

REPORT OF
MIDWAY USA FOUNDATION, INC.
DECEMBER 31, 2018 AND 2017

INDEPENDENT AUDITORS' REPORT

To the Board of Directors
Midway USA Foundation, Inc.

We have audited the accompanying financial statements of Midway USA Foundation, Inc. (the Foundation), which comprise the statements of financial position as of December 31, 2018 and 2017; the related statements of activities, functional activities 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 U.S. generally accepted accounting principles; 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.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with U.S. generally accepted auditing standards. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of 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 auditors' 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 Foundation'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 Foundation'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.

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 2017, and the changes in its net assets and its cash flows for the years then ended in accordance with U.S. generally accepted accounting principles.



July 12, 2019

MIDWAY USA FOUNDATION, INC.

STATEMENTS OF FINANCIAL POSITION
December 31, 2018 and 2017

	<u>2018</u>	<u>2017</u>
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	\$ 4,232,750	\$ 9,611,689
Investments	132,578,176	129,711,369
Accrued interest receivable	67,917	57,474
Prepaid expenses	492,225	521,144
Total current assets	<u>137,371,068</u>	<u>139,901,676</u>
SOFTWARE AND EQUIPMENT, NET	<u>-</u>	<u>257,168</u>
Total assets	<u><u>\$ 137,371,068</u></u>	<u><u>\$ 140,158,844</u></u>
LIABILITIES AND NET ASSETS		
CURRENT LIABILITIES		
Accounts payable	\$ 47,909	\$ 8,631
Accrued liabilities	75,441	86,163
Total current liabilities	<u>123,350</u>	<u>94,794</u>
NET ASSETS - WITHOUT DONOR RESTRICTIONS	<u>137,247,718</u>	<u>140,064,050</u>
Total liabilities and net assets	<u><u>\$ 137,371,068</u></u>	<u><u>\$ 140,158,844</u></u>

The notes to the financial statements are an integral part of these statements.

MIDWAY USA FOUNDATION, INC.

**STATEMENTS OF ACTIVITIES
For the Years Ended December 31, 2018 and 2017**

	2018	2017
OPERATING REVENUES AND OTHER SUPPORT		
Contributions	\$ 10,545,738	\$ 26,324,716
Other	1,077	980
Total operating revenues and other support	10,546,815	26,325,696
OPERATING EXPENSES		
Program services	6,605,735	5,834,139
Supporting services		
Management and general	509,998	487,112
Fund-raising	198,024	225,604
Total operating expenses	7,313,757	6,546,855
Increase (decrease) in net assets from operating activities	3,233,058	19,778,841
OTHER REVENUE (EXPENSE)		
Net investment return (loss)	(6,015,769)	13,899,645
Net rental income, net of expenses of \$187 and \$19,624, respectively	1,019	8,197
Loss on disposal of land	(34,640)	(34,299)
Decrease in net assets from other revenue (expense)	(6,049,390)	13,873,543
Total increase (decrease) in net assets	(2,816,332)	33,652,384
NET ASSETS WITHOUT DONOR RESTRICTIONS		
Beginning of year	140,064,050	106,411,666
End of year	\$ 137,247,718	\$ 140,064,050

The notes to the financial statements are an integral part of these statements.

MIDWAY USA FOUNDATION, INC.
STATEMENTS OF FUNCTIONAL EXPENSES
Years Ended December 31, 2018 and 2017

	2018			
	Supporting Services			
	Program	Management and General	Fundraising	Total
Grants and awards	\$ 5,978,579	\$ -	\$ -	\$ 5,978,579
Employee compensation and payroll taxes	404,122	314,765	117,162	836,049
Miscellaneous	25,231	22,632	38,473	86,336
Rent	67,885	50,694	14,706	133,285
Insurance	42,271	31,567	9,157	82,995
Information technology services	61,744	46,108	13,376	121,228
Professional fees	-	41,393	4,573	45,966
Travel and meals	25,903	671	577	27,151
Amortization and depreciation	-	2,168	-	2,168
Total expenses	\$ 6,605,735	\$ 509,998	\$ 198,024	\$ 7,313,757

	2017			
	Supporting Services			
	Program	Management and General	Fundraising	Total
Grants and awards	\$ 5,236,302	\$ -	\$ -	\$ 5,236,302
Employee compensation and payroll taxes	407,916	309,688	122,683	840,287
Miscellaneous	16,694	19,616	60,464	96,774
Rent	66,612	48,327	15,673	130,612
Insurance	42,638	30,933	10,032	83,603
Information technology services	43,930	32,805	9,517	86,252
Professional fees	-	42,833	3,126	45,959
Travel and meals	20,047	88	4,109	24,244
Amortization and depreciation	-	2,822	-	2,822
Total expenses	\$ 5,834,139	\$ 487,112	\$ 225,604	\$ 6,546,855

The notes to the financial statements are an integral part of these statements.

MIDWAY USA FOUNDATION, INC.

STATEMENTS OF CASH FLOWS
For the Years Ended December 31, 2018 and 2017

	2018	2017
CASH FLOWS FROM OPERATING ACTIVITIES		
(Decrease) increase in net assets	\$ (2,816,332)	\$ 33,652,384
Adjustments to reconcile (decrease) increase in net assets to net cash provided by operating activities:		
Depreciation	2,168	2,822
Amortization of investment premiums	9,746	11,855
Unrealized losses (gains) on investments	11,037,824	(9,790,574)
Realized (gains) losses on investments	(1,490,604)	(1,823,340)
Expenses related to sale of contributed land	34,640	34,299
Contributions of stock	(2,951,813)	-
Adjustments for (increases) decreases in operating assets and increases (decreases) in operating liabilities:		
Accrued interest receivable	(10,443)	(34,195)
Prepaid expenses	28,919	357,484
Accounts payable	39,278	(58)
Accrued liabilities	(10,722)	16,202
Net cash provided by operating activities	3,872,661	22,426,879
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of investments	(41,275,278)	(40,152,295)
Distributions of investments	663,248	206,799
Proceeds from sale of land	220,360	490,701
Proceeds from sale of investments	31,140,070	20,944,082
Net cash (used) by investing activities	(9,251,600)	(18,510,713)
Net increase (decrease) in cash and cash equivalents	(5,378,939)	3,916,166
Cash and cash equivalents, beginning of year	9,611,689	5,695,523
Cash and cash equivalents, end of year	\$ 4,232,750	\$ 9,611,689
SUPPLEMENTAL CASH FLOW DISCLOSURE		
Non-cash investing activity:		
Contributions of stock	\$ 2,951,813	\$ -

The notes to the financial statements are an integral part of these statements.

MIDWAY USA FOUNDATION, INC.

NOTES TO FINANCIAL STATEMENTS

1. SIGNIFICANT ACCOUNTING POLICIES

Nature of activities: The Midway USA Foundation, Inc. (the Foundation) was incorporated on December 19, 2007, with a mission to raise and invest money to support charitable and educational programs which teach firearms safety, shooting, hunting and outdoor skills. During 2008, the Foundation established the Team Endowment Account Program, which accepts donations to provide funding to schools to begin or enhance shooting sports programs. During 2014, the Foundation established an agency endowment program which accepts donations to provide funding for non-profit organizations with missions that complement the mission of the Foundation. During 2015, the Foundation also established a designated funds program, which is similar to the Team Endowment Account Program but with a wider mission. Grants from the designated funds program will be issued for the benefit of youth shooting sports, youth education and conservation programs within the mission of the Organization.

Basis of accounting: The financial statements of the Foundation have been prepared on the accrual basis of accounting. Therefore, revenues are recognized when earned, and expenses are recognized when incurred.

Statement of Functional Expenses: The costs of providing programs and other activities have been summarized on a functional basis in the Statement of Functional Expenses. Accordingly, certain costs have been allocated among the program and supporting services benefited.

Estimates: The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Cash and cash equivalents: The Foundation considers all highly liquid investments with a maturity of three months or less, when purchased, to be cash equivalents.

Periodically, the Foundation maintains cash on deposit at financial institutions in excess of amounts insured by the U.S. Federal Deposit Insurance Corporation (FDIC).

Valuation of investments: Investments in debt and equity securities are reported in the financial statements at fair value as of the end of the fiscal year. Fair value is determined by quoted market prices for securities listed on national exchanges or over-the-counter markets. Fair values for hedge funds and private equity limited partnership investments for which market quotations are not readily available represent net asset value or other valuations provided by the investment funds' managers. Purchases and sales of securities are recorded on a trade date basis. Realized investment gains and losses are determined on the specific identification basis. Dividends are recorded on the declaration date. Interest is recorded when earned.

Investment securities of the Foundation are exposed to various risks, such as interest rates, market, and credit. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term would materially affect the amounts reported in the statements of financial position.

Prepaid expenses: Prepaid expenses include purchases of fundraising supplies to be donated as non-cash grants to eligible schools and programs to use in their fundraising activities. The expense is recorded when the supplies are shipped to the school or program. Total fundraising supplies included in prepaid expenses were \$463,372 and \$485,557 December 31, 2018 and 2017, respectively. See Note 5 for related expense included in program services – grants and awards in the Statement of Activities.

Software and equipment: The Foundation records the purchase of software and equipment at cost. Donated software and equipment are recorded at fair value at the date of the donation. During 2015, the Foundation adopted a capitalization policy whereby purchases of software and equipment totaling \$5,000 or more will be capitalized. Maintenance, repairs, and minor improvements are charged to expense as incurred. All equipment is being depreciated using the straight-line method over useful lives ranging from 3 to 5 years.

Tax status: The Foundation is exempt from federal income taxes as a public charity under the provisions of Internal Revenue Code section 501(c)(3). The Foundation's tax returns are subject to examination by the Internal Revenue Service. Any interest or penalties incurred related to income tax filings are reported within general and administrative expenses in the consolidated statements of income.

Financial statement presentation: The Foundation reports information regarding its financial position and activities based on the existence or absence of donor-imposed restrictions. Accordingly, net assets and changes therein are classified and reported as follows:

Net assets without donor restrictions: Net assets without donor restrictions are available for use in general operations and not subject to donor restrictions. Gifts of cash and other assets received without donor stipulations are reported as revenue without donor restrictions.

Net assets with donor restrictions: Net assets with donor restrictions are subject to donor-imposed restrictions. Some donor-imposed restrictions are temporary in nature, such as those that will be met by the passage of time or other events specified by the donor. Other donor-imposed restrictions are perpetual in nature, where the donor stipulates that resources be maintained in perpetuity. Donor-imposed restrictions are released when a restriction expires, that is, when the stipulated time has elapsed, when the stipulated purpose for which the resource has been fulfilled, or both. The Foundation currently does not have net assets with donor restrictions.

Currently, contributions may be designated for a specific program, school or agency, but the Foundation has final determination of use. As a result, no restricted contributions have been received through December 31, 2018.

Contributions: The Foundation reports gifts of cash and other assets as net assets without donor restrictions. Contributions, including unconditional promises to give, are recognized as revenues in the period in which the promises are made, at net realizable value. Contributions which are conditional promises to give, including bequests, are recognized at their estimated fair value in the period in which the conditions were met. As of December 31, 2018 and 2017, the Foundation has no unconditional promises to give.

Donated materials and services: Donated materials are recorded as contributions at their estimated value on the date of receipt. Donated services are reported if they create a nonfinancial asset or would typically need to be purchased by the Foundation if the services had not been provided by the contribution, require specialized skills, and are provided by individuals with those skills. If donated services meet the definition, they are recorded at the fair value of the services received. During the years ended December 31, 2018 and 2017, the Foundation did not receive any donated materials or services meeting those requirements.

Advertising: The Foundation expenses advertising and promotion costs as incurred. Advertising and promotion costs for the years ended December 31, 2018 and 2017, totaled \$16,470 and \$19,999, respectively.

Subsequent events: Events that have occurred subsequent to December 31, 2018, have been evaluated through July 12, 2019, which represents the date the Foundation's financial statements were approved by management and therefore available to be issued.

Reclassifications: Certain amounts in the 2017 financial statements have been reclassified to conform with the current year presentation.

2. INVESTMENTS

Investments include the following at December 31, 2018 and 2017:

	2018		2017	
	Cost	Fair Value	Cost	Fair Value
Investments:				
Mutual funds - equity	\$ 65,394,193	\$ 65,459,122	\$ 66,099,054	\$ 75,293,182
Mutual funds - fixed income	15,567,150	14,682,689	14,617,241	14,543,458
Common stock	11,316,436	11,198,903	8,142,311	10,082,107
Master limited partnerships	3,780,527	2,873,123	3,467,675	3,068,797
Bonds	10,508,658	10,378,985	9,315,790	9,262,040
Hedge Funds	16,627,650	17,380,132	12,600,000	13,203,823
Private Equity	8,949,745	10,605,222	4,008,616	4,257,962
Total	<u>\$ 132,144,359</u>	<u>\$ 132,578,176</u>	<u>\$ 118,250,687</u>	<u>\$ 129,711,369</u>

The following summarizes the net investment return for the years ended December 31, 2018 and 2017:

	2018	2017
Interest and dividend income	\$ 4,172,831	\$ 2,786,238
Realized and unrealized investment gains	(9,547,228)	11,613,773
Investment fees	<u>(641,372)</u>	<u>(500,366)</u>
Net investment return	<u>\$ (6,015,769)</u>	<u>\$ 13,899,645</u>

Fair value 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. For assets and liabilities required to be reported at fair value, U.S. generally accepted accounting principles prescribes a framework for measuring fair value and financial statement disclosures about fair value measurements. A fair value hierarchy has been established that distinguishes between market participant assumptions based on market data obtained from sources independent of the reporting entity (observable inputs that are classified within Levels 1 and 2 of the hierarchy) and the reporting entity's own assumptions about market participant assumptions (unobservable inputs classified within Level 3 of the hierarchy).

The three levels of the fair value hierarchy as prescribed by GAAP are as follows:

- Level 1 Valuation is based upon quoted prices (unadjusted) in active markets for identical assets or liabilities that the Foundation has the ability to access.
- Level 2 Valuation is based upon quoted prices for similar assets or liabilities in active markets, quoted market prices for identical or similar assets or liabilities in inactive markets, inputs other than quoted prices that are observable for the asset or liability, or inputs that are derived principally from or corroborated by observable market data by correlation or other means. Observable inputs may include interest rates, foreign exchange rates, and yield curves that are observable at commonly quoted intervals.

Level 3 Valuation is based on methodologies that are unobservable and significant to the fair value measure. These may be generated from model-based techniques that use at least one significant assumption based on unobservable inputs for the asset or liability, which are typically based on an entity's own assumptions, as there is little, if any, related market activity.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. 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 asset or liability. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The following is a description of valuation methodologies used for assets and liabilities recorded at fair value.

Mutual funds: Valued at quoted market prices available on an active market which is based on the underlying net asset value (NAV) of shares held by the Foundation at year-end.

Common stock and Master limited partnerships: Valued at closing price reported on the active market on which the individual securities/limited partnerships are traded.

U.S. government bonds: U.S. treasury notes and bonds are valued at the closing price reported in the market in which the individual security is traded. Other U.S. government bonds are valued at the closing price reported in the inactive market in which the bond is traded or valued based on yields currently available on comparable securities of issuers with similar credit ratings.

State and local government bonds: Certain bonds are valued at the closing price reported in the market in which the individual security is traded. Other state and local government bonds are valued at the closing price reported in the inactive market in which the bond is traded or valued based on yields currently available on comparable securities of issuers with similar credit ratings. When quoted prices are not available for identical or similar bonds, the bond is valued under a discounted cash flows approach that maximizes observable inputs such as current yields of similar instruments, but includes adjustments for certain risks that may not be observable, such as credit and liquidity risks.

Corporate bonds: Certain corporate bonds are valued at the closing price reported in the inactive market in which the bond is traded. Other corporate bonds are valued based on yields currently available on comparable securities of issuers with similar credit ratings. When quoted prices are not available for identical or similar bonds, the bond is valued under a discounted cash flows approach that maximizes observable inputs such as current yields of similar instruments, but includes adjustments for certain risks that may not be observable, such as credit and liquidity risks.

Special limited partnership interests: Investments in special limited partnership interests are recorded at fair value, as valued by the General Partner (GP) in the absence of readily ascertainable market values and based on significant unobservable inputs. These inputs include discounted cash flow models, production forecast, appraisals and sales of comparable underlying investments when available and are based on the best available information in the circumstances without further adjustment by the Foundation.

Hedge funds: Valued based on the NAV per share, without further adjustment by the Foundation. NAV is based upon the fair value of the underlying investments.

The table below presents the Foundation's assets measured at fair value on a recurring basis as of December 31, 2018 and 2017, aggregated by the level in the fair value hierarchy within which those measurements fall:

<u>2018</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Bonds				
U.S. agencies	\$ -	\$ 3,925,274	\$ -	\$ 3,925,274
Corporate bonds	-	6,453,711	-	6,453,711
Total fixed income	-	10,378,985	-	10,378,985
Common stock and Master limited partnerships				
Energy	3,312,371	-	-	3,312,371
Materials	731,106	-	-	731,106
Industrials	1,503,936	-	-	1,503,936
Consumer discretionary	644,985	-	-	644,985
Consumer staples	478,387	-	-	478,387
Health care	1,327,949	-	-	1,327,949
Financials	2,010,355	-	-	2,010,355
Services	711,423	-	-	711,423
Information technology	2,563,361	-	-	2,563,361
Communication services	339,062	-	-	339,062
Utilities	146,251	-	-	146,251
Real Estate	302,840	-	-	302,840
Total common stock and master limited partnerships	14,072,026	-	-	14,072,026
Mutual funds				
Fixed income				
High yield	7,992,314	-	-	7,992,314
Total return	5,233,774	-	-	5,233,774
Short-term	785,057	-	-	785,057
Floating rate	671,544	-	-	671,544
Equity				
Diversified emerging market funds	4,197,795	-	-	4,197,795
Dynamic allocation funds	5,717,890	-	-	5,717,890
International funds	21,432,591	-	-	21,432,591
Small cap value funds	931,983	-	-	931,983
Mid cap growth funds	-	-	-	-
Large cap growth funds	2,709,749	-	-	2,709,749
Real-estate funds	2,783,836	-	-	2,783,836
Managed futures	-	-	-	-
Nontraditional bonds	194,519	-	-	194,519
Mid cap blend funds	5,463,591	-	-	5,463,591
Large cap blend funds	22,027,168	-	-	22,027,168
Total mutual funds	80,141,811	-	-	80,141,811
Special limited partnership interests				
Investments at fair value	\$ 94,213,837	\$ 10,378,985	\$ 10,605,222	115,198,044
Investments at net asset value (NAV)				
Hedge funds				17,380,132
Total investments				<u>\$ 132,578,176</u>

<u>2017</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Bonds				
U.S. agencies	\$ -	\$ 3,100,277	\$ -	\$ 3,100,277
Corporate bonds	-	6,161,763	-	6,161,763
Total fixed income	-	9,262,040	-	9,262,040
Common stock and Master limited partnerships				
Energy	116,320	-	-	116,320
Materials	3,730,658	-	-	3,730,658
Industrials	990,508	-	-	990,508
Consumer discretionary	393,867	-	-	393,867
Consumer staples	446,819	-	-	446,819
Health care	980,138	-	-	980,138
Financials	1,912,075	-	-	1,912,075
Services	1,965,428	-	-	1,965,428
Information technology	2,455,006	-	-	2,455,006
Utilities	160,085	-	-	160,085
Total common stock and master limited partnerships	13,150,904	-	-	13,150,904
Mutual funds				
Fixed income				
High yield	8,303,154	-	-	8,303,154
Total return	1,837,041	-	-	1,837,041
Short-term	1,336,975	-	-	1,336,975
Floating rate	3,066,288	-	-	3,066,288
Equity				
Diversified emerging market funds	4,308,614	-	-	4,308,614
Dynamic allocation funds	10,304,128	-	-	10,304,128
International funds	21,500,226	-	-	21,500,226
Small cap value funds	774,947	-	-	774,947
Mid cap growth funds	150,717	-	-	150,717
Large cap growth funds	117,162	-	-	117,162
Real-Estate funds	6,581,335	-	-	6,581,335
Managed futures	68,992	-	-	68,992
Nontraditional bonds	74,988	-	-	74,988
Small cap blend funds	7,988,302	-	-	7,988,302
Large cap blend funds	23,423,771	-	-	23,423,771
Total mutual funds	89,836,640	-	-	89,836,640
Special limited partnership interests	-	-	4,257,962	4,257,962
Investments at fair value	\$ 102,987,544	\$ 9,262,040	\$ 4,257,962	116,507,546
Investments at net asset value (NAV)				
Hedge funds	-	-	-	13,203,823
Total investments	-	-	-	\$ 129,711,369

Special limited partnership interests – The Foundation’s equity investments include special limited partnership interests, which are considered alternative investments. These interests are considered Level 3 investments as defined above and as shown in the tables above. The Foundation has used unadjusted third party pricing for which information on quantitative unobservable inputs has not been provided, and the Foundation has not developed its own quantitative unobservable inputs. The Foundation is not aware of any changes that should be made to those values. Therefore, the disclosure in tabular format of quantitative information about unobservable inputs used in fair values estimates for level 3 investments is not disclosed.

The investment objective is to realize long-term compounded returns in excess of those available through conventional investments in public equity markets. The fair values are provided by the partnerships’ General Partners, who use the best information reasonably available in determining fair values of the underlying investments. Underlying investments that are publicly traded securities are valued at quoted market prices. For underlying investments that are not publicly traded, the primary input is the net asset values of the underlying investee limited partnerships or most recent information provided by each investee partnership’s general partner or lead investor. Adjustments to these values may be made by the general partners based on various factors, including comparable market transactions, discount rates, cash flow projections, and/or liquidity, credit and market risk factors, company performance, current capital structure, applicable market trading and transaction comparables, applicable market yields timing of future expected cash flows and recent trades in the secondary market for the security.

Due to the illiquid nature of special limited partnership interests, it is expected that the Foundation will retain ownership of the partnership interests until the termination and final liquidation of the respective partnerships. Termination and final liquidation of the partnerships generally occurs over a period of ten years from the initial commitment date but may take longer.

The following are the level 3 private equity limited partnership investments and their fair values:

Special limited partnerships	2018	2017
Private Equity Managers		
(2015) Offshore SCSp Fund	\$ 1,303,503	\$ 914,582
Private Equity Managers		
(2016) Offshore SCSp Fund	3,257,235	1,599,484
Private Equity Managers		
(2017) Offshore SCSp Fund	1,517,840	245,940
Private Equity Managers		
(2018) Offshore SCSp Fund	233,122	-
Private Credit Managers II Offshore	10,861	-
China-US Industrial Cooperation		
Partnership LP	425,769	-
Vintage VII Offshore SCSp Fund	3,683,528	1,463,717
Broad Street Real Estate Credit Partners III	87,579	34,239
Silver Point Distressed Opportunities		
Access Offshore LP	85,785	-
	\$ 10,605,222	\$ 4,257,962

The Foundation is contractually committed to funding the following private equity limited partnerships up to the commitment amount noted. Unfunded commitments are funded upon demand of the private equity limited partnerships and constitute capital called. The following summarizes commitments, capital calls, and recallable distributions as of December 31, 2018:

Special limited partnerships	<u>Commitment</u>	<u>Capital Calls</u>	<u>Recallable Distributions</u>	<u>Unfunded Commitment</u>
Private Equity Managers Offshore (2015) Offshore SCSp Fund	\$ 1,700,000	\$ 1,394,709	\$ 330,959	\$ 636,250
Private Equity Managers Offshore (2016) Offshore SCSp Fund	6,100,000	3,332,067	129,616	2,897,549
Private Equity Managers Offshore (2017) Offshore SCSp Fund	5,000,000	1,397,299	75,075	3,677,776
Private Equity Managers Offshore (2018) Offshore SCSp Fund	5,000,000	237,500	-	4,762,500
Private Credit Managers II Offshore	10,500,000	-	-	10,500,000
China-US Industrial Cooperation Partnership LP	1,500,000	442,500	-	1,057,500
Vintage VII Offshore SCSp Fund	6,100,000	3,762,409	777,934	3,115,525
Broad Street Real Estate Credit Partners III	1,000,000	90,000	-	910,000
Petershill Private Equity Seeding Offshore SCSP	1,500,000	-	-	1,500,000
Silver Point Distressed Opportunities Access Offshore LP	1,000,000	78,619	-	921,381
	<u>\$ 39,400,000</u>	<u>\$ 10,735,103</u>	<u>\$ 1,313,584</u>	<u>\$ 29,978,481</u>

Through July 12, 2019, the Foundation paid capital calls on the above partnerships totaling \$4,098.660 and received partnership distributions totaling \$291,831.

Also subsequent to December 31, 2018, the Foundation entered into new special limited partnership agreements and made the following capital calls through July 12, 2019:

Special limited partnerships	<u>Subsequent Commitment</u>	<u>Subsequent Calls</u>
Private Equity Managers (2019) Offshore SCSp Fund	\$ 4,000,000	\$ 233,823
TPG Tech Adjacencies Access Offshore LP and TPG Tech Adjacencies Access Offshore Holdings LP	1,000,000	63,955
Vintage VIII Offshore SCSp and Vintage VIII Offshore Holdings LP	10,000,000	250,000
	<u>\$ 15,000,000</u>	<u>\$ 547,778</u>

A reconciliation of the beginning and ending balance of the level 3 assets activity that are measured at fair value on a recurring basis using unobservable inputs is as follows:

	Private Equity	
	2018	2017
Balance, beginning of year	\$ 4,257,962	\$ 1,229,082
Capital Contributions	6,023,688	3,597,278
Distributions	(880,870)	(829,098)
Included in investment return:		
Unrealized gains (losses)	1,204,442	260,700
Balance, end of year	<u>\$ 10,605,222</u>	<u>\$ 4,257,962</u>

Investments Measured at Net Asset Value (NAV) - The Foundation is permitted, as a practical expedient, to estimate the fair value of an investment that does not have a readily determinable fair value using the net asset value per share (or its equivalent) of the investment, if the net asset value per share of the investment is calculated in a manner consistent with the measurement principles of an investment company as of the Foundation's reporting date. It is not permitted if it is probable the Foundation will sell the investment for an amount different from the reported net asset value. The Foundation has the ability to redeem these investments at NAV reported by the investment manager and, therefore, uses NAV as the reported fair value.

Hedge funds are valued at net asset value (NAV) based on the underlying value of the fund assets and are considered to be redeemable in the short term. The Foundation estimates the fair value of certain alternative investments using the net asset value (NAV) practical expedient. Because NAV is used to estimate fair value, these investments are not classified in the fair value hierarchy. Accordingly, the inputs or methodology used for valuing or classifying investments for financial reporting purposes are not necessarily an indication of the risk associated with investing in those investments or a reflection on the liquidity of each fund's underlying assets and liabilities.

The following table summarizes the net asset value and redemption information for the Foundation's investments reported at NAV as of December 31:

	NAV		Redemption Frequency	Redemption Notice
	2018	2017		
Private investment hedge funds:				
Hedge Fund Managers (Strategic) Ltd	<u>\$ 17,380,132</u>	<u>\$ 13,203,823</u>	Quarterly	91 Days

The following table lists any additional redemption restrictions for investments measured at fair value using NAV as of December 31, 2018:

	Additional Redemption Restrictions
Private investment hedge funds:	
Hedge Fund Managers (Strategic) Ltd	One year lock on investments. No additional restrictions on redemptions.

The following table briefly describes the investment objectives of the investment measured at fair value using NAV as of December 31, 2018:

	<u>Investment Objective</u>
Private investment hedge funds: Hedge Fund Managers (Strategic) Ltd	Target attractive long-term risk adjusted-absolute returns with lower volatility than the broad equity markets.

As of December 31, 2018, the Foundation had no unfunded commitments on the above investments measured at NAV.

3. PROPERTY AND EQUIPMENT

Property and equipment consist of the following at December 31, 2018 and 2017:

	<u>2018</u>	<u>2017</u>
Software	\$ 2,233	\$ 2,233
Equipment	20,041	25,506
Land held for sale	-	255,000
Total property and equipment	<u>22,274</u>	<u>282,739</u>
Less accumulated depreciation and amortization	<u>(22,274)</u>	<u>(25,571)</u>
Net property and equipment	<u>\$ -</u>	<u>\$ 257,168</u>

4. LAND HELD FOR SALE

During December 2016, the Foundation received a donation of land with a total appraised value of \$780,000 from a related party. The land was composed of three parcels, each of which was rented at the date of donation. Rent income and rental expenses during 2018 was \$1,206 and \$187, respectively. Rent income and rental expenses during 2017 was \$27,821 and \$19,624, respectively. As soon as the rent agreements expired in 2017, two parcels were sold at a loss that approximated closing costs of \$34,299. The remaining parcel's rent agreement extended into 2018, after which the property was sold at a loss of \$34,640, which included \$14,840 in closing costs and \$19,800 decrease from the 2016 appraisal.

5. GRANTS AND GRANTS PAYABLE

The following summarizes the amounts included in grants and awards reported on the Statement of Activities for the years ended December 31, 2018 and 2017:

	<u>2018</u>	<u>2017</u>
Youth shooting sports program grants	\$ 4,616,528	\$ 3,581,020
Agency endowment distribution grants	631,981	489,540
Donor designated endowment distribution grants	<u>225,805</u>	<u>133,966</u>
	5,474,314	4,204,526
Non-cash grants (Note 1)	<u>504,265</u>	<u>1,031,776</u>
Total grants and awards	<u>\$ 5,978,579</u>	<u>\$ 5,236,302</u>

The Foundation awards grants to organizations for the support of youth shooting sports programs. These grants are recorded by the Foundation when approved by the Board. The Foundation awarded 1,374 and 1,211 grants in 2018 and 2017, respectively, to youth shooting sports teams.

In addition, the Foundation awarded thirty grants in 2018 and twenty-nine grants in 2017 to organizations with approved "Agency Endowment Fund Agreements". Organizations with "Designated Endowments" were awarded eight grants during the years ended December 31, 2018 and 2017. The program became active in 2015.

Accounts payable include \$43,207 and \$0 of unpaid grants and awards as of December 31, 2018 and 2017, respectively.

6. PENSION PLAN

The Foundation participates in a defined contributions IRA plan. The plan covers all full-time employees of the Foundation who earn more than \$5,000. Matching contributions are up to 3% of each eligible employee's salary and totaled \$22,001 and \$21,823 for the years ended December 31, 2018 and 2017, respectively.

7. OPERATING LEASE

During 2011, the Foundation entered into a non-cancellable operating lease with a related party for the Foundation's operating facilities through December 31, 2020. Rent expense for the year ended December 31, 2018 and 2017, totaled \$128,244 and \$126,108, respectively, under this agreement. The lease payment was increased in April 2014, when the Foundation relocated to new space within its existing location. The monthly payments will be adjusted on an annual basis by the increase, if any, in the Consumer Price Index.

During 2013, the Foundation entered into a long term noncancelable equipment lease. The first lease payment was made in January 2014, and the final payment is due in February 2019.

The minimum lease payments for both facilities and equipment currently are as follows for the years ending December 31:

2019	\$	132,614
2020		131,964
Total	\$	<u>264,578</u>

8. CONCENTRATIONS

Donations to the Foundation totaled \$10,545,738 and \$26,324,716 for the years ended December 31, 2018 and 2017, respectively. The owners of MidwayUSA (a related party), who are also members of the Foundation's Board of Directors, contributed \$4,911,713, or 47%, in 2018 and \$6,388,600, or 24%, in 2017 of these contributions. Subsequent to December 31, 2018, the owners donated an additional \$1,965,100.

9. RELATED PARTY TRANSACTIONS

The Foundation utilizes various personnel of Midway Arms, Inc. for IT data and janitorial services. During 2018 and 2017, the Foundation incurred expenses to Midway Arms, Inc. of \$45,895 and \$46,100, respectively. As of December 31, 2018 and 2017, payables to related parties totaled \$3,663 and \$4,038, respectively.

10. LIQUIDITY AND AVAILABILITY OF FINANCIAL ASSETS

The Foundation receives significant support without donor restrictions and investment income without donor restrictions.

The Foundation considers investment income without donor restrictions and contributions without donor restrictions for use in current programs which are ongoing and central to its annual operations to be available to meet cash needs for general expenditures. General expenditures include management and general expenses, fundraising expenses and grant commitments expected to be paid in the subsequent year. Annual operations are defined as activities occurring during the Foundation's fiscal year.

The Foundation manages its cash available to meet general expenditures following three guiding principles:

- Operating within a prudent range of financial soundness and stability,
- Maintaining adequate liquid assets, and
- Maintaining sufficient reserves to provide reasonable assurance that long term grant and award commitments that support mission fulfillment will continue to be met, ensuring the sustainability of the Foundation.

The Foundation's Grant Committee meets semi-annually to review and approve grant and award requests. Due to this timing, the Foundation strives to maintain financial assets available to meet general expenditures at a level that represents 180 days of normal expenses for administrative, general, and fundraising expenses plus an amount that represents the next expected payment for semi-annual grant and award commitments approved by the Committee.

The table below presents financial assets available for general expenditures within one year at December 31, 2018:

Cash and cash equivalents	\$ 4,232,750
Investments	132,578,176
Interest income receivable	<u>67,917</u>
Total assets	<u>136,878,843</u>
Less amounts not available within one year:	
Long-term and non-liquid investments	
Bonds	10,378,985
Hedge Funds	17,380,132
Private Equity	<u>10,605,222</u>
Total assets not available within one year	<u>38,364,339</u>
Total assets available within one year	<u><u>\$ 98,514,504</u></u>

11. CHANGE IN ACCOUNTING PRINCIPLE

On August 18, 2016, FASB issued Accounting Standards Update (ASU) 2016-14, Not-for-Profit Entities (Topic 958) – Presentation of Financial Statements of Not-For-Profit Entities. The update addressed 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. The Foundation has implemented ASU 2016-14 and has adjusted the presentation of these financial statements accordingly. The ASU has been applied retrospectively to all periods presented, which has resulted in no change to net assets without donor restrictions.

MIDWAY USA FOUNDATION, INC.
AUDITORS' COMMUNICATION LETTER
DECEMBER 31, 2018

July 12, 2019

To the Board of Directors
of the Midway USA Foundation, Inc.

We have audited the financial statements of the Midway USA Foundation, Inc. (the Foundation) for the year ended December 31, 2018, and have issued our report thereon dated July 12, 2019. Professional standards require that we provide you with the following information related about our responsibilities under U.S. generally accepted auditing standards as well as certain information related to the planned scope and timing of our audit. We previously communicated such information to you during January 2019, and we are repeating that information in this letter. Professional standards also require that we communicate to you the following information related to our audit.

Our Responsibility under U.S. Generally Accepted Auditing Standards

As stated in our engagement letter dated January 15, 2019, our responsibility, as described by professional standards, is to express an opinion about whether the financial statements prepared by management with your oversight are fairly presented, in all material respects, in conformity with U.S. generally accepted accounting principles. Our audit of the financial statements does not relieve you or management of your responsibilities.

Our responsibility is to plan and perform the audit to obtain reasonable, but not absolute, assurance that the financial statements are free of material misstatement. As part of our audit, we considered the internal control of the Foundation. Such considerations were solely for the purpose of determining our audit procedures and not to provide any assurance concerning such internal control.

Planned Scope and Timing of the Audit

An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements; therefore, our audit involved judgment about the number of transactions to be examined and the areas to be tested.

Our audit included obtaining an understanding of the Foundation and its environment, including internal control, sufficient to assess the risks of material misstatement of the financial statements and to design the nature, timing, and extent of further audit procedures. Material misstatements may result from (1) errors, (2) fraudulent financial reporting, (3) misappropriation of assets, or (4) violations of laws or governmental regulations that are attributable to the entity or to acts by management or employees acting on behalf of the entity.

We performed the audit according to the planned scope and timing previously communicated to you in our discussion regarding planning procedures in January 2019.

Significant Audit Findings

Qualitative Aspects of Accounting Practices

Management is responsible for the selection and use of appropriate accounting policies. The significant accounting policies used by the Foundation are described in Note 1 to the financial statements. Except as noted below, no new accounting policies were adopted, and the application of existing policies was not changed during the year ended December 31, 2018.

In 2016, the Financial Accounting Standards Board issued guidance which affect net asset classifications by reflecting two classifications of net assets, one “without donor restrictions” and one “with donor restrictions,” which differs from the traditional classifications of unrestricted, temporarily restricted, and permanently restricted. In addition, the ASU requires the presentation of expense information by function and nature, including enhanced disclosures related to the specific methods used to allocate costs among program and support functions. There are also further disclosures regarding an organization’s liquidity and board designated net assets that will be required. This standard was adopted for 2018 and retrospectively applied to 2017.

The following summarizes new accounting standards that will potentially impact the Foundation in the future:

Revenue Recognition: In May 2014, the FASB issued ASU 2014-09, *Revenue from Contracts with Customers*. This update is a significant change to prior revenue recognition guidance and supersedes prior revenue recognition standards and most industry-specific guidance. The new guidance requires revenue be recognized when an entity satisfies a performance obligation by transferring a promised good or service to a customer.

This is determined by applying certain steps:

- Step 1: Identify the contract(s) with a customer.
- Step 2: Identify the performance obligations in the contract.
- Step 3: Determine the transaction price.
- Step 4: Allocate the transaction price to the performance obligations in the contract.
- Step 5: Recognize revenue when (or as) the entity satisfies a performance obligation.

In August 2015, the FASB issued ASU 2015-14, *Revenue from Contracts with Customers*, which defers the effective date of implementation of ASU 2014-09 by one year. Entities should apply the guidance in ASU 2014-09 to annual reporting periods beginning after December 15, 2018. Early application is permitted. This will be applicable to the Foundation’s 2019 financial statements. It is not anticipated to have a significant impact due to the nature of the Foundation’s operations but will expand disclosures.

Lease Accounting: On February 25, 2016, the FASB issued Accounting Standards Update (ASU) No. 2016-02, *Leases (Topic 842)* which is intended to improve financial reporting about leasing transactions. This update will require organizations that lease assets – referred to as “lessees” – to recognize on the balance sheet the assets and liabilities for the rights and obligations created by those leases with lease terms of more than 12 months. The accounting by organizations that own the assets leased by the lessee – also known as lessor accounting - will remain largely unchanged from current generally accepted accounting principles. The standard will be effective for non-public companies and organizations for fiscal years beginning after December 15, 2019. Early application is permitted for all organizations.

We noted no transactions entered into by the Foundation during the year for which there is a lack of authoritative guidance or consensus. All significant transactions have been recognized in the financial statements in the proper period.

Accounting estimates are an integral part of the financial statements prepared by management and are based on management's knowledge and experience about past and current events and assumptions about future events. Certain accounting estimates are particularly sensitive because of their significance to the financial statements and because of the possibility that future events affecting them may differ significantly from those expected.

The most sensitive estimates affecting the financial statements were the estimated fair value of investments, fair value of donations and useful lives of software and equipment.

- Fair value of investments in Level 1 of the fair value hierarchy is based on quoted prices in active markets while Level 2 investments are based on pricing in other trading markets. Certain investments are valued at the net asset value of the underlying investments. Level 3 investments are valued by the General Partner. Fair values were provided by outside investment managers or consultants, which management has reviewed for reasonableness.
- Estimated useful lives of fixed assets are generally based on past experience with similar assets.

We evaluated the key factors and assumptions used to develop those estimates in determining that they are reasonable in relation to the financial statements taken as a whole.

The disclosures in the financial statements are neutral, consistent, and clear. Certain financial statement disclosures are particularly sensitive because of their significance to financial statement users. The most sensitive disclosures affecting the financial statements were investments and related party transactions.

Difficulties Encountered in Performing the Audit

We encountered no significant difficulties in dealing with management in performing and completing our audit.

Corrected and Uncorrected Misstatements

Professional standards require us to accumulate all known and likely misstatements identified during the audit, other than those that are clearly trivial, and communicate them to the appropriate level of management. We provided assistance in reconciling year-end investment statements and determining needed adjustments. Management has reviewed, approved and posted all needed adjustments. No further adjustments were identified as a result of the audit.

Disagreements with Management

For purposes of this letter, professional standards define a disagreement with management as a financial accounting, reporting, or auditing matter, whether or not resolved to our satisfaction, that could be significant to the financial statements or the auditors' report. We are pleased to report that no such disagreements arose during the course of our audit.

Management Representations

We have requested certain representations from management that are included in the management representation letter dated July 12, 2019.

Management Consultations with Other Independent Accountants

In some cases, management may decide to consult with other accountants about auditing and accounting matters, similar to obtaining a “second opinion” on certain situations. If a consultation involves application of an accounting principle to the Company’s financial statements or a determination of the type of auditor’s opinion that may be expressed on those statements, our professional standards require the consulting accountant to check with us to determine that the consultant has all the relevant facts. To our knowledge, there were no such consultations with other accountants.

Other Audit Findings or Issues

We generally discuss a variety of matters, including the application of accounting principles and auditing standards, with management each year prior to retention as the Foundation’s auditors. However, these discussions occurred in the normal course of our professional relationship and our responses were not a condition to our retention.

Internal Control

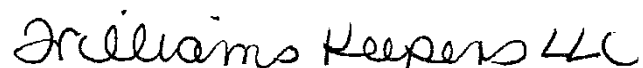
In planning and performing our audit of the financial statements of the Foundation as of and for the year ended December 31, 2018, in accordance with U.S. generally accepted auditing standards, we considered the Foundation’s internal control over financial reporting (internal control) as a basis for designing our auditing procedures that are appropriate in the circumstances 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 Foundation’s internal control. Accordingly, we do not express an opinion on the effectiveness of the Foundation’s internal control.

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 was for the limited purpose described in the first paragraph and was not designed to identify all deficiencies in internal control that might be material weaknesses. In addition, because of inherent limitations in internal control, including the possibility of management override of controls, misstatements due to error or fraud may occur and not be detected by such controls. Given these limitations, during our audit we did not identify any deficiencies in internal control that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

We wish to thank Foundation personnel for their assistance during the course of our audit. We will be pleased to discuss these or any other matters deemed appropriate at your convenience. This information is intended solely for the use of the Board of Directors and management of the Midway USA Foundation, Inc. and is not intended to be and should not be used by anyone other than these specified parties.

Sincerely,



WILLIAMS-KEEPERS LLC