

DEDICATION

In loving memory of

Jack Laporte, SEED leader, supporter, advisor, and confidant. Your commitment to SEED will be cherished forever.

And

Jamal Swinton, promising SEED DC student, friend, and son. Your smile and laughter will always be celebrated.

DEAR FRIENDS,

At SEED, we are always looking forward, but the Annual Report gives us an opportunity to reflect on all of the past year's accomplishments as we build a strong future for our students. We are incredibly fortunate to work with so many talented staff, board members, and supporters, and we are energized by their relentless commitment to making SEED a success.

In just one year, your support has led to:

Growing our program capability, which will help us to better prepare our current and future students for success. We have hired programmatic experts and created information-sharing tools so that we can share the lessons that we have learned over the past 16 years across our network. We could not have done this without the extraordinary support of The Edna McConnell Clark Foundation—thank you.

Innovating our College Transition & Success program. Working with years of data, we rethought our approach to college matching and implemented formal programs in our schools and at the Foundation to help students choose the best colleges and universities that fit their needs. This innovative approach is important not only to SEED, but also to the entire practice of student and college support services.

Empowering our graduates. We are continuing to see the long-term returns of SEED's model in the achievements of our graduates in college and in their professional careers. SEED graduates are earning advanced degrees, becoming business and community leaders, and reaching personal goals. Just to highlight a few successes, TySean Ellerbe received the Perseverance Award from the DC College Access Program, Ayana Gallego was accepted to the National Health Service Corps Scholarship Program for dental school, Patrice Willis earned her teaching certification for special education, and Tyrhee Moore climbed Denali (the highest mountain peak in North America) in June.

Renewing the long-term contracts for both The SEED School of Washington, D.C. and The SEED School of Maryland. The renewals will ensure that the work being done at each school will continue for years to come, giving us the opportunity to serve a second generation of students. Thank you to our schools' trustees, school leaders and staff, and government and community partners.

Opening the Patricia B. and Arthur B. Modell Academic Center at The SEED School of Maryland. This was possible because of a collective, multi-year effort of our construction partners, capital donors, trustees, development team, school leadership, campus facilities team, and countless others. You will see some photos of this beautiful building in this Annual Report and on our website. We hope that you will tour it one day soon!



The year wasn't without its challenges. We dedicate this Annual Report to a senior at SEED DC, Jamal Swinton, and to the founding board chair of SEED MD, Jack Laporte, both of whom we lost this year. We feel their loss, and we are inspired by their commitment to SEED.

This year, we hoped to have opened a SEED school in Cincinnati. We were unable to do so, but we want to thank all of our partners in Cincinnati, Columbus, and beyond for their support and leadership. We have applied what we learned to simplify how we open new schools, such as shortening our opening timeline.

We continue to move forward, knowing that our mission is critical and that our 24-hour model is making a real difference in the lives of our students and graduates. We are dedicated to providing the best education and support to the students we serve. We are committed to exploring possibilities to open schools in other cities, and we are excited to open The SEED School of Miami in 2014.

We hope you enjoy reading about all of last year's achievements, and we thank you, as always, for your commitment to SEED.

Zi Com Eis.Adh

Warm regards,

Rajiv Vinnakota & Eric S. Adler

Co-Founders

Annual Report 2012-2013

DEAR FRIENDS,

The fact that SEED treads where no one has before is what has been so exciting for me in working with this organization for the last eight years. With each success and challenge, we learn, and we apply what we learn to the next initiative.

SEED's first innovation was creating the model. The idea of bringing a college-preparatory, public boarding school to underserved students was new and revolutionary, and we proved that it could work with the establishment of The SEED School of Washington, D.C.

The next large accomplishment was building a school in Maryland. The legislation passed by the state required us to recruit students not only from Baltimore, but also from the entire state, and prospective students had to meet certain criteria for eligibility for the lottery. This gave us great insight into the larger need for a SEED school. In 2015, we will see those first SEED School of Maryland students graduate from high school and go on to college.

Then, we built upon our experiences at SEED DC and SEED MD to look to Florida, where, as part of the legislation that was passed, we will have the opportunity to serve students who have been touched by the child welfare system. These are students with some of the lowest college admittance and college graduation statistics in the nation. I'm looking forward to seeing the project unfold over the coming months.

Beyond building new schools, SEED is innovating and developing in other areas. SEED DC has implemented unique programming to help students find and develop areas of interest, called "sparks." SEED MD rolled out a 1:1 laptop program for our high school students. To better support SEED's graduates, our College Transition & Success team has been doing some trailblazing of its own, rethinking ways—and more importantly, implementing programs—to best support our graduates and their families on their journeys to college graduation.

Although much has changed at SEED in the last eight years, two things have remained the same: 1) SEED's flexibility to test and implement bold programs; and 2) SEED's goal of college graduation for our students. When we opened our doors 16 years ago, statistics showed that obtaining a college degree was the most important factor in being successful in today's economy. That is still the case today, and our ultimate hope has never wavered: the lifelong success of those we serve.

Sincerely,

Ann B. Friedman

Ann B. Friedman
Chair of the Board of Directors
The SEED Foundation





Annual Report 2012-2013 4 Annual Report 2012-2013



"Everybody has potential. It's just up to you to decide how you live your future."

-- Taijai Alexander, The SEED School of Washington, D.C., Class of 2013, currently enrolled at Mount St. Mary's University

Finally, we are sharing our beliefs, practices, and the latest research that guide our work within our network and, ultimately, can benefit others outside the SEED community. With the support of our partners at the Edna McConnell Clark Foundation and the Bill & Melinda Gates Foundation, we launched the SEED Blueprint, a resource for staff across the SEED network that captures the critical components of our program.



Relentlessly Committed to Innovative Programming for All SEED Schools

Although SEED schools are high-performing—and our college enrollment and persistence rates are strong—we constantly refine our program to better serve our students. This year, led by Chief Schools Officer Shane Mulhern, SEED took a number of steps to strengthen our current program and ensure that future schools are successful, such as bringing onboard academic and social service experts who are refining and innovating the schools' programming.

We have started using data more comprehensively. We understand that it's not about tracking numbers; it's about evaluating the patterns and practices in our programs to inform and drive what we do. Our goal is college completion for all SEED students, so we are using data to inform our college matching practice, which directly affects college completion rates.

Also, through our data collection efforts, we have realized that we can do more to prepare students for the challenges they will inevitably face in college and life. Led by SEED's Heads of School Charles Barrett Adams and Khalek Kirkland, we incorporated technology into our classrooms more effectively; ensured our students experience workplaces, cultures, and countries outside the schools' walls; and implemented individual and small group study programs to help develop peer-to-peer learning skills, which are critical for students' success in college and beyond.

"All students are engaged in their own learning. SEED empowers this kind of academic ownership by serving the whole child. We work in three interwoven areas: academic, non-cognitive, and youth development. It's what makes SEED fundamentally different."

- Shane Mulhern, Chief Schools Officer



Annual Report 2012-2013 6 Annual Report 2012-2013 7



"Through SEED's partnership with University of Wisconsin-Stevens Point, I had the chance to go to the university's leadership conference last fall. When I came home, I immediately enrolled. I love it here. Everyone is welcoming, and the support services, such as the Multicultural Center, are so easy for me to get to and use."

-- Rekwon Drew, The SEED School of Washington, D.C., Class of 2013, currently enrolled at the University of Wisconsin-Stevens Point

Relentlessly Committed to

College Success

irectors of College Counseling Kerry Richardson and Liz Wulbrecht lead the college application and selection process at the schools. Through rigorous academics and programs such as career nights and college visits, we begin preparing our students for college in the sixth grade. We improve our students' understanding, and that of their families, of the college admissions and financial aid processes. Through internal research by SEED's College Transition & Success team, we developed a college matching system to get our students connected to and enrolled in the right colleges by clarifying which colleges offer the best prospects of academic and social success, assisting with their scholarship applications, and helping them and their families navigate the

financial aid process. We help our students select colleges that provide the right college supports, including accessible and effective academic, social, and financial services. These efforts result in college success for our students.

One component of this "college success equation" is college matching. The College Transition & Success team, led by SEED's Executive Director of College Success Vincena Allen, has created an innovative college matching tier system to identify colleges and universities that meet SEED's college matching criteria—high college completion rates, high-quality campus-based support systems, and affordability. Vincena says, "As a result of our student-centered advising practices and eight years of postsecondary data collection and analysis, we have created an

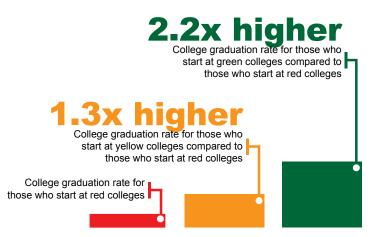
intentional approach to college matching. The goal is to ensure that we are creating a community of informed consumers—one where students and families are making college selection decisions based on relevant information. Ultimately, we expect to see improved college completion rates for the communities we serve. This is particularly important because about 80 percent of SEED graduates are first-generation college students."

As part of our college matching efforts, SEED recently partnered with the University of Wisconsin-Stevens Point (UW-SP), where five of our class of 2013 graduates are currently enrolled. Scott West, who heads UW-SP's diversity recruitment programming, credits SEED board member John Noel and his wife Patty for starting our strong partnership and further praises the SEED students like Rekwon Drew for making the partnership worthwhile. Scott says that he is "floored by what the SEED students have done with their lives" and appreciates the teambuilding, leadership, and networking skills that they bring to campus. In turn, Scott and the Noels are the support base for our students on campus. Our students often go to the Noels' home for football games and dinner, and they love having long lunches with Scott to ask for advice or simply to have someone upon whom they can rely.

The college matching system has impact beyond SEED. We actively seek opportunities to share our knowledge and partner with a number of national organizations, such as the National Association for College Admission Counseling, the National College Access Network (NCAN),

and the National Partnership for Educational Access. Additionally, SEED staff have been asked to serve on several national committees, including the NCAN CEO Roundtable, the White House Initiative on Historically Black Colleges & Universities, and the Advisory Committee for the Common Application.

College Matching Trends



SEED's college matching data collection and analyses show that colleges we refer to as "green schools" — those with high college completion rates, high-quality campusbased supports, and are affordable — are much more effective in producing college graduates. We have effectively begun to implement a structured college matching approach.

Nearly 50 percent of our students who enroll in a "green school" graduate from that school. This success rate is roughly equal to the nationwide college completion rate.



Annual Report 2012-2013 8 Annual Report 2012-2013 9



"By having more SEED schools, it gives opportunities to students in other urban communities. SEED helps them flourish into the kind of people they never thought they could possibly be when they first enter SEED. It's amazing."

- Anscia Brown, The SEED School of Washington, D.C., Class of 2012, currently enrolled at St. John's University

Relentlessly Committed to

Serving More Students

e live in a time of great public austerity; and yet, in every state where we go when we meet legislators, Republicans or Democrats, they instantly grasp the value of the SEED program. They know our current social welfare solutions and education offerings are inadequate. They understand the obligation to equip young people with the skills to be successful in work and life, and they recognize that the SEED program has the opportunity to be transformative in students' lives," says Jeremy Shane, SEED's president. "Bringing a SEED school to a new community is no longer an 'if' question; it's a 'how' question. Now, our conversations with legislators are less about 'Is a SEED school worth it,' and more about 'Within

the framework of state legislation, how can we make a SEED school work?"

We will be opening The SEED School of Miami in August 2014. We had a terrific set of legislative successes in the state of Florida for a unique program designed for students SEED traditionally serves, as well as those in the child welfare system. We have secured a site to open the school, built community support, and garnered legislative and executive support in Tallahassee. We are establishing great partnerships with legislators and community-based organizations, such as Our Kids and the Miami-Dade County Public Schools, to build what will be a really amazing place for generations to come.

Although our Cincinnati project has come to a close, we continue to work in Ohio to establish a SEED school. State and local officials support the idea of a SEED school in a major Ohio city. They recognize SEED's ability to help urban school districts resolve—through new approaches—long-standing challenges to serving students effectively. We are also working with supporters in New Jersey to build upon existing legislation to lay the groundwork to open one or more SEED schools in the state.



"We don't give up. We are creative problem solvers who are committed to finding bold solutions to benefit more students."

-- Cheye Calvo, Chief Expansion Officer



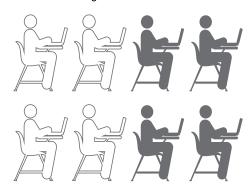
 Our schools work to ensure that our students are set on a pathway to obtain the skills necessary to succeed in life. This journey includes college readiness and acceptance.

Immediate College Enrollment

of SEED graduates immediatel enroll in college.



51% of their peers immediately enroll in college.



Relentlessly Committed to

School Excellence

or the 2012–2013 school year, and for the second year in a row, the DC Public Charter School Board ranked The SEED School of Washington, D.C.'s high school "Tier 1," making SEED DC one of the highest-performing schools in the District of Columbia.

Successes such as these rankings result in staying power. 2013 marked SEED DC's 15-year anniversary and, perhaps more importantly, its 15-year charter renewal.

Reflecting on SEED's longevity, Head of School Charles Barrett Adams is proud of the strong adult community. More than 60 percent of the staff have been with the school for more than four years, which has created a community of consistent, positive adult role models for SEED students. Many of the adults on campus are even contributing outside of the school's walls and into to the larger SEED network. SEED DC Principal Kara Locke will be relocating to Florida as our Head of School for The SEED School of Miami in 2014.

"I don't think I would have excelled as well as I did if I went to a regular DC public school. I got the help I needed. My teachers didn't give up on me, so I didn't give up on myself."

-- Cherrise Dorsey, The SEED School of Washington, D.C., Class of 2011, currently enrolled at Virginia Commonwealth University



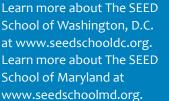
"Many people will look at this building and see just a building, but it is more than that. As well-constructed as this building is, it isn't the tangible object itself that I am excited about. It is the possibility of a better educational experience that makes this building worthwhile."

-- Stephanie Keyaka, junior at The SEED School of Maryland, excerpt from her speech at the Modell Academic Center opening celebration

he SEED School of Maryland celebrated a five-year contract renewal, which further validated the great impact the school is having on our students and families. A visual testament to the school's longevity was the completion of the Patricia B. and Arthur B. Modell Academic Center over the summer. As of this fall, students no longer learn in modular classrooms—they eat, play, and learn in the Modell Academic Center, the heart of the college-prep campus.

In the 2012 – 2013 school year, students took AP exams as part of their rigorous, collegeprep coursework. To generate more excitement to go off to college one day soon, dozens of representatives from different colleges, such as Brown University; Tufts University; Virginia Tech; Hamilton College; and University of Maryland, College Park, visited campus to engage with students. And, in 2015, the first graduates of SEED MD will be heading off to college!





Annual Report 2012-2013 12 Annual Report 2012-2013 13 13



Thank you for your commitment.

The SEED Foundation deeply appreciates the support of the following individuals, corporations, and foundations. Their cumulative gifts and commitments of \$100,000 or more have provided the support necessary to open The SEED School of Washington, D.C. and The SEED School of Maryland. They have left a lasting imprint on the quality of our work, the success of our current schools, and our ability to advance our mission. We are eternally grateful for their passion for our mission and unparalleled dedication.

VISIONARIES

Adler Family Foundation

\$1 million+

Renee F. and Stephen J. Bisciotti The Honorable Ann W. Brown and Donald A. Brown The Morris & Gwendolyn Cafritz Foundation CityBridge Foundation/Katherine and David Bradley The Edna McConnell Clark Foundation Ryna and Melvin* Cohen & Marcella and Neil Cohen Farmer Family Foundation France-Merrick Foundation Ann B. and Thomas L. Friedman The William R. Kenan, Jr. Charitable Trust The Robert P. and Arlene R. Kogod Family Foundation Andrea B. and John H.* Laporte Lewy Family Foundation The George Preston Marshall Foundation Patricia B.* and Arthur B.* Modell Marina S. and David Ottaway Penelope and Edwin Peskowitz Mitchell P. Rales Family Foundation Sheila and Michael G. Ryan Venture Philanthropy Partners The Harry and Jeanette Weinberg Foundation, Inc. The Whiting-Turner Contracting Company

*Deceased

Annual Report 2012-2013 14 Annual Report 2012-2013 15

LEADERS

\$100,000 - 999,999

The Abell Foundation

Deborah and Patrick Allender

The Amanter Fund

Arcana Foundation, Inc.

The Honorable Roland E.* Arnall and Dawn Arnall

The Roy and Lila Ash Center for Democratic

Governance and Innovation

Ashoka: Innovators for the Public

Helen Bader Foundation

Banyan Tree Foundation

The Kenneth S. Battye Charitable Trust

Benificus Foundation

Diane & Norman Bernstein Foundation, Inc.

Bloomberg Philanthropies

The Lynde and Harry Bradley Foundation, Inc.

The Elizabeth A. Brinn Foundation

C. Sylvia and Eddie Brown

Nina and Chris Buchbinder

Aviva D. Budd

The Capital Group Companies, Inc.

The Annie E. Casey Foundation

Clark Charitable Foundation, Inc.

The Clark-Winchcole Foundation

Clayton Baker Trust

Nancy Y. and Martin Cohen

Commonweal Foundation

Rosalee and Richard Davison

The Honorable John K. Delaney and April Delaney

DLA Piper

Max & Victoria Dreyfus Foundation, Inc.

Educate Tomorrow

Educational Promise Foundation

Lois and Richard* England

The Fancy Hill Foundation

Fannie Mae Foundation

Fight For Children, Inc. The Ford Foundation

The Freddie Mac Foundation

French American Charitable Trust Elizabeth and Michael Galvin

The Bill & Melinda Gates Foundation

Laurence Ginsberg and Lisa Kanengiser

Goldseker Foundation

Mary and Barry Gossett The Philip L. Graham Fund

Harman Family Foundation

Tucker and Jack Harris

HSBC North America

Inner Spark Foundation

The Jenesis Group

Zanyvl & Isabelle Krieger Fund, Inc.

Bruce and Karen Levenson Fund

Lockhart Vaughan Foundation, Inc.

Lumina Foundation for Education

*Deceased

Richard E. and Nancy P. Marriott Foundation

Virginia and Robert McGregor

Amy and Alan L. Meltzer

Merritt Properties Trust

Virginia W. and James M.* Newmyer

The Stavros Niarchos Foundation

Nicholson Foundation

Patricia and John M. Noel

The Ohrstrom Family Foundation

Nicholas B. Ottaway Foundation, Inc.

The Merrill Family Foundation

The Otto/Whalley Family Foundation

The Philanthropic Collaborative The Reveas Foundation

The Rouse Company Foundation

The Scheide Fund

Eric E. and Wendy Schmidt

The Secret

Betsy R. and George M. Sherman

The Skoll Foundation

Solid Rock Foundation

Sarah and David J. Steinberg

The Aaron Straus & Lillie Straus Foundation

The Walton Family Foundation, Inc.

The Oprah Winfrey Foundation

Wright Family Foundation

Zickler Family Foundation

We recognize as esteemed members of the Legacy Society all individuals who notified us of an estate plan or deferred gift benefiting SEED. We thank them for their visionary support of future SEED students.

LEGACY SOCIETY

Helen A. and Earl Colson Barbara B. and James P. Lawless Fritzi C. Passage

^ Matching gift donor

We gratefully acknowledge the following donors who contributed to The SEED Foundation. The SEED School of Washington, D.C., and The SEED School of Maryland from July 1, 2012 through June 30, 2013. Thank you for helping to further our mission of providing a high-quality, college-preparatory, public boarding school education for underserved students.

\$1,000,000+

Farmer Family Foundation The William R. Kenan, Jr. Charitable Trust Mitchell P. Rales Family Foundation

\$500,00 - 999,999

The Edna McConnell Clark Foundation Ann B. and Thomas L. Friedman

\$100,000 - 499,999

Benificus Foundation Bloomberg Philanthropies Eddie C. and C. Sylvia Brown Family Foundation

Tucker and Jack Harris

Robert P. and Arlene R. Kogod Family Foundation

John H.* and Andrea B. Laporte Penelope F. and Edwin Peskowitz

Sheila and Michael G. Ryan

Eric E. and Wendy Schmidt

The Harry and Jeanette Weinberg Foundation, Inc.

The Whiting-Turner Company

\$50,000 - 99,999

Nina and Chris Buchbinder Clark Charitable Foundation

Ben & Zelda G. Cohen Charitable Foundation, Inc.

The Fancy Hill Foundation Doris F. Fisher

Elizabeth and Michael Galvin

Ewing Marion Kauffman Foundation Lewy Family Foundation

The Nicholas B. Ottaway Foundation The Scheide Fund

Betsy R. and George M. Sherman

\$25,000 - 49,999

Adler Family Foundation

Allender Family Charitable Trust

Toni and Ned Brody

Aviva D. Budd

The Capital Group Companies Charitable Foundation

CareFirst BlueCross BlueShield

Gina and Brooke B. Coburn

Ryna and Melvin* Cohen & Marcella and Neil Cohen

Peter Cordrey

DLA Piper

The Freddie Mac Foundation

The Fridolin Charitable Trust

Hall Family Foundation

The Hoffberger Foundation The Illig Family Foundation

The Junior League of Washington

Lisa Kanengiser and Laurence T. Ginsberg

Bruce and Karen Levenson Fund

The Miami Foundation O'Neil Family Foundation

Edward E. Reed, Jr.

Solid Rock Foundation

Sarah and David J. Steinberg **Sunrise Foundation**

\$10,000 - 24,999

Merel and Derek M. Abruzzese

Adams Family Charitable Fund All Risks, LTD.

Laurinda A. and Bruce J. Berger

Diane & Norman Bernstein Foundation

Julie G. and Gordon G. Blewis

Haise R. & Kevin S. Borgmann Family Fund

Guy I. Bromley Charitable Trust, Bank of America Trustee

Caplan Family Foundation, Inc. Clayton Baker Trust

Nancy Y. & Martin Cohen Family Charitable Trust

Cora and John H. Davis Foundation

Dupre Nunnelly Charitable Trust

The JBG Companies

Karen W. and Thomas L. Kalaris Legg Mason & Co., LLC

Erika and Kevin Liles

Nyok-Kheng Lim Richard E. and Nancy P. Marriott Foundation

The Merrill Family Foundation

James M. and Virginia W. Newmyer Family Fund

Carolyn A. and Joseph E. Rice III

Eileen Shields-West and Robin West T. Rowe Price Foundation, Inc.

James Veale

The Venable Foundation

^ Matching gift donor

Annual Report 2012-2013 16 Annual Report 2012-2013 17

^{*}Deceased

\$10,000 - 24,999 (cont.)

Katherine M. and Bradley J. Vogt[^] George Wasserman Family Foundation Burton and Jill White Karim Zia Charitable Foundation

\$5,000 - 9,999

Anonymous

Arizona Cardinals Football Club

Ballard Spahr LLP

Elizabeth O. and John M. Bond, Jr.

Bozzuto Family Charitable Fund

Frances Caffie-Wright and Joseph Wright

Canter Family Foundation

Caplin Foundation

Children's Charitable Alliance

John H. Claster

The Dana Foundation

Louisa C. Duemling

Vasco F. Fernandes and Andrea K. Sotter

Four Seasons Hotel Washington, D.C.

Dean C. Garfield and Chanda Y. Tuck

Carol and Henry H. Goldberg

Tawara D. and Jesse Goode

Mary and Barry P. Gossett

Greenway Foundation, Inc

The Higgins-Trapnell Family Foundation

The Huggins Family Charitable Fund

The Beth & Harry Lebow Charitable Trust

Lois and Philip Macht Family Philanthropic Fund

Amy and Alan L. Meltzer

Florence K. and Laurence H. Meyer

Lynn Morrison Venetoulis and Ted Venetoulis

Patricia and John M. Noel

Joanne and Luis R. Perez

Philadelphia Eagles

Stephanie and Scott Rostan

Martha & Philip Sagon Family Foundation

Louise S. Sams

Lisbeth B. Schorr

Sea Street Fund

Jeremy and Michelle Shane

The Shelter Foundation, Inc.

Sherrerd Charitable Lead Annuity Trust

Ruth M. and Arne M. Sorenson

Tampa Bay Buccaneers

Sally Thorner & Brian Rosenfeld Family Fund

Joan and John Vassos

Tim and Ellen Voelkel Family Charitable Fund

Ralph C. Wilson Foundation

Anthony Yoseloff Fund

Megan Henning and John W. Zielenbach, Jr.

\$1,000 - 4,999

Action for Healthy Kids, Inc.

Patricia Alper-Cohn and David I. Cohn

Anonymous (2)

Anita Antenucci

Paige Arnof-Fenn and George W. Fenn

Gillian and James Athey

Susan M. and Craig J. Bancroft

Elizabeth Barczak-Smith and Joseph P. Smith

Gertrude Bartel and Jon M. Laria

Beaty Family Fund

Beech Street Foundation

Ellen C. Benson

Leo M. Bernstein Family Foundation

Bessemer Trust Company

Jerry Bias^

Michael Blake

Blumberg Foundation Inc.

Michael Braun

Barbara and Ed Brody

The Honorable Ann W. Brown and Donald A. Brown

Carol M. Browner and Thomas Downey

The Bryn Mawr School

The John and Jacolyn Bucksbaum Family Foundation

Ann and Frank Cahouet

Chris Caruso

Kathleen L. and Paul K. Casey

Holly and John R. Chabbott

The Charrock Foundation

Helen A. and Earl Colson

Leslie K. and Steven M. Coren

Council of Colts Corrals, Inc.

Cyrus Capital Partners

Royce Dalby

Maria Johnson Darby and Michael Darby

Caroline A. Davis

Denver Broncos Football Club

Stephanie deSibour and Marc E. Miller

The Honorable Mario Diaz-Balart and Tia Diaz-Balart

Dana DiCarlo Plank and J. Scott Plank

The Julius & Blanche Diener Foundation, Inc.

Cheryl L. Dorsey

Pierce B. Dunn

Saundra J. and Charles E. Dwyer

Elizabeth L. and Julian Eisenstein

Gayle I. and John Engel

Joseph A. Fanone

Charles and Sherry Fenwick Fund

Lois and Alan M. Fern

Ann and Morton Fisher Charitable Trust

Bobbi and Barry Freedman

The Honorable C. William Frick and Bethany Frick

Debra L. and Michael Gelband

Richard D. Gluck

Roxanne and Justin Goh

Keith K. and Rodney L. Goldstein

\$1,000 - 4,999 (cont.)

Google Gift Matching Program

Gorter Family Foundation

The Grabel Foundation

Nancy S. and Louis Grasmick Ellen D. Harvey and Tad Sperry

Ellen and James Hegarty

Catherine O. and Douglas M. Hoffberger

Elise Hoffman and Chris M. Niemczewski

Hogan Lovells US LLP

The Honorable Paula C. Hollinger and Paul Hollinger

Sonya Hopson

Indianapolis Colts, Inc.

Cathy and Benjamin T. Ingram^

International Neuroscience Network Foundation

Karen Kaub Fund

Laine R. and Norton N. Katz

Therese M. Kelly and Peter Kovac

Erika and Thomas J. Kenney III

Julia and Khalek J. Kirkland

Arnold S. Kling

Donna and Ernie Kovacs Kramer Family Foundation

Jennifer and Christopher Laporte

Legum Foundation, Inc.

LensProToGo

The Leon Foundation

Jeffrey S. Lesk and Sara Mark Lesk

Patricia Locke

Randolph Luskey

Martin Screen Printing and Sign Supply, Co. Inc.

Y. Maria and Rick Martinez

Robert and Margaret McNamara Foundation

Merrill Lynch

Ian and Ion Miller

William H. Miller

Minnesota Vikings Football, LLC

Marcia L. and Charles E. Moylan, Jr.

Ann S. and Robert S. Mueller

Israel & Mollie Myers Foundation

Gail S. and Donald S. Myers

Lisa Naeger-Robinson and Doug Robinson Reece Nienstadt and Giang Nguyen

Norman Foundation, Inc.

Donald J. Normandt

Melanie F. and Lawrence C. Nussdorf

Omega Psi Phi

Breon Peace

Joanne E. and Mark Pollak

Irma C. Poretsky

The Honorable Colin L. Powell and Alma J. Powell

Prince Charitable Trusts Deborah H. Quazzo Anne and Sean M. Regan

Margo L. Reid and Gregory C. Simon

Marlene Richman

Susan and Nathan Robfogel

Mary K. and T. Christopher Roth Cory and Stanford Z. Rothschild, Jr. S. Kann Sons Company Foundation

San Diego Chargers Marcia Scanlon

Iill C. and Bradford W. Seibert

Jacob S. Shapiro Foundation

Shapiro Negotiations Institute

Earle & Annette Shawe Family Foundation

Susan and Michael Sklaroff

Mary P. and Richard L. Smith

Albert Sweet

Mary K. Tilghman and Raymond G. Truitt

Titan Power, Inc.

United Way of the National Capital Region Radha and Rao V. Vinnakota

Rajiv Vinnakota and Cathy McKenna

Sreedevi and Sriramulu Vinnakota John Wade

The Honorable Frank A. Weil and Denie S.Weil Judy Whalley

Yvette Woods Marie L. Yovanovitch

*Deceased
^ Matching gift donor

If your company has a matching gifts program, your contribution may be doubled or even tripled. Please refer to

Karianna Barr at 202.785.4123 x19 for more information.

at 202.785.4123 x19 if you have questions or comments.

We have carefully checked for accuracy. We apologize for any omissions or discrepancies and encourage you to call Karianna Barr

your company's matching gift policies for guidelines. Please call

The SEED Foundation, The SEED School of Washington, D.C., and The SEED School of Maryland are 501(c) (3) organizations. All gifts are tax deductible to the fullest extent of the law.



View a thank you note from our

founders and our full donor honor roll, including our community partners, gifts-in-kind, memorial gifts, and honorary gifts at www. seedfoundation.com/index. php/seed-resources/annual-report-2013.

Annual Report 2012-2013 18 Annual Report 2012-2013 19

^{*}Deceased

[^] Matching gift donor

OUR LEADERSHIP

The SEED Foundation Board of Directors

Ann B. Friedman, Chair, Educator Glen S. Lewy, Vice-Chair, Hudson Ventures Derek M. Abruzzese, Tufts Health Plan Eric S. Adler, The SEED Foundation Ned Brody, Yahoo Christopher D. Buchbinder, Capital Group Companies Aviva D. Budd, Attorney and Independent Real Estate Investor Leslie R. Crutchfield, FSG Social Impact Advisors Cheryl L. Dorsey, Echoing Green

The Honorable Thomas J. Downey, Downey McGrath Group, Inc.

Charles E. Dwyer, University of Pennsylvania Vasco F. Fernandes, The Avascent Group

Elizabeth Galvin, Attorney and Investor

Dean C. Garfield, Information Technology Industry Council Dr. Nancy S. Grasmick, Presidential Scholar, Towson University

Karim Khalifa, Marriott International

Nancy L. Lane, Vice President, Retired, Johnson & Johnson

Marc E. Miller, McLeod, Watkinson & Miller

John M. Noel, The Noel Group, LLC

Luis R. Perez, Detroit Lions

Mitchell P. Rales, Danaher Corporation

Michael G. Ryan, Equity Group Holdings

Lisbeth B. Schorr, Senior Fellow, Center for the

Study of Social Policy

Eileen Shields-West, Journalist and Author

Rajiv Vinnakota, The SEED Foundation

The Honorable Vin Weber, Clark & Weinstock

Donald A. Brown, Director Emeritus, The IBG Companies

Helen A. Colson, Director Emeritus,

Helen Colson Development Associates

Virginia W. Newmyer, Chair Emeritus, Independent Scholar

Patricia B.* Modell, In Memoriam

Harold A.* Richman, In Memoriam

John H.* Laporte, In Memoriam

The SEED School of Washington, D.C. **Board of Trustees**

Vasco F. Fernandes, Chair, The Avascent Group

Eric S. Adler, The SEED Foundation

Dennis Chestnut, Parent Trustee, Groundwork Anacostia River, DC

Brooke B. Coburn, The Carlyle Group

Henry R. O'Connor, Multiplier Capital

Marina S. Ottaway, Woodrow Wilson Center

Tasha Poulson, Parent Trustee, Insurance Solutions Associates, Inc.

Penelope F. Peskowitz, PI Fox Group

Desa J. Sealy, U.S. General Services Administration

Kenneth S. Slaughter, Venable LLP

David J. Steinberg, SnappCloud

Rajiv Vinnakota, The SEED Foundation

Joseph L. Wright, Children's National Medical Center

Donald A. Brown, Trustee Emeritus, The JBG Companies

Marc E. Miller, Trustee Emeritus, McLeod, Watkinson & Miller

The SEED School of Maryland **Board of Trustees**

John H.* Laporte, Chair John H. Claster, Vice-Chair, Chairman of the Board, Safe Kids Worldwide

Earl Adams, Jr., DLA Piper LLP (US) Eric S. Adler, The SEED Foundation

C. Sylvia Brown, Community Volunteer

Katie del Carmen Byram, Baltimore School for the Arts

The Honorable Elijah E. Cummings, U.S. House of Representatives

Pyper Davis, The SEED Foundation

Morton P. Fisher, Ballard Spahr LLP, Retired

Jennifer C. Galambos, Ed.D, The Bryn Mawr School

Kelly Tubman Hardy, DLA Piper LLP (US)

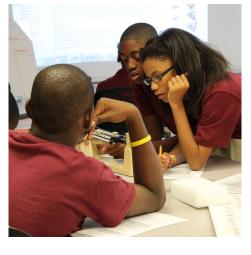
Douglas M. Hoffberger, Keystone Realty Company The Honorable Paula C. Hollinger, Former Maryland State Senator

Sonya Hopson, Parent Trustee

*Deceased







The SEED School of Maryland Board of Trustees (cont.) The SEED School of Washington, D.C.

Karim Khalifa, Marriott International Harry P. Lebow, H. Poe Lebow Ltd. Kevin Liles, Founder & CEO of KWL Enterprises Y. Maria Martinez, Respira Medical Marc E. Miller, McLeod, Watkinson & Miller Craig A. Thompson, Venable LLP Sally Thorner, Media Consultant, On-camera & Voice-over Talent Lynn Morrison Venetoulis, Public Health Policy Specialist Rajiv Vinnakota, The SEED Foundation Eleanor White, Ed.D, Prince George's County Public Schools, Retired Edward J. Brody, Trustee Emeritus, CEO, Brody Transportation Company, Inc.

The SEED School of Miami **Board of Trustees**

Eric S. Adler, The SEED Foundation Aviva D. Budd, Attorney and Independent Real Estate Investor Melanie Damian, Damian & Valori, LLP Jaret L. Davis, Greenberg Traurig Bob Dickinson, Retired CEO of Carnival Cruise Lines Patrick Gannon, Kaufman Rossin & Co. Manuel D. Medina, Medina Capital Partners

The SEED Foundation Leadership Team

Eric S. Adler, Co-Founder & Managing Director Vincena M. Allen, Executive Director of College Success Cheye M. Calvo, Chief Expansion Officer Dwight W. Crawford, Chief Financial Officer Pyper Davis, Chief Talent Officer Jason Friedman, Director of Development & Marketing Shane Mulhern, Chief Schools Officer Jeremy Shane, President Rajiv Vinnakota, Co-Founder & Chief Executive Officer

"Charles and Khalek are always thinking about our kids. For example, they identified the potential for technology in the classroom to transform student experiences and teacher efficacy. They have created wonderful places for students to create, work together, and gain skills needed to be independent and successful. " -- Raj Vinnakota, SEED Co-Founder and CEO

Pictured (left to right): Khalek Kirkland, Ed.D., SEED MD Head of School; Charles Barrett Adams, SEED DC Head of School

Annual Report 2012-2013

Leadership Team

Charles B. Adams, Head of School Erika Asikoye, Director of Student Support Services Mecha Inman, Director of Enrollment Management Carmen Johnson, Managing Director Tamala Jones, Director of Human Resources Shari Laldee, Director of Development (Individual and Major Gifts) Kara Locke, Principal Thomas Posey, Director of Finance Kerry Richardson, Director of College Counseling Jonathan Tucker, Director of Student Life Margaret Ward, Director of Development (Public Resources & Compliance Reporting) William West, Data Management and Technology Integration Officer

The SEED School of Maryland Leadership Team

Khalek Kirkland, Ed.D., Head of School Maria Darby, Director of Development Nedra Davis, Director of Admissions Stan Estremsky, Director of Operations Tiffany Evans, Director of Student Life McKenna Lewis, M.A.T., Eds, Director of the Middle School Rondelle Price, Ed.D., Director of the Upper School JoAnn Robinson, Chief of Staff Harriette Wimms, Ph.D., Director of Student Support Services

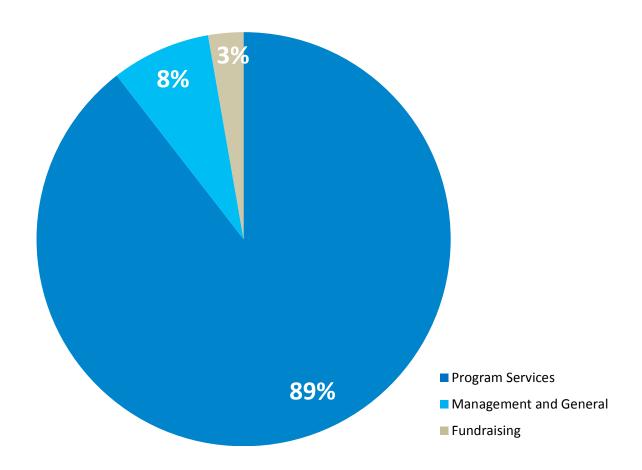
The SEED School of Miami Leadership Team

Kara Locke, Head of School



McGladrey

We take pride in the fact that our organization has been financially stable for 16 years. Our staff works hard to ensure that our supporters' donations and resources directly impact the students and graduates we serve.



FINANCIALS

July 2012-June 2013

Independent Auditor's Report

To the Board of Directors The SEED Foundation, Inc. Washington, D.C.

Report on the Financial Statements

We have audited the accompanying consolidated financial statements of The SEED Foundation, Inc. and Subsidiaries (the Foundation), which comprise the balance sheet as of June 30, 2013, and the related statements of activities and cash flows for the year then ended, and the related notes to the consolidated financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated 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 consolidated 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 consolidated financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated 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 consolidated 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 consolidated 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 consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Foundation and its subsidiaries as of June 30, 2013, and the changes in its net assets and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Report on Summarized Comparative Information

We have previously audited the Foundation's consolidated financial statements, and we expressed an unmodified audit opinion on those audited consolidated financial statements in our report dated November 16, 2012. In our opinion, the summarized comparative information presented herein as of and for the year ended June 30, 2012, is consistent, in all material respects, with the audited consolidated financial statements from which it has been derived.

Gaithersburg, Maryland

McGladrey LCP

The SEED Foundation, Inc. And Subsidiaries

Consolidated Balance Sheet June 30, 2013 (With Comparative Totals For 2012)

Assets		2013	2012
Cash And Cash Equivalents Restricted Cash Investments Receivables Prepaid Expenses Promises To Give, net Property And Equipment, net Debt Acquisition Costs, net Other Assets	\$	10,977,108 1,323,537 628,918 732,756 38,030 3,051,303 64,145,279 974,256	\$ 13,233,176 1,270,943 2,365,412 792,363 51,459 2,064,658 53,414,359 847,150 5,508
	<u> \$ </u>	81,871,187	\$ 74,045,028
Liabilities And Net Assets Liabilities Accounts payable and accrued expenses Deferred revenue Refundable advances Deferred rent Capital lease obligation Bonds and notes payable	\$	5,124,261 110,594 1,368,768 22,210 75,560 33,883,701 40,585,094	\$ 1,842,333 189,677 2,040,028 26,549 26,666 32,255,000 36,380,253
Commitments And Contingency (Notes 8 and 9)			
Net Assets Unrestricted Temporarily restricted Permanently restricted		35,427,117 5,758,976 100,000 41,286,093 81,871,187	\$ 32,250,141 5,314,634 100,000 37,664,775 74,045,028

Annual Report 2012-2013 24 Annual Report 2012-2013

The SEED Foundation, Inc. And Subsidiaries

Consolidated Statement Of Activities Year Ended June 30, 2013 (With Comparative Totals For 2012)

				20	13					
			1	emporarily	Р	ermanently				2012
	ı	Jnrestricted		Restricted	F	Restricted		Total		Total
Support and revenue:										
Per-pupil allocation	\$	26,707,346	\$		\$	=	\$	26,707,346	\$	23,592,202
Contributions		2,299,946		6,614,104		-		8,914,050		5,979,869
Private grants and awards		2,557,515		-		-		2,557,515		1,325,422
Federal grants and awards		1,583,444		-				1,583,444		2,625,624
Investment income		166,967		(=)		-		166,967		134,685
In-kind contributions		146,500				-		146,500		: (=)
Other		72,040				-		72,040		51,033
Loss on disposal of assets		(1,397,810)		-		-		(1,397,810)		1-
Net assets released										
from restrictions		6,169,763		(6,169,763)		-		-		-
Total support										
and revenue		38,305,711		444,341		-		38,750,052		33,708,835
Expenses:										
Salaries and benefits		20,918,028		_		_		20,918,028		18,181,417
Supplies and services		11,054,384				=		11,054,384		9,520,816
Depreciation and amortization		2,420,335		(-		-		2,420,335		2,318,900
Interest expense		735,987		-		-		735,987		922,747
Total expenses		35,128,734		-				35,128,734		30,943,880
Change in										
net assets		3,176,977		444,341		53		3,621,318		2,764,955
Net assets:										
Beginning		32,250,140		5,314,635		100,000		37,664,775		34,899,820
			_		_		_		_	
Ending	\$	35,427,117	\$	5,758,976	\$	100,000	\$	41,286,093	\$	37,664,775

25

The SEED Foundation, Inc. And Subsidiaries

Consolidated Statement Of Cash Flows Year Ended June 30, 2013 (With Comparative Totals For 2012)

		2013		2012
Cash Flows From Operating Activities			-510	
Change in net assets	\$	3,621,318	\$	2,764,955
Adjustments to reconcile change in net assets to net cash				
provided by operating activities:				
Change in allowance for uncollectible pledges		(9,670)		(67,312)
Change in discount on promises to give		(6,541)		9,576
Depreciation and amortization		2,420,335		2,318,900
Loss on disposal of assets		1,397,810		-
Realized and unrealized gain on investments		(130,919)		(89,005)
Donated artwork		(146,500)		
Change in deferred rent		(4,339)		1,133
Changes in assets and liabilities:				
(Increase) decrease in:				
Receivables		59,607		125,428
Prepaid expenses		13,429		(116,513)
Promises to give		(970,434)		(1,331,719)
Other assets		5,508		84,352
Increase (decrease) in:				The state of the s
Accounts payable and accrued expenses		623,416		303,582
Deferred revenue		(79,083)		37,158
Refundable advances		(671,260)		2,040,028
Net cash provided by operating activities		6,122,677		6,080,563
Cook Floure From Investing Activities				
Cash Flows From Investing Activities		(44 640 706)		(0.460.670)
Purchase of property and equipment Purchase of investments		(11,612,726)		(2,160,678)
Proceeds from sale of investments		(3,963)		(39,021)
		1,869,828		120,156
Increase in restricted cash	-	(52,594)		(49,970)
Net cash used in investing activities		(9,799,455)		(2,129,513)
Cash Flows From Financing Activities				
Debt acquisition costs		(175,630)		-
Principal payments on bonds payable		(1,355,000)		(855,000)
Proceeds of bonds and notes payable		2,983,701		2,215,952
Principal payments on capital lease obligation		(32,361)		(34,038)
Net cash provided by financing activities		1,420,710		1,326,914
Net (decrease) increase in cash and cash equivalents		(2,256,068)		5,277,964
Cash And Cash Equivalents:				
Beginning		13,233,176		7,955,212
Ending	\$	10,977,108	\$	13,233,176

Get Involved

Donate.

Your donation will have an impact on the lives of underserved students by helping to put them on a path to college and lifelong success. Donate on our website: www.seedfoundation.com, or one of our schools' websites: www.seedschooldc.org, www.seedschoolmd.org, or www.miami.seedschool.org.

Volunteer.

Volunteering with SEED doesn't have to be time consuming. You can give your time weekly, monthly, or annually. Work with our students and graduates directly by tutoring, mentoring, or participating in programs such as the College Transition Series, the SEED Alumni Summer Institute, or Annual Career Night. Visit the "Get Involved" section of www.seedfoundation.com for more information.

Visit.

Our campuses offer monthly, student-led tours throughout the school year. Do you want to check out the new Modell Academic Center at The SEED School of Maryland or bring a friend to see The SEED School of Washington, D.C.? Email us at info@seedfoundation.com to join a tour!

Connect.

We would love it if you would connect with us on social media. Better yet? Re-post, re-tweet, and share our news with your networks. Join us in spreading the word about our successes! Find us on Twitter, Facebook, YouTube, Vimeo, and LinkedIn.

Work.

We're always looking for committed professionals and educators to join our team at the Foundation and our schools. Check out the "Careers at SEED" section of our website for open position listings and connect with us on LinkedIn. Please pass on openings to your friends who you think would be a great fit for SEED.



Subscribe.

Did you know that SEED sends regular e-newsletters to let our friends know about events and successes? Join our distribution list by emailing your contact information to info@seedfoundation.com.

Thank you for helping us to deliver on our mission: To partner with urban communities to provide educational opportunities that prepare underserved students for success in college and beyond. SEED's innovative model integrates a rigorous academic program with a nurturing boarding program, which teaches life skills and provides a safe and secure environment.



Annual Report 2012-2013 26 Annual Report 2012-2013 27

The SEED Foundation

1776 Massachusetts Avenue, NW Suite 600 Washington, DC 20036

- (t) 202.785.4123
- (f) 202.785.4124

The SEED School of Washington, D.C.

4300 C Street, SE Washington, DC 20019

- (t) 202.248.7773
- (f) 202.248.3022

The SEED School of Maryland

200 Font Hill Avenue Baltimore, MD 21223

- (t) 410.843.9477
- (f) 410.843.9496

The SEED School of Miami

PO Box 830126 Miami, FL 33183-9998 (t) 305.600.1397

