

THE INTERCEPT MEDIA, INC.

FINANCIAL STATEMENTS

DECEMBER 31, 2024 AND 2023



LUTZ AND GARR
CERTIFIED PUBLIC ACCOUNTANTS, LLP
551 FIFTH AVENUE - SUITE 400, NEW YORK, NY 10176
212-697-2299 FAX: 212-949-1768

INDEPENDENT AUDITORS' REPORT

To the Board of Directors of
The Intercept Media, Inc.

Opinion

We have audited the accompanying financial statements of The Intercept Media, Inc. (a nonprofit organization), which comprise the statements of financial position as of December 31, 2024 and 2023, and the related statements of activities, functional expenses and cash flows for the years then ended, and the related notes to the financial statements.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of The Intercept Media, Inc. as of December 31, 2024 and 2023, 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.

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of The Intercept Media, Inc. and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of Management 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, and for 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.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about The Intercept Media, Inc.'s ability to continue as a going concern within one year after the date that the financial statements are available to be issued.

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with generally accepted auditing standards will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with generally accepted auditing standards, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit 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 Intercept Media, Inc.'s internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about The Intercept Media, Inc.'s ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control related matters that we identified during the audit.

Lotz + Carr, LLP

New York, New York
August 22, 2025

THE INTERCEPT MEDIA, INC.

STATEMENTS OF FINANCIAL POSITION

DECEMBER 31, 2024 AND 2023

	<u>2024</u>	<u>2023</u>
Assets		
Cash and cash equivalents	\$2,611,260	\$ 573,233
Contributions receivable		
With donor restrictions	1,200,000	6,327,426
Due from fiscal sponsor	4,935	788,211
Prepaid expenses and other assets	77,970	98,037
Property and equipment, at cost, net of accumulated depreciation	<u>68,750</u>	<u>114,583</u>
Total Assets	<u><u>\$3,962,915</u></u>	<u><u>\$7,901,490</u></u>
Liabilities and Net Assets		
Liabilities		
Accounts payable and accrued expenses	<u>\$ 113,500</u>	<u>\$ 129,502</u>
Net Assets		
Without donor restrictions	2,646,915	1,360,160
With donor restrictions	<u>1,202,500</u>	<u>6,411,828</u>
Total Net Assets	<u><u>3,849,415</u></u>	<u><u>7,771,988</u></u>
Total Liabilities and Net Assets	<u><u>\$3,962,915</u></u>	<u><u>\$7,901,490</u></u>

See notes to financial statements.

THE INTERCEPT MEDIA, INC.

STATEMENTS OF ACTIVITIES

YEARS ENDED DECEMBER 31, 2024 AND 2023

	2024			2023		
	Without Donor Restrictions	With Donor Restrictions	Total	Without Donor Restrictions	With Donor Restrictions	Total
Changes in Net Assets						
Revenue and Support						
Contributions	\$ 5,255,801	\$ 100,074	\$5,355,875	\$12,236,239	\$ 6,510,926	\$18,747,165
Donated services	199,305	-	199,305	90,371	-	90,371
Program income	72,793	-	72,793	59,475	-	59,475
Interest and dividends	168,375	-	168,375	152,838	-	152,838
Other income	-	-	-	2,145	-	2,145
	<u>5,696,274</u>	<u>100,074</u>	<u>5,796,348</u>	<u>12,541,068</u>	<u>6,510,926</u>	<u>19,051,994</u>
Net assets released from restrictions						
Satisfaction of time and program restrictions	<u>5,309,402</u>	<u>(5,309,402)</u>	<u>-</u>	<u>99,098</u>	<u>(99,098)</u>	<u>-</u>
Total Revenue and Support	<u>11,005,676</u>	<u>(5,209,328)</u>	<u>5,796,348</u>	<u>12,640,166</u>	<u>6,411,828</u>	<u>19,051,994</u>
Expenses						
Program Services	<u>6,725,421</u>	<u>-</u>	<u>6,725,421</u>	<u>8,204,366</u>	<u>-</u>	<u>8,204,366</u>
Supporting Services						
Management and general	1,554,298	-	1,554,298	1,517,729	-	1,517,729
Fundraising	1,439,202	-	1,439,202	1,557,911	-	1,557,911
Total Supporting Services	<u>2,993,500</u>	<u>-</u>	<u>2,993,500</u>	<u>3,075,640</u>	<u>-</u>	<u>3,075,640</u>
Total Expenses	<u>9,718,921</u>	<u>-</u>	<u>9,718,921</u>	<u>11,280,006</u>	<u>-</u>	<u>11,280,006</u>
Increase (decrease) in net assets	1,286,755	(5,209,328)	(3,922,573)	1,360,160	6,411,828	7,771,988
Net assets, beginning of year	<u>1,360,160</u>	<u>6,411,828</u>	<u>7,771,988</u>	<u>-</u>	<u>-</u>	<u>-</u>
Net Assets, End of Year	<u>\$ 2,646,915</u>	<u>\$ 1,202,500</u>	<u>\$3,849,415</u>	<u>\$ 1,360,160</u>	<u>\$ 6,411,828</u>	<u>\$ 7,771,988</u>

See notes to financial statements.

THE INTERCEPT MEDIA, INC.

STATEMENT OF FUNCTIONAL EXPENSES

YEAR ENDED DECEMBER 31, 2024 WITH COMPARATIVE TOTALS FOR 2023

	2024				2023
	Supporting Services				
	Program Services	Management and General	Fundraising	Total	Total Expenses
Salaries, payroll taxes and benefits	\$5,029,646	\$ 799,919	\$ 943,968	\$1,743,887	\$6,773,533
Professional fees and contracted services	758,351	329,496	129,104	458,600	1,216,951
Legal	160,604	213,781	-	213,781	374,385
Licensing, commissions, and project support	327,888	218	-	218	328,106
Supplies and other administrative costs	29,435	23,855	208,680	232,535	261,970
Travel	36,379	41,189	45,971	87,160	123,539
Information technology	138,458	52,970	99,705	152,675	291,133
Insurance	95,249	57,631	-	57,631	152,880
Communications	112,358	22,368	3,618	25,986	138,344
Facilities	2,513	7,703	81	7,784	10,297
Advertising and marketing	1,056	-	894	894	1,950
Depreciation	33,484	5,168	7,181	12,349	45,833
Total Expenses, 2024	<u>\$6,725,421</u>	<u>\$ 1,554,298</u>	<u>\$ 1,439,202</u>	<u>\$2,993,500</u>	<u>\$9,718,921</u>
Total Expenses, 2023	<u>\$8,204,366</u>	<u>\$ 1,517,729</u>	<u>\$ 1,557,911</u>	<u>\$3,075,640</u>	<u>\$11,280,006</u>

See notes to financial statements.

THE INTERCEPT MEDIA, INC.

STATEMENT OF FUNCTIONAL EXPENSES

YEAR ENDED DECEMBER 31, 2023

	Program Services	Supporting Services			Total Expenses
		Management and General	Fundraising	Total	
Salaries, payroll taxes and benefits	\$6,782,758	\$ 744,112	\$ 957,937	\$1,702,049	\$ 8,484,807
Professional fees and contracted services	704,287	371,799	237,903	609,702	1,313,989
Legal	15,897	175,626	-	175,626	191,523
Licensing and commissions	105,290	649	-	649	105,939
Supplies and other administrative costs	53,715	54,481	191,192	245,673	299,388
Travel	82,876	101,422	41,565	142,987	225,863
Information technology	206,545	41,491	87,855	129,346	335,891
Insurance	118,820	16,952	19,827	36,779	155,599
Communications	109,126	438	13,192	13,630	122,756
Facilities	1,978	8,152	1,591	9,743	11,721
Advertising and marketing	5,635	49	3,929	3,978	9,613
Depreciation	17,439	2,558	2,920	5,478	22,917
Total Expenses	<u>\$8,204,366</u>	<u>\$ 1,517,729</u>	<u>\$ 1,557,911</u>	<u>\$3,075,640</u>	<u>\$11,280,006</u>

See notes to financial statements.

THE INTERCEPT MEDIA, INC.

STATEMENTS OF CASH FLOWS

YEARS ENDED DECEMBER 31, 2024 AND 2023

	<u>2024</u>	<u>2023</u>
Cash Flows From Operating Activities		
Increase (decrease) in net assets	\$(3,922,573)	\$7,771,988
Adjustments to reconcile increase (decrease) in net assets to net cash provided by operating activities:		
Depreciation	45,833	22,917
(Increase) decrease in:		
Contributions receivable	5,127,426	(6,327,426)
Due from fiscal sponsor	783,276	(788,211)
Prepaid expenses and other assets	20,067	(98,037)
Increase (decrease) in accounts payable and accrued expenses	<u>(16,002)</u>	<u>129,502</u>
Net Cash Provided By Operating Activities	2,038,027	710,733
Cash Flows From Investing Activities		
Purchases of property and equipment	<u>-</u>	<u>(137,500)</u>
Net increase in cash and cash equivalents	2,038,027	573,233
Cash and cash equivalents, beginning of year	<u>573,233</u>	<u>-</u>
Cash and Cash Equivalents, End of Year	<u><u>\$ 2,611,260</u></u>	<u><u>\$ 573,233</u></u>

See notes to financial statements.

THE INTERCEPT MEDIA, INC.
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2024 AND 2023

Note 1 - Organization and Summary of Significant Accounting Policies

a - Organization

The Intercept Media, Inc. (the "Organization") is a news organization incorporated in November 2022, as a not-for-profit corporation in the state of Delaware. Its mission is to educate the public through investigative journalism about social, economic, environmental and political issues.

Since 2014, the Organization's activities were conducted as program of First Look Institute, Inc. ("FLI"). In February 2023, the Organization entered into a fiscal sponsorship agreement with FLI, whereby FLI agreed to act as the Organization's fiscal sponsor until the Organization received notification of its tax exempt status from the Internal Revenue Service, which was received in September 2023. FLI continued to receive the majority of the Organization's 2023 revenue through early 2024, and transferred funds to the Organization on a monthly basis. During 2024, the Organization received the majority of its contribution revenue directly from donors. Amounts due from FLI as of December 31, 2024 and 2023 totaled \$4,935 and \$789,211, respectively.

The Organization also entered into a grant agreement with FLI dated February 10, 2023, providing for a grant from FLI of \$14.4 million, of which \$1.2 million remained due as of December 31, 2024 and was received January 2025.

The decline in the Organization's revenue from 2023 to 2024 was planned and expected due to the \$14.4 million grant from FLI in 2023 and no corresponding grant in 2024.

b - Cash and Cash Equivalents

For purposes of the statement of cash flows, the Organization considers all highly liquid debt instruments, purchased with a maturity of three months or less, to be cash equivalents.

c - Contributions and Contributions Receivable

Contributions received are recorded as support without donor restrictions or support with donor restrictions depending on the existence and/or nature of any donor restrictions. Contributions are recognized when the donor makes a promise to give to the Organization, that is, in substance, unconditional. Conditional promises to give, that have a measurable performance or other barrier and a right of return, are not recognized until the conditions on which they depend have been met.

Donor-restricted contributions are reported as increases in net assets with donor restrictions depending on the nature of the restrictions. When a restriction expires, net assets with donor restrictions are reclassified to net assets without donor restrictions.

THE INTERCEPT MEDIA, INC.
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2024 AND 2023

Note 1 - Organization and Summary of Significant Accounting Policies (continued)

c - Contributions and Contributions Receivable (continued)

The Organization uses the allowance method to determine uncollectible promises to give. The allowance is based on prior years' experience and management's analysis of specific promises made.

d - Property and Equipment

Purchased property and equipment are recorded at cost and are being depreciated using the straight-line method over the estimated useful life of the asset.

e - Revenue Recognition

The Organization has program and other earned revenue which are accounted for as exchange transactions, consisting of fees received under agreements for certain projects. Revenue received pursuant to these agreements is recognized when articles are published or other project deliverables are completed.

f - Financial Statement Presentation

The financial statements have been prepared in accordance with accounting principles generally accepted in the United States (U.S. GAAP), which require the Organization to report information regarding its financial position and activities according to the following net asset classifications:

Net Assets Without Donor Restrictions

Net assets that are not subject to donor-imposed restrictions and may be expended for any purpose in performing the primary objectives of the Organization. These net assets may be used at the discretion of the Organization's management and Board of Directors.

Net Assets With Donor Restrictions

Net assets subject to stipulations imposed by donors and grantors. Some donor restrictions may be temporary in nature; those restrictions will be met by actions of the Organization or the passage of time. Other donor restrictions may be perpetual in nature, whereby the donor has stipulated the funds be maintained in perpetuity.

g - Functional Allocation of Expenses

The cost of providing the various programs and supporting services has been summarized on a functional basis in the statement of activities. Expenses are allocated directly to programs, where applicable, on a reasonable and consistent basis. A substantial portion of the Organization's expenses are directly related to program activities. Certain other expenses are attributable to more than one program or supporting function and require allocation. Shared personnel costs are allocated on how they spend their time across Programs, Fundraising and Programs. Shared services such as IT, insurance and depreciation are allocated on average employee headcount.

THE INTERCEPT MEDIA, INC.
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2024 AND 2023

Note 1 - Organization and Summary of Significant Accounting Policies (continued)

h - Estimates

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

i - Tax Status

The Organization is a not-for-profit corporation exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code and has been designated as an organization which is not a private foundation.

j - Subsequent Events

The Organization has evaluated subsequent events through August 22, 2025, the date that the financial statements are considered available to be issued.

Note 2 - Information Regarding Liquidity and Availability

The Organization operates with a balanced budget for each fiscal year based on the revenues expected to be available to fund anticipated expenses. A substantial portion of annual revenue is comprised of contribution revenue raised during the current year, and revenue from other sources earned during the year. The Organization considers general expenditures to consist of all expenses related to its ongoing program activities, and the expenses related to general and administrative and fundraising activities undertaken to support those services.

The Organization regularly monitors liquidity to meet its operating needs and other commitments and obligations, while seeking to maximize the investment of its available funds. Management prepares regular cash flow projections to determine liquidity needs and has a policy to maintain liquid financial assets on an ongoing basis to cover ninety days of general expenditures.

THE INTERCEPT MEDIA, INC.
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2024 AND 2023

Note 2 - Information Regarding Liquidity and Availability (continued)

The Organization's financial assets as of December 31 available to meet cash needs for general expenditures within one year are summarized as follows:

	<u>2024</u>	<u>2023</u>
Financial Assets at Year End:		
Cash and cash equivalents	\$ 2,611,260	\$ 573,233
Contributions receivable	1,200,000	6,327,426
Due from fiscal sponsor	<u>4,935</u>	<u>788,211</u>
Total Financial Assets	3,816,195	7,688,870
Less: Amounts not Available to be Used within One Year:		
Net assets with donor restrictions, subject to expenditure for specific purposes or passage of time	(1,202,500)	(6,411,828)
Plus: Net assets with donor restrictions expected to be met in less than one year	<u>1,202,500</u>	<u>5,317,735</u>
Financial Assets Available to Meet General Expenditures within One Year	<u>\$ 3,816,195</u>	<u>\$ 6,594,777</u>

Note 3 - Net Assets With Donor Restrictions

Net assets with donor restrictions are restricted as follows:

	<u>2024</u>	<u>2023</u>
General operations - 2024	\$ -	\$5,200,000
General operations - 2025	1,200,000	1,102,426
Specified programs and projects	<u>2,500</u>	<u>109,402</u>
	<u>\$1,202,500</u>	<u>\$6,411,828</u>

THE INTERCEPT MEDIA, INC.
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2024 AND 2023

Note 4 - Contributions Receivable

Contributions receivable as of December 31 are due as follows:

	<u>2024</u>	<u>2023</u>
Due within one year	\$1,200,000	\$5,225,000
Due in one to three years	<u>-</u>	<u>1,200,000</u>
	1,200,000	6,425,000
Less: Discount to present value	<u>-</u>	<u>(97,574)</u>
	<u>\$1,200,000</u>	<u>\$6,327,426</u>

Contributions receivable, which are due after one year, are discounted to net present value using a 4.5% discount rate. Uncollectible contributions receivable are expected to be insignificant.

Note 5 - Property and Equipment

Property and equipment at December 31 consists of the following:

	<u>Life</u>	<u>2024</u>	<u>2023</u>
Website	3 years	\$137,500	\$137,500
Less: Accumulated amortization		<u>(68,750)</u>	<u>(22,917)</u>
Total		<u>\$ 68,750</u>	<u>\$114,583</u>

Note 6 - Concentrations

- a - The Organization maintains its cash and cash equivalents balances in two financial institutions. Balances, at times, may exceed federally insured limits.
- b - For the year ended December 31, 2023, the Organization received approximately 77% of its total revenue and support from one donor, the Organization's fiscal sponsor. There were no concentrations of revenue and support for the year ended December 31, 2024.

Substantially all of contributions receivable was due from this donor as of December 31, 2024 and 2023.

THE INTERCEPT MEDIA, INC.
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2024 AND 2023

Note 7 - Donated Services

For the years ended December 31, 2024 and 2023, the Organization received donated legal services of \$111,926 and \$84,424 and donated travel costs of \$1,745 and \$5,947, respectively, in connection with its administrative supporting services. For the year ended December 31, 2024, the Organization also received donated legal services of \$85,634 in connection with its program services. The value of the donated services were provided by the donors, who estimated fair value based on current market rates for similar services, and based on the actual travel expenses incurred, respectively.

Note 8 - Commitments

- a - The Organization participates in a multi-employer 401(k) plan that covers all eligible employees, and provides for an employer matching contribution of up to 4% of an employee's salary. Plan expense was \$159,308 and \$177,234, respectively, for the years ended December 31, 2024 and 2023.
- b - The Organization's writers, reporters, editorial, production and other newsroom staff, representing approximately 40% of its employees, are covered under a collective bargaining agreement. The agreement provides for specified annual increases in compensation, benefits including participation in the Organization's health insurance and retirement plans, and requires minimum severance payments based on years of service, not less than eleven or twelve weeks' pay depending on the reason for termination. The term of the current agreement expires June 30, 2026.