

PITTSBURGH SYMPHONY, INC.

**FINANCIAL STATEMENTS AND
INDEPENDENT AUDITORS' REPORT THEREON**

for the years ended August 31, 2012 and 2011



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INDEPENDENT AUDITORS' REPORT

The Board of Directors
Pittsburgh Symphony, Inc.
Pittsburgh, Pennsylvania

We have audited the accompanying statements of financial position of the Pittsburgh Symphony, Inc. (Symphony) as of August 31, 2012 and 2011, and the related statements of activities and changes in net assets and cash flows for the years then ended. These financial statements are the responsibility of the Symphony's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of the Symphony's internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Symphony's internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Symphony as of August 31, 2012 and 2011, and the changes in its net assets and cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

As discussed in Note 15 to the financial statements, the Symphony has sustained losses in fiscal years 2012 and 2011 from operating activities; endowment investment assets, substantially all of which are permanently restricted, have incurred both realized and unrealized market value declines, resulting in reduced income amounts available for operations; and pension plan investment assets have incurred market value declines, resulting in increased operating costs and required cash contributions. These factors contribute to the accumulation of deficit unrestricted net assets. Management's plans in regard to these matters are also described in Note 15.

Schneider Downs & Co., Inc.

Pittsburgh, Pennsylvania
June 7, 2013

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PITTSBURGH SYMPHONY, INC.**STATEMENTS OF FINANCIAL POSITION AS OF AUGUST 31, 2012 and 2011 (in thousands)**

	<u>2012</u>	<u>2011</u>
ASSETS:		
Cash and cash equivalents	\$ 393	\$ 803
Accounts and interest receivable	801	620
Capital pledge and contributions receivable	10,688	15,262
Notes receivable	105	124
Deferred expense and other assets	671	1,790
Property and equipment, net (Note 8)	17,080	16,139
Assets held in trust by others (Note 5)	3,397	3,413
Investments, at market (Note 3)	<u>110,002</u>	<u>108,537</u>
TOTAL ASSETS	<u>\$ 143,137</u>	<u>\$ 146,688</u>
LIABILITIES AND NET ASSETS:		
Accounts payable	\$ 1,556	\$ 2,165
Short-term borrowing (Note 13)	7,168	6,802
Note payable (Note 13)	3,233	4,000
Accrued expenses	283	859
Advance ticket sales and other	6,286	4,689
Pension benefit liability (Note 9)	<u>17,629</u>	<u>12,747</u>
TOTAL LIABILITIES	<u>36,155</u>	<u>31,262</u>
UNRESTRICTED NET DEFICIT: (Note 6)		
Operating reserve	(11,293)	(7,853)
General	<u>(9,361)</u>	<u>(9,970)</u>
TOTAL UNRESTRICTED NET DEFICIT	(20,654)	(17,823)
TEMPORARILY RESTRICTED NET ASSETS (Note 6)	8,948	16,606
PERMANENTLY RESTRICTED NET ASSETS (Notes 6 and 7)	<u>118,688</u>	<u>116,643</u>
TOTAL NET ASSETS	<u>106,982</u>	<u>115,426</u>
TOTAL LIABILITIES AND NET ASSETS	<u>\$ 143,137</u>	<u>\$ 146,688</u>

The accompanying notes are an integral part of the financial statements.

PITTSBURGH SYMPHONY, INC.
STATEMENTS OF ACTIVITIES AND CHANGES IN NET ASSETS
FOR THE YEARS ENDED AUGUST 31, 2012 and 2011 (in thousands)

	<u>2012</u>	<u>2011</u>
OPERATING REVENUE AND INVESTMENT ACTIVITIES		
<u>Orchestra and Heinz Hall:</u>		
Orchestra performances	\$ 8,949	\$ 7,378
Non-orchestra performances	400	400
Government grants	1,327	2,443
Program advertising	130	181
Other	<u>1,280</u>	<u>1,528</u>
Total Orchestra and Heinz Hall	12,086	11,930
<u>Investment Activities:</u>		
Interest and dividends, net of managers' fees of \$279 in 2012 and \$303 in 2011	1,384	1,157
Realized gains	3,492	7,501
Unrealized (losses) gains	<u>(359)</u>	<u>4,511</u>
Total Investment Activity	4,517	13,169
OPERATING EXPENSES		
Orchestra	16,101	17,565
Production and Heinz Hall	11,495	9,671
General and administrative	<u>5,361</u>	<u>4,951</u>
Total Operating Expenses	32,957	32,187
Deficit before contributions	(16,354)	(7,088)
CONTRIBUTIONS		
Annual fund	7,099	12,090
Other operating gifts and capital projects	3,019	6,648
Endowment	5,578	3,173
Fundraising expense - operating	(1,512)	(1,322)
Fundraising expense - endowment	<u>(519)</u>	<u>(528)</u>
Total net contributions	13,665	20,061
Total change in net assets before minimum pension liability adjustment	(2,689)	12,973
Other changes in pension plan assets and obligations	<u>(5,755)</u>	<u>1,724</u>
TOTAL CHANGE IN NET ASSETS	<u>\$ (8,444)</u>	<u>\$ 14,697</u>
CHANGE IN UNRESTRICTED NET ASSETS (Note 6)		
General	\$ 609	\$ 864
Operating reserve	<u>(3,440)</u>	<u>(994)</u>
Total change in unrestricted net assets	(2,831)	(130)
CHANGE IN TEMPORARILY RESTRICTED NET ASSETS (Note 6)	(7,658)	6,600
CHANGE IN PERMANENTLY RESTRICTED NET ASSETS (Notes 6 and 7)	<u>2,045</u>	<u>8,227</u>
Total change in net assets	(8,444)	14,697
Net assets, beginning balance	<u>115,426</u>	<u>100,729</u>
Net assets, ending balance	<u>\$ 106,982</u>	<u>\$ 115,426</u>

The accompanying notes are an integral part of the financial statements.

PITTSBURGH SYMPHONY, INC.
STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED AUGUST 31, 2012 and 2011 (in thousands)

	<u>2012</u>	<u>2011</u>
Cash flows from operating activities:		
Change in net assets	\$ (8,444)	\$ 14,697
Adjustments to reconcile change in net assets to net cash used in operating activities:		
Depreciation	1,043	950
Gain on sale of property and equipment	(6)	-
Contributions restricted for long-term investment	(2,494)	(4,509)
Realized and unrealized gain on investment activity	(3,134)	(12,012)
Changes in assets and liabilities:		
Receivables	(1,043)	(1,658)
Deferred expense and other assets	1,119	(1,362)
Accounts payable and accrued expenses	(1,185)	1,546
Advance ticket sales and other	1,597	(540)
Pension obligation	4,882	(1,416)
Net cash used in operating activities	<u>(7,665)</u>	<u>(4,304)</u>
Cash flows from investing activities:		
Investment in property and equipment	(1,993)	(3,775)
Proceeds from sale of property and equipment	15	-
Proceeds from sale of investments	86,468	102,704
Purchase of investments	(84,783)	(97,781)
Net cash (used in) provided by investing activities	<u>(293)</u>	<u>1,148</u>
Cash flows from financing activities:		
Proceeds from short-term borrowings	22	-
Contributions restricted for endowment	7,949	3,723
Payments on notes payable	(423)	(281)
Net cash provided by financing activities	<u>7,548</u>	<u>3,442</u>
Net (decrease) increase in cash and cash equivalents	(410)	286
Cash and cash equivalents at beginning of year	<u>803</u>	<u>517</u>
Cash and cash equivalents at end of year	<u>\$ 393</u>	<u>\$ 803</u>
Supplemental disclosure of cash flow information:		
Cash paid for interest	<u>\$ 315</u>	<u>\$ 302</u>

The accompanying notes are an integral part of the financial statements.

PITTSBURGH SYMPHONY, INC.
NOTES TO FINANCIAL STATEMENTS
AUGUST 31, 2012 AND 2011
(all amounts in thousands)

1. Organization:

Pittsburgh Symphony, Inc. (PSI), a not-for-profit charitable organization, located in Pittsburgh, Pennsylvania, was formed in 1895 and incorporated in 1935 for the purpose of promoting and fostering a knowledge and love of music by establishing and maintaining a symphony orchestra, by the studying and performing the works of great composers, and by other means to encourage a greater appreciation of music. PSI provides a wide range of musical performances in Southwestern Pennsylvania, and occasional domestic and foreign musical tours. The musicians of the PSI are covered by a collective bargaining agreement, which expires on August 31, 2014.

2. Summary of Significant Accounting Policies:

Basis of Presentation:

The accounting and reporting policies of PSI conform to generally accepted accounting principles in the United States of America. The following is a description of significant accounting policies and practices used by PSI:

PSI classifies resources for accounting and reporting purposes into separate net asset classes based on the absence or existence of donor-imposed restrictions. In the accompanying financial statements, net assets that have similar characteristics have been combined into similar categories. A description of the net asset categories is as follows:

Unrestricted Net Assets: Net assets not subject to donor-imposed restrictions or stipulations as to use or purpose. Such net assets may be designated by the Board of Directors of PSI for specific purposes or limited by contractual agreements with outside parties.

Temporarily Restricted Net Assets: Net assets that are subject to donor-imposed restrictions or stipulations that may or will be met either by actions of PSI or the passage of time.

Permanently Restricted Net Assets: Net assets that are subject to donor-imposed restrictions or stipulations that dictate that they be maintained in perpetuity.

Use of Estimates:

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of changes in net assets during the reporting period. Actual results could differ from those estimates.

PITTSBURGH SYMPHONY, INC.
NOTES TO FINANCIAL STATEMENTS
AUGUST 31, 2012 AND 2011
(all amounts in thousands)

2. Summary of Significant Accounting Policies: continued

Deficit Before Contributions:

The statements of activities include deficit before contributions as a performance indicator. PSI transactions deemed by management to be ongoing, major or central to PSI's services are reported as operating revenue. Investment income and income from equity investments are reported as investment activities revenue.

Donor-Imposed Restrictions:

All contributions are considered to be available for unrestricted use unless specifically restricted by the donor. Amounts received that are designated for future periods or restricted by the donor for specific purposes are included as changes in temporarily restricted or changes in permanently restricted net assets. When a donor restriction expires, that is, when a stipulated time restriction ends or the purpose of the restriction is accomplished, temporarily restricted net assets are reclassified as unrestricted net assets and reported in the statements of activities as net assets released from restrictions. Certain temporarily restricted funds were received and expended during the same year. These funds are classified in the statement of activities and changes in net assets as unrestricted funds.

Contributions Receivable, Capital Pledges Receivable and Grants:

Unconditional promises to give cash and other assets to PSI are reported at their estimated fair value at the date the promise is received. Unconditional promises to give that are expected to be collected within one year are recorded at their net realizable value. Unconditional promises to give that are expected to be collected in future years are recorded at the present value of estimated future cash flows. The discounts on those amounts are computed using a risk-free interest rate applicable to the year in which the promise is received. Amortization of the discount is included in contribution revenue. Conditional promises to give are not included as support until such time as the conditions are substantially met. Contributions, such as certain contributions made by governments, that are conditioned upon PSI incurring qualifying costs, are recognized as those costs are incurred.

PITTSBURGH SYMPHONY, INC.
NOTES TO FINANCIAL STATEMENTS
AUGUST 31, 2012 AND 2011
(all amounts in thousands)

2. Summary of Significant Accounting Policies, continued

	<u>2012</u>	<u>2011</u>
Operating contributions	\$ 1,504	\$ 1,698
Contributions restricted to future periods	7,954	9,925
Permanently restricted contributions receivable	<u>1,338</u>	<u>3,832</u>
	10,796	15,455
Less: Unamortized discount (at 0.68% in 2012 and 1.30% in 2011)	<u>(108)</u>	<u>(193)</u>
Net unconditional promises to give	<u>\$ 10,688</u>	<u>\$ 15,262</u>
Contributions receivable due in:		
Less than one year	\$ 5,453	\$ 9,136
One to five years	<u>5,343</u>	<u>6,319</u>
Total	<u>\$ 10,796</u>	<u>\$ 15,455</u>

PSI received a conditional grant from a foundation of \$5 million under the capital campaign. Grant funds become available if PSI attains a “repeatable” balanced budget in the fiscal year ended August 31, 2015.

Deferred Expense:

PSI defers costs related to specific productions and expenses such costs in the period in which the related production takes place.

Investments and Investment Activities:

Investments are carried at market value (as determined by quoted market prices), which approximates fair value. Limited partnerships, which may not be readily marketable, are carried at Net Asset Value (NAV) as provided by the investment partnerships. NAV is assessed by PSI to approximate fair value. Accordingly, the change in net unrealized appreciation or depreciation for the year is included in the statements of activities. Investment income (including realized gains and losses on investments, interest and dividends) is included in unrestricted net assets unless the income is restricted by donor or law, as is substantially all income (see also Note 3). The cost of investment securities sold is determined using the specific identification method.

Investment securities are exposed to various risks caused by changes in interest rates, general market volatility and credit risk, etc. Due to the level of risk associated with certain investment securities, it is possible that changes in risks in the near term could materially affect account balances and the amounts reported in the statements of financial position and activities and changes in net assets.

Continued

PITTSBURGH SYMPHONY, INC.
NOTES TO FINANCIAL STATEMENTS
AUGUST 31, 2012 AND 2011
(all amounts in thousands)

2. Summary of Significant Accounting Policies, continued

Endowments:

PSI has implemented the provisions of the Codification topic Presentation of Financial Statements for Not-for-Profit Entities, as it relates to the presentation of endowment funds. A portion of PSI's net assets are donor-restricted endowment funds and are governed by the Commonwealth of Pennsylvania's ACT 141 (ACT 141). ACT 141 is a total return policy that allows a nonprofit to choose to treat a percentage of the average market value of the endowment's investments as income each year. The disclosure provisions are included in Note 3 - Endowment.

Cash and Cash Equivalents:

Cash and cash equivalents include money market funds and investments in highly liquid and marketable debt instruments with an original maturity of three months or less. PSI routinely invests its surplus operating funds in money market mutual funds managed by a local financial institution. The carrying amount reported in the statements of financial position approximates fair value. PSI maintains, at various financial institutions, cash that may exceed federally insured amounts at times.

Income Recognition:

Amounts received in advance from grants and ticket sales are recognized as revenue in the statements of activities during the period in which the performances occur. Related deferred costs are matched with such revenue

Property and Equipment:

PSI includes gifts of land, buildings and equipment in unrestricted net assets unless explicit donor stipulations specify how the donated assets must be used. Gifts of cash or other assets that must be used to acquire long-lived assets that must be maintained in perpetuity are included in permanently restricted net assets. Absent explicit donor stipulations regarding the time period those long-lived assets must be maintained, PSI reports expirations of donor restrictions when the donated or acquired long-lived assets are placed in service.

Donated assets are recorded at fair market value at the date of gift.

Equipment represents furniture, fixtures and musical instruments and is recorded at lower of cost or market. Expenditures for additions and improvements provided from current operations are capitalized in the period incurred.

PITTSBURGH SYMPHONY, INC.
NOTES TO FINANCIAL STATEMENTS
AUGUST 31, 2012 AND 2011
(all amounts in thousands)

2. Summary of Significant Accounting Policies, continued

Depreciation of these assets is computed using the straight line method over the estimated useful lives of the assets currently ranging from 5-50 years. Expenditures for maintenance and repairs are expensed as incurred. When assets are disposed of, the cost and related accumulated depreciation are removed from the accounts, and any resulting gain or loss is reflected in operations for the period.

In accordance with the provisions of the Codification topic, Property, Plant and Equipment, long-lived assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to future undiscounted cash flows expected to be generated by the asset. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the asset exceeds the fair value, as defined, of the assets. No impairment was recorded for both fiscal years ended August 31, 2012 and 2011.

Pension Plan:

PSI has adopted the recognition and disclosure provisions of the Codification topic Compensation - Retirement Benefits. This statement requires plan sponsors to recognize the funded status of defined benefit pension and other postretirement obligations as a net asset or liability and to recognize changes in that funded status in the year in which those changes occur, through a change in unrestricted net assets, apart from expenses, to the extent those changes are not included in net periodic benefit cost. PSI's policy is to fund, at a minimum, amounts as are necessary on an actuarial basis to provide assets sufficient to meet the benefits to be paid to plan members in accordance with the requirements of the Employee Retirement Income Security Act of 1974 (ERISA).

Subsequent Events:

Subsequent events are events or transactions that occur after the statement of financial position date but before the financial statements are issued or are available to be issued. Management has evaluated subsequent events through June 7, 2013, which is the date the financial statements were available to be issued.

Reclassifications:

Certain reclassifications have been made to the accompanying financial statements for the year ended August 31, 2011 to conform to the current year's presentation.

PITTSBURGH SYMPHONY, INC.
NOTES TO FINANCIAL STATEMENTS
AUGUST 31, 2012 AND 2011
(all amounts in thousands)

3. Endowment:

Endowment assets are commingled for investment purposes. At August 31, the market and cost values of the investment portfolio, all of which is included in the endowment, are summarized as follows:

	<u>2012</u>		<u>2011</u>	
	<u>Market</u>	<u>Cost</u>	<u>Market</u>	<u>Cost</u>
Equity securities	\$ 50,614	\$ 55,334	\$ 37,957	\$ 41,220
Fixed-interest obligations	18,628	17,547	13,854	13,273
Alternative investments	29,906	25,119	43,794	38,248
Real estate funds	4,276	6,114	7,207	11,295
Temporary investments	6,578	6,578	5,725	5,725
	<u>\$ 110,002</u>	<u>\$ 110,692</u>	<u>\$ 108,537</u>	<u>\$ 109,761</u>

PSI has committed to fund \$72.1 in alternative investments and real estate funds, of which \$61.0 has been invested as of August 31, 2012.

The endowment consists of various investment funds established primarily for programming and operating needs of PSI and includes donor-restricted and Board-designated endowment funds. As required by generally accepted accounting principles, net assets associated with endowment funds, including funds designated by the Board of Trustees to function as endowments, are classified and reported based on the existence or absence of donor-imposed restrictions.

The PSI Board of Trustees has elected to be governed by the Commonwealth of Pennsylvania's Act 141 (Act 141), which permits a total return policy that allows a nonprofit to choose to treat a percentage of the average market value of the endowment's investments as income each year. However, the long-term preservation of the real value of the assets must be taken into consideration when the Board elects the amount, and, to that end, PSI has adopted a written endowment fund investment policy. On an annual basis, the Board must elect, in writing, a spending rate of between 2% and 7%. This percentage is applied to the 12-quarter rolling average market value of the investments calculated at March 31 of the previous fiscal year. PSI considers the following factors in making a determination to set a spending rate:

1. Restrictive covenants contained in endowment documents limiting spending rates;
2. Preserving the spending power of the assets; and
3. Operational considerations.

PITTSBURGH SYMPHONY, INC.
NOTES TO FINANCIAL STATEMENTS
AUGUST 31, 2012 AND 2011
(all amounts in thousands)

3. Endowment, continued

Donor-restricted and unrestricted endowment funds are composed of the following net assets as of August 31, 2012 and 2011, respectively:

	<u>Unrestricted</u>	<u>Permanently Restricted</u>	<u>Total</u>
2012	\$ <u>(3,526)</u>	\$ <u>114,958</u>	\$ <u>111,432</u>
2011	\$ <u>141</u>	\$ <u>112,896</u>	\$ <u>113,037</u>

The following represents the change in endowment funds by net asset type for the year ended August 31, 2012:

	<u>Unrestricted</u>	<u>Permanently Restricted</u>	<u>Total</u>
Endowment net assets, beginning of year	\$ 141	\$ 112,896	\$ 113,037
Investment return:			
Investment gain	3	1,594	1,597
Net appreciation	-	3,016	3,016
Contributions	-	5,578	5,578
Appropriation of endowment assets for expenditures	-	(7,309)	(7,309)
Drawdown of gift loan	-	(4,250)	(4,250)
Release from restriction	464	(464)	-
General and administrative expense	-	(255)	(255)
Board member gift loan	(4,250)	4,250	-
Other	116	(98)	18
Endowment net assets, end of year	\$ <u>(3,526)</u>	\$ <u>114,958</u>	\$ <u>111,432</u>

During 2012, a board member consented to the limited release of the restrictions of a prior gift of \$5 million to the permanently restricted endowment fund of the PSI. Permission was granted to borrow up to the full amount of the gift provided that any and all amounts borrowed are repaid to the endowment at a future date. The outstanding balance borrowed was \$4.25 million at August 31, 2012.

Continued

PITTSBURGH SYMPHONY, INC.
NOTES TO FINANCIAL STATEMENTS
AUGUST 31, 2012 AND 2011
(all amounts in thousands)

3. Endowment, continued

The following represents the change in endowment funds by net asset type for the year ended August 31, 2011:

	<u>Unrestricted</u>	<u>Permanently Restricted</u>	<u>Total</u>
Endowment net assets, beginning of year	\$ 1,217	\$ 104,821	\$ 106,038
Investment return:			
Investment gain	-	1,417	1,417
Net appreciation	-	11,732	11,732
Contributions	-	3,173	3,173
Appropriation of endowment assets for expenditures	(1,244)	(7,946)	(9,190)
Release from restriction	168	(168)	-
General and administrative expense	-	(298)	(298)
Other	-	165	165
	<u> </u>	<u> </u>	<u> </u>
Endowment net assets, end of year	\$ <u>141</u>	\$ <u>112,896</u>	\$ <u>113,037</u>

PSI has adopted investment and spending policies for endowment assets that are designed to provide a stream of funding for programs and initiatives supported by the endowment. The policies are also intended to protect the integrity of the assets and achieve the optimal return possible within the specified risk parameters. Endowment assets include those assets of donor-restricted funds that the organization must hold in perpetuity or for a donor-specified period. Under this policy, the endowment assets are invested in a manner that is intended to produce results that exceed the price and yield results of market indices, which are weighted to equal the allocation target for each broad asset category.

To satisfy its long-term rate-of-return objectives, PSI relies on a total return strategy in which investment returns are achieved through both capital appreciation (realized and unrealized) and current yield (interest and dividends). PSI targets a diversified asset allocation, which features a material commitment to equities and alternative investments while allowing for broad diversification both within and outside the equity markets to permit the endowment to attain its overall return objectives while taking current market conditions into account.

In 2012 and 2011, the spendable return totaled 7% or \$6,959 and \$7,525, respectively. This spending policy is consistent with the Commonwealth of Pennsylvania's guidelines and with PSI's objective to maintain the purchasing power of the endowment assets held in perpetuity, as well as to provide additional real growth through new gifts and investment return.

Continued

PITTSBURGH SYMPHONY, INC.
NOTES TO FINANCIAL STATEMENTS
AUGUST 31, 2012 AND 2011
(all amounts in thousands)

4. Fair Value Measurements:

PSI applies the provisions of the Codification topic Fair Value Measurements and Disclosures, which defines fair value as the price that would be received to sell an asset or liability (i.e., exit price) in an orderly transaction between market participants at the measurement date. Fair Value Measurements and Disclosures requires disclosures that categorize assets and liabilities measured at fair value into one of three different levels depending on the assumptions (i.e., inputs) used in the valuation. Level 1 provides the most reliable measure of fair value, while Level 3 generally requires significant management judgment. Financial assets and liabilities are classified in their entirety based on the lowest level of input significant to the fair value measurement. The Fair Value Measurements and Disclosures fair value hierarchy is defined as follows:

Level 1 - Valuations are based on unadjusted quoted prices in an active market for identical assets or liabilities.

Level 2 - Valuations are based on quoted prices for similar assets or liabilities in active markets, or quoted prices in markets that are not active for which significant inputs are observable, either directly or indirectly.

Level 3 - Valuations are based on prices or valuation techniques that require inputs that are both unobservable and significant to the overall fair value measurement. Inputs reflect management's best estimate of what market participants would use in valuing the asset or liability at the measurement date.

PSI's financial instruments consist primarily of cash and cash equivalents, accounts and interest receivable, capital pledge and contributions receivable, notes receivable, other assets, investments, beneficial interests held in trust, accounts payable, line of credit, long-term borrowings and accrued expenses.

The carrying amounts of cash and cash equivalents, accounts and interest receivable, notes receivable, other assets, accounts payable and accrued expenses approximate their fair value due to the short-term nature of such instruments.

The carrying value of the pledges receivable balance approximates their fair value as the pledges are discounted upon expected future cash flows using the same interest rate that will be charged on future payments on the balance.

The carrying value of PSI's line of credit and long-term borrowings approximates fair value at August 31, 2012 and 2011, since the interest rates are market-based and are generally adjusted periodically.

PITTSBURGH SYMPHONY, INC.
NOTES TO FINANCIAL STATEMENTS
AUGUST 31, 2012 AND 2011
(all amounts in thousands)

4. Fair Value Measurements, continued

The fair value of investments at August 31, 2012 and 2011 is as follows:

	2012			
	Level 1	Level 2	Level 3	Total
Equity securities	\$ 50,614	-	-	\$ 50,614
Temporary investments	6,578	-	-	6,578
Fixed income obligations	-	\$ 18,628	-	18,628
Alternative investments	-	-	\$ 29,906	29,906
Real estate funds	-	-	4,276	4,276
Total investments at fair value	<u>\$ 57,192</u>	<u>\$ 18,628</u>	<u>\$ 34,182</u>	<u>\$ 110,002</u>
Assets held in trust by others	<u>-</u>	<u>-</u>	<u>\$ 3,397</u>	<u>\$ 3,397</u>

	2011			
	Level 1	Level 2	Level 3	Total
Equity securities	\$ 37,957	-	-	\$ 37,957
Temporary investments	5,725	-	-	5,725
Fixed income obligations	-	\$ 13,854	-	13,854
Alternative investments	-	-	\$ 43,794	43,794
Real estate funds	-	-	7,207	7,207
Total investments at fair value	<u>\$ 43,682</u>	<u>\$ 13,854</u>	<u>\$ 51,001</u>	<u>\$ 108,537</u>
Assets held in trust by others	<u>-</u>	<u>-</u>	<u>\$ 3,413</u>	<u>\$ 3,413</u>

Assets held in trust by others include primarily underlying investments, which are readily quoted in active markets. Since the trusts themselves primarily are not readily tradable, but significant inputs are observable in active markets, the trusts use primarily Level 1 and 2 inputs in valuing their own assets.

PSI's ownership in these trusts is represented by an undivided interest in these investments, not in the underlying assets themselves. The undivided interests are not traded themselves, and they cannot be valued based on observable direct or indirect inputs as defined by Fair Value Measurements and Disclosure topic. Accordingly, they are reported as Level 3 measurements.

The fair value of investments categorized as Level 1 includes investments in common stock, the fair values of which are based on quoted market prices.

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PITTSBURGH SYMPHONY, INC.
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4. Fair Value Measurements, continued

The fair value of investments categorized as Level 2 includes investments in U.S. government agency securities, U.S. government-sponsored entity securities, asset-backed securities, corporate debt securities and a limited partnership. The fair values are modeled by external pricing vendors using estimated bid prices at which a dealer would pay for a security or, in limited cases, an internal trade price, used only when a more reliable price cannot be obtained.

Also included in Level 2, fixed-income obligations, is the fair value of a limited partnership. Fair value is determined using the NAV as provided by the limited partnership. The limited partnership is authorized to invest in a broad range of investments, primarily corporate debt securities, including convertible and nonconvertible bonds issued by U.S. and non-U.S. companies that the investment manager believes offer attractive risk-adjusted returns. The underlying investments at December 31, 2012 and 2011 were primarily fixed-income securities. No additional capital commitments are required. Redemptions are effective on the last day of the month, provided 40 days' written notice.

The valuation of PSI's investments in limited partnerships, including real estate funds, requires significant judgment due to the absence of quoted market prices, inherent lack of liquidity, heavy reliance on Level 3 inputs, and the long-term nature of such investments. Limited partnership investments are valued initially at their transaction value, and subsequently adjusted to reflect expected exit values at the measurement date by utilizing assumptions that market participants would normally use in estimating a fair market value. These valuation adjustments include, but are not limited to, material changes in a company's operations and or financial performance, subsequent or anticipated rounds of equity financings, specific rights or terms associated with the investment (e.g., conversion features, liquidation preferences or restrictions), expected exit timing and strategy, industry valuations or comparable public companies, changes in economic conditions, and changes in legal or regulatory environments. Additionally, some valuation adjustments relate to investments in real estate, which are determined by pricing models that consider expected cash flows and market-based information, including comparable transactions, performance multiples and changes in market outlook as well as valuation implied from financing or sale transactions.

The changes in investments and assets held in trust by others measured at fair value for which PSI has used Level 3 inputs to determine fair value are as follows:

Balance, August 31, 2010	\$	46,618
Purchases		3,105
Distributions		(5,566)
Market gain		10,257
		<hr/>
Balance, August 31, 2011	\$	54,414
Purchases		2,961
Distributions		(18,131)
Market loss		(1,665)
		<hr/>
Balance, August 31, 2012	\$	<u>37,579</u>

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PITTSBURGH SYMPHONY, INC.
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5. Assets Held in Trust by Others:

The McKelvy and the Pickens Trusts are perpetual trusts created by donors under individual trust agreements. The assets of the McKelvy and Pickens trusts are managed by a local bank's trust department. PSI records its proportionate share of the assets on its balance sheets at fair market value. The fair market value of assets held in trust by others was \$3,397 and \$3,413 at August 31, 2012 and 2011, respectively. The trustees of both the McKelvy and Pickens trusts have elected to adopt a 4.0% payout rate under Act 141 for the 2012 calendar year. PSI will receive a 25% share from the McKelvy trust and a 33% share from the Pickens trust. The remainder of the payout is distributed to other named beneficiaries.

6. Changes in Net Assets:

The following summarizes the activities within the net asset categories as of August 31:

	Unrestricted			Temporary Restricted	Permanently Restricted	Total
	General	Operating Reserve (Deficit)	Total			
Balance at August 31, 2011	\$(9,970)	\$(7,853)	\$(17,823)	\$16,606	\$116,643	\$115,426
Release from restriction	2,281	-	2,281	(1,817)	(464)	-
Major campaign contributions	10,354	-	10,354	(7,335)	5,578	8,597
Total return	7,310	-	7,310	-	(2,793)	4,517
Orchestra/Heinz Hall revenue	12,081	-	12,081	5	-	12,086
Operating expense	(32,957)	-	(32,957)	-	-	(32,957)
Annual fund, net	3,579	-	3,579	1,489	-	5,068
Staff and musician pension						(5,755)
Plans	(5,755)	-	(5,755)	-	-	-
Operating deficit	3,440	(3,440)	-	-	-	-
Other	276	-	276	-	(276)	-
Change in net assets	609	(3,440)	(2,831)	(7,658)	2,045	(8,444)
Balance at August 31, 2012	(9,361)	(11,293)	(20,654)	8,948	118,688	106,982

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PITTSBURGH SYMPHONY, INC.
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6. Changes in Net Assets, continued

	Unrestricted			Temporary Restricted	Permanently Restricted	Total
	General	Operating Reserve (Deficit)	Total			
Balance at August 31, 2010	\$(10,834)	\$(6,859)	\$(17,693)	\$10,006	\$108,416	\$100,729
Release from restriction	2,340	-	2,340	(1,918)	(422)	-
Major campaign contributions	-	-	-	6,648	3,173	9,821
Total return	7,693	-	7,693	-	5,476	13,169
Orchestra/Heinz Hall revenue	11,930	-	11,930	-	-	11,930
Operating expense	(32,187)	-	(32,187)	-	-	(32,187)
Annual fund, net	8,370	-	8,370	1,870	-	10,240
Staff and musician pension plans	1,724	-	1,724	-	-	1,724
Operating deficit	994	(994)	-	-	-	-
Change in net assets	864	(994)	(130)	6,600	8,227	14,697
Balance at August 31, 2011	\$(9,970)	\$(7,853)	\$(17,823)	\$16,606	\$116,643	\$115,426

7. Permanently Restricted Net Assets:

	2012	2011
General Endowment	\$ 99,045	\$ 99,083
The Pittsburgh Symphony 1963 Endowment	10,330	10,015
Board member gift loan	4,250	-
Major Campaign Pledges	1,333	3,798
Bessie Morrison McKelvy Trust	2,692	2,696
Pauline Beemer Pickens Trust	705	718
Morrison Fine String Instrument Loan Fund	250	250
Instrument Loan Fund	83	83
	\$ 118,688	\$ 116,643

The assets of the General Endowment include various permanently restricted funds such as the Repair and Maintenance fund, the Endowed Chairs and the Education and Outreach fund.

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PITTSBURGH SYMPHONY, INC.
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7. Permanently Restricted Net Assets, continued

The Pittsburgh Symphony Endowment established in 1963 (1963) is a perpetual trust created by donors under an individual trust agreement. The 1963 endowment assets are managed by PSI together with other permanently restricted and operating reserve assets. PSI receives the interest and dividends only from the 1963 endowment.

The operating reserve (deficit) is part of the unrestricted net assets of the PSI and is available to fund operations and to support other corporate objectives. The annual withdrawal from the reserve (deficit) is determined by the PSI Board of Directors. Originally, the reserve (deficit) was created from excess interest and dividends earned on endowment assets primarily during the 1970s and early 1980s. From the mid-1980s to the present, no additions have been made to the reserve (deficit) from excess earnings. Only when the draw from endowment to fund operations is less than 6.5% of the beginning market value will further additions to the reserve (deficit) be made from excess earnings. Direct contributions from donors to the reserve (deficit) have occurred and may continue in the future.

The Morrison Fine String Instrument Loan Fund and the Instrument Loan Fund represent contributions received to provide interest-free and low-interest loans to the musicians of PSI to assist them in purchasing musical instruments. Loans outstanding are included in notes receivable on the accompanying statements of financial position.

8. Property and Equipment:

Property and equipment, which are stated at cost, consisted of the following major classes of assets at August 31:

	<u>2012</u>	<u>2011</u>
Office equipment and furniture and fixtures	\$ 1,500	\$ 1,493
Musical and concert equipment	898	875
Original site and building	907	907
Site improvements	<u>37,026</u>	<u>29,489</u>
	40,331	32,764
Less: Accumulated Depreciation	<u>(24,631)</u>	<u>(23,634)</u>
	15,700	9,130
Construction-in-progress	<u>1,380</u>	<u>7,009</u>
	<u>\$ 17,080</u>	<u>\$ 16,139</u>

Construction-in-progress at August 31, 2012 is associated with renovation of the sound booth, roofs, energy improvement projects and internal infrastructure of Heinz Hall. Completion of these projects is anticipated by the end of fiscal year 2013. Construction-in-progress at August 31, 2011 was associated with renovation of sidewalks and the Garden Plaza outside of Heinz Hall. These projects were completed by during the 2012 fiscal year.

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PITTSBURGH SYMPHONY, INC.
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9. Pension Plans:

PSI has two noncontributory defined benefit pension plans (one for the staff and one for the musicians) covering substantially all employees. Participant benefits are earned based on salary levels and years of service. Contributions to the pension plans are made to pension trusts administered by PSI. PSI's funding policy for the plans is to make contributions determined by management at or between the maximum and minimum amounts as required by applicable regulations.

The PSI and the Union representing the PSI Musicians are currently in the second year of a three-year contract. This contract established a defined contribution plan for newly hired musicians and those with less than five years of service, freezing their current benefit in the defined benefit plan effective September 1, 2011.

The following sets forth the plans' funded status at August 31, 2012 and 2011:

	<u>Musician Plan</u>		<u>Staff Plan</u>		<u>Total</u>	
	<u>2012</u>	<u>2011</u>	<u>2012</u>	<u>2011</u>	<u>2012</u>	<u>2011</u>
Accumulated benefit obligation	\$ 29,969	\$ 25,419	\$ 11,952	\$ 8,784	\$ 41,921	\$ 34,203
Plan assets at fair value, primarily invested in equity securities	\$ 17,733	\$ 16,408	\$ 6,559	\$ 5,560	\$ 24,292	\$ 21,968
Projected benefit obligation	<u>(29,969)</u>	<u>(25,419)</u>	<u>(11,952)</u>	<u>(9,296)</u>	<u>(41,921)</u>	<u>(34,715)</u>
Total funded position	<u>\$ (12,236)</u>	<u>\$ (9,011)</u>	<u>\$ (5,393)</u>	<u>\$ (3,736)</u>	<u>\$ (17,629)</u>	<u>\$ (12,747)</u>

Included in unrestricted net deficit at August 31, 2012 and 2011 are:

	<u>Musician Plan</u>		<u>Staff Plan</u>		<u>Total</u>	
	<u>2012</u>	<u>2011</u>	<u>2012</u>	<u>2011</u>	<u>2012</u>	<u>2011</u>
Unrecognized actuarial loss	\$ 17,976	\$ 14,086	\$ 5,770	\$ 3,845	\$ 23,746	\$ 17,931
Prior service cost	<u>71</u>	<u>116</u>	<u>1</u>	<u>16</u>	<u>72</u>	<u>132</u>
Amounts not yet recognized in net periodic benefit cost	<u>\$ 18,047</u>	<u>\$ 14,202</u>	<u>\$ 5,771</u>	<u>\$ 3,861</u>	<u>\$ 23,818</u>	<u>\$ 18,063</u>

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PITTSBURGH SYMPHONY, INC.
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9. Pension Plans, continued

Amounts in unrestricted net assets (deficit) as of August 31, 2012 expected to be recognized as components of net periodic benefit cost in the year ending August 31, 2013 are:

	<u>Musician Plan</u>	<u>Staff Plan</u>	<u>Total</u>
Unrecognized actuarial loss	\$ 1,046	\$ 563	\$ 1,609
Prior service cost			
Amounts not yet recognized in net periodic benefit cost	<u>45</u>	<u>1</u>	<u>46</u>
	<u>\$ 1,091</u>	<u>\$ 564</u>	<u>\$ 1,655</u>

The components of the net periodic benefit cost for the years ended August 31, 2012 and 2011 are as follows:

	<u>Musician Plan</u>		<u>Staff Plan</u>		<u>Total</u>	
	<u>2012</u>	<u>2011</u>	<u>2012</u>	<u>2011</u>	<u>2012</u>	<u>2011</u>
Service cost	\$ 6	\$ 491	\$ 344	\$ 315	\$ 350	\$ 806
Interest cost	1,338	1,249	513	464	1,851	1,713
Expected return on plan assets	(1,402)	(1,229)	(490)	(421)	(1,892)	(1,650)
Amortization of prior service cost	45	179	16	16	61	195
Recognized actuarial loss	<u>778</u>	<u>899</u>	<u>429</u>	<u>506</u>	<u>1,207</u>	<u>1,405</u>
Net periodic benefit cost	<u>\$ 765</u>	<u>\$ 1,589</u>	<u>\$ 812</u>	<u>\$ 880</u>	<u>\$ 1,577</u>	<u>\$ 2,469</u>

The aggregated amount expected to be recognized in net periodic benefit cost during the period ending August 31, 2013 is \$1,934.

Weighted average assumptions used to determine net periodic benefit cost for the plan as of August 31, 2012 and 2011 were as follows:

	<u>Musician Plan</u>		<u>Staff Plan</u>	
	<u>2012</u>	<u>2011</u>	<u>2012</u>	<u>2011</u>
Discount rate	4.25%	5.50%	4.25%	5.50%
Expected return on plan assets	8.00%	8.50%	8.00%	8.50%
Rate of compensation increase (Staff Plan)	-	-	2.50%	2.50%

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PITTSBURGH SYMPHONY, INC.
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9. Pension Plans, continued

The assumed long-term rate of return on assets assumption is 8.0% and 8.5% for the years ended August 31, 2012 and 2011, respectively. This assumption represents the rate of return on plan assets reflecting the average rate of earnings expected on the funds invested or to be invested to provide for the benefits included in the benefit obligation. The long-term expected annual rate of return objective is based on a target asset allocation of 50% equity, 40% fixed income, 5% alternative and 5% cash equivalents.

The primary investment objective for the plans' assets is preservation of capital. The second major objective is capital appreciation to ensure that inflation does not erode the real purchasing power of the assets in the plans.

The plans' asset allocations at August 31, 2012 and 2011, by asset category, are as follows:

<u>Asset Category:</u>	<u>Musician Plan</u>		<u>Staff Plan</u>	
	<u>2012</u>	<u>2011</u>	<u>2012</u>	<u>2011</u>
Registered investment companies	58%	57%	56%	57%
Corporate bonds	38%	30%	38%	31%
U.S. government securities	-	7%	-	7%
Cash and other	4%	6%	6%	5%
Total	<u>100%</u>	<u>100%</u>	<u>100%</u>	<u>100%</u>

The following section describes the valuation methodologies used to measure the fair value of pension plan assets, including an indication of the level in the fair value hierarchy in which each type of asset is generally classified.

The fair value of investments categorized as Level 1 includes investments in cash and cash equivalents, common stock, U.S. Treasury securities and registered investment companies, the fair values of which are based on quoted market prices for identical securities traded in active markets that are readily and regularly available to the plans.

The fair value of investments categorized as Level 2 includes investments in corporate debt securities. The fair values are modeled by external pricing vendors using estimated bid prices at which a dealer would pay for a security or, in limited cases, an internal trade price, used only when a more reliable price cannot be obtained.

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9. Pension Plans, continued

The fair value of the financial assets comprising the plans' investments excluding accrued income, in the amount of \$113 and \$108, at August 31, 2012 and 2011, respectively, is shown in the following table:

	2012			
	Level 1	Level 2	Level 3	Total
Cash and cash equivalents	\$ 1,138	-	-	\$ 1,138
Corporate debt instruments	-	9,189	-	9,189
Registered investment Company	13,852	-	-	13,852
	\$ 14,990	\$ 9,189	-	\$ 24,179
	2011			
	Level 1	Level 2	Level 3	Total
Cash and cash equivalents	\$ 1,025	-	-	\$ 1,025
US government securities	1,569	-	-	1,569
Corporate debt instruments	-	\$ 6,653	-	6,653
Registered investment company	12,433	-	-	12,433
	\$ 15,207	\$ 6,653	-	\$ 21,860

PSI made contributions to the plans and the plans paid benefits as follows during the years ended August 31, 2012 and 2011:

	Musician Plan		Staff Plan		Total	
	2012	2011	2012	2011	2012	2011
Employer contributions	\$ 1,385	\$ 1,493	\$ 1,065	\$ 667	\$ 2,450	\$ 2,160
Benefits paid	997	814	376	391	1,373	1,205

PSI expects to make contributions of \$1,119 to the Musician Plan and \$858 to the Staff Plan during the year ending August 31, 2013.

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PITTSBURGH SYMPHONY, INC.
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9. Pension Plans, continued

The following pension benefit payments, which reflect expected future service, are expected to be paid:

	<u>Musician Plan</u>		<u>Staff Plan</u>		<u>Total</u>
2012-13	\$ 1,083	\$	455	\$	1,538
2013-14	1,083		502		1,585
2014-15	1,125		515		1,640
2015-16	1,130		582		1,712
2016-17	1,324		635		1,959
2017-22	7,833		3,377		11,210

The following changes in plan assets and benefit obligations were recognized in unrestricted net assets for the year ended August 31, 2012:

	<u>Musician Plan</u>		<u>Staff Plan</u>		<u>Total</u>
Net actuarial loss/(gain)	\$ 4,668	\$	2,354	\$	7,022
Recognized actuarial loss	(778)		(429)		(1,207)
Recognized prior service cost	(45)		(15)		(60)
Total recognized in net assets (deficit) for 2012	\$ <u>3,845</u>	\$	<u>1,910</u>	\$	<u>5,755</u>

10. Net Fund-Raising:

PSI's policy is to write-off uncollectible pledges of the past fiscal year against current year revenues. Amounts written-off for 2012 and 2011 were \$164 and \$157, respectively.

11. Federal Taxes on Income:

No provision for federal taxes on income has been included in the financial statements, since PSI qualifies as a tax-exempt organization, meeting the requirements of Section 501(c)(3) of the Internal Revenue Code. PSI has not identified any material uncertain tax positions requiring an accrual or disclosure in the financial statements. PSI's policy is to accrue interest and penalties related to unrecognized tax benefits in general and administrative expenses. The statutory tax years of 2009, 2010 and 2011 remain open to examination.

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12. Related-Party Transactions:

PSI enters into certain transactions with corporations whose officers and/or directors are also directors of PSI. These transactions are for purchases of goods and services, including banking and investment services, at an arm's-length basis, in the ordinary course of business.

13. Term Loans and Bank Line of Credit:

PSI maintains a \$6,500 line-of-credit agreement with a Pittsburgh-based commercial bank. This credit line bears interest at the greater of 50 basis points below the bank's prime interest rate or 3%. The outstanding balance on this line of credit for 2012 and 2011 was \$6,500. This line of credit is collateralized by the value of the annual draw from endowment and held as security in a separate trust account of the endowment.

PSI entered into a \$3,000 ten-year term loan with a Pittsburgh-based commercial bank in March 2004. This loan bears interest at the greater of 75 basis points below the bank's prime lending rate or 3%. The outstanding balance as of this loan for 2012 and 2011 was \$500 and \$800, respectively. The proceeds from this loan were used to fund the musician and staff pension plans. This loan is guaranteed by a major contributor to the PSI.

PSI entered into a \$3,500 13-year term loan with a Pittsburgh-based commercial bank in June 2009. Payments are for interest only for the first three years. This loan bears interest at the greater of 50 basis points below the bank's prime lending rate or 3%. The proceeds from this loan were used to fund contributions to the musician and staff pension plans. The loan is guaranteed by a major contributor to the PSI. The outstanding balance of this loan for 2012 and 2011 was \$3,383 and \$3,500, respectively.

The aggregate annual principal payments due subsequent to August 31, 2012 are as follows:

2013	\$	650
2014		550
2015		350
2016		350
2017		350
Thereafter		1,633
Total	\$	3,883

14. Contingencies:

PSI is a party to disputes arising in the normal course of business for which no formal legal action has been initiated against PSI. Management believes at this time that the ultimate resolution of these matters will not have a material impact on the financial position, results of activities or cash flows of PSI.

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15. Operating Environment:

The PSI operates in an increasingly competitive business environment, which affects both earned and contributed revenue. Substantially all the net assets of the PSI are permanently restricted, largely represented by its investment portfolio and the total return from these investments has restricted availability.

PSI experienced a market-based reduction in the value of its investment portfolio during the economic downturn of 2008 and 2009. As a result, the PSI has realized a reduction in its endowment draw for the fiscal years 2011 and 2012.

The PSI is in the last phases of a major campaign to raise funds for the endowment, capital projects and programs. The campaign's first major gift was from the R.P. Simmons family, which, after meeting certain specific conditions, will be valued at \$29.5 million, including a significant bequest, portions of which have already been received.

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