



Report of Independent Auditors and
Financial Statements

Valhalla Foundation

December 31, 2023 and 2022

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Report of Independent Auditors

The Board of Directors
Valhalla Foundation

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of Valhalla Foundation (the Foundation), which comprise the statements of financial position as of December 31, 2023 and 2022, and the related statements of activities, and cash flows for the years then ended, and the related notes to the financial statements.

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, 2023 and 2022, and the changes in its net assets and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the Foundation and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for 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.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Foundation's ability to continue as a going concern within one year after the date that the financial statements are available to be issued.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit 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 Foundation's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Foundation's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.



San Francisco, California

July 24, 2024

Financial Statements

Valhalla Foundation
Statements of Financial Position
December 31, 2023 and 2022

	2023	2022
ASSETS		
Cash and cash equivalents	\$ 10,837,895	\$ 19,408,181
Accounts receivable	4,578	12,205
Investments held at fair value	581,213,629	609,839,633
Investments in privately-held companies, cost (net of impairment)	9,993,021	8,514,203
Program related:		
Notes receivable	277,763	559,702
Total assets	\$ 602,326,886	\$ 638,333,924
LIABILITIES AND NET ASSETS		
LIABILITIES		
Grants payable	\$ 146,218,900	\$ 131,447,676
Accounts payable	729,053	712,736
Federal taxes payable	1,169,376	17,695
Total liabilities	148,117,329	132,178,107
NET ASSETS		
Without donor restrictions	454,209,557	506,155,817
Total liabilities and net assets	\$ 602,326,886	\$ 638,333,924

See accompanying notes.

Valhalla Foundation
Statements of Activities
Years Ended December 31, 2023 and 2022

	2023	2022
REVENUE AND GAINS (LOSSES)		
Interest and dividend income, net of fees	\$ 13,421,241	\$ 12,964,999
Realized gain (loss) on investments	908,579	(1,613,742)
Unrealized gain (loss) on investments	64,993,992	(129,193,520)
	79,323,812	(117,842,263)
EXPENSES		
Program expenses		
Grants made	127,911,581	85,288,980
Program consultants and services	1,850,188	1,787,575
Professional fees	10,838	125,000
Memberships and subscriptions	21,947	21,947
Travel and conferences	18,989	15,510
	129,813,543	87,239,012
Management and general expenses		
Office expenses	29,197	22,596
Professional fees	80,788	67,557
Federal excise tax	1,321,681	179,201
Other	24,863	23,759
	1,456,529	293,113
	131,270,072	87,532,125
CHANGES IN NET ASSETS	(51,946,260)	(205,374,388)
NET ASSETS WITHOUT DONOR RESTRICTIONS, beginning of year	506,155,817	711,530,205
NET ASSETS WITHOUT DONOR RESTRICTIONS, end of year	\$ 454,209,557	\$ 506,155,817

See accompanying notes.

Valhalla Foundation
Statements of Cash Flows
Years Ended December 31, 2023 and 2022

	2023	2022
CASH FLOWS FROM OPERATING ACTIVITIES		
Changes in net assets	\$ (51,946,260)	\$ (205,374,388)
Adjustments to reconcile changes in net assets to net cash used in operating activities:		
Realized (gain) loss on investments	(908,579)	1,613,742
Unrealized (gain) loss on investments	(64,993,992)	129,193,520
Changes in operating assets and liabilities		
Accounts receivable	7,627	(2,020)
Accrued interest - notes receivable	(13,719)	(13,373)
Grants payable	14,771,224	4,245,567
Federal taxes payable	1,151,681	(28,108)
Accounts payable	16,317	(50,021)
	(101,915,701)	(70,415,081)
CASH FLOWS FROM INVESTING ACTIVITIES		
Proceeds from sale of investments	121,426,552	98,846,945
Purchase of investments	(26,897,977)	(47,422,492)
Purchases of investments of privately-held companies	(1,478,818)	-
Sale of investments in privately-held companies	-	-
Repayment of note receivables	295,658	-
Origination of program related note receivable	-	(30,000)
	93,345,415	51,394,453
CHANGES IN CASH AND CASH EQUIVALENTS	(8,570,286)	(19,020,628)
CASH AND CASH EQUIVALENTS, beginning of year	19,408,181	38,428,809
CASH AND CASH EQUIVALENTS, end of year	\$ 10,837,895	\$ 19,408,181
SUPPLEMENTAL CASH FLOW DISCLOSURES		
Cash paid for taxes	\$ 170,000	\$ 195,000

See accompanying notes.

Valhalla Foundation

Notes to Financial Statements

Note 1 – Nature of Organization and Summary of Significant Accounting Policies

Organization – Valhalla Foundation (the Foundation) was established in 2003 as a California nonprofit public benefit corporation for the purpose of providing support to charitable organizations. The Foundation's grant-making activities are currently concentrated in the areas of early childhood development, K12 education, data science, medical research and talent, environmental innovation, and collaborative philanthropy.

The Foundation's primary sources of revenue are: (i) direct contributions from the founders, (ii) periodic distributions from charitable remainder unitrusts, of which the founders are the trustors, and (iii) investment income.

Basis of accounting – The financial statements are prepared on the accrual basis of accounting. Accordingly, revenues are recognized when earned, and expenses are recognized when incurred.

Description of net assets – Net assets are classified based on existence or absence of donor-imposed restrictions as follows:

Without donor restriction is defined as that portion of net assets that has no use or time restrictions.

With donor restriction is defined as that portion of net assets that consists of a restriction on the specific use or the occurrence of a certain future event. There were no net assets with donor restriction at December 31, 2023 and 2022.

Income taxes – The Foundation is a private foundation and is exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code and from California franchise and/or income taxes under Section 23701d of the Revenue and Taxation Code. The Foundation had no unrecognized tax benefits at December 31, 2023 and 2022. The Foundation files an exempt organization return in the U.S. federal jurisdiction and with the California Franchise Tax Board. The Foundation is not aware of any transactions that would affect its tax-exempt status. Private foundations are liable for an excise tax of 1.39% on net investment income, excluding net unrealized gains, as defined.

Federal excise taxes arise primarily from unrealized tax basis gains on investments and are calculated at the maximum rate expected to be paid by the Foundation on the excess of fair value over cost, if any, as of the respective year end. For the years ended December 31, 2023 and 2022, the Foundation recorded a provision for current federal excise taxes of \$41,735 and \$17,695, respectively. For the years ended December 31, 2023 and 2022, the Foundation recorded a provision for deferred federal excise taxes of \$1,127,461 and \$0, respectively.

The Foundation is subject to distribution requirements of the Internal Revenue Code. In determining qualifying distributions, grant payments are considered on a cash basis and certain expenses are considered as qualifying distributions.

Cash and cash equivalents – Cash and cash equivalents represent all highly liquid investments, including money-market accounts, with original maturities of three months or less at date of purchase.

Valhalla Foundation

Notes to Financial Statements

Investments held at fair value – Investments are stated at fair value, determined by quoted market prices. Fair values of alternative investments are based on net asset values (NAV) as reported by fund managers. Due to the inherent uncertainty of the valuation of these nonmarketable investments, those estimated values may differ significantly from the values that would have been used had a ready market for the securities existed.

Investments are exposed to various risks, such as interest rate, market, and credit risk. Due to the level of risk associated with certain investments, it is at least reasonably possible changes in the values of investments will occur in the near term and such changes could materially affect total net assets and the amounts reported in the statements of financial position.

Investments in privately-held companies – Investments in privately-held companies represent purchases of equity shares offered directly by the companies.

For the years ended December 31, 2023 and 2022, net cost basis of the Foundation's privately-held company investments prior to any impairments or realized losses was \$9,993,021 and \$8,514,203, respectively. At each reporting date, the Foundation assesses whether there is evidence that investments in privately-held companies are impaired. Impairment occurs when evidence demonstrates that a loss event has occurred after the initial recognition of the investment, and that the loss event has an impact on the future cash flows and carrying value of the investment. For the years ended December 31, 2023 and 2022, there was no impairment recognized for investments in privately-held companies.

Program related notes receivable – Program related notes receivable consists of loans to commercial companies which support the Foundation's charitable objectives and accrued interest related thereto. Program related notes receivable are recorded at the outstanding principal balance, plus accrued interest that has been added to the principal balance per the terms of the loan agreement. Management determines the allowance for doubtful accounts by evaluating individual balances and assessing the likelihood of collections. No allowance for credit loss for the program related notes receivable has been recorded at December 31, 2023 and 2022.

Grants payable/expense – Grants are recorded by the Foundation upon approval by the Board of Directors, provided the grant is not subject to future barriers. Grants with payment terms in excess of one year were not subject to discounting as the Foundation believes the discount is insignificant to the financial statements as a whole.

Conditional grants are recognized as grant expenses and as a grant payable in the period in which the grantee meets the terms of the conditions. Conditional grants for the years ended December 31, 2023 and 2022, amounted to \$8,840,000 and \$15,620,000, respectively. The conditions are expected to be met through the year ending December 31, 2027.

Functional expense allocations – The costs of providing program services and supporting services have been summarized on a functional basis in the statements of activities. Accordingly, costs have been allocated among program services and supporting services based on direct usage of resources.

Valhalla Foundation

Notes to Financial Statements

Contribution revenue – Contributions, including donated securities, are recorded at the fair value of the gift at the date of the donation. Subsequent gains or losses on donated securities are recognized in the statements of activities. Donor-restricted contributions are reported as increases in net assets with donor restrictions depending on the nature of the restrictions. There were no contributions received for the years ended December 31, 2023 or 2022.

Concentration of risk – Financial instruments, which potentially subject the Foundation to concentrations of credit risk, consist primarily of investment in equity instruments in excess of Securities Investor Protection Corporation insurance limits. The Foundation's cash has been placed with a major financial institution. At times, such amounts may exceed Federal Deposit Insurance Corporation limits. The Foundation has not experienced any losses in such accounts in the past.

Use of estimates – The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America (U.S. GAAP) requires management to make estimates and assumptions. Those estimates and assumptions affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates.

Subsequent events – Subsequent events are events or transactions that occur after the statement of financial position date but before the financial statements are available to be issued. The Foundation recognizes in the financial statements the effects of all subsequent events that provide additional evidence about conditions that existed at the date of the statement of financial position, including any estimates inherent in the process of preparing the financial statements. The Foundation's financial statements do not recognize subsequent events that provide evidence about conditions that did not exist at the date of the statement of financial position but arose after the statement of financial position date and before the financial statements were available to be issued.

The Foundation has evaluated subsequent events through July 24, 2024, which is the date the financial statements were available to be issued.

Note 2 – Investments and Fair Value Measurements

Investments – In accordance with U.S. GAAP, the Foundation determines the fair value of assets and liabilities consistent with a fair value framework that defines fair value for financial reporting, establishes a hierarchy for measuring fair value, and requires additional disclosures about the use of fair value measurements.

Fair value measurement reporting provides a consistent definition of fair value which focuses on an exit price, which is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value reporting standards prioritize, within the measurement of fair value, the use of market-based information over entity-specific information and establish a three-level hierarchy for fair value measurements based on the nature of inputs used in the valuation of an asset or liability as of the measurement date.

Valhalla Foundation

Notes to Financial Statements

For those investments not held at net asset value, the three-level hierarchy for fair value measurements is defined as follows:

Level 1 – Quoted prices in active markets for identical assets or liabilities. Common stock is valued using quoted market prices.

Level 2 – Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 – Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

In certain cases, inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, an investment's level within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement where Level 1 is the highest and Level 3 is the lowest. The Foundation's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to the investment.

The following summarizes the composition of investments, at fair value, at December 31, 2023 and 2022:

	Fair Value as of December 31, 2023			Total
	Level 1	Level 2	Level 3	
Fixed Income Funds				
Domestic	\$ 145,254,087	\$ -	\$ -	\$ 145,254,087
International	39,458,141	-	-	39,458,141
Global Equity	355,015,069	-	-	355,015,069
	\$ 539,727,297	\$ -	\$ -	539,727,297
Measured at NAV				
Alternative Investments				
Venture Capital and Private Equity				41,486,332
Total Investments				\$ 581,213,629

Valhalla Foundation
Notes to Financial Statements

	Fair Value as of December 31, 2022			Total
	Level 1	Level 2	Level 3	
Fixed Income Funds				
Domestic	\$ 151,538,833	\$ -	\$ -	\$ 151,538,833
International	44,906,945	-	-	44,906,945
Global Equity	379,432,405	-	-	379,432,405
	<u>\$ 575,878,183</u>	<u>\$ -</u>	<u>\$ -</u>	575,878,183
Measured at NAV				
Alternative Investments				
Venture Capital and Private Equity				33,961,450
Total Investments				<u>\$ 609,839,633</u>

Alternative investments – The fair values associated with the alternative investments were estimated using the NAV per share (practical expedient) of the underlying investment funds using information provided by the individual fund managers and communications with the fund managers.

Valuation of alternative investments requires significant judgment by the Foundation due to the absence of quoted market values and the long-term nature of such investments.

The following table represents the liquidity and redemption restrictions on alternative investments above:

Strategies	Fair Value at December 31, 2023	Unfunded Commitment	Redemption Frequency	Redemption Notice Period
Venture capital and private equity	\$ 41,486,332	\$ 36,879,570	Illiquid	N/A

The Foundation's venture capital and private equity investment strategy seeks capital appreciation in companies across a broad range of business stages. These investments are valued no less than quarterly based on the NAV reported by the fund manager as the practical expedient.

Note 3 – Investments in Privately-Held Companies

Investments held in privately-held companies are recorded at cost less impairment. The following is a summary of investments as of December 31:

	2023	2022
Privately-held companies		
Equities	\$ 12,857,793	\$ 11,378,975
Impairment	(2,864,772)	(2,864,772)
Total	<u>\$ 9,993,021</u>	<u>\$ 8,514,203</u>

Valhalla Foundation

Notes to Financial Statements

The investments are in companies that are privately-held and in early stages of growth. The Foundation's privately-held company investments seek capital appreciation and alignment with the Foundation's charitable objectives, and are dependent upon the performance of these companies. Distributions from the Foundation's investments are dependent on a secondary market and the demand for such non-publicly traded stock.

The Foundation does not maintain direct operational control of these privately-held companies.

Note 4 – Liquidity and Funds Available

The following table reflects the Foundation's financial assets as of December 31, 2023 and 2022, reduced by amounts not available for general expenditure within one year. Financial assets are considered unavailable when illiquid or not convertible to cash within one year.

Financial assets available to meet cash needs for general expenditures within one year as of December 31:

	2023	2022
Financial assets		
Cash and cash equivalents	\$ 10,837,895	\$ 19,408,181
Accounts receivable	4,578	12,205
Note receivables - program related	277,763	559,702
Investments held at fair value	581,213,629	609,839,633
Investments in privately-held companies held at cost	9,993,021	8,514,203
Financial assets, at December 31:	602,326,886	638,333,924
Less those unavailable for general expenditure within one year, due to:		
Notes receivable, collectible beyond one year	277,763	559,702
Investments not convertible to cash within the next 12 months	51,479,353	42,475,653
Financial assets available to meet cash needs for general expenditures within one year	\$ 550,569,770	\$ 595,298,569

Note 5 – Grants Payable

Grants payable by maturity date as of December 31, 2023, are summarized as follows:

Years Ending December 31,

2024	\$ 73,805,569
2025	37,106,667
2026	18,553,332
2027	9,253,332
Thereafter	7,500,000
Grants payable	\$ 146,218,900

