(A Charitable Trust)

FINANCIAL STATEMENTS

November 30, 2019 and 2018



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Independent Auditor's Report

To the Board of Directors
The Kenneth T. and Eileen L. Norris Foundation
Long Beach, California

We have audited the accompanying financial statements of The Kenneth T. and Eileen L. Norris Foundation (a charitable trust) which comprise the statements of financial position as of November 30, 2019 and 2018, and the related statements of activities and changes in net assets, functional expenses, and cash flows for the years 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 audits. We conducted our audits 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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The Kenneth T. and Eileen L. Norris Foundation Independent Auditor's Report Page 2

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Opinion

In our opinion, the financial statements referred to on the previous page present fairly, in all material respects, the financial position of The Kenneth T. and Eileen L. Norris Foundation as of November 30, 2019 and 2018, and the results of its operations and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

February 29, 2020

Los Angeles, California

(A Charitable Trust)
Statements of Financial Position
November 30, 2019 and 2018

ASSETS

		2019	 2018
ASSETS:			
Cash and cash equivalents	\$	10,667,547	\$ 4,623,717
Investments, at fair value Accrued interest and dividends		236,090,187	220,776,149
Prepaid federal excise taxes		673,899 157,891	823,442
Prepaid expenses and other assets		2,826	2,826
r ropala expenses and eater deeds		2,020	2,020
TOTAL ASSETS	\$	247,592,350	\$ 226,226,134
LIABILITIES AND NE	T AS	<u>SETS</u>	
LIABILITIES:			
Grants payable, net	\$	5,686,700	\$ 6,575,178
Federal and state taxes payable		-	21,907
Deferred tax liability		2,207,388	2,808,801
TOTAL LIABILITIES		7,894,088	9,405,886
NET ASSETS - WITHOUT DONOR RESTRICTIONS		239,698,262	 216,820,248
TOTAL LIABILITIES AND NET ASSETS	\$	247,592,350	\$ 226,226,134

(A Charitable Trust)

Statements of Activities and Changes in Net Assets
Years Ended November 30, 2019 and 2018

	2019			2018
REVENUES AND GAINS:				
Investment income, net	\$	32,964,207	\$	13,400,154
EXPENSES:				
Program services		10,137,990		8,829,871
General and administrative		406,822		395,981
Federal excise tax expense (benefit)		(458,619)		255,962
TOTAL EXPENSES		10,086,193		9,481,814
CHANGES IN NET ASSETS		22,878,014		3,918,340
NET ASSETS - WITHOUT DONOR RESTRICTIONS:				
BEGINNING OF YEAR		216,820,248		212,901,908
END OF YEAR	\$	239,698,262	\$	216,820,248

(A Charitable Trust)
Statements of Functional Expenses
Years Ended November 30, 2019 and 2018 (Comparative Totals Only)

	Year Ended November 30, 2019							Year Ended November 30, 2018						
	General and							General and						
		Programs	Adr	ministrative	To	tal Expenses		Programs	_Adr	ministrative	Tot	al Expenses		
Grants	\$	9,141,422	\$	_	\$	9,141,422	\$	7,860,760	\$	_	\$	7,860,760		
Compensation and benefits		736,544		261,097		997,641		682,589		241,971		924,560		
Occupancy		56,665		26,666		83,331		49,875		23,470		73,345		
Professional fees		95,657		68,937		164,594		74,220		54,103		128,323		
Conferences and travel expenses		19,525		9,188		28,713		66,264		31,183		97,447		
Office and administration		88,177		40,934		129,111		96,163		45,254		141,417		
Total	\$	10,137,990	\$	406,822	\$	10,544,812	\$	8,829,871	\$	395,981	\$	9,225,852		

THE KENNETH T. AND EILEEN L. NORRIS FOUNDATION
(A Charitable Trust)
Statements of Cash Flows
Years Ended November 30, 2019 and 2018

	2019			2018		
CASH FLOWS FROM OPERATING ACTIVITIES						
Changes in net assets	\$	22,878,014	\$	3,918,340		
Adjustments to reconcile changes in net assets						
to net cash used in operating activities Realized and unrealized gains on investments, net		(27,616,966)		(8,000,775)		
Amortization of premium or discount on investments, net		(27,010,900) 147,755		(85,920)		
Deferred tax expense		(601,413)		(44,733)		
Change in operating assets and liabilities:		(001,110)		(11,700)		
(Increase) decrease in accrued interest and dividends		149,543		(58,399)		
(Decrease) in prepaid taxes		(157,891)		-		
(Decrease) in grants payable		(888,478)		(1,486,518)		
(Decrease) in taxes payable		(21,907)		(40,595)		
NET CASH USED IN OPERATING ACTIVITIES		(6,111,343)		(5,798,600)		
CASH FLOWS FROM INVESTING ACTIVITIES						
Proceeds from sale, maturity and redemption of investments		17,175,750		19.692.389		
Purchase of investments		(5,020,577)		(9,770,384)		
NET CASH PROVIDED BY INVESTING ACTIVITIES		10 1EE 170		0.022.005		
NET CASH PROVIDED BY INVESTING ACTIVITIES		12,155,173		9,922,005		
NET INCREASE IN CASH AND CASH EQUIVALENTS		6,043,830		4,123,405		
CASH AND CASH EQUIVALENTS, Beginning of Year		4,623,717		500,312		
CASH AND CASH EQUIVALENTS, End of Year	\$	10,667,547	\$	4,623,717		
CASH PAID DURING THE YEAR FOR:						
Federal excise taxes paid	\$	300,695	\$	278,798		

(A Charitable Trust) Notes to Financial Statements November 30, 2019 and 2018

NOTE 1 — ORGANIZATION AND NATURE OF ACTIVITIES

The Kenneth T. and Eileen L. Norris Foundation (the "Foundation"), a charitable trust, was created in September 1963 by gift of property from Kenneth T. and Eileen L. Norris. The Foundation is a private foundation as defined in Section 509(a) of the Internal Revenue Code, and, accordingly, the Foundation and its trustees are subject to the provisions of the Internal Revenue Code of 1986 and the laws of the State of California. The terms of the trust indenture provide that, either directly or indirectly, the assets and income are to be applied exclusively for charitable purposes.

Grants are awarded to tax-exempt organizations that fall into one of the Foundation's five funding areas:

- 1. Medicine
- 2. Education / Science
- 3. Youth
- 4. Community
- 5. Cultural (the Arts)

Additionally, the Trustees of the Foundation have limited ability to make discretionary contributions to other qualified tax-exempt organizations.

NOTE 2 — SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation — The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("US GAAP").

Net Assets – The statements of financial position and statements of activities and changes in net assets report total assets, liabilities, net assets and changes in net assets in accordance with the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 958-205, "Financial Statements of Not-for-Profit Organizations." Accordingly, net assets of the Foundation and changes therein present balances and transactions according to the existence or absence of donorimposed restrictions and are classified as follows:

- Net Assets Without Donor Restrictions Net assets not subject to donor-imposed stipulations and that may be expended for any purpose in performing the objectives of the Foundation.
- Net Assets With Donor Restrictions Net assets that are subject to donor-imposed restrictions
 that limit the use of their contributions. Donor restrictions may result in temporarily restricted net
 assets, where the use of contributions is limited by donor-imposed stipulations that either expire
 by the passage of time or when used for specified purposes. Donor restrictions may also result
 in permanently restricted net assets, where the donor stipulations neither expire by the passage
 of time nor can be fulfilled or otherwise removed by the Foundation's actions.

For the years ended November 30, 2019 and 2018, all activities of the Foundation are classified as unrestricted due to the lack of donor-imposed restrictions.

Cash and Cash Equivalents — For purposes of reporting cash flows, cash and cash equivalents include cash and investments in U.S. Treasury bills and money market investments with original maturities of 90 days or less at the date of acquisition.

(A Charitable Trust) Notes to Financial Statements November 30, 2019 and 2018

NOTE 2 — SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – (CONTINUED)

Investments — Investments are stated at fair value with unrealized gains and losses on investments resulting from fair value fluctuations recorded in the statements of activities in the period that such fluctuations occur. Purchases and sales of investments are recorded on the trade date. Dividend income is recorded based on the record date. Interest income is recorded as earned on an accrual basis. Bond premiums and discounts are amortized to the first call date using a method that approximates the effective interest method. Realized gains and losses are recorded upon disposition of securities. Investment income and realized and unrealized gains and losses are recognized as unrestricted net assets, unless their use is temporarily or permanently restricted by donors to a specified purpose or future period.

Grants — Grants made by the Foundation are recognized as an expense in the period in which they are approved, provided the grant is not subject to future contingencies. If these grants are paid over a period exceeding one year, they are recorded at the net present value of future cash payments, using an applicable risk-free rate of return which approximates the U.S. Treasury bill rate. Grants that are conditioned upon future events are expensed when those conditions are substantially met. At November 30, 2019 and 2018 grants payable were discounted using the risk-free rates ranging from 1.4% to 2.8%.

Functional Expenses — The costs of providing the various programs and activities have been summarized on a functional basis. Expenses that can be identified with a specific program or supporting service are charged directly to the related program or supporting service. Expenses that are associated with program and supporting service are allocated based on estimates determined by management. The Foundation uses employee salaries based on job functions as a measure to allocate indirect costs for compensation and benefits among program or supporting services, and space occupancy as a basis to allocate occupancy and general overhead related indirect costs.

Income Taxes — The Foundation recognizes the impact of tax positions in the financial statements if the positions are more likely than not to be sustained on audit, based on the technical merits of the position. The Foundation has no unrecognized tax benefits, tax penalties or interest. The Foundation's federal income tax and informational returns for tax years ending November 30, 2016 and subsequent remain subject to examination by the Internal Revenue Service. The returns for California, the Foundation's most significant jurisdiction, remain subject to examination by the California Franchise Tax Board for years 2015 and subsequent.

The Foundation does not anticipate that there will be any material changes in the unrecognized tax positions over the next twelve months.

Concentrations of Credit Risk — The Foundation maintains its corporate cash accounts at one bank. Except for money market accounts, accounts are insured by the Federal Deposit Insurance Corporation up to \$250,000. Amounts held in money market accounts are not insured. At November 30, 2019 and 2018, the Foundation held \$10,613,562 and \$4,538,462, respectively, in money market investments.

Risks and Uncertainties — Investment securities, in general, are exposed to various risks, such as interest rate, credit and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in values of investment securities will occur in the near term. Such changes could materially affect the amounts reported in the statements of financial position and statements of activities.

(A Charitable Trust) Notes to Financial Statements November 30, 2019 and 2018

NOTE 2 —SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES — (CONTINUED)

Use of Estimates — The preparation of financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities as well as 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 period. Actual results could differ from those estimates.

Recently Issued Accounting Pronouncements – In February 2016, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2016-02, "Leases" (Topic 842). This ASU requires a lessee to recognize a right-of-use asset and a lease liability under most operating leases in its balance sheet. For non-public entities, the standard is effective for fiscal years beginning after December 15, 2020 and interim periods beginning the following year. Early adoption is permitted. The new standard must be adopted using a modified retrospective transition, and provides for certain practical expedients during the period of adoption. Transition will require application of the new guidance at the beginning of the earliest comparative period presented. Management is currently evaluating the impact this change in accounting standards will have on the Foundation's financial statements and related disclosures.

Reclassifications – Certain amounts from prior year have been reclassified to conform to the current year presentation.

Subsequent Events – Subsequent events have been evaluated through February 29, 2020, the date the financial statements were available to be issued, and management has determined that no additional disclosures are required.

NOTE 3 — LIQUIDITY

Financial assets consist of the Foundation's cash, cash equivalents, receivables, and investments. The following schedule summarizes the Foundation's financial assets available to meet cash needs for financial obligations due within one year of November 30, 2019.

Cash and cash equivalents	\$ 10,667,547
Investments	236,090,187
Accrued interest and dividends	 673,899
Financial assets at November 30, 2019	\$ 247,431,633

The Foundation has an investment policy authorized by the board of directors that provides guidance and oversight for the management of cash and cash equivalents and investments. The policy provides that the Foundation maintain an adequate level of cash to meet on-going operational requirements. In addition, the policy sets forth the structure for investment of excess cash based on the financial needs of the Foundation, the time horizon of those needs and Foundation's investment philosophy.

(A Charitable Trust) Notes to Financial Statements November 30, 2019 and 2018

NOTE 4 — INVESTMENTS

The Foundation's investments are reported at fair value. Fair value is defined as the price that would be received upon selling an investment in an orderly transaction to an independent buyer in the principal or most advantageous market of the investment. A three-tiered hierarchy is employed to maximize the use of observable market data and minimize the use of unobservable inputs, and to establish classification of fair value measurements for disclosure purposes. Inputs refer broadly to the assumptions that market participants would use in pricing the asset, including assumptions about risk. Inputs may be observable or unobservable. Observable inputs are inputs that reflect assumptions market participants would use in pricing the asset developed based on market data obtained from sources independent of the reporting entity. Unobservable inputs are inputs that reflect the reporting entity's own assumptions about the assumptions market participants would use in pricing the asset developed based on the best information available.

The three-tier hierarchy of inputs is summarized in the three broad levels listed below:

Level 1 - Quoted prices in active markets for identical investments

<u>Level 2</u> - Other significant observable inputs (including quoted prices for similar investments, interest rates, prepayment speeds, credit risk, etc.)

<u>Level 3</u> - Significant unobservable inputs (including the entity's own assumptions in determining fair value of investments)

The Foundation uses Net Asset Value ("NAV") per share or its equivalent to value private investments in limited partnerships. In some instances, the NAV may not equal the fair value that would be calculated under fair value accounting standards. Valuations provided by fund administrators consider variables such as the financial performance of underlying investments, recent sales prices of underlying investments and other pertinent information. In addition, actual market exchanges at year-end provide additional observable market inputs of the exit price. The Foundation reviews valuations and assumptions provided by fund administrators for reasonableness and believe that the carrying amounts of these investments are reasonable estimates of fair value.

As of November 30, 2019 and 2018, the Foundation's investments consisted of:

		20	19		20	18	
		Cost or			Cost or		
	An	nortized Cost	Fair Value	An	nortized Cost		Fair Value
Equity securities Mortgage backed securities Corporate obligations Exchange-traded funds U.S. and state governments obligations	\$	29,181,436 - 26,637,368 14,607,684 6,425,065	\$ 165,394,451 - 27,079,296 32,731,944 6,760,907	\$	30,274,721 232,094 31,006,039 10,606,797 7,929,856	\$	153,678,568 228,359 30,450,143 24,799,700 7,869,141
Mutual funds	_	1,098,730	4,120,947		1,098,730	_	3,739,039
Subtotal - investment securities		77,950,283	236,087,545		81,148,237		220,764,950
Limited partnership interests		2,709	2,642		11,284		11,199
	\$	77,952,992	\$ 236,090,187	\$	81,159,521	\$	220,776,149

(A Charitable Trust) Notes to Financial Statements November 30, 2019 and 2018

NOTE 4 — INVESTMENTS – (CONTINUED)

As of November 30, 2019 and 2018, the Foundation's investments were classified by level within the valuation hierarchy as follows:

		2019		2018						
	Level 1	Level 2	Total	Level 1		Level 2	Total			
Equity securities Mortgage backed securities Corporate bonds Exchange-traded funds U.S. and state obligations Mutual funds	\$ 165,394,451 - - 32,731,944 6,760,907 4,120,947	\$ - - 27,079,296 - - -	\$ 165,394,451 - 27,079,296 32,731,944 6,760,907 4,120,947	\$ 153,678,568 - - 24,799,700 7,869,141 3,739,039	\$	- 228,359 30,450,143 - - -	\$ 153,678,568 228,359 30,450,143 24,799,700 7,869,141 3,739,039			
Subtotal	\$ 209,008,249	\$ 27,079,296	236,087,545	\$ 190,086,448	\$	30,678,502	\$ 220,764,950			
Investments measured at NA\ Limited partnership interes			2,642				11,199			
TOTAL			\$ 236,090,187				\$ 220,776,149			

There were no investments classified in the Level 3 fair value hierarchy.

The following is a summary of investment income for the years ended of November 30, 2019 and 2018:

	2019	2018
Interest Dividends Net realized and unrealized gains	\$ 1,216,513 4,261,240 27,616,966	\$ 1,334,981 4,191,646 8,000,775
Investment expenses: Advisory fees	(130,512)	(127,248)
Investment income, net of fees	\$ 32,964,207	\$ 13,400,154

Advisory fees included above consist of both fees paid to outside investment advisors and direct internal salary allocation related to the direct conduct and supervision of the strategic and tactical activities of generating investment return.

(A Charitable Trust) Notes to Financial Statements November 30, 2019 and 2018

NOTE 5 — GRANTS PAYABLE

Grants payable include unconditional grants approved by the Foundation during the current or previous years that will be paid in future years. Grants payable at November 30, 2019 are expected to be paid as follows:

\$ 2,450,000
1,750,000
1,600,000
100,000
5,900,000
(213,300)
\$ 5,686,700

Cash payments made on unconditional grants were \$10,029,900 and \$9,339,000 during the years ended November 30, 2019 and 2018, respectively.

NOTE 6 — RELATED PARTY TRANSACTIONS

Certain trustees of the Foundation are also officers of KTN Enterprises, Inc. ("KTNE"). KTNE provides all investment management, administrative and accounting services to the Foundation. The Foundation is charged an administrative fee for these services based on an approximate percentage of total invested assets under KTNE's management. These annual administrative fees were \$1,280,000 and \$1,250,000 for the years ended November 30, 2019 and 2018, respectively and included in the corresponding expense categories on the statement of functional expenses.

Additionally, trustees of the Foundation receive consulting fees for serving on the Board of Directors. Fees paid to the trustees were \$60,000 and \$51,000 for the years ended November 30, 2019 and 2018, respectively.

Certain trustees, officers, or managers of the Foundation also serve as directors of organizations receiving contributions. During the year ended November 30, 2019 and 2018, such organizations received approximately \$265,000 and \$165,000, respectively, from the Foundation.

NOTE 7 — FEDERAL INCOME AND EXCISE TAXES

The Foundation qualifies as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code (the "Code"). As a qualified Section 501(c)(3) organization, it is exempt from income taxes on the basis that it qualifies for exemption under Section 501(a) of the Internal Revenue Code and Section 23701d of the California Revenue and Taxation Code. However, the Foundation is subject to income taxes on any net income that is derived from a trade or business, regularly carried on, and not in furtherance of the purposes for which it was granted exemption. No income tax provision has been recorded for unrelated business income as there was no net income from any such trade or business for the years ended November 30, 2019 and 2018.

(A Charitable Trust) Notes to Financial Statements November 30, 2019 and 2018

NOTE 7 — FEDERAL INCOME AND EXCISE TAXES – (CONTINUED)

Since the Foundation has been classified as a private foundation, it is subject to federal excise tax on investment income, generally imposed at the rate of 2.00% on a private foundation. The excise tax may be reduced by 1.0% based on a formula provided under the Internal Revenue Code. The Foundation recognized excise taxes at the rate of 1.00% during the years ended November 30, 2019 and 2018.

On December 20, 2019, President Trump signed the Further Consolidated Appropriations Act, 2020. The bill created a flat net investment income ("NII") excise tax rate of 1.39% for private foundations. The new NII law went into effect for private foundations with tax years beginning after December 20, 2019. The Foundation provides for deferred federal excise taxes and deferred tax liability on unrealized gains on investments at this rate of 1.39%, which is an estimate of the effective rate expected to be paid at the time the gains are realized, if ever. The effect of changing the rate at which management estimates the deferred tax liability will be recognized from 2.00% to 1.39% resulted in a deferred tax benefit of approximately \$969,000. This deferred tax benefit is reflected in the accompanying statement of activities.

Federal income tax regulations also require the Foundation to distribute, before the close of the following year, five percent of the market value of its aggregate non-charitable assets, reduced by federal excise taxes, or are subject to 15% excise tax on undistributed income. The Foundation makes timely qualified distributions in order to satisfy the minimum distribution requirements of the code.

The components of the Foundation's federal excise tax expense in the statement of activities for the years ended November 30, 2019 and 2018 are as follows:

	 2019	2018		
Federal excise taxes Current Deferred	\$ 142,794 (601,413)	\$	300,695 (44,733)	
Total	\$ (458,619)	\$	255,962	

NOTE 8 – LEASE COMMITMENTS

The Company has a non-cancelable lease for its current office space through July 31, 2021. Rent expense for the years ended November 30, 2019 and 2018 was \$57,365 and \$49,880, respectively.

The future aggregate rental payments under the lease are summarized as follows:

Years Ending November 30,	
2020	\$ 56,515
2021	 38,350
	\$ 94,865