLORIDA BOARD OF TRUSTEES

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 7B	THE PROPERTY AFFAIRS, ACTIVITIES AND CONCERNS OF THE RESEARCH FOUNDATION SHALL BE VESTED IN THE BOARD OF DIRECTORS ALL MANAGEMENT FUNCTIONS SHALL BE EXERCISED BY THE BOARD OF DIRECTORS, SUBJECT TO DELEGATION BY THE BOARD TO THE OFFICERS AND THE EXECUTIVE COMMITTEE. THE PRESIDENT OF THE UNIVERSITY OF SOUTH FLORIDA SHALL HAVE AUTHORITY AND RESPONSIBILITY TO MONITOR AND CONTROL THE USE OF THE UNIVERSITY'S RESOURCES AND NAME IN ACCORDANCE WITH APPLICABLE FLORIDA LAWS AND BOARD OF TRUSTEES AND UNIVERSITY OF SOUTH FLORIDA RULES AND POLICIES. CHANGES TO THE ARTICLES OF INCORPORATION MAY BE MADE BY TWO-THIRDS (2/3) VOTE OF THE BOARD OF DIRECTORS AT ANY MEETING OF THE BOARD, AND IN ALL INSTANCES, WITH THE WRITTEN CONCURRENCE OF THE PRESIDENT OF THE UNIVERSITY. ANY DIRECTOR OR DIRECTORS (EXCEPT FOR THE DIRECTOR APPOINTED BY THE CHAIRMAN OF THE BOARD OF TRUSTEES) MAY BE REMOVED FROM OFFICE BY THE PRESIDENT OF THE UNIVERSITY OF SOUTH FLORIDA

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 11	THE AUDIT COMMITTEE REVIEWS AND RECOMMENDS ACCEPTANCE OF THE FORM 990 PRIOR TO ITS SUBMISSION ALSO, A COPY OF THE FORM 990 IS SENT TO THE FULL BOARD OF DIRECTORS FOR THEIR REVIEW PRIOR TO FILING WITH THE IRS

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 12C	THE CONFLICT OF INTEREST POLICY REQUIRES ANNUAL DISCLOSURE, PROVIDES FOR A HEARING PROCESS FOR SUSPECTED VIOLATIONS AND CORRECTIVE OR DISCIPLINARY ACTION SHOULD THAT HEARING PROCESS DETERMINE A VIOLATION PRIOR TO TAKING A SEAT AS A DIRECTOR OR A COMMITTEE MEMBER, AND ANNUALLY THEREAFTER AS LONG AS SUCH PERSON CONTINUES TO SERVE AS A DIRECTOR OR COMMITTEE MEMBER, SUCH PERSON SHALL COMPLETE, SIGN AND DELIVER TO THE PRESIDENT OF THE ORGANIZATION A DISCLOSURE STATEMENT AFFIRMING THAT SUCH PERSON (A) HAS RECEIVED A COPY OF THE ORGANIZATION'S CONFLICTS OF INTEREST POLICY, (B) HAS READ AND UNDERSTANDS THE POLICY, (C) HAS AGREED TO COMPLY WITH THE POLICY, AND (D) UNDERSTANDS THAT THE ORGANIZATION IS A CHARITABLE ORGANIZATION AND THAT IN ORDER TO MAINTAIN ITS FEDERAL TAX EXEMPTION IT MUST ENGAGE PRIMARILY IN ACTIVITIES WHICH ACCOMPLISH ONE OR MORE OF ITS TAX-EXEMPT PURPOSES. IN THE EVENT OF A CONFLICT, THAT PERSON WILL RECUSE HIMSELF/HERSELF FROM ALL DISCUSSIONS AND VOTES

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 15	THE FOUNDATION ADHERES TO AN OUTLINED PHILOSOPHY AND STRATEGY WITH REGARDING HOW IT DETERMINES COMPENSATION FOR ITS EXECUTIVE DIRECTOR. THE BASIC PRINCIPLES ARE TO ENSURE PAY IS COMPETITIVE, IS ENHANCED FOR THE ACQUISITION AND APPLICATION OF COMPETENCIES/CONTRIBUTIONS VALUED BY USF, AND IS ENHANCED FOR SUCCESSFUL OUTCOMES. THE USF RESEARCH FOUNDATION DOES NOT HAVE A FORMAL PROCESS FOR DETERMINING COMPENSATION OF OTHER OFFICERS AS IT DOES NOT COMPENSATE ANY OF ITS BOARD MEMBERS, AND THE OFFICERS ARE COMPENSATED THROUGH A RELATED TAX EXEMPT ORGANIZATION (THE UNIVERSITY OF SOUTH FLORIDA). KEY PERSONNEL IN SUPPORT OF THE FOUNDATION ARE SUBJECT TO COMPENSATION, CLASSIFICATION AND ALL OTHER PERSONNEL POLICIES OF THE UNIVERSITY TO ENSURE REASONABLENESS

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION C, LINE 19	IT IS THE RESEARCH FOUNDATION'S POLICY, UPON RECEIPT OF A REASONABLE AND SPECIFIC REQUEST IN WRITING, TO MAKE PUBLIC RESEARCH FOUNDATION FINANCIAL INFORMATION, INCLUDING EXPENDITURES FROM RESEARCH FOUNDATION FUNDS, DOCUMENTATION REGARDING COMPLETED BUSINESS TRANSACTIONS AND INFORMATION ABOUT THE INVESTMENT AND MANAGEMENT OF RESEARCH FOUNDATION ASSETS, HOWEVER, THE RESEARCH FOUNDATION WILL NOT RELEASE PROPRIETARY INFORMATION. THE FINANCIAL STATEMENTS ARE MADE AVAILABLE ON THE USF RESEARCH FOUNDATION WEBSITE.

Identifier	Return Reference	Explanation
CHANGES IN NET ASSETS OR FUND BALANCES	FORM 990, PART XI, LINE 9	PARTNERSHIP INVESTMENT INCOME (LOSS) 7,644

Identifier	Return Reference	Explanation
	FORM 990, PART XII, LINE 2C	<p>THE AUDIT COMMITTEE IS EMPOWERED TO APPOINT, COMPENSATE, AND OVERSEE THE WORK OF THE PUBLIC ACCOUNTING FIRM EMPLOYED BY THE ORGANIZATION TO CONDUCT THE ANNUAL AUDIT. THE INDEPENDENT ACCOUNTANTS WILL REPORT DIRECTLY TO THE AUDIT COMMITTEE. THE AUDIT COMMITTEE WILL RESOLVE ANY DISAGREEMENTS BETWEEN MANAGEMENT AND THE AUDITOR REGARDING FINANCIAL REPORTING AND WILL PRE-APPROVE ALL AUDITING AND PERMITTED NON-AUDIT SERVICES PERFORMED BY THE ORGANIZATION'S EXTERNAL AUDIT FIRM. THE COMMITTEE MAY DELEGATE AUTHORITY TO SUBCOMMITTEES, INCLUDING THE AUTHORITY TO PRE-APPROVE ALL AUDITING AND PERMITTED NON-AUDIT SERVICES, PROVIDING THAT SUCH DECISIONS ARE PRESENTED TO THE FULL COMMITTEE AT ITS NEXT SCHEDULED MEETING. THE AUDIT COMMITTEE WILL REVIEW SIGNIFICANT ACCOUNTING AND REPORTING ISSUES AND UNDERSTAND THEIR IMPACT ON THE FINANCIAL STATEMENTS. THESE ISSUES INCLUDE 1) COMPLEX OR UNUSUAL TRANSACTIONS AND HIGHLY JUDGMENTAL AREAS 2) MAJOR ISSUES REGARDING ACCOUNTING PRINCIPLES AND FINANCIAL STATEMENT PRESENTATIONS, INCLUDING ANY SIGNIFICANT CHANGES IN THE ORGANIZATION'S SELECTION OR APPLICATION OF ACCOUNTING PRINCIPLES 3) THE EFFECT OF REGULATORY AND ACCOUNTING INITIATIVES, AS WELL AS OFF-BALANCE SHEET STRUCTURES, ON THE FINANCIAL STATEMENTS OF THE ORGANIZATION 4) REVIEW ANALYSES PREPARED BY MANAGEMENT AND/OR THE INTERNAL/INDEPENDENT AUDITOR SETTING FORTH SIGNIFICANT FINANCIAL REPORTING ISSUES AND JUDGMENTS MADE IN CONNECTION WITH THE PREPARATION OF THE FINANCIAL STATEMENTS, INCLUDING ANALYSES OF THE EFFECTS OF ALTERNATIVE ACCOUNTING METHODS ON THE FINANCIAL STATEMENTS 5) REVIEW WITH MANAGEMENT, THE INTERNAL AUDITORS AND THE EXTERNAL AUDITORS THE RESULTS OF THE AUDITS, INCLUDING ANY DIFFICULTIES ENCOUNTERED. THIS REVIEW WILL INCLUDE ANY RESTRICTIONS ON THE SCOPE OF THE INDEPENDENT AUDITOR'S ACTIVITIES OR ON ACCESS TO REQUESTED INFORMATION, AND ANY SIGNIFICANT DISAGREEMENTS WITH MANAGEMENT 6) DISCUSS THE ANNUAL AUDITED FINANCIAL STATEMENTS WITH MANAGEMENT AND THE EXTERNAL AUDITORS</p>

SCHEDULE R
(Form 990)

Related Organizations and Unrelated Partnerships

2012

► 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.

Open to Public
InspectionDepartment of the Treasury
Internal Revenue ServiceName of the organization
USF RESEARCH FOUNDATION INCEmployer identification number
59-2959590

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
(1) CAUSF OFFICE LLC 3802 SPECTRUM BLVD SUITE 100 TAMPA, FL 33612 55-085821	REAL ESTATE	FL	0	0	N/A
(2) CAUSF RESEARCH LLC 3802 SPECTRUM BLVD SUITE 100 TAMPA, FL 33612 34-1982817	REAL ESTATE	FL	0	0	N/A

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
(1) UNIVERSITY OF SOUTH FLORIDA 4202 E FOWLER AVENUE TAMPA, FL 33620 59-3102112	EDUCATION	FL	115(I)	N/A	N/A	No

Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 1 because it had one or more related organizations treated as a partnership during the tax year.)

Part III

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.)

Part IV

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	Yes	
1d		No
1e		No
1f		No
1g		No
1h		No
1i		No
1j	Yes	
1k		No
1l		No
1m		No
1n		No
1o	Yes	
1p		No
1q	Yes	
1r	Yes	
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
(1) UNIVERSITY OF SOUTH FLORIDA	C	700,000	FMV
(2) UNIVERSITY OF SOUTH FLORIDA	J	5,957,049	FMV
(3) UNIVERSITY OF SOUTH FLORIDA	O	996,286	FMV
(4) UNIVERSITY OF SOUTH FLORIDA	Q	293,084	FMV
(5) UNIVERSITY OF SOUTH FLORIDA	R	1,271,066	FMV

Part VI **Unrelated Organizations Taxable as a Partnership** (Complete if the organization answered "Yes" to Form 990, Part IV, line 37.)

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.

Software ID:
Software Version:
EIN: 59-2959590
Name: USF RESEARCH FOUNDATION INC

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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