Omidyar Network Fund, Inc. Financial Statements

December 31, 2014 and 2013

Omidyar Network Fund, Inc. Index

December 31, 2014 and 2013

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Independent Auditor's Report

To the Board of Trustees of Omidyar Network Fund, Inc.

We have audited the accompanying financial statements of Omidyar Network Fund, Inc. (the "Foundation"), which comprise the statements of financial position as of December 31, 2014 and 2013, and the related statements of activities and changes in net assets, and cash flows for the years then ended.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of the 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 the 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 our 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, we consider internal control relevant to the Foundation's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Foundation's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Foundation at December 31, 2014 and 2013, 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.

June 29, 2015

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Omidyar Network Fund, Inc. Statements of Financial Position December 31, 2014 and 2013

	2014	2013
Assets		
Cash and cash equivalents	\$ 56,369,269	\$ 18,359,894
Receivable for investments sold	-	29,166,129
Interest and dividends receivable	514,829	624,673
Prepaid federal excise tax	183,993	-
Investments	227,579,262	238,331,792
Program and mission related investments	 37,226,871	 33,458,563
Total assets	\$ 321,874,224	\$ 319,941,051
Liabilities and Net Assets		
Accounts payable and accrued liabilities	\$ 90,686	\$ 60,964
Grants payable	6,857,279	6,660,922
Deferred federal excise tax liability	493,962	 2,478,696
Total liabilities	7,441,927	9,200,582
Unrestricted net assets	 314,432,297	 310,740,469
Total liabilities and unrestricted net assets	\$ 321,874,224	\$ 319,941,051

Omidyar Network Fund, Inc. Statements of Activities and Changes in Net Assets Years Ended December 31, 2014 and 2013

	2014		2013
Revenues and support			
Contributions	\$ 38,054		,,
Contributed services and in-kind gifts	26,264		21,136,503
Interest and dividends, net	2,962		2,005,692
Net realized gains on investments	21,677		4,270,389
Net unrealized gains(loss) on investments	(14,211	,148)	23,890,166
Total revenues and support	74,748	,197	129,956,770
Expenses and losses Program expenses			
Grants	45,733	,246	45,110,872
Other program expenses	11,431	,443	9,747,435
Total program expenses	57,164	,689	54,858,307
Administrative expenses	14,653	,938	11,209,068
Federal excise tax expense (benefit)	(762	,258)	2,050,399
Total expenses	71,056	,369	68,117,774
Increase in unrestricted net assets	3,691	,828	61,838,996
Unrestricted net assets			
Beginning of year	310,740	,469	248,901,473
End of year	\$ 314,432	,297 \$	310,740,469

Omidyar Network Fund, Inc. Statements of Cash Flows Years Ended December 31, 2014 and 2013

Cash flows from operating activities Change in net assets \$ 3,691,828 \$ 61,838,996 Adjustments to reconcile change in unrestricted *** *** net assets to net cash used in operating activities *** *** Net unrealized gains on investments 14,211,148 (23,890,166) Net realized gains on investments (21,677,093) (4,270,389) Noncash contributions received (38,054,713) (78,654,020) Amortization of premium on bond investments 298,953 (76,581) Proceeds from sale of investments of donated securities 97,677,537 22,502,810 Changes in operating assets and liabilities 109,844 246,045 Interest and dividends receivable 109,844 246,045 Prepaid federal excise tax (183,993) 148,321 Accounts payable and accrued liabilities 2,236 (8,546) Grants payable 196,357 973,666 Deferred federal excise tax liability (1,984,734) 1,880,399 Net cash provided by (used in) operating activities 54,287,370 (19,309,474) Cash flows from investments		2014	2013
Adjustments to reconcile change in unrestricted net assets to net cash used in operating activities Net unrealized gains on investments Net realized gains on investments Noncash contributions received Amortization of premium on bond investments Proceeds from sale of investments of donated securities Changes in operating assets and liabilities Interest and dividends receivable Prepaid federal excise tax Net cash provided by (used in) operating activities Cash flows from investments Purchase of investments Cash flows from investments Net cash provided by (used in) investing activities Cash and cash equivalents Reginning of year Supplemental schedule of noncash activities Receivable for investments sold Net cash provestments sold Supplemental schedule of noncash activities Receivable for investments sold Adjustments sold 14,211,148 (23,890,166) 14,271,148 (23,890,166) (44,270,389) (44,270,389) (46,78,541) (78,654,020) (78,664,020) (78,664,0	Cash flows from operating activities		
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Net unrealized gains on investments 14,211,148 (23,890,166) Net realized gains on investments (21,677,093) (4,270,389) Noncash contributions received (38,054,713) (78,654,020) Amortization of premium on bond investments 298,953 (76,581) Proceeds from sale of investments of donated securities 97,677,537 22,502,810 Changes in operating assets and liabilities 109,844 246,045 Interest and dividends receivable 109,844 246,045 Prepaid federal excise tax (183,993) 148,321 Accounts payable and accrued liabilities 2,236 (8,546) Grants payable 196,357 973,666 Deferred federal excise tax liability (1,984,734) 1,880,390 Net cash provided by (used in) operating activities 54,287,370 (19,309,474) Cash flows from investments Purchase of investments (150,655,330) (69,828,379) Distributions from investments 26,619,370 16,398,590 Proceeds from sale of investments 127,757,965 77,940,262 Net cash provided by (used in) investing act	· · · · · · · · · · · · · · · · · · ·		
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Amortization of premium on bond investments 298,953 (76,581) Proceeds from sale of investments of donated securities 97,677,537 22,502,810 Changes in operating assets and liabilities Interest and dividends receivable 109,844 246,045 Prepaid federal excise tax (183,993) 148,321 Accounts payable and accrued liabilities 2,236 (8,546) Grants payable 196,357 973,666 Deferred federal excise tax liability (1,984,734) 1,880,390 Net cash provided by (used in) operating activities 54,287,370 (19,309,474) Cash flows from investing activities (150,655,330) (69,828,379) Purchase of investments (150,655,330) (69,828,379) Distributions from investments 127,757,965 77,940,262 Net cash provided by (used in) investing activities (16,277,995) 24,510,473 Net increase in cash and cash equivalents 38,009,375 5,200,999 Cash and cash equivalents 18,359,894 13,158,895 End of year \$56,369,269 18,359,894 Supplemental schedule of noncash activities \$6,369,269	<u> </u>	, ,	, , , ,
Proceeds from sale of investments of donated securities 97,677,537 22,502,810 Changes in operating assets and liabilities 109,844 246,045 Interest and dividends receivable 109,844 246,045 Prepaid federal excise tax (183,993) 148,321 Accounts payable and accrued liabilities 2,236 (8,546) Grants payable 196,357 973,666 Deferred federal excise tax liability (1,984,734) 1,880,390 Net cash provided by (used in) operating activities 54,287,370 (19,309,474) Cash flows from investing activities Purchase of investments (150,655,330) (69,828,379) Distributions from investments 6,619,370 16,398,590 Proceeds from sale of investments 127,757,965 77,940,262 Net cash provided by (used in) investing activities (16,277,995) 24,510,473 Net increase in cash and cash equivalents 38,009,375 5,200,999 Cash and cash equivalents Beginning of year 18,359,894 13,158,895 End of year \$56,369,269 18,359,894 <t< td=""><td></td><td>, ,</td><td>, , ,</td></t<>		, ,	, , ,
Changes in operating assets and liabilities 109,844 246,045 Prepaid federal excise tax (183,993) 148,321 Accounts payable and accrued liabilities 2,236 (8,546) Grants payable 196,357 973,666 Deferred federal excise tax liability (1,984,734) 1,880,390 Net cash provided by (used in) operating activities 54,287,370 (19,309,474) Cash flows from investing activities Purchase of investments (150,655,330) (69,828,379) Distributions from investments 6,619,370 16,398,590 Proceeds from sale of investments 127,757,965 77,940,262 Net cash provided by (used in) investing activities (16,277,995) 24,510,473 Net increase in cash and cash equivalents 38,009,375 5,200,999 Cash and cash equivalents Beginning of year 18,359,894 13,158,895 End of year \$56,369,269 \$18,359,894 Supplemental schedule of noncash activities Receivable for investments sold \$- \$29,166,129	·	•	, ,
Interest and dividends receivable 109,844 246,045 Prepaid federal excise tax (183,993) 148,321 Accounts payable and accrued liabilities 2,236 (8,546) Grants payable 196,357 973,666 Deferred federal excise tax liability (1,984,734) 1,880,390 Net cash provided by (used in) operating activities 54,287,370 (19,309,474) Cash flows from investing activities Purchase of investments (150,655,330) (69,828,379) Distributions from investments 6,619,370 16,398,590 Proceeds from sale of investments 127,757,965 77,940,262 Net cash provided by (used in) investing activities (16,277,995) 24,510,473 Net increase in cash and cash equivalents 38,009,375 5,200,999 Cash and cash equivalents Beginning of year 18,359,894 13,158,895 End of year \$56,369,269 \$18,359,894 Supplemental schedule of noncash activities Receivable for investments sold \$ - \$29,166,129		97,677,537	22,502,810
Accounts payable and accrued liabilities 2,236 (8,546) Grants payable 196,357 973,666 Deferred federal excise tax liability (1,984,734) 1,880,390 Net cash provided by (used in) operating activities 54,287,370 (19,309,474) Cash flows from investing activities Purchase of investments (150,655,330) (69,828,379) Distributions from investments 6,619,370 16,398,590 Proceeds from sale of investments 127,757,965 77,940,262 Net cash provided by (used in) investing activities (16,277,995) 24,510,473 Net increase in cash and cash equivalents 38,009,375 5,200,999 Cash and cash equivalents Beginning of year 18,359,894 13,158,895 End of year \$56,369,269 \$18,359,894 Supplemental schedule of noncash activities Receivable for investments sold \$ - \$29,166,129	0 1 0	109,844	246,045
Grants payable 196,357 973,666 Deferred federal excise tax liability (1,984,734) 1,880,390 Net cash provided by (used in) operating activities 54,287,370 (19,309,474) Cash flows from investing activities (150,655,330) (69,828,379) Purchase of investments (150,655,330) (69,828,379) Distributions from investments 6,619,370 16,398,590 Proceeds from sale of investments 127,757,965 77,940,262 Net cash provided by (used in) investing activities (16,277,995) 24,510,473 Net increase in cash and cash equivalents 38,009,375 5,200,999 Cash and cash equivalents 38,009,375 5,200,999 Cash and cash equivalents 18,359,894 13,158,895 End of year \$56,369,269 \$18,359,894 Supplemental schedule of noncash activities Receivable for investments sold \$ 29,166,129	Prepaid federal excise tax	(183,993)	148,321
Deferred federal excise tax liability (1,984,734) 1,880,390 Net cash provided by (used in) operating activities 54,287,370 (19,309,474) Cash flows from investing activities \$4,287,370 (19,309,474) Purchase of investments (150,655,330) (69,828,379) Distributions from investments 6,619,370 16,398,590 Proceeds from sale of investments 127,757,965 77,940,262 Net cash provided by (used in) investing activities (16,277,995) 24,510,473 Net increase in cash and cash equivalents 38,009,375 5,200,999 Cash and cash equivalents 18,359,894 13,158,895 End of year \$56,369,269 \$18,359,894 Supplemental schedule of noncash activities \$ 29,166,129	Accounts payable and accrued liabilities	2,236	(8,546)
Net cash provided by (used in) operating activities 54,287,370 (19,309,474) Cash flows from investing activities Purchase of investments Purchase of investments (150,655,330) (69,828,379) Distributions from investments 6,619,370 16,398,590 Proceeds from sale of investments 127,757,965 77,940,262 Net cash provided by (used in) investing activities (16,277,995) 24,510,473 Net increase in cash and cash equivalents 38,009,375 5,200,999 Cash and cash equivalents 18,359,894 13,158,895 End of year \$56,369,269 \$18,359,894 Supplemental schedule of noncash activities \$ - \$29,166,129	Grants payable	196,357	973,666
Cash flows from investing activities Purchase of investments (150,655,330) (69,828,379) Distributions from investments 6,619,370 16,398,590 Proceeds from sale of investments 127,757,965 77,940,262 Net cash provided by (used in) investing activities (16,277,995) 24,510,473 Net increase in cash and cash equivalents 38,009,375 5,200,999 Cash and cash equivalents 18,359,894 13,158,895 End of year \$ 56,369,269 \$ 18,359,894 Supplemental schedule of noncash activities Receivable for investments sold \$ - \$ 29,166,129	Deferred federal excise tax liability	(1,984,734)	1,880,390
Purchase of investments (150,655,330) (69,828,379) Distributions from investments 6,619,370 16,398,590 Proceeds from sale of investments 127,757,965 77,940,262 Net cash provided by (used in) investing activities (16,277,995) 24,510,473 Net increase in cash and cash equivalents 38,009,375 5,200,999 Cash and cash equivalents 18,359,894 13,158,895 End of year \$56,369,269 \$18,359,894 Supplemental schedule of noncash activities Receivable for investments sold \$ - \$29,166,129	Net cash provided by (used in) operating activities	54,287,370	(19,309,474)
Distributions from investments 6,619,370 16,398,590 Proceeds from sale of investments 127,757,965 77,940,262 Net cash provided by (used in) investing activities (16,277,995) 24,510,473 Net increase in cash and cash equivalents 38,009,375 5,200,999 Cash and cash equivalents 18,359,894 13,158,895 End of year \$56,369,269 \$18,359,894 Supplemental schedule of noncash activities \$ - \$29,166,129	Cash flows from investing activities		
Proceeds from sale of investments 127,757,965 77,940,262 Net cash provided by (used in) investing activities (16,277,995) 24,510,473 Net increase in cash and cash equivalents 38,009,375 5,200,999 Cash and cash equivalents 18,359,894 13,158,895 End of year \$ 56,369,269 \$ 18,359,894 Supplemental schedule of noncash activities \$ - \$ 29,166,129	Purchase of investments	, , ,	, , , , ,
Net cash provided by (used in) investing activities (16,277,995) 24,510,473 Net increase in cash and cash equivalents 38,009,375 5,200,999 Cash and cash equivalents 18,359,894 13,158,895 End of year \$ 56,369,269 \$ 18,359,894 Supplemental schedule of noncash activities \$ - \$ 29,166,129	Distributions from investments	6,619,370	16,398,590
Net increase in cash and cash equivalents 38,009,375 5,200,999 Cash and cash equivalents 18,359,894 13,158,895 End of year \$ 56,369,269 \$ 18,359,894 Supplemental schedule of noncash activities Receivable for investments sold \$ - \$ 29,166,129	Proceeds from sale of investments	127,757,965	77,940,262
Cash and cash equivalents Beginning of year 18,359,894 13,158,895 End of year \$ 56,369,269 \$ 18,359,894 Supplemental schedule of noncash activities Receivable for investments sold \$ - \$ 29,166,129	Net cash provided by (used in) investing activities	(16,277,995)	24,510,473
Beginning of year 18,359,894 13,158,895 End of year \$ 56,369,269 \$ 18,359,894 Supplemental schedule of noncash activities Receivable for investments sold \$ - \$ 29,166,129	Net increase in cash and cash equivalents	38,009,375	5,200,999
End of year \$ 56,369,269 \$ 18,359,894 Supplemental schedule of noncash activities Receivable for investments sold \$ - \$ 29,166,129	Cash and cash equivalents		
Supplemental schedule of noncash activities Receivable for investments sold \$ - \$ 29,166,129	Beginning of year	18,359,894	13,158,895
Receivable for investments sold \$ - \$ 29,166,129	End of year	\$ 56,369,269	\$ 18,359,894
Receivable for investments sold \$ - \$ 29,166,129	Supplemental schedule of noncash activities		
Contributed services and in-kind gifts 26,264,876 21,136,503	• •	\$ -	\$ 29,166,129
	Contributed services and in-kind gifts	26,264,876	21,136,503

Omidyar Network Fund, Inc. Notes to Financial Statements December 31, 2014 and 2013

1. Organization

Omidyar Network Fund, Inc. (the "Foundation") is a 501(c)(3) entity incorporated in the State of Delaware. The purpose of the Foundation is to support organizations that employ market-based approaches to create opportunities for people to improve their lives, thereby catalyzing economic and social change.

2. Summary of Significant Accounting Policies

Basis of Accounting

The financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America applicable to nonprofit organizations.

Revenues, gains or losses on investments and other assets or liabilities are reported as increases or decreases in unrestricted net assets unless their use is restricted by explicit donor stipulation or by law. Expenses are reported as decreases in unrestricted net assets.

Contributions are recognized at fair value in the period received. The Foundation has been funded through contributions received from the Pierre M. Omidyar Trust ("the Trust"), a related party. To date, such contributions have been unrestricted.

Unrestricted Net Assets

Unrestricted net assets represent resources that are not subject to donor-imposed restrictions and are available to support the Foundation's activities.

Uses 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 at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Cash and Cash Equivalents

The Foundation considers all highly liquid investments purchased with an original maturity of three months or less to be cash equivalents. The carrying amount of cash and cash equivalents approximates fair value due to short-term maturities of the instruments. The Foundation deposits cash and cash equivalents with high credit quality financial institutions. At times, such amounts may exceed federally insured limits.

Investments

Investments, including program and mission related investments, are reported at fair value. Fair value is defined as the amount at which an asset could be exchanged between unrelated willing market participants, in an orderly transaction at the measurement date (i.e. the exit price). Investments are classified as program or mission related investments when they have a direct link to the Foundation's strategic purpose.

Omidyar Network Fund, Inc. Notes to Financial Statements December 31, 2014 and 2013

Securities listed on a securities exchange are valued at the last quoted sale price from the principal market on which the security is traded. Investments in open-end mutual funds are valued at the closing net asset value. Securities that trade in over-the-counter markets, including most debt and convertible securities, are valued within the range of the most recent quoted bid and ask prices or if such quotes are not available may be valued using evaluated prices determined by the Foundation's pricing services. The Foundation's pricing services may use valuation models which consider information with respect to comparable bond and note transactions, quotations from bond dealers, conversion premiums, interest rate spreads and yield curves to determine current value.

Private equity investments are not registered for public sale and are carried at estimated fair value as determined in good faith by the Foundation's management after consideration of available relevant financial, operational, and economic data. Significant factors considered in the estimation of fair value include but are not limited to the price at which the investment was acquired, the nature of the investment, local market conditions, trading values on public exchanges for comparable securities, current and projected operating performance and financing transactions subsequent to the acquisition of the investment. The inputs into the determination of fair value require significant management judgment. Due to the inherent uncertainty of these estimates, these values may differ materially from the values that would have been used had a ready market for these investments existed.

Investments in limited partnerships, which include private equity funds, venture capital funds and hedge funds are generally subject to certain withdrawal restrictions. Because no readily ascertainable market value exists for these investments, the estimated fair values are determined in good faith by the Foundation's management on the basis of the latest available valuations of the Foundation's pro-rata interest in the net assets of the partnership as determined in good faith by the general partner of each partnership.

The Foundation follows the authoritative guidance for estimating the fair value of investments in investment companies, including limited partnerships that have calculated net asset value in accordance with the specialized accounting guidance for investment companies. Accordingly, in circumstances in which the fair value of an investment in a limited partnership is not readily determinable, the Foundation estimates the fair value of an investment in a limited partnership using the net asset value of the investment without further adjustment, if the net asset value per share of the investment is determined in accordance with the specialized accounting guidance for investment companies as of the reporting entity's measurement date.

Management may determine to adjust the valuations after consideration of relevant factors that market participants would consider in a transaction for an interest in the partnership including redemption restrictions.

Investment Income

Dividends and interest are accrued as earned and are presented on the Statement of Activities and Changes in Net Assets net of investment expenses of \$525,430 and \$503,156 for 2014 and 2013, respectively.

Grants

Grants expense includes unconditional grants. Unconditional grants are expensed when grant agreements are executed. Certain grants may be subject to the grantee fulfilling specific conditions. Such conditional grants are considered commitments and are not recorded as expense until the conditions of the grant are met.

3. Investments

Investments held at December 31:

	2014	2013
Convertible securities	\$ 24,964,666	\$ 23,174,694
Public equity securities	89,337,471	104,838,594
Fixed income securities	33,247,368	35,587,667
Private equity, venture capital and hedge funds	 80,029,757	 74,730,837
Total investments	\$ 227,579,262	\$ 238,331,792

At December 31, 2014 and 2013, the Foundation had unfunded commitments of \$1,295,500 and \$1,628,000, respectively, related to certain private equity, venture capital and hedge funds. The unfunded portion of these commitments can be called at any time at the request of each general partner.

4. Program and Mission Related Investments

Program and mission related investments ("PRI" and "MRI") held at December 31:

	2014	2013
Private equity investments	\$ 22,507,979	\$ 21,352,986
Venture capital and private equity funds	12,718,892	10,105,577
Debt investments	 2,000,000	 2,000,000
Total investments	\$ 37,226,871	\$ 33,458,563

At December 31, 2014 and 2013, the Foundation had unfunded commitments of \$6,012,615 and \$9,099,999, respectively, related to investments in limited partnerships. The unfunded commitments to private equity and venture capital funds can be called at any time at the request of the general partners and are not accrued until called.

5. Investment Valuation

The accounting standard over fair value measurements established a framework for measuring fair value, and expands disclosures about fair value measurements. The standard prioritizes, within the measurement of fair value, the use of market-based information over entity specific information and establishes a three-level hierarchy for fair value measurements based on the nature of inputs used in the valuation of an asset or liability as of the measurement date.

The three-level hierarchy for fair value measurements is defined as follows:

- Level 1 inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets;
- Level 2 inputs to the valuation methodology include quoted prices for similar assets or liabilities in active markets, and inputs that are observable for the asset or liability other than quoted

prices, either directly or indirectly, including inputs in markets that are not considered to be active; and

Level 3 inputs to the valuation methodology are unobservable and significant to the fair value measurement. The inputs into the determination of fair value require significant management judgment.

An investment's categorization within the valuation hierarchy is based upon the lowest level input that is significant to the fair value measurement.

The following table presents the investments carried at fair value on the Statement of Financial Position as of December 31, 2014 (as described above):

	Assets at Fair Value as of December 31, 2014								
	Level 1	Level 2	Level 3	Total					
Convertible securities	\$ -	\$ 24,964,666	\$ -	\$ 24,964,666					
Public equity securities	89,337,471	-	<u>-</u>	89,337,471					
Fixed income securities	-	33,247,368		33,247,368					
Private equity, venture capital									
and hedge funds	-	57,166,984	22,862,773	80,029,757					
PRI and MRI - private equity	-		22,507,979	22,507,979					
PRI and MRI - private equity and									
venture capital funds	-	-	12,718,892	12,718,892					
PRI and MRI - debt			2,000,000	2,000,000					
	\$ 89,337,471	\$ 115,379,018	\$ 60,089,644	\$ 264,806,133					

There were no transfers of assets into and out of Level 1 and 2 of the fair value hierarchy in 2014.

The following table presents the investments carried at fair value on the Statement of Financial Position as of December 31, 2013 (as described above):

	Assets at Fair Value as of December 31, 2013								
	Level 1	Level 2	Level 3	Total					
Convertible securities Public equity securities	\$ - 104,838,594	\$ 23,174,694	\$ -	\$ 23,174,694 104.838.594					
Fixed income securities Private equity, venture capital	-	35,587,667	-	35,587,667					
and hedge funds		51,300,356	23,430,481	74,730,837					
PRI and MRI - private equity PRI and MRI - private equity and	-	-	21,352,986	21,352,986					
venture capital funds	-	-	10,105,577	10,105,577					
PRI and MRI - debt			2,000,000	2,000,000					
	\$ 104,838,594	\$ 110,062,717	\$ 56,889,044	\$ 271,790,355					

There were no transfers of assets into and out of Level 1 and 2 of the fair value hierarchy in 2013.

Fair Value Measurements Using Level 3 Inputs

The following table includes a roll-forward of the amounts in the Statement of Financial Position for the year ended December 31, 2014 (including the change in fair value) for investments classified within Level 3 of the fair value hierarchy.

Omidyar Network Fund, Inc. Notes to Financial Statements December 31, 2014 and 2013

	(ivate Equity, Venture Capital and ledge Funds	F	PRI and MRI - Private Equity	_	RI and MRI - Private Debt	Pr	RI and MRI - ivate Equity nd Venture apital Funds	Total
Balance at December 31, 2013	\$	23,430,481	\$	21,352,986	\$	2,000,000	\$	10,105,577	\$ 56,889,044
Purchases		346,278		2,859,879		-		2,116,988	5,323,145
Sales and distributions		(4,999,715)		-		-		(14,492)	(5,014,207)
Gains/(Losses)									
Realized		3,882,616		-		-		-	3,882,616
Unrealized		203,113		(1,704,886)				510,819	 (990,954)
Balance at December 31, 2014	\$	22,862,773	\$	22,507,979	\$	2,000,000	\$	12,718,892	\$ 60,089,644

The change in unrealized gains or losses for the period for Level 3 investments held at December 31, 2014 included in the changes in net assets was the same as the total change in unrealized gains or losses for Level 3 investments for the year ended December 31, 2014.

The following table includes a roll-forward of the amounts in the Statement of Financial Position for the year ended December 31, 2013 (including the change in fair value) for investments classified within Level 3 of the fair value hierarchy.

	(ivate Equity, Venture Capital and ledge Funds	P	RI and MRI - Private Equity	-	RI and MRI - Private Debt	Pr a	RI and MRI - ivate Equity nd Venture apital Funds	Total
Balance at December 31, 2012	\$	21,885,624	\$	18,105,242	\$	3,000,000	\$	7,440,421	\$ 50,431,287
Purchases Sales and distributions Maturities and conversions Gains/(Losses)		795,460 (5,333,788)		1,113,503 - 1,000,000		- (1,000,000)		3,143,945 (1,121,901)	5,052,908 (6,455,689)
Realized Unrealized		3,267,535 2,815,650		- 1,134,241_		<u>-</u>		631,902 11,210	 3,899,437 3,961,101
Balance at December 31, 2013	\$	23,430,481	\$	21,352,986	\$	2,000,000	\$	10,105,577	\$ 56,889,044

The change in unrealized gains or losses for the period for Level 3 investments held at December 31, 2013 included in the changes in net assets was the same as the total change in unrealized gains or losses for Level 3 investments for the year ended December 31, 2013.

All net realized and unrealized gains and losses are included within revenues and support in the Statement of Activities and Changes in Net Assets.

The Foundation uses significant unobservable inputs in the fair value measurements of certain direct private equity investments. The following table provides quantitative information about the valuation techniques and significant unobservable inputs used to determine the fair value of such investments at December 31, 2014.

	Fair Value	Valuation Technique(s)	Unobservable Input	Assumptions or Range
Direct private equity investment - education	\$ 2,093,287	Option pricing model	Expected volatility Time to exit (years)	49.3% - 49.6% 4 - 5
Direct private equity investment	\$ 820,940	Market comparable	Book value multiple	1
- financial inclusion	\$ 3,495,084	Option pricing model	Expected volatility Time to exit (vears)	47.1% 4

The level 3 assets are mainly valued using unobservable but non-quantitative inputs. These assets include financial instruments for which determination of fair value is based on prices from prior transactions or third party pricing information without adjustment from management and financial instruments for which fair value is determined using the NAV as a practical expedient.

The following table provides quantitative information about the valuation techniques and significant unobservable inputs used to determine the fair value of such investments at December 31, 2013.

	ı	Fair Value	Valuation Technique(s)	Unobservable Input	Assumptions
Direct private equity investment -	\$	9,441,101	Option pricing model	Expected volatility	60.0%
education				Time to exit (years)	3
Direct private equity investment -					
financial inclusion	\$	1,993,612	Market comparable	Book value multiple	1.5

The Foundation uses net asset value (NAV) to determine the fair value of its investments in limited partnerships. The following table lists such investments by major category at December 31, 2014:

		Number of funds	Fair Value	Unfunded ommitments	Redemption Terms	Redemption Restrictions in Place at Year End
(a)	Hedge funds - equity strategies	3	\$ 30,945,711	\$ -	Ranges from monthly redemption with 35 days' notice to annual redemption with 90 days' notice	None
(b)	Hedge funds - diversified	1	9,435,736		Ranges from monthly redemption with 45 days' notice to semiannual redemption with 90 days' notice	None
(c)	Private equity and venture capital funds - U.S.	6	22,862,773	1,295,500	Not redeemable	N/A
(d)	Hedge funds - debt strategies	2	16,785,537		Range from monthly redemption with 45 days' notice to annual redemption with 90 days' notice	None
(e)	PRI and MRI - Private equity funds - non U.S.	5	12,718,892	5,198,006	Not redeemable	N/A
		17	\$ 92,748,649	\$ 6,493,506		

The following table lists such investments by major category at December 31, 2013:

	Number of funds	Fair Value	Unfunded Commitments	Redemption Terms	Redemption Restrictions in Place at Year End
(a) Hedge funds - equity strategies	2	\$ 20,062,404	\$ -	Ranges from monthly redemption with 35 days' notice to annual redemption with 90 days' notice	None
(b) Hedge funds - divers	ified 2	14,721,704	-	Ranges from monthly redemption with 45 days' notice to semiannual redemption with 90 days' notice	None
(c) Private equity and ve capital funds - U.S.	enture 6	23,430,481	1,628,000	Not redeemable	N/A
(d) Hedge funds - debt strategies	2	16,516,247	-	Range from monthly redemption with 45 days' notice to annual redemption with 90 days' notice	None
(e) PRI and MRI - Privat	te			Not redeemable	N/A
equity funds - non U.	.S. <u>5</u>	10,105,577	9,099,999		
	17	\$ 84,836,413	\$ 10,727,999		

- (a) This category includes investments in hedge funds that primarily pursue equity value strategies that provide superior risk-adjusted returns.
- (b) This category includes investments in a hedge fund that pursues multiple strategies to diversify risks and reduce volatility including U.S. equity value and growth opportunities, distressed debt, arbitrage and emerging market equities.
- (c) This category includes several private equity and venture capital funds that invest primarily in U.S. private companies. Distributions from these funds will be received as the underlying investments of the funds are liquidated.
- (d) This category includes investments in hedge funds that primarily invest in multi-credit debt strategies that include investments in distressed debt.
- (e) This category includes investments in private equity funds that invest primarily in microfinance institutions in emerging economies and small to medium enterprises within India. Distributions from these funds will be received as the underlying investments of the funds are liquidated.

6. Related Party Transactions

The Trust donated marketable securities with total fair value of \$38,054,713 to the Foundation in 2014.

During 2014 and 2013, Omidyar Network Services LLC, a subsidiary of Omidyar Network LLC, and an affiliated entity of the Foundation, provided program and general and administrative support to and paid for professional legal costs on behalf of the Foundation. Contributed services and in-kind gifts are allocated to the Foundation based on the percentage of the Foundation's annual grant and program and mission related investment transactions to the total annual transactions of both the Foundation and Omidyar Network LLC. The allocated amount may fluctuate significantly as the transaction mix changes from year to year. The amount of contributed services and in-kind gifts from Omidyar Network Services LLC is recognized as support. The support and related expense for the years ended December 31, 2014 and 2013 totaled \$26,076,326 and \$20,923,603, respectively. In addition, other affiliated entities and related parties provided in-kind services related to investment management and travel of \$188,550 during 2014 and \$212,900 during 2013, to the Foundation.

7. Grants and Support

Grant expenses for December 31, 2014 are as follows:

	2014	2013
Grant payments	\$ 45,657,754	\$44,881,834
Less: amounts committed in previous years and paid	(2,726,102)	(4,312,916)
Future payments committed in the current year on		
unconditional grants	2,922,459	5,595,422
Released amount committed in PY		(208,940)
Refunded grants paid in previous year	(120,865)	(844,528)
Grant expenses	\$ 45,733,246	\$45,110,872

Payables related to unconditional grants are due as follows: \$5,317,382 due in 2015 and \$1,400,000 due in 2016. All grants payable are recorded at face value, which, as of December 31, 2014 and December 31, 2013 was immaterially different from present value.

As of December 31, 2014 and 2013, the Foundation had unfunded commitments of \$47,464,535 and \$42,273,450, respectively, related to conditional grants. Future installments are payable upon the satisfaction of certain conditions and therefore, will not be accrued until such conditions have been met.

In 2012, the Foundation also provided financial guarantee for one organization in the form of a letter of credit. The letter of credit was issued by a commercial bank, subject to periodic renewal. The arrangement expires on October 25, 2019. As of December 31, 2014, the face amount of the letter of credit was \$2,000,000.

8. Taxes

Omidyar Network Fund, Inc. is a private foundation and qualifies as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, and from state income taxes under Section 23701(d) of the Revenue and Taxation Code of the State of California, respectively. Private foundations are subject to a federal excise tax on net investment income and may reduce their federal excise tax rate from 2% to 1% if the foundation's charitable expenditures exceed a specified minimum amount based on the foundation's average expenditures over the preceding five years. The Foundation was subject to 1% excise rate for both 2014 and 2013. At December 31, 2014 and 2013, deferred excise tax liabilities of 2% were recognized on net unrealized gains on investments. Certain investments provide unrelated business income, which is subject to unrelated business income tax. For the years ended December 31, 2014 and 2013, the unrelated business income provided by investments was immaterial.

The expenses for federal excise tax are as follows:

		2014	2013
Current		\$ 1,176,389	\$ 216,096
Deferred		 (1,938,647)	1,834,303
	Federal excise tax expense	\$ (762,258)	\$ 2,050,399

The Foundation believes that it has appropriate support for the excise tax positions taken and, as such, does not have any uncertain tax positions that result in a material impact on the Foundation's financial position or changes in net assets.

9. Subsequent Events

The Foundation has evaluated subsequent events for the period from December 31, 2014 through June 29, 2015, the date the financial statements were available to be issued. There have been no subsequent events, which would require the adjustment of any significant estimate and related disclosures.