



LICR FUND, INC.

Financial Statements

December 31, 2017 and 2016

(With Independent Auditors' Report Thereon)



KPMG LLP
345 Park Avenue
New York, NY 10154-0102

Independent Auditors' Report

The Board of Directors
LICR Fund, Inc.:

We have audited the accompanying financial statements of LICR Fund, Inc. (the Fund), which comprise the balance sheets as of December 31, 2017 and 2016, and the related statements of 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 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 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 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 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.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of LICR Fund, Inc. as of December 31, 2017 and 2016, and the changes in its net assets and its cash flows for the years then ended, in conformity with U.S. generally accepted accounting principles.

KPMG LLP

May 15, 2018

LICR FUND, INC.

Balance Sheets

December 31, 2017 and 2016

Assets	2017	2016
Cash and cash equivalents	\$ 94,140	440,135
Interest and dividends receivable	459,118	490,847
Other receivables	63,905	55,841
Investments (notes 3, 4, and 5)	<u>1,482,618,201</u>	<u>1,296,447,382</u>
Total assets	<u>\$ 1,483,235,364</u>	<u>1,297,434,205</u>
Liabilities and Net Assets		
Liabilities:		
Accounts payable and accrued expenses	\$ 2,397,191	950,355
Administrative service fees payable to affiliate (note 6)	<u>671,739</u>	<u>615,392</u>
Total liabilities	3,068,930	1,565,747
Net assets – unrestricted	<u>1,480,166,434</u>	<u>1,295,868,458</u>
Total liabilities and net assets	<u>\$ 1,483,235,364</u>	<u>1,297,434,205</u>

See accompanying notes to financial statements.

LICR FUND, INC.

Statements of Activities

Years ended December 31, 2017 and 2016

	2017	2016
Revenue:		
Investment income:		
Interest	\$ 2,021,221	1,837,172
Dividends	1,716,023	1,692,124
Other income	69,088	560,293
Investment income	3,806,332	4,089,589
Investment gains:		
Net realized gains on investments	68,763,141	57,221,057
Net unrealized appreciation of investments	183,635,615	5,147,157
Net investment gains	252,398,756	62,368,214
Investment expenses:		
Investment management fees	(3,891,674)	(2,198,282)
Custodian fees	(320,917)	(332,758)
Investment expenses	(4,212,591)	(2,531,040)
Net investment return	251,992,497	63,926,763
Contributions	41,324	48,367
Total revenue	252,033,821	63,975,130
Expenses and transfers:		
Administrative service fees (note 6)	(2,912,785)	(2,577,303)
Other administrative expenses	(1,121,989)	(1,014,456)
Transfers to Ludwig Institute for Cancer Research Ltd (note 1)	(63,701,071)	(55,329,003)
Total expenses and transfers	(67,735,845)	(58,920,762)
Increase in net assets	184,297,976	5,054,368
Net assets – unrestricted at beginning of year	1,295,868,458	1,290,814,090
Net assets – unrestricted at end of year	\$ 1,480,166,434	1,295,868,458

See accompanying notes to financial statements.

LICR FUND, INC.

Statements of Cash Flows

Years ended December 31, 2017 and 2016

	<u>2017</u>	<u>2016</u>
Cash flows from operating activities:		
Increase in net assets	\$ 184,297,976	5,054,368
Adjustments to reconcile increase in net assets to net cash used in operating activities:		
Net realized gains on investments	(68,763,141)	(57,221,057)
Net unrealized appreciation of investments	(183,635,615)	(5,147,157)
Decrease (increase) in interest and dividends receivable	31,729	(11,172)
(Increase) decrease in other receivables	(8,064)	7,032
Increase (decrease) in accounts payable and accrued expenses	1,446,836	(6,527)
Increase in administrative service fees payable	56,347	124,389
Net cash used in operating activities	<u>(66,573,932)</u>	<u>(57,200,124)</u>
Cash flows from investing activities:		
Proceeds from sales of investments	559,846,273	438,393,978
Purchases of investments	<u>(493,618,336)</u>	<u>(381,117,497)</u>
Net cash provided by investing activities	<u>66,227,937</u>	<u>57,276,481</u>
Net (decrease) increase in cash and cash equivalents	(345,995)	76,357
Cash and cash equivalents at beginning of year	<u>440,135</u>	<u>363,778</u>
Cash and cash equivalents at end of year	<u>\$ 94,140</u>	<u>440,135</u>

See accompanying notes to financial statements.

LICR FUND, INC.

Notes to Financial Statements

December 31, 2017 and 2016

(1) Organization

LICR Fund, Inc. (the Fund) is a nonprofit corporation incorporated in the state of Delaware. The Fund was established solely to further the charitable and scientific purposes of the Ludwig Institute for Cancer Research Ltd (the Institute) by receiving, holding, and investing funds on behalf of the Institute. Funds are transferred to the Institute on a quarterly basis, as requested. The Institute is a Swiss nonprofit stock company. The Fund is a membership corporation with no authority to issue capital stock. The members of the board of directors of the Institute are the members of the Fund and constitute the board of directors of the Fund. The Fund commenced operations upon the receipt of an unrestricted gift of \$500 million on July 31, 1990, with additional unrestricted gifts of \$24 million and \$48 million received in 1991 and 1992, respectively.

(2) Summary of Significant Accounting Policies

The significant accounting policies followed by the Fund are described below:

(a) Basis of Presentation

The financial statements of the Fund are prepared on the accrual basis of accounting in accordance with U.S. generally accepted accounting principles. The Fund utilizes the U.S. dollar as both the functional and reporting currency.

(b) Use of Estimates

The preparation of financial statements in accordance with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts and disclosures in the financial statements. The significant estimates made in the preparation of these financial statements include the fair value of alternative investments. Actual results could differ from those estimates.

(c) Fair Value

Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The three levels of the fair value hierarchy are as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that a reporting entity has the ability to access at the measurement date or published net asset value for certain investments with characteristics similar to mutual funds.
- Level 2 inputs are inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3 inputs are unobservable inputs for the asset or liability.

The level in the fair value hierarchy within which a fair value measurement in its entirety falls is based on the lowest level input that is significant to the fair value measurement.

LICR FUND, INC.

Notes to Financial Statements

December 31, 2017 and 2016

(d) Investments

Investments with readily determinable fair values in debt and equity securities are reported at fair value based upon the last quoted market price or published net asset value for certain investment funds with characteristics similar to a mutual fund.

Publicly traded investments are valued at the last reported sales price on the date of valuation, as quoted on major securities exchanges. Securities that are not traded on major securities exchanges are valued based on quotations received from leading vendors. Forward foreign currency contracts are valued based on the average of closing bid and asked quotations from banks and brokers. Pooled investments are funds that are not held at the Fund's custodian bank. These funds are part of multiple investors' commingled funds, which are invested in one or more asset classes by a fund manager. These investments are valued at their closing published net asset value per share on the valuation date, which is their redeemable value.

The Fund invests in limited partnerships formed for the purpose of earning returns from alternative investment strategies. Investments in limited partnerships held by the Fund are reported at net asset value as a practical expedient for fair value, which generally represents the Fund's proportionate share of the net assets of the investee partnerships as reported by them and reviewed by management for reasonableness.

The underlying partnerships in which the Fund invests may hold nonmarketable securities, the fair value of which has been determined by the general partners of the respective partnerships. The Fund's proportionate share of net asset values may differ significantly from the fair values that would have been used had a ready market existed. The Fund's proportionate share of the change in values of the investee partnerships is recorded as an increase or a decrease in unrealized appreciation (depreciation) of investments in its statements of activities.

Investments in mutual funds are valued at their closing published net asset value per share on the valuation date, which is their redeemable value.

(e) Foreign Currency Transactions

Assets and liabilities denominated in foreign currencies are translated into U.S. dollars at the closing middle rate of exchange at December 31.

Interest income is translated at the average rate of exchange for the month in which such income was earned. Dividend income is translated at the prevailing foreign exchange rate on the ex-dividend date.

Purchases and sales of investment securities are translated at the rate of exchange prevailing on the respective dates of such transactions.

Realized and unrealized foreign exchange gains and losses include gains and losses on foreign currency transactions and changes in the value of other assets and liabilities arising as a result of changes in exchange rates.

Transfers to the Institute are made in various currencies as requested by the Institute and are translated with average monthly conversion rates as published by the Swiss VAT administration.

LICR FUND, INC.

Notes to Financial Statements

December 31, 2017 and 2016

(f) Securities Transactions and Investment Income

Securities transactions are recorded on the trade date. Realized gains and losses from securities transactions are calculated on an average-cost basis. Dividend income is recorded on the ex-dividend date, and interest income is recorded on the accrual basis. Realized gains and losses and changes in unrealized gains and losses in investments are included in investment gains in the accompanying statements of activities.

(g) Cash and Cash Equivalents

Cash and cash equivalents consist of cash and money market instruments, except for those instruments held by investment managers for long-term investment purposes.

(h) Forward Foreign Currency Contracts

The Fund enters into forward foreign currency contracts in order to hedge its exposure to changes in foreign currency exchange rates on its assets and liabilities denominated in foreign currency. A forward contract is a commitment to purchase or sell a foreign currency at a future date at a negotiated forward rate. Risks associated with such contracts include the movement in the value of the foreign currency relative to the U.S. dollar and the ability of the counterparty to perform. The fair value of the contract will fluctuate with changes in currency exchange rates. The gain or loss arising from the difference between the settlement value of the foreign currency purchased or sold under the contract and the fair value of such currency is included in investment gains (losses).

(i) Taxes

The Fund qualifies as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code and, accordingly, is not subject to federal income taxes on its activities that contribute substantially to its tax-exempt purposes, and is a supporting organization under Section 509(a)(3) of the Internal Revenue Code.

The Fund recognizes the effect of income tax positions only if those positions are more likely than not of being sustained. Income generated from activities unrelated to the Fund's exempt purpose is subject to tax under Internal Revenue Code Section 511. The Fund did not recognize any unrelated business income tax liability for the years ended December 31, 2017 and 2016.

Withholding taxes on foreign dividends and interest have been provided for in accordance with the applicable country's tax rates. Dividend and interest income is presented net of any applicable withholding taxes.

(j) Risks and Uncertainties

The Fund invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and could materially affect the amounts reported in the balance sheets.

LICR FUND, INC.

Notes to Financial Statements

December 31, 2017 and 2016

(3) Investments

Investments, at fair value, held at December 31, 2017 and 2016 were as follows:

	<u>2017</u>	<u>2016</u>
Cash and cash equivalents:		
U.S. dollars	\$ 17,134,288	30,366,675
Foreign currencies	947,120	781,479
Equity investments:		
Domestic	40,454,849	44,580,759
Foreign	52,417,324	41,837,758
Fixed-income investments:		
Government	30,696,123	26,357,523
Corporate	10,404,409	11,901,251
Investments at published NAV	187,525,530	159,111,438
Due from brokers, net	55,083,120	24,982,460
Net unrealized losses on foreign currency contracts	<u>(369,764)</u>	<u>(224,475)</u>
	<u>394,292,999</u>	<u>339,694,868</u>
Investments at NAV:		
Pooled equity investments	406,772,313	331,805,456
Pooled fixed-income investments	84,585,456	84,804,974
Alternative investments – principally, limited partnerships	<u>596,967,433</u>	<u>540,142,084</u>
	<u>1,088,325,202</u>	<u>956,752,514</u>
Total investments	<u>\$ 1,482,618,201</u>	<u>1,296,447,382</u>

Invested cash and cash equivalents include cash, money market funds, and commercial paper held by the Fund's investment managers.

Equity investments include multiple diversified strategies that comprise large-cap, mid-cap, and small-cap holdings.

Pooled equity investments are \$548,094,331 and \$447,290,248, including investments at published NAV of \$141,322,018 and \$115,484,792, at December 31, 2017 and 2016, respectively. The underlying securities of these investments are primarily publicly traded. Pooled fixed-income investments are \$127,529,031 and \$125,874,472, including investments at published NAV of \$42,943,575 and \$41,069,498, at December 31, 2017 and 2016, respectively. The pooled investments at December 31, 2017 included above have a redemption period of three months or less, with the exception of \$18,160,173, which is subject to redemption lockup set to expire in 2018 (\$11,724,922) and 2020 (\$6,435,251), respectively.

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Alternative investments are \$600,227,370 and \$542,699,232, including investments at published NAV of \$3,259,937 and \$2,557,148, as of December 31, 2017 and 2016, respectively. The Fund's alternative investments are diversified across four basic investment strategies, as follows:

Market neutral hedge funds (2017: \$69,539,003; 2016: \$66,526,423) – represent investments in a broad range of investment strategies that seek to exploit opportunities as they occur in the markets due to temporary dislocations or structural inefficiencies and include event-driven strategies, distressed debt, long/short credit, merger and other arbitrage, and value investing.

Long/short equity (2017: \$349,871,832; 2016: \$299,894,177) – primarily, investments in funds that, in turn, invest in liquid, marketable securities, attempting to realize gains through the identification of mispriced securities, involving buying long equities that are expected to increase in value and selling short equities that are expected to decrease in value.

Private equity (2017: \$170,505,435; 2016: \$165,200,040) – consists of buyout and venture capital limited partnership and limited liability company investments. Private equity buyout typically involves the purchase of significant equity stakes in established companies with the goal of increasing value through financial, operational, and strategic changes. Venture capital typically involves providing capital and professional expertise to early stage businesses in exchange for equity ownership with the potential for significant growth and value creation.

Real estate (2017: \$10,311,100; 2016: \$11,078,592) – comprises limited partnership and limited liability company interests that focus on the purchase and development, improvement, and management of residential, commercial, and industrial real estate with value attempted to be realized through both rental income and gains from eventual property sales.

Included in net realized gains on investments are \$(1,314,497) and \$(925,923) of realized foreign exchange currency losses in 2017 and 2016, respectively. In addition, included in net unrealized appreciation of investments are \$5,112,790 and \$296,882 of unrealized foreign exchange currency gains in 2017 and 2016, respectively.

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Notes to Financial Statements

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The following tables present the Fund's fair value hierarchy for those assets and liabilities measured at fair value as of December 31, 2017, and 2016, respectively.

	2017			
	<u>Total</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Financial assets:				
Investments:				
Cash and cash equivalents	\$ 18,081,408	18,081,408	—	—
Equity investments	92,872,173	92,872,173	—	—
Fixed-income investments	41,100,532	41,100,532	—	—
Investments at published NAV	187,525,530	187,525,530	—	—
Due from brokers, net	55,083,120	55,083,120	—	—
Net unrealized losses on foreign currency contracts (note 4)	(369,764)	(369,764)	—	—
Total	394,292,999	\$ 394,292,999	—	—
Investments at NAV:				
Total	1,088,325,202			
Total investments, at fair value	\$ 1,482,618,201			

	2016			
	<u>Total</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Financial assets:				
Investments:				
Cash and cash equivalents	\$ 31,148,154	31,148,154	—	—
Equity investments	86,418,517	86,418,517	—	—
Fixed-income investments	38,258,774	38,258,774	—	—
Investments at published NAV	159,111,438	159,111,438	—	—
Due from brokers, net	24,982,460	24,982,460	—	—
Net unrealized losses on foreign currency contracts (note 4)	(224,475)	(224,475)	—	—
Total	339,694,868	\$ 339,694,868	—	—
Investments at NAV:				
Total	956,752,514			
Total investments, at fair value	\$ 1,296,447,382			

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Notes to Financial Statements

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Market neutral hedge funds, long/short equity investments, pooled fixed income, and pooled equity investments contain various monthly, quarterly, semiannual, and annual redemption restrictions with required written notice ranging from 14 to 120 days. In addition, certain of these investments are restricted by initial lockup periods. As of December 31, 2017, the following table summarizes the composition of \$1,115,682,601 at fair value of such investments by the various redemption provisions and lockup periods:

<u>Redemption period</u>	<u>Amount</u>
Daily	\$ 187,525,530
Monthly	328,194,671
Quarterly	484,875,860
Semiannual	—
Annual	—
Lockup (a)	<u>115,086,540</u>
Total	<u>\$ 1,115,682,601</u>

(a) The amounts subject to redemption lockup are set to expire in 2018 (\$56,520,180), 2019 (\$29,064,472), and 2020 (\$29,501,888).

The Fund's private equity and real estate limited partnership and limited liability company interests, of \$180,816,535 are generally for seven- to ten-year terms including extensions. These investments also contain minimum subscription or capital commitments. Unfunded capital commitments approximated \$83,685,300 at December 31, 2017. The Fund maintains sufficient liquidity in its investment portfolio to cover such capital commitments.

LICR FUND, INC.

Notes to Financial Statements

December 31, 2017 and 2016

(4) Forward Foreign Currency Contracts

The notional values of the forward foreign currency contracts held by the Fund, translated at the year-end exchange rates, were as follows:

	2017			
	Sales		Purchases	
	Local	U.S. dollar	Local	U.S. dollar
Australian dollar	—	\$ —	210,000	\$ 164,248
Canadian dollar	1,750,000	1,397,377	1,750,000	1,397,377
Chinese Yuan Renminbi	—	—	134,785,250	20,648,232
Indian Rupee	132,000,000	2,053,841	—	—
Japanese Yen	385,000,000	3,422,378	—	—
New Zealand Dollar	3,100,000	2,203,159	—	—
Norwegian Krone	27,700,000	3,389,837	—	—
Polish Zloty	2,620,000	754,013	—	—
Pound Sterling	9,620,000	13,038,257	—	—
South African Rand	—	—	18,300,000	1,476,366
Swedish Krona	30,000,000	3,672,275	—	—
Turkish Lira	6,390,000	1,680,917	—	—
U.S. dollar	13,067,617	13,067,617	21,363,213	21,363,213

	2016			
	Sales		Purchases	
	Local	U.S. dollar	Local	U.S. dollar
Australian dollar	1,040,000	\$ 752,201	—	\$ —
Chilean peso	1,380,000,000	2,051,418	—	—
Indian rupee	132,000,000	1,928,915	—	—
New Zealand dollar	—	—	1,560,000	1,087,243
Norwegian krone	17,700,000	2,056,807	—	—
Pound sterling	2,990,000	3,700,667	—	—
Swedish krona	24,100,000	2,659,479	—	—
U.S. dollar	1,122,085	1,122,085	13,408,803	13,408,803

These forward foreign currency contracts mature on varying dates through March 21, 2018. The net unrealized losses on forward foreign currency contracts of \$(369,764) and \$(224,475) at December 31, 2017 and 2016, respectively, are included in investments and represent the changes in the aggregate fair value of these instruments from the time of the Fund's investment. The ultimate gain or loss on the disposition or the execution of these contracts may differ from the amount recorded in the balance sheets at December 31, 2017 and 2016 due to subsequent changes in exchange rates or due to counterparty nonperformance. The gross unrealized gain on forward foreign currency contracts of \$634,422 and \$59,949 and gross unrealized loss of \$1,004,186 and \$284,424 represent the Fund's aggregate risk of counterparty nonperformance at December 31, 2017 and 2016, respectively.

LICR FUND, INC.

Notes to Financial Statements

December 31, 2017 and 2016

(5) Foreign Currencies and Geographic Composition of Investments

Investments in foreign securities may involve considerations different from investments in domestic securities due to various factors, which may include, without limitation; limited publicly available information; nonuniform accounting standards; lower trading volumes and lower liquidity; the possible imposition of withholding, confiscatory, and other taxes; the possible adoption of foreign governmental restrictions affecting the payment of principal and interest; changes in currency exchange rates and currency exchange control regulations; expropriation; or other adverse political or economic developments.

In addition, it may be more difficult to obtain and enforce a judgment against a foreign issuer or a foreign branch of a domestic bank. Further, to the extent investments in foreign securities are denominated in currencies of foreign countries, the Fund may be affected favorably or unfavorably by changes in currency exchange rates and in exchange control regulations and may incur costs in connection with conversion between currencies.

The geographic composition of the investments held, as measured by percentage of market value of country of risk, is presented in the tables below. Alternative investment strategies that are denominated in U.S. dollars have been categorized as United States, except where currency and geographic composition can be determined:

	2017		
	Equity managers/ alternatives	Fixed-income managers	Combined
United States	81.92 %	73.84 %	81.01 %
Hong Kong	10.06	—	8.92
Cayman Islands	2.84	—	2.52
United Kingdom	1.82	3.27	1.99
Japan	1.37	2.03	1.45
Brazil	1.28	1.32	1.28
Mexico	0.01	2.97	0.35
Australia	0.02	2.06	0.25
Sweden	—	2.18	0.25
Other	0.68	12.33	1.98
	<u>100.00 %</u>	<u>100.00 %</u>	<u>100.00 %</u>

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	2016		
	<u>Equity managers/ alternatives</u>	<u>Fixed-income managers</u>	<u>Combined</u>
United States	83.69 %	75.63 %	82.67 %
Hong Kong	8.72	—	7.61
Cayman Islands	2.71	—	2.36
Japan	1.91	—	1.67
Brazil	1.37	1.27	1.36
United Kingdom	0.86	3.79	1.24
Mexico	0.01	2.93	0.38
Australia	—	2.70	0.34
Sweden	—	2.16	0.28
Other	0.73	11.52	2.09
	<u>100.00 %</u>	<u>100.00 %</u>	<u>100.00 %</u>

(6) Administrative Service Fees

The Fund has no employees. An affiliated entity, The Ludwig Group, Inc. (LGI), provides management and administrative services to the Fund under an administrative services agreement. Fees are determined by time allocated to the Fund by LGI employees.

(7) Line of Credit

The Fund obtained a revolving line of credit of \$25,000,000 through a financial institution on May 20, 2008. The applicable interest rate of any amount drawn upon is LIBOR plus 0.75%. There is no expiration date and the agreement may be terminated by either party with written notice. There were no amounts outstanding under this agreement at December 31, 2017 and 2016. The line of credit is collateralized by qualifying assets with a fair value of approximately \$85,000,000 at December 31, 2017.

(8) Subsequent Events

In connection with the preparation of the financial statements, the Fund evaluated subsequent events after the balance sheet date of December 31, 2017 through May 15, 2018, which was the date the financial statements were available to be issued, and determined that there were no matters that are required to be disclosed.