COLLEGES AND UNIVERSITIES RATE AGREEMENT

EIN: 162064861BA1  DATE: 04/04/2014
ORGANIZATION:  FILING REF.: The preceding
University of Memphis  agreement was dated
275 Administration Bldg  05/10/2013
Memphis, TN 38152-3370

The rates approved in this agreement are for use on grants, contracts and other
agreements with the Federal Government, subject to the conditions in Section III.

SECTION I: INDIRECT COST RATES
RATE TYPES: FIXED  FINAL  PROV. (PROVISIONAL)  PRED. (PREDETERMINED)

<table>
<thead>
<tr>
<th>TYPE</th>
<th>FROM</th>
<th>TO</th>
<th>RATE(%) LOCATION</th>
<th>APPLICABLE TO</th>
</tr>
</thead>
<tbody>
<tr>
<td>PRED.</td>
<td>07/01/2012</td>
<td>06/30/2014</td>
<td>41.00 On-Campus</td>
<td>Organized Research</td>
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<tr>
<td>PRED.</td>
<td>07/01/2014</td>
<td>06/30/2015</td>
<td>42.00 On-Campus</td>
<td>Organized Research</td>
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<tr>
<td>PRED.</td>
<td>07/01/2015</td>
<td>06/30/2017</td>
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<td>07/01/2012</td>
<td>06/30/2017</td>
<td>55.00 On-Campus</td>
<td>Instruction</td>
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<tr>
<td>PRED.</td>
<td>07/01/2012</td>
<td>06/30/2017</td>
<td>35.00 On-Campus</td>
<td>Other Sponsored Activities</td>
</tr>
</tbody>
</table>
| PRED. | 07/01/2012 | 06/30/2017 | 26.00 Off-Campus | All Programs
| PROV. | 07/01/2017 | 06/30/2019 |                  | Use same rates and conditions  |

*BASE

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 Modified total direct costs, consisting of all salaries and wages, fringe
benefits, materials, supplies, services, travel and subgrants and subcontracts
up to the first $25,000 of each subgrant or subcontract (regardless of the
period covered by the subgrant or subcontract). Modified total direct costs
shall exclude equipment, capital expenditures, charges for patient care,
student tuition remission, rental costs of off-site facilities, scholarships,
and fellowships as well as the portion of each subgrant and subcontract in
excess of $25,000.
**SECTION I: FRINGE BENEFIT RATES**

<table>
<thead>
<tr>
<th>TYPE</th>
<th>FROM</th>
<th>TO</th>
<th>RATE(%)</th>
<th>LOCATION</th>
<th>APPLICABLE TO</th>
</tr>
</thead>
<tbody>
<tr>
<td>FIXED</td>
<td>7/1/2013</td>
<td>6/30/2014</td>
<td>33.10</td>
<td>All</td>
<td>Salary Employees</td>
</tr>
<tr>
<td>FIXED</td>
<td>7/1/2013</td>
<td>6/30/2014</td>
<td>55.20</td>
<td>All</td>
<td>Hourly Employees</td>
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<td>FIXED</td>
<td>7/1/2013</td>
<td>6/30/2014</td>
<td>7.70</td>
<td>All</td>
<td>Temporary Employees</td>
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<tr>
<td>FIXED</td>
<td>7/1/2014</td>
<td>6/30/2015</td>
<td>35.60</td>
<td>All</td>
<td>Salary Employees</td>
</tr>
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<td>FIXED</td>
<td>7/1/2014</td>
<td>6/30/2015</td>
<td>60.00</td>
<td>All</td>
<td>Hourly Employees</td>
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<tr>
<td>FIXED</td>
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<td>6/30/2015</td>
<td>5.40</td>
<td>All</td>
<td>Temporary Employees</td>
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<td>PROV.</td>
<td>7/1/2015</td>
<td>6/30/2017</td>
<td></td>
<td></td>
<td>Use same rates and conditions</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>as those cited for fiscal</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>year ending June 30, 2015.</td>
</tr>
</tbody>
</table>

**DESCRIPTION OF FRINGE BENEFITS RATE BASE:**
Salaries and wages.
SECTION II: SPECIAL REMARKS

TREATMENT OF FRINGE BENEFITS:

The fringe benefits are charged using the rate(s) listed in the Fringe Benefits Section of this Agreement. The fringe benefits included in the rate(s) are listed below.

TREATMENT OF PAID ABSENCES

Vacation, holiday, sick leave pay and other paid absences are included in salaries and wages and are claimed on grants, contracts and other agreements as part of the normal cost for salaries and wages. Separate claims are not made for the cost of these paid absences.

OFF-CAMPUS DEFINITION: For all activities performed in facilities not owned by the institution and to which rent is directly allocated to the project(s) the off-campus rate will apply. Grants or contracts will not be subject to more than one F&A cost rate. If more than 50% of a project is performed off-campus, the off-campus rate will apply to the entire project.

Equipment means an article of nonexpendable, tangible personal property having a useful life of more than one year and an acquisition cost of $5,000 or more per unit.

Fringe Benefits include: FICA, Retirement, Life Insurance, Unemployment Insurance, Health Insurance, Scholarship Benefits, Compensated Absences, Terminal Pay, Death Benefits and Workers' Compensation.

This Rate Agreement applies to the University of Memphis and the University of Memphis Research Foundation (EIN 20-5400381).

Your next Fringe Benefit cost proposal based on actual costs for the fiscal year ending June 30, 2014 is due in our office by December 31, 2014 and your next F&A proposal based on actual costs for the fiscal year ending June 30, 2016 is due in our office by December 31, 2016.
SECTION III: GENERAL

A. LIMITATIONS,

The rates in this Agreement are subject to any statutory or administrative limitations and apply to a given grant, contract or other agreement only to the extent that funds are available. Acceptance of the rates subject to the following conditions: (i) Any costs incurred by the organization were included in its facilities and administrative cost pools as finally accepted; such costs are legal obligations of the organization and are allowable under the governing cost principles; (ii) The same costs that have been created as facilities and administrative costs are not claimed as direct costs; (iii) Similar types of costs have been accepted consistent accounting treatments; and (iv) The information provided by the organization which was used to establish the rates is not later found to be materially incomplete or inaccurate by the Federal Government. In both situations the rate(s) would be subject to renegotiation at the discretion of the Federal Government.

B. ACCOUNTING CHANGES,

This Agreement is based on the accounting system purported by the organization to be in effect during the Agreement period. Changes to the method of accounting for costs which affect the amount of reallocation resulting from the use of this Agreement require prior approval of the authorized representative of the cognizant agency. Such changes include but are not limited to, changes in the charging of a particular type of cost from facilities and administrative costs to direct costs. Failure to obtain approval may result in cost disallowance.

C. FIXED RATES,

If a fixed rate is in this Agreement, it is based on an estimate of the costs for the period covered by the rate. When the actual costs for this period are determined, an adjustment will be made to a rate of a future year(s) to compensate for the difference between the rates used to establish the fixed rate and actual costs.

D. USE OF OTHER FEDERAL AGENCIES,

The rates in this Agreement were approved in accordance with the authority in Office of Management and Budget Circular 21, and should be applied to grants, contracts and other agreements covered by this Circular, subject to any limitations in A above. The organization may provide copies of the Agreement to other Federal Agencies to give them early notification of the Agreement.

E. OTHER,

If any Federal contract, grant or other agreement is rebuffing facilities and administrative costs by a means other than the approved rate(s) in this Agreement, the organization should (1) credit such costs to the affected program, and (2) apply the approved rate(s) to the appropriate base to identify the proper amount of facilities and administrative costs allowable to these programs.

BY THE INSTITUTION:

University of Memphis

INSTITUTION

R. Brad Martin

SIGNATURE

R. Brad Martin

NAME

Interim President

TITLE

9/5/14

DATE

ON BEHALF OF THE FEDERAL GOVERNMENT:

DEPARTMENT OF HEALTH AND HUMAN SERVICES

AGENCY

Arif Khan

SIGNATURE

Arif Khan

NAME

Director, Division of Cost Allocation

TITLE

1/1/2014

(Effective Date)

FED REP

Matthew Ditto

Telephone: (214) 767-3261

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COMPONENTS OF THE PUBLISHED FACILITIES & ADMINISTRATIVE COST RATE

INSTITUTION: University of Memphis

FY COVERED BY RATE: FY 13 - FY 17

RATE TYPE: ORGANIZED RESEARCH

<table>
<thead>
<tr>
<th>RATE COMPONENTS</th>
<th>On Campus FY 13 - 14</th>
<th>On Campus FY 15</th>
<th>On Campus FY 16 - 17</th>
<th>INSTRUCTION On Campus FY 13 - 17</th>
<th>SPONSORED ACTIVITIES On Campus FY 13 - 17</th>
<th>ALL PROGRAMS Off Campus FY 13 - 17</th>
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<tbody>
<tr>
<td>Building Depreciation</td>
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<td>1.0</td>
<td>1.1</td>
<td>1.1</td>
<td>0.3</td>
<td>0.0</td>
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<tr>
<td>Equipment Depreciation</td>
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<td>0.8</td>
<td>0.9</td>
<td>0.6</td>
<td>0.4</td>
<td>0.0</td>
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<tr>
<td>Interest</td>
<td>0.5</td>
<td>0.5</td>
<td>0.5</td>
<td>0.3</td>
<td>0.7</td>
<td>0.0</td>
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<tr>
<td>Operations &amp; Maintenance</td>
<td>11.2</td>
<td>12.2</td>
<td>13.3</td>
<td>14.1</td>
<td>6.6</td>
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<tr>
<td>Library</td>
<td>1.0</td>
<td>1.5</td>
<td>1.6</td>
<td>12.9</td>
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<td>26.0</td>
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<td>F&amp;A Rate</td>
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<td>42.0</td>
<td>43.5</td>
<td>55.0</td>
<td>35.0</td>
<td>26.0</td>
</tr>
</tbody>
</table>

CONCURRENCE:

University of Memphis
(Institution)

R. Brad Martin
(Name)

Interim President
(Title)

5/5/14
(Date)