Financial Report with Additional Information June 30, 2017

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Independent Auditor's Report

To the Board of Trustees McGregor Fund

We have audited the accompanying financial statements of McGregor Fund (the "Fund"), which comprise the balance sheet as of June 30, 2017 and 2016 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 audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of McGregor Fund as of June 30, 2017 and 2016 and the changes in its net assets and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.



To the Board of Trustees McGregor Fund

Emphasis of Matter

As explained in Note 1, the financial statements include certain investments whose fair values have been estimated by management in the absence of readily determinable fair values. Management's estimates are based on information provided by the fund managers or partnership general partners. These investments are valued at \$76,219,842 (45.3 percent of net assets) at June 30, 2017 and \$78,805,436 (49.4 percent of net assets) at June 30, 2016. Our opinion is not modified with respect to this matter.

Plante 1 Moran, PLLC

September 5, 2017

Balance Sheet

	June 30, 2017			une 30, 2016
Assets				
Cash and cash equivalents Investments (Note 2) Accrued interest and dividends Other assets:	\$	4,748,568 166,590,684 65,050	\$	2,285,186 159,492,631 56,505
Prepaid expenses Prepaid federal excise taxes Other		40,330 100,578 306,841		38,037 29,504 379,086
Total assets	\$	171,852,051	<u>\$</u>	162,280,949
Liabilities and Net Asse	ts			
Liabilities Accrued expenses Grants payable (Note 3) Other liabilities Deferred excise taxes (Note 4)	\$	68,820 2,234,415 306,764 892,135	\$	56,245 1,583,974 379,009 585,238
Total liabilities		3,502,134		2,604,466
Net Assets - Unrestricted		168,349,917		159,676,483
Total liabilities and net assets	\$	171,852,051	\$	162,280,949

	Year Ended			
	Ju	ne 30, 2017	Ju	ne 30, 2016
Revenue, Gains (Losses), and Other Support				
Interest	\$	246,257	\$	383,687
Dividends		1,003,089		1,215,182
Other partnership losses		(3,631,332)		(1,950,716)
Net realized and unrealized gains (losses) on securities		21,929,032		(3,433,286)
Investment advisory fees and consulting services		(647,295)		(663,889)
Total revenue, gains (losses), and other				
support - Net		18,899,751		(4,449,022)
Expenses				
Program services - Grants and related activities		8,435,396		7,883,052
Support services:				
Management and general		1,355,005		1,225,292
Federal excise tax expense (recovery) (Note 4)		310,823		(125,466)
Federal and state tax on unrelated business income from				
investments		125,093		99,798
Total expenses		10,226,317		9,082,676
Increase (Decrease) in Net Assets		8,673,434		(13,531,698)
Net Assets - Beginning of year		159,676,483		173,208,181
Net Assets - End of year	<u>\$ I</u>	68,349,917	<u>\$ I</u>	59,676,483

Statement of Activities and Changes in Net Assets

Statement of Cash Flows

	Year Ended			
	Ju	une 30, 2017	յլ	ine 30, 2016
Cash Flows from Operating Activities				
Increase (decrease) in net assets	\$	8,673,434	\$	(13,531,698)
Adjustments to reconcile increase (decrease) in net assets to				
net cash from operating activities:				
Net realized and unrealized (gains) losses on		<i>/-</i>		
securities		(21,929,032)		3,433,286
Changes in operating assets and liabilities which				
(used) provided cash:				
Accrued interest and dividends		(8,545)		(35,890)
Prepaid expenses		(2,293)		3,086 40,612
Prepaid federal excise tax		(71,074) 12,575		1,177
Accrued expenses Deferred federal excise tax		306,897		(166,078)
		650,441		463,131
Grants payable		050,441		403,131
Net cash used in operating activities		(12,367,597)		(9,792,374)
Cash Flows from Investing Activities				
Purchases of investments		(32,906,861)		(23,066,553)
Proceeds from sales and maturities of investments		47,737,840		31,453,748
Net cash provided by investing				
activities		14,830,979		8,387,195
Net Increase (Decrease) in Cash and Cash Equivalents		2,463,382		(1,405,179)
Cash and Cash Equivalents - Beginning of year		2,285,186		3,690,365
Cash and Cash Equivalents - End of year	<u>\$</u>	4,748,568	\$	2,285,186

Note I - Nature of Business and Significant Accounting Policies

McGregor Fund (the "Fund"), located in Detroit, Michigan and established in 1925, is a private foundation which was organized to relieve misfortune and promote the wellbeing of humankind. The primary activity of the Fund is to provide support to Detroit metropolitan area not-for-profit organizations, which operate in three program areas that are of particular interest to the Fund's board of trustees: basic needs, recovery and restoration, and skill building.

Cash Equivalents - The Fund considers all highly liquid investments purchased with original maturities of three months or less to be cash equivalents.

Concentration of Credit Risk Arising from Deposit Accounts - The Fund maintains cash balances at a bank whose accounts are insured by the Federal Deposit Insurance Corporation up to \$250,000. The Fund evaluates the financial institutions with which it deposits funds; however, it is not practical to insure all cash deposits.

Investments - Investments in government and corporate debt and equity securities are stated at current quoted market values. The alternative investments, comprised primarily of real estate, private equities, hedge funds, oil and gas, and other limited partnerships, which are not readily marketable, are carried at estimated fair values as provided by the various investment managers. The Fund reviews and evaluates the values provided by the investment managers and agrees with the valuation methods used and significant assumptions used in determining fair value. Those estimated fair values may differ significantly from the values that would have been used had a ready market for these securities existed. Purchases and sales of investments are recorded as of the trade date. Gain or loss on the sale of investments is computed using the first-in, first-out method.

Classification of Net Assets - Net assets of the Fund are classified based on the presence or absence of donor-imposed restrictions. All net assets of the Fund are unrestricted.

Functional Allocation of Expenses - The costs of providing the program and support services have been reported on a functional basis in the statement of activities and changes in net assets. Although the methods of allocation used are considered reasonable, other methods could be used that would produce different results.

Tax Status - The Fund is exempt from federal income taxes under Section 501(c)(3) of the United States Internal Revenue Code. As a private foundation, the Fund is subject to an excise tax on net investment income, including realized gains as defined in the Tax Reform Act of 1969.

Note I - Nature of Business and Significant Accounting Policies (Continued)

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 revenue, expenses, and other changes in net assets during the reporting period. Actual results could differ from those estimates.

Fair Value Disclosures - The estimated fair value amounts have been determined by the Fund using available market information and appropriate valuation methodologies. These estimates are subjective in nature and involve uncertainties and matters of considerable judgment. Accordingly, the estimates presented herein are not necessarily indicative of the amounts the Fund could realize in a current market exchange. The use of different assumptions, judgments, and/or estimation methodologies may have a material effect on the estimated fair value amounts. All investment securities are carried at fair value in the financial statements.

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 that such changes could materially affect the amounts reported in the balance sheet.

Upcoming Accounting Pronouncement - NFP Financial Reporting Model - In August 2016, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update No. 2016-14, *Not-for-Profit Entities (Topic 958): Presentation of Financial Statements of Not-for-Profit Entities*. ASU No. 2016-14 requires significant changes to the financial reporting model of organizations that follow FASB not-for-profit rules, including changing from three classes of net assets to two classes: net assets with donor restrictions and net assets without donor restrictions. The ASU will also require changes in the way certain information is aggregated and reported by the Fund, including required disclosures about the liquidity and availability of resources. The new standard is effective for the Fund's year ending June 30, 2019 and thereafter and must be applied on a retrospective basis. Upon implementation, the Fund will report expense classifications to include both functional and natural classes and will also include the required liquidity and availability of financial resources disclosures.

Subsequent Events - The financial statements and related disclosures include evaluation of events up through and including September 5, 2017, which is the date the financial statements were available to be issued.

Note 2 - Investments

Investments consisted of the following at June 30:

	2017				2016			
		Cost		Fair Value	Cost	Fair Value		
Fixed-income and equity securities:								
Domestic fixed-income securities	\$	8,772,585	\$	8,749,219 \$	8,538,607 \$	8,799,398		
International fixed-income securities		5,331,404		5,891,337	5,417,344	5,852,069		
U.S. equity securities		23,405,514		37,583,368	21,126,881	31,628,956		
Foreign equity securities		30,783,021		38,146,919	33,393,718	34,406,772		
Total fixed-income and equity								
securities		68,292,524		90,370,843	68,476,550	80,687,195		
Alternative investments:								
Hedge funds and multistrategy		20,600,985		31,140,378	23,867,319	31,786,329		
Oil and gas limited partnerships		8,312,249		8,096,313	12,131,672	8,114,666		
Private equity and venture capital limited								
partnerships		18,396,525		27,252,965	18,486,239	27,684,770		
Real estate limited partnerships		3,965,835		6,072,791	4,766,231	7,525,809		
Commodities and natural resources								
limited partnerships	_	2,415,801		3,657,394	2,502,722	3,693,862		
Total alternative investments		53,691,395		76,219,841	61,754,183	78,805,436		
Total	\$	121,983,919	\$	166,590,684 \$	130,230,733 \$	159,492,631		

Note 3 - Grants Payable

Unconditional grants are recognized as an expense at the time of formal approval by the full board of trustees. A present value discount for grants to be paid beyond one year has been calculated using a rate of approximately 1.01 and 0.26 percent at June 30, 2017 and 2016, respectively, based on when the grant was approved. At June 30, 2017 and 2016, the total discount on grants payable was \$18,230 and \$5,783, respectively.

The following summarizes the changes in grants payable:

	2017			2016
Grants payable - Beginning of year	\$	1,583,974	\$	1,120,843
Grants approved		8,462,355		7,905,578
Payments made		(7,799,467)		(7,436,821)
Change in discount on grants payable		(12,447)		(5,626)
Grants payable - End of year	<u>\$</u>	2,234,415	\$	1,583,974

Note 3 - Grants Payable (Continued)

		2017		2016
Amounts due in: Less than one year	\$	2,087,645	\$	889,757
One to five years	·	165,000	·	700,000
Less discount	_	(18,230)		(5,783)
Total	<u>\$</u>	2,234,415	\$	1,583,974

Conditional grants are expensed when such conditions are substantially met. Conditional grants approved for future payment were \$5,215,000 and \$5,200,000 at June 30, 2017 and 2016, respectively. Included in these amounts is a \$6 million conditional 20-year grant to the Foundation for Detroit's Future (FDF), a supporting organization of the Community Foundation for Southeast Michigan, which was approved by the Fund on August 19, 2014. The grant and payment of the annual grant installments are conditioned upon the terms and conditions outlined in the Fund's agreement with FDF. The Fund made payments on this grant totaling \$0 and \$300,000 during the years ended June 30, 2017 and 2016, respectively.

Note 4 - Excise Taxes

The Fund's excise tax expense (recovery) as of June 30, 2017 and 2016 is comprised of the following:

	 2017		2016
Current	\$ 3,926	\$	40,612
Deferred	 306,897		(166,078)
Total excise tax expense (recovery)	\$ 310,823	\$	(125,466)

The deferred excise tax liability on the balance sheet represents the tax on unrealized gains on investment securities.

Note 5 - Deferred Compensation Plan

The Fund sponsors a defined contribution 401(k) plan for all eligible full-time employees, as defined in the plan document. The plan became effective as of January 1, 2008. The Fund contributes a specified percentage of the annual eligible compensation of participants. Total contributions to the plan for the years ended June 30, 2017 and 2016 amounted to approximately \$87,900 and \$78,800, respectively.

Note 6 - Fair Value Measurements

Accounting standards require certain assets and liabilities be reported at fair value in the financial statements and provide a framework for establishing that fair value. The framework for determining fair value is based on a hierarchy that prioritizes the inputs and valuation techniques used to measure fair value.

The following tables present information about the Fund's assets measured at fair value on a recurring basis at June 30, 2017 and 2016, and the valuation techniques used by the Fund to determine those fair values.

Fair values determined by Level 1 inputs use quoted prices in active markets for identical assets that the Fund has the ability to access.

Fair values determined by Level 2 inputs use other inputs that are observable, either directly or indirectly. These Level 2 inputs include quoted prices for similar assets in active markets and other inputs such as interest rates and yield curves that are observable at commonly quoted intervals.

Level 3 inputs are unobservable inputs, including inputs that are available in situations where there is little, if any, market activity for the related asset.

In instances whereby inputs used to measure fair value fall into different levels in the above fair value hierarchy, fair value measurements in their entirety are categorized based on the lowest level input that is significant to the valuation. The Fund's assessment of the significance of particular inputs to these fair value measurements requires judgment and considers factors specific to each asset.

The Fund's policy is to recognize transfers in and transfers out of Level 1, 2, and 3 fair value classifications as of the end of the reporting period. There were no transfers between levels of the fair value hierarchy during the years ended June 30, 2017 and 2016.

Note 6 - Fair Value Measurements (Continued)

Assets Measured at Fair Value on a Recurring Basis at June 30, 2017

	Àc	oted Prices in tive Markets or Identical Assets (Level I)		Significant Other Dbservable Inputs (Level 2)	U	Significant nobservable Inputs (Level 3)		Net Asset Value	Ju	Balance at une 30, 2017
Assets										
Cash equivalents - Money										
market mutual funds	\$	4,584,115	\$	-	\$	-	\$	-	\$	4,584,115
Investments:										
U.S. government securities		-		2,233,593		-		-		2,233,593
Domestic municipal bonds		-		2,585,203		-		-		2,585,203
Domestic corporate bonds International fixed-income securities limited		-		3,930,423		-		-		3,930,423
partnership		-		-		-		5,891,337		5,891,337
U.S. equity mutual funds		16,318,700		-		-		-		16,318,700
U.S. equity commingled funds		-		-		-		21,264,668		21,264,668
Foreign equity mutual funds Foreign equity commingled		15,193,972		-		-		-		15,193,972
funds		-		-		-		22,952,947		22,952,947
Hedge fund and multistrategy Oil and gas limited		-		-		-		31,140,378		31,140,378
partnerships Private equity and venture		-		-		-		8,096,313		8,096,313
capital limited partnerships Real estate limited		-		-		-		27,252,965		27,252,965
partnerships Commodities and natural		-		-		-		6,072,791		6,072,791
resources limited		_		_		_		3,657,394		3,657,394
partnerships			—		_		_	5,057,574	_	5,057,574
Total investments		31,512,672		8,749,219		-		126,328,793		166,590,684
Total assets	\$	36,096,787	\$	8,749,219	\$	-	\$	126,328,793	\$	171,174,799

Note 6 - Fair Value Measurements (Continued)

Assets Measured at Fair Value on a Recurring Basis at June 30, 2016

Assets	Quoted Prices in Active Markets for Identical Assets (Level I)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Net Asset Value	Balance at June 30, 2016
Cash equivalents - Money					
market mutual funds	\$ 2,236,659	\$-	\$-	\$ -	\$ 2,236,659
Investments:	+ _,, ,	Ŧ	Ŧ	•	+ _,
U.S. government securities	-	2,377,367	-	-	2,377,367
Domestic municipal bonds	-	2,534,719	-	-	2,534,719
Domestic fixed-income		_,			_,
mutual funds	-	3,887,312	-	-	3,887,312
International fixed-income		_,,			_,,
securities limited					
partnership	-	-	-	5,852,069	5,852,069
U.S. equity mutual funds	13,877,237	-	-	-	13,877,237
U.S. equity commingled funds	-	-	-	17,751,719	17,751,719
Foreign equity mutual funds	16,544,016	-	-	-	16,544,016
Foreign equity commingled	, ,				, ,
funds	-	-	-	17,862,756	17,862,756
Hedge fund and multistrategy	-	-	-	31,786,329	31,786,329
Oil and gas limited				, ,	, ,
partnerships	-	-	-	8,114,666	8,114,666
Private equity and venture				_,,	_,,
capital limited partnerships	-	-	-	27,684,770	27,684,770
Real estate limited				, ,	, ,
partnerships	-	-	-	7,525,809	7,525,809
Commodities and natural				, ,	, ,
resources limited					
partnerships	-	-	-	3,693,862	3,693,862
Total investments	30,421,253	8,799,398	-	120,271,980	59,492,63
Total assets	\$ 32,657,912	\$ 8,799,398	<u>\$</u>	\$ 120,271,980	\$ 161,729,290

The fair value of U.S. government securities, domestic municipal bonds, and domestic corporate bonds is determined using quoted market prices and/or other market data for the same or comparable instruments and transactions in establishing the prices, discounted cash flow models, and other pricing models. These models are primarily industry standard models that consider various assumptions, including time value and yield curve as well as other relevant economic measures.

Investments in Entities that Calculate Net Asset Value per Share

The Fund holds shares or interests in investment companies where the fair value of the investments is measured on a recurring basis using net asset value per share (or its equivalent) of the investment companies as a practical expedient.

Note 6 - Fair Value Measurements (Continued)

At year end, the fair value, unfunded commitments, and redemption rules of those investments are as follows:

	June 30, 2017	June 30, 2016	June 30, 2017			
	Fair Value	Fair Value	Unfunded Commitments	Redemption Frequency, if Eligible	Redemption Notice Period	
International fixed-income securities limited						
partnership (a) U.S. equity commingled	\$ 5,891,337	\$ 5,852,069	\$-	Monthly	10 days	
funds (b)	21,264,668	17,751,719	-	Daily and quarterly	I-60 days	
Foreign equity commingled funds (c)	22,952,947	17,862,756	-	Monthly	10-60 days	
Hedge fund and multistrategy (d)	31,140,378	31,786,329	-	6 percent locked through 2017; remainder monthly, quarterly, and annually	30-90 days	
Oil and gas limited partnerships (e)	8,096,313	8,114,666	956,463	, N/A	, N/A	
Private equity and venture capital limited	_,	_,,	,			
partnerships (f) Real estate limited	27,252,965	27,684,770	23,890,203	N/A	N/A	
partnerships (g) Commodities and natural resources limited	6,072,791	7,525,809	1,485,709	N/A	N/A	
partnerships (h)	3,657,394	3,693,862		N/A	N/A	
Total	\$ 126,328,793	\$ 120,271,980	\$ 26,332,375			

- (a) The international fixed-income securities category includes an investment in a commingled bond fund that invests in foreign sovereign bonds. The fair value of the investment in this category has been estimated using the net asset value of the Fund's ownership interest in partners' capital.
- (b) The U.S. equity securities category includes investments in commingled U.S. stock funds. The fair value of the investments in this category has been estimated using the net asset value of the Fund's ownership interest in partners' capital or the net asset value per share of the investments, whichever is applicable.
- (c) The foreign equity securities category includes investments in commingled international stock funds. The fair value of the investments in this category has been estimated using the net asset value of the Fund's ownership interest in partners' capital or the net asset value per share of the investments, whichever is applicable.

Note 6 - Fair Value Measurements (Continued)

- (d) The hedge funds and multistrategy category includes direct investments in hedge funds that invest in event arbitrage, multistrategy, distressed securities, U.S. long/short equities, and global long/short equities. The fair value of the investments in this category has been estimated using the net asset value per share of the investments.
- (e) The oil and gas limited partnerships category includes investments with energy managers that invest across the energy industry. The fair value of the investments in this category has been estimated using the net asset value of the Fund's ownership interest in partners' capital. These investments can never be redeemed with the funds. Distributions from each fund will be received only as the underlying investments of the funds are liquidated. It is estimated that the underlying investments of these funds will be liquidated over the next 4 to 12 years.
- (f) The private equity and venture capital limited partnerships category includes investments with fund of funds, managers that invest in Asian, European, U.S. and U.S. distressed private equity funds, and early stage U.S. venture capital funds. The fair value of the investments in this category has been estimated using the net asset value of the Fund's ownership interest in partners' capital. These investments can never be redeemed with the funds. Distributions from each fund will be received only as the underlying investments of the funds are liquidated. It is estimated that the underlying investments of these funds will be liquidated over the next 6 to 12 years.
- (g) The real estate limited partnerships category includes investments with real estate managers that invest in European and U.S. commercial and residential real estate. The fair value of the investments in this category has been estimated using the net asset value of the Fund's ownership interest in partners' capital. These investments can never be redeemed with the funds. Distributions from each fund will be received only as the underlying investments of the funds are liquidated. It is estimated that the underlying investments of these funds will be liquidated over the next one to six years.
- (h) The commodities and natural resources limited partnerships category includes investments with a timber manager that invests in U.S. timberland. The fair value of the investments in this category has been estimated using the net asset value of the Fund's ownership interest in partners' capital. These investments can never be redeemed with the funds. Distributions from each fund will be received only as the underlying investments of the funds are liquidated. It is estimated that the underlying investments of these funds will be liquidated beginning in 2021 and will continue over the following several years.

Additional Information



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Independent Auditor's Report on Additional Information

To the Board of Trustees McGregor Fund

We have audited the financial statements of McGregor Fund as of and for the years ended June 30, 2017 and 2016 and have issued our report thereon dated September 5, 2017, which contained an unmodified opinion on those financial statements.

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The schedule of details of support activities is presented for the purpose of additional analysis and is not a required part of the financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Alante & Moran, PLLC

September 5, 2017



Schedule of Details of Support Activities

	Year Ended				
	Ju	ne 30, 2017	June 30, 2016		
Management and General Expenses					
Salaries and benefits	\$	965,510	\$	832,819	
Legal, accounting, and professional fees		124,792		41,480	
Other administrative expenses		264,703		350,993	
Total management and general expenses	<u>\$</u>	1,355,005	\$	1,225,292	