

**ST. OLAF COLLEGE  
MATCHED SAVINGS PLAN**  
Northfield, Minnesota

FINANCIAL STATEMENTS  
Including Independent Auditors' Report

As of and for the Years Ended December 31, 2011 and 2010

# ST. OLAF COLLEGE MATCHED SAVINGS PLAN

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## INDEPENDENT AUDITORS' REPORT

To the Plan Administrator  
St. Olaf College Matched Savings Plan  
Northfield, Minnesota

We were engaged to audit the accompanying statements of net assets available for benefits of St. Olaf College Matched Savings Plan (the "Plan") as of December 31, 2011 and 2010 and the statement of changes in net assets available for benefits for the year ended December 31, 2011, and the supplemental schedule as listed in the accompanying table of contents. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the investment information summarized in Note 3, which was certified by TIAA-CREF, the Trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the Trustee, as of December 31, 2011 and 2010, and for the year ended December 31, 2011, that the information provided to the plan administrator by the Trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The supplemental schedule is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the Trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

*Baker Tilly Virchow Krause, LLP*

Minneapolis, Minnesota  
June 14, 2012

**ST. OLAF COLLEGE MATCHED SAVINGS PLAN**

**STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS**  
As of December 31, 2011 and 2010

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<i>ASSETS</i>	<u>2011</u>	<u>2010</u>
Investments	<u>\$ 151,873,921</u>	<u>\$ 152,494,885</u>
<b>NET ASSETS AVAILABLE FOR BENEFITS</b>	<u><b>\$ 151,873,921</b></u>	<u><b>\$ 152,494,885</b></u>

See accompanying accountants' report and notes to financial statements.

**ST. OLAF COLLEGE MATCHED SAVINGS PLAN**

**STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS**  
For the Year Ended December 31, 2011

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**ADDITIONS**

Additions to net assets attributed to

Investment income

Interest and dividend income \$ 832,435

Contributions

Participant 1,631,785

Rollover 10,855

College

Match 3,676,541

Disability insurance contribution 17,743

Total college contributions 3,694,284

Total contributions 5,336,924

Total additions 6,169,359

**DEDUCTIONS**

Deductions from net assets attributed to

Benefits paid to participants 6,558,642

Net depreciation in fair value of investments 231,681

Total deductions 6,790,323

**Net decrease in net assets available for benefits** (620,964)

NET ASSETS AVAILABLE FOR BENEFITS -

Beginning of year 152,494,885

**NET ASSETS AVAILABLE FOR BENEFITS -**

End of year \$ 151,873,921

# ST. OLAF COLLEGE MATCHED SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS  
As of and for the Years Ended December 31, 2011 and 2010

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## NOTE 1 - Description of the Plan

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The following description of the St. Olaf College Matched Savings Plan (the "Plan") provides only general information. Participants should refer to the Plan's summary plan description for a more complete description of the Plan's provisions.

### *General*

The Plan is a defined contribution plan established by St. Olaf College (the "College"), and is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA) and the requirements of Section 403(b) of the Internal Revenue Code. The College is the sponsor and administrator of the Plan and the Trustee is TIAA-CREF. The Trustee manages the investments of the Plan as directed by the participants. In addition, the Trustee provides recordkeeping services for the Plan. The Plan was restated during 2011, with retroactive changes to January 1, 2009. The restatement had no significant impact on the Plan operations.

### *Eligibility*

All employees who have completed at least 1 year of service with the College, as defined in the Plan, and are age 21 or older are eligible to participate. Upon enrollment in the Plan, a participant may direct employer and employee contributions to any combination of available investment options offered by the plan.

### *Contributions*

Each year, participants may contribute up to 100% of pretax annual compensation (salary reduction contributions), as defined in the Plan. Participants may also contribute amounts representing distributions from other qualified plans (rollover contributions). The College matches employee contributions monthly as follows:

Participant Elective Deferral (as a Percentage of Credited Compensation)	Matching Contribution (as a Percentage of Credited Compensation)
Less than 1%	0%
1%	7%
2%	8%
3%	9%

Additional College contributions may be contributed at the discretion of the College's Board of Regents. No discretionary contributions were made for the years ended December 31, 2011 and 2010. Contributions are subject to certain IRS limitations.

### *Participant Accounts*

Each participant's account is credited with the participant's salary reduction contributions, rollover contributions and an allocation of the College's contributions and Plan earnings (net of administrative expenses). Income is allocated based on the participant's selected investment option. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

# ST. OLAF COLLEGE MATCHED SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS  
As of and for the Years Ended December 31, 2011 and 2010

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## **NOTE 1 - Description of the Plan (cont.)**

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### *Vesting*

Participants are always 100% vested in their accounts.

### *Forfeited Accounts*

Because participants are immediately vested in their accounts, the Plan has no forfeitures.

### *Payment of Benefits*

Benefits may be paid to the participant or beneficiary upon death, disability, retirement or termination of employment, as defined in the Plan agreement. The Plan provides for early retirement on or after attaining age 55. Beginning January 1, 2012, the Plan will also provide for distributions at age 59 1/2, while still currently employed. The total vested portion of a participant's account balance is distributed in the form of a lump-sum payment, installments, or an annuity. This Plan does not allow for hardship withdrawals.

### *Termination of Plan*

Although it has not expressed any intent to do so, the College has the right under the Plan to terminate the Plan at any time subject to the provisions of ERISA.

### *Participant Loans*

This Plan does not allow for participant loans.

### *Administrative Expenses*

General plan administrative expenses, such as legal fees and administrative costs, are paid for directly by the College. Fees specific to the participant's investment selections and accounts are charged against that participant's account balance.

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## **NOTE 2 - Summary of Significant Accounting Policies**

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### *Basis of Accounting and Use of Estimates*

The accompanying financial statements have been prepared on the accrual basis of accounting. The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan's management to use estimates and assumptions that affect the accompanying financial statements and disclosures. Actual results could differ from these estimates.

### *Investment Valuation and Income Recognition*

The Plan's mutual fund, money market, and variable annuity investments are valued at fair value as determined by the Trustee using quoted market prices. The Plan's fixed annuity contract investments are valued at contract value, which approximates fair value.

# ST. OLAF COLLEGE MATCHED SAVINGS PLAN

## NOTES TO FINANCIAL STATEMENTS

As of and for the Years Ended December 31, 2011 and 2010

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### NOTE 2 - Summary of Significant Accounting Policies (cont.)

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Net depreciation of investments included in the accompanying statement of changes in net assets available for benefits includes realized gains or losses from the sale of investments and unrealized appreciation or depreciation in fair value of investments. Net unrealized appreciation or depreciation in the fair value of investments represents the net change in the fair value of the investments held during the period. The net realized gains or losses on the sale of investments represent the difference between the sale proceeds and the fair value of the investment as of the beginning of the period or the cost of the investment if purchased during the year.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis and dividends are recorded on the ex-dividend date.

#### *Payment of Benefits*

Benefits are recorded when paid.

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### NOTE 3 - Information Prepared and Certified by Trustee - Unaudited

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The following information included in the accompanying financial statements and supplemental schedule was obtained from data that has been prepared and certified to be complete and accurate by TIAA-CREF, the trustee of the Plan.

Net assets available for benefits as of December 31:

	<u>2011</u>	<u>2010</u>
Fixed annuity contract	\$ 62,105,661	\$ 60,753,551
Money market	2,826,362	2,940,430
Mutual funds	10,128,722	8,654,720
Variable annuities - real estate	4,555,356	3,843,739
Variable annuities - other	<u>72,257,820</u>	<u>76,302,445</u>
Total Net Assets Available for Benefits	<u>\$ 151,873,921</u>	<u>\$ 152,494,885</u>

During the year ended December 31, 2011, the Plan's investments (including gains and losses on investments bought, sold, and held during the year) appreciated (depreciated) in value as follows:

	<u>2011</u>
Fixed annuity contract	\$ 1,904,379
Money market	21
Mutual funds	(933,535)
Variable annuities	<u>(1,202,546)</u>
Net Depreciation in Fair Value of Investments	(231,681)
Interest and dividends	<u>832,435</u>
Net Investment Return	<u>\$ 600,754</u>



# ST. OLAF COLLEGE MATCHED SAVINGS PLAN

## NOTES TO FINANCIAL STATEMENTS

As of and for the Years Ended December 31, 2011 and 2010

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### **NOTE 3 - Information Prepared and Certified by Trustee - Unaudited (cont.)**

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Investments, in general, are subject to various risks, including credit, interest, and overall market volatility risks. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in values of investment securities will occur in the near term, and such changes could materially affect the amounts reported in the statements of net assets available for benefits. Plan investments are not insured by FDIC or similar coverage.

The following investments represent 5% or more of the Plan's net assets available for benefits as of December 31:

	2011	2010
TIAA Traditional	\$ 62,105,661	\$ 60,753,551
CREF Stock	38,673,216	42,899,175

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### **NOTE 4 - Fair Value of Financial Instruments**

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As defined in the accounting standards, fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. In determining fair value, the Plan used various valuation methods including the market, income and cost approaches. The assumptions used in the application of these valuation methods are developed from the perspective of market participants pricing the asset or liability. Inputs used in the valuation methods can be either readily observable, market corroborated, or generally unobservable inputs. Based on the observability of the inputs used in the valuation methods the Plan is required to provide the following information according to the fair value hierarchy. The fair value hierarchy ranks the quality and reliability of the information used to determine fair values. Assets and liabilities measured, reported and/or disclosed at fair value will be classified and disclosed in one of the following three categories:

Level 1 - Quoted market prices in active markets for identical assets or liabilities.

Level 2 - Observable market based inputs or unobservable inputs that are corroborated by market data.

Level 3 - Unobservable inputs that are not corroborated by market data.

The asset's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

The College is responsible for the determination of fair value. The College has not historically adjusted the prices obtained from the pricing services.

# ST. OLAF COLLEGE MATCHED SAVINGS PLAN

## NOTES TO FINANCIAL STATEMENTS

As of and for the Years Ended December 31, 2011 and 2010

### NOTE 4 - Fair Value of Financial Instruments (cont.)

The tables below present the balances of assets measured at fair value on a recurring basis by level within the hierarchy.

	December 31, 2011			
	Total	Level 1	Level 2	Level 3
Fixed annuity contract	\$ 62,105,661			\$ 62,105,661
Money market	2,826,362	\$ 2,826,362		
Mutual funds				
Large cap equity funds	1,326,530	1,326,530		
Mid cap equity funds	1,942,498	1,942,498		
Small cap equity funds	967,957	967,957		
International equity funds	1,404,587	1,404,587		
Target date funds	4,487,150	4,487,150		
Variable annuities - real estate	4,555,356		\$ 4,555,356	
Variable annuities - other				
Domestic equity annuities	11,512,465	11,512,465		
Domestic/International equity annuities	38,673,216	38,673,216		
International equity annuities	6,568,358	6,568,358		
Fixed-income annuities	8,273,350	8,273,350		
Balanced annuities	7,230,431	7,230,431		
Total	\$ 151,873,921	\$ 85,212,904	\$ 4,555,356	\$ 62,105,661
	December 31, 2010			
	Total	Level 1	Level 2	Level 3
Fixed annuity contract	\$ 60,753,551			\$ 60,753,551
Money market	2,940,430	\$ 2,940,430		
Mutual funds				
Large cap equity funds	1,262,528	1,262,528		
Mid cap equity funds	1,568,370	1,568,370		
Small cap equity funds	830,383	830,383		
International equity funds	1,408,955	1,408,955		
Target date funds	3,584,484	3,584,484		
Variable annuities - real estate	3,843,739		\$ 3,843,739	
Variable annuities - other				
Domestic equity annuities	11,756,073	11,756,073		
Domestic/International equity annuities	42,899,175	42,899,175		
International equity annuities	7,300,457	7,300,457		
Fixed-income annuities	7,051,335	7,051,335		
Balanced annuities	7,295,405	7,295,405		
Total	\$ 152,494,885	\$ 87,897,595	\$ 3,843,739	\$ 60,753,551

# ST. OLAF COLLEGE MATCHED SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS  
As of and for the Years Ended December 31, 2011 and 2010

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## **NOTE 4 - Fair Value of Financial Instruments (cont.)**

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The following valuation methodologies and assumptions were used to estimate the fair value for each class of financial instrument measured at fair value:

### ***Fixed Annuity Contract***

The fixed annuity contract is a Level 3 investment and consists of contracts within the TIAA Traditional Annuity. The TIAA Traditional Annuity is reported at contract value and is not available for sale or transfer on any securities exchange. Accordingly, transactions in similar investment instruments are not observable.

While transactions involving the purchases/sales of individual TIAA Traditional contracts are not observable in a public marketplace, contract value has historically provided a good approximation of fair value. The Plan has provided no reserves against such contract value for credit risk of the contract issuer. (See Note 5)

### ***Money Market***

The money market is a Level 1 investment and consists of the College Retirement Equities Fund (CREF) Money Market Account. CREF is registered with the Securities and Exchange Commission under the Investment Company Act of 1940 as an open-end management investment company. CREF Money Market Account is a variable annuity. CREF Money Market Account holdings are generally valued at amortized cost, and the unit value is determined each day. Audited financial statements are available.

### ***Mutual Funds***

The mutual funds are Level 1 investments and consist of TIAA-CREF Funds. TIAA-CREF Fund is a Delaware statutory trust that was organized on April 15, 1999, and is registered with the Securities and Exchange Commission under the Investment Company Act of 1940 as an open-end management investment company. Current offerings include domestic and international equities, fixed income, real estate securities, asset allocation and money market funds.

The funds invest principally in equity securities, fixed-income instruments, other mutual funds and short-term instruments in accordance with each fund's investment objectives. Fund holdings are generally valued using market quotations or prices obtained from independent pricing services, except those held by the TIAA-CREF Money Market Fund, whose holdings are valued at amortized cost. Each fund determines its share price or net asset value (NAV) each day calculated generally as of 4 p.m. (ET). The TIAA-CREF Money Market Fund is managed to maintain a constant value, though not guaranteed, of \$1 per share.

### ***Variable Annuity - Real Estate***

The variable annuity - real estate is a Level 2 investment and consists of the TIAA Real Estate Account (REA). The REA is an insurance company separate account of Teachers Insurance and Annuity Association of America (TIAA) investing mainly in real estate and real estate-related investments. Audited financial statements are available.

The REA generally invests in real estate properties and real estate-related investments. The REA's value is principally derived from the market value of the underlying real estate holdings or other real estate-related investments. Real estate holdings are valued principally using external appraisals, which are estimates of property values based on a professional's opinion. The REA sometimes holds securities as well. These are generally priced using values obtained from independent pricing sources. The fair value measurement of REA calculates NAV per share, which allows for a quarterly redemption and redemption notice period.

# ST. OLAF COLLEGE MATCHED SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS  
As of and for the Years Ended December 31, 2011 and 2010

## **NOTE 4 - Fair Value of Financial Instruments (cont.)**

### ***Variable Annuities - Other***

The variable annuities - other is a Level 1 investment and consists of seven investment portfolios within the College Retirement Equities Fund (CREF). CREF is registered with the Securities and Exchange Commission under the Investment Company Act of 1940 as an open-end management investment company. The seven investment portfolios consist of: the Stock, Global Equities, Growth, Equity Index, Bond Market, Inflation-Linked Bond, and Social Choice (individually referred to as the "Account" or collectively referred to as the "Accounts"). These are variable annuities that have the fair market value per share calculated at NAV on a daily basis. Audited financial statements are available.

The Accounts invest principally in equity securities, fixed-income instruments and short-term investments in accordance with each portfolio's investment objectives. Account investments are primarily valued using market quotations or prices obtained from independent pricing sources who may employ various pricing methods to value the investments including matrix pricing.

While the College believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different estimate of fair value at the reporting date.

The following table presents a reconciliation of financial instruments measured at fair value on a recurring basis using significant unobservable inputs (Level 3) for the year ended December 31, 2011:

	Beginning Balance	Net realized and unrealized gains included in change in net assets	Sales, issuances and settlement	Purchases	Ending Balance
Fixed annuity contract	\$ 60,753,551	\$ 1,904,379	\$ (9,184,103)	\$ 8,631,834	\$ 62,105,661

The amount of total gains for the period included in change in net assets attributable to the change in unrealized gains relating to financial instruments still held at December 31, 2011	\$ <u>1,212,393</u>
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The following table presents a reconciliation of financial instruments measured at fair value on a recurring basis using significant unobservable inputs (Level 3) for the year ended December 31, 2010:

	Beginning Balance	Net realized and unrealized gains included in change in net assets	Sales, issuances and settlement	Purchases	Ending Balance
Fixed annuity contract	\$ 58,982,280	\$ 1,831,682	\$ (9,097,207)	\$ 9,036,796	\$ 60,753,551

The amount of total gains for the period included in change in net assets attributable to the change in unrealized gains relating to financial instruments still held at December 31, 2010	\$ <u>1,227,362</u>
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# ST. OLAF COLLEGE MATCHED SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS  
As of and for the Years Ended December 31, 2011 and 2010

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## **NOTE 5 - Investment Contract with Insurance Company**

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The Plan has entered into a fixed annuity contract with Teachers Insurance and Annuity Association of America (TIAA). Contributions to the TIAA Traditional Annuity purchase a contractual or guaranteed amount of future benefits for the participant that is fully and unconditionally guaranteed by the general assets of TIAA, a New York domiciled non-profit legal reserve life insurance company. During the accumulation phase, the TIAA Traditional Annuity provides a guarantee of principal, a guaranteed minimum rate of interest (generally 3%, but in some recent contracts between 1% and 3%), and the potential for additional interest if declared by TIAA. Additional interest, when declared, remains in effect for the "declaration year," which begins each March 1. Additional interest is not guaranteed for future years. When a participant's account in the TIAA Traditional is annuitized based on available options, the present value of the stream of payments is equal to the account balance. The subsequent stream of annuity payments occurs outside of the plan and does not represent an obligation of the plan.

The TIAA Traditional Annuity is reported at contract value. The contract value of the TIAA Traditional Annuity equals the accumulated cash contributions and interest credited to the Plan's contracts less any withdrawals and adjusted for transfers, if any.

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## **NOTE 6 - Parties-In-Interest**

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Certain Plan investments are fixed and variable annuity contracts, shares of mutual funds and money market funds managed by the Trustee, as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan for the investment management services amounted to \$786,677 for the year ended December 31, 2011 and are party-in-interest transactions. These fees are netted against investment income.

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## **NOTE 7 - Tax Status**

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The Internal Revenue Service (IRS) has provided 403(b) plans relief from obtaining a determination letter until the revenue procedures are finalized and the IRS announces the date that it will start accepting applications. A written 403(b) plan adopted prior to December 31, 2009, that is intended to satisfy the requirements of Section 403(b) and the regulations, will have a remedial amendment period in which to amend the Plan to correct any form defects retroactive to January 1, 2010.

The College is not aware of any events that have occurred that might adversely affect the Plan from obtaining a qualified status. The Plan is required to operate in conformity with Section 403(b) of the Internal Revenue Code to obtain its qualification.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the plan and recognize a tax liability (or asset) if the plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The plan administrator has analyzed the tax positions taken by the plan, and has concluded that as of December 31, 2011, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2008.

# ST. OLAF COLLEGE MATCHED SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS  
As of and for the Years Ended December 31, 2011 and 2010

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## **NOTE 8 - Subsequent Events**

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The College has evaluated subsequent events through June 14, 2012 which is the date that the financial statements were approved and available to be issued.

## **SUPPLEMENTAL INFORMATION**

**ST. OLAF COLLEGE MATCHED SAVINGS PLAN**

Schedule H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

Plan 001

EIN 41-0693979

December 31, 2011

(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Cost	Current Value
	Fixed Annuity Contract			
*	TIAA	TIAA TRADITIONAL	**	\$ 62,105,661
	Money Market			
*	CREF	CREF Money Market	**	2,826,362
	Variable Annuities			
*	TIAA	TIAA Real Estate	**	4,555,356
*	CREF	CREF Stock	**	38,673,216
*	CREF	CREF Social Choice	**	7,230,431
*	CREF	CREF Bond Market	**	4,964,296
*	CREF	CREF Global Equities	**	6,568,358
*	CREF	CREF Growth	**	6,105,535
*	CREF	CREF Equity Index	**	5,406,930
*	CREF	CREF Inflation-Linked Bond	**	3,309,054
	Mutual Funds			
*	TIAA-CREF	TIAA-CREF Lifecycle 2010	**	74,710
*	TIAA-CREF	TIAA-CREF Lifecycle 2015	**	217,808
*	TIAA-CREF	TIAA-CREF Lifecycle 2020	**	480,941
*	TIAA-CREF	TIAA-CREF Lifecycle 2025	**	1,165,498
*	TIAA-CREF	TIAA-CREF Lifecycle 2030	**	798,602
*	TIAA-CREF	TIAA-CREF Lifecycle 2035	**	397,532
*	TIAA-CREF	TIAA-CREF Lifecycle 2040	**	1,070,452
*	TIAA-CREF	TIAA-CREF Lifecycle 2045	**	132,660
*	TIAA-CREF	TIAA-CREF Lifecycle 2050	**	148,947
*	TIAA-CREF	TIAA-CREF International Equity	**	1,404,587
*	TIAA-CREF	TIAA-CREF Large-Cap Value	**	1,326,530
*	TIAA-CREF	TIAA-CREF Mid-Cap Growth	**	379,666
*	TIAA-CREF	TIAA-CREF Mid-Cap Value	**	1,562,832
*	TIAA-CREF	TIAA-CREF Small-Cap Equity	**	967,957
				<u>\$ 151,873,921</u>

\* Represents a party-in-interest

\*\* Cost omitted for participant directed investments