

NOYCE
FOUNDATION

Financial Statements
December 31, 2012 and 2011

Together with
Independent Auditors' Report

THE NOYCE FOUNDATION

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December 31, 2012

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INDEPENDENT AUDITORS' REPORT

To the Board of Trustees of
The Noyce Foundation
Palo Alto, California

We have audited the accompanying financial statements of The Noyce Foundation, (the "Foundation", a California nonprofit private foundation), which comprise the statements of financial position as of December 31, 2012 and 2011, and the related statements of activities and changes in net assets, 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 audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit 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 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.

To the Board of Trustees of
The Noyce Foundation

INDEPENDENT AUDITORS' REPORT (continued)

Opinion

In our opinion, the 2012 and 2011 financial statements referred to above present fairly, in all material respects, the financial position of The Noyce Foundation as of December 31, 2012 and 2011, 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.

Robert Lee & Associates, LLP

San Jose, California
September 25, 2013

THE NOYCE FOUNDATION
Statements of Financial Position

	December 31,	
	2012	2011
<u>ASSETS</u>		
Cash and cash equivalents	\$ 3,582,337	\$ 10,933,667
Accounts receivable	15,854	88,166
Investments	122,700,175	118,637,388
Prepaid federal and state taxes	60,000	130,000
Property and equipment, net	11,623	15,176
Deposit	-	10,559
Total assets	\$ 126,369,989	\$ 129,814,956
<u>LIABILITIES AND NET ASSETS</u>		
Accounts payable	\$ 36,324	\$ 59,994
Grants payable, net	10,276,792	10,658,161
Accrued liabilities	107,447	109,876
Deferred liability	403,000	362,000
Total liabilities	10,823,563	11,190,031
Commitment		
Net assets, unrestricted	115,546,426	118,624,925
Total liabilities and net assets	\$ 126,369,989	\$ 129,814,956

The accompanying notes are an integral part of these financial statements

THE NOYCE FOUNDATION
Statements of Activities and Changes in Net Assets

	For the Year Ended	
	December 31,	
	2012	2011
Revenue:		
Interest	\$ 548,486	\$ 530,573
Dividends	1,139,690	721,099
Net realized gains	6,097,383	13,640,106
Net unrealized gains (losses)	4,051,150	(15,610,133)
Investment related expenses	(685,238)	(677,997)
Other income	22,712	27,061
	11,174,183	(1,369,291)
Total revenue		
Expenses:		
Program services - grants awarded	12,521,925	16,285,522
Program services - other	943,033	1,133,571
	13,464,958	17,419,093
Total program services expenses		
Management and general	787,724	568,251
	14,252,682	17,987,344
Total expenses		
Change in unrestricted net assets	(3,078,499)	(19,356,635)
Net assets, unrestricted, beginning of year	118,624,925	137,981,560
Net assets, unrestricted, end of year	\$ 115,546,426	\$ 118,624,925

The accompanying notes are an integral part of these financial statements

THE NOYCE FOUNDATION

Statements of Cash Flows Increase (decrease) in Cash and Cash Equivalents

	For the Year Ended	
	December 31,	
	2012	2011
Cash flows from operating activities:		
Change in unrestricted net assets	\$ (3,078,499)	\$ (19,356,635)
Adjustments to reconcile change in unrestricted net assets to net cash used by operating activities:		
Net realized gains	(6,097,383)	(13,640,106)
Net unrealized (gains) and losses	(4,051,150)	15,610,133
Depreciation expense	4,839	7,682
Increase (decrease) in operating assets and liabilities:		
Accounts receivable	72,312	343,401
Prepaid federal and state taxes	70,000	(56,488)
Deposits	10,559	-
Accounts payable	(23,670)	15,911
Grants payable, net	(381,369)	5,550,591
Accrued liabilities	(2,429)	15,450
Deferred liability	41,000	(138,000)
Net cash used by operating activities	<u>(13,435,790)</u>	<u>(11,648,061)</u>
Cash flows from investing activities:		
Acquisition of investments	(16,136,004)	(26,162,107)
Proceeds from sales of investments	22,221,750	45,825,458
Acquisition of property and equipment	<u>(1,286)</u>	<u>(1,843)</u>
Net cash provided by investing activities	<u>6,084,460</u>	<u>19,661,508</u>
Increase (decrease) in cash and cash equivalents	(7,351,330)	8,013,447
Cash and cash equivalents, beginning of year	<u>10,933,667</u>	<u>2,920,220</u>
Cash and cash equivalents, end of year	<u>\$ 3,582,337</u>	<u>\$ 10,933,667</u>

Supplemental disclosure of cash flow information

Cash paid during the year for:

Federal excise taxes \$ - \$ 195,000

The accompanying notes are an integral part of these financial statements

THE NOYCE FOUNDATION

Notes to Financial Statements

December 31, 2012

Note 1 - Organization and operations:

The Noyce Foundation (the "Foundation") is a private, nonprofit organization exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code, and from California franchise taxes under Revenue and Taxation Code Section 23701(d). The Foundation was created by the Noyce family in 1990 to honor the memory and legacy of Dr. Robert N. Noyce, inventor of the integrated circuit which fueled the personal computer revolution and gave Silicon Valley its name.

The Noyce Foundation aims to help young people become curious, thoughtful and engaged learners. The Foundation focuses on a few key areas: expanding opportunities for students to experience hands-on science in out-of-school settings; supporting human capital efforts to develop effective teachers and principal leaders; and investing in models and policy for improving the teaching of math, science, and literacy.

In addition to the Foundation's continual push to improve teaching and learning in the content areas of science, math and literacy, the Foundation works in the education policy arena to support its other work. Along with addressing a wide variety of other issues, the Foundation strives to provide policymakers with compelling research-based evidence about the link between professional development and student achievement in order to influence decisions regarding investments in professional development and education. Resources for the Foundation's activities are provided by investment income and the accumulated unrestricted net assets. The Foundation does not accept any contributions or in-kind contributions from outside parties.

In everything the Foundation undertakes, it is committed to promoting the qualities that Dr. Robert N. Noyce embodied: optimism, creativity, risk taking and determination. A brief description of some of the programs includes:

Strengthening Instruction in High-Leverage Content Areas - The Noyce Foundation focuses on strengthening classroom practice as a means to improving student learning. The Foundation works specifically on improving instruction in the areas of mathematics, science and literacy - the content areas that have the greatest potential for impacting a child's future. The Foundation's content area programs are systemic in their reach; in addition to working with teachers, the Foundation targets leadership throughout the educational system to effect change and support teachers. The Foundation's goals are:

- Mathematics: to develop conceptual understanding and high levels of mathematical skills, in all students, kindergarten through algebra;
- Science: to develop conceptual understanding, curiosity and scientific literacy, in all students, sixth grade through twelfth grade;
- Literacy: to develop competent, creative readers and writers, in all students, kindergarten through sixth grade.

THE NOYCE FOUNDATION

Notes to Financial Statements

December 31, 2012

Note 1 - Organization and operations (continued):

Strengthening Instruction in High-Leverage Content Areas (continued) - The Foundation's goal is to raise the quality and quantity of teachers and administrative leaders in order to improve student achievement.

Policy - As a natural outgrowth of the Foundation's focus on student achievement and systemic improvement of teacher practice, The Noyce Foundation has developed an active interest in impacting the policy arena. The Foundation's work in policy aligns closely with its values and allows the Foundation to act quickly when a salient opportunity arises. The Foundation's goal is to forge a centrist and activist voice on a small number of policy issues that directly impact the Foundation's other goals.

Note 2 - Summary of significant accounting policies:

Basis of accounting - The financial statements have been prepared on the accrual basis of accounting which recognizes revenue when earned and expenses when incurred and accordingly, reflect all significant receivables, payables, accruals and other liabilities.

Basis of presentation - In accordance with Generally Accepted Accounting Principles ("GAAP"), the Foundation presents information regarding its financial position and activities according to three classes of net assets: permanently restricted, temporarily restricted, and unrestricted net assets. As of December 31, 2012 and 2011, all of the Foundation's net assets were unrestricted. Unrestricted net assets have no donor-imposed restrictions and include those revenues and expenses associated with program and supporting services.

Use of estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and 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 these estimates under different assumptions or conditions.

Revenue recognition - The Foundation's revenue recognition policy is in accordance with GAAP. Since the Foundation does not accept contributions, the only revenue source is from investments which are recognized when earned.

Functional expense allocations - The costs of providing the various program and supporting services have been summarized on a functional basis in the Statements of Activities and Changes in Net Assets. Accordingly, certain costs have been allocated, based on estimates of time and other factors, among the classifications.

THE NOYCE FOUNDATION

Notes to Financial Statements

December 31, 2012

Note 2 - Summary of significant accounting policies (continued):

Cash and cash equivalents - Cash and cash equivalents consist of cash and money market funds. The Foundation considers all highly liquid investments with a maturity of three months or less at the date of purchase to be cash equivalents. The carrying amount in the Statements of Financial Position approximates fair value.

Investments - The Foundation's investments are valued in accordance with GAAP, including Fair Value Measurements. The Foundation may have risk associated with its concentration of investments in one geographic region and in certain industries.

Publicly traded - The Foundation invests in marketable securities and money market funds. All debt securities and equity securities are carried at quoted market prices as of the last trading date of the Foundation's fiscal year. Gains and losses that result from market fluctuations are recognized in the period such fluctuations occur. Realized gains or losses resulting from sales or maturities are the differences between the investment's cost basis and the sale or maturity settlement of the investment. Dividend and interest income are accrued when earned.

Private equity funds and hedge funds - To the extent that these funds invest in publicly traded investments, these are included at quoted market prices as described above. The remaining investments are carried at estimated fair values as determined by the investment manager of these securities after giving consideration to operating results, financial condition, recent sales prices of issuers' securities and other pertinent information. These investments are valued at the Foundation's percentage interest owned in these investment companies. Because of the inherent uncertainty of valuations, however, these estimated fair values may differ significantly from the values that would have been used had a ready market for the securities existed, and the differences could be material.

Property, equipment and depreciation - Property and equipment are stated at cost. Acquisitions of property and equipment in excess of \$500 are capitalized. Depreciation is computed on the straight-line method based on the estimated useful lives of the assets, which range from five to seven years.

Deposit - Amounts held in deposits relate to the security deposit for the Foundation's operating lease which expired during 2012.

Accounts payable - Accounts payable include the Foundation's trade accounts payable and other liabilities incurred in the normal course of operations.

THE NOYCE FOUNDATION

Notes to Financial Statements

December 31, 2012

Note 2 - Summary of significant accounting policies (continued):

Grants payable - Grants are made in accordance with the Foundation's mission. Unconditional grants that are expected to be paid after one year are evaluated at a discount rate as determined by the federal interest free rate valid for the year the grant was pledged and are stated at their net present value. Conditional grants are expensed and considered payable in the period the conditions are substantially satisfied. As of December 31, 2012, the Foundation had one conditional grant with a maximum grant award amount of \$750,000. As of December 31, 2011, the Foundation had one conditional grant with a maximum grant award amount of \$1,000,000.

Accrued liabilities - Accrued liabilities primarily include the Foundation's employee related liabilities such as accrued pension, payroll and paid time off.

Concentration of credit risk - Financial instruments that potentially subject the Foundation to credit risk consist primarily of cash and cash equivalents, receivables, and investments. The Foundation maintains cash and cash equivalents with commercial banks and other major financial institutions. Cash equivalents include overnight investments, and money market funds. These accounts are insured up to \$250,000 per depositor by an agency of the federal government. At times, such amounts might exceed Federal Deposit Insurance Corporation ("FDIC") limits. The Foundation monitors these investments and has not experienced significant credit losses. It is the Foundation's opinion that it is not exposed to any significant credit risks.

Concentration in grant expense - Grantees who comprised of 10% or more of the Foundation's grant awards, are as follows for the years ended December 31:

	<u>2012</u>	<u>2011</u>
Grantee A	13%	15%
Grantee B	12%	Less than 10%
Grantee C	11%	Less than 10%
Grantee D	10%	11%

Fair value of financial instruments - Financial instruments included in the Foundation's Statements of Financial Position as of December 31, 2012 and 2011 include cash and cash equivalents, receivables, investments, accounts payable, grants payable and accrued liabilities. For cash and cash equivalents, receivables, accounts payable, and accrued liabilities the carrying amount approximates fair value due to their short maturities. Investments and grants payable are reflected in the accompanying Statements of Financial Position at their estimated fair values using methodologies described above.

THE NOYCE FOUNDATION

Notes to Financial Statements

December 31, 2012

Note 2 - Summary of significant accounting policies (continued):

Accounting for uncertainty in income taxes - The Foundation evaluates its uncertain tax positions and will recognize a loss contingency when it is probable that a liability has been incurred as of the date of the financial statements and the amount of the loss can be reasonably estimated. The amount recognized is subject to estimate and management judgment with respect to the likely outcome of each uncertain tax position. The amount that is ultimately sustained for an individual uncertain tax position or for all uncertain tax positions in the aggregate could differ from the amount recognized. As of December 31, 2012 and 2011 management did not identify any uncertain tax positions.

The Foundation is subject to potential examination by taxing authorities for income tax returns filed in the U.S. federal jurisdiction and the State of California. The tax years that remain subject to potential examination for the U.S. federal jurisdiction is 2009 and forward. The State of California tax jurisdiction is subject to potential examination for fiscal tax years 2008 and forward.

Recent accounting pronouncements - In October 2012, the Financial Accounting Standards Board ("FASB") issued FASB Accounting Standards Update ("ASU") 2012-05, "Not-for-Profit Entities: Classification of the Sale Proceeds of Donated Financial Assets in the Statement of Cash Flows." This ASU requires a not-for-profit entity to classify cash receipts from the sale of donated financial assets consistently with cash donations received in the statement of cash flows if those cash receipts were from the sale of donated financial assets that upon receipt were directed without any not-for-profit imposed limitations for sale and were converted nearly immediately into cash. Accordingly, the cash receipts from the sale of those financial assets should be classified as cash inflows from operating activities, unless the donor restricted the use of the contributed resources to long-term purposes, in which case those cash receipts should be classified as cash flows from financing activities. Otherwise, cash receipts from the sale of donated financial assets should be classified as cash flows from investing activities by the not-for-profit entity.

ASU 2012-05 is effective prospectively for fiscal years, and interim periods within those years, beginning after June 15, 2013. Retrospective application to all periods presented upon the date of adoption is permitted. The Foundation does not expect the adoption of this ASU to have a material impact on the financial statements.

Subsequent events - Subsequent events have been evaluated through September 25, 2013, which is the date the financial statements were available to be issued and it has been determined that no material subsequent events require an estimate to be recorded or disclosed as of December 31, 2012.

THE NOYCE FOUNDATION
Notes to Financial Statements
December 31, 2012

Note 3 - Investments:

The Foundation follows the provisions of the Fair Value Measurements and Disclosure topic of the Financial Accounting Standards Board Accounting Standards Codification. These standards establish a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, Level 2 inputs consist of observable inputs other than quoted prices for identical assets, and Level 3 inputs have the lowest priority. The Foundation uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Foundation measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. Level 3 inputs are only used when Level 1 or Level 2 inputs are not available.

The Foundation's investments consisted of the following:

	December 31,	
	<u>2012</u>	<u>2011</u>
Quoted market: equity securities	\$ 45,358,032	\$ 37,196,694
Alternative investments:		
Hedge funds	21,806,685	21,730,517
Multi-strategy hedge funds	35,261,128	36,164,506
Domestic equity	8,732,490	8,857,031
International equity	9,708,455	8,491,150
Private equity	<u>1,833,385</u>	<u>6,197,490</u>
Total alternative investments	<u>77,342,143</u>	<u>81,440,694</u>
Total investments	<u>\$ 122,700,175</u>	<u>\$ 118,637,388</u>

THE NOYCE FOUNDATION
Notes to Financial Statements
December 31, 2012

Note 3 - Investments (continued):

An investment's classification within a level in 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 investment. The categorization of the investment within the hierarchy is based upon the pricing transparency of the investment and does not necessarily correspond to the Foundation's perceived risk of that investment. The following are major categories of investments measured at fair value on a recurring basis:

- Level 1: Quoted prices in active markets for identical assets
- Level 2: Significant other observable inputs
- Level 3: Significant unobservable inputs

	Year Ended December 31, 2012			
	Level 1	Level 2	Level 3	Total
Equity securities	\$ 45,358,032	\$ -	\$ -	\$ 45,358,032
Hedge funds	-	21,806,685	-	21,806,685
Multi-strategy hedge funds	-	16,447,635	18,813,493	35,261,128
Domestic equity	-	7,566,027	1,166,463	8,732,490
International equity	-	9,708,455	-	9,708,455
Private equity	-	-	1,833,385	1,833,385
Total investments	\$ 45,358,032	\$ 55,528,802	\$ 21,813,341	\$ 122,700,175

	Year Ended December 31, 2011			
	Level 1	Level 2	Level 3	Total
Equity securities	\$ 37,196,694	\$ -	\$ -	\$ 37,196,694
Hedge funds	-	21,730,517	-	21,730,517
Multi-strategy hedge funds	-	17,038,934	19,125,572	36,164,506
Domestic equity	-	7,690,177	1,166,854	8,857,031
International equity	-	8,491,150	-	8,491,150
Private equity	-	-	6,197,490	6,197,490
Total investments	\$ 37,196,694	\$ 54,950,778	\$ 26,489,916	\$ 118,637,388

THE NOYCE FOUNDATION

Notes to Financial Statements

December 31, 2012

Note 3 - Investments (continued):

The following is a reconciliation of the beginning and ending balances for investments measured at fair value on a recurring basis using significant other observable inputs (Level 2):

	Year Ended December 31, 2012				
	Hedge funds	Multi- strategy hedge funds	Domestic equity	International equity	Total
Beginning balance	\$ 21,730,517	\$ 17,038,934	\$ 7,690,177	\$ 8,491,150	\$ 54,950,778
Net realized gains and losses	2,358,228	1,408,701	302,233	1,217,306	5,286,468
Net unrealized gains and losses	(216,963)	-	(426,383)	-	(643,346)
Purchases	-	-	-	-	-
Sales	(2,065,098)	(2,000,000)	-	-	(4,065,098)
Ending balance	\$ 21,806,684	\$ 16,447,635	\$ 7,566,027	\$ 9,708,456	\$ 55,528,802

The following is a reconciliation of the beginning and ending balances for investments measured at fair value on a recurring basis using significant unobservable inputs (Level 3):

	Year Ended December 31, 2012				
	Hedge funds	Multi- strategy hedge funds	Domestic equity	Private equity	Total
Beginning balance	\$ -	\$ 19,126,572	\$ 1,166,854	\$ 6,197,490	\$ 26,490,916
Net realized gains and losses	-	1,687,921	-	1,414,478	3,102,399
Net unrealized gains and losses	-	-	(391)	(97,141)	(97,532)
Purchases	-	-	-	-	-
Sales	-	(2,000,000)	-	(5,681,442)	(7,681,442)
Ending balance	\$ -	\$ 18,814,493	\$ 1,166,463	\$ 1,833,385	\$ 21,814,341

THE NOYCE FOUNDATION

Notes to Financial Statements

December 31, 2012

Note 3 - Investments (continued):

The following is a reconciliation of the beginning and ending balances for investments measured at fair value on a recurring basis using significant other observable inputs (Level 2):

	Year Ended December 31, 2011				
	Hedge funds	Multi- strategy hedge funds	Domestic equity	International equity	Total
Beginning balance	\$ 33,930,859	\$ 16,995,434	\$ 10,149,721	\$ 9,878,700	\$ 70,954,714
Net realized gains and losses	(42,724)	-	-	-	(42,724)
Net unrealized gains and losses	(2,095,733)	43,500	(100,159)	(1,387,550)	(3,539,942)
Purchases	-	3,000,000	-	-	3,000,000
Sales	(10,061,885)	(3,000,000)	(2,359,385)	-	(15,421,270)
Ending balance	\$ 21,730,517	\$ 17,038,934	\$ 7,690,177	\$ 8,491,150	\$ 54,950,778

The following is a reconciliation of the beginning and ending balances for investments measured at fair value on a recurring basis using significant unobservable inputs (Level 3):

	Year Ended December 31, 2011				
	Hedge funds	Multi- strategy hedge funds	Domestic equity	Private equity	Total
Beginning balance	\$ -	\$ 18,684,717	\$ 1,170,848	\$ 7,423,606	\$ 27,279,171
Net realized gains and losses	-	-	-	-	-
Net unrealized gains and losses	-	3,477,848	3,105	(1,226,116)	2,254,837
Purchases	-	-	-	-	-
Sales	-	(3,036,993)	(7,099)	-	(3,044,092)
Ending balance	\$ -	\$ 19,125,572	\$ 1,166,854	\$ 6,197,490	\$ 26,489,916

THE NOYCE FOUNDATION

Notes to Financial Statements

December 31, 2012

Note 3 - Investments (continued):

The Foundation uses the Net Asset Value (NAV) to determine the fair value of all the underlying investments which do not have a readily determinable fair value and prepare their financial statements consistent with the measurement principles of an investment company or have the attributes of an investment company. The following table lists investments in other investment companies by major category:

		Year Ended December 31, 2012			
		Fair Value	Commitment s	Redemption Frequency	Redemption Notice Period
Hedge funds ^(a)	\$ 21,806,685	\$	-	Quarterly/ annually	30 to 90 days
Multi-strategy hedge funds ^(b)	35,261,128		-	Quarterly	45 to 60 days
Domestic equity ^(c)	8,732,490		-	annual	30 days
International equity ^(d)	9,708,455		-	Monthly	30 days
Private equity ^(e)	1,833,385		-	N/A	N/A
	<u>\$ 77,342,143</u>	<u>\$</u>	<u>0</u>		
		Year Ended December 31, 2011			
		Fair Value	Commitment s	Redemption Frequency	Redemption Notice Period
Hedge funds ^(a)	\$ 21,730,517	\$	-	Quarterly/ annually	30 to 90 days
Multi-strategy hedge funds ^(b)	36,164,506		-	Quarterly	45 to 60 days
Domestic equity ^(c)	8,857,031		-	annual	30 days
International equity ^(d)	8,491,150		-	Monthly	30 days
Private equity ^(e)	6,197,490		-	N/A	N/A
	<u>\$ 81,440,694</u>	<u>\$</u>	<u>-</u>		

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Notes to Financial Statements

December 31, 2012

Note 3 - Investments (continued):

- (a) This category includes investments in hedge funds that invest both long and short primarily in U.S. common stocks. Management of the hedge funds has the ability to shift investments from value to growth strategies, from small to large capitalization stakes, and from a net long position to a net short position. The investments dominate exposure in the U.S. market, but will also take advantage of investment opportunities in Europe, Asia and Emerging Markets. The fair values of the investments in this category have been estimated using the net asset value per share of the investments. As of December 31, 2012 and 2011, all of the investments in this category have passed their initial lock up periods. Some of the investments in this category include less liquid assets which may be restricted from immediate redemption until the asset is realized.
- (b) This category includes a multi-strategy absolute return investments focused on analyzing the probability-adjusted returns of individual securities and assets and capturing the alpha in mis-priced assets/securities across conventional and alternative financial strategies. Management initiates long and short positions targeting solid absolute risk-adjusted returns. The fair values of the investments in this category have been estimated using the net asset value per share of the investments. As of December 31, 2012 and 2011, all of the investments in this category have passed their initial lock up periods. Some of the investments in this category include less liquid assets which may be restricted from immediate redemption until the asset is realized.
- (c) This category includes investments in funds that focus on long-only domestic equities. The underlying assets are liquid and the fund's managers provide details of those assets. As of December 31, 2012 and 2011, all of the investments in the category can be redeemed with no restrictions.
- (d) This category includes investments in funds that focus on long-only international equities. The underlying assets are liquid and the fund's managers provide details of those assets. As of December 31, 2012 and 2011, all of the investments in the category can be redeemed with no restrictions.
- (e) This category includes private equity funds that focus on buyout, growth equity and/or distressed debt. These investments are not redeemable. Instead, the nature of the investments in this category is that distributions are received through the liquidation of the underlying assets in the fund. The term for these investments range from 5 to 10 years. As of December 31, 2012 and 2011, the fair values of the investments in this category have been estimated using the practical expedient provided by the investment manager.

THE NOYCE FOUNDATION

Notes to Financial Statements

December 31, 2012

Note 4 - Property and equipment:

Property and equipment consisted of the following at December 31:

	<u>2012</u>	<u>2011</u>
Equipment and computers	\$ 27,953	\$ 52,618
Furniture and fixtures	<u>53,904</u>	<u>27,953</u>
	81,857	80,571
Less: accumulated depreciation	<u>(70,234)</u>	<u>(65,395)</u>
Property and equipment, net	<u>\$ 11,623</u>	<u>\$ 15,176</u>

Depreciation expense for the years ended December 31, 2012 and 2011 was approximately \$5,000 and \$8,000, respectively.

Note 5 - Grants payable, net:

The Foundation made multi-year grants during 2012. The maturity of their promises to give is expected to be as follows:

<u>Year Ending December 31,</u>	<u>Amount</u>
2013	\$ 7,080,806
2014	2,643,658
2015	<u>590,000</u>
	10,314,464
Less: present value discount	<u>(37,672)</u>
Total grants payable	<u>\$ 10,276,792</u>

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Notes to Financial Statements

December 31, 2012

Note 6 - Tax-deferred retirement plan:

The Foundation sponsors a 401(k) plan for Foundation employees. Under the provisions of the plan, participating employees may make voluntary contributions through salary deductions up to the maximum amount allowed by law. In addition, the Foundation makes a 3% Safe Harbor contribution and may make an employer elective contribution as determined by the Trustees.

The percentage amount of the employer elective contribution can be changed at their discretion. For the years ended December 31, 2012 and 2011, the Foundation contributed an amount equal to 8% (3% Safe Harbor contribution and 5% employer elective contribution) of the employee's gross salary excluding bonuses to the plan.

Foundation contributions and expenses for the years ended December 31, 2012 and 2011 related to the plan totaled approximately \$34,000 and \$33,000, respectively.

Note 7 - Health Benefits Plan:

Subsequent to the year ending December 31, 2012, the Foundation's Cafeteria Plan was restated as of January 1, 2013 into a Flexible Benefits Plan which qualified as a "Simple Cafeteria Plan" within the meaning of Section 125 of the Internal Revenue Code of 1986. The Foundation shall contribute no less than 2% of the income of the highest paid employee to be used in the participant's Flexible Benefits Plan which includes the participant's Health Care Flexible Spending Arrangement, the participant's Day Care Flexible Spending Arrangement and the participant's employee health care insurance premiums. Each participant's employer contribution shall be converted to cafeteria plan benefit dollars to be available to purchase benefits. If a participant's employer contribution is not sufficient to cover the cost of the benefits or premiums he elects, his taxable compensation will be reduced in an amount equal to the difference between the cost of the benefits he elected and the amount of employer contribution available to him.

Note 8 - Federal excise taxes and distribution requirements:

The Foundation qualifies as a tax-exempt organization; however the Foundation is classified as a private foundation and is subject to federal excise tax of 2% of its investment income for tax purposes. In accordance with Internal Revenue Code, the excise tax is reduced to 1% if certain conditions are met. For the years ended December 31, 2012 and 2011, the Foundation met the specific distribution requirements and the current excise taxes have been estimated at 1% of net investment income. Additionally, the Foundation had no unrelated business income taxes assessed through its pass-through entities for the years ending December 31, 2012 and 2011.

THE NOYCE FOUNDATION

Notes to Financial Statements

December 31, 2012

Note 8 - Federal excise taxes and distribution requirements (continued):

The Foundation is subject to distribution requirements of the Internal Revenue Code. Accordingly, it must distribute within one year after the end of each fiscal year 5% of the fair value of its investment assets, as defined. The investments includable for the 5% distribution requirement are based on the average monthly balance and are exclusive of those investments deemed to be held for charitable activities. In determining qualifying distributions, grant payments are considered on a cash basis and certain expenses are considered as qualifying distributions. The Foundation has complied in all material respects with the distribution requirements through December 31, 2012.

Deferred federal excise tax arises from timing differences between the cost basis and fair value of investments. For the year ending December 31, 2012, the Foundation incurred unrealized gains for the year which resulted in a deferred tax liability. For the year ending December 31, 2011, the Foundation incurred unrealized losses for the year but in total the Foundation incurred cumulative unrealized gains which resulted in a deferred tax liability

Note 9 - Commitment:

The Foundation rented 4,089 square feet of office space at the base rate of \$8,178 per month under a noncancelable operating lease commencing on September 1, 2004 and ended in January 2012.

During the year ending December 31, 2012, the Foundation entered into a new noncancelable lease. The Foundation currently rents 2,382 square feet of office space at a fixed rate of \$6,431 per month commencing on January 20, 2012 and ending on December 31, 2013.

Subsequent to the year ending December 31, 2012, the Foundation entered into a new noncancelable operating lease commencing on November 1, 2013 and ending October 31, 2016. The lease consists of 2,012 square feet of office space at the base rate of \$7,042 with an approximate \$200 increase per month.

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Notes to Financial Statements
December 31, 2012

Note 9 - Commitment (continued):

Future minimum lease payments payable under the Foundation's noncancelable leases are approximately as follow:

<u>Year Ending December 31,</u>	<u>Amount</u>
2013	\$ 91,084
2014	84,906
2015	87,321
2016	<u>74,444</u>
Total grants payable	<u>\$ 337,755</u>

Rental expense for the years ended December 31, 2012 and 2011 was approximately \$80,000 and \$77,000, respectively.

Note 9 - Related party transactions:

The Foundation makes unconditional grants to organizations, where members of the Foundation's Board of Trustees are also board members of the grantee organizations. The grants expense for related organizations for the years ended December 31, 2012 and 2011 was approximately \$2,006,000 and \$1,258,000, respectively. For the years ending December 31, 2012 and 2011, the Foundation had grants payable for related organizations of approximately \$2,582,000 and \$450,000, respectively. The Foundation's related party Board members recused themselves from the Board's discussion and vote on such grants.