



THE SEED FOUNDATION

Annual Report 2011–2012

IN LOVING MEMORY OF ARTHUR B. MODELL

Your commitment to SEED will forever be celebrated.



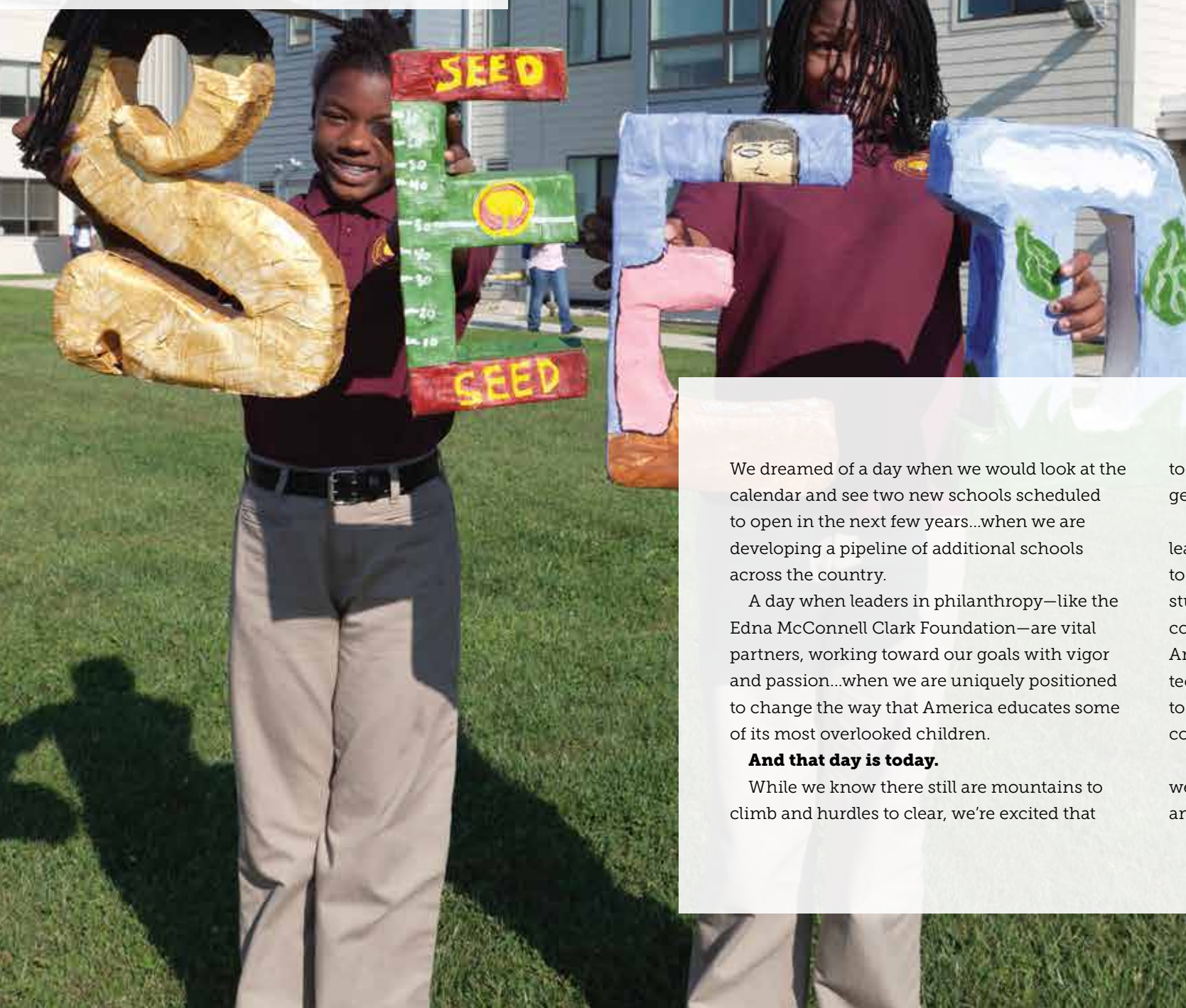
Pictured: Renovation is underway for the Patricia B. and Arthur B. Modell Academic Center, where students at The SEED School of Maryland will take classes beginning in the 2013 – 2014 school year. The Center was named for the Modells in 2011 in honor of their generous support, which helped pave the way for SEED's second school.

We dreamed of a day when our supporters include national, state, and local leaders, and collaboration is innovative and groundbreaking...when we celebrate those who have championed SEED and encourage them to continue their advocacy.

A day when we could relish the academic successes achieved over the past year at both of SEED's college-preparatory, public boarding

schools...successes that include SEED students scoring better than ever before on state and district tests.

A day when we must expand our College Transition and Support program because so many SEED graduates are entering into, persisting through, and graduating from college. Because we know that sustaining support after high school is critical to students' lifelong success.



We dreamed of a day when we would look at the calendar and see two new schools scheduled to open in the next few years...when we are developing a pipeline of additional schools across the country.

A day when leaders in philanthropy—like the Edna McConnell Clark Foundation—are vital partners, working toward our goals with vigor and passion...when we are uniquely positioned to change the way that America educates some of its most overlooked children.

And that day is today.

While we know there still are mountains to climb and hurdles to clear, we're excited that

today underserved students are beginning to get the attention they have long deserved.

SEED is at the table—alongside other leaders in education reform—contributing to important discussions about how to keep students in high school and help them become college graduates, how to best educate African American young men, and how to integrate technology into education. We look forward to the day when we, as a nation, solve these complex issues.

Thank you for helping bring SEED to where we are today and for supporting us in the days and years to come.

RAJ VINNAKOTA

*Co-Founder
The SEED Foundation*

Seeing our students graduate from high school and college is the absolute validation of what we do. But it's also thrilling to know that we have faculty so outstanding that they are working at the top level in education—such as Dan Brown, a SEED teacher who was chosen for a highly selective U.S. Department of Education Teaching Ambassador Fellowship. It's because of successes like these that so many people believe in our work and have worked with us for years to help us get to where we are today. It hasn't been easy, but it's been fun.

ERIC S. ADLER

*Co-Founder
The SEED Foundation*

We're moving from a small start-up mentality to a systems-driven institution that can support more schools throughout the country. That means having more educational expertise on board, figuring out the levers we need to push to improve college graduation rates, and creating a healthy pipeline of future schools.

JEREMY SHANE

*President
The SEED Foundation*

I arrived at SEED in April and met some recent graduates over the summer. I saw their great potential, desire to learn and grow, and commitment to education and to each other. Our 24-hour environment provides students with a much greater chance of success in school and in life than any other educational model.

ANN B. FRIEDMAN

*Chair, Board of Directors
The SEED Foundation*

Having the largest graduating class ever from The SEED School of Washington, D.C. last year means we have more graduates attending college. What distinguishes The SEED Foundation from other organizations? We have hands-on contact with all of our alumni throughout their college years. We're becoming experts on what is required for a successful college experience.

CHARLES BARRETT ADAMS

*Head of School
The SEED School of Washington, D.C.*

I joined SEED because of the audacity of the mission. The model was very appealing. Mostly, I was excited about the creativity, autonomy, and ability to be more effective. I'm going into my sixth year now, and we're really focused on how to solidify the things we're doing well and how to continuously improve our academic and student life curriculum. Everything we offer should—and does—benefit our young people, whether that is a reading lesson, a science fair, or a trip to Zambia.

KHALEK KIRKLAND, ED.D.

*Head of School
The SEED School of Maryland*

SEED is a dream opportunity for any student, any parent, and any educator. When you have the right people on board who have a growth mindset, the sky's the limit. This year we have 388 students, including 20 sets of siblings. That's my validation that we are meeting our promise of delivering an amazing, college-preparatory, public boarding school education.

REFLECTING ON 15 YEARS OF SUCCESS

Looking Forward to the Future of SEED



READYING FOR GROWTH

“To manage more and more schools,” says the Edna McConnell Clark Foundation’s (EMCF) Chuck Harris, “you need to become more and more refined. We’re helping SEED build its ‘service capacity muscles’ during its plans for growth.” As one of EMCF’s portfolio managers and its director of capital aggregation, Harris has been working with The SEED Foundation for more than a year. He manages SEED’s multi-year grant from EMCF, which is part of the Federal Social Innovation Fund. It will, in part, support SEED’s growth and ensure quality through collecting and studying SEED’s student data.

Jeremy Shane, SEED Foundation president, says SEED is well-positioned to grow, thanks to the national support of highly-respected entities such as EMCF and leadership in local communities from partners such as the Farmer Family Foundation in Cincinnati.

“The nationwide reach and credibility of partners like EMCF increase SEED’s exposure to supporters across the country. EMCF brings invaluable expertise in working with other nonprofits that also have experienced rapid growth. Local partners ensure that each SEED School is deeply ingrained in the community it serves,” Shane says. “It’s the perfect combination to allow us to grow efficiently, with each new school a product of local support that will be around for the long-term.”

Harris says SEED’s commitment to building a critical mass of local and community support is key to the long-term sustainability and success of the SEED model. “We know how hard it is to grow an organization while maintaining its quality,” he says. “With SEED, the results are strong, the team is solid, and the model is adaptable. Every major metropolitan area in the country could have one of these schools.”

2012 SEED Summit. Each year, faculty and staff from the Foundation and SEED schools come together for a one-day celebration. We listen to stimulating presentations, engage in thoughtful discussions about youth development and issues affecting the students we serve, and share best practices so that we continue to build on our successes. This year, SEED focused on the importance of grit and tenacity to achieve educational and lifelong success. Dr. Angela Duckworth, assistant professor of psychology at the University of Pennsylvania and a leading researcher in the areas of tenacity, grit, and self-control, delivered the keynote address.



Every student who spent more than a year at The SEED School of Washington, D.C. showed growth on the District's annual achievement test.

BEYOND THE BOOKS

Educating Students 24 Hours a Day

THE SEED SCHOOL OF WASHINGTON, D.C.

The SEED School of Washington, D.C. graduated its largest senior class ever last year. To see so many graduates move on to college, says Head of School Charles Barrett Adams, is incredibly satisfying. Test scores continue to improve, and retention numbers are some of the best in the district.

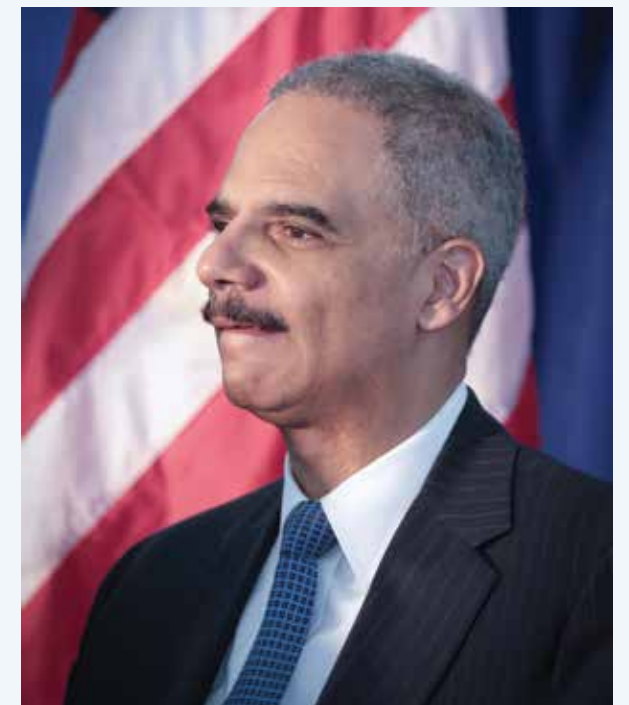
Thanks to a mission that Adams says is "crystal clear," the school has been able to grow in many directions and form important partnerships with the Corcoran Gallery of Art, the Hirshhorn, Boys and Girls Clubs of Greater Washington, Boys Town, the WNBA's Washington Mystics, Inova Health, and the International Neuroscience Network Foundation. Through these partnerships, which are critical to educating the "whole child," students are establishing cultural connections and giving back to their community.

For example, through a 21st Century Community Learning Center Grant, we developed a monthly dinner series with groups of students and professionals who work in the sciences. In addition, we offer monthly science-related events for students and their parents.

"It's an exciting time," Adams says, "because as we mature, we're getting better and better each year."

Mr. Holder was invited via video invitation by SEED School of Washington, D.C. graduating seniors.

Check out the invitation, Mr. Holder's speech, and other commencement speeches on our website at: www.seedfoundation.com.



"We are counting on you all. And we will soon be relying on you to use the skills you've learned and the abilities you've demonstrated here at SEED to serve your communities, to better our nation, and to enrich the lives of others."

2012 Commencement Address. The SEED School of Washington, D.C.'s 2012 commencement address was delivered by U.S. Attorney General Eric H. Holder.

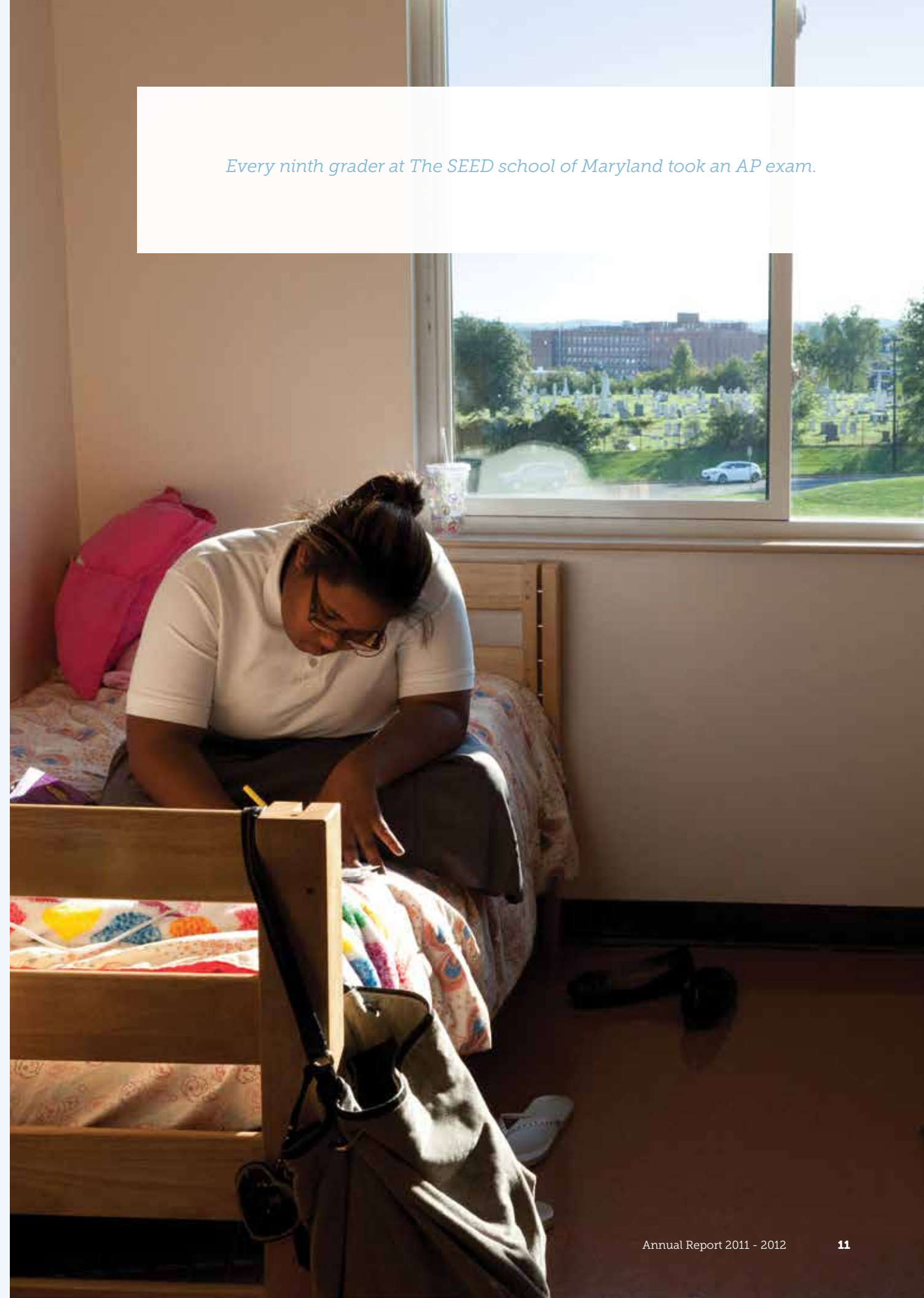
THE SEED SCHOOL OF MARYLAND


It's difficult for SEED School of Maryland Head of School Khalek Kirkland to identify the recent accomplishment of which he's most proud. After all, 76 percent of last year's eighth graders had a GPA of 3.0 or above, and students were not only working at keeping their grades up, but also compelling each other to do the same. All ninth graders took their first AP exam. Over the summer, two students worked with scientists at Johns Hopkins University School of Medicine, and 18 students participated in the Johns Hopkins Center for Talented Youth program. This year, students can look out their windows and watch construction of the Modell Academic Center, which will open in August 2013. To top this off, a new one-to-one program ensures that every tenth grader has a MacBook Pro laptop, furthering the role that technology plays in innovative learning at The SEED School of Maryland.

Kirkland continues to build a school staffed by people who believe "nothing is impossible for any student," he says, "despite their socioeconomic status or past academic history. Every child at SEED can and will go on to graduate from college."



Every ninth grader at The SEED school of Maryland took an AP exam.





When TySean graduated from The SEED School of Washington, D.C. in 2009, he couldn't believe it was over. "People there had become like family," he said this fall, in between classes at Mount Saint Mary's University in Emmitsburg, Maryland. "Now, I'm in my senior year, and everything I've worked for is finally paying off." TySean says college hasn't been "100 percent blissful," but the one thing he could always count on was support from SEED. "They looked out for me, and they still are," he says. "When I need them, they are there."

Whether it's helping a student work through the financial aid labyrinth or offering stress management advice, SEED's College Transition and Support (CTS) program is a comprehensive program that assists graduates with the transition from SEED to college and beyond. The program's motto: Persistence—Don't give up. Don't let obstacles stop you.

On any given day, CTS advisors wear various hats, says Vincena Allen, SEED Foundation director of program development. They visit every graduate

on his or her college campus, serve as academic and financial aid advisors, connect SEED graduates to campus-based support resources and provide emotional support. Sometimes simply sending an encouragement card, with the reminder to "Get up and keep going!" helps to motivate a SEED graduate to stay on the right path.

In turn, students like TySean provide the CTS team with feedback that helps advance SEED's overall programmatic efforts and the work of the CTS team. Staying connected to SEED graduates helps SEED learn which colleges and universities offer the best support for its students. TySean has also returned in the summers to attend the SEED Alumni Summer Institute, where he learns life skills, such as how to manage his finances.

SEED Foundation President Jeremy Shane says the value of a SEED education can be measured in part by the long-term benefits of students graduating from college, securing higher-paying jobs, and becoming committed citizens. He says, "Success beyond SEED is an important part of our mission."

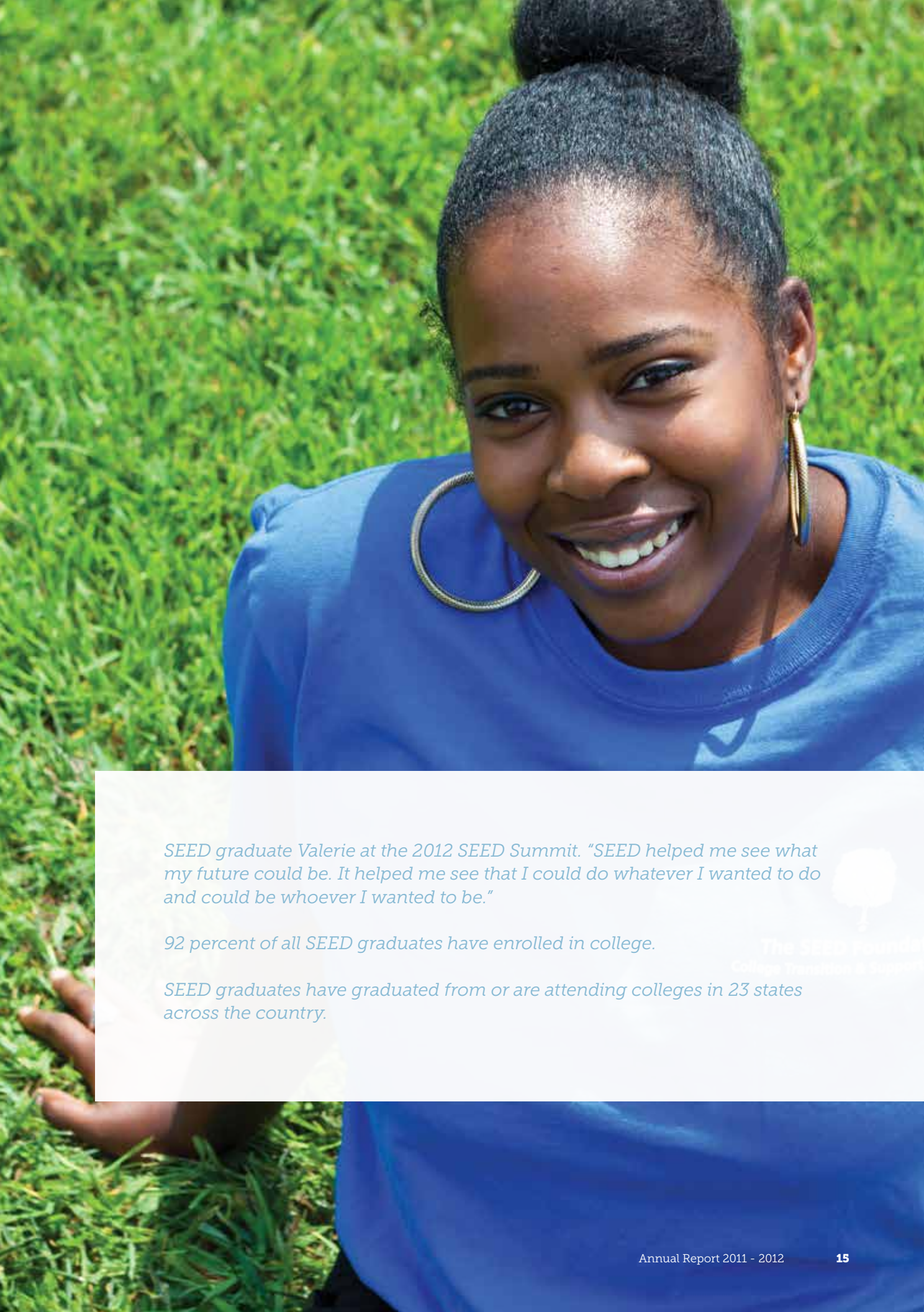
Read more about our graduates' successes in "Graduate Profiles" on www.seedfoundation.com.

IT TAKES GRIT TO REACH YOUR DREAMS

SEED graduate TySean at the 2012 SEED Summit. TySean says, "It's important to give back to SEED because they've given so much to me."



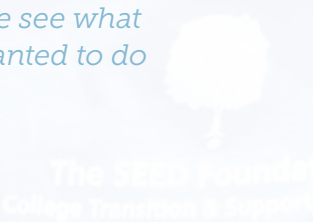
SEED graduate Tamia at the 2012 SEED Summit. "I was nervous about attending Virginia Tech and standing out academically and socially. But I work hard, and I'm seeing my hard work pay off. I don't want to be known as a good African American student on campus. I want to be known simply as a good student."



SEED graduate Valerie at the 2012 SEED Summit. "SEED helped me see what my future could be. It helped me see that I could do whatever I wanted to do and could be whoever I wanted to be."

92 percent of all SEED graduates have enrolled in college.

SEED graduates have graduated from or are attending colleges in 23 states across the country.



BEYOND THE MID-ATLANTIC

Taking SEED to New Locations

SEED is growing! After years of preparation and negotiation, we plan to open doors to two new schools in 2014, expanding for the first time beyond the Baltimore-Washington region. The Ohio and Florida schools will be exciting additions to our portfolio—not only in the breadth and depth of our new partnerships, but also in further refining the SEED model. “The goal is to create a pipeline of schools,” says Cheye Calvo, chief expansion officer. “We are now fulfilling the expectations for a true national model.”

In Ohio, SEED has teamed up—in a first-of-its-kind partnership—with Cincinnati Public Schools, and we have a state operator’s contract and a 99-year lease on the school campus. SEED also is working with the state of Florida and Miami-Dade County to open a public boarding school that will include some children from foster care, challenging us to further research at-risk populations and sharpen our definition of those we serve.

In both states, SEED has achieved strong bipartisan support and has built robust partnerships with state and local officials—a model we aim to replicate as we look at opportunities in Kansas City, Michigan, Louisiana, and New Jersey. “At a time when money is tight, we are using innovative funding and public policy approaches that make sense for each community,” Calvo says. “SEED schools integrate all the support services that a child needs to be successful and link those services to academic performance.”

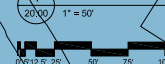
“We could not have achieved so much to date if it weren’t for the strong support and engagement of state and community leaders, the Ohio State Board of Education, and Cincinnati Public Schools,” said Dr. Dorothy Battle, trustee of The SEED School of Cincinnati Board, academic researcher at the University of Cincinnati, and former principal for Cincinnati Public Schools.

“Certain students need a full array of services that a SEED boarding school model provides to enable them to achieve success. Think of the impact generations of SEED students who have graduated from college will have on our city, the role model and inspiration they will provide to others, and the generations of their own families who will have better starts in life,” said Dick Farmer, Chairman of the Farmer Family Foundation and founder of Cintas Corporation. “These are the things that excite me about helping to bring a SEED School to Cincinnati. It will be rewarding to pull together as a community to open the school’s doors in 2014.”

What will it take to bring SEED to your community?

Learn more about our process for opening SEED schools on our website at www.seedfoundation.com.

Site Plan
1" = 50'



Project Number	Date
12209	8/15/12

Drawn by	Checked by

Mark	Description	Date
	Master Plan	10/2/12

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July 2011 – June 2012

SEED supporters whose cumulative gifts and commitments total \$1 million or more 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.

"Whiting Turner has been more than just a contractor to us. They are a partner in developing world class 'college-like' boarding school campuses. Bill Whiting has overseen the extraordinary work they have done for us, and Willard Hackerman, who was a close friend of Art Modell's, has even made generous financial contributions to The SEED School of Maryland."

Eric S. Adler, Co-Founder, The SEED Foundation

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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. Their generous donations help SEED to provide college transition and support services and further build the SEED network of schools while strengthening our existing schools.

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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, 2011 through June 30, 2012. Thank you for helping to further our mission of providing a high-quality, college-preparatory, public boarding school education for underserved students.

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 Sam's Hope Literacy Foundation
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 Shakespeare Theatre Company
 Smithsonian Anacostia Community Museum
 Smithsonian Latino Center
 Starlight Children's Foundation Mid-Atlantic
 Angela Rosser (State Farm Insurance)
 Stevenson University
 Sylvan Learning Center
 T.G.I.F Before and After Care Program
 THEARC
 Tony's Boxing and Fitness Center
 Towson University
 United Planning Organization
 University of Maryland, Baltimore County
 University of Maryland, College Park
 University of Maryland School of Medicine
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 Washington Court Hotel
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 Washington Performing Arts Society
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SEED's success could not be possible without those who work every day to ensure that students have access to a quality, college-preparatory, public boarding school education.

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Independent Auditor's Report

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

We have audited the accompanying consolidated balance sheet of The SEED Foundation, Inc. and Subsidiaries (the Foundation) as of June 30, 2012, and the related consolidated statements of activities and cash flows for the year then ended. These consolidated financial statements are the responsibility of the Foundation's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audit. The prior year summarized comparative information has been derived from the Foundation's 2011 consolidated financial statements and in our report, dated November 2, 2011, we expressed an unqualified opinion on those statements.

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 financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the 2012 consolidated financial statements referred to above present fairly, in all material respects, the financial position of The SEED Foundation, Inc. and Subsidiaries as of June 30, 2012, and the changes in their net assets and their cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

McGladrey LLP

Gaithersburg, Maryland
November 16, 2012

The SEED Foundation, Inc. And Subsidiaries

Consolidated Balance Sheet

June 30, 2012

(With Comparative Totals For 2011)

Assets	2012	2011
Cash And Cash Equivalents	\$ 13,113,020	\$ 7,955,212
Restricted Cash	1,270,943	1,220,973
Investments	2,485,568	2,357,542
Receivables	792,363	917,791
Prepaid Expenses	116,513	-
Promises To Give, net	2,064,658	675,203
Property And Equipment, net	53,414,359	53,532,037
Bond Issuance Costs And Other, net	782,096	857,569
Other Assets	5,508	89,860
	\$ 74,045,028	\$ 67,606,187
Liabilities And Net Assets		
Liabilities		
Accounts payable and accrued expenses	\$ 1,842,333	\$ 1,573,680
Deferred revenue	189,677	152,519
Refundable advances	2,040,028	-
Deferred rent	26,549	25,416
Capital lease obligation	26,666	60,704
Bonds and notes payable	32,255,000	30,894,048
	36,380,253	32,706,367
Commitments And Contingency (Notes 8 And 9)		
Net Assets		
Unrestricted	32,250,141	31,476,767
Temporarily restricted	5,314,634	3,323,053
Permanently restricted	100,000	100,000
	37,664,775	34,899,820
	\$ 74,045,028	\$ 67,606,187

The SEED Foundation, Inc. And Subsidiaries

Consolidated Statement Of Activities
Year Ended June 30, 2012
(With Comparative Totals For 2011)

	2012			Total	2011 Total
	Unrestricted	Temporarily Restricted	Permanently Restricted		
Support and revenue:					
Per-pupil allocation	\$ 23,592,202	\$ -	\$ -	\$ 23,592,202	\$ 20,887,291
Contributions	1,904,162	4,075,707	-	5,979,869	4,785,673
Private grants and awards	1,325,422	-	-	1,325,422	-
Federal grants and awards	2,625,624	-	-	2,625,624	1,347,675
Investment income	134,685	-	-	134,685	427,758
Other	51,033	-	-	51,033	34,448
Loss on interest rate cap	-	-	-	-	(3,953)
Net assets released from restrictions	2,084,126	(2,084,126)	-	-	-
Total support and revenue	31,717,254	1,991,581	-	33,708,835	27,478,892
Expenses:					
Salaries and benefits	18,181,417	-	-	18,181,417	15,956,650
Supplies and services	9,520,816	-	-	9,520,816	8,108,890
Depreciation and amortization	2,318,900	-	-	2,318,900	2,066,657
Interest expense	922,747	-	-	922,747	520,508
Total expenses	30,943,880	-	-	30,943,880	26,652,705
Change in net assets	773,374	1,991,581	-	2,764,955	826,187
Net assets:					
Beginning	31,476,767	3,323,053	100,000	34,899,820	34,073,633
Ending	\$ 32,250,141	\$ 5,314,634	\$ 100,000	\$ 37,664,775	\$ 34,899,820

The SEED Foundation, Inc. And Subsidiaries

Consolidated Statement Of Cash Flows
Year Ended June 30, 2012
(With Comparative Totals For 2011)

	2012	2011
Cash Flows From Operating Activities		
Change in net assets	\$ 2,764,955	\$ 826,187
Adjustments to reconcile change in net assets to net cash provided by operating activities:		
Change in allowance for uncollectible pledges	(67,312)	-
Change in discount on promises to give	9,576	3,431
Depreciation and amortization	2,318,900	2,066,657
Realized and unrealized gains on investments	(89,005)	(380,368)
Change in deferred rent	1,133	25,416
Changes in assets and liabilities:		
(Increase) decrease in:		
Receivables	125,428	(150,070)
Prepaid expenses	(116,513)	-
Promises to give	(1,331,719)	624,338
Other assets	84,352	12,505
Increase (decrease) in:		
Accounts payable and accrued expenses	303,582	394,794
Deferred revenue	37,158	46,770
Refundable advances	2,040,028	-
Net cash provided by operating activities	6,080,563	3,469,660
Cash Flows From Investing Activities		
Purchase of property and equipment	(2,160,678)	(15,813,917)
Purchase of investments	(39,021)	(44,285)
Proceeds from sale of investments	-	25,628
Increase in restricted cash	(49,970)	(51,418)
Net cash used in investing activities	(2,249,669)	(15,883,992)
Cash Flows From Financing Activities		
Principal payments on bonds payable	(855,000)	(670,000)
Proceeds of bonds and notes payable	2,215,952	14,999,840
Principal payments on capital lease obligation	(34,038)	(32,381)
Net cash provided by financing activities	1,326,914	14,297,459
Net increase in cash and cash equivalents	5,157,808	1,883,127
Cash And Cash Equivalents:		
Beginning	7,955,212	6,072,085
Ending	\$ 13,113,020	\$ 7,955,212

design by ripe, photography by Joe C., Christine Benally Peranteau, Khalek Kirkland, Ed.D., ripe, Zack Cooper, and writing by Melanie D.G. Kaplan

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