Financial Statements

For the Years Ended December 31, 2018 and 2017

Table of Contents

	Page
Independent Auditor's Report	1 - 2
Financial Statements: Statements of Financial Position	3
Statements of Activities and Changes in Net Assets	4
Statement of Functional Expenses	5
Statements of Cash Flows	6
Notes to Financial Statements	7 - 16



Independent Auditor's Report

To the Board of Directors
The Nathan Cummings Foundation
New York, New York

We have audited the accompanying financial statements of The Nathan Cummings Foundation (the Foundation), which comprise the statement of financial position as of December 31, 2018, and the related statements of activities and changes in net assets, functional expenses, and cash flows for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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 of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.



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Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Foundation as of December 31, 2018, 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 of America.

Effect of Adopting New Accounting Standard

As discussed in Note 1, the Foundation adopted the Financial Accounting Standards Board's Accounting Standards Update ("ASU") 2016-14, *Not-for-Profit Entities (Topic 958) - Presentation of Financial Statements of Not-for-Profit Entities* as of and for the year ended December 31, 2018. Our opinion is not modified with respect to this matter.

Other Matter

The financial statements of the Foundation for the year ended December 31, 2017 were audited by other auditors, who expressed an unmodified opinion on those financial statements on October 31, 2018.

Certified Public Accountants

Clark Duber P.S.

October 17, 2019

Statements of Financial Position December 31, 2018 and 2017

	2018	2017
Assets:		
Cash and cash equivalents	\$ 642,653	\$ 1,007,487
Prepaid expenses	158,435	110,645
Investment interest and dividends receivable	65,760	65,522
Investments (Note 3)	424,625,333	454,815,101
Property and equipment, net (Note 4)	312,041	172,441
Troperty and equipment, her (Note 4)	312,041	172,441
Total Assets	\$ 425,804,222	\$ 456,171,196
Liabilities and Net Assets		
Liabilities:		
Accounts payable and accrued expenses	\$ 583,971	\$ 518,838
Grant commitments	4,550,000	7,342,500
Postretirement benefits obligation (Note 7)	2,202,963	4,975,346
Excise tax liability (Note 2)	803,315	614,816
Total Liabilities	8,140,249	13,451,500
Net Assets:		
Without donor restrictions	417,663,973	442,719,696
Total Liabilities and Net Assets	\$ 425,804,222	\$ 456,171,196

Statements of Activities and Changes in Net Assets For the Years Ended December 31, 2018 and 2017

	2018	 2017
Operating Activity		
Return on investments, net	\$ (207,712)	\$ 42,320,757
Expenses: Program expenses-		
Grants Other program expenses	20,152,080 3,515,845	24,067,117 2,889,236
Total program expenses	23,667,925	26,956,353
Management and general	4,179,113	4,536,765
Total Expenses	 27,847,038	 31,493,118
Change in Net Assets Without Donor Restrictions From Operations	(28,054,750)	10,827,639
Nonoperating Activity		
Postretirement benefit obligation adjustment Loss on disposal of assets	2,999,027	 51,983 (92,973)
Change in Net Assets Without Donor Restrictions	(25,055,723)	10,786,649
Net assets without donor restrictions, beginning of year	 442,719,696	 431,933,047
Net Assets Without Donor Restrictions, End of Year	\$ 417,663,973	\$ 442,719,696

Statement of Functional Expenses For the Year Ended December 31, 2018 (With Comparative Totals for the Year Ended December 31, 2017)

	 Total Program	 Management and General	 2018 Total	 2017 Total
Grants	\$ 20,152,080	\$ -	\$ 20,152,080	\$ 24,067,117
Salaries and benefits	2,305,028	2,263,366	4,568,394	4,600,526
Professional and consulting fees	564,145	535,516	1,099,661	1,013,157
Meetings and engagement	169,310	624,761	794,071	606,979
Occupancy costs	470,459	541,092	1,011,551	1,017,068
Software, equipment and supplies		190,358	190,358	156,832
Depreciation and amortization	 6,903	 24,020	 30,923	31,439
Total Expenses	\$ 23,667,925	\$ 4,179,113	\$ 27,847,038	\$ 31,493,118

Statements of Cash Flows For the Years Ended December 31, 2018 and 2017

		2018	2017
Cash Flows From Operating Activities:	,	(25.055.722)	10.706.640
Change in net assets without donor restrictions	\$	(25,055,723)	\$ 10,786,649
Adjustments to reconcile change in net assets to			
net cash used in operating activities-			
Noncash transactions:			
Depreciation and amortization		30,923	31,439
Return on fair value investments, net		(1,254,804)	(27,710,467)
Change in value of investments held at NAV, net		2,804,527	
Deferred excise tax (benefit) expense		(702,226)	543,472
Change in post retirement benefit obligation		(2,772,383)	451,116
Loss on disposal of assets			92,973
Changes in assets and liabilities:			
Investment interest and dividends receivable		(238)	(10,556)
Prepaid expenses and other assets		(47,790)	(128,689)
Accounts payable and accrued expenses		65,133	122,521
Grants payable		(2,792,500)	2,041,150
Current excise tax liability		890,725	 (59,870)
Net Cash Used in Operating Activities		(28,834,356)	(13,840,262)
Cash Flows From Investing Activities:			
Purchase of investments		(3,899,109)	(24,668,127)
Proceeds from sale of investments		32,539,154	38,749,476
Purchases of property and equipment		(170,523)	(101,263)
Net Cash Provided by Investing Activities		28,469,522	13,980,086
6			
Net Change in Cash		(364,834)	139,824
Cash, beginning of year		1,007,487	867,663
Cash, End of Year	\$	642,653	\$ 1,007,487
Supplementary Disclosure of Cash Flow Information: Cash paid during the year for taxes	\$	40,869	\$ 649,825

Notes to Financial Statements
For the Years Ended December 31, 2018 and 2017

Note 1 - Organization and Summary of Significant Accounting Policies

The Nathan Cummings Foundation, Inc. (the "Foundation"), incorporated in Illinois on May 27, 1949, is a national private grant making organization rooted in the Jewish tradition of social justice and committed to creating a more just, vibrant, sustainable and democratic society. The Foundation makes grants to address inequality and climate change with approaches that focus on transitioning an economy to be more just, clean and inclusive; advancing racial and economic justice; increasing corporate and political accountability; and amplifying voice, creativity and culture to move people to act for social change. The Foundation's office is in New York City.

The Foundation was a beneficiary of the Estate of Nathan Cummings, the founder of Consolidated Foods Corporation, which changed its name to Sara Lee Corporation in 1985. The primary source of revenue for the Foundation is derived from investment activities.

Basis of Presentation - The Foundation has presented its financial statements in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP). The Foundation has presented unclassified statements of financial position which sequence assets according to their nearness of conversion to cash and sequences liabilities according to the nearness of their maturity and resulting use of cash.

Net assets, revenue, gains, and losses are classified based on the existence or absence of donor-imposed restrictions. Accordingly, the net assets of the Foundation and changes therein are classified and reported as follows:

Net Assets Without Donor Restrictions - Net assets that are not subject to externally imposed restrictions.

<u>Net Assets With Donor Restrictions</u> - Net assets subject to externally imposed restrictions that may or will be met either by actions of the Foundation and/or the passage of time. There were no net assets with donor restrictions at December 31, 2018 and 2017.

Revenue is reported as an increase in net assets without restrictions unless use of the related asset is limited by donor-imposed restrictions. Expenses are reported as decreases in net assets without restrictions. Gains and losses on investments and other assets or liabilities are reported as increases or decreases in net assets without restrictions unless their use is restricted by explicit donor stipulation or by law. Expirations of donor restrictions on net assets are reported as transfers between the applicable classes of net assets.

Estimates - The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported in the financial statements and the accompanying notes. Actual results could differ from those estimates.

Cash and Cash Equivalents - The Foundation considers all highly liquid investments purchased with an original maturity of three months or less, to be cash equivalents except for cash and cash equivalents held as part of the Foundation's investment portfolio.

Notes to Financial Statements
For the Years Ended December 31, 2018 and 2017

Note 1 - Continued

Investments - Investments in debt and equity securities are stated at fair value, with both realized and unrealized gains and losses recorded in the statements of activities and changes in net assets as increases or decreases in net assets without donor restrictions, unless their use is restricted by explicit donor restrictions or law. Fair value of investments with readily determinable market values is based on quoted market prices. The estimated fair value of certain alternative investments for which quoted market prices are not available is based on valuations provided by the external investment managers and the management of the investees, generally on the basis of net asset value (NAV) per share, or its equivalent, as a practical expedient for measuring fair value. The Foundation reviews and evaluates the values provided by the investment managers and agrees with the valuation methods and assumptions used in determining the NAV of the investments. The estimated fair value may differ significantly from the value that would have been used had a ready market for investment existed.

Investment securities, in general, are exposed to various risks, including interest rate, credit, and overall market volatility. It is reasonably probable that changes in the values of these investments will occur in the near term and that such changes could materially affect the amounts reported in the statements of financial position.

Concentration of Credit Risk - Financial instruments that potentially subject the Foundation to concentrations of credit and market risk consist primarily of cash and investments. Cash and investments held by financial institutions exceed federally insured limits.

Property and Equipment - Property and equipment is stated at cost for purchased assets or estimated fair value at the date of receipt for donated assets. The Foundation capitalizes office equipment and furniture with a cost, if purchased, or fair value, if donated, greater than \$50,000. Depreciation is recorded on a straight-line basis over the estimated useful lives of the assets, ranging from two to seven years. Capitalized artwork acquired by the Foundation is not depreciated.

Grant Commitments - Unconditional grants are recognized as expense in the statements of activities and changes in net assets at the time awarded. Conditional grants are recognized as expense when the conditions are substantially satisfied by the grantee. The Foundation had no conditional grants outstanding as of December 31, 2018 and 2017.

Methods Used for Allocation of Expenses - The Foundation directly allocates costs to the programs and general and administrative functions wherever practicable. For example, the cost of staff and field activities in direct service of programs, including communications, are allocated to the program function. The remaining staff, as well as technology expenditures, are allocated to the general and administrative function. Other costs, such as professional and consulting fees or meetings and engagement costs, are charged directly to the relevant category on an item-by-item basis.

Expenses that are allocated between functions include the President's salary and benefits, which are allocated based on a time-use study, and occupancy costs and depreciation which are allocated based on headcount.

Operating and Nonoperating Activities - All activities are considered operating except for adjustments to the Foundation's postretirement benefit obligation, and losses on disposal of assets.

Reclassifications - Certain reclassifications were made to the 2017 financial statements to conform to the 2018 presentation. The reclassifications have no effect on the previously reported total assets, liabilities, net assets, and change in net assets.

Notes to Financial Statements
For the Years Ended December 31, 2018 and 2017

Note 1 - Continued

Adoption of New Accounting Pronouncement - For the year ended December 31, 2018, the Foundation adopted the Financial Accounting Standards Board's Accounting Standards Update (ASU) No. 2016-14 - Not-for-Profit Entities (Topic 958): Presentation of Financial Statements of Not-for-Profit Entities. This update addresses the complexity and understandability of net asset classification, deficiencies in information about liquidity and availability of resources, and the lack of consistency in the type of information provided about expenses and investment return between not-for-profit entities. The changes required by the update have been applied retrospectively to all periods presented, except for the statement of functional expenses, which is presented only for the year ended December 31, 2018 as provided for in the ASU. A key change required by ASU 2016-14 are the net asset classes used in these financial statements. Amounts previously reported as unrestricted net assets are now reported as net assets without donor restrictions. The Foundation has also presented information regarding the liquidity and availability of its financial assets (Note 8).

Note 2 - Federal Excise Taxes

The Foundation is classified as a private foundation as described in Section 509(a) of the Internal Revenue Code and is, therefore, subject to an excise tax on its net investment income. Deferred federal excise tax arises from timing differences between financial statement and tax reporting related to investment income and the difference between the cost basis and fair value of investments. In accordance with Section 4940(e) of the Internal Revenue Code for each of the years ended December 31, 2018 and 2017, the Foundation paid a 1 percent excise tax.

The excise tax liability consisted of the following at December 31:

	 2018	 2017
Prepaid excise tax, net Deferred excise tax liability	\$ 140,901 (944,216)	\$ 1,031,625 (1,646,441)
Total Excise Tax Liability	\$ (803,315)	\$ (614,816)

Excise and unrelated business income tax expense is reported net of the return on investments on the statements of activities and changes in net assets. The components of excise tax (benefit) expense were as follows for the years ended December 31:

Total Excise Tax (Benefit) Expense	\$	(302,486)	\$ 735,692
Federal and state excise and unrelated business income tax expense Change in deferred excise tax on unrealized gain	\$	399,740 (702,226)	\$ 192,220 543,472
	-	2018	 2017

Notes to Financial Statements
For the Years Ended December 31, 2018 and 2017

Note 2 - Continued

The Foundation is also required under the Internal Revenue Code to make minimum charitable distributions based on the fair value of its assets. Charitable distributions made in excess of the required minimum in any year may be used to reduce the minimum distributions required in future years, subject to a five-year carryover limitation. Failure to make the minimum charitable distributions could result in additional taxes and possible loss of the Foundation's charitable organization status. The Foundation's required minimum charitable distributions for the year ended December 31, 2017 were made by December 31, 2018.

Note 3 - Fair Value Measurements and Investments

As noted in Note 1, investments in debt and equity securities are reported at fair value. U.S. GAAP for *Fair Value Measurements* has established a framework that requires fair value to be determined based on the exchange price that would be received for an asset or paid to transfer a liability (exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants.

U.S. GAAP uses a fair value hierarchy which prioritizes the inputs to valuation approaches into three broad levels. The hierarchy gives the highest priority to quoted prices in active markets (Level 1) and the lowest priority to unobservable inputs (Level 3).

Valuation Techniques - Financial assets valued using Level 1 inputs are based on unadjusted quoted market prices for identical instruments in active markets. Financial assets valued using Level 2 inputs are based primarily on quoted prices for similar assets or liabilities in active or inactive markets. Financial assets using Level 3 inputs are primarily valued using management's judgment about the assumptions market participants would utilize in pricing the asset. Valuation techniques utilized to determine fair value are consistently applied.

Following is a description of the valuation methodologies used for assets measured at fair value.

<u>Cash and Cash Equivalents</u> - Valued at cost plus accrued interest, which approximates fair value.

<u>Marketable Equity Securities</u> - Valued at the closing price reported on the active market in which the securities are traded.

<u>Investments Measured at NAV</u> - Valued using the NAV provided by the investment's manager. The NAV is based on the fair value of the underlying assets owned by the fund, minus its liabilities.

Notes to Financial Statements For the Years Ended December 31, 2018 and 2017

Note 3 - Continued

Fair Values Measured on a Recurring Basis - Fair values of the Foundation's assets measured on a recurring basis are as follows at December 31:

				Decembe	r 31, 20	18	
		Level 1		Level 2		Level 3	Total
Cash and cash equivalents	\$	12,054,254	\$	-	\$	-	\$ 12,054,254
Equity securities-							
Domestic		19,881,726					19,881,726
Foreign		556,753					556,753
Other		46,229					46,229
Total Investments in the							
Fair Value Hierarchy	\$	32,538,962	\$		\$		32,538,962
Redemption receivable							17,000,000
Investments measured at NAV ^(a)							
investments measured at NAV							375,086,371
Total Investments at December 31, 2018							\$ 424,625,333
				Decembe	r 31, 20	17	
		Level 1		Level 2		Level 3	Total
Cash and cash equivalents	\$	10,688,924	\$	_	\$	_	\$ 10,688,924
Fixed income	·	815,682	•				815,682
Equity securities-							
Domestic		45,780,759					45,780,759
Foreign		1,434,428					1,434,428
Other		194,566					194,566
Total Investments in the							
Fair Value Hierarchy	\$	58,914,359	\$		\$		58,914,359
Redemption receivable							31,000,000
Investments measured at NAV ^(a)							364,900,742
Total Investments at December 31, 2017							\$ 454,815,101

Notes to Financial Statements
For the Years Ended December 31, 2018 and 2017

Note 3 - Continued

(a) In accordance with ASU 2015-07, Fair Value Measurement (Topic 820): Disclosures for Investments in Certain Entities that Calculate Net Asset Value per Share (or its Equivalent), certain investments that were measured at fair value using the NAV per share (or its equivalent) practical expedient have not been classified in the fair value hierarchy. The fair value amounts presented in these tables are intended to permit reconciliation of the fair value hierarchy to the line items in the statements of financial position.

The following table sets forth a summary of the Foundation's investments by major category reported at NAV at December 31:

	 2018	 2017
Limited partnership Private equity Fixed income	\$ 375,086,371	\$ 363,055,890 643,889 1,200,963
Investments Measured at NAV	\$ 375,086,371	\$ 364,900,742

The Foundation's investment in a limited partnership (LP) consists of a private investment limited partnership which offers an endowment style investment program. The Foundation is the limited partner, and GEF GP, LP, is the general partner. The LP invests with a long-term horizon, seeking varied and non-traditional investment opportunities in an effort to provide a diversified, single-portfolio investment strategy for the Foundation. The LP invests primarily in interests in public or private investment vehicles or pooled accounts managed by unaffiliated third parties, although it may invest directly in securities and other assets. The LP is subject to notice periods and withdrawals dates in which the Foundation has the legal right to receive redemptions of its investments. The LP's redemption provisions require a March 1 notification date to be effective as of June 30; and a September 1 notification date to be effective as of December 31. There are limitations of redemptions as further outlined in the partnership agreement. The Foundation, as limited partner, is allocated 100% of the profits and losses of the LP. The general partner is responsible for the liabilities of the LP.

Notes to Financial Statements
For the Years Ended December 31, 2018 and 2017

Note 4 - Furniture and Equipment

Furniture and equipment are as follows at December 31:

	 2018	 2017
Leasehold improvements	\$ 1,336,938	\$ 1,336,938
Furniture	81,519	81,519
Website	69,035	98,852
Art	23,799	23,799
Grant database	137,340	
Audio visual equipment	 146,403	146,403
	1,795,034	1,687,511
Less accumulated depreciation	 (1,482,993)	 (1,515,070)
Furniture and Equipment, Net	\$ 312,041	\$ 172,441

Note 5 - Line of Credit

The Foundation has a \$10,000,000 line of credit with no expiration date. The line of credit is unsecured. Borrowings against the line of credit bear interest at either LIBOR plus 0.45% or the bank's prime rate. There were no outstanding borrowings against the line of credit at December 31, 2018 and 2017, respectively.

Note 6 - Commitments

The Foundation leases office space under an operating lease, which expires in January 2021. In addition to base rent, the Foundation is obligated to pay an additional amount based on its share of real estate taxes. At December 31, 2018, future minimum lease payments were as follows:

For the Year Ending December 31,

Total Future Lease Payments	\$ 1,461,227
2021	 59,097
2020	708,006
2019	\$ 694,124

Rent expense for 2018 and 2017 was approximately \$860,000 and \$714,000, respectively.

Note 7 - Post Employment Benefits

Pension Plans - The Foundation contributes to a defined contribution money purchase retirement plan on behalf of all eligible employees. Under the terms of the plan, employer contributions are fully vested upon contribution to the plan. Plan expense was approximately \$406,000 and \$397,000 for 2018 and 2017, respectively. In addition, the Foundation has a tax-deferred annuity plan under Section 403(b) of the Internal Revenue Code to which employees may contribute.

Notes to Financial Statements
For the Years Ended December 31, 2018 and 2017

Note 7 - Continued

Postretirement Healthcare Benefits - In addition to providing pension plans, the Foundation provides certain postretirement healthcare for eligible retired employees. The Foundation currently offers continuing participation in the Foundation's medical plans to eligible employees who retire. The Foundation may modify or terminate these plans at any time.

To be eligible for this program, at the time of retirement the employee must have attained the age of 55 and have been a full-time employee of the Foundation for at least 10 years. Upon leaving the Foundation for any reason, other than termination for cause, the retiree may continue to participate in the Foundation's medical insurance programs on the same basis as full-time employees, including family coverage. As with full-time employees, the retiree is required to reimburse the Foundation in an amount equal to premium contributions she/he would have paid as an employee.

Upon becoming eligible for Medicare, the retiree must apply for Medicare. When Medicare benefits are available, the medical insurance provided by the Foundation will become secondary, supplemental coverage. Similarly, if the retiree's spouse is covered by the Foundation's insurance, she/he must apply for Medicare at the applicable age and at that time the medical insurance provided by the Foundation will become secondary, supplemental coverage. If the retiree and/or spouse become eligible to receive medical coverage from another employer, medical insurance provided by the Foundation will become secondary, supplemental coverage.

The Foundation recognizes the postretirement benefit obligation in accordance with the accounting standards for pension plans, which requires organizations to recognize the over-funded or under-funded status of a postretirement benefit plan as an asset or liability in its statements of financial position.

The benefit obligation, plan assets, contributions, payments, and funded status for the postretirement benefit program as of and for the years ended December 31 are summarized as follows:

		2018	 2017
Benefit obligation Fair value of plan assets	\$	(2,202,963)	\$ (4,975,346)
Funded Status	<u>\$</u>	(2,202,963)	\$ (4,975,346)
Items not yet recognized as a component of net periodic benefit cost- Prior service costs Net loss	\$	(1,486,277) 126,373	\$ 1,161,061 478,062
Total	\$	(1,359,904)	\$ 1,639,123

Notes to Financial Statements
For the Years Ended December 31, 2018 and 2017

Note 7 - Continued

The estimated net loss and prior service cost for the post-retirement benefits program that will be amortized from net assets without donor restrictions into net periodic benefit cost over the next year totals \$92,661.

	 2018	2017
Net periodic benefit cost Employer contributions Benefits paid	\$ 315,633 88,989 (88,989)	\$ 314,651 111,552 (111,552)
	 2018	2017
Discount rate (benefit obligation) Discount rate (benefit costs)	4.3% 4.3%	3.6% 3.6%

The healthcare cost trend rate was assumed to be 6.5% for the year ended December 31, 2018. This trend rate is assumed to decrease gradually to 5% by the year ended December 31, 2021 and thereafter.

Expected benefit payments for the postretirement healthcare benefits are summarized as follows:

2019	\$ 64,974
2020	67,573
2021	69,822
2022	71,670
2023	73,417
2024-2028	387,937

Notes to Financial Statements
For the Years Ended December 31, 2018 and 2017

Note 8 - Liquidity and Availability of Financial Assets

The Foundation structures its financial assets to be available and liquid as its general expenditures, liabilities, and other obligations become due. Distributions from the investment in limited partnership with limited liquidity generally are at the sole discretion of the general partner; however, distributions can be obtained if necessary as described in Note 3.

In the normal course of operations, the Foundation expects to withdraw 7% of the value of the investment in limited partnership annually. In the event the Foundation chooses to liquidate the partnership, approximately 51% of the balance can be withdrawn within one year.

The Foundation's financial assets available to meet general expenditures within one year of December 31, are as follows:

	2018	2017
Cash and cash equivalents	\$ 642,653	\$ 1,007,487
Interest and dividends receivable	65,760	65,522
Investments	424,625,333	454,815,101
Less investments at NAV with limited liquidity	(370,689,583)	(358,726,631)
Financial Assets Available Within One Year to Meet General Expenditures	\$ 54,644,163	\$ 97,161,479

Note 9 - Subsequent Events

The Foundation has evaluated subsequent events through October 17, 2019, the date on which the financial statements were available to be issued. No events were identified that required disclosure.