SUPPLEMENT TO:
OFFICIAL STATEMENT
Dated May 14, 2014
Relating to
$94,625,000
UNIVERSITY OF CINCINNATI
General Receipts Bonds,
Series 2014B

This Supplement to the Official Statement dated May 14, 2014 (the “Supplement”) relating to the above-referenced bonds, supplements and amends page 3 of the Official Statement to add the second paragraph under the subheading “Original Purchaser”:

Morgan Stanley, parent company of Morgan Stanley & Co. LLC., an underwriter of the Bonds, has entered into a retail distribution arrangement with its affiliate Morgan Stanley Smith Barney LLC. As part of the distribution arrangement, Morgan Stanley & Co. LLC may distribute municipal securities to retail investors through the financial advisor network of Morgan Stanley Smith Barney LLC. As part of this arrangement, Morgan Stanley & Co. LLC may compensate Morgan Stanley Smith Barney LLC for its selling efforts with respect to the Bonds.
NEW ISSUE

In the opinion of Peck, Shaffer & Williams, A division of Dinsmore & Shohl LLP, Bond Counsel, under existing law (i) interest, including original issue discount, on the Series 2014B Bonds is excludible from gross income of the holders thereof for purposes of federal income taxation and (ii) interest on the Series 2014B Bonds is not a specific item of tax preference for purposes of the federal alternative minimum tax imposed on individuals and corporations, all subject to the qualifications described herein under the heading “TAX MATTERS”. Receipt of interest on the Series 2014B Bonds is also exempt from certain taxes in Ohio (see “TAX MATTERS” herein).

The University has deemed this Official Statement to be final for the purposes of Securities and Exchange Commission Rule 15c2-12(b)(3).

$94,625,000
UNIVERSITY OF CINCINNATI
General Receipts Bonds,
Series 2014B

Dated: Date of Issuance
Due: June 1, as shown below

Principal is payable each June 1 as shown on the inside cover page hereof. Semi-annual interest is payable June 1 and December 1, commencing December 1, 2014 at the designated office of The Bank of New York Mellon Trust Company, N.A. The Series 2014B Bonds are issuable as fully registered bonds without coupons.

<table>
<thead>
<tr>
<th>Principal Payment Date</th>
<th>Amount</th>
<th>Interest Rate</th>
<th>Yield</th>
<th>CUSIP #*</th>
</tr>
</thead>
<tbody>
<tr>
<td>2015</td>
<td>$165,000</td>
<td>5.00%</td>
<td>0.230%</td>
<td>914119 YT3</td>
</tr>
<tr>
<td>2016</td>
<td>175,000</td>
<td>5.00%</td>
<td>0.400%</td>
<td>914119 YU0</td>
</tr>
<tr>
<td>2017</td>
<td>1,430,000</td>
<td>5.00%</td>
<td>0.700%</td>
<td>914119 YV8</td>
</tr>
<tr>
<td>2018</td>
<td>4,285,000</td>
<td>5.00%</td>
<td>1.020%</td>
<td>914119 YW6</td>
</tr>
<tr>
<td>2019</td>
<td>4,405,000</td>
<td>5.00%</td>
<td>1.570%</td>
<td>914119 YX4</td>
</tr>
<tr>
<td>2020</td>
<td>4,855,000</td>
<td>5.00%</td>
<td>1.650%</td>
<td>914119 YY2</td>
</tr>
<tr>
<td>2021</td>
<td>5,090,000</td>
<td>5.00%</td>
<td>1.910%</td>
<td>914119 YZ9</td>
</tr>
<tr>
<td>2022</td>
<td>5,350,000</td>
<td>5.00%</td>
<td>2.110%</td>
<td>914119 ZA3</td>
</tr>
<tr>
<td>2023</td>
<td>3,370,000</td>
<td>5.00%</td>
<td>2.280%</td>
<td>914119 ZB1</td>
</tr>
<tr>
<td>2024</td>
<td>3,545,000</td>
<td>5.00%</td>
<td>2.400%</td>
<td>914119 ZC9</td>
</tr>
<tr>
<td>2025</td>
<td>6,325,000</td>
<td>5.00%</td>
<td>2.510%</td>
<td>914119 ZD7</td>
</tr>
</tbody>
</table>

The Series 2014B Bonds are subject to optional and mandatory sinking fund redemption as described herein.

The Series 2014B Bonds are issuable as registered bonds without coupons in the denomination of $5,000 and integral multiples of $5,000.

The Series 2014B Bonds are to be secured by a lien on and payable from the General Receipts (as defined on page 6 herein) of the University, on a parity with the $1,020,450,000 of outstanding Obligations (which includes $23,900,000 of General Receipts Bond Anticipation Notes, Series 2014A (the “Series 2014A Notes”) to be issued on May 9, 2014, and also includes the University’s General Receipts Bonds which are anticipated to be refunded by the Series 2014B Bonds, as described herein). The Series 2014B Bonds are issued pursuant to a Trust Agreement dated as of May 1, 1974, as supplemented, which was amended and restated in its entirety by the Amended and Restated Trust Agreement dated as of May 1, 2001 between the University of Cincinnati (the “University”) and The Bank of New York Mellon Trust Company, N.A., New Albany, Ohio, Trustee (the “Trustee”), as successor to The Bank of New York Trust Company, N.A., New Albany, Ohio, as successor to Fifth Third Bank.

The Series 2014B Bonds will be issuable under a book-entry system, registered in the name of The Depository Trust Company (“DTC”) or its nominee. There will be no distribution of Series 2014B Bonds to the ultimate purchasers. See Appendix C - “BOOK-ENTRY SYSTEM” herein.

The University is a state university of the State of Ohio. The Series 2014B Bonds are not obligations of the State of Ohio, and not general obligations of the University and the faith and credit of the University is not pledged to the payment thereof. The Series 2014B Bonds are payable from the General Receipts of the University. Certain receipts of the University, including State appropriations, are excluded from General Receipts. The holders and owners of the Series 2014B Bonds shall have no right to have excises or taxes levied by the General Assembly for the payment of principal, interest or any premium.

THIS COVER PAGE CONTAINS CERTAIN INFORMATION FOR QUICK REFERENCE ONLY. IT IS NOT A SUMMARY OF THIS ISSUE. INVESTORS MUST READ THE ENTIRE OFFICIAL STATEMENT TO OBTAIN INFORMATION ESSENTIAL TO THE MAKING OF AN INFORMED INVESTMENT DECISION.

The Series 2014B Bonds are offered when, as and if issued and received by the original purchaser, subject to the unqualified approval of legality by Peck, Shaffer & Williams, A division of Dinsmore & Shohl LLP, Cincinnati, Ohio. Certain legal matters will be passed upon for the University by Thompson Hine LLP. The University's financial adviser is Public Financial Management, Inc., Cleveland, Ohio. It is expected that the Series 2014B Bonds in definitive form will be available for delivery in New York, New York through DTC, on May 28, 2014.

* See inside front cover.
CUSIP data herein are provided by Standard & Poor’s. CUSIP Service Bureau, a division of The McGraw-Hill Companies, Inc. CUSIP numbers have been assigned by an independent company not affiliated with the University and are included solely for the convenience of the holders of the Series 2014B Bonds. The University is not responsible for the selection or uses of these CUSIP numbers, and no representation is made as to their correctness on the Series 2014B Bonds or as indicated above. The CUSIP number for a specific maturity is subject to being changed after the issuance of the Series 2014B Bonds as a result of various subsequent actions.
APPENDICES:

APPENDIX A - The University of Cincinnati
APPENDIX B - Summary of Restated Trust Agreement
APPENDIX C - Book Entry System
APPENDIX D - Form of Legal Opinion of Bond Counsel
APPENDIX E - Continuing Disclosure Agreement
INTRODUCTION

The purpose of this Official Statement, which includes the cover page and appendices hereto, is to provide certain information with respect to the issuance of $94,625,000 General Receipts Bonds, Series 2014B (the “Series 2014B Bonds”) of the University of Cincinnati (the “University”), Cincinnati, Ohio.

This introduction is not a summary of this Official Statement. It is only a brief description of and guide to, and is qualified by, more complete and detailed information contained in the entire Official Statement, including the cover page and appendices hereto, and the documents summarized or described herein. A full review should be made of the entire Official Statement.

The offering of Series 2014B Bonds to potential investors is made only by means of the entire Official Statement.

The Issuer

The Series 2014B Bonds are being issued by the University of Cincinnati (the “University”), a state university of the State of Ohio (the “State”). See “THE UNIVERSITY” herein.

Sources of Payment for the Series 2014B Bonds

The Series 2014B Bonds are payable from and secured by a lien on the General Receipts of the University. The Series 2014B Bonds are not obligations of the State of Ohio and the faith and credit of the State shall not be pledged to the payment thereof, and the holders and the owners of the Series 2014B Bonds shall have no right to have excises or taxes levied by the General Assembly for the payment of principal, interest or any premium. The Series 2014B Bonds are not general obligations of the University and the faith and credit of the University is not pledged to the payment thereof. The Series 2014B Bonds are payable from the General Receipts of the University. Certain receipts of the University, including State appropriations, are excluded from General Receipts. (See “SECURITY” herein.)

Purpose of the Series 2014B Bonds

The net proceeds of the Series 2014B Bonds will be used to (1) finance (a) a portion of the Student Information System Replacement project, (b) a portion of the Teacher’s College/Dyer Hall Rehabilitation Phase 3 project, and (c) the Roof Replacement Phases 6 and 7 project, (2) currently refund $1,060,000 of outstanding General Receipts Bonds, Series 2004A, dated January 29, 2004 (the “Series 2004A Bonds”) stated to mature June 1, 2020 through June 1, 2025, $425,000 stated to mature June 1, 2027, and $970,000 stated to mature June 1, 2031, (3) advance refund $22,305,000 of the General

**Description of the Series 2014B Bonds**

The Series 2014B Bonds are subject to mandatory sinking fund redemption and optional redemption, respectively, as herein described (see “SECURITY - Mandatory Sinking Fund Redemption” and “- Optional Redemption” herein).

The record date for the Series 2014B Bonds is the fifteenth day of the calendar month next preceding each June 1 and December 1 Interest Payment Date.

The Depository Trust Company (“DTC”), New York, New York, will act as securities depository for the Series 2014B Bonds. The Series 2014B Bonds will be issued as fully-registered securities registered in the name of Cede & Co. (DTC’s partnership nominee). One fully-registered Series 2014B Bond certificate will be issued for the entire amount and will be deposited with DTC.

The Series 2014B Bonds will be issuable under a book entry system, registered in the name of DTC or its nominee. There will be no distribution of Series 2014B Bonds to the ultimate purchasers (see Appendix C - “BOOK-ENTRY SYSTEM”).

**Tax Matters**

In the opinion of Peck, Shaffer & Williams, A division of Dinsmore & Shohl LLP, Bond Counsel, under existing law (i) interest on the Series 2014B Bonds is excludible from gross income of the holders thereof for purposes of federal income taxation and (ii) interest on the Series 2014B Bonds will not be a specific item of tax preference for purposes of the federal alternative minimum tax imposed on individuals and corporations, all subject to the qualifications described herein under the heading “TAX MATTERS”. Receipt of interest on the Series 2014B Bonds is also exempt from certain taxes in Ohio (see “TAX MATTERS” herein).

See Appendix D hereto for the form of the opinion Bond Counsel proposes to deliver in connection with the Series 2014B Bonds.

**Parties to the Issuance of the Series 2014B Bonds**

The University is the issuer of the Series 2014B Bonds. Counsel for the University is Thompson Hine LLP, Cincinnati, Ohio. The Trustee for the Series 2014B Bonds is The Bank of New York Mellon Trust Company, N.A., New Albany, Ohio. Legal matters incident to the issuance of the Series 2014B Bonds and with regard to the status of the interest thereon are subject to the approving legal opinion of Peck, Shaffer & Williams, A division of Dinsmore & Shohl LLP, Cincinnati, Ohio, Bond Counsel. The University’s Financial Advisor in connection with the Series 2014B Bonds is Public Financial Management, Inc., Cleveland, Ohio.

**Original Purchaser**

The Series 2014B Bonds have been purchased by Morgan Stanley & Co. LLC (the “Original Purchaser”), at the price of $105,698,344.50, after having been determined by the University and named in the Certificate of Award, as providing the lowest true interest cost in accordance with the Notice of Sale. The Original Purchaser has reoffered the Series 2014B Bonds at the price of $106,091,038.25.
Authority for Issuance

Issuance of the Series 2014B Bonds is authorized pursuant to general laws of the State of Ohio, particularly Chapter 3345 of the Ohio Revised Code (the “Act”). The pledge of fees to secure the Series 2014B Bonds was approved by the Ohio Board of Regents on April 18, 2014. The Series 2014B Bonds are being issued pursuant to the Act and the resolution of the University’s Board of Trustees (the “Board”), adopted August 27, 2013 and February 18, 2014 (together, the “Bond Resolution”). See “AUTHORITY” herein. The Series 2014B Bonds are offered when, as and if issued by the University. The Series 2014B Bonds will be delivered on May 28, 2014.

Disclosure Information

This Official Statement speaks only as of its date, and the information contained herein is subject to change. This Official Statement and continuing disclosure documents of the University are intended to be made available through one or more repositories. Copies of the basic documentation relating to the Series 2014B Bonds, including the authorizing resolution and the bond forms, are available from the Trustee.

The University deems this Official Statement to be final for the purposes of Securities and Exchange Commission Rule 15c2-12(b)(3).

Additional Information

Additional information concerning this Official Statement, as well as copies of the basic documentation relating to the Series 2014B Bonds, may be obtained from Public Financial Management, Inc., Plaza South One, 7251 Engle Road, Suite 115, Cleveland, Ohio 44103; telephone 440-239-7070 or pughb@pfm.com, through the offering period for the Series 2014B Bonds.
REGARDING THIS OFFICIAL STATEMENT

This Official Statement does not constitute an offering of any security other than the original offering of the Series 2014B Bonds of the University. No dealer, broker, salesman or other person has been authorized by the University to give any information or to make any representation, other than those contained in this Official Statement, and, if given or made, such other information or representations must not be relied upon as having been authorized by the University. This Official Statement does not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the Series 2014B Bonds by any person in any jurisdiction in which it is unlawful for such person to make such offer, solicitation or sale.

The information and expressions of opinion herein are subject to change without notice. Neither the delivery of this Official Statement nor any sale made hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of the University since the date hereof.

Upon issuance, the Series 2014B Bonds will not be registered by the University under any federal or state securities law, and will not be listed on any stock or other securities exchange. Neither the Securities and Exchange Commission nor any other federal, state, municipal or other governmental entity or agency (except the University) will have, at the request of the University, passed upon the accuracy or adequacy of this Official Statement or approved the Series 2014B Bonds for sale.

All financial and other information presented in this Official Statement has been provided by the University from its records, except for information expressly attributed to other sources. The presentation of information, including tables of receipts from taxes and other sources, is intended to show recent historic information, and is not intended to indicate future or continuing trends in the financial position or other affairs of the University. No representation is made that past experience, as is shown by that financial and other information, will necessarily continue or be repeated in the future.

Insofar as the statements contained in this Official Statement involve matters of opinion or estimates, even if not expressly stated as such, such statements are made as such and not as representations of fact or certainty. No representation is made that any of such statements have been or will be realized, and such statements should be regarded as suggesting independent investigation or consultation of other sources prior to the making of investment decisions. Certain information may not be current; however, attempts were made to date and document sources of information.

References herein to provisions of Ohio law, whether codified in the Ohio Revised Code (the “Revised Code”) or uncodified, or to the provisions of the Ohio Constitution or the University’s resolutions, are references to such provisions as they presently exist. Any of these provisions may from time to time be amended, repealed or supplemented.

As used in this Official Statement, “debt service” means principal of, interest and any premium on, the obligations referred to, “State” or “Ohio” means the State of Ohio and “Fiscal Year” or “FY” means the University’s Fiscal Year, currently the 12-month period from July 1 to June 30, and references to a particular Fiscal Year means the Fiscal Year ending on June 30 in the indicated year.
AUTHORITY

The issuance of the Series 2014B Bonds is authorized pursuant to general laws of the State of Ohio, particularly Section 3345.12 of the Ohio Revised Code (the “Act”). The Series 2014B Bonds are being issued pursuant to the Act and the Amended and Restated Trust Agreement dated as of May 1, 2001 (the “Restated Trust Agreement”) by and between the University and The Bank of New York Mellon Trust Company, N.A., New Albany, Ohio, as Trustee (the “Trustee”).

In 1974, the predecessor of the University and The Bank of New York Mellon Trust Company, N.A. (as successor trustee), as Trustee, entered into a Trust Agreement dated as of May 1, 1974 (the “Original Trust Agreement”). Upon conversion from a municipally owned institution to a state-university on July 1, 1977, the duties and obligations of the predecessor of the University under the Original Trust Agreement, as supplemented, were assumed by the Board of Trustees of the University, pursuant to the terms of the Third Supplemental Trust Agreement dated as of July 1, 1977. The Original Trust Agreement incorporated the General Bond Resolution, adopted by the Board of Directors of the predecessor of the University on May 7, 1974, under which the University issued multiple series of its Bonds.

On May 16, 2001, the University supplemented and amended the Original Trust Agreement in its entirety when the University and the Trustee executed and delivered the Restated Trust Agreement (“the Trust Agreement”). The terms and provisions of the Restated Trust Agreement control both outstanding Bonds and all obligations of the University issued pursuant to the Restated Trust Agreement. See “Appendix B - Summary of Restated Trust Agreement”.

Under the Act, the University is authorized to construct auxiliary facilities and educational facilities, both defined under the Act (herein the “University Facilities”), borrow money to pay for such construction, and repay or restore moneys advanced for that purpose from other funds of the University. It is empowered to issue bonds and notes in anticipation of the issuance of bonds (the “Obligations”), such notes and bonds to be secured by a pledge of and lien on the General Receipts, as hereafter defined, of the University, provided such notes and bonds are not general obligations of the State. The Series 2014B Bonds are issued under the foregoing authority and are special obligations of the University.

The University is a state university, which is a body politic and corporate and an instrumentality of the State. The Series 2014B Bonds are not obligations of the State and are not general obligations of the University and the faith and credit of the University nor the State is pledged to the payment thereof, and the holders and owners of the Series 2014B Bonds have no right to have excises or taxes levied by the General Assembly for the payment of principal, interest or any premium with respect to the 2014B Bonds. Certain receipts of the University, including State appropriations, are excluded from General Receipts. The Series 2014B Bonds are payable from the General Receipts of the University.

SECURITY

Payment of the principal and interest on the Series 2014B Bonds is secured by a pledge of the General Receipts of the University (as defined below), which amounted in Fiscal Year 2013 to $648,435,000. The pledge of the General Receipts secures all outstanding Obligations of the University issued under the Restated Trust Agreement on a parity basis. Obligations are defined in the Restated Trust Agreement as the University’s Bonds and Notes. Additional Obligations may be issued by the University under the Restated Trust Agreement, and such additional Obligations will be secured by a pledge of the General Receipts on a parity with the pledge securing the then outstanding Obligations, provided, among other things, that the General Receipts for the most recently completed Fiscal Year are

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at least one and one-half times the Maximum Annual Debt Service on all Obligations outstanding and to be outstanding after the issuance of the Obligations then under consideration.

The General Receipts of the University are defined as all moneys received by the University, except: (i) moneys raised by state appropriations and taxation, (ii) any grants, gifts, donations and pledges and receipts therefrom which under restrictions imposed in the grant or promise thereof or as a condition of the receipt thereof are not available for payment of Debt Service Charges, and (iii) any special fee charged pursuant to Section 154.21(D) of the Ohio Revised Code and receipts therefrom.

Rate Covenant

The University has covenanted in the Restated Trust Agreement that as long as any Obligations are outstanding, the University will fix, make, adjust and collect such fees, rates, rentals, charges, and other items of General Receipts so that there will inure to the University General Receipts, in view of other revenues and resources available to the University, sufficient (i) to pay Debt Service Charges then due or to become due in the current Fiscal Year, (ii) to pay all costs and expenses required to be paid under the Restated Trust Agreement and (iii) all other costs and expenses necessary for the proper maintenance and successful and continuous operation of the University.

Optional Redemption

The Series 2014B Bonds stated to mature on or after June 1, 2025, are subject to redemption at the option of the University in whole or in part on any date on or after June 1, 2024, on thirty days’ notice, at the price of the principal amount redeemed plus accrued interest to the redemption date. The University shall have the right to choose specific maturities of Series 2014B Bonds for optional redemption and if less than all of a maturity is to be called for redemption, the Trustee shall select which Series 2014B Bonds in that maturity are to be redeemed by lot in such manner as determined by the Trustee.

PURPOSE OF SERIES 2014B BONDS

The net proceeds of the Series 2014B Bonds will be used to (1) finance (a) a portion of the Student Information System Replacement project, (b) a portion of the Teacher’s College/Dyer Hall Rehabilitation Phase 3 project, and (c) the Roof Replacement Phases 6 and 7 project, (2) currently refund $1,060,000 of outstanding General Receipts Bonds, Series 2004A, dated January 29, 2004 (the “Series 2004A Bonds”) stated to mature June 1, 2020 through June 1, 2025, $425,000 stated to mature June 1, 2027, and $970,000 stated to mature June 1, 2031, (3) advance refund $22,305,000 of the Series 2006A Bonds stated to mature in the years 2018 through 2026, and (4) pay costs of issuance of the Series 2014B Bonds.
**SOURCES AND USES OF SERIES 2014B BONDS**

**Sources:**

<table>
<thead>
<tr>
<th>Description</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
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<td>Series 2014B Bonds</td>
<td>$94,625,000.00</td>
</tr>
<tr>
<td>Net Premium</td>
<td>$11,466,038.25</td>
</tr>
<tr>
<td><strong>Total Sources</strong></td>
<td><strong>$106,091,038.25</strong></td>
</tr>
</tbody>
</table>

**Uses:**

<table>
<thead>
<tr>
<th>Description</th>
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</thead>
<tbody>
<tr>
<td>Project Fund</td>
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<tr>
<td>Escrow for Refunded Bonds</td>
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<td>Underwriter’s Discount</td>
<td>$392,693.75</td>
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<tr>
<td>Costs of Issuance</td>
<td>$342,248.74</td>
</tr>
<tr>
<td><strong>Total Uses</strong></td>
<td><strong>$106,091,038.25</strong></td>
</tr>
</tbody>
</table>

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OUTSTANDING OBLIGATIONS

The following table presents for each bond year ending June 1, the amount required for the payment of principal due on the University’s outstanding obligations whether by maturity or mandatory redemption, for the payment of interest on said Bonds, and for the total debt service on said Bonds. The table also presents the annual Debt Service Charges for the University’s outstanding notes, determined in accordance with the provisions of the Restated Trust Agreement. The General Receipts of the University for the year ending June 30, 2013, were $648,435,000. Maximum Debt Service on all Obligations (including the Series 2014B Bonds and the Series 2014A Notes) is $100,586,968 (2018). Coverage of maximum debt service on all Obligations for the Fiscal Year 2018 would be 6.45 times (based on General Receipts of $648,435,000).

<table>
<thead>
<tr>
<th>Bond Year Ending June 1</th>
<th>General Receipts Bonds, Series 2014B</th>
<th>General Receipts Bonds, other than Series 2014B Bonds¹</th>
<th>General Receipts Bond Anticipation Notes²</th>
<th>Total Debt Service</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Principal</td>
<td>Interest</td>
<td>Subtotal</td>
<td>Debt Service</td>
</tr>
<tr>
<td>2014</td>
<td>-</td>
<td>-</td>
<td>4,388,051.25</td>
<td>84,571,652</td>
</tr>
<tr>
<td>2015</td>
<td>165,000</td>
<td>4,223,051.25</td>
<td>4,388,051.25</td>
<td>85,919,021</td>
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<tr>
<td>2016</td>
<td>175,000</td>
<td>4,179,900.00</td>
<td>4,354,900.00</td>
<td>90,202,681</td>
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<tr>
<td>2017</td>
<td>1,430,000</td>
<td>4,171,150.00</td>
<td>5,601,150.00</td>
<td>93,276,372</td>
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<td>2018</td>
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<td>4,099,650.00</td>
<td>8,384,650.00</td>
<td>90,622,318</td>
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<td>2019</td>
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<td>3,885,400.00</td>
<td>8,380,400.00</td>
<td>85,621,112</td>
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<td>2020</td>
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<td>3,660,650.00</td>
<td>8,515,650.00</td>
<td>83,154,539</td>
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<td>2021</td>
<td>5,090,000</td>
<td>3,417,900.00</td>
<td>8,507,900.00</td>
<td>81,342,476</td>
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<td>2022</td>
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<td>3,163,400.00</td>
<td>8,513,400.00</td>
<td>77,995,217</td>
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<td>2023</td>
<td>3,370,000</td>
<td>2,895,900.00</td>
<td>6,265,900.00</td>
<td>74,051,455</td>
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<td>2024</td>
<td>3,545,000</td>
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<td>6,272,400.00</td>
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<tr>
<td>2025</td>
<td>6,325,000</td>
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<td>8,875,150.00</td>
<td>65,280,395</td>
</tr>
<tr>
<td>2026</td>
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<td>2,233,900.00</td>
<td>8,863,900.00</td>
<td>62,206,968</td>
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<tr>
<td>2027</td>
<td>5,400,000</td>
<td>1,902,400.00</td>
<td>7,302,400.00</td>
<td>61,504,571</td>
</tr>
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<td>2028</td>
<td>5,560,000</td>
<td>1,740,400.00</td>
<td>7,300,400.00</td>
<td>60,563,781</td>
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<td>2029</td>
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<td>1,518,000.00</td>
<td>7,303,000.00</td>
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<tr>
<td>2030</td>
<td>6,020,000</td>
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<td>7,306,600.00</td>
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<tr>
<td>2031</td>
<td>6,255,000</td>
<td>1,045,800.00</td>
<td>7,300,800.00</td>
<td>49,577,541</td>
</tr>
<tr>
<td>2032</td>
<td>3,830,000</td>
<td>795,600.00</td>
<td>4,625,600.00</td>
<td>35,106,228</td>
</tr>
<tr>
<td>2033</td>
<td>3,980,000</td>
<td>642,400.00</td>
<td>4,622,400.00</td>
<td>34,983,529</td>
</tr>
<tr>
<td>2034</td>
<td>4,135,000</td>
<td>483,200.00</td>
<td>4,618,200.00</td>
<td>37,352,606</td>
</tr>
<tr>
<td>2035</td>
<td>3,895,000</td>
<td>317,800.00</td>
<td>4,212,800.00</td>
<td>21,344,363</td>
</tr>
<tr>
<td>2036</td>
<td>4,050,000</td>
<td>162,000.00</td>
<td>4,212,000.00</td>
<td>21,153,750</td>
</tr>
<tr>
<td>2037</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>20,955,295</td>
</tr>
<tr>
<td>2038</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>20,741,951</td>
</tr>
<tr>
<td>2039</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>19,112,143</td>
</tr>
</tbody>
</table>

$94,625,000 $51,102,651.25 $145,727,651.25 $1,532,890,897 $39,500,000 $1,718,118,548

¹ All University General Receipts Debt Service (except as shown under Notes Debt Service). Any Build America Bond debt service is shown as gross debt service and not netted for the subsidy.

² $23,900,000 of Series 2014A BANs converted to 25 year bonds using Bond Buyer 20 Index (May 8, 2014 - 4.31%).
The University has $45,755,000 of capital lease obligations which have been issued as Certificates of Participation, a $39,990,000 obligation with respect to the financing of two projects for the King Highland Community Urban Redevelopment Corporation (“King Highland”) and a $49,220,000 obligation with respect to the financing of a housing complex for the University Heights Community Urban Redevelopment Corporation (“UHCURC”) (see “THE UNIVERSITY -- Other Indebtedness” herein). While the University’s lease obligations are payable from the University’s General Receipts, they are not secured by a pledge of the General Receipts and the certificate holder’s, UHCURC’s and King Highland’s claim on the General Receipts is subordinate to that of holders of the University’s Obligations. Coverage of maximum annual debt service for all Obligations and the University’s certificates of participation and lease obligations with respect to UHCURC and King Highland for the Fiscal Year 2018 would be approximately 5.81 times (based on Fiscal Year 2013 General Receipts of $648,435,000).

THE REFUNDING PROGRAM

The University has determined that it is in its best interest to provide moneys to advance refund the June 1, 2018 through June 1, 2026 maturities of the Series 2006A Bonds (the “Advance Refunded Bonds”) and currently refund the June 1, 2020 through June 1, 2025, the 2027 and the 2031 maturities of the Series 2004A Bonds (the “Currently Refunded Bonds”) in order to achieve lower debt service and to lower the effective interest costs of the amounts financed. The moneys required to refund the Currently Refunded Bonds and the Advance Refunded Bonds will be obtained from the proceeds of a portion of the sale of the Series 2014B Bonds. Moneys to currently refund the Currently Refunded Bonds will be paid over and simultaneously therewith irrevocably deposited with the Trustee, into the Series 2004A Bond Fund and used to redeem the Currently Refunded Bonds on June 2, 2014. Moneys to advance refund the Advance Refunded Bonds will be paid over and simultaneously therewith irrevocably deposited with the Trustee, as the escrow agent for the Advance Refunded Bonds (the “Escrow Deposit Trustee”) pursuant to the provisions of the Escrow Deposit Agreement entered into by the University and the Escrow Deposit Trustee. Such moneys will be applied by the Escrow Deposit Trustee to the redemption of the Advance Refunded Bonds on June 1, 2016. Upon the establishment and funding of the irrevocable Escrow Deposit Agreement, the Advance Refunded Bonds shall no longer be deemed to be outstanding under the Restated Trust Agreement and payments by the University of the principal of and the interest on such Advance Refunded Bonds shall cease.

In the Escrow Deposit Agreement, the Escrow Deposit Trustee has acknowledged that the University has deposited with it funds which are sufficient, together with interest and earnings thereon to: (i) pay all principal and interest requirements when due on the Advance Refunded Bonds through their redemption dates, (ii) pay the redemption price of such Advance Refunded Bonds upon redemption, and (ii) pay, when required, costs and expenses related to the foregoing, including certain fees and expenses of the Trustee, as Escrow Deposit Trustee.

As a condition to the delivery of the Series 2014B Bonds, Grant Thornton LLP, will deliver to the Escrow Deposit Trustee a written verification report to the effect that (a) the direct obligations of the United States of America deposited with the Escrow Deposit Trustee pursuant to the Escrow Deposit Agreement will be sufficient without further investment or reinvestment to pay the principal of, premium, if any, and interest on the Advance Refunded Bonds as the same become due and payable, and (b) the computations of yield used by Bond Counsel to support its opinion that the Advance Refunded Bonds are not arbitrage bonds within the meaning of Section 148 of the Code are correct.
The report of Grant Thornton LLP will include the statement that the scope of its engagement was limited to verifying the mathematical accuracy of the computations contained in such schedules provided to it and that it had no obligation to update its reports because of events occurring or data or information coming to its attention subsequent to the date of such report.

THE UNIVERSITY

General

One of the nation’s largest institutions of higher learning, the University was founded in 1819 with the first charter granted by the State in 1870. Formerly city owned, the University became a state university on July 1, 1977. The University’s Uptown Campus is located on a 202-acre tract in the residential Clifton area of the City of Cincinnati, approximately two miles north of downtown Cincinnati. Its physical plant includes 98 principal structures on the Uptown Campus, a portion of which is leased from the City of Cincinnati under a long-term lease. The acreage and buildings at the Victory Parkway Campus (which is located approximately two miles from the Uptown Campus) and the Stratford Heights Complex are included in the Uptown Campus numbers. The University has two satellite branches operating out of 11 principal structures on separate campuses totaling 223 acres. The University also has several other sites which are not a part of the campuses listed above. Total replacement cost of all its real and personal property (excluding land costs) was estimated by the University’s insurers to be in excess of $4 billion as of July 2013.

The University is composed of 13 colleges and The Graduate School. Total enrollment is 42,656 for the Fall Semester of 2013. The University has approximately 2,301 full-time faculty members, and its total faculty numbered 4,633 for the Fall Semester of 2013. The University has been designated in long-range planning by the Ohio Board of Regents as one of only two comprehensive graduate public universities in the State. As of June 30, 2013, the market value of the endowment fund and related investments for the University was $1.045 billion. The endowment investments and related investments are held at the University, the University of Cincinnati Foundation and at external trustees.

The University is classified as a Research Extensive University by the Carnegie Commission. Research funding exceeds $350 million, including affiliates. The University has strong research relationships with other institutions and with industry, including Cincinnati Children’s Hospital Medical Center, UC Health, Procter & Gamble, General Electric, Wright Patterson Air Force Base, and others. National Science Foundation rankings were published in September 2012 based on Fiscal Year 2010 data; the University is ranked 25th among public institutions for federal research expenditures and 47th out of all universities for federally financed R&D expenditures. In addition, the University is ranked 28th out of public universities for all R&D expenditures and 46th out of all universities for all R&D expenditures.

The University carries out its rigorous scholarship and research mission while maintaining a deep commitment to accessible education. Over 42,000 students pursue success in hundreds of academic programs in the sciences, arts, humanities, and professional disciplines. The University of Cincinnati is once again named in the top tier of the country’s “Best National Universities” by U.S. News and World Report, and moved up to 135th in 2013 compared to 139th in 2012. The University was also listed 3rd among 23 National Universities identified as “Up-and-Coming Schools” by the college administrators as surveyed by U.S. News. The University’s programs are highly regarded and numerous programs ranked among the top 100 public universities in the nation by U.S. News and World Report. Of the programs and colleges that are nationally ranked for the University, 34 are placed in the top 50. The most recent rankings are:
Many of the University’s colleges and programs are nationally ranked in prominent publications in addition to the many programs ranked in the Top 10 by *U.S. News and World Report*.

- The Princeton Review, named the University as one of the nation’s best institutions for undergraduate education for the seventh straight year.
- The National Science Foundation ranks the University as one of the nation’s top 30 public research universities. The University is also classified as a “very high” research university by the Carnegie Commission and ranked as one of America’s top public research universities.
- In 2012 the Planetizen Guide to Graduate Urban Planning Programs the nation’s top master’s degree programs in urban planning ranked the University’s graduate planning program No. 16 in the nation, No. 4 in the Midwest region and best in Ohio. The 2012 International Student Barometer (ISB), ranked the University 1st among national peers in providing virtual learning, campus buildings, internet access, sports facilities, and faculty advising for international students.
• The University is listed in the top tier of the nation’s “green” universities for the third straight year by the Princeton Review, 2013 edition.
• The Washington Center selected the University to receive the Public University of the Year award for 2013 in recognition of its dedication to experimental learning.
• The 2014 edition of the Best Colleges, the University was also ranked No. 1 in the nation by PolicyMic.com for providing the best return to students and families for tuition payments in the nation. The millennial generation news site cited improving graduation rates and salaries for recent graduates.
• For the 14th straight year, DesignIntelligence ranked the University among the best architecture and design programs in the nation. This 2014 national report card on U.S. design programs ranks the interior design program as No. 4 in the nation and No. 1 in the Midwest; the undergraduate industrial design program ranks No. 1 in the nation and No. 1 in the Midwest and the graduate architectural program ranks No. 15 in the nation and No. 4 in the Midwest. In a separate survey of students, more than 98 percent of students in these programs stated that they are well prepared for their profession upon graduation.
• For the fifth year in a row, the University is highlighted among 20% of the nation’s colleges, universities and trade schools as being an education destination for veterans. The University was named to the 2014 Military Friendly Schools by Victory Media.

Reserves on Bonds

Certain Bonds issued under the Original Trust Agreement were secured by reserve funds (the “Existing Reserve Fund”). As of June 30, 2013, all such Bonds have been retired, thus no funds remain in the Existing Reserve Fund. Future Obligations issued under the Restated Trust Agreement may be secured by a reserve if the University decides to do so.

Other Indebtedness

The University, as of March 31, 2014, retired all financing obligations outstanding for equipment. The University has a capital lease obligation of $45,755,000 to finance the costs of the University’s University Center project. In addition, the University has capital lease obligations in connection with the financing of two buildings (One Stetson Square $30,720,000 and the Turner Center $9,270,000) which are owned by King Highland Community Urban Redevelopment Corporation (“King Highland”) and occupied, all or in part, by the University. The University is also responsible for the obligation of the housing complex known as Stratford Heights ($49,220,000) which is owned by University Heights Community Urban Redevelopment Corporation (UHCURC), and controlled by the University, UHCURC is a blended component unit of the University. These financings were affected by the issuance of economic development revenue bonds by the County of Hamilton, Ohio (the “King Highland Bonds” and “Stratford Heights Bonds”). The leases for the University Center constitute unconditional obligations of the University to make lease payments which pay principal and interest on certain certificates of participation issued by The Bank of New York Mellon Trust Company, N.A., as trustee, through the final maturity of such certificates to the extent of the University’s General Receipts.

The leases for One Stetson Square and the Turner Center constitute unconditional obligations to make lease payments which pay the principal and interest on the King Highland Bonds. The University has an unconditional obligation to make payments of principal and interest on the Stratford Heights Bonds. The University has not pledged its General Receipts to the payment of these obligations nor has the University pledged its General Receipts to the payment of such Certificates of Participation, and holders of the Bonds have a prior and superior claim to the General Receipts than does King Highland, UHCURC and the trustee for the holders of such Certificates of Participation.
Debt Amortization and Future Financings

Principal payments for General Receipts Bonds, Certificates of Participation and Capital Leases over the next five fiscal years are as follows:

<table>
<thead>
<tr>
<th></th>
<th>General Receipts Bonds</th>
<th>Certificates of Participation</th>
<th>Capital Lease</th>
<th>Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>FY2014</td>
<td>$38,620,000</td>
<td>$4,715,000</td>
<td>$1,810,000</td>
<td>$45,145,000</td>
</tr>
<tr>
<td>FY2015</td>
<td>44,440,000</td>
<td>4,925,000</td>
<td>1,955,000</td>
<td>51,320,000</td>
</tr>
<tr>
<td>FY2016</td>
<td>46,355,000</td>
<td>5,775,000</td>
<td>2,115,000</td>
<td>54,245,000</td>
</tr>
<tr>
<td>FY2017</td>
<td>51,310,000</td>
<td>3,180,000</td>
<td>2,280,000</td>
<td>56,770,000</td>
</tr>
<tr>
<td>FY2018</td>
<td>53,925,000</td>
<td>3,335,000</td>
<td>2,455,000</td>
<td>59,715,000</td>
</tr>
</tbody>
</table>

The University has $23,900,000 of Series 2014A Notes outstanding which mature on May 8, 2015.

Interim Debt is a short-term financing tool which permits the University to construct projects in advance of the receipt of State capital appropriations. This permits the University to finance and commence work and pay off the local interim financing with State capital appropriations as they are received. The Board has authorized the issuance of Interim Debt for the CARE/MSB Rehabilitation/Eden Quad project; future Interim Debt issuances for this project are estimated to be between $28,800,000 and $57,600,000 (dependent on the timing of the State’s capital appropriations) and are expected to occur over the next year. The planned retirement of this interim debt is anticipated to be over the next four years.

The State appropriated $36,027,210 of capital funds to the University for the 2013-2014 biennium. As of February 28, 2014, the University has unexpended State appropriations totaling $11,000,000 available for expenditures. The following projects/initiatives have received a majority of the funding:

- Health Professions Building Roof Replacement
- Health Professions Building Window Replacement
- Medical Science Building Renovation & Expansion
- UC Blue Ash, Muntz Hall, 100 Level Renovation
- UC Blue Ash, Muntz Hall Roof Replacement
- UC Clermont, Snyder Building Roof Replacement
- Instructional Equipment - Uptown Campus, Clermont College and Blue Ash College

Since 1992, the University has issued $1,039,290,000 of its General Receipts Obligations to refund various series of its General Receipts Bonds and certificates of participation. On February 18, 2014, the University authorized $175,000,000 of additional general receipts refunding obligations. The Series 2014A Notes and the Series 2014B Bonds will use $23,900,000 and $23,125,000 respectively of this authority. The University intends to issue all or a portion of the general receipts refunding obligations when market conditions are such that it is economically advantageous to the University to refund certain of its outstanding General Receipts Bonds.

On July 17, 2007, the Board of Trustees approved amending and restating the General Receipts Obligations authority for the early phases of CARE/MSB Rehabilitation/Eden Quad projects, for an amount not to exceed $410,000,000. This new authorization provides the debt authority necessary to
complete the planned future phases of the MSB Rehabilitation portion of the total project. Debt is planned to be issued over a decade long period to correspond with the project construction schedule. The University has issued the following debt series for this project to date: $40,000,000 of its Series 2004A Bonds, $39,280,000 of its Series 2008C Bonds (refunded the Series 2004B Bonds), $14,000,000 of its Series 2007A Bonds, $59,400,000 of the Series 2007G Bonds, $55,405,000 within Series 2010C Bonds and $17,445,000 within Series 2012C Bonds. A total of $17,285,021 of Interim Debt has been issued and retired with the receipt of State capital appropriations. There is a total of $69,382,973 debt authority remaining for the project. The authorization was renewed on February 18, 2014.

On March 28, 2006, the Board of Trustees authorized its General Receipts Obligations in an amount not to exceed $15,000,000 to finance early project expenditures, and, on May 23, 2006, it increased the amount to $30,000,000. On February 18, 2014, the Board of Trustees renewed its authorization for $30,000,000 to finance early project expenditures.

On August 27, 2013, the Board of Trustees authorized its General Receipts Obligations in an amount not to exceed $49,000,000 to finance the Teachers College/Dyer Rehabilitation Phase 3 project. The authorization was renewed on February 18, 2014. Of the 2014B Bonds, $39,560,000 are being issued to pay costs of this project.

On February 18, 2014, the Board of Trustees authorized its General Receipts Obligations in an amount not to exceed $37,500,000 to finance the Student Information System Replacement project. Of the 2014B Bonds, $26,520,000 are being issued to pay costs of this project.

On February 18, 2014, the Board of Trustees authorized its General Receipts Obligations in an amount not to exceed $10,000,000 to finance the Roof Replacement Projects Phases 6-8. Of the 2014B Bonds, $5,420,000 are being issued to pay costs of this project.

The University has remaining bond authorization of $7,795,000 for various projects under construction where debt has already been issued. The authorization was renewed on February 18, 2014.

The University is continuously reevaluating the capital needs of its various campuses and is contemplating the issuance of General Receipts Notes or Bonds to finance various capital improvements and construction projects. Because the plans for these projects have not yet been finalized, the respective schedules and the portions of the respective projects to be financed by the issuance of debt have not yet been determined.

**FINANCIAL INFORMATION**

The University’s financial statements for its fiscal year ending June 30, 2013 have been prepared by the University and audited by the University’s independent auditors. The following Statement of Revenues, Expenses and Changes in Net Position for the Fiscal Year Ended June 30, 2013 and the Statement of Net Position as of June 30, 2013 were extracted from the Financial Statements of the University. The Annual Financial Statements for the University are available by contacting the: Office of the Controller, University of Cincinnati, P.O. Box 210637, Cincinnati, Ohio 45221-0637 and are also available on the University’s website at [http://www.uc.edu/af/controller/resources.html](http://www.uc.edu/af/controller/resources.html). While information is presented with respect to the University of Cincinnati Foundation, the Foundation is not obligated or liable with respect to any of the University’s General Receipts Obligations.

University of Cincinnati
(a component unit of the State of Ohio)

Statement of Revenues, Expenses, and Changes in Net Position (in thousands)

<table>
<thead>
<tr>
<th>Description</th>
<th>University 2013</th>
<th>University 2012</th>
<th>University 2013</th>
<th>University 2012</th>
</tr>
</thead>
<tbody>
<tr>
<td>Operating Revenues</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Student tuition and fees</td>
<td>$514,535</td>
<td>$477,426</td>
<td>$11,969</td>
<td>$12,494</td>
</tr>
<tr>
<td>Less scholarship allowances</td>
<td>96,603</td>
<td>86,272</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Net student tuition and fees</td>
<td>414,927</td>
<td>391,154</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Federal grants and contracts</td>
<td>146,025</td>
<td>156,103</td>
<td></td>
<td></td>
</tr>
<tr>
<td>State and local grants and contracts</td>
<td>6,367</td>
<td>10,244</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Nongovernmental grants and contracts</td>
<td>19,895</td>
<td>20,356</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Sales and services of educational departments</td>
<td>57,716</td>
<td>63,145</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Auxiliary enterprises</td>
<td>110,152</td>
<td>100,144</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Other operating revenues</td>
<td>17,055</td>
<td>10,292</td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Total Operating Revenues</strong></td>
<td><strong>731,980</strong></td>
<td><strong>741,481</strong></td>
<td><strong>11,959</strong></td>
<td><strong>12,494</strong></td>
</tr>
</tbody>
</table>

Operating Expenses:

- Educational and general:
  - Instruction: 283,151
  - Research: 186,667
  - Public service: 90,673
  - Academic support: 92,059
  - Student services: 56,581
  - Institutional support: 79,767
  - Operations and maintenance of plant: 55,073
  - Scholarships and fellowships: 37,875
  - Auxiliary enterprises: 91,550
  - Depreciation: 101,110

**Total Operating Expenses:** 1,024,487

- Operating loss: (242,507)

Nonoperating Revenues (Expenses):

- State educational appropriations: 184,195
- Federal nonexchange grants: 40,658
- State nonexchange grants: 3,021
- Gifts: 51,968
- Net investment income: 84,984
- Net interest on capital asset-related debt: (44,334)
- Payments to University of Cincinnati: (41,006)
- Other nonoperating revenues (expenses): 1,509

**Net Nonoperating Revenues:** 322,445

- Income (loss) before other revenues: 79,938

Other Revenues:

- State capital appropriations: 16,337
- Capital gifts and grants: 13,451
- Additions to permanent endowments: 284

**Total Other Revenues:** 30,052

- Increase (decrease) in net position: 105,990

Net Position, beginning of year: 1,505,162

Net Position, end of year: $1,616,162

<table>
<thead>
<tr>
<th>Description</th>
<th>University 2013</th>
<th>University 2012</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Net Position, beginning of year</strong></td>
<td>1,505,162</td>
<td>1,483,638</td>
</tr>
<tr>
<td><strong>Net Position, end of year</strong></td>
<td>$1,616,162</td>
<td>$1,595,162</td>
</tr>
</tbody>
</table>

**Net Changes:** $350,091

**Change in Net Position:** $308,451
## Statement of Net Position as of June 30, 2013

### University of Cincinnati

(a component unit of the State of Ohio)

<table>
<thead>
<tr>
<th>Statement of Net Position (in thousands)</th>
<th>University 2013</th>
<th>University 2012</th>
<th>University Foundation 2013</th>
<th>University Foundation 2012</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Assets</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Current assets</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Cash and cash equivalents</td>
<td>$65,751</td>
<td>$112,015</td>
<td>$4,827</td>
<td>$3,093</td>
</tr>
<tr>
<td>Current portion of investments</td>
<td>122,022</td>
<td>153,672</td>
<td>48,822</td>
<td>46,044</td>
</tr>
<tr>
<td>Current portion of accounts receivable, net</td>
<td>48,822</td>
<td>46,044</td>
<td>1,556</td>
<td>2,011</td>
</tr>
<tr>
<td>Current portion of pledges receivable, net</td>
<td></td>
<td></td>
<td>30,093</td>
<td>18,842</td>
</tr>
<tr>
<td>Current portion of notes receivable, net</td>
<td>6,556</td>
<td>6,499</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Deposits with bond trustees</td>
<td>914</td>
<td>7,512</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Current portion of other assets</td>
<td>7,835</td>
<td>7,952</td>
<td>10,134</td>
<td>9,772</td>
</tr>
<tr>
<td><strong>Total current assets</strong></td>
<td>251,900</td>
<td>333,655</td>
<td>47,490</td>
<td>33,738</td>
</tr>
<tr>
<td><strong>Noncurrent assets</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Investments</td>
<td>264,692</td>
<td>160,009</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Endowment investments</td>
<td>524,389</td>
<td>507,224</td>
<td>281,409</td>
<td>253,718</td>
</tr>
<tr>
<td>Accounts receivable, net</td>
<td>4,199</td>
<td>3,048</td>
<td>37,105</td>
<td>33,015</td>
</tr>
<tr>
<td>Pledges receivable, net</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Notes receivable, net</td>
<td>23,573</td>
<td>25,434</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Other assets</td>
<td>187</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Investment in UC Health</td>
<td>420,645</td>
<td>420,645</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Capital assets not being depreciated</td>
<td>259,563</td>
<td>214,510</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Capital assets being depreciated, net</td>
<td>1,207,803</td>
<td>1,245,872</td>
<td>510</td>
<td>688</td>
</tr>
<tr>
<td><strong>Total noncurrent assets</strong></td>
<td>2,703,864</td>
<td>2,578,129</td>
<td>319,024</td>
<td>287,421</td>
</tr>
<tr>
<td><strong>Total Assets</strong></td>
<td>2,955,764</td>
<td>2,911,784</td>
<td>366,514</td>
<td>321,159</td>
</tr>
<tr>
<td><strong>Liabilities</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Current liabilities</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Accounts payable</td>
<td>48,779</td>
<td>47,875</td>
<td>1,430</td>
<td>1,815</td>
</tr>
<tr>
<td>Accrued liabilities</td>
<td>20,068</td>
<td>24,233</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Current portion of accrued compensation</td>
<td>80,861</td>
<td>79,591</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Current portion of bonds, notes, and leases payable</td>
<td>81,140</td>
<td>130,026</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Deposits and advances</td>
<td>35,974</td>
<td>44,472</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Funds held on behalf of others</td>
<td>5,197</td>
<td>5,998</td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Total current liabilities</strong></td>
<td>273,349</td>
<td>332,105</td>
<td>1,430</td>
<td>1,815</td>
</tr>
<tr>
<td><strong>Noncurrent liabilities</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Accrued compensation</td>
<td>18,469</td>
<td>21,244</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Government loan advances</td>
<td>25,853</td>
<td>25,168</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Bonds and leases payable</td>
<td>1,019,730</td>
<td>1,022,752</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Interest rate swap liability</td>
<td>3,211</td>
<td>5,263</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Other noncurrent liabilities</td>
<td></td>
<td></td>
<td>11,993</td>
<td>10,653</td>
</tr>
<tr>
<td><strong>Total noncurrent liabilities</strong></td>
<td>1,067,263</td>
<td>1,074,427</td>
<td>11,993</td>
<td>10,653</td>
</tr>
<tr>
<td><strong>Total Liabilities</strong></td>
<td>1,340,612</td>
<td>1,406,622</td>
<td>13,423</td>
<td>12,568</td>
</tr>
<tr>
<td><strong>Net Position</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Net investment in capital assets</td>
<td>403,616</td>
<td>382,974</td>
<td>510</td>
<td>688</td>
</tr>
<tr>
<td><strong>Restricted for:</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Nonexpendable</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Endowment and gifts</td>
<td>326,344</td>
<td>308,439</td>
<td>272,294</td>
<td>251,302</td>
</tr>
<tr>
<td>Investment in UC Health</td>
<td>420,645</td>
<td>420,645</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Expendable</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Endowment and gifts</td>
<td>288,720</td>
<td>272,920</td>
<td>101,830</td>
<td>82,554</td>
</tr>
<tr>
<td>Other, including debt service, debt proceeds, and capital appropriations</td>
<td>9,015</td>
<td>20,049</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Unrestricted</td>
<td>166,612</td>
<td>193,135</td>
<td>(21,543)</td>
<td>(26,065)</td>
</tr>
<tr>
<td><strong>Total Net Position</strong></td>
<td>$1,615,162</td>
<td>$1,505,162</td>
<td>$353,091</td>
<td>$308,491</td>
</tr>
</tbody>
</table>
THE TRUST AGREEMENT

The terms and provisions of the Restated Trust Agreement control both outstanding Bonds and all obligations of the University issued pursuant to the Restated Trust Agreement. Please see “SUMMARY OF RESTATED TRUST AGREEMENT” attached hereto as Appendix B.

RISK FACTORS

It is possible under certain market conditions, or if the financial condition of the University should change, that the market price of the Series 2014B Bonds could be adversely affected. If the rating on the Series 2014B Bonds is changed, it is possible that the market price of the Series 2014B Bonds could be adversely affected. See “RATINGS” below. In addition, please see “STATE APPROPRIATIONS” in Appendix A attached to the Official Statement.

CONTINUING DISCLOSURE

In accordance with the Securities and Exchange Commission Rule 15c2-12 (the “Rule”) and so long as the Series 2014B Bonds are outstanding, the University has agreed pursuant to a Continuing Disclosure Agreement (see Appendix E) dated as of May 28, 2014, to be delivered on the date of delivery of the Series 2014B Bonds, to provide certain information pursuant to a Continuing Disclosure Agreement. The University has agreed to provide to each nationally recognized municipal securities information repository or to the Municipal Securities Rulemaking Board (“MSRB”) in a timely manner, not in excess of ten business days after the occurrence of the event, notice of the occurrence of the following events with respect to the Series 2014B Bonds:

(i) To the MSRB, certain annual financial information and operating data;

(ii) To the MSRB, in a timely manner, not in excess of ten business days after the occurrence of the event, notice of the occurrence of the following events with respect to the Bonds:

(a) Principal and interest payment delinquencies;
(b) Non-payment related defaults, if material;
(c) Unscheduled draws on debt service reserves reflecting financial difficulties;
(d) Unscheduled draws on credit enhancements reflecting financial difficulties;
(e) Substitution of credit or liquidity providers, or their failure to perform;
(f) Adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax status of the security, or other material events affecting the tax-exempt status of the security;
(g) Modifications to rights of security holders, if material;
(h) Bond calls, if material, and tender offers (except for mandatory scheduled redemptions not otherwise contingent upon the occurrence of an event);
(i) Defeasances;
(j) Tender offers;
(k) Release, substitution or sale of property securing repayment of the securities, if material;
(l) Rating changes;
(m) Bankruptcy, insolvency, receivership or similar event of the obligated person (Note: for the purposes of this event, the event is considered to occur when any
of the following occur: The appointment of a receiver, fiscal agent or similar officer for an obligated person in a proceeding under the U.S. Bankruptcy Code or in any other proceeding under state or federal law in which a court or governmental authority has assumed jurisdiction over substantially all of the assets or business of the obligated person, or if such jurisdiction has been assumed by leaving the existing governing body and officials or officers in possession but subject to the supervision and orders of a court or governmental authority, or the entry of an order confirming a plan of reorganization, arrangement or liquidation by a court or governmental authority having supervision or jurisdiction over substantially all of the assets or business of the obligated person);

(n) The consummation of a merger, consolidation, or acquisition involving an obligated person or the sale of all or substantially all of the assets of the obligated person, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material;

(o) Appointment of a successor or additional trustee or the change of name of a trustee, if material; and

(p) Notice of failure to provide annual financial information on or before the date specified in the agreement.

(iii) To the MSRB, notice of a failure by the University to provide the required annual financial information or operating data on or before the date specified in the Continuing Disclosure Agreement.

The SEC requires the listing of events (a) through (p) although some of such events may not be applicable to the Series 2014B Bonds.

As required by the Rule, the Continuing Disclosure Agreement provides that the information to be filed with the MSRB described in the preceding paragraph is to be filed in an electronic format as prescribed by the MSRB, accompanied by identifying information as prescribed by the MSRB. An MSRB rule change approved by the Securities and Exchange Commission establishes a continuing disclosure service of the MSRB’s Electronic Municipal Market Access system (“EMMA”) for the receipt of, and for making available to the public, continuing disclosure documents and related information to be submitted pursuant to continuing disclosure undertakings (such as the Continuing Disclosure Agreement) entered into on or after July 1, 2009, consistent with the Rule. In general, all continuing disclosure documents and related information are to be submitted to the MSRB’s continuing disclosure service through an Internet-based electronic submitter interface (EMMA Dataport) or electronic computer-to-computer data connection, accompanied by certain identification information, in portable document format (PDF) files configured to permit document to be saved, viewed, printed and retransmitted by electronic means and must be word-searchable.

The Continuing Disclosure Agreement provides holders of Obligations with certain enforcement rights in the event of a failure by the University to comply with the terms thereof; however, a default under the Continuing Disclosure Agreement does not constitute a default under the Authorizing Legislation. The Continuing Disclosure Agreement may be amended or terminated under certain circumstances in accordance with the Rule as more fully described therein. Holders of the Series 2014B Bonds are advised that the Continuing Disclosure Agreement, copies of which are available at the office of the University, should be read in its entirety for more complete information regarding its contents.
The University has delivered continuing disclosure certificates or agreements for each issue of Bonds and Notes it has issued since the effective date of the Rule and it is in compliance with its undertakings in such continuing disclosure certificates and agreements.

For purposes of this transaction with respect to events as set forth in the Rule:

(a) there are no debt service reserve funds applicable to the Series 2014B Bonds;
(b) there are no liquidity providers applicable to the Series 2014B Bonds;
(c) there are no tender offers applicable to the Series 2014B Bonds;
(d) there is no property securing the repayment of the Series 2014B Bonds; and
(e) there are no credit enhancements applicable to the Series 2014B Bonds.

RATINGS

As noted on the cover page of this Official Statement, Moody’s Investors Service, Inc. (“Moody’s”) and Standard & Poor’s Corporation (“S&P”) have assigned the Series 2014B Bonds the rating of “Aa3” and “AA-”, respectively. Any explanation of the significance of such ratings may be obtained by the rating agency furnishing the same. The address of Moody’s is 250 Greenwich Street, New York, New York 10007 and the address of S&P is 25 Broadway, New York, New York 10004. There is no assurance that such rating will be maintained for any given period of time or that it may not be raised, lowered or withdrawn entirely by the rating agency, if, in its judgment, circumstances so warrant. Any downward change in or withdrawal of such ratings may have an adverse effect on the price at which the Series 2014B Bonds may be resold.

FINANCIAL ADVISER

Public Financial Management, Inc. is serving as the financial adviser to the University in connection with the issuance and sale of the Series 2014B Bonds. The financial adviser is not obligated to undertake, and has not undertaken to make, an independent verification or to assume responsibility for the accuracy, completeness, or fairness of the information contained in the Official Statement. Public Financial Management, Inc. is an independent advisory firm and is not engaged in the business of underwriting, trading or distributing municipal securities or other public securities.

APPROVAL OF LEGAL PROCEEDINGS

All legal matters in connection with the authorization and issuance of the Series 2014B Bonds are and have been subject to the approval of Peck, Shaffer & Williams, A division of Dinsmore & Shohl LLP, attorneys of Cincinnati, Ohio, whose approving opinions with respect to the Series 2014B Bonds will be delivered therewith.

Certain legal matters will be passed upon for the University by Thompson Hine LLP, University Counsel.

LEGAL INVESTMENT

In the opinion of Peck, Shaffer & Williams, A division of Dinsmore & Shohl LLP, Bond Counsel, under the authority of Sections 3345.11 and 3345.12 of the Ohio Revised Code, the Series 2014B Bonds are lawful investments for banks, societies for savings, building and loan and savings and loan associations, deposit guarantee associations, trust companies, trustees, fiduciaries, insurance companies, including domestic for life and domestic not for life, trustees or other officers having charge
of sinking and bond retirement or other special funds of political subdivisions and taxing districts of this state, the commissioners of the sinking fund of the state, the industrial commission, the state teachers retirement system, the public employees retirement system, the public school employees retirement system, and the police and firemen’s disability and pension fund, notwithstanding any other provisions of the Revised Code with respect to investments by them, and are also acceptable as security for the deposit of public moneys.

**LITIGATION**

The University is a defendant, from time to time, in various legal actions incident to its operations, including professional liability claims resulting from its former operation of the University Hospital, but all such actions are unrelated to the Series 2014B Bonds. The University believes that its aggregate liability, if any, in any pending actions, taking insurance coverage into account, will not be material.

**TAX MATTERS**

**Series 2014B Bonds**

In the opinion of Peck, Shaffer & Williams, a division of Dinsmore & Shohl LLP, Bond Counsel, under existing law interest on the Series 2014B Bonds is excluded from gross income for federal income tax purposes under Section 103(a) of the Internal Revenue Code of 1986, as amended (the “Code”), and is not treated as an item of tax preference under Section 57 of the Code for purposes of the alternative minimum tax imposed on individuals and corporations; it should be noted, however, that for the purpose of computing the alternative minimum tax imposed on corporations (as defined for federal income tax purposes), such interest is taken into account in determining adjusted current earnings.

The Series 2014B Bonds, the interest on the Series 2014B Bonds and the transfer, and any profit made on the sale or other disposition, of the Series 2014B Bonds are exempt from taxes levied by the State and its political subdivisions. For purposes of this paragraph, “taxes” means any direct or indirect taxes, including income, ad valorem, transfer, the commercial activities and excise tax, and corporate franchise tax measured by net income of a corporation, but “taxes” does not mean or include: (i) the corporate franchise tax measured by net worth of a corporation; (ii) the estate tax; (iii) the taxes levied on insurance companies and dealers in intangibles pursuant to Chapter 5725 of the Revised Code; and (iv) the tax on shares of and capital employed by dealers in intangibles pursuant to Section 5707.03 of the Revised Code. Bond Counsel will express no opinion and make no representation regarding other federal, state or local income tax consequences resulting from the receipt or accrual of interest on the Series 2014B Bonds.

The opinion on tax matters will be based on and will assume the accuracy of certain representations and certifications made by the Board and others, and the compliance with certain covenants of the University, to be contained in the transcript of proceedings and which are intended to evidence and assure the foregoing, including that the Series 2014B Bonds are and will remain obligations the interest on which is excluded from gross income for federal income tax purposes. Bond Counsel has not and will not independently verify the accuracy of such certifications and representations.

The University has not designated the Series 2014B Bonds as “qualified tax exempt obligations” as defined in Section 265(b)(3) of the Code.

The Code prescribes a number of qualifications and conditions for the interest on state and local government obligations to be and remain excluded from gross income for federal income tax purposes,
some of which, including provisions for the rebate by the University of certain investment earnings to the federal government, require future or continued compliance after issuance of the obligations in order for the interest to be and continue to be so excluded from the date of issuance. Noncompliance with these requirements could cause the interest on the Series 2014B Bonds to be included in gross income for federal income tax purposes and thus to be subject to regular federal income tax retroactively to the date of their issuance. The University covenants in the Bond Resolution to take such actions which may be required of it for the interest on the Series 2014B Bonds to be and remain excluded from gross income for federal income tax purposes, and not to take any actions which would adversely affect that exclusion.

Under the Code, interest on the Series 2014B Bonds may be subject to a branch profits tax imposed on certain foreign corporations doing business in the United States of America and a tax imposed on excess net passive income of certain S corporations. Under the Code, the exclusion of interest from gross income for federal income tax purposes can have certain adverse federal income tax consequences on items of income or deductions for certain taxpayers, including among them financial institutions, certain insurance companies, recipients of Social Security and Railroad Retirement benefits, and those that are deemed to incur or continue indebtedness to acquire or carry tax-exempt obligations and individuals otherwise eligible for the earned income credit. The applicability and extent of these or other tax consequences will depend upon the particular tax status or other items of income and expenses of the holders of the Series 2014B Bonds. Bond Counsel will express no opinion and make no representation regarding such consequences.

A copy of the opinion of Bond Counsel regarding the Series 2014B Bonds is set forth in Appendix D attached hereto.

Nonresident Owners

Under the Code, interest and OID on any Series 2014B Bond whose beneficial owner is a nonresident alien, foreign corporation or other non-United States person (Nonresident) are generally not subject to United States income tax or withholding tax (including backup withholding) if the Nonresident provides the payer of interest on the Series 2014B Bonds with an appropriate statement as to its status as a Nonresident. This statement can be made on IRS Form W-8BEN or a successor form. If, however, the Nonresident conducts a trade or business in the United States and the interest or OID on the Series 2014B Bonds held by the Nonresident is effectively connected with such trade or business, that interest or OID will be subject to United States income tax but will generally not be subject to United States withholding tax (including backup withholding).

Circular 230


Original Issue Premium

“Acquisition Premium” is the excess of the cost of a bond over the stated redemption price of such bond at maturity or, for bonds that have one or more earlier call dates, the amount payable at the
next earliest call date. For federal income tax purposes, the amount of Acquisition Premium on each bond the interest on which is excludible from gross income for federal income tax purposes (“tax-exempt bonds”) must be amortized and will reduce the bondholder’s adjusted basis in that bond. The amount of any Acquisition Premium paid on the Series 2014B Bonds, that must be amortized during any period will be based on the “constant yield” method, using the original bondholder’s basis in such bonds and compounding semiannually. This amount is amortized ratably over that semiannual period on a daily basis. However, no amount of amortized Acquisition Premium on tax-exempt bonds may be deducted in determining bondholder’s taxable income for federal income tax purposes.

Holders of any Series 2014B Bonds purchased at an Acquisition Premium should consult their own tax advisors as to the actual effect of such Acquisition Premium with respect to their own tax situation and as to the treatment of Acquisition Premium for state tax purposes.
MISCELLANEOUS

The summaries or descriptions of the provisions of the Restated Trust Agreement found herein are brief outlines of certain provisions thereof and do not purport to be complete statements of such provisions. Reference is hereby made to the Restated Trust Agreement, which is available from the University, for further information.

The delivery of this Official Statement has been duly authorized by the Board of Trustees of the University of Cincinnati.

BOARD OF TRUSTEES OF THE UNIVERSITY OF CINCINNATI

By: /s/ Gary Hunt
Gary Hunt, Treasurer

Dated: May 14, 2014
APPENDIX A

THE UNIVERSITY OF CINCINNATI

One of the nation’s largest institutions of higher learning, the University of Cincinnati was founded in 1819 with the first charter granted by the State in 1870. Formerly city owned the University became a state university on July 1, 1977. The University’s Uptown Campus is located on a 202-acre tract in the residential Clifton area of the City, approximately two miles north of downtown Cincinnati. Its physical plant includes 98 principal structures on the Uptown Campus, a portion of which is leased from the City of Cincinnati under a long-term lease. The acreage and buildings at the Victory Parkway Campus (which is located approximately two miles from the Uptown Campus) and the Stratford Heights Complex are included in the Uptown Campus numbers. The University has two satellite branches operating out of 11 principal structures on separate campuses totaling 223 acres. The University also has several other sites which are not a part of the campuses listed above, including the Hazelwood Botanical Preserve, Cincinnati and Mitchel Observatories, the Campus Services Building, the Campus Receiving Building, the Center Hill Complex, the University’s Reading Campus, One Stetson Square, Turner Center, Bellevue Gardens, the Central Utility Plant and the Fishwick Building. They represent a total of 24 principal buildings located on 141 acres. Total replacement cost of all its real and personal property (excluding land costs) was estimated by the University’s insurers to be in excess of $4 billion as of July 2013.

The University is composed of 13 colleges and The Graduate School. In 2013, the University successfully converted from a quarter to a semester calendar system. Total enrollment is 42,656 for the Fall Semester of 2013. The University has approximately 2,301 full-time faculty members, and its total faculty numbered 4,633 for the Fall Semester of 2013. Among the University’s student population are more than 2,800 international students with over 1,000 undergraduates from 46 different nations. The University has been designated in long-range planning by the Ohio Board of Regents as one of only two comprehensive graduate public universities in the State. As of June 30, 2013, the market value of the endowment fund and related investments for the University was $1.045 billion. The endowment investments and related investments are held at the University, the University of Cincinnati Foundation and at external trustees.

The University carries out its rigorous scholarship and research mission while maintaining a deep commitment to accessible education. Over 42,000 students pursue success in hundreds of academic programs in the sciences, arts, humanities, and professional disciplines. The University of Cincinnati is once again named in the top tier of the country’s “Best National Universities” by U.S. News and World Report, and moved up to 135th in 2013 compared to 139th in 2012. The University is classified as a Research Extensive University by the Carnegie Commission. Research funding for the University exceeds $350 million, including affiliates. It has strong research relationships with other institutions and with industry, including Cincinnati Children’s Hospital Medical Center, UC Health, Procter & Gamble, General Electric, Wright Patterson Air Force Base, and others. National Science Foundation rankings were published in September 2012 based on Fiscal Year 2010 data; the University is ranked 25th among public institutions for federal research expenditures and 47th out of all universities for federally financed R&D expenditures. In addition, the University is ranked 28th out of public universities for all R&D expenditures and 46th out of all universities for all R&D expenditures.
The Board of Trustees

The Board of Trustees of the University and the University are declared by statute to be a public body, both politic and corporate, performing essential governmental functions and serving public purposes, and an instrumentality of the State.

The University’s powers are vested in and are exercised by its Board of Trustees, consisting of nine members appointed by the Governor of Ohio for overlapping terms of nine years. The Board of Trustees as now constituted includes: Thomas H. Humes, Chairperson; Robert E. Richardson, Jr., Vice Chairperson; Thomas D. Cassady, Secretary; C. Francis Barrett, Ronald D. Brown, William C. Portman III, Geraldine B. Warner and Carl H. Lindner III.

Gary Heiman’s term expired on January 1, 2014. The University’s Board of Trustees now consists of eight members, as a replacement has not yet been appointed.

University Officers

Key officers of the University include Santa Jeremy Ono, PhD, President of the University; Ryan M. Hays, PhD, Executive Vice President; Robert F. Ambach, Senior Vice President for Administration and Finance; Thomas F. Boat, MD, Dean of the College of Medicine and Vice President for Health Affairs; William Ball, MD, Vice President for Research; Debra Merchant, Vice President for Student Affairs; Beverly Davenport, Senior Vice President for Academic Affairs and Provost; James D. Plummer, Vice President for Finance; and Gary Hunt, Treasurer. Brief biographies of each follow.

Santa Jeremy Ono, PhD, President

Santa J. Ono, the 28th President of the University, was appointed Interim President of the University in August 2012 and was named ongoing President a few months later on October 23, 2012. During his first year in office, he has become known as an approachable and active president who has gained a reputation as an effective user of social media. Education Dive recognized him among “10 College Presidents on Twitter Who Do It Right.” Jeff Neff of Ad Age says he is “perhaps the best chief-exec Tweeter I’ve seen yet.”

Dr. Ono is the first Asian American to serve as president in UC’s history. President Ono first arrived at UC in 2010, serving two years as the Senior Vice President for Academic Affairs and Provost. As Provost, he led the development of an Academic Master Plan (AMP) aligned to the University’s strategic plan, UC2019➤ Accelerating Our Transformation. Under his leadership, UC is aligning its development, research, diversity and academic plans into a prioritization plan to position the university for its third century. UC is approaching its bicentennial in 2019.

Dr. Ono also serves as Professor of Pediatrics within UC’s College of Medicine and Professor of Biology in the McMicken College of Arts and Sciences. Dr. Ono’s principal research interests focus on transcriptional regulation in the human immune system, mechanisms of mast cell dependent inflammation on the ocular surface and the immune component of age-related macular degeneration.

Earlier in his career, he also served in a variety of teaching, research and administrative positions at the Johns Hopkins School of Medicine, Harvard Medical School and the Schepens Eye Research Institute, University College London (UCL) and Moorfields Eye Hospital in London.

Dr. Ono’s service in the community includes the Cincinnati Business Committee and the boards of Ohio’s Third Frontier, Cincinnati USA Regional Chamber of Commerce, Cincinnati Art Museum,
Cincinnati Symphony Orchestra, CincyTech, UC Health, Uptown Consortium, United Way, Juvenile Diabetes Research Foundation, and Japan America Society of Cincinnati. He chairs the UC Research Institute board, the United Way Research Council and the board of the Global HEED (Promoting Health, Education and Economic Development), and co-chairs the Cincinnati/Northern Kentucky Early Grade-Level Reading Campaign. He is a member of the Chancellor’s Ohio Completion Task Force of the Ohio Board of Regents as well as the Executive Committee of the STRIVE partnership and served on the Board of Advisors for Strive for College.

He has served on the Medical Research Council’s Medical Advisory Board and College of Experts and the IMS and HAI study sections of the National Institutes of Health. He has consulted widely for companies such as GSK, Cambridge Antibody Technologies plc (now part of Astra Zeneca), Johnson & Johnson, Santen Inc. and Oxagen plc. He is chief scientific officer of iCo Therapeutics Inc., of Vancouver, Canada.

As a scholar and researcher, Dr. Ono has served on the editorial boards of the Journal of Immunology, Journal of Biological Chemistry, Immunology and the Journal of Allergy & Clinical Immunology.

Among his many honors and awards are the American Diabetes Association Career Development Award, the Investigator Award from the National Arthritis Foundation, the Brit Katz Award (Emory University), the Roche Laboratories Award for Excellence in Research, the Pharmacia International Award in Allergy Research. He was elected a Fellow of the American Association for the Advancement of Science in 2012.

Dr. Ono earned his PhD at McGill University and his BA at the University of Chicago. His training in Biochemistry and Molecular Biology at Harvard University was supported by a Helen Hay Whitney Foundation Fellowship.

**Ryan M. Hays, PhD, Executive Vice President**

Ryan Hays, PhD, was appointed the Executive Vice President in the University’s Office of the President by President Ono. He first arrived at the University to become vice provost for faculty development and deputy to the provost on July 1, 2011. Dr. Hays came to the University from Princeton University, where he served as assistant dean of the faculty.

At Princeton, his administrative duties spanned all four academic divisions: humanities, social sciences, natural sciences and engineering. He co-managed the university-wide teaching budget; directly managed the teaching assistant budget; assisted with the annual appointment and reappointment of all lecturers and visiting professors; and oversaw requests for sabbaticals, workload relief and term extensions. He also was responsible for appointing and reappointing the leaders of academic centers, institutes and programs, as well as the members of departmental advisory councils.

Prior to his time at Princeton, Dr. Hays staffed the Board of Trustees at Emory University. His work focused on strategic planning, trustee recruitment and board development. He directly supported several trustee groups, including the Executive Committee, the Governance Committee, the Public Policy Advisory Group and the Leadership Task Force on Trustee Recruitment. He also launched the Faculty Roundtable, a trustee-hosted event aimed at introducing trustees to innovative teaching and research around campus. At Emory, Dr. Hays taught in the Graduate Institute of the Liberal Arts, one of the oldest interdisciplinary doctoral programs in the country, and he also co-wrote the strategic plan and environmental assessment for the College of Arts and Sciences. Prior to Emory, Dr. Hays served as special assistant to the dean of the Tucker Foundation at Dartmouth College.
Dr. Hays received a baccalaureate degree from DePauw University and a doctoral degree in psychoanalytic studies from Emory University.

**Robert F. Ambach, Senior Vice President for Administration and Finance**

Mr. Robert F. Ambach has served the University as the Senior Vice President for Administration and Finance since April 1, 2010. Bob is a double alumnus of UC, holding a B.B.A. in Finance and Real Estate and a Masters in Public Administration and Economic Development. The division of Administration and Finance provides a broad range of financial and administrative services to students, faculty, staff and other university stakeholders. The division strives to deliver all of its services with efficiency and in the best interests of the university. Major units of the division include the Board of Trustees Office, Business Affairs, Chief Investment Officer, Community Development, Finance, Planning+Design+Construction, Human Resources, Internal Audit, and Public Safety.

On August 23, 2012, Bob was the recipient of the 2012 Cincinnati Business Courier CFO of the Year Award for a Large Nonprofit Company.

Bob has spent the majority of his career in Higher Education Administration and economic development. His career began as a Budget Analyst in the Office of Budget and Reporting at the University of Cincinnati. After serving two years in this capacity, he resigned for a position with the United States Peace Corps and served as a volunteer in the West African nation of Ghana. As a small enterprise developer, Bob worked in rural areas of the country, writing grant proposals, mentoring business owners, and developing marketing, accounting and record keeping systems for small-scale enterprises.

Upon his return to the United States in 1993, Bob returned to the University. He held various positions within the Finance Division and was promoted through the ranks (System Analyst, Accountant I, Accountant II and Senior Accountant). In 1997, he accepted the position of Assistant Director of Budget Planning in the Office of the Vice President for Finance and was later promoted to University Director of Budget Planning and served as the Interim Associate Vice President for Finance.

In March 2001, Bob accepted the position of Associate Executive Director of the Cal Poly Foundation at California Polytechnic State University, San Luis Obispo. Primary responsibilities at the Foundation included management of capital projects and liaison with the University on the Faculty/Staff Housing and Student Housing programs. To that end, he was also named the Managing Director of the Cal Poly Housing Corporation. Other responsibilities with the Foundation included the development and recommendation of policies and procedures related to the administration of all Foundation operations (endowment management, bookstore and food services) and representing the Foundation on various Boards and Committees on and off campus.

In February 2004, Bob returned to the University as the Senior Associate Vice President and Chief Financial Officer of the UC Academic Health Center, and Senior Associate Dean of Operations and Finance for the College of Medicine. The UC Academic Health Center included the College of Medicine, Cincinnati Cancer Consortium, the Hoxworth Blood Center, University Health Services as well as various centers and institutes. In January 2008 when the University moved to a “Single Provost Model”, he was also given the responsibility to serve as the liaison for the oversight of the AHC/COM’s space planning, governmental relations and public relations functions which are provided centrally.
Thomas F. Boat, MD, Dean of the College of Medicine and Vice President for Health Affairs

Thomas F. Boat is the Vice President for Health Affairs and Christian R. Holmes Professor and Dean of the College of Medicine at the University. Dr. Boat is the President and Chair of the Board of University of Cincinnati Physicians (UCP). Prior to his appointment as Vice President and Dean of the College of Medicine, he was the CEO of UCP. He is the immediate past director of the Children’s Hospital Research Foundation and past Chairman of the College of Medicine’s Department of Pediatrics.

Dr. Boat also was physician-in-chief of Children’s Hospital Medical Center of Cincinnati. A current focus is creating high value innovative systems of care at the College of Medicine that are increasingly responsive to the needs of patients and families. He earned an M.D. at the University of Iowa. A pediatric pulmonologist by training, Dr. Boat worked early in his career to define the pathophysiology of airway dysfunction and more effective therapies for chronic lung diseases of childhood, such as cystic fibrosis. More recently he worked at local and national levels to improve research efforts, subspecialty training and clinical care. He has a special interest in issues posed by children’s mental health for pediatric care, research, and training.

Dr. Boat joined Cincinnati Children’s in 1993, after serving as chairman of the Department of Pediatrics at the University of North Carolina, Chapel Hill. He is a member of the Institute of Medicine and served as co-chair of the IOM Forum on the Science of Health Care Quality Improvement and Implementation, as well the IOM Committee on the Prevention of Mental Disorders and Substance Abuse Among Children, Youth, and Young Adults. He Chaired the IOM Committee addressing Acceleration of Research and Orphan Product Development for Rare Diseases and currently Chairs the Committee on Pediatric Studies conducted under the Best Pharmaceuticals for Children Act (BPCA) and the Pediatric Research Equity Act (PREA).

Dr. Boat has been a member of the AAHRPP Board of Directors since 2004, and is currently immediate past Board President. He has served as Chair of the American Board of Pediatrics, and President of the Society for Pediatric Research, as well as the American Pediatric Society.

William S. Ball, MD, Vice President for Research

William S. Ball, MD, was named Vice President for Research on January 1, 2013. Dr. Ball served in this position in an interim capacity since August 2011. A professor of radiology, biomedical engineering and pediatrics and former interim chair and chair of the department of biomedical engineering from 2001 to 2008, Dr. Ball has extensive experience in cross-campus collaboration. He also served as attending neuroradiologist at Cincinnati Children’s Hospital Medical Center until his appointment as Vice President for Research.

Dr. Ball received his medical degree from Tulane University School of Medicine and is board certified in both pediatrics and radiology. He completed a fellowship in pediatric radiology/pediatric neuroradiology at Cincinnati Children’s. He completed fellowship training in adult neuroradiology at the University of New Mexico Center and served on the faculty until joining the University and Cincinnati Children’s in 1984. In 1993, Dr. Ball developed and created the Imaging Research Center at Cincinnati Children’s and served as its director from 1993 to 2002.

While at the University, Dr. Ball has chaired or co-chaired a number of initiatives, including the Bioinformatics Taskforce, the Civic Engagement Council, the Initiatives subcommittee of the Academic Priorities Taskforce and the Research in Radiology Taskforce. He was a steering committee member for the university’s Clinical and Translational Science Award through the Center for Clinical and
Translational Science and Training, and was a member of the executive committee for the College of Medicine’s strategic planning initiative.

Dr. Ball has conducted extensive research on pediatric neuro-imaging and has contributed to nearly 140 peer-reviewed manuscripts and 13 book chapters.

**Beverly Davenport, PhD, Senior Vice President for Academic Affairs and Provost**

Beverly Davenport, PhD was appointed Senior Vice President for Academic Affairs and Provost on July 15, 2013. Dr. Davenport earned her PhD from the University of Michigan and her bachelor’s degrees in communication and journalism from Western Kentucky University. Dr. Davenport most recently served as the Vice Provost for Faculty Affairs at Purdue University where she managed a broad portfolio of faculty-focused initiatives, ranging from recruitment and retention to resource allocation and faculty development.

Prior to Purdue, Dr. Davenport was a senior fellow in the Office of the Provost at Virginia Tech University, divisional dean for the social sciences at the University of Kansas, and chair of the Department of Communication at the University of Kentucky. Dr. Davenport is a leader with an impressive record of managing complex change at multiple institutions. Her success in reinvigorating the faculty, her leadership in advancing diversity and inclusion, and her passion for students has positioned her for the role of chief academic officer.

**Debra Merchant, JD, Vice President for Student Affairs**

Debra Merchant, JD was appointed Vice President for Student Affairs on June 1, 2013. Ms. Merchant served in this position in an interim capacity since January 2013. Debra Merchant earned her Bachelor of Arts degree in Learning and Behavior Disorders from Morehead State University and her Master of Science in Learning and Behavior Disorders from the University of Kentucky, and her Juris Doctor from the University of Kentucky - College of Law.

Prior to her appointment as Vice President for Student Affairs, Ms. Merchant served as the Director of Academic Excellence and Support Services, the Director of the Disability Services Office, and Associate Vice President of Student Affairs. With over 15 years of experience at the University she has been very involved in providing strategic leadership and a vision centered on students.

**James D. Plummer, Vice President for Finance**

Mr. Plummer is a graduate of Eastern Kentucky University with a Bachelors of Business Administration in 1970 and a Masters of Arts in 1985. His career has consisted of the position of Associate Budget Director and Internal Auditor at Eastern Kentucky University as well as the position of Budget Director at both the University of Nevada-Reno and East Carolina University.

Mr. Plummer was recruited to the University in 1999 as the Associate Vice President and Director of Budget Planning. He was promoted to Chief Financial Officer during Fiscal Year 2004, and, in October 2006, he was promoted to Vice President for Finance.

**Gary Hunt, Treasurer**

Mr. Hunt was appointed Treasurer in August, 2011. He has over 25 years’ experience in treasury and financial management and most recently served as the Treasurer at Boise State University. Prior to joining Boise State in 2009, Mr. Hunt served as Vice President and Treasurer at Interactive
Communications Inc. and at AFC Enterprises, and held a variety of positions of increasing responsibility in treasury at various corporations during his career.

Mr. Hunt is a 1981 graduate of Miami University with a Bachelors of Science in Business and received his Masters of Business Administration with a concentration in finance from DePaul University in 1987.

**Historical Development**

Cincinnati College and Medical College of Ohio were the first units of the present University and were founded in 1819. Four other units of the University join them as the oldest of their kind outside the original thirteen colonies: the College of Law, the Cincinnati Observatory, the College of Pharmacy, and the College-Conservatory of Music.

In 1858, Charles McMicken, a prominent Cincinnati businessman, left the City of Cincinnati virtually his entire estate of approximately $1 million to establish a municipal university. The University began operations in 1869 as the McMicken College of Arts and Sciences and was chartered by the State of Ohio in 1870.

The campus was moved to its present site in 1895. Engineering courses were added to the curriculum in 1874 and the College of Engineering was established in 1900. Between the turn of the century and 1918 the University also added the Teachers College, the College of Medicine, the College of Nursing and Health, and the College of Law. In 1906 the cooperative system of education, now used by more than 150 colleges and universities throughout the nation, was originated at the University by Dean Herman Schneider. The cooperative system provides students the opportunity for alternating periods of classroom study and work in fields directly connected with their professional goals.

During the 1920’s, growth of the University continued, with the completion of Memorial Residence Hall, Tanners Research Building, Taft Hall, the University Library, Holmes Hospital, and the Basic Science Laboratory. Physical expansion was halted during the depression of the 1930’s and the years of World War II, when the University trained thousands in four separate military programs. The expansion of the University resumed after the war, however, with the addition of the College of Pharmacy in 1947. During the 1960’s the University expanded its housing system as enrollment rose from 10,820 in 1955 to 34,742 in 1970-71. In the 1970’s, the University built a completely new engineering complex as well as a new College of Medicine and Central Library.

Today, the University’s transformation continues, from its roots as a municipal university, to a state-affiliated institution, to a full state university, and now to the nationally recognized research university. This transformation was envisioned within the 1991/2000 Campus Master Plan and the UC|21 Strategic Plan. In October 2010, a new strategic plan, tied to the University’s upcoming bicentennial in 2019 called UC2019: Accelerating Our Transformation was unveiled. Under the leadership of the previous Provost, now the University’s President, Santa J. Ono, we are sharpening our vision of institutional priorities for the next 15 years and aligning plans ranging under the UC2019: Academic Master Plan (AMP). The AMP is the structure and operational guideline developed to achieve the targets and goals set forth in the UC2019: plan. Implementation of the Academic Master Plan commenced in July 2012.
STRATEGIC PLANNING AT THE UNIVERSITY OF CINCINNATI

Following the completion of the 1991/2000 Campus Master Plan, which transformed the University of Cincinnati landscape into a world-renowned campus architecturally, the majority of UC’s strategic planning efforts have refocused on academics. From May 2004 to October 2010, the strategic plan, UC|21-Defining the New Urban Research University emphasized the university’s role as a leader in the 21st century. Under UC|21, the University began the expansion of its role and reputation as a comprehensive, public research institution regionally, nationally and globally. In October 2010, the University embarked on a new vision, improving on the UC|21 strategic plan and taking the University to the next level. This plan, tied to its upcoming bicentennial in 2019 was called UC2019 – Accelerating Our Transformation, and focused on accelerating the University’s advancement by identifying core principals, operational principals and strategic, ambitious, achievable and measurable goals. Under the leadership of the previous Provost, now the University’s President, Santa J. Ono, the Academic Master Plan (AMP) was developed to establish the structure and operational guidelines to achieve the targets and goals set forth in the UC2019 plan.

The concept behind UC2019 is that as the milestone of the University’s 200th anniversary approaches, a unique opportunity exists to build on the recent accomplishments and all of the strengths of the past and present, to create a future that places the University among the best in the world. The UC2019 plan focuses on accelerating UC’s advancement by identifying core principles, operational principles and strategic, ambitious, achievable and measurable goals. The AMP is the structure and operational guideline developed to achieve the targets and goals set forth in the UC2019 plan. The AMP identifies 180 action steps and 120 sub-action steps pertaining to the nine operational principles outlined within UC2019, Implementation of the Academic Master Plan commenced in July 2012.

The University is taking steps to further refine priorities associated with the AMP and its other strategic plans, including the plans for the UC Foundation, research, diversity and other areas, in a university-wide discussion called “Creating Our Third Century.” The President’s Executive Committee is leading this discussion. Joining in are the chair of the Faculty Senate; the chair of the Council of Deans; and the senior vice provost for academic planning. In early 2014, input sessions involving the wide spectrum of the campus community were held to gain further input. The timeline calls for the results of these discussions to be shared at the Presidential State of the University address in April, 2014. The outcome envisioned is that this initiative will fundamentally shape the foundation of the University’s next vista, its third century.

Simultaneous to these prioritization discussions, the President and the new Provost, Beverly Davenport, are working with Institutional Research to streamline the metrics that the University will be using to measure its progress from a multi-page UC2019 Report Card to a double-sided one-page Dashboard.

Core Principles

UC2019’s core principles assert that all people benefit from the creation, understanding and dissemination of knowledge. That concept lies at the core of the University’s mission and vision. The University’s mission is centered on people in a variety of manifestations. The University is committed to:

- **Transforming lives through**
  - education of students, preparing emerging generations for lives of ongoing discovery and full engagement as they shape an evolving world
- excellent health care provided to all; building the quality of life and the general well-being of people everywhere
- economic development capacity based on a capable workforce of prepared and dedicated alumni
- marketable discoveries generated by innovative facility, and unmatched intellectual resources
- service defined by quality and effectiveness, applying the benefits of knowledge to the betterment of all

• **Transforming education through**
  - continually improved quality of the academic enterprise, driven toward measurable outcomes and assessment
  - a commitment to integrated academic experiences emphasizing purposeful student development, rich in contextual learning such as research, co-op, study abroad, industrial collaborative, service learning, internships, practicum experiences, all leading up to rigorous assessment
  - aggressively inclusive pathways of access to affordable University programs and resources
  - alignment with state initiatives to guarantee a return on public investment
  - maintaining access to an increasingly diverse student population to cultivate future generations of scholars and researchers who will ensure our long-term competitiveness
  - a rich campus life, including nationally competitive athletic programs and recreational sports

• **Transforming knowledge through**
  - ongoing discovery in an environment of intellectual freedom that promotes and rewards inquiry, analysis and the generation of new knowledge
  - collaboration in various contexts to encourage the real-world application of ground-breaking innovation
  - leveraging resources as a complex, comprehensive urban research university to fully support the acquisition, discovery and application of knowledge
  - innovation in multidisciplinary collaborative education and research, leveraging the University’s relationships with the business, civic, cultural, educational, health care and professional communities composing the urban environment

**Operational Principles**

In achieving its strategic goals, the University will be guided by the following operational principles:

- Learning
- Discovery
- Community
- Economy
- Sustainability
- Global Engagement
- Diversity
- Mission-Based Health Care
- Collaboration

**Goals**

Guided by Core Principles and Operating Principles, the University will achieve specific, objective and measurable goals. The goals are aspirational and, where possible, connected to external
benchmarks. The Board of Trustees monitored the progress of the University implementation of UC|21 and will continue to monitor the progress with respect to the goals of UC2019. Annual updates have been provided to the Board of Trustees setting forth the progress made in the preceding year. The University’s aim is to achieve most of these goals within five years and it will measure success against the elite set of peers represented by the Association of American Universities and The Top American Research Universities. The following is a summary of some of the targets that have been identified within the Academic Master Plan.

Learning:
- Improve first-year student retention from 85% to 90%.
- Improve six-year graduation rate from 56% to 75%.
- Increase the number of new National Merit Scholars from 45 to 60.

Discovery:
- Increase total research funding to $500 million.
- Place the University in the top-10 ranking among public institutions for total research expenditures.
- Increase corporate research investment in the University to $20 million.
- Increase number of patents issued from 16 to 20. (target met)

Community:
- Increase the number of students participating in volunteer activities to 9,000. (target met)
- Achieve 15% participation for United Way/Community Shares Campaign.
- Increase percentage of FTE students taking service learning courses.

Economy:
- Improve Ohio Board of Regents Financial Health Composite Score from 3.3 to 3.4.
- Increase institutional liquidity from 23.3% to 25% of total expenditures and transfers. (target met)
- Increase annual giving to $125,000,000. (target met)
- Increase endowment assets to $1.104 billion.

Sustainability:
- Reduce carbon footprint (total metric tons of carbon).
- Increase annual recycling as a percentage of waste stream from 65% to 70%.
- Increase attendance at sustainability programming and outreach from 12,435 to 15,870.

Global Engagement:
- Increase students studying abroad from 806 to 1,500.
- Increase the number of international students from 5.0% to 8.0%.
- Increase percent of FTE students taking globally engage courses.

Diversity:
- Strengthen the University’s applicant pool for undergraduate students of color to minimally reflect or surpass relevant racial/ethnic proportions of high school graduation classes qualified for admission.
- Increase the number of participants in the Darwin T. Turner Scholars Program.
- Increase the percentage of African American and women tenure-line faculty.
- Implement strategies designed to improve the search and recruitment process for mid-level positions.
• Increase the number and percentage of Minority Women Based Enterprise (MWBE) suppliers.

Mission-Based Health Care:
• Increase the number of graduates from health-related programs from 1,426 to 2,050. (target met)
• Increase number of students enrolled in health-related programs from 6,629 to 8,000.
• Increase funding from Bio-medical research grants and contracts (including Affiliates) to $375 million.

Collaboration:
• Increase the number of students engaged in internships and co-ops from 5,174 to 6,500.
• Increase master agreements from 12 to 20 with a wider range of companies in business and industry.

ACADEMIC PROGRAMS

The primary educational objectives of the University are: (1) to preserve and disseminate knowledge now available in the arts, sciences, and various professional areas important in modern life; (2) to extend through basic research and investigation the boundaries of knowledge; and (3) to educate men and women, by example and teaching, for a fuller and richer life as responsible citizens in modern society. The colleges, schools and regional campuses of the University are:

- The Graduate School at the University of Cincinnati
- McMicken College of Arts and Sciences
- College of Education, Criminal Justice and Human Services
- Carl H. Lindner College of Business
- College of Medicine
- College of Law
- College of Nursing
- College of Design, Architecture, Art and Planning
- College of Engineering and Applied Science
- College-Conservatory of Music
- UC Blue Ash College (located in Blue Ash, a suburb of Cincinnati)
- UC Clermont College (located in Batavia, Ohio)
- James L. Winkle College of Pharmacy
- College of Allied Health Sciences

The University is affiliated with many other institutions, including Cincinnati Children’s Hospital Medical Center, Shriners Hospitals for Children®-Cincinnati, the Art Academy of Cincinnati, Cincinnati State Technical and Community College, the Cincinnati Speech and Hearing Center and Cincinnati Center for Development Disorders. Through such affiliation, the University is able to broaden its curricular offerings. The University also has Army and Air Force ROTC programs.

The University is a member of the North Central Association of Colleges and Schools, an organization of colleges and universities from 19 states, including Ohio. The Higher Learning Commission is an independent corporation and one of two commission members of the North Central Association of Colleges and Schools, and it is the Higher Learning Commission that accredits the colleges and universities in the North Central Association of Colleges and Schools. The University is
accredited by The Higher Learning Commission. In addition, many of the University’s programs also receive professional accreditation from specialized accreditation bodies. It also has professional accreditation in many fields, including Architecture, Design, Art, Teaching, Business Administration, Chemistry, Engineering (Aerospace, Chemical, Civil, Electrical, Mechanical, Nuclear, Metallurgical and Material Science), Law, Medicine, Music, Nursing and Health, and Pharmacy. The University is also a member of the Greater Cincinnati Consortium of Colleges and Universities, which is composed of seventeen institutions in the Greater Cincinnati and Northern Kentucky areas.

The University’s programs are highly regarded and numerous programs ranked among the top 100 public universities in the nation by *U.S. News and World Report*. Of the programs and colleges that are nationally ranked for the University, 34 are placed in the top 50. The most recent rankings are:

**Rankings of Colleges/Schools**
- College of Medicine (44th)
- College of Law (80th)
- College of Nursing (undergrad) (48th)
- College of Nursing (graduate) (72nd)
- School of Criminal Justice-CECH (3rd)
- School of Education-CECH (65th)
- College of Engineering (81st)
- College of Pharmacy (32nd)

**Rankings of Programs**
- Paleontology (6th)
- Cooperative Education (4th)
- Industrial Design (6th)
- Musical Conducting (5th)
- Music Composition (9th)
- Aerospace Engineering (31st)
- Creative Writing (46th)
- Civil Engineering (48th)
- Environmental Engineering (20th)
- Materials Engineering (50th)
- Mechanical Engineering (60th)
- Drama (37th)
- Rheumatology (35th)
- Cancer Center (33rd)
- Speech, Language Pathology (CAHS) (38th)
- AIDS Center (26th)
- Pediatrics (3rd)
- Otolaryngology (18th)
- Neurology (28th)
- Geriatrics (29th)
- Interior Design (3rd)
- Opera/Voice (3rd)
- Music (6th)
- Orchestra/Symphony (9th)
- Criminal Justice (3rd)
- Master of Fine Arts (45th)
- Pulmonary Disease (32nd)
- Endocrinology (39th)
- Cardiology (43rd)
- Audiology (CAHS) (44th)
- MBA Program – Full-time (75th)
- MBA Program – Part-time (93rd)
- Industrial Engineering (37th)
- Accounting Undergraduate (10th)
Many of the University colleges and programs are nationally ranked in prominent publications in addition to the many programs ranked in the Top 10 by *U.S. News and World Report*.

- For the 14th straight year, DesignIntelligence ranked the University among the best architecture and design programs in the nation. This 2014 national report card on U.S. design programs ranks the interior design program as No. 4 in the nation and No. 1 in the Midwest; the undergraduate industrial design program ranks No. 1 in the nation and No. 1 in the Midwest and the graduate architectural program ranks No. 15 in the nation and No. 4 in the Midwest. In a separate survey of students, more than 98 percent of students in these programs stated that they are well prepared for their profession upon graduation.

- The 2012 rankings of the nation’s top master’s degree programs in urban planning were recently released, and the University’s graduate planning program was ranking No. 16 in the nation, No. 4 in the Midwest region and best in Ohio by the Planetizen Guide to Graduate Urban Planning Programs.

- The International Student Barometer, an annual survey of international students attending 238 global institutions, gives the University high marks in learning and living categories. In the latest 2012 International Student Barometer (ISB), the University ranked 1st among national peers in providing virtual learning, campus buildings, internet access, sports facilities, and faculty advising for international students. Globally, the University ranked in the world’s top 3 in these and other categories.

- The *Princeton Review*, has named the University as one of the nation’s best institutions for undergraduate education for the seventh straight year.

- The National Science Foundation ranks the University as one of the nation’s top 30 public research universities. The University is also classified as a “very high” research university by the Carnegie Commission and ranked as one of America’s top public research universities.

- The University is listed in the top tier of the nation’s “green” universities for the third straight year by the Princeton Review, 2013 edition.

- The University was also ranked No. 1 by PolicyMic.com for providing the best return to students and families for tuition payments in the nation. The website cited improving graduation rates and salaries for recent graduates.

- The Washington Center has selected the University as the Public University of the Year award for 2013 in recognition of its dedication to experimental learning.

- For the fifth year in a row, the University is highlighted among 20% of the nation’s colleges, universities and trade schools as being an education destination for veterans. The University was named to the 2014 Military Friendly Schools by Victory Media.

The University is the world-wide founder of co-operative education, a program that alternates classroom teaching with real-life work experience for students. The program was founded in 1906 and is over 100 years old, but is one of the assets that keep the University transforming. The co-operative education program is emulated by over 1,500 institutions around the world, a program *U.S. News & World Report* lists among the nation’s top-10 elite. The program allows students to gain real work experience, keeps the University in touch with the employer’s needs, and help students pay for college expenses. The program gives students a competitive advantage in their careers and allows the University the benefit of improving the curriculum to the changing needs of employers.

Six University programs have been named as Ohio’s Centers of Excellence. Ohio’s Centers of Excellence are distinctive, national recognized programs in emerging areas of academic study that are platforms for world-class research and academic talent, drivers of economic advancement and magnets for public and private investment. The six University programs are within the areas of:
Ohio’s Centers of Excellence

| Advanced Energy                  | • Sustaining the Urban Environment |
| Advanced Transportation and Aerospace | • Intelligent Air & Space Vehicle Energy Systems |
| Biomedicine and Health Care      | • Transforming Health Care in the 21st Century |
| Enabling Technologies: Advanced Materials and Sensors | • Nanoscale Sensor Technology |
| Cultural and Societal Transformation | • Center for Design and Innovation |
|                                | • Music and Theatre Arts |

The program recognition for the University incorporates the College of Design, Architecture, Art, and Planning (DAAP), the College of Medicine and the College of Engineering as an Ohio Center of Excellence. Six programs are the largest number of programs to be recognized in any one school to date.

**PHYSICAL PLANT**

The campus of the University consists of the 202-acre Uptown Campus in Clifton and two regional campuses: UC Blue Ash College and UC Clermont College. UC Blue Ash College is located in Blue Ash, Ohio on a 132-acre tract. UC Clermont College is located on a 91-acre tract near Batavia, Ohio (approximately 17 miles east of downtown Cincinnati).

The University owns or operates 98 academic, research, main administrative, athletic, and student services buildings on the Uptown Campus; 11 principal buildings located on the two regional campuses; and 24 buildings located off-campus on 141 acres of land. In addition, the University leases its hospital buildings to University of Cincinnati Medical Center, LLC (formerly University Hospital, Inc.).

The University grounds and buildings are owned by the State and controlled by the University, except for the 19 acres of real property constituting the former General Division of the University of Cincinnati Hospital, which is leased from the City of Cincinnati under a 75-year lease that expires on July 31, 2053 and that is subleased to University of Cincinnati Medical Center, LLC. The site of the Goodman Parking Garage, which serves the Medical Center and which the University has agreed to sell to UC Health, is also leased from the City of Cincinnati.

**Campus Master Plan (Physical Plan)**

The Board of Trustees approval of the University Campus Master Plan in 1991, and the approval of an update to it in 2000. These plans drove more than $1.9 billion in capital projects that transformed the Uptown, Blue Ash, and Clermont campuses into cohesive communities enhancing the student, faculty and staff experiences through improved teaching and research spaces, additional student spaces for an enhanced quality of life, and spaces to address the enrollment growth that the university has been privileged to witness in the recent past. Campus planners and communities around the country have recognized the significance of the University’s physical campus, which has been featured in many noted newspapers, journals, and publications such as the New York Times, the Los Angeles Times, the Princeton Review, Forbes Magazine and Travel and Leisure to name a few. Top Colleges Online named the University as having three of “the most amazing examples of college architecture” in 2012. Together, these have commended the strength of the campus plan, and the design excellence of the buildings that shape the plan. University of Cincinnati Planning Design Construction staff provides the programs for most projects, provides the design services for projects that are budgeted for less than $1 million and guides the design and manages the construction for large capital projects. Now ranked as one of the top 10 most beautiful college campuses in the world by Forbes Magazine in 2010 and for the third straight year, listed in the top tier of the nation as the greenest public university in Ohio by the Princeton Review.
the University is poised to continue the excellence in planning but with an eye towards the changes taking place in Higher Education.

With the advent of the UC2019 Strategic and Academic Plans, the next phase of the campus physical planning will address stewardship of existing assets through standards and design guides. The need to replace infrastructure in existing academic buildings is the primary driver of this plan, along with improved energy efficiency, and a more radical and flexible use of space. Opportunities for changing classroom teaching and learning patterns will create opportunities for high performing buildings that focus on both function and energy use. This is a sustainable strategy in response to following a major building initiative and in response to decreased available funding for construction and changing state support. The force of planning is equally concentrated, and is in full support of the academic mission. Plans will unfold in the context of a comprehensive physical, financial and academic picture.

Students are at the center of Higher Education with full recognition that their experiences with the university are paramount to its success. So while the university looks to more conservative fiscal plans including renovations, it must balance this against the condition and operational effectiveness of the structures. Students have increased choices, more relevant information and can use these to make appropriate long term investment decisions. There are many innovations in learning technology, high student expectations of the learning environment, strong desires for environmental sustainability, increased civic and community functions for urban institutions and this is seen not just at UC but nationally. It is also likely that the impact of globalization and the proliferation of information technology have not yet had their full impact on Higher Education.

Capital Projects

Currently, the last phase of a major phased renovation of the Medical Sciences Building is in construction, exemplifying the new strategies for the physical plan in support of the academic mission. This work supports the University’s ability to continue its contributions to medical research, clinical care, and technology transfer. In addition, there are other projects underway that focus on improvements to classrooms and laboratories, student life and energy improvements. A summary of some of the significant projects recently completed, under construction, or in the planning and design stages include:

Building projects recently completed:

- Morgen’s Hall Renovation
- Alumni Engineering Learning Center
- Undergraduate Teaching Labs Renovation - Phases 3&4
- MSB Core A
- Primary Electric Substation
- Muntz Renovations on Blue Ash Campus

Significant capital projects currently in construction:

- Medical Sciences Bldg Rehabilitation Phase 3 & 4
- DAAP Facade Rehabilitation
- Energy Savings Projects (various)
- Kettering North Demolition
- Undergraduate Teaching Labs Renovation – Phases 5 & 6
- Fishwick Building
Significant capital projects currently in design and planning:

- East Campus Utility Plant Fuel Conversion Modifications
- Annex Renovations on Blue Ash Campus
- Teacher’s College, Dyer Hall Rehabilitation Phase 3
- East Campus Master Plan.
- Nippert West Pavilion new construction and East Concourse improvements

Significant capital projects currently in fund raising:

- College of Law
- College of Pharmacy
- Nippert Stadium West Pavilion new construction and East Concourse Improvements

UNIVERSITY AND COLLEGE OF MEDICINE RELATIONSHIP WITH UC HEALTH AND UNIVERSITY OF CINCINNATI MEDICAL CENTER

The University of Cincinnati Medical Center (formerly known as University Hospital) opened in 1823 as the country’s first teaching hospital. The mission of University of Cincinnati Medical Center is to provide high quality clinical services, research and physicians. Many physicians at University of Cincinnati Medical Center are also faculty physicians at the University’s College of Medicine, one of the top 50 medical schools in the country. University of Cincinnati Medical Center plays an important role in the academic mission of the College of Medicine.

Until January 1, 1997, University of Cincinnati Medical Center was a part of the University and governed by its Board of Trustees. Effective January 1, 1997, the University reorganized University of Cincinnati Medical Center into University Hospital, Inc. (“UHI”), an Ohio nonprofit corporation (now University of Cincinnati Medical Center, LLC, an Ohio limited liability company). The University subleased the land and hospital facilities constituting University of Cincinnati Medical Center to UHI. Since 1997, the net patient service revenues of UHI, which were formerly part of the University’s General Receipts, are no longer included in the University’s General Receipts, nor are they available to the University for any other purpose.

The operation of University of Cincinnati Medical Center is managed by UC Health (“UC Health”), formerly known as The Health Alliance of Greater Cincinnati. Generally, the UC Health system consists of University of Cincinnati Medical Center, West Chester Hospital, University of Cincinnati Physicians (“UCP”), a multi-specialty physician group representing the combined clinical practices of the academic physicians associated with the University, and several other related health care organizations. The UC Health system is the only academic medical center in the Greater Cincinnati area. The total operating revenues of UC Health for the fiscal year ending June 30, 2013 were $1.2 billion.

The University of Cincinnati Medical Center operations have been managed by UC Health since 1995 and its health care activities have been coordinated with those of the other hospitals and health care organizations that are part of the UC Health system. UC Health is a private Ohio nonprofit corporation qualified as a tax-exempt organization under §501(c)(3) of the Internal Revenue Code and not a component of the University. The governance and operations of UC Health and its relationship with the University were restructured in 2010. The sole member of UC Health is UC Healthcare System. The Code of Regulations for UC Healthcare System provides for a five person board consisting of one person...
who is a former trustee of either the University or the University of Cincinnati Foundation, one person who is a current trustee of the University, one person who is a member of an advisory board of one of the hospitals that is part of the UC Health system, one person who is a practicing physician and is employed by UCP or one of its affiliates, and one person who is an at-large trustee from the community. The governing documents of UC Healthcare System require that upon dissolution, the assets of the corporation must be distributed to the University.

The 2010 restructuring of the relationship between the University and UC Health resulted in a more dynamic cooperative agreement with a greater alignment of the missions and operations of University of Cincinnati Medical Center and UC Health, especially as related to the College of Medicine. The educational and research programs of the College of Medicine contribute to the success of UC Health and financial support of such programs is a strategic priority of UC Health. On June 28, 2012, an Affiliation Agreement was entered into among the University, UC Health, and UC Healthcare System (the “Affiliation Agreement”) which superseded the prior affiliation agreement and formalized the restructured relationship which occurred in 2010.

Under the terms of the University’s arrangement with UC Health, net income or loss from the University of Cincinnati Medical Center operations accrues directly to the operating results of UC Health, not the University. Accordingly, the University’s financial reports reflect no net income or loss from University of Cincinnati Medical Center’s operations. The University’s investment in UC Health is included as an investment on the University’s Statement of Net Assets and reflects 100% of the net assets of UC Health reported at cost. The investment value reported on the June 30, 2013 financial report is $421 million. The University expects to continue to report UC Health on the University’s Statement of Net Assets as an investment. The University is not liable for the debts of UC Health.

Pursuant to the Affiliation Agreement, UC Health provides financial support to the University for academic programs that directly or indirectly support patient care at University of Cincinnati Medical Center or UC Health. UC Health also provides the University an annual education and research payment and programmatic support that must be used exclusively for academic health center purposes. The total of these payments and support for the fiscal years ended June 30, 2013 and 2012 were $13,853,000 and $12,549,000, respectively. Additionally, the University provides various shared services, consisting mainly of utilities, security and various administrative services to UC Health for which the University is reimbursed on a cost basis. The total cost of these services for the fiscal years ended June 30, 2013 and 2012 were approximately $16,049,000 and $18,185,000, respectively.

**ENROLLMENT AND ADMISSIONS**

Total fall enrollment in the 2013-14 school year is 42,656 students, or 34,092 full-time equivalents (“FTE’s”). The University has seen enrollment growth from areas outside the state of Ohio since the change in the University’s academic standards in 2006. The University draws students from every state within the continental United States, as well as Alaska, Hawaii and the territory of Puerto Rico. Out-of-state enrollment of 6,786 students comprises 15.9% of the University’s enrollment. International enrollment has also increased, with the Fall 2013 enrollment being the largest in University history. The 2,932 international students comprise 6.87% of the University’s enrollment. In addition, the University continues to see a shift in enrollment within the State of Ohio: from the traditional draw, Hamilton County and the three surrounding counties, to outlying counties throughout the state.
The University recognizes that student demographics are a challenge, but feels with previous and ongoing strategic planning, it is in a position to maintain or strengthen current enrollment levels. The University continues to gain national and international recognition for outstanding academic programs, world class faculty and successful co-op partnerships around the world. Improvements made to academic and research buildings as well as housing, dining, and recreation center facilities per the Campus Master Plan, have added to the quality of the student experience. The adoption of minimum academic standards in 2006 continue to be expanded upon within the Academic Master Plan and have resulted in increased student applications, increased student retention and increased graduation rates. More detailed enrollment statistics follow:

### Fall Enrollment - Total Headcount

<table>
<thead>
<tr>
<th></th>
<th>2009-10</th>
<th>2010-11</th>
<th>2011-12</th>
<th>2012-13</th>
<th>2013-14</th>
</tr>
</thead>
<tbody>
<tr>
<td>Undergraduate</td>
<td>30,417</td>
<td>31,523</td>
<td>31,985</td>
<td>31,719</td>
<td>31,983</td>
</tr>
<tr>
<td>Graduate</td>
<td>8,221</td>
<td>8,783</td>
<td>9,376</td>
<td>9,203</td>
<td>9,659</td>
</tr>
<tr>
<td>Professional (Law and Medicine)</td>
<td>1,029</td>
<td>1,051</td>
<td>1,060</td>
<td>1,048</td>
<td>1,014</td>
</tr>
<tr>
<td>Total</td>
<td>39,667</td>
<td>41,357</td>
<td>42,421</td>
<td>41,970</td>
<td>42,656</td>
</tr>
</tbody>
</table>

### Fall Enrollment - Full-Time Equivalents

<table>
<thead>
<tr>
<th></th>
<th>2009-10</th>
<th>2010-11</th>
<th>2011-12</th>
<th>2012-13</th>
<th>2013-14</th>
</tr>
</thead>
<tbody>
<tr>
<td>Undergraduate</td>
<td>25,204</td>
<td>26,128</td>
<td>26,927</td>
<td>25,957</td>
<td>26,658</td>
</tr>
<tr>
<td>Graduate</td>
<td>5,417</td>
<td>5,746</td>
<td>6,159</td>
<td>5,734</td>
<td>5,967</td>
</tr>
<tr>
<td>Professional (Law and Medicine)</td>
<td>1,428</td>
<td>1,447</td>
<td>1,450</td>
<td>1,463</td>
<td>1,440</td>
</tr>
<tr>
<td>Total</td>
<td>32,049</td>
<td>33,321</td>
<td>34,536</td>
<td>33,154</td>
<td>34,092</td>
</tr>
</tbody>
</table>

Of the 42,656 students (34,092 FTE’s) in the Fall of 2013, 34,379 students attended classes at the Uptown Campus (28,114 FTE’s) and 8,277 students (5,978 FTE’s) attended classes at regional campuses. The University awarded 5,987 undergraduate degrees and 3,394 advanced degrees in the 2012-13 academic year.

**Source:** University Office of Institutional Research.

The average University freshmen composite scores on the American College Test (“ACT”) and the Scholastic Aptitude Test (“SAT”) for the last five years are as follows:

### Average Freshman Standardized Test Scores
(Baccalaureate Colleges)

<table>
<thead>
<tr>
<th></th>
<th>ACT Scores</th>
<th>SAT Scores*</th>
</tr>
</thead>
<tbody>
<tr>
<td>2009</td>
<td>24.8</td>
<td>1,128</td>
</tr>
<tr>
<td>2010</td>
<td>25.0</td>
<td>1,134</td>
</tr>
<tr>
<td>2011</td>
<td>25.0</td>
<td>1,132</td>
</tr>
<tr>
<td>2012</td>
<td>25.1</td>
<td>1,145</td>
</tr>
<tr>
<td>2013</td>
<td>25.1</td>
<td>1,134</td>
</tr>
</tbody>
</table>

*Excludes the writing component score, which is one-third of the total SAT score.

**Source:** University Admissions Department.
Over the past five academic years, the average University freshman composite score for those students entering baccalaureate colleges was 25.0 on the ACT and 1,135 on the SAT. The national average for all students for the 2012-2013 academic year on the ACT was 21.1.

**Student Admissions**
*(Two Year Colleges & Baccalaureate)*

<table>
<thead>
<tr>
<th>Academic Year</th>
<th>Applications Received</th>
<th>Applications Accepted</th>
<th>Percent Accepted</th>
<th>Applicants Enrolled</th>
<th>Percent of Accepted Applicants Enrolled</th>
</tr>
</thead>
<tbody>
<tr>
<td>2009-10</td>
<td>18,426</td>
<td>13,996</td>
<td>75.96%</td>
<td>6,200</td>
<td>44.30%</td>
</tr>
<tr>
<td>2010-11</td>
<td>19,979</td>
<td>13,742</td>
<td>68.80%</td>
<td>5,969*</td>
<td>43.40%</td>
</tr>
<tr>
<td>2011-12</td>
<td>20,231</td>
<td>14,043</td>
<td>69.41%</td>
<td>6,237</td>
<td>44.40%</td>
</tr>
<tr>
<td>2012-13</td>
<td>19,969</td>
<td>14,295</td>
<td>71.59%</td>
<td>6,037</td>
<td>42.20%</td>
</tr>
<tr>
<td>2013-14</td>
<td>18,880</td>
<td>14,511</td>
<td>76.90%</td>
<td>6,353</td>
<td>43.78%</td>
</tr>
</tbody>
</table>

*Decrease in Academic Year 2010-11 Applicants Enrolled are due to the closing of the Center for Access & Transition (CAT).

**Source:** University Office of Institutional Research.

The University seeks to maintain selectivity in its baccalaureate programs and to be accessible to all students. Applicants who are denied admissions to baccalaureate programs are offered admissions to the University’s associate degree technical programs.

The above table includes admissions to colleges and programs that support the University’s commitment to accessible education. The University differs from many other universities in that it admits undergraduates directly into specific programs of study, rather than admitting undergraduates to the University as a whole and then later requiring the students to seek admission to the programs of study they wish to pursue. This approach is attractive to many undergraduates because it assures them that they will be able to pursue their desired programs of study. As a result of this approach, the University is able to attract many highly motivated and directed undergraduates. The following table reflects admissions to the University’s baccalaureate colleges.

**Student Admissions**
*(Baccalaureate Colleges)*

<table>
<thead>
<tr>
<th>Academic Year</th>
<th>Applications Received</th>
<th>Applications Accepted</th>
<th>Percent Accepted</th>
<th>Applicants Enrolled</th>
<th>Percent of Accepted Applicants Enrolled</th>
</tr>
</thead>
<tbody>
<tr>
<td>2009-10</td>
<td>15,267</td>
<td>10,283</td>
<td>67.4%</td>
<td>3,798</td>
<td>36.9%</td>
</tr>
<tr>
<td>2010-11</td>
<td>16,328</td>
<td>10,776</td>
<td>66.0%</td>
<td>3,936</td>
<td>36.5%</td>
</tr>
<tr>
<td>2011-12</td>
<td>16,426</td>
<td>11,076</td>
<td>67.4%</td>
<td>4,300</td>
<td>38.8%</td>
</tr>
<tr>
<td>2012-13</td>
<td>17,104</td>
<td>11,469</td>
<td>67.1%</td>
<td>4,160</td>
<td>36.3%</td>
</tr>
<tr>
<td>2013-14</td>
<td>16,022</td>
<td>11,725</td>
<td>73.2%</td>
<td>4,486</td>
<td>38.3%</td>
</tr>
</tbody>
</table>

**Source:** University Office of Institutional Research.
### Student Financial Aid Awarded

**By Academic Year**

(In Thousands)

<table>
<thead>
<tr>
<th></th>
<th>2008-09</th>
<th>2009-10</th>
<th>2010-11*</th>
<th>2011-12</th>
<th>2012-13</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Federal</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>SEOG</td>
<td>$2,460</td>
<td>$2,386</td>
<td>$2,343</td>
<td>$1,677</td>
<td>$1,710</td>
</tr>
<tr>
<td>Pell</td>
<td>21,473</td>
<td>35,347</td>
<td>43,296</td>
<td>41,240</td>
<td>38,319</td>
</tr>
<tr>
<td>NDSL/Perkins</td>
<td>2,851</td>
<td>0</td>
<td>2,672</td>
<td>5,367</td>
<td>2,846</td>
</tr>
<tr>
<td>HPL-NSL</td>
<td>270</td>
<td>290</td>
<td>171</td>
<td>130</td>
<td>293</td>
</tr>
<tr>
<td>GSL/Stafford</td>
<td>188,088</td>
<td>228,559</td>
<td>12,335</td>
<td>0</td>
<td>117</td>
</tr>
<tr>
<td>PLUS/SLS</td>
<td>25,755</td>
<td>32,431</td>
<td>1,743</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>ALP</td>
<td>22,071</td>
<td>11,373</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Direct Loans</td>
<td>0</td>
<td>0</td>
<td>261,627</td>
<td>294,046</td>
<td>283,741</td>
</tr>
<tr>
<td>Total Federal</td>
<td>$262,968</td>
<td>$310,386</td>
<td>$324,187</td>
<td>$342,460</td>
<td>$327,026</td>
</tr>
<tr>
<td><strong>State</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>OIG</td>
<td>6,220</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>OCOG</td>
<td>0</td>
<td>3,031</td>
<td>2,857</td>
<td>2,114</td>
<td>2,921</td>
</tr>
<tr>
<td>Total State</td>
<td>6,220</td>
<td>3,031</td>
<td>2,857</td>
<td>2,114</td>
<td>2,921</td>
</tr>
<tr>
<td><strong>University</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Scholarship</td>
<td>43,410</td>
<td>47,578</td>
<td>50,922</td>
<td>54,718</td>
<td>57,633</td>
</tr>
<tr>
<td>Tuition Remission (Grad. &amp; Faculty &amp; Staff)</td>
<td>11,367</td>
<td>11,391</td>
<td>11,422</td>
<td>11,982</td>
<td>11,400</td>
</tr>
<tr>
<td>Grad. Scholarship</td>
<td>42,366</td>
<td>41,512</td>
<td>42,216</td>
<td>42,999</td>
<td>41,435</td>
</tr>
<tr>
<td>Graduate &amp; Student Assistant Employment</td>
<td>43,690</td>
<td>44,334</td>
<td>45,555</td>
<td>46,245</td>
<td>48,215</td>
</tr>
<tr>
<td>Sponsored Programs</td>
<td>14,190</td>
<td>8,320</td>
<td>9,582</td>
<td>5,397</td>
<td>5,905</td>
</tr>
<tr>
<td>University Loans</td>
<td>569</td>
<td>559</td>
<td>576</td>
<td>756</td>
<td>677</td>
</tr>
<tr>
<td>Subtotal University</td>
<td>155,592</td>
<td>153,694</td>
<td>160,273</td>
<td>162,097</td>
<td>165,265</td>
</tr>
<tr>
<td>Total Aid</td>
<td>$424,780</td>
<td>$467,111</td>
<td>$487,317</td>
<td>$506,671</td>
<td>$495,212</td>
</tr>
</tbody>
</table>

*The 2010-2011 data was restated to include the 2010 autumn quarter data previously omitted.

Source: University Controller’s Office.

### FEES AND CHARGES

#### Tuition and Fees

On June 25, 2013 the Board of Trustees approved the tuition and fees for the 2013-14 academic year. Tuition and fees for the academic year ranges from $5,210 to $29,096 for residents of Ohio, and from $12,302 to $47,004 for out-of-state residents. Special fees for instruction of students taking less than a full academic program exist in all of the colleges. All full-time students also pay per semester a General Fee (Student Services Fee) of $398 and a Campus Life Fee of $252 for Uptown Campus students. The General Fee for the Regional campus is $228 per semester for full-time students.

University regulations define a resident of Ohio. In general, residence for a period of 12 months prior to the registration date is required to be considered a resident. The academic tuition and general fees for Ohio residents and non-residents on an annual basis are as follows:
## Ohio Resident

### Tuition & General Fees

<table>
<thead>
<tr>
<th></th>
<th>2009-10</th>
<th>2010-11</th>
<th>2011-12</th>
<th>2012-13</th>
<th>2013-14</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Undergraduate</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>- Uptown Campus</td>
<td>$9,399</td>
<td>$10,065</td>
<td>$10,419</td>
<td>$10,784</td>
<td>$10,784</td>
</tr>
<tr>
<td>- Regional Campus</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>UC Clermont College</td>
<td>4,542</td>
<td>4,863</td>
<td>5,034</td>
<td>5,210</td>
<td>5,210</td>
</tr>
<tr>
<td>UC Blue Ash College</td>
<td>5,232</td>
<td>5,499</td>
<td>5,691</td>
<td>5,890</td>
<td>5,890</td>
</tr>
<tr>
<td><strong>Graduate School</strong></td>
<td>12,723</td>
<td>13,236</td>
<td>13,701</td>
<td>14,182</td>
<td>14,182</td>
</tr>
<tr>
<td><strong>Law</strong></td>
<td>19,942</td>
<td>20,946</td>
<td>22,204</td>
<td>23,536</td>
<td>23,536</td>
</tr>
<tr>
<td><strong>PharmD</strong></td>
<td>12,723</td>
<td>13,236</td>
<td>14,361</td>
<td>15,726</td>
<td>17,930</td>
</tr>
<tr>
<td><strong>Medicine</strong></td>
<td>29,385</td>
<td>30,855</td>
<td>31,935</td>
<td>28,820</td>
<td>29,096</td>
</tr>
</tbody>
</table>

## Non-Ohio Resident

### Tuition & General Fees

<table>
<thead>
<tr>
<th></th>
<th>2009-10</th>
<th>2010-11</th>
<th>2011-12</th>
<th>2012-13</th>
<th>2013-14</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Undergraduate</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>- Uptown Campus</td>
<td>$23,922</td>
<td>$24,588</td>
<td>$24,942</td>
<td>$25,816</td>
<td>$25,816</td>
</tr>
<tr>
<td>- Regional Campus</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>UC Clermont College</td>
<td>11,394</td>
<td>11,715</td>
<td>11,886</td>
<td>12,302</td>
<td>12,302</td>
</tr>
<tr>
<td>UC Blue Ash College</td>
<td>13,566</td>
<td>13,833</td>
<td>14,025</td>
<td>14,516</td>
<td>14,516</td>
</tr>
<tr>
<td><strong>Graduate School</strong></td>
<td>23,055</td>
<td>23,985</td>
<td>24,825</td>
<td>25,696</td>
<td>25,696</td>
</tr>
<tr>
<td><strong>Law</strong></td>
<td>34,776</td>
<td>36,526</td>
<td>38,720</td>
<td>41,044</td>
<td>41,044</td>
</tr>
<tr>
<td><strong>PharmD</strong></td>
<td>23,055</td>
<td>23,985</td>
<td>26,025</td>
<td>27,798</td>
<td>30,606</td>
</tr>
<tr>
<td><strong>Medicine</strong></td>
<td>45,135</td>
<td>47,406</td>
<td>49,065</td>
<td>46,550</td>
<td>47,004</td>
</tr>
</tbody>
</table>

On February 19, 2013, the Board of Trustees approved the housing and meal plan rates for the 2013-2014 academic year. The annual residence hall fee schedule as of May 1, 2013 is $6,150 for residence hall beds, together with a $4,140 board charge for an unlimited meal plan or $4,100 board charge for a 186 meal plan. The residence hall system had a total of 4,301 beds available for occupancy for students in 2013. Fall Semester 2013 residence hall occupancy rate is 104.14% (Housing capacity and occupancy expanded with the opening of the Morgen’s Residence Hall).

### Parking

The University has established rate schedules for its parking lots, campus drives and garages based on hourly and semester usage for students and monthly rates for faculty and staff. The following rates are effective as of May 1, 2013 for the various parking facilities.

**Faculty, Staff and Student Rates:**

CCM Garage, Varsity Village Garage and McMicken Decal:
- Faculty/Staff: $104/month
- Student: $468/semester

Clifton Court Garage, Kingsgate Garage, Goodman Garage, Calhoun Garage, Zone A designated spaces and Victory Parkway Campus designated area:
- Faculty/Staff: $90/month
- Student: $407/semester
Woodside Drive Garage, Campus Green Garage, Eden Avenue Garage Levels 1-7, and Stratford Garage:

<table>
<thead>
<tr>
<th></th>
<th>Faculty/Staff</th>
<th>Student</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>$78/month</td>
<td>$351/semester</td>
</tr>
</tbody>
</table>

Stratford Lot:

<table>
<thead>
<tr>
<th></th>
<th>Faculty/Staff</th>
<th>Student</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>$50/month</td>
<td>$225/semester</td>
</tr>
</tbody>
</table>

Corry Garage and University Garage:

<table>
<thead>
<tr>
<th></th>
<th>Faculty/Staff</th>
<th>Student</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>$52/month</td>
<td>$234/semester</td>
</tr>
</tbody>
</table>

Eden Top:

<table>
<thead>
<tr>
<th></th>
<th>Student</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>$194/semester</td>
</tr>
</tbody>
</table>

GRI Lot, Lot 13, Lot 16 and Lot 22:

<table>
<thead>
<tr>
<th></th>
<th>Faculty/Staff</th>
<th>Student</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>$43/month</td>
<td></td>
</tr>
</tbody>
</table>

Reading Road Lot and Winslow Lot:

<table>
<thead>
<tr>
<th></th>
<th>Faculty/Staff</th>
<th>Student</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>$22/month</td>
<td></td>
</tr>
</tbody>
</table>

Hourly garage parking is available in half-hour increments to a maximum of $10.00 for 24 hours for the CCM, Clifton Court, Campus Green, Eden, Kingsgate, Woodside (Library), University Avenue, Calhoun, Varsity Village and Corry garages. Stratford Garage has a $7.00 maximum for the 24 hour period. Evening decals and evening hourly rates are available for the CCM, Clifton Court, Campus Green, Stratford, Eden, Kingsgate, Woodside (Library), University Avenue, Calhoun, Varsity Village and Corry garages.

Fee Regulations

All fees required of students must be paid in advance as a condition of registration. If the fees are not paid promptly, the University may exclude students from their classes. The University allows students and their parents to pay educational expenses in low-cost monthly payments through contracts with private financial organizations. Student fees are subject to change by action of the Board of Trustees; such changes take effect at once and apply to students already enrolled, unless otherwise specified. The University allows fees for tuition, room and board to be refunded proportionately when the student withdraws on or prior to the fifteenth day of the academic semester.
GENERAL RECEIPTS

The General Receipts of the University for Fiscal Years 2009 through 2013 are shown below. The University’s current expenditures, which are financed in part by State appropriations and other funds excluded from the General Receipts, have been substantially greater than the General Receipts in the past Fiscal Years.

<table>
<thead>
<tr>
<th>General Receipts</th>
<th>Fiscal Year Ended June 30</th>
<th>(Dollars In Thousands)</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>2009</td>
<td>2010</td>
</tr>
<tr>
<td>Student Fees</td>
<td>$279,822</td>
<td>$304,482</td>
</tr>
<tr>
<td>Endowment Income</td>
<td>2,571</td>
<td>2,085</td>
</tr>
<tr>
<td>Private Gifts &amp; Grants</td>
<td>4,741</td>
<td>4,808</td>
</tr>
<tr>
<td>Departmental Sales and Charges</td>
<td>64,326</td>
<td>64,878</td>
</tr>
<tr>
<td>Recovery of Indirect Exp.</td>
<td>38,014</td>
<td>40,507</td>
</tr>
<tr>
<td>Other</td>
<td>14,654</td>
<td>11,769</td>
</tr>
<tr>
<td>Auxiliary Enterprises</td>
<td>90,776</td>
<td>91,460</td>
</tr>
<tr>
<td><strong>TOTALS</strong></td>
<td><strong>$494,904</strong></td>
<td><strong>$519,989</strong></td>
</tr>
</tbody>
</table>

Budgeted General Receipts

The following table sets forth the General Receipts included in the University’s budget for Fiscal Year 2014. As in prior years, the University’s current expenditures, which are financed in part by State appropriations and other funds excluded from the General Receipts, are expected to be substantially greater than the General Receipts.

<table>
<thead>
<tr>
<th>Budgeted General Receipts</th>
<th>(In Thousands)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Fiscal Year Ending June 30, 2014</td>
<td></td>
</tr>
<tr>
<td>Student Fees (net of scholarships)*</td>
<td>$405,990</td>
</tr>
<tr>
<td>Recovery of Indirect Expenses</td>
<td>35,209</td>
</tr>
<tr>
<td>Private Gifts and Grants</td>
<td>319</td>
</tr>
<tr>
<td>Endowment Incomes</td>
<td>2,348</td>
</tr>
<tr>
<td>Sales and Services</td>
<td>64,681</td>
</tr>
<tr>
<td>Other</td>
<td>10,032</td>
</tr>
<tr>
<td>Auxiliary Enterprises</td>
<td>108,981</td>
</tr>
<tr>
<td><strong>Total:</strong></td>
<td><strong>$627,560</strong></td>
</tr>
</tbody>
</table>

*Assumed flat enrollment; scholarships are estimated and subject to adjustment.
The University is classified as a Research Extensive University by the Carnegie Commission. It is ranked in the top 25 of all public institutions by the National Science Foundation for federal research and development expenditures. The University is an institution with a rich history in discovery and innovation. It is credited with many firsts: the first oral live-virus polio vaccine; the first observations by the National Weather Service; the first antihistamine; the first electronic organ and the first safe anti-knock gasoline. This history has established the University as a leading research institution.

The grants, contracts, and awards that the University has received for Fiscal Years 2009 through 2013 are shown below.

### Grants, Contracts, and Awards

<table>
<thead>
<tr>
<th>Fiscal Year Ended June 30</th>
<th>2009</th>
<th>2010</th>
<th>2011</th>
<th>2012</th>
<th>2013</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>FEDERAL SOURCES:</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>United States Public Health</td>
<td>$117,446</td>
<td>$162,536</td>
<td>$115,152</td>
<td>$111,340</td>
<td>$80,498</td>
</tr>
<tr>
<td>National Science Foundation</td>
<td>7,604</td>
<td>11,302</td>
<td>9,884</td>
<td>14,206</td>
<td>8,337</td>
</tr>
<tr>
<td>Environmental Protection Agency</td>
<td>2,523</td>
<td>2,454</td>
<td>1,786</td>
<td>2,458</td>
<td>950</td>
</tr>
<tr>
<td>Department of Defense</td>
<td>11,760</td>
<td>19,627</td>
<td>16,769</td>
<td>12,058</td>
<td>7,748</td>
</tr>
<tr>
<td>Department of Energy</td>
<td>1,301</td>
<td>2,966</td>
<td>5,598</td>
<td>2,515</td>
<td>1,272</td>
</tr>
<tr>
<td>National Aeronautics and Space Administration</td>
<td>916</td>
<td>593</td>
<td>940</td>
<td>600</td>
<td>600</td>
</tr>
<tr>
<td>Department of Education</td>
<td>32,957</td>
<td>48,053</td>
<td>52,004</td>
<td>49,757</td>
<td>49,017</td>
</tr>
<tr>
<td>Other Federal Agencies</td>
<td>3,474</td>
<td>4,895</td>
<td>6,347</td>
<td>4,772</td>
<td>5,455</td>
</tr>
<tr>
<td><strong>TOTAL FEDERAL</strong></td>
<td>177,981</td>
<td>252,426</td>
<td>208,480</td>
<td>197,706</td>
<td>153,877</td>
</tr>
<tr>
<td><strong>NON-FEDERAL SOURCES:</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>State Governments</td>
<td>34,705</td>
<td>5,423</td>
<td>10,927</td>
<td>6,351</td>
<td>9,430</td>
</tr>
<tr>
<td>City/County Governments</td>
<td>311</td>
<td>500</td>
<td>391</td>
<td>682</td>
<td>484</td>
</tr>
<tr>
<td>Other Non-Government Agencies</td>
<td>25,379</td>
<td>26,471</td>
<td>31,430</td>
<td>21,513</td>
<td>21,659</td>
</tr>
<tr>
<td><strong>TOTAL NON-FEDERAL</strong></td>
<td>60,395</td>
<td>32,394</td>
<td>42,748</td>
<td>28,546</td>
<td>31,573</td>
</tr>
<tr>
<td><strong>TOTAL ALL UNIVERSITY SOURCES</strong></td>
<td>238,376</td>
<td>284,820*</td>
<td>251,228</td>
<td>226,252</td>
<td>185,450</td>
</tr>
<tr>
<td>University Faculty at Affiliated Institutions</td>
<td>139,489</td>
<td>158,214</td>
<td>167,054</td>
<td>178,448</td>
<td>173,601</td>
</tr>
<tr>
<td><strong>TOTAL ALL SOURCES AND AFFILIATED INSTITUTIONS</strong></td>
<td>$377,865</td>
<td>$443,034</td>
<td>$418,282</td>
<td>$404,700</td>
<td>$359,051</td>
</tr>
</tbody>
</table>

* The University sponsored funding level for Fiscal Year 2012 is $226.3 million. Federal funding from the American Recovery and Reinvestment Act (ARRA) accounted for $44.4 million of the increase in research funding in 2010. In 2012 federal funding from ARRA accounted for $1.5 million of research funding.
Federal and state budget cuts (including recent and current initiatives regarding the Federal and Ohio budgets) can have a direct effect on the research efforts at the University. Decreases in funding to major federal science agencies including the National Institute of Health and the National Science Foundation can mean that fewer grants may be awarded to University faculty. The State of Ohio has reduced the Research Incentive allocation for the Ohio Board of Regents and Third Frontier funding. The University continues to seek increased research funding at both federal and state levels. New Fiscal Year 2014 strategic federal awards include: National Institute of Neurological Disorders and Stroke National Clinical Coordinating Center funded at $7.2 MM (this is UC’s first national clinical trial center award); National Institute of Environmental Health Sciences, Center for Environmental Genetics funded at $8.5 Million and new Fiscal Year 2014 State of Ohio awards include Research and Development Center Attraction Program funded at $5MM.

It is also increasing its emphasis on obtaining additional industry research funding. The creation and staffing of the stand-alone UC Research Institute (UCRI) will give private companies a place to go when they want access to the University’s research.

Building a world-class faculty, creating and sustaining interdisciplinary research programs and promoting entrepreneurial efforts through partnerships are all part of the goals of the Office of Research. Priority is given to providing seed funding and teaching grant writing skills to researchers so that they can be successful in obtaining external grants. The Research Strategic Plan (a part of the UC2019<sup>1</sup> Academic Master Plan) provides more specific action items on how to promote interdisciplinary research efforts, recruit world-class faculty, translate discoveries into the public domain and improve partnerships within the region, state and nation.

**STATE APPROPRIATIONS**

All State universities in Ohio receive State financial assistance for both operations and capital improvements through appropriations by the General Assembly. State appropriations contribute substantially to the maintenance and operation of the University.

The following table shows State operating appropriations to the University for Fiscal Years 2009 through 2014 (dollars in thousands):

<table>
<thead>
<tr>
<th>Fiscal Year Ending June 30</th>
<th>State Operating Appropriations*</th>
</tr>
</thead>
<tbody>
<tr>
<td>2009</td>
<td>$211,836</td>
</tr>
<tr>
<td>2010</td>
<td>211,291</td>
</tr>
<tr>
<td>2011</td>
<td>212,066</td>
</tr>
<tr>
<td>2012</td>
<td>181,590</td>
</tr>
<tr>
<td>2013</td>
<td>184,199</td>
</tr>
<tr>
<td>2014 (Estimate)</td>
<td>188,500</td>
</tr>
</tbody>
</table>

* Includes State Share of Instruction (SSI), Clinical Teaching Subsidy and other State funding. Note that federal stimulus dollars were used to subsidize SSI in Fiscal Years 2010 and 2011.

State revenue and budget concerns have compelled and from time to time in the future may compel a stabilization or reduction of the level of State assistance and support for higher education in general and the University in particular and/or temporary adjustments in payment schedules of moneys appropriated to the University. In addition, appropriations made by the General Assembly for higher
education and other purposes are subject to decreases by the Governor pursuant to Section 126.08, Ohio Revised Code.

State operating appropriations are classified as non-operating revenue on the University’s financial reports. For Fiscal Year 2013, the State operating appropriation represents 17% of the total of the University’s operating revenues plus the State operating appropriation. The State funding formula implemented within the State’s Fiscal Year 2010 budget and updated again for the Fiscal Year 2014-2015 biennium, allocates funding based on course completions rather than enrollments alone; other measures include attracting, retaining and graduating at risk students; degree attainment success factors and incentives for courses in Science, Technology, Engineering, Mathematics and Medicine (STEMM) fields. Approximately 50% of the State Share of Instruction funding received from the state is based on degree completions.

The Governor signed into law the Fiscal 2014-2015 State of Ohio Executive Budget on June 30, 2013; the budget contains a small increase to higher education funding. The University of Cincinnati’s Fiscal Year 2014 State Share of Instruction ("SSI") funding has increased nearly $6.7 million (including branches) over the SSI amount received in Fiscal Year 2013; anticipated Fiscal Year 2014 SSI funding is $181,063,000. This increase can be attributed to changes in the SSI formula as well as the continuation of strong enrollments and retention. The $6.7 million increase in SSI funding will be offset by approximately $2 million of decreases in other State funding lines; the total increase in State Operating Appropriations from Fiscal Year 2013 is anticipated to be $4 million. As of March 2014, the Ohio Board of Regents is gathering data in order to make projections of the individual Fiscal Year 2015 SSI funding for each of the state’s colleges and universities. Also included in the Ohio Executive Budget is a cap on resident undergraduate tuition increases of 2% annually.

On September 11, 2012, Ohio Governor John Kasich announced that the State’s public colleges and universities will be working together to decide how to allocate the State’s Fiscal Year 2014-2015 biennial operating budget for higher education. The goal is to reward schools with more funding based on their graduation rates, student retention rates, and reduction of students needing remedial courses. By December 2012, a plan had emerged whereby 50% of funding from the state would be based on graduation rates, up from the current 20%. This puts the focus on making sure that students who attend college also graduate. Other changes include rewarding universities for keeping out-of-state students in Ohio after graduation and providing incentives to schools to help at-risk and nontraditional students obtain degrees. These proposals generally were included in the State’s Fiscal Year 2014-2015 biennial budget.

The University developed its Fiscal Year 2014 budget using a campus-wide collaborative effort, which included budget hearings, presentations, and discussions throughout the University’s governance and decision making structure. The assumptions factored into the Fiscal Year 2014 Uptown general funds budget included a $4,008 million increase in the budget for the SSI funding; flat enrollment (based on Fiscal Year 2013 enrollment); a $1.27 million decrease in Late Fee revenue; a $2 million decrease in Facilities & Administration income from grants and contracts, and a reduction to $6.9 million in the annual funding to build future reserves. Tuition was not increased in Fiscal Year 2014 for undergraduate, graduate, and Law students; a 1% tuition increase was approved for the Professional students in Medicine MD, and PharmD programs; and the instructional fee and nonresident surcharge were increased by 5%. These assumptions resulted in a University-wide 1.5% budget reduction in Fiscal Year 2014, which has been achieved through a combination of expense reductions and revenue growth. The University’s Fiscal Year 2014 Operating Budget was approved by the University’s Board of Trustees at the June 25, 2013 meeting.
The University is continuing to develop new means of attracting and generating new income sources and is implementing new programs that will allow for increases in research funding. The University is working closely with the Ohio Board of Regents, the Governor and the State legislators to ensure that future budget proposals will result in a more opportunistic State-funding situation for all higher education institutions in the State under the University System of Ohio.

In addition to operating appropriations, the State can appropriate capital funds to the University. Beginning in 1998, capital appropriations for higher education in Ohio were distributed through an allocation formula that provided a guaranteed funding amount for each institution, but did not strategically allocate resources. The capital appropriation process was changed in Fiscal Year 2012. In an effort to be consistent with the Governor’s commitment to restrain government spending, the 2013-2014 capital bill was restrained in size, with a focus on the preservation and improvement of existing infrastructure as a tool for economic growth. The capital allocation process utilized in Fiscal Year 2012 entailed the State’s 37 higher education institutions engaging in a collaborative process to develop a capital funding plan focused on statewide priorities. Capital funding was recommended and awarded based on the following strategic investment themes: Long-term Maintenance of Existing Facilities; Engineering Meets Science (projects that merge the job-creating fields of science and engineering); Workforce Development and Public-Private Partnerships.

On April 2, 2012, the capital bill for the 2013-2014 biennium was signed by Governor Kasich. The State appropriated $36,027,210 to the University for the 2013-2014 biennium to be used primarily for renovation/rehabilitation of academic facilities. The capital allocation for the 2013-2014 biennium is as follows:

- Uptown Campus - $31,800,000
- UC Clermont Campus - $1,500,000
- UC Blue Ash Campus - $2,100,000
- Instructional Equipment - $627,210

As of February 28, 2014, the University has State appropriated funds of $11,000,000 remaining for future capital expenditures. Appropriated State capital funds are comprised of:

- Released encumbered funds not yet expended - $5,800,000
- Released unencumbered funds - $600,000
- Unreleased and re-appropriated funds - $4,600,000

Available State capital appropriations will be used for the following projects/initiatives:

- Health Professions Building Roof Replacement
- UC Clermont, Snyder Building Roof Replacement
- Health Professions Building Windows Replacement
- Medical Science Building Renovation & Expansion
- UC Blue Ash, Muntz Hall 100 Level Renovation
- UC Blue Ash, Muntz Hall Roof Replacement
- Instructional Equipment
- Uptown Campus, UC Clermont College and UC Blue Ash College

There can be no assurances that future State appropriations for operating or capital improvement purposes will be made available in the amounts requested, required or budgeted by the University. The General Assembly currently determines such appropriations biennially.
UNIVERSITY ENDOWMENT AND RELATED INVESTMENTS

The University’s endowment and related investments provides a permanent base of support to the operations of the institution. It is comprised of investments held by the University, investments held by the University of Cincinnati Foundation (both invested within the University’s Fund A and within external trusts) and investments held and controlled by external trustees. For Fiscal Year 2014 the spending policy for the endowment Fund A specifies an annual distribution of 4.75% of the fund’s 12-quarter moving average market value. The University’s Investment Office is responsible for investment management of the endowment Fund A. With oversight by the Investment Committee of the Board of Trustees, the Investment Office balances expected investment returns and risks to create a diversified portfolio using external investment managers, with the primary objective being to sustain spending by earning returns that maintain the real, inflation-adjusted value of the endowment.

The total market value of the University’s endowment and related investments was $1,045.6 billion for its Fiscal Year ended June 30, 2013. The University’s endowment is ranked 75th largest of 843 colleges and universities and ranks amongst the Top 30 largest public institutions participating in the 2012 NACUBO-Commonfund Study of Endowments.

<table>
<thead>
<tr>
<th>Total Endowment and Related Investments Market Value*</th>
</tr>
</thead>
<tbody>
<tr>
<td>Fiscal Year End June 30 (In Thousands)</td>
</tr>
<tr>
<td>-------------------------------------------------------</td>
</tr>
<tr>
<td>University of Cincinnati</td>
</tr>
<tr>
<td>Fund A – Pooled Investments $449,162  $472,237  $520,756 $493,714  $510,453</td>
</tr>
<tr>
<td>External Trustee Funds  161,675  172,348  207,622  213,360  $234,181</td>
</tr>
<tr>
<td>Non-Pooled Investments  47,022  55,448  45,143  43,453  48,401</td>
</tr>
<tr>
<td>UC Foundation</td>
</tr>
<tr>
<td>Fund A – Pooled Investments  158,411  172,876  212,474  210,209  232,808</td>
</tr>
<tr>
<td>Non-Pooled Investments(1)  16,630  15,391  18,005  18,064  19,763</td>
</tr>
<tr>
<td>Total University Endowment and Related Investments $832,900 $886,300 $1,004,000 $978,800 $1,045,606</td>
</tr>
</tbody>
</table>

(1) The Non-Pooled Investments are held by the UC Foundation as Trustee. Prior to 2012, these investments were considered external trusts by the University. These investments are included in the $253,944,207 of external trusts no longer being recognized within the University’s Statement of Net Assets.

The University is the beneficiary of numerous trusts held and controlled by external trustees. These external trusts are irrevocable and the University has a vested beneficial interest in the net income payable by the trusts. Income from these trusts is received annually and the trusts provide for this income to be received in perpetuity. External trusts have been recorded on the University’s financial statements since the early 1980’s. This position to include external trusts as endowment investments was supported by the University’s previous external auditors.

In 2012, the University changed its method of accounting for endowment investments held by the University of Cincinnati Foundation and by external trustees at the recommendation of the University’s new external auditors. There have been no changes to the terms of the agreements, including the right of the University to receive distributions from the trusts. The market value of the external trusts which are no longer being recognized totaled $253,944,207 as of June 30, 2013. The University received income of $78,118,107 from these trusts for Fiscal Year 2013.

*Includes University Foundation permanent endowments and related investments.
Source: University Treasurer and Controller’s Office
LABOR RELATIONS

The University has current agreements or is in negotiations with six labor unions covering eight bargaining units.

A. American Association of University Professors (the “AAUP”). In November, 1974, the faculty of the University elected the AAUP as sole bargaining agent with the University administration. Approximately 1,700 full and part-time faculty and librarians are included in the bargaining unit. The current agreement expired on June 30, 2013. The parties completed negotiations on a successor agreement which, when approved, will be retroactive to July 1, 2013, and expire on June 30, 2016.

B. American Federation of State, County and Municipal Employees (“AFSCME”) Ohio Council 8. This bargaining unit represents approximately 500 employees primarily in the areas of maintenance and service. The current agreement expires on February 11, 2015.

C. International Union of Operating Engineers (“IUOE”). This agreement covers approximately 70 employees in the areas of skilled trades and power plant. The current agreement expires on July 31, 2015.

D. The Ohio Nurses Association (“ONA”) represents approximately 8 registered nurses at the Hoxworth Blood Center. The current agreement expires on January 19, 2017.

E. District 1199/Service Employees International Union (“SEIU/1199”) represents approximately 400 clerical and secretarial staff members. The bargaining agreement expires on June 30, 2014.

F. The Fraternal Order of Police/Ohio Labor Council (“FOP”) represents approximately 50 sworn police officers. The current agreement expires on June 30, 2014.

G. The FOP also represents approximately 33 security officers. The current agreement expires on June 30, 2014.

H. The FOP also represents approximately 10 emergency dispatchers. The current agreement expires on June 30, 2014.

I. The FOP also represents approximately 4 lieutenants. The parties are in negotiations on the first agreement.

The University’s relationship with its employees is governed under the rules of the Civil Service laws and collective bargaining laws of Ohio. Union agreements, negotiated by the above-listed labor unions and the University, cover wages, salaries, hours, terms and conditions of employment, fringe benefits, and other similar matters.
RETIREMENT SYSTEMS

Retirement benefits are available for substantially all employees under one of several contributory retirement plans. Prior to July 1, 1977, when the University became a state institution, employees were covered by either the City of Cincinnati Retirement System (CRS) or the Teachers’ Insurance and Annuity Association - College Retirement Equities Fund (TIAA-CREF). Certified teachers appointed on or after July 1, 1977, are covered by the State Teachers’ Retirement System (STRS Ohio). Non-certified employees appointed on or after that date are covered by the Ohio Public Employees Retirement System (OPERS). Employees may opt out of STRS Ohio and OPERS and participate in the Alternative Retirement Plan (ARP) if they meet certain eligibility requirements.

STRS Ohio and OPERS are statewide systems that offer three separate plans: (1) a defined benefit plan, (2) a defined contribution plan, and (3) a combined plan. Each of the three options is discussed in greater detail in the following sections.

Defined Benefit Plans

The OPERS and STRS Ohio plans are cost-sharing, multiple-employer, defined-benefit, public-employee retirement systems. Each provides retirement, disability, and survivor benefits to plan members and beneficiaries. These plans also provide health care benefits to vested retirees. Benefits provided under the plans are established by state statute.

OPERS provides postemployment health care benefits to retirees with ten or more years of qualifying Ohio service credit under the Traditional Pension and Combined Plans. Members of the Member-Directed Plan do not qualify for ancillary benefits, including postemployment health care coverage. The plan benefits include a medical plan, prescription drug program and Medicare Part B premium reimbursement. The Ohio Revised Code permits, but does not mandate, OPERS to provide Other Post Employment Benefits (OPEB) to its eligible members and beneficiaries. Authority to establish and amend benefits is provided in Chapter 145 of the Ohio Revised Code.

STRS Ohio provides access to health care coverage to eligible retirees who participated in the Defined Benefit or Combined Plans. Coverage under the current program includes hospitalization, physicians’ fees, prescription drugs, and partial reimbursement of monthly Medicare Part B premiums. Pursuant to Chapter 3307 of the Ohio Revised Code, STRS Ohio has discretionary authority over how much, if any, of the associated health care costs will be absorbed by STRS Ohio. All benefit recipients pay a portion of the health care cost in the form of monthly premiums.

Both plans issue separate, publicly available financial reports that include financial statements and required supplementary information. These reports may be obtained by contacting each organization as follows:

OPERS
277 East Town Street, Columbus, Ohio 43215-4642
Telephone (800) 222-7377
www.opers.org

STRS Ohio
275 East Broad Street, Columbus, Ohio 43215-3771
Telephone (888) 227-7877
www.strsoh.org
Defined Contribution Plans

On June 23, 1998, pursuant to Ohio House Bill 586, the University created an Ohio Alternative Retirement Plan (ARP), which is designed to aid the University in recruiting and retaining employees by offering a portable retirement option. The ARP is a defined contribution plan that provides full and immediate vesting of all contributions made on behalf of the participant. Contributions are directed to one of eight investment management companies, which allow the participant to manage the investment of all retirement funds. New employees who qualify for the ARP have 120 days from the date of hire to elect the ARP option. Once this window has passed, the employee will not have the option to elect into the ARP. ARP does not provide disability benefits, annual cost-of-living adjustments, postretirement health care benefits or death benefits to plan members and beneficiaries. Benefits are entirely dependent on the sum of contributions and investment returns earned by each participant’s choice of investment options.

At June 30, 2013, there were 1,949 members of the plan. Under the provisions of ARP, the required rate for plan participants was 10% for 2013. The employer contribution rate for participants electing out of OPERS and STRS Ohio was 14% for 2013. During 2013, 2012, and 2011, the employer contributions were $14,196,000, $14,134,000, and $14,336,000, respectively.

OPERS also offers a defined contribution plan, the Member-Directed Plan (MD). The MD plan does not provide disability benefits, annual cost-of-living adjustments, postretirement health care benefits or death benefits to plan members and beneficiaries. Benefits are entirely dependent on the sum of contributions and investment returns earned by each participant’s choice of investment options.

STRS Ohio also offers a defined contribution plan in addition to its long established defined benefit plan. All employee contributions and employer contributions at a rate of 10.5% are placed in an investment account directed by the employee. Disability benefits are limited to the employee’s account balance. Employees electing the defined contribution plan receive no postretirement health care benefits.

Combined Plans

OPERS offers a combined plan. This is a cost-sharing, multiple-employer defined benefit plan that has elements of both a defined benefit and defined contribution plan. In the combined plan, employee contributions are invested in self-directed investments, and the employer contribution is used to fund a reduced defined benefit. Employees electing the combined plan receive postretirement health care benefits. OPERS provides retirement, disability, survivor and postretirement health benefits to qualifying members of the combined plan.

STRS Ohio offers a combined plan with features of both a defined contribution plan and a defined benefit plan. In the combined plan, employee contributions are invested in self-directed investments, and the employer contribution is used to fund a reduced defined benefit. Employees electing the combined plan receive postretirement health care benefits.
Funding Policy

The Ohio Revised Code provides OPERS and STRS Ohio statutory authority over employer and employee contributions. The required actuarially determined contribution rates (as a percentage of covered payroll) for the employee and the University are as follows for the year ending June 30, 2013:

<table>
<thead>
<tr>
<th></th>
<th>OPERS (staff)</th>
<th>OPERS (Law Enforcement staff)</th>
<th>STRS Ohio</th>
</tr>
</thead>
<tbody>
<tr>
<td>Employee:</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>All year</td>
<td>10%</td>
<td></td>
<td>10%</td>
</tr>
<tr>
<td>7/12 – 12/12</td>
<td>12.10%</td>
<td></td>
<td>12.60%</td>
</tr>
<tr>
<td>1/13 – 6/13</td>
<td>12.60%</td>
<td></td>
<td></td>
</tr>
<tr>
<td>University:</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Entire fiscal year</td>
<td>14%</td>
<td></td>
<td>18.10%</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>14%</td>
</tr>
</tbody>
</table>

The University’s contributions, representing 100% of employer contributions for the year ended June 30, 2013, and for each of the two preceding years are as follows (in thousands):

<table>
<thead>
<tr>
<th>Fiscal Year</th>
<th>OPERS</th>
<th>STRS Ohio</th>
</tr>
</thead>
<tbody>
<tr>
<td>2013</td>
<td>$21,094</td>
<td>$18,899</td>
</tr>
<tr>
<td>2012</td>
<td>$21,405</td>
<td>$17,843</td>
</tr>
<tr>
<td>2011</td>
<td>$21,534</td>
<td>$17,894</td>
</tr>
</tbody>
</table>

OPERS Post Employment Health Care plan was established under, and is administrated in accordance with, Internal Revenue Code 401(h). Each year the OPERS Board of Trustees determines the portion of the employer contribution rate that will be set aside for funding of post employment health care benefits. For the year ended December 31, 2012, OPERS allocated 4.0% of the employer contribution rate to fund the health care program for members in the Traditional Plan. The portion of employer contributions allocated to health care for members in the Combined Plan was 6.05%. The OPERS Board of Trustees is also authorized to establish rules for the payment of a portion of the health care benefits provided, by the retiree or their surviving beneficiaries. Payment amounts vary depending on the number of covered dependents and the coverage selected. University employer contributions to OPERS to fund OPEB for 2013, 2012, and 2011 were approximately $6,026,000, $6,115,000, and $6,921,000 respectively.

For the fiscal year ended June 30, 2012, STRS Ohio allocated employer contributions equal to 1.0% covered payroll to a Health Care Stabilization Fund from which payments for health care benefits are paid. University employer contributions to STRS Ohio to fund OPEB for 2013, 2012, and 2011 were approximately $1,350,000, $1,274,000, and $1,278,000, respectively.

INSURANCE

The University currently carries “all-risk” property insurance on a replacement cost basis for all of its buildings and contents, through an insurance program of four-year state universities in Ohio known as the Inter University Council Insurance Consortium (“IUCIC”). The IUCIC program includes a pooled retention and commercial property insurance, with dedicated limits of $100 million per university per occurrence and shared excess limits of $1 billion per occurrence. The University’s $100,000 retention under this program is funded through a property reserve account with contributions from various university departments, regional campuses and auxiliaries. Casualty Insurance, including Comprehensive General Liability (“CGL”) and Educators Legal Liability (“ELL”) coverages, is provided through a
separate IUCIC program. This program is a combination of self-insurance through actuarially established
pool funds and commercially purchased insurance. The CGL and ELL coverages each have self-insured
limits of $10 million, with $9 million reinsured through a commercial reinsurance agreement. The
retained limit is dedicated to each of the participating universities, with a self-insurance pool funded
according to an actuarial formula. This program also includes shared commercial excess insurance limits
of $20 million for ELL, $25 million for CGL and an additional $15 million shared CGL limit. The
university deductible of $100,000 for ELL is funded by a University budget; the $100,000 CGL
deductible is funded through an actuarially-supported trust fund. Medical Professional Liability (“MPL”)
coverage is provided through a separate self-insurance trust fund, with actuarially-supported limits of $4
million per occurrence/$20 million annual aggregate. This program is shared among the University’s
academic health programs, Hoxworth Blood Center, and clinical practices associated with the Academic
Health Center, including UC Physicians, Inc. and subsidiary corporations. An additional $30 million in
MPL coverage is provided through commercial excess insurance policies.

TEMPORARY INVESTMENT POOL

The Temporary Investment Pool for the University is the investment vehicle for pooling and
investing funds which are temporarily available. Operating and other funds for all areas of the University
participate in the Pool. The pooling allows the investment plan to take a longer-term perspective than
would otherwise be appropriate, since declines in some funds will be offset by increases in others. This
has provided a growing “permanent” base for investing. Securities are carried at market value in
accordance with Generally Accepted Accounting Principles.

Since the portfolio is structured to meet known needs, other than changes that result from cash
flow, few changes in the portfolio are anticipated. The quality of the portfolio is monitored so that
appropriate action can be taken should the quality of an issuer begin to deteriorate sufficiently to warrant
action.

As of June 30, 2013, the book value of the portfolio was $455,748,049 and the market value was
$449,777,445. The average life of the investments was 1.95 years. All investments in the pool meet the
University’s investment guidelines. The maturity schedule incorporates the anticipated cash requirements
of the University.

UNIVERSITY POLICIES AND PROCESSES

As part of the University’s strategic plan, a number of policies and processes have been
developed and implemented, designed to improve efficiency and reduce expenditures. Policies that focus
on improving cash balances and reducing the accumulated negative fund balances, enacting a realistic
performance based budgeting process, as well as the ongoing review of academic programs, collegiate
restructuring and administrative streamlining will allow the University to respond to economic challenges
with significant strength.

Operating Cash Policy

The University’s Board of Trustees approved the University Operating Cash Policy in November
2006. This policy was developed to build the University’s operating cash balance over a period of time,
to an average daily balance of no less than 25% of annual operating budget expenditures and transfers,
and a minimum daily balance of no less than 17% of annual operating budget expenditures and transfers.
Policy levels are based on the University’s operating budget, annual financial statements and typical monthly cash disbursements. The policy objective was achieved over time by such actions as implementing an all-funds balanced operating budget process, disciplined payoff of existing funds that are in a deficit position, closely evaluating all capital projects, concentration on receivables management and expense/deficit control at the Vice President for Finance level (in consultation with the appropriate Senior Vice President). As required by the policy, cash position is monitored by a committee on a periodic basis to assure the cash policy levels are achieved and cash status is reported to the Board of Trustees on an annual basis.

By improving the operating budget process, retiring certain funds that were in a deficit position, reducing receivables and improving overall financial performance in Fiscal Years 2007 through Fiscal Year 2010, the University was able to increase its operating cash balance by $153,800,000 from Fiscal Year 2006. In addition to these efforts, the University adjusted its financial management approach in the spring of 2008. A Liquidity Reserve Fund was established by the Board of Trustees in February 2008 and retains the cash conserved by the restructuring of the University’s 2008 and 2009 principal maturities on its fixed rate, general receipts debt.

The cash balances of the University for Fiscal Years 2009 through 2013 are shown below.

Operating Cash Balances (Excludes Endowment Assets)
Fiscal Year Ended June 30
(Dollars In Thousands)

<table>
<thead>
<tr>
<th></th>
<th>2009</th>
<th>2010</th>
<th>2011</th>
<th>2012</th>
<th>2013</th>
</tr>
</thead>
<tbody>
<tr>
<td>Operating Cash</td>
<td>$186,200</td>
<td>$240,500</td>
<td>$305,000</td>
<td>$343,100</td>
<td>$395,000</td>
</tr>
</tbody>
</table>

The cash policy levels change annually since they are based on the University’s operating budget, annual financial statements and typical monthly cash disbursements. The average daily target per the cash policy in 2006 when the policy was established was $236,000,000; the average daily target per the cash policy in Fiscal Year 2013 is $275,900,000. The minimum daily target per the cash policy in 2006 when the policy was established was $160,000,000; the minimum daily target per the cash policy in Fiscal Year 2013 is $187,600,000. Cash balances have been maintained above the minimum daily target since October, 2009; with various months exceeding the average daily target during Fiscal Year 2013.

Accumulated Fund Balance Initiative

The University’s Board of Trustees approved a University policy in November 2008, relating to the elimination of accumulated negative fund balances. Over many years, the University permitted a mixture of academic, auxiliary and institutional departments to accumulate negative balances for a variety of reasons, which in turn overshadowed the areas that had positive cash balances. The accumulated budget overruns resulted in an overall negative fund balance. This policy was developed to address how the University would systematically fully discharge the negative fund balances in the selected areas.
The accumulated fund balance is reflected on the University’s Balance Sheet in Unrestricted Net Assets. The summary of the Unrestricted Net Assets of the University are shown below.

<table>
<thead>
<tr>
<th>Unrestricted Net Assets</th>
<th>Fiscal Year Ended June 30</th>
<th>(Dollars In Thousands)</th>
</tr>
</thead>
<tbody>
<tr>
<td>2009</td>
<td>($60,800)</td>
<td>2010</td>
</tr>
<tr>
<td></td>
<td>2011</td>
<td>2012</td>
</tr>
<tr>
<td></td>
<td>2013</td>
<td></td>
</tr>
</tbody>
</table>

The improvement of the unrestricted net asset deficit beginning in 2008 was a result of a combination of disciplined financial activities, integrated budget planning, a transfer of funds expendable and quasi-endowments, the restructuring of the 2008 and 2009 bond maturities and significantly improved operations. The University’s unrestricted net assets increased from $61 million in 2009 to $167 million in 2013, an increase of $228 million. These improvements are a result of the implementation of targeted financial strategies, greater accountability, and an integrated budget planning process.

**Performance-Based Budgeting**

The University’s Board of Trustees institutionalized the University’s adoption of a Performance-Based Budgeting model in March 2009. The University implemented the performance-based budgeting model University-wide in Fiscal Year 2010. This model replaces the historical allocation of resources that was dependent on the previous year’s budget. The model incentivizes growth and efficiencies and is based on a set of guiding principles that guarantees transparency and accountability. The performance-based budgeting model is resource and enrollment driven, and is tied to the University’s mission. Each college is assigned a budget threshold that it has to obtain; it can meet that threshold by either increasing enrollment and/or decreasing costs. Progress on plans to meet thresholds is monitored monthly and budget adjustments are made as necessary. The model allows for the college units to share in the savings that are a result of exceeding their established thresholds. The budgeting process is broadly representative and co-managed by the Provost and by the Senior Vice President for Administration and Finance, working with the college deans and vice presidents.

**Investment Policy of the University**

The administration of the University’s invested funds is governed by policies established by the Board of Trustees. These policies, which encompass the University’s endowment fund “A” (pooled endowment), gifted real estate, and temporary investment pool, are briefly described below.

**Endowment Fund A**

The goal of the University’s endowment investment policy shall be to produce real growth in assets net of administrative and investment fees, by generating a total net rate of return which is greater than, or equal to, the spending rate established by the University’s endowment spending policy plus the rate of inflation. The University also elects to partially fund its development program via a fee to be taken annually from “A” pool assets.

The State of Ohio enacted the Uniform Prudent Management of Institutional Funds Act of Ohio (UPMIFA) by passing Amended House Bill 522, effective June 2009, providing standards for endowment
investment management and spending. The University acknowledges its obligations under UPMIFA under the terms of paragraphs (3) and (4) of this act.

Investments in endowment fund “A” shall be made in accordance with investment guidelines approved by the investment committee and reviewed by it at least annually. Such guidelines shall require, at a minimum, that investments shall be diversified consistent with prudent investment management practices in accordance with asset allocation guidelines approved by the investment committee.

**Spending Policy**

The income distribution for endowment spending in Fiscal Year 2014 is 4.75 per cent times the previous twelve-quarter moving average of market value. This formula shall be applied to the 12 quarters ending on December 31 prior to the Fiscal Year in question, so that final budget guidance on available income can be issued.

**Strategic Community Investments**

Endowment funds may also be invested in loans, direct real estate or other investments not yielding a market rate of return, that are judged to be of a long term strategic importance to the University. Such investments shall be held separately from the endowment fund “A” and must be approved by the chair of the finance and administration committee and the president of the University, after notification to the full Board of Trustees. The total of such investments shall not exceed $25 million at any time.

**Temporary Investment Pool**

The goal of the University’s temporary investment pool (“TIP”) investment policy shall be to invest operating funds and borrowed proceeds to provide, in order of priority, safety of principal, liquidity, and maximum total return consistent with safety and liquidity.

Pursuant to section 3345.05 of the Ohio Revised Code, all those charged with the responsibility to manage the investment of the TIP are fiduciaries required to discharge their duties with the care, skill, prudence, and diligence under the circumstances then prevailing that a prudent person acting in like capacity and familiar with such matters would use in the conduct of an enterprise of a like character and with like aim, and, pursuant to section 3345.05(C)(1) of the Ohio Revised Code, at least 25% of the average amount of the TIP over the course of the previous Fiscal Year shall be invested in securities of the United States government or of its agencies or instrumentalities, the Treasurer of State of Ohio’s pooled investment program, obligations of the State of Ohio, or any political subdivision of this state, certificates of deposit of any national bank located in this state, written repurchase agreements with any eligible Ohio financial institution that is a member of the federal reserve system or federal home loan bank, money market funds, or bankers acceptances maturing in 270 days or less which are eligible for purchase by the Federal Reserve System, as a reserve.

Eligible funds in amounts in excess of those necessary to meet requirements of division (C)(1) of section 3345.05 may be pooled with other institutional funds and invested in accordance with section 1715.52 of the Ohio Revised Code.

Overall, investments in the temporary investment pool shall be made in accordance with the appropriate section of the Ohio Revised Code and within investment guidelines approved by the investment committee and reviewed by it at least annually. Such guidelines shall require, at a minimum,
that investments shall be diversified consistent with prudent investment management practices in accordance with asset allocation guidelines approved by the investment committee.

**Donor Directed Investments**

On occasion the university accepts an endowed gift where the donor places restrictions as to the investment held, yield target or type of investment. If the donor’s directions are not unduly onerous, then the administrative investments committee shall accept the gift but shall attempt to influence the donor to permit pooling of the assets, either immediately or at some future date.

**Separately Invested Endowment Funds**

Additional endowment funds may be invested in loans, direct real estate, or other investments not yielding a market rate of return, that are judged to be of long term strategic importance to the University. Such investments shall be held separately from the endowment fund “A” and must be approved by the chair of the finance committee and the President of the University, after notification to the entire Board of Trustees. The total of such investments shall not exceed $25 million at any time.

As of June 30, 2013, the University had already made $13.4 million of loans from Separately Invested Endowment Funds. On an ongoing basis, the University considers additional Strategic Loans and/or investments of Separately Invested Endowment Funds for real estate development projects located on the periphery of the University’s campus.

**Gifted Real Estate**

An annual review of all real estate holdings is performed to determine if the property should be sold or if the net rate of return from rental income can be increased. Proposed real estate gifts to the University are reviewed, prior to acceptance, in order to assure that an asset will be received, that clear title will be conveyed and to ascertain whether any environmental hazards or similar liabilities exist.
APPENDIX B

SUMMARY OF RESTATED TRUST AGREEMENT

The following is a summary of certain provisions of the Restated Trust Agreement dated as of May 1, 2001, between the University of Cincinnati and Fifth Third Bank (now, by sale of its corporate trust services, The Bank of New York Trust Company, N.A.), as Trustee, which agreement amends and restates the Trust Agreement between the University of Cincinnati and The Fifth Third Bank, dated as of May 1, 1974 (the “Original Trust Agreement”). Although the Series 2001 Bonds were issued pursuant to the Original Trust Agreement, the Restated Trust Agreement will take effect immediately after their issuance and control the Series 2001 Bonds in all aspects other than their issuance. This summary is not to be regarded as a complete statement of the Restated Trust Agreement to which reference is made for a complete statement of the actual terms thereof. Copies of the Original Trust Agreement and the Restated Trust Agreement are on file with the Trustee.

DEFINITION OF CERTAIN TERMS

The terms defined below are among those used in the Official Statement and in the summary of the Restated Trust Agreement which follow:

“Balloon Indebtedness” means (a) a series of Bonds, twenty-five percent (25%) or more of the principal of which matures on the same date, which portion of the principal is not required by the applicable Supplemental Trust Agreement to be amortized prior to such date, or (b) a series of Bonds with a maturity of seven years or less, issued in anticipation of Bonds with a longer maturity.

“Board” means the Board of Trustees of the University, or if there shall be no such Board of Trustees, such Person or body which pursuant to law or the organizational documents of the University is vested with the power to direct the management and policies of the University, and shall include any committee empowered to act on behalf of such board or body.

“Bond” or “Bonds” means any bond, or all of the bonds, or an issue or series of bonds, as the case may be, as so identified in the certificate of the Fiscal Officer, of the University issued pursuant to the 2001 General Bond Resolution, a Series Resolution and the Restated Trust Agreement, as well as any bond or bonds outstanding and issued under the terms of the Original Trust Agreement. The definition of Bond and Bonds does not include “Note” or “Notes”.

“Bond Redemption and Purchase Account” means the Bond Redemption and Purchase Account authorized and created pursuant to Section 4.05 of the Restated Trust Agreement.

“Bond Service Reserve Account” means the Bond Service Reserve Account authorized and created pursuant to Section 4.03 of the Restated Trust Agreement.

“Capital Appreciation Bonds” means those Bonds payable at par value at maturity, the payment of which includes compound accreted amounts as specified in a Series Resolution or Supplemental Trust Agreement.
“Certificate of Award” means, with respect to any series of Obligations, the Certificate of Award for such series, if any, authorized in the applicable Series Resolution or the contract of purchase for such series of Obligations.

“Costs of University Facilities” means the costs of or related to University Facilities, and the financing thereof, for the payment of which Obligations may be issued under the Act.

“Credit Enhancer” means the issuer of a Credit Support Instrument.

“Credit Support Instrument” means an irrevocable letter of credit, line of credit, insurance policy, guaranty or surety bond or similar instrument providing for the payment of or guaranteeing the payment of principal or purchase price of and interest on Obligations when due, either to which the University is a party or which is provided at the request of the University.

“Crossover Amount” means the amount of money and Government Bonds which are on deposit in a Crossover Escrow Account and which, together with investment income thereon, are held as provided in the definition of “Crossover Refunded Bond”.

“Crossover Date” means, when used with respect to any particular Crossover Refunding Bonds and Crossover Refunded Bonds, the date on which the Crossover Amount on deposit in a Crossover Escrow Account shall be used to retire all such Outstanding Crossover Refunded Bonds for which such Crossover Escrow Account was established.

“Crossover Escrow Account” means an escrow account in which a Crossover Amount is deposited.

“Crossover Refunded Bond” means any Obligation if:

(i) The Trustee shall have received and shall hold in trust for and irrevocably committed thereto, moneys sufficient, or

(ii) The Trustee shall have received and shall hold in trust for and irrevocably committed thereto, Government Bonds which are certified by an independent certified public accountant to be of such maturities, irrevocably established redemption dates or irrevocably established repurchase dates (if such Government Bonds are subject to a repurchase agreement) and interest payment dates, and to be of such principal amounts or irrevocably established redemption prices and to bear such interest, which together with any moneys to which reference is made in paragraph (i) above, without the need for further investment or reinvestment of either the principal amount thereof or the interest earnings therefrom (which earnings are to be held likewise in trust, except as provided herein), will be sufficient:

(A) for the payment of all principal of and premium, if any, on such Obligation as the same becomes due, whether at its maturity or redemption date or otherwise, as the case may be, or if a default in payment shall have occurred on any maturity or redemption date, then for the payment of all principal of and premium on such Obligation to the date of the tender of payment; provided, that if any such Obligation is to be redeemed prior to the maturity thereof, notice of that redemption shall have been given or irrevocable provision shall have been made for the giving of that notice and
for the payment of interest (in whole or in part) on any Crossover Refunding Bonds, the proceeds of which were, in whole or in part, deposited in such Crossover Escrow Account, or both. Prior to the Crossover Date, the Crossover Amount may be pledged as security for the Crossover Refunding Bonds, the Crossover Refunded Bonds, or both. The moneys and proceeds of such Government Bonds shall, to the extent needed, be used for the foregoing purposes or used to reimburse a provider of a Credit Support Instrument for amounts advanced by it for the foregoing purposes.

“Crossover Refunding” means an advance refunding in which Crossover Refunding Bonds are issued to refund Crossover Refunded Bonds and in which a Crossover Amount is deposited in a Crossover Escrow Account.

“Crossover Refunding Bond” means any Obligation, to the extent that any proceeds from the sale thereof shall, upon deposit in a Crossover Escrow Account, constitute a Crossover Amount.

“Debt Service Account” means the Debt Service Account within the Debt Service Fund authorized and created pursuant to Section 4.01 of the Restated Trust Agreement.

“Debt Service Charges” means, generally, for any applicable time period, the principal (including any Mandatory Sinking Fund Requirements), interest and redemption premium, if any, required to be paid by the University on the Obligations pursuant to any Series Resolution, less any capitalized interest for such time period and accrued interest on deposit in the Debt Service Account. The methods for determining Debt Service Charges for the Obligations with Mandatory Sinking Fund Requirements, Obligations which are insured or secured by a Credit Support Instrument, or Obligations which are Variable Rate Bonds, Balloon Indebtedness, Capital Appreciation Bonds, Crossover Refunded Bonds or Crossover Refunding Bonds are set forth in Section 2.02 of the Restated Trust Agreement.

“Debt Service Fund” means the Debt Service Fund authorized and created in Section 4.01 of the Restated Trust Agreement.

“Event of Default” means an Event of Default as defined in Section 6.01 of the Restated Trust Agreement.

“Fiscal Officer” means either the Vice President for Finance or the Treasurer of the University or such other person designated by the Vice President for Finance or the Treasurer to act as Fiscal Officer for purposes of the Restated Trust Agreement.

“Fiscal Year” means a period of twelve consecutive months constituting the fiscal year of University commencing on the first day of July of any year and ending on the last day of June of the next succeeding calendar year, both inclusive, or such other consecutive twelve month period as hereafter may be established from time to time for budgeting and accounting purposes of the University by the Board to be evidenced, for purposes hereof, by a certificate of the Fiscal Officer filed with the Trustee.

“General Receipts” means all moneys received by the University, except: (i) moneys raised by taxation and state appropriations; (ii) any grants, gifts, donations and pledges and receipts therefrom which under restrictions imposed in the grant or promise thereof or as a condition of the receipt thereof are not available for payment of Debt Service Charges; and (iii) any special fee charged pursuant to Section 154.21(D) of the Ohio Revised Code and receipts therefrom.
“Government Bonds” means (a) direct obligations of the United States of America for the payment of which the full faith and credit of the United States of America is pledged, (b) obligations issued by a Person controlled or supervised by and acting as an instrumentality of the United States of America, the payment of the principal of, premium, if any, and interest on which is fully guaranteed as a full faith and credit obligation of the United States of America (including any securities described in (a) or (b) issued or held in book-entry form on the books of the Department of Treasury of the United States of America or Federal Reserve Bank), and (c) securities which represent an interest in the obligations described in (a) and (b) above.

“Mandatory Sinking Fund Requirements” means amounts required by any Series Resolution or the Certificate of Award to be deposited to the Debt Service Account in any fiscal year for the purpose of retiring principal maturities of Obligations which by the terms of such Obligations are due and payable, if not called for prior redemption, in any subsequent fiscal year.

“Notes” or “Note” means any note or all of the notes, or an issue of notes, as the case may be, as so identified in the certificate of the Fiscal Officer, including Commercial Paper, issued by the University in anticipation of the issuance of Bonds or receipt of appropriations from the Ohio Board of Regents to pay Costs of University Facilities pursuant to the Act, or to pay costs of refunding or retirement of Notes previously issued pursuant to the Act, the 2001 General Bond Resolution and the Restated Trust Agreement, but excludes any note or notes issued prior to the execution and delivery of the Restated Trust Agreement. The definition of Note and Notes does not include “Bond” or “Bonds”.

“Obligations” means Bonds or Notes.

“Original Bond Service Reserve Account” means the Bond Service Reserve Account established under Section 6 of the Original Trust Agreement.

“Original Trust Agreement” means the Trust Agreement dated as of May 1, 1974 between the University and the Trustee, as the same has been amended and supplemented up to the date of the Restated Trust Agreement.

“Post-Amendment Bonds” means any Bonds issued under the Restated Trust Agreement.

“Pre-Amendment Bonds” means any Bonds issued pursuant to the Original Trust Agreement prior to the amendment of the Trust Agreement by the Restated Trust Agreement, other than the Series 2001 Bonds.

“Project Fund” means the Project Fund created in Section 4.06 of the Restated Trust Agreement.

“Rebate Fund” means the Rebate Fund created by Section 4.17 of the Restated Trust Agreement.

“Replacement and Repair Account” means the Replacement and Repair Account created pursuant to the Original Trust Agreement.

“Required Reserve” means, with respect to each series of Pre-Amendment Bonds, the amount deposited into the bond service reserve account created under the Original Trust Agreement on the date of issuance of such series of Pre-Amendment Bonds; provided, that if the moneys in a subaccount of the Bond Service Reserve Account are sufficient to pay the Debt Service Charges on the Bonds for
which such subaccount was created for not only the final maturity of such Bonds, but also a portion of the penultimate maturity (or Bonds due pursuant to mandatory sinking fund redemption), the University may use moneys in such subaccount to pay Debt Service Charges on such Bonds in their final year as well as to pay Debt Service Charges on such Bonds in their penultimate year.

“Reserve Account Ratio” means, with respect to each series of Pre-Amendment Bonds, the quotient produced by dividing the Required Reserve for such series of Pre-Amendment Bonds by an amount equal to the sum of the Required Reserves for all outstanding series of Pre-Amendment Bonds.

“Restated Trust Agreement” means the Restated Trust Agreement, dated as of May 1, 2001, between the University and the Trustee, as the same may be duly amended, modified or supplemented in accordance with its terms.

“Series Resolution” means a Resolution of the Board authorizing one or more series of Obligations and the execution and delivery of a Supplemental Trust Agreement, all in accordance with the 2001 General Bond Resolution and the Restated Trust Agreement.

“Series 2001 Bonds” means the University’s General Receipts Bonds, Series 2001 or whatever series of General Receipts Bonds is the last such series issued pursuant to the Original Trust Agreement.

“Special Funds” means the Debt Service Fund and accounts therein, and any other funds or accounts permitted by, established under, or identified in the Restated Trust Agreement or a Series Resolution and designated as Special Funds. The Rebate Fund shall not be a Special Fund.

“State” shall mean the State of Ohio.

“Subordinated Indebtedness” shall mean obligations (other than Bonds or Notes) which, with respect to any issue thereof, are secured by a pledge of the General Receipts which is subordinate to that of the holders of Obligations and which are evidenced by instruments, or issued under an indenture or other document, containing provisions for the subordination of such obligations.

“Supplemental Trust Agreement” means any one or more of Supplemental Trust Agreements entered into by the parties pursuant to the Restated Trust Agreement and a Series Resolution.

“Trustee” means the Trustee at the time serving under the Restated Trust Agreement, originally Fifth Third Bank and any successor Trustee as determined or designated under or pursuant to the Restated Trust Agreement.

“2001 General Bond Resolution” means the resolution of the Board adopted on March 27, 2001, authorizing the execution and delivery of the Restated Trust Agreement.

“University” means the University of Cincinnati, established and existing under Chapter 3361 of the Ohio Revised Code, and every part and component thereof as from time to time existing, and when the context admits, includes the Board.

“Variable Rate Bond” means a Bond the interest rate on which is an adjustable rate which varies from time to time as provided therein and in the Series Resolution pursuant to which such Bond is issued.
SUMMARY OF CERTAIN PROVISIONS
OF THE AMENDED AND RESTATED TRUST AGREEMENT

Flow of Funds

The University covenants to maintain, so long as any Post-Amendment Bonds or Pre-Amendment Bonds are outstanding, a special fund, designated the “Debt Service Fund”, as a trust fund held by the Trustee separate and apart from other funds of the University. The Debt Service Fund, with the accounts therein, and the General Receipts are pledged to the payment of Debt Service Charges in priority to all other expenses, claims and payments.

**Pledge.** So long as any Series 2001 Bonds are outstanding under the Restated Trust Agreement, the University covenants and agrees to fix, make, adjust and collect such fees, rates, rentals, charges and other items of General Receipts so that there shall inure to the University General Receipts, in view of other revenues and resources available to the University, sufficient (i) to pay Debt Service Charges then due or to become due in the current Fiscal Year; (ii) to pay any other costs and expenses payable hereunder and (iii) to pay all other costs and expenses necessary for the proper maintenance and successful and continuous operation of the University.

**Debt Service Fund.** The Trustee shall hold and administer the Debt Service Fund and any other Special Fund created under the Original Trust Agreement and the Restated Trust Agreement, together with the accounts contained therein, upon the terms and conditions, including, without limitation, the terms and conditions set forth in the Original Trust Agreement, the Restated Trust Agreement and the applicable Series Resolution and/or the Supplemental Trust Agreement for the investment of moneys deposited in such Funds. The following accounts are created by the University in the Debt Service Fund: the Debt Service Account, the Bond Service Reserve Account and the Bond Redemption and Purchase Account.

**Debt Service Account.** The Debt Service Account is hereby pledged to and shall be used solely for the payment of Debt Service Charges as they fall due at maturity or by operation of redemption requirements pursuant to mandatory sinking fund requirements, or for the payment of any amounts due to a Credit Enhancer to the extent as set forth in a Credit Support Instrument. Payments sufficient in time and amount to pay the Debt Service Charges on the Series 2001 Bonds as they become due shall be paid by the University directly to the Trustee and deposited in the Debt Service Account to the extent moneys in the Debt Service Account are not otherwise available therefor. Upon the occurrence and during the continuation of an Event of Default constituting a failure to pay interest, principal or premium on any Obligation when and as the same become due and payable, whether at stated maturity thereof or by redemption or acceleration or pursuant to Mandatory Sinking Fund Requirements with respect to the Series 2001 Bonds, if a subaccount in the Bond Service Reserve Account has been created to secure the Series 2001 Bonds, moneys in the applicable subaccount of the Bond Service Reserve Account may be transferred by the Trustee to the Debt Service Account to be used to pay Debt Service Charges on such series of Bonds pursuant to the provisions relating to the Bond Service Reserve Account of the Restated Trust Agreement. Upon the occurrence and during the continuation of an Event of Default described above, moneys in the Project Fund (if held by the Trustee) may also be transferred by the Trustee to the Debt Service Fund. Except for the “Disposition of Special Funds” as provided for in Section 4.10 of the Restated Trust Agreement, moneys in the Debt Service Account shall be used solely for the payment of Debt Service Charges on the Series 2001 Bonds and for the redemption of Series 2001 Bonds prior to maturity and as otherwise provided in the Restated Trust Agreement and the 2001 General Bond Resolution.
While the Series 2001 Bonds are outstanding, the University covenants that it will include in its budget for each Fiscal Year the amount required to be paid to the Debt Service Fund during such Fiscal Year. The University shall from time to time determine and reflect in such budgets, the amounts from respective sources of General Receipts to be applied to meet such payments, in such manner that the amounts and times of collection meet all payments required to be made into the Debt Service Fund.

**Bond Service Reserve Account. No Supplemental Bond Service Reserve Account has been established for the Series 2001 Bonds.** However, the Bond Service Reserve Account created pursuant to the Original Trust Agreement shall remain in full force and effect and it shall be known as the “Original Bond Service Reserve Account” and such subaccount is pledged to and shall be used, as provided for in the Restated Trust Agreement, solely for the payment of Debt Service Charges on the Pre-Amendment Bonds, except as excess amounts may be transferred pursuant to Section 4.03 of the Restated Trust Agreement. Subsequent series of Obligations may have a Bond Service Reserve Account established, known as the Supplemental Bond Service Reserve Account.

The Trustee shall maintain separate subaccounts within the Original Bond Service Reserve Account for each series of Pre-Amendment Bonds which is outstanding and shall distribute the funds in the Original Bond Service Reserve Account into each such subaccount in an amount equal to the product of Reserve Account Ratio times the amount in the Original Bond Service Reserve Account on the date of such distribution. The various subaccounts within the Original Bond Service Reserve Account shall comprise the Original Bond Service Reserve Account which is pledged as security for all outstanding Pre-Amendment Bonds. If the Trustee is required to transfer money from the Original Bond Service Reserve Account pursuant to the provisions of Section 4.03 of the Restated Trust Agreement, the Trustee shall transfer a pro-rata amount from each subaccount within the Original Bond Service Reserve Account.

A Supplemental Bond Service Reserve Subaccount may be pledged for the payment of Debt Service Charges on any series of Post-Amendment Bonds for which a reserve fund has been mandated pursuant to the Series Resolution which authorized the issuance of such series of Obligations. The Trustee shall create a separate subaccount in the Supplemental Bond Service Reserve Account for each series of Obligations for which a reserve fund has been mandated by the Series Resolution which authorized such series of Obligations and each separate subaccount shall secure only the particular series of Obligations to which it is related.

If on the date upon which Debt Service Charges on any Bonds which are secured by a bond service reserve account or subaccount held by the Trustee fall due, the subaccount within the Debt Service Account related to such Bonds is insufficient to meet such Debt Service Charges to be paid therefrom on such date, the Trustee, without necessity for any order by the University, shall immediately transfer from the appropriate subaccount of the Bond Service Reserve Account an amount sufficient to make up such deficiency in the subaccount of the Debt Service Account. Except as may be provided in the applicable Series Resolution or Supplemental Trust Agreement, if on the day upon which amounts are due to a Credit Enhancer in reimbursement for amounts provided under a Credit Support Instrument, the amount in the subaccount within the Debt Service Account related to such Bonds (other than from any amounts provided under a Credit Support Instrument) is insufficient to pay such amounts to such Credit Enhancer on that date, the Trustee, without necessity for any further order of the University or officer thereof, shall make available for such reimbursement any amounts in the related subaccount of the Bond Service Reserve Account for the series of Obligations to which the Credit Support Instrument applies necessary to make up that insufficiency. The amount so transferred shall be applied only to the payment of Debt Service Charges on the Obligations to which that Bond Service Reserve Account pertains or for
the payment of any amounts due as reimbursement of draws under a Credit Support Instrument to a Credit Enhancer providing a Credit Support Instrument in connection with the Obligations to which that Bond Service Reserve Account pertains.

Any amount in a subaccount of the Bond Service Reserve Account in excess of the amount required to be contained therein pursuant to the Series Resolution which created such subaccount or the Certificate of Award (the “Required Amount”) shall be transferred to the Bond Service Account or to the Bond Redemption and Purchase Account for the purposes thereof, if and to the extent ordered by the Fiscal Officer. Such excess shall be determined by calculating the Required Amount with reference to outstanding Bonds of the particular series only, excluding any Bonds for the redemption or purchase of which such excess is being transferred to the Bond Redemption and Purchase Account.

Within one hundred fifty (150) days after the end of each Fiscal Year, the University shall, from General Receipts, restore to the various subaccounts within the Bond Service Reserve Account any amounts transferred therefrom or any decrease in value determined pursuant to Section 4.15 of the Restated Trust Agreement in such Fiscal Year so that the amounts in such subaccounts in the aggregate are at least equal to the various Required Reserves and/or Required Amounts, as appropriate.

**Replacement and Repair Account.** The Replacement and Repair Account created pursuant to the Original Trust Agreement is no longer necessary as security for the holders of the Pre-Amendment Bonds and the Account shall be closed and any money or investments contained therein shall be transferred to the Debt Service Account.

**Bond Redemption and Purchase Account.** Any amounts in the Bond Redemption and Purchase Account may be committed, by Series Resolution or other action by the Board, for the retirement of and for Debt Service Charges on specified Obligations and, so long as so committed, shall be used solely for such purposes whether directly or through transfer to the Debt Service Fund. The Fiscal Officer may cause moneys in the Bond Redemption and Purchase Account to be used to purchase any Obligations for cancellation and to redeem any Obligations in accordance with the redemption provisions of the applicable Series Resolution. From moneys in the Bond Redemption and Purchase Account, the Trustee shall transmit or otherwise disburse such amounts at such times as required for the redemption or purchase for cancellation of Obligations, and Debt Service Charges, in accordance with the applicable Series Resolution, or other action by the Board or order of the Fiscal Officer not inconsistent therewith. Any amounts in the Bond Redemption and Purchase Account not required for the purposes thereof pursuant to a commitment theretofore made, may be transferred to the Bond Service Account or the Bond Service Reserve Account upon order of the Fiscal Officer.

**Project Fund.** The Project Account created for the Series 2001 Bonds is a subaccount of the University’s Project Fund. The University, as necessary, shall disburse funds from the Project Fund and the various accounts therein upon the written direction of the Fiscal Officer. If so provided in any Series Resolution or a Supplemental Trust Agreement, any account within the Project Fund may be held and disbursed by the Trustee.

**Denomination; Registration and Replacement**

The Series 2001 Bonds are issuable as fully registered bonds without coupons in the denominations of $5,000 or any integral multiple thereof.

In all cases in which Series 2001 Bonds shall be exchanged or transferred hereunder, the University shall execute and the Registrar or any Authenticating Agent, as the case may be, shall authenticate and deliver Series 2001 Bonds in accordance with the provisions of the Restated Trust Agreement.
Agreement. The exchange or transfer shall be made without charge; provided that the University and the Registrar or the Authenticating Agent, as the case may be, may make a charge for every exchange or transfer of Series 2001 Bonds, sufficient to reimburse them for any tax or excise required to be paid with respect to the exchange or transfer. The charge shall be paid before a new Series 2001 Bond is delivered.

All Series 2001 Bonds issued upon any transfer or exchange of Series 2001 Bonds shall be the valid obligations of the University, evidencing the same debt and entitled to the same benefits under the Restated Trust Agreement as the Series 2001 Bonds surrendered upon transfer or exchange. Neither the University, the Trustee, the Registrar nor any Authenticating Agent, as the case may be, shall be required to make any exchange or transfer of any Series 2001 Bond of any series during a period beginning at the opening of business 15 days before the day of the mailing of a notice of redemption of such Series 2001 Bonds of that series and ending at the close of business on the day of such mailing or to transfer or exchange any such Series 2001 Bonds of that series selected for redemption, in whole or in part, within 90 days following such mailing.

Valuation

For the purpose of determining the amount on deposit to the credit of the Debt Service Account or the Original Bond Service Reserve Account, the value of obligations in which money in such accounts shall have been invested shall be computed at market value or the amortized cost thereof, whichever is lower as an aggregate of such amounts in the Debt Service Account and the Original Bond Reserve Account. For the purposes of determining the amount on deposit to the credit of the subaccounts within the Supplemental Bond Service Reserve Account, the value of the obligations in which moneys in such account have been invested shall be computed in the manner set forth in the Supplemental Trust Agreement which creates such subaccount. The Trustee shall value the Eligible Investments in the Special Funds as of the last day of each Fiscal Year.

Investment of Funds in the Debt Service Fund, Project Fund and Rebate Fund

Moneys in the Debt Service Fund, the Project Fund and the Rebate Fund shall be invested and reinvested by the Trustee (or the Fiscal Officer, as applicable) in Eligible Investments at the oral or written direction of the University, but if oral, confirmed promptly in writing. Investment of moneys in the Debt Service Fund shall mature or be redeemable at the times and in the amounts necessary to provide moneys to pay Debt Service Charges as they become due at stated maturity, by redemption or pursuant to any mandatory sinking fund requirements. Each investment of moneys in the Debt Service Fund, the Project Fund and the Rebate Fund shall mature or be redeemable without penalty at such time as may be necessary to make payments when necessary from such fund. In the absence of any written direction from the Fiscal Officer, the Trustee shall invest all funds in sweep accounts, money-market funds and similar short-term investments, provided that all such investments shall constitute Eligible Investments. The Trustee may trade with itself or its affiliates in the purchase and sale of securities for such investments.

Subject to any directions from the University with respect thereto, and any restrictions contained in the Restated Trust Agreement relating to the Rebate Fund, from time to time, the Trustee may sell at the best price reasonably obtainable Project Fund investments and reinvest the proceeds therefrom in Eligible Investments maturing or redeemable as aforesaid. Any of those investments may be purchased from or sold to the Trustee, the Registrar, an Authenticating Agent, a Paying Agent, or any bank, trust company or savings and loan association affiliated with any of the foregoing. The Trustee shall sell or redeem investments credited to the Debt Service Fund to produce sufficient moneys applicable hereunder to and at the times required for the purposes of paying Debt Service Charges when
due as aforesaid, and shall do so without necessity for any order on behalf of the University and without restriction by reason of any order. An investment made from moneys credited to the Debt Service Fund, the Project Fund, or the Rebate Fund shall constitute part of that respective fund, and each respective fund shall be credited with all proceeds of sale and income from investment of moneys credited thereto.

Eligible Investments consist of:

(a) Direct obligations of the United States (including obligations issued or held in book-entry form on the books of the Department of the Treasury); or obligations the principal and interest of which are unconditionally guaranteed by the United States of America;

(b) Bonds, debentures, notes or other evidence of indebtedness issued or guaranteed by any of the following federal agencies and provided such obligations are backed by the full faith and credit of the United States of America:

1. **U.S. Export-Import Bank** (Eximbank)
   Direct obligations or fully guaranteed certificates of beneficial ownership.

2. **Farmers Home Administration** (FmHA)
   Certificates of beneficial ownership.

3. **Federal Financing Bank**

4. **Federal Housing Administration Debentures** (FHA)

5. **General Services Administration**
   Participation certificates.

6. **Government National Mortgage Association** (GNMA or “Ginnie Mae”)

7. **U.S. Maritime Administration**
   Guaranteed Title XI financing.

8. **U.S. Department of Housing and Urban Development** (HUD)
   Project Notes.
   Local Authority Bonds.
   New Communities Debentures.
   U.S. government guaranteed debentures.
   U.S. Public Housing Notes and Bonds.
   U.S. government guaranteed public housing notes and bonds.

(c) Bonds, debentures, notes or other evidence of indebtedness issued or guaranteed by any of the following non-full faith and credit U.S. government agencies (stripped securities are only permitted if they have been stripped by the agency itself):

1. **Federal Home Loan Bank System**
   Senior debt obligations.

2. **Federal Home Loan Mortgage Corporation** (FHLMC or “Freddie Mac”)
   Participation Certificates.
   Senior debt obligations.
3. **Federal National Mortgage Association** (FNMA or “Fannie Mae”)  
Mortgage-backed securities and senior debt obligations.

4. **Student Loan Marketing Association** (SLMA or “Sallie Mae”)  
Senior debt obligations.

5. **Resolution Fund Corp. (REFCORP)** obligations

6. **Farm Credit System**  
Consolidated systemwide bonds and notes.

(d) Money market funds registered under the Federal Investment Company Act of 1940, whose shares are registered under the Federal Securities Act of 1933, and having a rating by S&P of AAAM-G; AAAM; or AAm.

(e) Certificates of deposit secured at all times by collateral described in (a) and/or (b) above. Such certificates must be issued by commercial banks, savings and loan associations or mutual savings banks. The collateral must be held by a third party and the bondholders must have a perfected first security interest in the collateral.

(f) Certificates of deposit, savings accounts, deposit accounts or money market deposits which are fully insured by FDIC, including BIF and SAIF.

(g) Investment Agreements, including GIC’S, acceptable to the Credit Enhancer whose Credit Support Instrument secures the applicable series of Obligations, if any.

(h) Commercial paper rated, at the time of purchase, “Prime - 1” by Moody’s and “A-l” or better by S&P.

(i) Bonds or notes issued by any state or municipality which are rated by Moody’s and S&P in one of the two highest rating categories assigned by such agencies.

(j) Federal funds or bankers acceptances with a maximum term of one year of any bank which has an unsecured, uninsured and unguaranteed obligation rating of “Prime - 1” or “A3” or better by Moody’s and “A-1” or “A” or better by S&P.

(k) Repurchase agreements which provide for the transfer of securities from a dealer bank or securities firm (seller/borrower) to a buyer/lender, and the transfer of cash from a buyer/lender to the dealer bank or securities firm with an agreement that the dealer bank or securities firm will repay the cash plus a yield to the buyer/lender in exchange for the securities at a specified date.

Repurchase Agreements must satisfy the following criteria or be approved by the Credit Enhancer whose Credit Support Instrument secured the applicable series of Obligations, if any.

1. **Repos** must be between the buyer/lender and a dealer bank or securities firm.

   a. **Primary dealers** on the Federal Reserve reporting dealer list which are rated A or better by S&P and Moody’s, or

   b. **Banks** rated “A” or above by S&P and Moody’s.
2. The written repo contract must include the following:

a. Securities which are acceptable for transfer are:

   (i) Direct U.S. governments, or

   (ii) Federal agencies backed by the full faith and credit of the U.S. government (and FNHA & FHLMC),

b. The term of the repo may be up to 30 days.

c. The collateral must be delivered to the buyer/lender, trustee (if trustee is not supplying the collateral) or third party acting as agent for the trustee (if the trustee is supplying the collateral) before/simultaneous with payment (perfection by possession of certificated securities).

d. Valuation of Collateral:

   (i) The securities must be valued weekly, marked-to-market at current market price plus accrued interest. The value of collateral must be equal to 104% of the amount of cash transferred by the buyer/lender to the dealer bank or security firm under the repo plus accrued interest. If the value of securities held as collateral slips below 104% of the value of the cash transferred by municipality, then additional cash and/or acceptable securities must be transferred. If, however, the securities used as collateral are FNMA or FHLMC, then the value of collateral must equal 105%.

3. Legal opinion which must be delivered to the buyer/lender:

a. Repo meets guidelines under state law for legal investment of public funds.

   (I) Any state administered pool investment fund in which the University is statutorily permitted or required to invest.

   (m) University administered pooled investment funds or other investments in conformance with University investment policies.

**Conditions for Issuing Obligations**

No Obligations shall be initially issued unless at the time of authentication of those Obligations:

   (i) no Event of Default exists with respect to any covenants or obligations of the University contained in the Restated Trust Agreement or in the Obligations, and the authentication and delivery of those Obligations will not result in any such Event of Default; and
(ii) the General Receipts of the University for the most recently completed Fiscal Year are at least one and one half times the Maximum Annual Debt Service on all Obligations outstanding and to be outstanding after the issuance of the Obligations then under consideration.

The University may issue Obligations hereunder without the necessity for compliance with the provisions of (i) and (ii) in the preceding paragraph when necessary or appropriate, in the opinion of the Trustee (whose opinion shall be supported by a legal opinion of Bond Counsel or counsel to the University), to avoid an Event of Default under the Restated Trust Agreement.

Nothing contained in the Restated Trust Agreement shall prohibit the University from (a) issuing other indebtedness secured by and payable from the General Receipts, provided that such other indebtedness constitutes Subordinated Indebtedness, and (b) issuing other indebtedness payable from, but not secured by the General Receipts.

Other Covenants

The University covenants, among other things, as follows:

(1) **Payment.** The University will, from the sources provided in the Restated Trust Agreement, pay or cause to be paid, Debt Service Charges on each and all Obligations on the dates, at the places and in the manner provided in the Restated Trust Agreement, in the applicable Series Resolution and in the Obligations, according to the true intent and meaning thereof.

(2) **Maintenance of Pledge.** The University will not make any pledge or assignment of or create or suffer any lien or encumbrance upon the Debt Service Fund or General Receipts prior to or on a parity with the pledge thereof under the Restated Trust Agreement, except as authorized or permitted under the Restated Trust Agreement.

(3) **Annual Reports.** Within one hundred and fifty days after the end of each Fiscal Year, the University shall submit to the Trustee, to the Original Purchaser, and to Moody’s and S&P, or their respective successors, an annual report by the University showing the financial operations of the University during the preceding Fiscal Year, which may be in the form submitted to the Ohio Board of Regents or other State officials, and also showing the status of all Special Funds at the end of such Fiscal Year and the receipts thereto and payments therefrom during such Fiscal Year, and such other data as the Trustee may reasonably deem to be relevant under the Trust Agreement and request in writing. Upon request of the Trustee, the University will make available a copy of any report concerning the University prepared by the official auditing agency of the State.

(4) **Inspection and Audit of Records.** The Trustee, each Original Purchaser, or the holders of twenty-five percent or more of the principal amount of all outstanding Obligations shall have the right at all reasonable times to inspect any records, books, documents, Special Funds and accounts of the University relating to the Debt Service Fund at its own cost and expense. Such inspection may be conducted by a public accounting firm or other authorized representative selected by the party entitled to make the inspection.
Limitation of Liability

The University of Cincinnati is a State university which is a body politic and corporate and an instrumentality of the State of Ohio. The Series 2001 Bonds shall not be general obligations of the State of Ohio and the faith and credit of the State shall not be pledged to the payment thereof, and the holders and owners of the Series 2001 Bonds shall have no right to have excises or taxes levied by the General Assembly for the payment of principal, interest or any premium.

Default

Events of Default under the Restated Trust Agreement include:

(a) Failure to pay any interest on any Obligation when and as the same shall have become due and payable;

(b) Failure to pay the principal of or any premium on any Obligation when and as the same shall become due and payable, whether at the stated maturity thereof or by redemption or acceleration or pursuant to any Mandatory Sinking Fund Requirements;

(c) Failure by the University to perform or observe any other covenant, agreement or condition on the part of the University contained in the Restated Trust Agreement or in the Series 2001 Bonds, which failure or Event of Default shall have continued for a period of 30 days after written notice, by registered or certified mail, given to the University by the Trustee, specifying the failure or Event of Default and requiring the same to be remedied, which notice shall be given by the Trustee upon the written request of the Holders of not less than twenty-five percent in aggregate principal amount of the Obligations then outstanding; and

(d) Certain events of insolvency.

Defeasance of Series 2001 Bonds

The University may retire the obligations of the outstanding Series 2001 Bonds by depositing with the Trustee moneys or direct or guaranteed United States government obligations sufficient to pay at maturity or upon redemption the principal, interest, redemption premiums and all other sums required to be paid under the Restated Trust Agreement. In such event, the Supplemental Trust Agreement with respect to the defeased Series 2001 Bonds shall cease to be in effect and the defeased Series 2001 Bonds shall no longer be deemed outstanding. Supplemental Trust Agreements may be separately discharged.

Modification of the Restated Trust Agreement Securing Bonds

The Restated Trust Agreement provides that holders of not less than a majority in aggregate principal amount of the Obligations then outstanding shall have the right to consent to and approve the execution by the Trustee and the University of a modification, alteration, amendment or addition to the Restated Trust Agreement or any supplemental agreement in any particular, provided always that no such modification, alteration, amendment or addition shall: (a)(i) reduce the percentage of Obligations the consent of the Holders of which are required to consent to such Supplemental Trust Agreement or (ii) cause a preference or priority of any Obligation or Obligations over any other Obligation or Obligations, without the consent of the Holders of all Obligations then Outstanding, (b) effect a change in the times, amount or currency of payment of the principal of, premium, if any, on or
interest on any Obligation or a reduction in the principal amount or redemption price of any Obligation or the rate of interest thereon, without the consent of the Holder of each such Obligation so affected or (c) modify the right of the Holders of not less than twenty-five percent in aggregate principal amount of the Obligations then outstanding and in default as to payment of principal, premium or interest to compel the Trustee to declare the principal of all Obligations to be due and payable, without the consent of the Holders of a majority in aggregate principal amount of the Obligations then Outstanding. If the Trustee shall receive the consent and approval of holders of not less than a majority in aggregate principal amount of the Bonds then outstanding, the Trustee shall execute such Supplemental Trust Agreement, without liability or responsibility to any holder of any Bond. The University and the Trustee may enter into supplemental trust agreements for certain purposes without notice to the Bondholders.

**Requirements of Bond Insurers**

Each Bond Insurer has a specific standard set of provisions that applies to each issue it insures. The various supplemental trust agreements prepared in connection with the respective series of bonds contain the standard provisions of each Bond Insurer which insures such respective series of bonds.
APPENDIX C

BOOK-ENTRY SYSTEM

The information in this section concerning The Depository Trust Company (“DTC”) and DTC’s book-entry only system has been obtained from DTC and the University takes no responsibility for the completeness or accuracy thereof. The University cannot and does not give any assurances that DTC, Direct Participants or Indirect Participants will distribute to the Beneficial Owners (a) payments of interest, principal, or premium, if any, with respect to the Bonds, (b) certificates representing ownership interest in or other confirmation or ownership interest in the Bonds, or (c) redemption or other notices sent to DTC or Cede & Co., its partnership nominee, as the registered owner of the Bonds, or that they will so do on a timely basis or that DTC, Direct Participants or Indirect Participants will act in the manner described in this Official Statement. The current “Rules” applicable to DTC are on file with the Securities and Exchange Commission and the current “Procedures” of DTC to be followed in dealing with DTC Participants are on file with DTC.

Owners of book-entry interests in the Bonds will neither receive nor have the right to receive physical delivery of the Bonds and will not be or be considered to be, and will not have any rights as, registered owners (“Holders”) of Bonds under the Trust Agreement.

The following information on the Book-entry Only System applicable to the Bonds has been supplied by The Depository Trust Company, New York, New York, and none of the University, the Underwriter or Bond Counsel, make any representations, warranties or guarantees with respect to its accuracy or completeness.

The Depository Trust Company (“DTC”), New York, New York, will act as securities depository for the Bonds. The Bonds will be issued as securities registered in the name of Cede & Co. (DTC’s partnership nominee). One fully-registered Bond certificate for each maturity will be issued in the aggregate principal amount of the Bond and will be deposited with DTC.

DTC, the world’s largest depository, is a limited-purpose trust company organized under New York Banking Law, a “banking organization” within the meaning of the New York Banking Law, a member of the Federal Reserve System, a “clearing corporation” within the meaning of the New York Uniform Commercial Code, and a “clearing agency” registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934. DTC holds and provides asset servicing for over 3.5 million issues of U.S. and non-U.S. equity issues, corporate and municipal debt issues, and money market instruments from over 100 countries that DTC’s participants (“Direct Participants”) deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions in deposited securities, through electronic computerized book-entry transfers and pledges between Direct Participants’ accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include securities brokers and dealers, banks, trust companies, clearing corporations and certain other organizations. DTC is a wholly owned subsidiary of the Depository Trust & Clearing Corporation (“DTCC”). DTCC is the holding company for DTC, National Securities Clearing Corporation and Fixed Income Clearing Corporation, all of which are registered clearing agencies. DTCC is owned by the users of its regulated subsidiaries. Access to the DTC system is also available to others, such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly (“Indirect Participants”). DTC has a Standard & Poor’s rating of AA+. The DTC rules applicable to its Participants are on file with the Securities and Exchange Commission. More information about DTC can be found at www.dtcc.com. (This internet site is included for reference only and the information on that internet site is not incorporated by reference in this Official Statement.)
Purchases of the Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for the Bonds on DTC’s records. The ownership interest of each actual purchaser of each of the Bonds (the “Beneficial Owner”) is in turn to be recorded on the Direct and Indirect Participants’ records. Beneficial Owners will not receive written confirmation from DTC of their purchase. Beneficial Owners are, however, expected to receive written confirmations providing details of the transactions, as well as periodic statements of their holdings, from the Direct or Indirect Participants through which the Beneficial Owners entered into the transaction. Transfers of ownership interests in the Bonds are to be accomplished by entries made on the books of Direct and Indirect Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in Bonds, except in the event that use of the book-entry system for the Bonds is discontinued.

To facilitate subsequent transfers, all Bonds deposited by Direct Participants with DTC are registered in the name of DTC’s partnership nominee, Cede & Co. or such other name as may be requested by DTC. The deposit of the Bonds with DTC and their registration in the name of Cede & Co. do not effect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the Bonds; DTC’s records reflect only the identity of the Direct Participants to whose accounts such Bonds are credited, which may or may not be the Beneficial Owners. The Direct and Indirect Participants will remain responsible for keeping account of their holdings on behalf of their customers.

Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time. Beneficial Owners of Bonds may wish to take certain steps to augment the transmission to them of notices of significant events with respect to the Bonds, such as redemptions, tenders, defaults, and proposed amendments to the Bonds. For example, Beneficial Owners of Bonds may wish to ascertain that the nominee holding the Bonds for their benefit has agreed to obtain and transmit notices to Beneficial Owners. In the alternative, Beneficial Owners may wish to provide their names and addresses to the Bond Registrar and request that copies of the notices be provided directly to them.

Redemption notices will be sent to DTC. If less than all of the Bonds are being redeemed, DTC’s practice is to determine by lot the amount of interest of each Direct Participant to be redeemed.

Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to the Bonds unless authorized by a Direct Participant in accordance with DTC’s procedures. Under its usual procedures, DTC mails an Omnibus Proxy to the University as soon as possible after the record date. The Omnibus Proxy assigns Cede & Co.’s consenting or voting rights to those Direct Participants to whose accounts the Bonds are credited on the record date (identified in a listing attached to the Omnibus Proxy).

Principal and interest payments on the Bonds will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC’s practice is to credit Direct Participants’ accounts, upon DTC’s receipt of funds and corresponding detail information from the University or the Bond Registrar, on payable date in accordance with their respective holdings shown on DTC’s records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in “street name,” and will be the responsibility of such Participant and not of DTC or the Bond Registrar, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of principal and interest to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of the University, disbursement of such payments
to Direct Participants shall be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Direct and Indirect Participants.

DTC may discontinue providing its services as Securities Depository with respect to the Bonds, at any time by giving reasonable notice to the University or the Bond Registrar. Also, the University may determine that continuation of a securities depository/book-entry relationship is not in the best interests of the Holders of the Bonds. Under such circumstances, in the event that a successor Securities Depository is not obtained, Bond certificates are required to be and will be printed and delivered.
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APPENDIX D

LEGAL APPROVING OPINION OF BOND COUNSEL

The form of the legal approving opinion of Peck, Shaffer & Williams, A division of Dinsmore & Shohl LLP, bond counsel, is set forth below. The actual opinion will be delivered on the date of delivery of the bonds referred to therein and may vary from the form set forth to reflect circumstances both factual and legal at the time of such delivery. Recirculation of the final Official Statement shall create no implication that Peck, Shaffer & Williams, A division of Dinsmore & Shohl LLP has reviewed any of the matters set forth in such opinion subsequent to the date of such opinion.

Morgan Stanley & Co. LLC
New York, New York

Ladies and Gentlemen:

We have examined the transcript submitted relating to the $94,625,000 University of Cincinnati General Receipts Bonds, Series 2014B, dated May 28, 2014 (the “Series 2014B Bonds”) of the Board of Trustees (herein the “Board”) of the University of Cincinnati (herein the “University”), in fully registered form of the denomination of $5,000 and multiples thereof, as provided in the Trust Agreement hereinafter identified.

The Series 2014B Bonds are issued by the Board of Trustees of the University, pursuant to the Amended and Restated Trust Agreement, dated as of May 1, 2001, as supplemented, by and between the University and The Bank of New York Mellon Trust Company, N.A., as Trustee, and herein together called the “Trust Agreement”.

The Series 2014B Bonds are issued under the general laws of the State of Ohio, particularly Chapter 3345 of the Ohio Revised Code, and the Trust Agreement, and are entitled to the benefit and security of the Trust Agreement. The Series 2014B Bonds are on parity in all respects with all Obligations (as defined in the Trust Agreement) issued under the Trust Agreement the conditions to their issuance as Obligations under the Trust Agreement having been met.

We are of the opinion that the laws under which these Series 2014B Bonds are issued are constitutional and the proceedings regular and in due form.

We have examined completely executed Bond No. 2014B-1 of this series and approve its form and execution. The Series 2014B Bonds, in our opinion, are legal and valid obligations of the University, issued by the Board, payable as to both principal and interest from and secured by a lien on and pledge of the General Receipts of the University, as defined in the Trust Agreement.

As provided in the Trust Agreement, additional Obligations may hereafter be authorized and issued on a basis of parity with the currently outstanding obligations, including the Series 2014B Bonds.

Under the laws, regulations, rulings and judicial decisions in effect as of the date hereof, interest on the Series 2014B Bonds is excludible from gross income for Federal income tax purposes, pursuant to the Internal Revenue Code of 1986, as amended (the “Code”). Furthermore, interest on the Series 2014B Bonds will not be treated as a specific item of tax preference, under Section 57(a)(5) of the Code, in
computing the alternative minimum tax for individuals and corporations. In rendering the opinions in this paragraph, we have assumed continuing compliance with certain covenants designed to meet the requirements of Section 103 of the Code. We express no other opinion as to the federal tax consequences of purchasing, holding or disposing of the Series 2014B Bonds.

We are further of the opinion that the interest on the Series 2014B Bonds, so long as excludible from adjusted gross income under the Code is excludible from the Ohio personal income tax and so long as excludible from “taxable income” under the Code, is excludible from the net income base used in calculating the Ohio corporate franchise tax.

This opinion is based upon laws, rulings and decisions in effect on the date hereof. In giving this opinion, we have relied upon covenants and certifications of facts, estimates and expectations made by the University and others which we have not independently verified. It is to be understood that the enforceability of the Series 2014B Bonds may be subject to bankruptcy, insolvency, reorganization, moratorium and other laws in effect from time to time affecting creditors’ rights, and to the exercise of judicial discretion in accordance with general principles of equity.

PECK, SHAFFER & WILLIAMS, A division of Dinsmore & Shohl LLP
CONTINUING DISCLOSURE AGREEMENT

THIS CONTINUING DISCLOSURE AGREEMENT (the “Agreement”), is made and entered into as of the 28th day of May, 2014, between THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A., as disclosure agent (the “Disclosure Agent”) and the UNIVERSITY OF CINCINNATI (the “Issuer”).

RECITALS:

WHEREAS, the Issuer will issue its General Receipt Bonds, Series 2014B in the original aggregate principal amount of $94,625,000 (the “Series 2014B Bonds”), pursuant to an Amended and Restated Trust Agreement dated as of May 1, 2001, as amended and supplemented (the “Trust Agreement”) between the Issuer and Fifth Third Bank (present Trustee by succession, The Bank of New York Mellon Trust Company, N.A.), as Trustee, for the purpose of (together with other lawfully available funds of the University). The net proceeds of the Series 2014B Bonds will be used to (1) finance (a) a portion of the Student Information System Replacement project, (b) a portion of the Teacher’s College/Dyer Hall Rehabilitation Phase 3 project, and (c) the Roof Replacement Phases 6 and 7 project, (2) currently refund $1,060,000 outstanding General Receipts Bonds, Series 2004A, dated January 29, 2004 (the “Series 2004A Bonds”) stated to mature June 1, 2020 through June 1, 2025, $425,000 stated to mature June 1, 2027 and $970,000 stated to mature June 1, 2031, (3) advance refund $22,305,000 of the General Receipts Bonds, Series 2006A dated January 19, 2006 (the “Series 2006A Bonds”) stated to mature on June 1 of the years 2018 through 2026, and (4) pay costs of issuance of the Series 2014B Bonds.

WHEREAS, the Disclosure Agent and the Issuer, wish to provide for the disclosure of certain information concerning the Series 2014B Bonds and other matters on an ongoing basis as set forth herein for the benefit of Bondholders (as hereinafter defined) in accordance with the provisions of Securities and Exchange Commission Rule 15c2-12, as amended from time to time (the “Rule”);

NOW, THEREFORE, in consideration of the mutual promises and agreements made herein and in the Trust Agreement, the receipt and sufficiency of which consideration is hereby mutually acknowledged, the parties hereto agree as follows:

SECTION 1. Definitions; Scope of this Agreement.

(A) All terms capitalized but not otherwise defined herein shall have the meanings assigned to those terms in the Trust Agreement, as amended and supplemented from time to time. Notwithstanding the foregoing, the term “Disclosure Agent” shall originally mean the Trustee, or any successor trustee under the Trust Agreement; any such successor disclosure agent shall automatically succeed to the rights and duties of the Disclosure Agent hereunder, without any amendment hereto. The following capitalized terms shall have the following meanings:
“Annual Financial Information” shall mean a copy of the annual audited financial information prepared for the Issuer which shall include, if prepared, a balance sheet, a statement of revenue and expenditure and a statement of changes in fund balances. All such financial information shall be prepared using generally accepted accounting principles, provided, however, that the Issuer may change the accounting principles used for preparation of such financial information so long as the Issuer includes as information provided to the public, a statement to the effect that different accounting principles are being used, stating the reason for such change and how to compare the financial information provided by the differing financial accounting principles. Any or all of the items listed above may be set forth in other documents, including Offering Documents of debt issues of the Issuer or related public entities, which have been transmitted to the MSRB or may be included by specific reference to documents available to the public on the MSRB’s Internet Website or filed with the SEC.

“Beneficial Owner” shall mean any person which has the power, directly or indirectly, to vote or consent with respect to, or to dispose of ownership of, any Series 2014B Bonds (including persons holding Series 2014B Bonds through nominees, depositories or other intermediaries).

“Bondholders” shall mean any holder of the Series 2014B Bonds and any Beneficial Owner thereof.

“MSRB” shall mean the Municipal Securities Rulemaking Board.

“Material Event” shall mean any of the events listed in items (i) through (xvi) below the occurrence of which the Issuer obtains knowledge, and which the Issuer determines would constitute material information for Bondholders, provided, that the occurrence of an event described in clauses (i), (iii), (iv), (v), (viii), (x), (xii) and (xvi) shall always be deemed to be material. The following events with respect to the Series 2014B Bonds, if material, shall constitute Material Events:

(i) Principal and interest payment delinquencies;

(ii) Non-payment related defaults;

(iii) Unscheduled draws on debt service reserves reflecting financial difficulties;

(iv) Unscheduled draws on credit enhancements reflecting financial difficulties;

(v) Substitution of credit or liquidity providers, or their failure to perform;

(vi) Adverse tax opinions or events affecting the tax-exempt status of the security;
(vii) Modifications to rights of security holders;

(viii) Series 2014B Bond calls, except for mandatory scheduled redemptions not otherwise contingent upon the occurrence of an event;

(ix) Tender offers;

(x) Defeasances;

(xi) Release, substitution or sale of property securing repayment of the securities;

(xii) Rating changes;

(xiii) Bankruptcy, insolvency, receivership or similar event;

(xiv) Consummation of a merger, consolidation or acquisition; and

(xv) Appointment of a successor or addition Trustee or change of name of the Trustee, if material.

(xvi) Notice of failures to provide annual financial information on or before the date specified in the written agreement.

The SEC requires the listing of (i) through (xvi) although some of such events may not be applicable to the Series 2014B Bonds.

“Operating Data” shall mean an update of the statistical information contained in the Offering Document in Appendix A under the following headings: “Endowment and Admissions”, “General Receipts”, “System Facilities”, “Fees and Charges” and “State Appropriations”.

“Participating Underwriter” shall mean any of the original underwriters of the Series 2014B Bonds required to comply with the Rule in connection with the offering of the Series 2014B Bonds.

“SEC” shall mean the Securities and Exchange Commission.

“State” shall mean the State of Ohio.

“Turn Around Period” shall mean (i) five (5) business days, with respect to Annual Financial Information and Operating Data delivered by the Issuer to the Disclosure Agent; (ii) two (2) business days with respect to Material Event occurrences disclosed by the Issuer to the Disclosure Agent; or (iii) two (2) business days with respect to the failure, on the part of the Issuer, to deliver Annual Financial Information and Operating Data to the Disclosure Agent.
Agent which period commences upon notification by the Issuer of such failure, or upon the Disclosure Agent’s actual knowledge of such failure.

(B) This Agreement applies to the Series 2014B Bonds and any Additional Bonds issued under the Trust Agreement.

(C) The Disclosure Agent shall have no obligation to make disclosure about the Series 2014B Bonds or the Project except as expressly provided herein; provided that nothing herein shall limit the duties or obligations of the Disclosure Agent, as Trustee, under the Trust Agreement. The fact that the Disclosure Agent or any affiliate thereof may have any fiduciary or banking relationship with the Issuer, apart from the relationship created by the Trust Agreement, shall not be construed to mean that the Disclosure Agent has actual knowledge of any event or condition except in its capacity as Trustee under the Trust Agreement or except as may be provided by written notice from the Issuer.

SECTION 2. Disclosure of Information.

(A) General Provisions. This Agreement governs the Issuer’s direction to the Disclosure Agent, with respect to information to be made public. In its actions under this Agreement, the Disclosure Agent is acting not as Trustee but as the Issuer’s agent; provided that the Disclosure Agent shall be entitled to the same protection in so acting under this Agreement as it has in acting as Trustee under the Trust Agreement.

(B) Information Provided to the Public. Except to the extent this Agreement is modified or otherwise altered in accordance with Section 3 hereof, the Issuer shall make or cause to be made public the information set forth in subsections (1), (2) and (3) below:

(1) Annual Financial Information and Operating Data. Annual Financial Information and Operating Data at least annually not later than February 1 beginning with fiscal year ending June 30, 2014 and continuing with each fiscal year thereafter, for which the information is provided, taking into account the Turn Around Period, and, in addition, all information with respect to the Series 2014B Bonds required to be disseminated by the Trustee pursuant to the Trust Agreement.

(2) Material Events Notices. Notice of the occurrence of a Material Event shall be made within ten business days of the occurrence of the Material Event.

(3) Failure to Provide Annual Financial Information. Notice of the failure of Issuer to provide the Annual Financial Information and Operating Data by the date required herein.
(C) Information Provided by Disclosure Agent to Public.

(1) The Issuer directs the Disclosure Agent on its behalf to make public in accordance with subsection (D) of this Section 2 and within the time frame set forth in clause (3) below, and the Disclosure Agent agrees to act as the Issuer’s agent in so making public, the following information provided to it by the Issuer:

(a) the Annual Financial Information and Operating Data;

(b) Material Event occurrences;

(c) the notices of failure to provide information which the Issuer has agreed to make public pursuant to subsection (B)(3) of this Section 2;

(d) such other information as the Issuer shall determine to make public through the Disclosure Agent and shall provide to the Disclosure Agent in the form required by subsection (C)(2) of this Section 2. If the Issuer chooses to include any information in any Annual Financial Information report or in any notice of occurrence of a Material Event, in addition to that which is specifically required by this Agreement, the Issuer shall have no obligation under this Agreement to update such information or include it in any future Annual Financial Information report or notice of occurrence of a Material Event; and

(2) The information which the Issuer has agreed to make public shall be in the following form:

(a) as to all notices, reports and financial statements to be provided to the Disclosure Agent by the Issuer, in the form required by the Trust Agreement or other applicable document or agreement; and

(b) as to all other notices or reports, in such form as the Disclosure Agent shall deem suitable for the purpose of which such notice or report is given.

(3) The Disclosure Agent shall make public the Annual Financial Information, the Operating Data and the Material Event occurrences provided to it by the Issuer and the failure to provide the Annual Financial Information and Operating Data after receipt of notice from the Issuer or upon actual knowledge by the Disclosure Agent of such failure within the applicable Turn Around Period. Notwithstanding the foregoing, Annual Financial Information, Operating Data and Material Events shall be made public on the same day as notice thereof is given to the Bondholders of outstanding Series 2014B Bonds, if required in the Trust Agreement, and shall not be made public before the date of such notice. If on any such date, information required to be provided by the Issuer to the
Disclosure Agent has not been provided on a timely basis, the Disclosure Agent shall make such information public as soon thereafter as it is provided to the Disclosure Agent.

(D) Means of Making Information Public.

(1) Information shall be deemed to be made public by the Issuer or the Disclosure Agent under this Section if it is transmitted to one or more of the following as provided in subsection (D)(2) of this Section 2:

(a) to the Bondholders of outstanding Series 2014B Bonds, by the method prescribed by the Trust Agreement;

(b) to the MSRB, in an electronic format as prescribed by the MSRB, accompanied by identifying information as prescribed by the MSRB; and/or

(c) to the SEC, by (i) electronic facsimile transmissions confirmed by first class mail, postage prepaid, or (ii) first class mail, postage prepaid; provided that the Issuer or the Disclosure Agent is authorized to transmit information to the SEC by whatever means are mutually acceptable to the Disclosure Agent or the Issuer, as applicable, and the SEC.

(2) Information shall be transmitted to the following:

(a) all Annual Financial Information and Operating Data shall be made available to the MSRB;

(b) notice of all Material Event occurrences and all notices of the failure to provide Annual Financial Information or Operating Data within the time specified in Section 2(B)(1) hereof shall be made available to the MSRB; and

(c) all information described in clauses (a) and (b) shall be made available to any Bondholder upon request, but need not be transmitted to the Bondholders who do not so request.

(d) to the extent any Annual Financial Information or Operating Data is included in a document filed with the MSRB, the Issuer shall have been deemed to have provided that information if a statement specifically referencing the filed document or final official statement is filed with the MSRB as part of the Issuer’s obligation to file Annual Financial Information and Operating Data pursuant to this Agreement. Additionally, if the referenced document is a final official statement (as
that term is defined in Rule 15c2-12(f)(3)), it must be available from the MSRB.

Nothing in this subsection shall be construed to relieve the Disclosure Agent, as Trustee, of its obligation to provide notices to the holders of all Series 2014B Bonds if such notice is required by the Trust Agreement.

With respect to requests for periodic or occurrence information from Bondholders, the Disclosure Agent may require payment by requesting of holders a reasonable charge for duplication and transmission of the information and for the Disclosure Agent’s administrative expenses incurred in providing the information.

Nothing in this Agreement shall be construed to require the Disclosure Agent to interpret or provide an opinion concerning the information made public. If the Disclosure Agent receives a request for an interpretation or opinion, the Disclosure Agent may refer such request to the Issuer for response.

(E) Disclosure Agent Compensation. The Issuer shall pay or reimburse the Disclosure Agent for its fees and expenses for the Disclosure Agent’s services rendered in accordance with this Agreement as provided in the Trust Agreement.

(F) Indemnification of Disclosure Agent. In addition to any and all rights of the Disclosure Agent to reimbursement, indemnification and other rights pursuant to the Trust Agreement or under law or equity, the Issuer shall indemnify and hold harmless the Disclosure Agent and its respective officers, directors, employees and agents from and against any and all claims, damages, losses, liabilities, reasonable costs and expenses whatsoever (including attorney fees) which such indemnified party may incur by reason of or in connection with the Disclosure Agent’s performance under this Agreement; provided that the Issuer shall not be required to indemnify the Disclosure Agent for any claims, damages, losses, liabilities, costs or expenses to the extent, but only to the extent, caused by the willful misconduct or gross negligence of the Disclosure Agent in such disclosure of information hereunder. The obligations of the Issuer under this Section shall survive resignation or removal of the Disclosure Agent and payment of the Series 2014B Bonds.

(G) Concerning the Disclosure Agent. Solely for the purposes of (i) defining the standards of care and performance applicable to the Disclosure Agent in the performance of its obligations under this Agreement, (ii) the manner of execution by the Disclosure Agent of those obligations, (iii) defining the manner in which, and the conditions under which, the Disclosure Agent may be required to take any action at the direction of Bondholders, including the condition that indemnification be provided, and (iv) manner of removal, resignation and succession of the Disclosure Agent under this Agreement, Article V of the Trust Agreement, is hereby made applicable to this Agreement as if this Agreement were contained in the Indenture, provided that the Disclosure Agent shall have only such duties under this Agreement as are specifically set forth in this Agreement.
SECTION 3. **Amendment or Waiver.** Notwithstanding any other provision of this Agreement, the Issuer and the Disclosure Agent may amend this Agreement (and the Disclosure Agent shall agree to any reasonable amendment requested by the Issuer) and any provision of this Agreement may be waived, if such amendment or waiver is supported by an opinion of nationally recognized bond counsel or counsel expert in federal securities laws acceptable to both the Issuer and the Disclosure Agent to the effect that such amendment or waiver would not, in and of itself, cause the undertakings herein to violate the Rule if such amendment or waiver had been effective on the date hereof but taking into account any subsequent change in or official interpretation of the Rule as well as any change in circumstance.

SECTION 4. **Miscellaneous.**

(A) **Representations.** Each of the parties hereto represents and warrants to each other party that it has (i) duly authorized the execution and delivery of this Agreement by the officer of such party whose signature appears on the execution pages hereto, (ii) that it has all requisite power and authority to execute, deliver and perform this Agreement under its organizational documents and any corporate resolutions now in effect, (iii) that the execution and delivery of this Agreement, and performance of the terms hereof, does not and will not, to the best of such party’s knowledge, violate any law, regulation, ruling, decision, order, Trust Agreement, decree, agreement or instrument by which such party is bound, and (iv) such party is not aware of any litigation or proceeding pending, or, to the best of such party’s knowledge, threatened, contesting or questioning its existence, or its power and authority to enter into this Agreement, or its due authorization, execution and delivery of this Agreement, or otherwise contesting or questioning the issuance of the Series 2014B Bonds.

(B) **Governing Law.** This Agreement shall be governed by and interpreted in accordance with the laws of the State; provided that, to the extent that the SEC, the MSRB or any other federal or state agency or regulatory body with jurisdiction over the Series 2014B Bonds shall have promulgated any rule or regulation governing the subject matter hereof, this Agreement shall be interpreted and construed in a manner consistent therewith.

(C) **Severability.** If any provision hereof shall be held invalid or unenforceable by a court of competent jurisdiction, the remaining provisions hereof shall survive and continue in full force and effect.

(D) **Counterparts.** This Agreement may be executed in one or more counterparts, each and all of which shall constitute one and the same instrument.

(E) **Termination.** This Agreement may be terminated by any party to this Agreement upon thirty days’ written notice of termination delivered to the other party or parties to this Agreement; provided the termination of this Agreement is not effective until (i) the Issuer, or its successor, enters into a new continuing disclosure agreement with a disclosure agent who agrees to continue to provide, to the MSRB and the Bondholders of the Series 2014B Bonds, all information required to be communicated pursuant to the rules promulgated by the SEC or the MSRB, (ii) nationally recognized bond counsel or counsel expert in federal securities laws provides an opinion that the new continuing disclosure agreement is in compliance with all State
and Federal Securities laws and (iii) notice of the termination of this Agreement is provided to the MSRB.

This Agreement shall terminate when all of the Series 2014B Bonds are or are deemed to be no longer outstanding by reason of redemption or legal defeasance or at maturity.

(F) Defaults: Remedies. A party shall be in default of its obligations hereunder if it fails to carry out or perform its obligations hereunder.

If an event of default occurs and continues beyond a period of thirty (30) days following notice of default given in writing to such defaulting party by any other party hereto or by a beneficiary hereof as identified in Section 4(G), the non-defaulting party or any such beneficiary may (and, at the request of the Participating Underwriter or the holders of at least 25% aggregate principal amount of Outstanding Bonds, the non-defaulting party shall), enforce the obligations of the defaulting party under this Agreement; provided, however, the sole remedy available in any proceeding to enforce this Agreement shall be an action in mandamus, for specific performance or similar remedy to compel performance.

(G) Beneficiaries. This Agreement is entered into by the parties hereof and shall inure solely to the benefit of the Issuer, the Trustee, the Disclosure Agent, the Participating Underwriter and Bondholders, and shall create no rights in any other person or entity.

SECTION 5. Additional Disclosure Obligations. The Issuer acknowledges and understands that other state and federal laws, including but not limited to the Securities Act of 1933, the Securities Exchange Act of 1934 and Rule 10b-5 promulgated thereunder, may apply to the Issuer, and that under some circumstances compliance with this Agreement, without additional disclosures or other action, may not fully discharge all duties and obligations of the Issuer under such laws.

SECTION 6. Notices. Any notices or communications to or among any of the parties to this Disclosure Agreement may be given as follows:

To the Issuer: University of Cincinnati
Office of the Treasurer
51 Goodman Drive
University Hall, Suite 500
Cincinnati, Ohio 45221
Attn: Gary Hunt, Treasurer
(513) 556-4510
(513) 556-2504 FAX
To the Trustee:  The Bank of New York Mellon Trust Company, N.A.
6525 West Campus Oval, Suite 200
New Albany, Ohio 43054
Attn: Michael D. Roth, Vice President
(614) 775-5213
(614) 775-5636 FAX

To the Disclosure Agent:  The Bank of New York Mellon Trust Company, N.A.
6525 West Campus Oval, Suite 200
New Albany, Ohio 43054
Attn: Michael D. Roth, Vice President
(614) 775-5213
(614) 775-5636 FAX

Any person may, by written notice to the other persons listed above, designate a different address or telephone number(s) to which subsequent notices or communications should be sent.
IN WITNESS WHEREOF, the Disclosure Agent and the Issuer have each caused their duly authorized officers to execute this Agreement, as of the day and year first above written.

UNIVERSITY OF CINCINNATI

By: ______________________________

Name: Gary Hunt

Title: Treasurer

THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A.

By: ______________________________

Name: ______________________________

Title: ______________________________
MSRB Procedures for Submission of Continuing Disclosure Documents and Related Information

Securities and Exchange Commission Release No. 34-59061 (the “Release”) approves an MSRB rule change establishing a continuing disclosure service of the MSRB’s Electronic Municipal Market Access system (“EMMA”). The rule change establishes, as a component of EMMA, the continuing disclosure service for the receipt of, and for making available to the public, continuing disclosure documents and related information to be submitted by issuers, obligated persons and their agents pursuant to continuing disclosure undertakings entered into consistent with Rule 15c2-12 (“Rule 15c2-12”) under the Securities Exchange Act of 1934. The following discussion summarizes procedures for filing continuing disclosure documents and related information with the MSRB as described in the Release.

All continuing disclosure documents and related information is to be submitted to the MSRB, free of charge, through an Internet-based electronic submitter interface or electronic computer-to-computer data connection, at the election of the submitter. The submitter is to provide, at the time of submission, information necessary to accurately identify: (i) the category of information being provided; (ii) the period covered by any annual financial information, financial statements or other financial information or operating data; (iii) the issues or specific securities to which such document is related or otherwise material (including CUSIP number, issuer name, state, issue description/securities name, dated date, maturity date, and/or coupon rate); (iv) the name of any obligated person other than the issuer; (v) the name and date of the document; and (vi) contact information for the submitter.

Submissions to the MSRB are to be made as portable document format (PDF) files configured to permit documents to be saved, viewed, printed and retransmitted by electronic means. If the submitted file is a reproduction of the original document, the submitted file must maintain the graphical and textual integrity of the original document. In addition, such PDF files must be word-searchable (that is, allowing the user to search for specific terms used within the document through a search or find function), provided that diagrams, images and other non-textual elements will not be required to be word-searchable.

All submissions to the MSRB’s continuing disclosure service are to be made through password protected accounts on EMMA by (i) issuers, which may submit any documents with respect to their municipal securities; (ii) obligated persons, which may submit any documents with respect to any municipal securities for which they are obligated; and (iii) agents, designated by issuers and obligated persons to submit documents and information on their behalf. Such designated agents are required to register to obtain password-protected accounts on EMMA in order to make submissions on behalf of the designating issuers or obligating persons. Any party identified in a continuing disclosure undertaking as a dissemination agent or other party responsible for disseminating continuing disclosure documents on behalf of an issuer or obligated person will be permitted to act as a designated agent for such issuer or obligated person, without a designation being made by the issuer or obligated person as described above, if such party certifies through the EMMA on-line account management utility that it is authorized to disseminate
continuing disclosure documents on behalf of the issuer or obligated person under the continuing disclosure undertaking. The issuer or obligated person, through the EMMA on-line account management utility, is able to revoke the authority of such party to act as a designated agent.

The MSRB’s Internet-based electronic submitter interface (EMMA Dataport) is at www.emma.msrb.org.