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302 WEST WASHINGTON STREET
ROOM E418
INDIANAPOLIS, INDIANA 46204-2765

Telephone: (317) 232-2513
Fax: (317) 232-4711
Web Site: www.in.gov/sboa

April 22, 2013

Kathleen McLary, Chief Operating Officer
Indiana State Museum and Historic Sites
650 W. Washington St.
Indianapolis, IN 46204

Dear Ms. McLary:

We have received the audit report prepared by Katz, Sapper & Miller, LLP, Independent Public Accountants, for the period July 1, 2011 to June 30, 2012. Per the auditors' opinion, the audit was conducted in accordance with auditing standards generally accepted in the United States and the financial statements included in the report present fairly, in all material respects, the financial position of the Indiana State Museum and Historic Sites at June 30, 2012, and the changes in its net assets and its cash flows for the year then ended in conformity with accounting principles generally accepted in the United States.

The Independent Public Accountants' report is filed with this letter in our office as a public record.

STATE BOARD OF ACCOUNTS

INDIANA STATE
MUSEUM
AND HISTORIC SITES

FINANCIAL STATEMENTS
AND
INDEPENDENT AUDITORS' REPORT
WITH SUPPLEMENTARY AND OTHER INFORMATION

June 30, 2012

INDIANA STATE MUSEUM AND HISTORIC SITES CORPORATION
(a component unit of the State of Indiana)

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Independent Auditors' Report

Board of Trustees
Indiana State Museum and Historic Sites Corporation

We have audited the accompanying financial statements of Indiana State Museum and Historic Sites Corporation, a component unit of the State of Indiana, as of and for the year ended June 30, 2012, as listed in the table of contents. These financial statements are the responsibility of the Indiana State Museum and Historic Sites Corporation's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. 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 audit provides 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 Indiana State Museum and Historic Sites Corporation at June 30, 2012, and the changes in its net assets and its cash flows for the year then ended in conformity with accounting principles generally accepted in the United States.

In accordance with *Government Auditing Standards*, we have also issued our report dated October 19, 2012, presented on pages 24 through 25, on our consideration of the Indiana State Museum and Historic Sites Corporation's internal control over financial reporting and on our tests of its compliance with certain provision of laws, regulations, contracts, grant agreements, and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* and should be considered in assessing the results of our audit.

Accounting principles generally accepted in the United States require that the management's discussion and analysis on pages 3 through 8 be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board, who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's response to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Our audit was conducted for the purpose of forming an opinion on the financial statements of Indiana State Museum and Historic Sites Corporation as a whole. The supplementary combining schedule – statement of net assets information, combining schedule – statement of revenues, expenses and changes in net assets and schedule of Indiana State Museum Store Operations on pages 21 through 23 are presented for purposes of additional analysis and are not a required part of the financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Katy, Saggaw? Miller, LLP

Indianapolis, Indiana
October 19, 2012

MANAGEMENT'S DISCUSSION AND ANALYSIS (UNAUDITED)

INDIANA STATE MUSEUM AND HISTORIC SITES CORPORATION
(a component unit of the State of Indiana)

MANAGEMENT'S DISCUSSION AND ANALYSIS (UNAUDITED)
June 30, 2012

As management of the Indiana State Museum and Historic Sites Corporation (Corporation), we offer readers of the Corporation's basic financial statements this narrative overview and analysis of the financial activities of the Corporation and the Indiana State Museum Foundation, Inc. (Foundation) (together, the Museum and Historic Sites) for the fiscal year ended June 30, 2012. The Corporation was established per Indiana Code 4-37 effective July 1, 2011. The Corporation is a separate body, corporate and politic and is not a state agency. The Indiana State Museum Foundation, Inc. was established in 1968 as a 501(c)(3) nonprofit and continues to support the operations of the Corporation, which were previously conducted as a division of the Indiana Department of Natural Resources. The Corporation and Foundation are under common control.

FINANCIAL HIGHLIGHTS

- The financial statements present the operations of the Museum and Historic Sites in total.
- In total, assets exceeded its liabilities at the close of the most recent fiscal year by approximately \$5.9 million (net assets). Net assets of the Corporation were \$2.0 million, and net assets for the Foundation were \$3.9 million. Of the \$5.9 million of net assets, \$2.4 million (unrestricted net assets) may be used to meet any of the Museum and Historic Sites' ongoing obligations, \$2.3 million is restricted for exhibitions, artifacts, and sites; endowment appreciation; preventative maintenance; capital repair and rehab; and other activities, \$.7 million is held as a permanent endowment, and \$.5 million is invested in capital assets.
- Total assets were \$6.6 million at June 30, 2012, consisting of \$2.6 million for the Corporation and \$4.0 million for the Foundation. Due to the creation of the Corporation by the State as of July 1, 2011 as a separate entity, the Indiana Department of Natural Resources transferred \$1.3 million of cash and \$.5 million of net capital assets to the Corporation during the year.
- Total liabilities were \$.6 million at June 30, 2012, consisting of \$.5 million for the Corporation and \$.1 million for the Foundation.

OVERVIEW OF THE FINANCIAL STATEMENTS

The discussion and analysis are intended to serve as an introduction to the Museum and Historic Sites' basic financial statements. The Museum and Historic Sites is a component unit of the State of Indiana (State) and is maintained as an enterprise fund. Enterprise funds are used to report activities for which a fee is charged to external users for goods or services. An enterprise fund is accounted for in a manner similar to a commercial enterprise on the accrual basis of accounting. The Museum and Historic Sites' basic financial statements include a statement of net assets, statement of revenues, expenses and changes in net assets, statement of cash flows and the notes to the financial statements. The report also contains other supplementary information in addition to the basic financial statements themselves. All information included in this analysis is presented for the first year of separate operations of the Museum and Historic Sites, which was the year ended June 30, 2012.

The statement of net assets present information on all the Museum and Historic Sites' assets and liabilities, with the difference between the two reported as net assets. Over time, increases or decreases in net assets may serve as a useful indicator of whether the financial position of the Museum and Historic Sites is improving or deteriorating.

OVERVIEW OF THE FINANCIAL STATEMENTS (CONTINUED)

The statements of revenues, expenses and changes in net assets present information on how the Museum and Historic Sites' net assets changed during each year. All changes in net assets are reported as soon as the underlying event giving rise to the change occurs, regardless of the timing of related cash flows. Thus, revenues and expenses are reported in this statement for some items that will only result in cash flows in future fiscal periods.

In contrast, the statements of cash flows are concerned solely with flows of cash and cash equivalents. Transactions are recorded when cash is received or exchanged, without concern of when the underlying event causing the transactions occurred.

The notes to the financial statements provide additional information that is essential to the full understanding of the data provided in the financial statements. The notes to the financial statements can be found on pages 12 through 20 of this report.

In addition to the basic financial statements and accompanying notes, this report also presents supplementary information on the combining schedule of net assets information; the combining schedule of revenues, expenses and changes in net assets; and the schedule of Indiana State Museum Store Operations, on pages 21 through 23.

FINANCIAL ANALYSIS

As noted earlier, net assets may serve over time as a useful indicator of an entity's financial position. In the case of the Museum and Historic Sites, assets exceeded liabilities by \$5.9 million at the close of the most recent fiscal year.

Below is the condensed statement of net assets relating to the Museum and Historic Sites at June 30, 2012.

Museum and Historic Sites Condensed Financial Information Statement of Net Assets

	June 30, 2012
Current assets	\$ 4,897,213
Noncurrent assets	<u>1,663,340</u>
Total Assets	<u><u>\$ 6,560,553</u></u>
Current liabilities	\$ 607,833
Noncurrent liabilities	<u>11,124</u>
Total Liabilities	<u><u>618,957</u></u>
Net Assets	<u>5,941,596</u>
Total Liabilities and Net Assets	<u><u>\$ 6,560,553</u></u>

FINANCIAL ANALYSIS (CONTINUED)

Total current assets were \$4.9 million, consisting of \$2.1 million for the Corporation and \$2.8 million for the Foundation at June 30, 2012. Current assets included \$3.3 million of cash and \$1.1 million of accounts receivable.

Total noncurrent assets were \$1.7 million, consisting of \$.5 million for the Corporation and \$1.2 million for the Foundation at June 30, 2012. Noncurrent assets included \$.9 million of restricted cash and investments and \$.5 million of capital assets, net.

Total current liabilities were \$.6 million, consisting of \$.5 million for the Corporation and \$.1 million for the Foundation at June 30, 2012.

Below is the condensed statement of revenues, expenses and changes in net assets relating to the Museum and Historic Sites for the year ended June 30, 2012.

Museum and Historic Sites Condensed Financial Information Statement of Revenues, Expenses and Changes in Net Assets

	Year Ended June 30, 2012
Operating Revenues	
Visitor activities	\$ 1,801,964
Other	<u>291,700</u>
Total Operating Revenues	2,093,664
Operating Expenses	<u>11,781,806</u>
Net Operating Loss	(9,688,142)
Nonoperating Revenues	10,416,051
Transfers from Indiana Department of Natural Resources	<u>1,783,159</u>
Increase in Net Assets	2,511,068
Net Assets:	
Beginning of Year	<u>3,430,528</u>
End of Year	<u><u>\$ 5,941,596</u></u>

Total operating revenues from visitor activities were \$1.8 million, consisting of \$1.6 million from the Corporation and \$.2 million from the Foundation for the year ended June 30, 2012. Operating revenue from visitor activities included \$.5 million from admissions, \$.4 million from facility rental, and \$.3 million from the museum store.

Total operating expenses were \$11.8 million, consisting of \$11.7 million from the Corporation and \$.1 million from the Foundation for the year ended June 30, 2012. Operating expenses included \$2.9 million for operations, \$5.3 million for exhibition and other programming, and \$2.0 million for restricted projects.

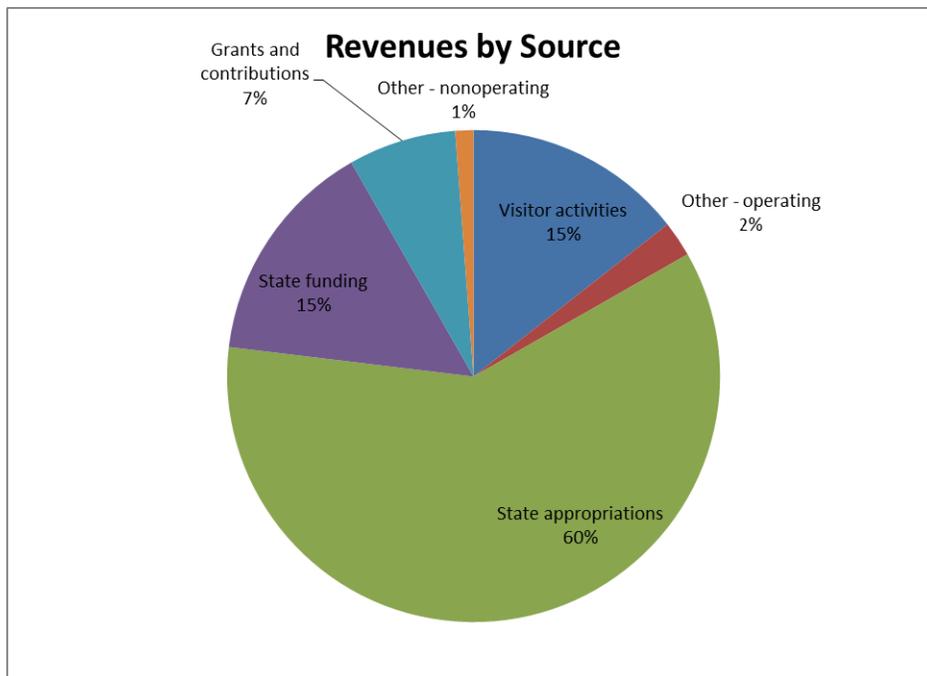
FINANCIAL ANALYSIS (CONTINUED)

Total nonoperating revenues were \$10.4 million, consisting of \$9.4 million from the Corporation and \$1.0 million from the Foundation for the year ended June 30, 2012. Nonoperating revenues included \$7.5 million of State general fund appropriations, \$1.0 million of State appropriations for preventative maintenance, and \$.8 million of State appropriations for capital repair and rehab.

As part of establishing the Corporation as a separate entity, the Indiana Department of Natural Resources transferred \$1.3 million of cash and \$.5 million of net capital assets during the year ended June 30, 2012.

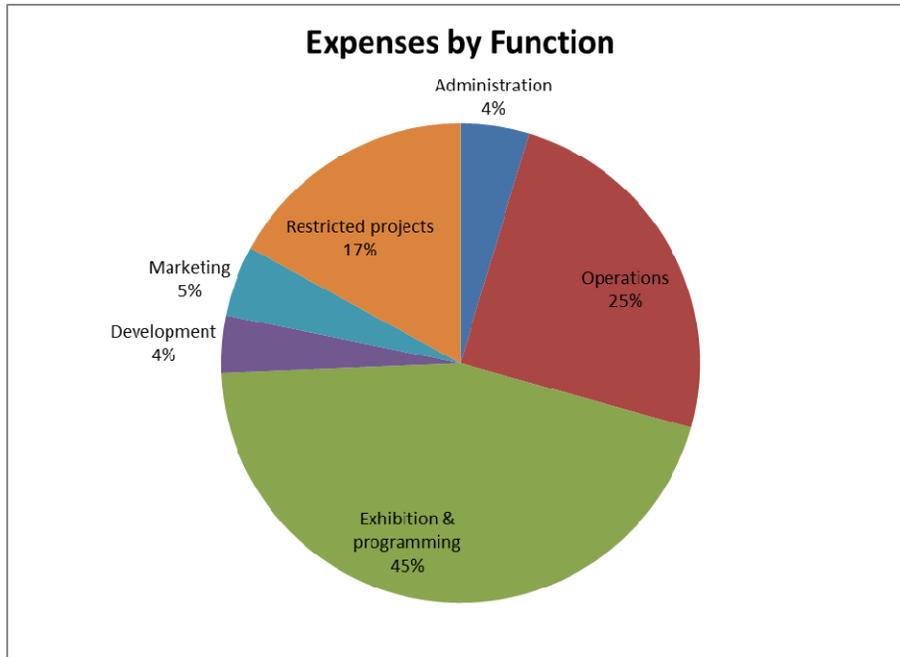
In total, the net assets increased by \$2.5 million, \$2.0 million for the Corporation and \$.5 million for the Foundation, during the year ended June 30, 2012.

The chart below presents revenues by source for the Museum and Historic Sites for the year ended June 30, 2012.



FINANCIAL ANALYSIS (CONTINUED)

The chart below presents expenses by function for the Museum and Historic Sites for the year ended June 30, 2012.



CAPITAL ASSET ADMINISTRATION

The Museum and Historic Sites' investment in capital assets was \$.5 million (net of accumulated depreciation) at June 30, 2012. This investment in capital assets includes furniture and equipment.

**Museum and Historic Sites
Capital Assets
(Net of Accumulated Depreciation)**

June 30, 2012

Capital Assets	\$ 981,762
Less: Accumulated depreciation	<u>510,666</u>
Net	<u><u>\$ 471,096</u></u>

Additional information on the Museum and Historic Sites' capital assets can be found in Note 4 to the financial statements on page 17 of this report.

REQUESTS FOR INFORMATION

This financial report is designed to provide a general overview of the Museum and Historic Sites' finances for all those with an interest in the Museum and Historic Sites' finances. Questions concerning any of the information should be addressed to Indiana State Museum and Historic Sites Corporation, 650 W. Washington Street, Indianapolis, IN 46204.

FINANCIAL STATEMENTS

INDIANA STATE MUSEUM AND HISTORIC SITES CORPORATION

STATEMENT OF NET ASSETS

June 30, 2012

ASSETS

CURRENT ASSETS

Cash	\$ 3,303,009
Accounts receivable	1,082,577
Pledges receivable, net	188,691
Prepaid expenses	11,524
Short-term investments	91,719
Inventory	219,693
Total Current Assets	<u>4,897,213</u>

NONCURRENT ASSETS

Investments	37,564
Restricted cash and investments	926,043
Pledges receivable, net	8,495
Beneficial interest in trust	220,142
Capital assets, net	471,096
Total Noncurrent Assets	<u>1,663,340</u>

TOTAL ASSETS

\$ 6,560,553

LIABILITIES AND NET ASSETS

CURRENT LIABILITIES

Accounts payable	\$ 115,892
Accrued liabilities	315,745
Deferred revenue	176,196
Total Current Liabilities	<u>607,833</u>

NONCURRENT LIABILITIES

Trust liability	11,124
Total Noncurrent Liabilities	<u>11,124</u>

Total Liabilities

618,957

NET ASSETS

Invested in capital assets	471,096
Restricted, expendable	
Exhibitions, artifacts, and sites	1,309,453
Endowment appreciation	113,161
Preventative maintenance	166,755
Capital repair and rehab	437,637
Other	257,441
Restricted, nonexpendable	
Endowment principal	776,920
Unrestricted	2,409,133
Total Net Assets	<u>5,941,596</u>

TOTAL LIABILITIES AND NET ASSETS

\$ 6,560,553

See accompanying notes.

INDIANA STATE MUSEUM AND HISTORIC SITES CORPORATION
STATEMENT OF REVENUES, EXPENSES AND CHANGES IN NET ASSETS
Year Ended June 30, 2012

OPERATING REVENUES

Visitor activities:	
Admissions	\$ 509,731
Facility rental	385,307
Food commission	190,295
IMAX commission	55,536
Museum store	317,189
Memberships	174,882
Special events, net	51,700
Site fees	36,931
Educational program fees	80,393
Other:	
Collection fees	21,193
Sponsorships	181,557
Artifact acquisition	88,950
Total Operating Revenues	<u>2,093,664</u>

OPERATING EXPENSES

Administration	545,689
Operations	2,910,385
Exhibition and other programming	5,303,795
Development	454,584
Marketing	561,593
Restricted projects	2,005,760
Total Operating Expenses	<u>11,781,806</u>

Net Operating Loss (9,688,142)

NONOPERATING REVENUES

State general fund appropriations	7,528,277
State funding for preventative maintenance	1,033,283
State funding for capital repair and rehab	821,203
Unrestricted contributions	282,088
Grants	217,893
Restricted gifts	384,282
Lincoln license plates	129,453
Interest income and net depreciation	19,572
Total Nonoperating Revenues	<u>10,416,051</u>

TRANSFERS FROM INDIANA DEPARTMENT OF NATURAL RESOURCES 1,783,159

INCREASE IN NET ASSETS 2,511,068

NET ASSETS

Beginning of Year	<u>3,430,528</u>
End of Year	<u>\$ 5,941,596</u>

See accompanying notes.

INDIANA STATE MUSEUM AND HISTORIC SITES CORPORATION

STATEMENT OF CASH FLOWS Year Ended June 30, 2012

CASH FLOWS FROM OPERATING ACTIVITIES

Cash received from visitor activities	\$ 2,055,425
Cash payments to employees for services	(136,937)
Cash payments to other suppliers of goods or services	(3,817,838)
Other operating cash receipts	<u>291,700</u>
Net Cash Used by Operating Activities	<u>(1,607,650)</u>

CASH FLOWS FROM INVESTING ACTIVITIES

Purchase of investments	(183,065)
Sales and maturities of investments	493,555
Cash received from interest and dividends	26,860
Decrease in restricted cash	<u>6,061</u>
Net Cash Provided by Investing Activities	<u>343,411</u>

CASH FLOWS FROM NONCAPITAL FINANCING ACTIVITIES

Cash received from state appropriations	870,166
Cash received from contributions, grants and gifts	841,654
Cash received from Lincoln license plates	129,453
Cash paid to trust beneficiary	(3,011)
Cash transferred from the Indiana Department of Natural Resources	<u>1,264,081</u>
Net Cash Provided by Noncapital Financing Activities	<u>3,102,343</u>

NET INCREASE IN CASH

1,838,104

CASH

Beginning of Year	<u>1,464,905</u>
End of Year	<u><u>\$ 3,303,009</u></u>

RECONCILIATION OF OPERATING LOSS TO NET

CASH USED BY OPERATING ACTIVITIES

Operating loss	\$ (9,688,142)
Adjustments to reconcile operating loss to net cash used by operating activities:	
Depreciation	92,610
On-behalf payments for fringe benefits and salaries	7,528,277
(Increase) decrease in certain assets:	
Accounts receivable from operating activities	154,620
Prepaid expenses	(11,524)
Inventory	9,802
Increase in certain liabilities:	
Accounts payable	115,892
Accrued liabilities	14,619
Deferred revenue	<u>176,196</u>

Net Cash Used by Operating Activities

\$ (1,607,650)

SUPPLEMENTAL DISCLOSURES

Noncash capital financing activities:	
Property transferred from the Indiana Department of Natural Resources	\$ 519,078

See accompanying notes.

INDIANA STATE MUSEUM AND HISTORIC SITES CORPORATION

NOTES TO FINANCIAL STATEMENTS

June 30, 2012

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Reporting Entity: By Indiana Code 4-37, the Indiana General Assembly created the Indiana State Museum and Historic Sites Corporation (the Corporation), a component unit of the State of Indiana (State), as a separate corporation as of July 1, 2011. Prior to July 1, 2011, the operations of the Corporation, which commenced in 1869, were considered a division of the Indiana Department of Natural Resources. The Corporation preserves, interprets and presents material evidence of Indiana's cultural and natural history in a context that encourages people to actively participate in discovering the world — as it was, as it is and as it can be. The Corporation operates and preserves the Indiana State Museum located in the White River State Park and eleven historic sites across the State. All real property related to the Indiana State Museum and Historic Sites is held in title and owned by the State of Indiana or subject to a use and occupancy agreement between the Indiana Finance Authority and the Indiana Department of Administration. The Corporation along with its blended component unit (collectively, the Museum and Historic Sites) is a component unit to be included in the State's Comprehensive Annual Financial Report because it was established as a separate body, corporate and politic (not a state agency). A component unit is defined as a legally separate organization for which the elected officials of the primary government are financially accountable.

Blended Component Unit: Indiana Code 4-37, also authorized the Indiana State Museum Foundation (the Foundation) as a nonprofit under common control of the Indiana State Museum and Historic Sites Corporation to solicit and accept private funding, gifts, donations, bequests, devises, and contributions. The Foundation was incorporated as a not-for-profit foundation in 1968. The Indiana State Museum and Historic Sites Corporation is considered to be financially accountable for the Foundation and, in substance, the Foundation is part of the Indiana State Museum and Historic Sites Corporation's operations even though the Foundation is a legally separate entity. The Foundation is therefore presented as a blended component unit of the Indiana State Museum and Historic Sites Corporation.

Fund Financial Statements: The Museum and Historic Sites is reported as an Enterprise Fund. Enterprise Fund financial statements consist of the Statement of Net Assets; Statement of Revenues, Expenses and Changes in Net Assets; and the Statement of Cash Flows. Enterprise Fund activities rely to a significant extent on fees and charges for support.

Basis of Presentation: The Museum and Historic Sites prepares its financial statements in conformity with accounting principles generally accepted in the United States as applied to Enterprise Fund activities of government units. The Governmental Accounting Standards Board (GASB) is the accepted standard-setting body for establishing governmental accounting and financial reporting principles. The Museum and Historic Sites applies all applicable GASB pronouncements. In addition, the Museum and Historic Sites follows all Financial Accounting Standards Board (FASB) pronouncements, unless those pronouncements conflict with or contradict with GASB pronouncements.

Measurement Focus and Basis of Accounting: The basis of accounting refers to when revenues, expenses, and related assets and liabilities are recognized in the accounts and reported in the financial statements. Specifically, it relates to the timing of the measurements made, regardless of the measurement focus applied. The accompanying financial statements have been prepared on the accrual basis of accounting. For financial reporting purposes, operations are reported as a single enterprise fund and accordingly, all inter-fund transactions and balances are eliminated. Under the accrual basis of accounting, revenues are recognized when earned and expenses are recognized when the related liability is incurred. The measurement focus is on the flow of economic resources.

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Revenues and expenses of Enterprise Fund activities are divided into operating and nonoperating items. Operating revenues generally result from providing services and producing and delivering goods in connection with principal ongoing operations. Revenue from admissions, merchandise and other sales, and member contributions are reported as operating revenues. Operating expenses include primarily the costs of providing program services, administrative expenses, and depreciation on capital assets. All revenues and expenses which are capital, financing, or investing related are reported as nonoperating revenues and expenses in the statement of revenues, expenses and changes in net assets.

Estimates: Management uses estimates and assumptions in preparing financial statements in conformity with accounting principles generally accepted in the United States. Those estimates and assumptions affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities, and the reported amounts of revenues and expenses. Actual results could vary from the estimates used.

Revenue Recognition: The Museum and Historic Sites recognizes admissions, facility rental, museum store, site fees, and educational program fees at the point of sale or when the program is provided. Membership contributions are recognized as revenue when received. The Museum and Historic Sites recognizes operating and capital grants and contributions, including unconditional promises to give due in future periods, when all eligibility requirements, including time requirements, are met. Contributions of services are recognized as revenue at their estimated fair value only when the services received create or enhance nonfinancial assets or require specialized skills possessed by the individuals providing the service and the service would typically need to be purchased if not donated. The value of in-kind contributions was \$78,717 for the year ended June 30, 2012. State appropriations are recognized as revenue when allotted by the State. All other revenue is recognized as earned. Deferred revenue includes certain amounts received from facility rentals and fees for events held in subsequent fiscal years.

Cash is maintained in bank deposit accounts which, at times, may exceed federally insured limits. To date, there have been no losses in such accounts.

Restricted Cash and Investments include assets held in trust by the Museum and Historic Sites under a charitable remainder unitrust and assets held in the donor-restricted endowment.

Investment Valuation and Income Recognition: Investments are recorded at fair value, which is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction, based on quoted market prices of the investment or similar investments.

Investment income is recorded on the accrual basis, and dividends are recorded on the ex-dividend date. Purchases and sales of investments are recorded on the trade date. Gains and losses on the sale of investments are determined using the specific-identification method. Changes in the fair value of investments are included in the statement of revenues, expenses and changes in net assets.

Accounts Receivable primarily include appropriations due from the State for payroll, preventative maintenance, and capital repair and rehab. Accounts receivable due from the State are stated at the amounts on claim vouchers submitted to the State.

Inventory is stated at cost determined on the first-in, first-out basis.

Capital Assets are recorded at cost. Capital assets are defined as assets with an initial, individual cost or value of more than \$10,000 and an estimated useful life in excess of one year. Depreciation is calculated using the straight-line method over the estimated useful lives of the related assets ranging from 5 to 10 years.

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Art Collection: The Museum and Historic Sites collects works of art representing Indiana's cultural and natural history. It preserves, collects and interprets this material through curatorial research and educational outreach. Collection items acquired either through purchase or donation are not capitalized. Contributions of collection items are not recognized in the statement of revenues, expenses and changes in net assets. Standard procedures are used in accessioning, deaccessioning, cataloging and managing art objects. The Museum provides a clean, safe and stable storage environment for its permanent collections. There were no significant deaccessions during the year ended June 30, 2012.

Net Assets are classified as follows:

- **Net Assets Invested in Capital Assets** includes capital assets net of the accumulated depreciation.
- **Restricted, Expendable Net Assets** reports the difference between assets and liabilities of certain programs whose use is subject to externally imposed stipulations that can be fulfilled by actions of the Museum and Historic Sites.
- **Restricted, Nonexpendable Net Assets** reports the difference between assets and liabilities of certain program subject to externally imposed stipulations that the assets be maintained permanently.
- **Unrestricted Net Assets** reports the remaining difference between assets and liabilities.

When an expense is incurred for purposes for which both restricted and unrestricted net assets are available, management applies unrestricted net assets first, unless a determination is made to use restricted net assets. The Museum and Historic Sites' policy concerning which to apply first varies with the intended use and legal requirements. Management typically makes this decision on a transactional basis at the incurrence of the expenditure.

Expense Classification: Expenses have been classified using functional and activity classifications using direct costs and estimated indirect cost allocations based upon time allocation and benefit.

Retirement Plan: The employees of the Museum and Historic Sites participate in the Indiana Public Retirement System (INPRS). The Museum and Historic Sites recognizes INPRS expenses on an accrual basis.

Compensated Absences: All full-time employees receive compensation for vacations, holidays, illness and certain other qualifying absences. All vacation and compensatory leave, which has been earned but not paid, has been accrued in the accompanying financial statements. Accumulated sick and personal leave benefits are nonvesting and have not been accrued.

Advertising Costs are expensed as incurred. Advertising expenses amounted to \$156,936 for the year ended June 30, 2012.

Subsequent Events: The Museum and Historic Sites has evaluated the financial statements for subsequent events occurring through October 19, 2012, the date the financial statements were available to be issued.

NOTE 2 - CASH AND INVESTMENTS

Cash and investments consist of the following at June 30, 2012:

Cash	\$3,303,009
Short-term investments:	
Mutual funds	91,719
Noncurrent investments:	
U.S. government bonds	37,564
Restricted cash and investments:	
Cash	23,730
Money market funds	133
Mutual funds	480,487
Exchange traded funds	<u>421,693</u>
	<u>\$4,358,335</u>

Restricted cash and investments consist of the following at June 30, 2012:

Charitable remainder trust held by the Museum and Historic Sites	\$ 35,962
Donor-restricted endowment fund	<u>890,081</u>
 Total Restricted Cash and Investments	 <u>\$926,043</u>

Investment Policy – Foundation: The Foundation maintains an investment policy for long-term investments and endowment funds. To achieve the Foundation’s investment objective it must preserve the real purchasing power of its endowed assets and have available a growing stream of income available for spending, net of inflation. The performance objective is to maximize total return of the portfolio with prudent risk levels. The long-term annualized rate of return objective is 5%, after management and trustee fees, plus the rate of inflation.

The Foundation has target investment allocations and acceptable investment allocation ranges. The target investment allocations and acceptable ranges are as follows:

<u>Investment Class</u>	<u>Target</u>	<u>Acceptable Range</u>
Equities	68%	60% - 80%
Fixed Income	25%	15% - 35%
Non-traditional	7%	0% - 15%

Investment Type and Interest Rate Risk: Interest rate risk is the risk that changes in interest rates will adversely affect the fair value of an investment. The Museum and Historic Sites do not have an investment policy to address interest rate risk. As of June 30, 2012, the Museum and Historic Sites had the following investments and maturities:

	<u>Investment Maturities (in years)</u>				
	<u>Fair Value</u>	<u>< 1</u>	<u>1 – < 5</u>	<u>5 - < 10</u>	<u>> 10</u>
Money market funds	\$ 133	\$ 133	\$ -	\$ -	\$ -
Mutual funds	572,206	572,206			
Exchange traded funds	421,693	421,693			
U.S. government bonds	<u>37,564</u>		<u>37,564</u>		
	<u>\$1,031,596</u>	<u>\$994,032</u>	<u>\$37,564</u>	<u>\$ -</u>	<u>\$ -</u>

NOTE 2 - CASH AND INVESTMENTS (CONTINUED)

Credit Risk: To address the credit risk, the Museum and Historic Sites has a policy that no greater than 5% of the total portfolio may be invested in corporate obligations whose rating by either Standard & Poor's (S&P) or Moody's Investor Services (Moody's) is less than BBB or Baa. The following table provides information on the credit ratings associated with the Museum and Historic Sites' investments in debt securities at June 30, 2012:

	S&P	Fitch	Moody's	Fair Value
Money market funds	AAAm	AAAmmf	Aaa-mf	\$ 133
U.S. government bonds	AA+	AAA	AAA	<u>37,564</u>
Total Rated Investments				<u>\$ 37,697</u>

Custodial Credit Risk: Custodial risk is the risk that in the event of bank failure, the Museum and Historic Sites' deposits may not be returned to it. To address custodial credit risk, the Museum and Historic Sites has a policy related to the donor-restricted and board-designated endowment funds that permissible cash and equivalents include any security issued by the U.S. Government and commercial paper or bankers acceptances rated at least A-1 or P-1 and fully insured or collateralized deposits in U.S. banks. The Museum and Historic Sites does not have a policy that addressed custodial credit risk for cash and equivalents not held for the donor-restricted or board-designated endowment funds. From time to time, certain investment balances maintained by the Museum and Historic Sites exceed federally insured limits. As of June 30, 2012, the Museum and Historic Sites had the following deposit balances exposed to custodial credit risk:

Uninsured and uncollateralized deposits	\$1,889,757
Uninsured deposits collateralized with securities held by the pledging financial institution	<u>133</u>
	<u>\$1,889,890</u>

Concentration of Credit Risk: To address the concentration of credit risk the Museum and Historic Sites has implemented asset allocation targets and has a policy with respect to the corporate sector of the portfolio that no more than 25% of the portfolio may be invested in any one economic sector.

NOTE 3 - PLEDGES RECEIVABLE

Outstanding pledges at June 30, 2012, are receivable from individuals, corporations, and other organizations principally located in the Indianapolis metropolitan area. Pledges that are expected to be collected within one year are recorded at net realizable value. Pledges that are expected to be collected in future years are recorded at the present value of their estimated future cash flows. The discounts on those amounts are computed using risk-free interest rates applicable to the years in which the pledges are received. Pledges are scheduled to be collected as follows:

Year Ended June 30,	Pledges
2013	\$193,213
2014	3,000
2015	3,000
2016	<u>3,000</u>
	202,213
Noncurrent unamortized discount	(505)
Allowance for uncollectible pledges	<u>(4,522)</u>
Pledges Receivable, Net	<u>\$197,186</u>

NOTE 4 - CAPITAL ASSETS

During its 1997 session, the Indiana General Assembly authorized the construction of the new Indiana State Museum at Indiana White River State Park (the Park). The museum complex is owned by the Indiana Finance Authority (IFA), and is built upon land owned by the Park. Funding for the building came primarily from bonds, which will be repaid by State appropriations. The Foundation raised private-sector funding for the exhibit programs. The Indiana State Museum, a showplace for Indiana’s cultural and natural history, opened in 2002 and features a three level, 65,000 square foot exhibit area. Approximately another 238,000 square feet contains office and storage areas and the IMAX Theater facility. As required by a court-ordered settlement, the original façade of School 5 was reconstructed by IFA and incorporated into the Indiana State Museum.

All real property related to the Museum and Historic Sites is held in title and owned by the State or subject to a use and occupancy agreement between IFA and the Indiana Department of Administration.

Capital asset activity for the year ended June 30, 2012 was as follows:

	Beginning Balance	Transfers	Additions	Retirements	Ending Balance
Capital assets, being depreciated:					
Furniture and equipment	\$ 183,793	\$ 797,970			\$ 981,763
Less: Accumulated depreciation for furniture and equipment	<u>(139,165)</u>	<u>(278,892)</u>	<u>\$(92,610)</u>	<u> </u>	<u>(510,667)</u>
Total Capital Assets, Being Depreciated, Net	<u>\$ 44,628</u>	<u>\$ 519,078</u>	<u>\$(92,610)</u>	<u>\$ </u>	<u>\$ 471,096</u>

Capital assets with a net book value of \$519,078 were transferred from the Indiana Department of Natural Resources to the Museum and Historic Sites as of July 1, 2011.

Depreciation expense for the year ended June 30, 2012 was included in the following functions:

Administration	\$ 8,603
Operations	<u>84,007</u>
Total Depreciation Expense	<u>\$92,610</u>

NOTE 5 - SPLIT-INTEREST AGREEMENTS

The Museum and Historic Sites is a remainder beneficiary of a trust managed by a third party trustee. The charitable remainder trust provides for the payment of distributions to the grantor or another designed beneficiary over the designated beneficiaries’ lifetimes. Upon the death of the designated beneficiaries, \$250,000 of the remaining assets has been designated for the Museum and Historic Sites. The portion of the trust attributable to the present value of the future benefits to be received by the Museum and Historic Sites was recorded as a contribution in the period the trust was established. The Museum and Historic Sites’ beneficial interest in the trust was \$220,142 at June 30, 2012, which is held at present value discounted at 1.28%, which approximates fair value. The change in value of beneficial interest of \$31,312 for the year ended June 30, 2012 is included in nonoperating revenues on the statement of revenues, expenses and changes in net assets.

NOTE 5 - SPLIT-INTEREST AGREEMENTS (CONTINUED)

The Museum and Historic Sites also administers a charitable remainder trust as trustee. Assets held in the trust held by the Museum and Historic Sites are reported at fair value. In addition, the portion of the trust attributable to the present value of future payments to be made to the designated beneficiary is recorded as a liability using a historical discount rate of 5.00%. Payments to the designated beneficiary are payable from restricted cash and investments. Trust liability activity was as follows for the year ended June 30, 2012:

	Beginning Balance	Payments	Ending Balance
Trust liability	<u>\$14,135</u>	<u>\$(3,011)</u>	<u>\$11,124</u>

Approximately \$2,500 is expected to be due within one year, based on the terms of the trust.

NOTE 6 - DONOR-RESTRICTED ENDOWMENT

The Museum and Historic Sites administers a donor-restricted endowment fund, which consisted of the following at June 30, 2012:

Endowment appreciation available for expenditures, reported as expendable restricted net assets	\$113,161
Endowment principal, reported as nonexpendable restricted net assets	<u>776,920</u>
Total Donor-Restricted Endowment	<u>\$890,081</u>

Under State statute I.C. 30-2-12, the Museum and Historic Sites may appropriate for expenditures or accumulate so much of an endowment fund that the institution determines is prudent for the uses, benefits, purposes, and duration of the endowment fund, subject to the terms of the gift instrument.

The Museum and Historic Sites has a policy of appropriating from the endowment fund an annual amount equal to a maximum of 60% of the average of the prior three years net income less fees and expenses. Net income is defined as interest, dividends, and capital appreciation.

NOTE 7 - OPERATING LEASE COMMITMENTS

The Museum and Historic Sites rents certain equipment under long-term operating leases which expires from October 2012 to June 2015. Total rent expense under these agreements was \$16,848 in 2012, which all represented minimum rentals. Future minimum rental payments required under these leases are as follows at June 30, 2012:

Year Ended June 30,	Rentals
2013	\$13,478
2014	10,240
2015	8,506
2016	<u>1,164</u>
Total	<u>\$33,388</u>

The Museum and Historic Sites receives rental revenue from the lease of certain assets, which are held in the capital assets of the State. The lease terms are renewable each year until August 2013. Total rental income associated with the lease was \$118,000 in 2012.

NOTE 8 - ON-BEHALF PAYMENTS FOR FRINGE BENEFITS AND SALARIES

The Museum and Historic Sites nonoperating revenues and operating expenses include \$7,528,277 of payments for fringe benefits and salaries paid on its behalf by the general fund of the State, which includes contributions made to the Indiana Public Retirement System.

NOTE 9 - RETIREMENT PLAN

Plan Description

The Museum and Historic Sites is a participating employer in the Indiana Public Retirement System (INPRS). INPRS resulted from legislation passed in 2010 that merged the Public Employees' Retirement Fund (PERF) and the Teachers' Retirement Fund (TRF), with the merger of the funds being effective July 1, 2011. The Museum and Historic Sites contributes to the INPRS, an agent multiple-employer retirement system that acts as a common investment and administrative agent for units of state and local government in Indiana. The Museum and Historic Sites participates as a component unit of the State. INPRS is governed by State statutes I.C.S. 5-10.2 and 5-10.3. As such, it is INPRS's responsibility to administer the law in accordance with the expressed intent of the Indiana General Assembly. INPRS is a qualified plan under the Internal Revenue Code Section 401(a) and is tax exempt.

INPRS is a contributory defined benefit plan that covers substantially all of the Museum and Historic Sites' full time employees. INPRS retirement benefits vest after 10 years of service. Senate Bill 74 enabled INPRS participants to be eligible for early retirement with 100% of the defined benefit pension if certain conditions were met. A participant may retire with full benefits at age 60 with 15 or more years of service or at age 55 if the participant's age plus years of service equals 85 or more (Rule of 85). If neither of the above conditions is met, a participant may retire with 100% of the pension benefit at age 65 with 10 or more years of service. This annual pension benefit is equal to 1.1% times the average annual salary times the number of years and months of INPRS-covered employment. The average annual salary used for calculating the pension benefit is an average of the participant's highest five years of employment earning within the 10 years preceding retirement.

Participants who retire between the ages of 50 and 65 with 15 or more years of service receive a pension benefit that is reduced by various percentages according to the participant's age.

In addition, the Museum and Historic Sites is required to contribute to an annuity savings account. Participants may elect to receive the contributions and accumulated earnings in a lump sum at retirement, or, they may choose to receive the annuity amount as a monthly supplement to their employer-provided pension described above. The participant's balance in the annuity savings account may be withdrawn at any time with interest should a participant terminate employment.

INPRS issues a publicly available financial report that includes financial statements and required supplementary information. That report may be obtained by writing to INPRS, One North Capitol, Suite 001, Indianapolis, Indiana 46204.

Funding Policy

The Museum and Historic Sites is required to contribute to the Plan at an actuarially determined rate. The current rate is 7.0% of annual covered payroll. The Museum and Historic Sites is required to contribute 3% of the participant's annual salary to the annuity savings account. The contribution requirements of participants are determined by State statute.

NOTE 9 - RETIREMENT PLAN (CONTINUED)

Annual Pension Cost

For the 2012 plan year, the Museum and Historic Sites' annual contribution was \$297,162, which was equal to the required contribution. The INPRS funding policy provides for actuarially determined periodic contributions at rates that change so that sufficient assets will be available to pay benefits when due. The required contributions were determined as part of the June 30, 2011 actuarial valuation using the entry age normal cost method. The asset valuation method is 4-year smoothing of gains/losses on market value with a 20% corridor. The actuarial assumptions included (a) a rate of return on investment of present and future assets of 7.0% per year, compounded annually; (b) projected salary increases based on INPRS experience from 2005 to 2010; and (c) assumed annual postretirement benefit increases of 1.0%. INPRS uses the method of establishing a new gain or loss base each year to amortize the unfunded liability over a 30-year open period.

NOTE 10 - DEFERRED COMPENSATION

The Museum and Historic Sites participates in the State of Indiana Public Employees' Deferred Compensation Plan established in accordance with Internal Revenue Code Section 457. The Plan, available to all State employees and employees of certain quasi-agencies and political subdivisions within the State, permits employees to defer a portion of their salary until future years. The deferred compensation is not available to employees until termination, retirement, death or unforeseeable emergency.

All amounts of compensation deferred under the Plan, all property and rights purchased with those amounts, and all income attributable to those amounts, property, or rights are (until paid or made available to the employee or other beneficiary) held for the exclusive benefit of participants of the Plan and their beneficiaries as required by Section 457(g) of the Internal Revenue Code.

The State has established a deferred compensation committee that has the fiduciary responsibility for the Plans. The Committee holds the deferred amounts in expendable trusts.

NOTE 11 - FOOD SERVICES CONTRACT

The Museum and Historic Sites has a contract with a vendor to exclusively provide food service management to the restaurants at the Indiana State Museum and provide catering services for events held at the Indiana State Museum through April 2013. Under the agreement, the Museum and Historic Sites receives a commission for a percentage of gross sales, which varies from 1.50% to 18.00% based on the venue, type of service being provided, and revenue generated. The contract includes an option for one two-year renewal. The Museum and Historic Sites earned food commissions of \$190,295 under the agreement in the year ended June 30, 2012.

NOTE 12 - TRANSFERS FROM INDIANA DEPARTMENT OF NATURAL RESOURCES

Due to the creation of the Corporation by the State as of July 1, 2011 as a separate entity, the Indiana Department of Natural Resources transferred the following assets to the Corporation during the year ended June 30, 2012:

Cash	\$1,264,081
Capital assets, net	<u>519,078</u>
Total Transfers from Indiana Department of Natural Resources	<u>\$1,783,159</u>

There were no liabilities transferred to the Corporation by the Indiana Department of Natural Resources during the year ended June 30, 2012.

SUPPLEMENTARY INFORMATION

INDIANA STATE MUSEUM AND HISTORIC SITES CORPORATION
COMBINING SCHEDULE - STATEMENT OF NET ASSETS INFORMATION
June 30, 2012

ASSETS

	Corporation	Foundation	Total
CURRENT ASSETS			
Cash	\$ 1,158,445	\$2,144,564	\$3,303,009
Accounts receivable	1,031,027	51,550	1,082,577
Pledges receivable, net		188,691	188,691
Prepaid expenses	11,524		11,524
Short-term investments		91,719	91,719
Inventory	219,693		219,693
Due to/from	(316,834)	316,834	-
Total Current Assets	<u>2,103,855</u>	<u>2,793,358</u>	<u>4,897,213</u>
NONCURRENT ASSETS			
Investments		37,564	37,564
Restricted cash and investments		926,043	926,043
Pledges receivable, net		8,495	8,495
Beneficial interest in trust		220,142	220,142
Capital assets, net	471,096		471,096
Total Noncurrent Assets	<u>471,096</u>	<u>1,192,244</u>	<u>1,663,340</u>
TOTAL ASSETS	<u><u>\$ 2,574,951</u></u>	<u><u>\$3,985,602</u></u>	<u><u>\$6,560,553</u></u>

LIABILITIES AND NET ASSETS

CURRENT LIABILITIES			
Accounts payable	\$ 115,892		\$ 115,892
Accrued liabilities	258,445	\$ 57,300	315,745
Deferred revenue	176,196		176,196
Total Current Liabilities	<u>550,533</u>	<u>57,300</u>	<u>607,833</u>
NONCURRENT LIABILITIES			
Trust liability		11,124	11,124
Total Noncurrent Liabilities		<u>11,124</u>	<u>11,124</u>
Total Liabilities	<u>550,533</u>	<u>68,424</u>	<u>618,957</u>
NET ASSETS			
Invested in capital assets	471,096		471,096
Restricted, expendable	1,249,999	1,034,448	2,284,447
Restricted, nonexpendable		776,920	776,920
Unrestricted	303,323	2,105,810	2,409,133
Total Net Assets	<u>2,024,418</u>	<u>3,917,178</u>	<u>5,941,596</u>
TOTAL LIABILITIES AND NET ASSETS	<u><u>\$ 2,574,951</u></u>	<u><u>\$3,985,602</u></u>	<u><u>\$6,560,553</u></u>

INDIANA STATE MUSEUM AND HISTORIC SITES CORPORATION

**COMBINING SCHEDULE - STATEMENT OF REVENUES, EXPENSES
AND CHANGES IN NET ASSETS INFORMATION
Year Ended June 30, 2012**

	Corporation	Foundation	Total
OPERATING REVENUES			
Visitor activities:			
Admissions	\$ 509,731		\$ 509,731
Facility rental	385,307		385,307
Food commission	190,295		190,295
IMAX commission	55,536		55,536
Museum store	317,189		317,189
Memberships		\$ 174,882	174,882
Special events, net		51,700	51,700
Site fees	36,931		36,931
Educational program fees	80,393		80,393
Other:			
Collection fees	21,193		21,193
Sponsorships and special events, net		181,557	181,557
Artifact acquisition	88,950		88,950
Total Operating Revenues	<u>1,685,525</u>	<u>408,139</u>	<u>2,093,664</u>
OPERATING EXPENSES			
Administration	545,689		545,689
Operations	2,910,385		2,910,385
Exhibition and other programming	5,303,795		5,303,795
Development	377,229	77,355	454,584
Marketing	561,593		561,593
Restricted projects	2,005,760		2,005,760
Total Operating Expenses	<u>11,704,451</u>	<u>77,355</u>	<u>11,781,806</u>
Operating Income (Loss)	<u>(10,018,926)</u>	<u>330,784</u>	<u>(9,688,142)</u>
NONOPERATING REVENUES			
State general fund appropriations	7,528,277		7,528,277
State appropriations for preventative maintenance	1,033,283		1,033,283
State appropriations for capital repair and rehab	821,203		821,203
Unrestricted contributions	15,684	266,404	282,088
Grants		217,893	217,893
Restricted gifts		384,282	384,282
Lincoln license plates		129,453	129,453
Interest income and net depreciation	10,215	9,357	19,572
Total Nonoperating Revenues	<u>9,408,662</u>	<u>1,007,389</u>	<u>10,416,051</u>
Increase (Decrease) in Net Assets before Transfers	<u>(610,264)</u>	<u>1,338,173</u>	<u>727,909</u>
TRANSFERS			
From Indiana Department of Natural Resources	1,783,159		1,783,159
From Foundation to Corporation	851,523	(851,523)	
Total Transfers	<u>2,634,682</u>	<u>(851,523)</u>	<u>1,783,159</u>
INCREASE IN NET ASSETS	2,024,418	486,650	2,511,068
NET ASSETS			
Beginning of Year		3,430,528	3,430,528
End of Year	<u>\$ 2,024,418</u>	<u>\$ 3,917,178</u>	<u>\$ 5,941,596</u>

INDIANA STATE MUSEUM AND HISTORIC SITES CORPORATION

SCHEDULE OF INDIANA STATE MUSEUM STORE OPERATIONS

Year Ended June 30, 2012

OPERATING REVENUES

Museum gift shop	\$ 307,841
Museum wholesale	9,348
Total Operating Revenues	<u>317,189</u>

COST OF GOODS SOLD

	<u>166,185</u>
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Gross Profit	<u>151,004</u>
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OTHER OPERATING EXPENSES

Salaries and benefits	122,282
Travel - professional development	1,454
Supplies	5,506
Shipping	1,325
Miscellaneous	5,415
Total Operating Expenses	<u>135,982</u>

Net Operating Income from Indiana State Museum Store Operations	15,022
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NONOPERATING REVENUES

State general fund appropriations	<u>118,982</u>
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NET INCOME FROM STORE OPERATIONS

	<u><u>\$ 134,004</u></u>
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OTHER INFORMATION

*Independent Auditors' Report on Internal Control
over Financial Reporting and on Compliance and Other Matters
Based on an Audit of Financial Statements Performed in
Accordance with Government Auditing Standards*

Year Ended June 30, 2012

To the Board of Trustees
Indiana State Museum and Historic Sites Corporation

We have audited the financial statements of Indiana State Museum and Historic Sites Corporation (Museum and Historic Sites), a component unit of the State of Indiana, as of and for the year ended June 30, 2012, and have issued our report thereon dated October 19, 2012. We conducted our audit in accordance with auditing standards generally accepted in the United States and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States.

Internal Control over Financial Reporting

Management of the Museum and Historic Sites is responsible for establishing and maintaining effective internal control over financial reporting. In planning and performing our audit, we considered the Museum and Historic Sites' internal control over financial reporting as a basis for designing our auditing procedures for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Museum and Historic Sites' internal control over financial reporting. Accordingly, we do not express an opinion on the effectiveness of the Museum and Historic Sites' internal control over financial reporting.

A deficiency in internal control exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent or detect and correct misstatements on a timely basis. *A material weakness* is a deficiency, or combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of the entity's financial statements will not be prevented, or detected and corrected on a timely basis.

Our consideration of internal control over financial reporting was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control over financial reporting that might be deficiencies, significant deficiencies, or material weaknesses. We did not identify any deficiencies in internal control over financial reporting that we consider to be material weaknesses, as defined previously.

Compliance and Other Matters

As part of obtaining reasonable assurance about whether the Museum and Historic Sites' financial statements are free of material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts and grant agreements, noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

We noted certain matters that we reported to management of the Museum and Historic Sites in a separate letter dated October 19, 2012.

This report is intended solely for the information and use of the Museum and Historical Sites' Board of Trustees and management, and is not intended to be and should not be used by anyone other than these specified parties.

Katz, Sappan & Miller, LLP

Indianapolis, Indiana
October 19, 2012