

**SEEDS OF LEARNING
SONOMA, CALIFORNIA**

**FINANCIAL STATEMENTS
DECEMBER 31, 2014**

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INDEPENDENT AUDITORS' REPORT

Board of Directors
Seeds of Learning
Sonoma, California

We have audited the accompanying financial statements of Seeds of Learning (a nonprofit organization), which comprise the statement of financial position as of December 31, 2014, and the related statements of activities, functional expenses and cash flows for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

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

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Seeds of Learning as of December 31, 2014, 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 Seeds of Learning's 2013 financial statements, and our report dated July 17, 2014, expressed an unmodified opinion on those audited financial statements. In our opinion, the summarized comparative information presented herein as of and for the year ended December 31, 2013, is consistent, in all material respects, with the audited financial statements from which it has been derived.

R. J. Ricciardi, Inc.

R. J. Ricciardi, Inc.
Certified Public Accountants

San Rafael, California
June 10, 2015

Seeds of Learning
STATEMENTS OF FINANCIAL POSITION
December 31, 2014
(With Comparative Totals for December 31, 2013)

ASSETS

	2014	2013
Current assets:		
Cash and cash equivalents	\$ 124,745	\$ 256,928
Marketable securities	183,557	-
Other assets	650	32,537
Total current assets	308,952	289,465
Non-current assets:		
Restricted marketable securities	56,201	42,803
Fixed assets, net of accumulated depreciation	40,616	49,540
Total non-current assets	96,817	92,343
Total assets	\$ 405,769	\$ 381,808

LIABILITIES AND NET ASSETS

Current liabilities:		
Payroll liabilities	\$ 13,648	\$ 18,381
Total current liabilities	13,648	18,381
Net assets - Exhibit A:		
Unrestricted	288,794	314,919
Temporarily restricted	47,126	5,705
Permanently restricted	56,201	42,803
Total net assets	392,121	363,427
Total liabilities and net assets	\$ 405,769	\$ 381,808

The accompanying notes are an integral part of these financial statements.

STATEMENTS OF ACTIVITIES

For the Year Ended December 31, 2014

(With Comparative Totals for the Year Ended December 31, 2013)

	Unrestricted	Temporarily Restricted	Permanently Restricted	2014 Total	2013 Total
Revenues:					
Contributions	\$ 144,079	\$ 15,991	\$ 16,250	\$ 176,320	\$ 187,229
Fundraisers	83,570	-	-	83,570	51,428
Fees	657,971	-	-	657,971	531,283
Other income	11,189	-	(2,852)	8,337	12,278
Net assets reclassified to restrictions	(25,430)	25,430	-	-	-
Total revenues	<u>871,379</u>	<u>41,421</u>	<u>13,398</u>	<u>926,198</u>	<u>782,218</u>
Expenses:					
Program services:					
Matagalpa, Nicaragua program	215,599	-	-	215,599	247,819
Ciudad Dario, Nicaragua program	162,544	-	-	162,544	195,195
Managua, Nicaragua program	192,311	-	-	192,311	196,777
El Salvador program	59,947	-	-	59,947	28,009
General program	177,000	-	-	177,000	42,981
General and administrative	33,589	-	-	33,589	26,726
Fundraising	56,514	-	-	56,514	20,461
Total expenses	<u>897,504</u>	<u>-</u>	<u>-</u>	<u>897,504</u>	<u>757,968</u>
Change in net assets	(26,125)	41,421	13,398	28,694	24,250
Net assets, beginning of period	<u>314,919</u>	<u>5,705</u>	<u>42,803</u>	<u>363,427</u>	<u>339,177</u>
Net assets, end of period	<u>\$ 288,794</u>	<u>\$ 47,126</u>	<u>\$ 56,201</u>	<u>\$ 392,121</u>	<u>\$ 363,427</u>

The accompanying notes are an integral part of these financial statements.

Seeds of Learning
STATEMENTS OF FUNCTIONAL EXPENSES
 For the Year Ended December 31, 2014
 (With Comparative Totals for the Year Ended December 31, 2013)

	Matagalpa, Nicaragua Program	Ciudad Dario, Nicaragua Program	Managua, Nicaragua Program	El Salvador Program	General Program	Total Programs	General & Admin	Fundraising	2014 Total	2013 Total
Expenses:										
Salaries	\$ 53,964	\$ 60,037	\$ 18,222	\$ -	\$ 122,088	\$ 254,311	\$ 20,802	\$ 21,875	\$ 296,988	\$ 237,735
Employee benefits	10,833	12,170	5,037	-	10,472	38,512	2,244	2,327	43,083	53,095
Payroll taxes	-	-	-	-	11,524	11,524	1,912	1,912	15,348	10,632
Fundraising expenses	-	-	-	-	-	-	-	11,581	11,581	10,439
Travel & meetings	2,642	2,258	994	-	7,289	13,183	1,088	388	14,659	8,367
Office supplies	2,936	2,414	2,181	-	2,951	10,482	632	632	11,746	7,876
Postage	-	-	-	-	1,275	1,275	267	267	1,809	773
Printing, copying, & promotional	1,573	115	-	-	5,825	7,513	1,248	10,619	19,380	4,577
Professional services	4,496	-	1,500	-	5,487	11,483	1,176	1,176	13,835	14,129
Rent & utilities	4,354	759	2,668	-	5,565	13,346	1,193	1,193	15,732	11,010
Communications	1,949	1,854	1,198	-	1,195	6,196	118	118	6,432	5,320
Building & vehicle maintenance	6,271	10,145	5,706	-	-	22,122	-	-	22,122	28,860
Insurance	-	-	-	-	1,096	1,096	2,340	235	3,671	4,816
Building expenses	32,159	17,071	36,840	16,199	-	102,269	-	-	102,269	90,586
Educational Advancement program expenses	-	11,073	-	11,000	-	22,073	-	-	22,073	25,176
Other program expenses	3,873	9,756	273	-	-	13,902	-	-	13,902	4,701
Work group expenses	82,647	28,765	115,837	-	-	227,249	-	-	227,249	222,078
Depreciation expense	2,468	5,360	1,429	-	(233)	9,024	(50)	(50)	8,924	11,913
Bad debt expense	-	-	-	31,961	-	31,961	-	-	31,961	-
Other expenses	5,434	767	426	787	2,466	9,880	619	4,241	14,740	5,885
Total expenses	<u>\$ 215,599</u>	<u>\$ 162,544</u>	<u>\$ 192,311</u>	<u>\$ 59,947</u>	<u>\$ 177,000</u>	<u>\$ 807,401</u>	<u>\$ 33,589</u>	<u>\$ 56,514</u>	<u>\$ 897,504</u>	<u>\$ 757,968</u>

The accompanying notes are an integral part of these financial statements.

STATEMENTS OF CASH FLOWS

For the Year Ended December 31, 2014

(With Comparative Totals for the Year Ended December 31, 2013)

	<u>2014</u>	<u>2013</u>
Cash flows from operating activities:		
Change in net assets	\$ 28,694	\$ 24,250
Adjustments to reconcile change in net assets to net cash provided by operating activities:		
Depreciation	8,924	11,913
Unrealized (gain)/loss on investments	2,852	(2,760)
Changes in certain assets and liabilities:		
Prepaid expenses	-	16,431
Other assets	31,887	(496)
Payroll liabilities	<u>(4,733)</u>	<u>6,549</u>
Net cash provided by operating activities	<u>67,624</u>	<u>55,887</u>
Cash flows from investing activities:		
Purchase of marketable securities	(199,807)	-
Purchase of fixed assets	<u>-</u>	<u>(10,200)</u>
Net cash used in investing activities	<u>(199,807)</u>	<u>(10,200)</u>
Net increase (decrease) in cash	(132,183)	45,687
Cash balance, beginning of period	<u>256,928</u>	<u>211,241</u>
Cash balance, end of period	<u>\$ 124,745</u>	<u>\$ 256,928</u>

The accompanying notes are an integral part of these financial statements.

Seeds of Learning
NOTES TO FINANCIAL STATEMENTS
December 31, 2014

NOTE 1- GENERAL

A. Organization

Seeds of Learning (the Organization) is a non-profit organization formed in 1991 that is dedicated to promoting conditions for quality learning in developing communities of the Americas while educating its North American constituents about the rich cultural diversity and the educational and social needs of the poorly resourced communities in Central America. The Organization works with North and Central Americans to build and equip schools in rural Nicaragua and El Salvador, educate adults and children, and promote cross-cultural understanding. The Organization has offices in Matagalpa, Nicaragua, Ciudad Dario, Nicaragua, Managua, Nicaragua, and its administration office in Sonoma, California. However, there are no foreign earnings received in the United States.

Matagalpa, Nicaragua Program – Operates a school construction program, and receives and hosts work group volunteers from the United States. This office also manages the operations and finances of all three offices in Nicaragua.

Ciudad Dario, Nicaragua Program – Operates a school construction program, learning resource centers, scholarship program, and receives and hosts work group volunteers from the United States.

Managua, Nicaragua Program – Operates a school construction program and receives and hosts work group volunteers from the United States.

El Salvador Program – Operates a scholarship program.

General Program – Operates a work group program; coordinating and arranging for all volunteers from North America to travel to and work alongside Central Americans to build schools. Further, the general program consists of overall support and supervision of the programs in Central America.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. Basis of Accounting

The financial statements and records of the Organization are prepared on the accrual basis of accounting and, therefore, include all support and revenues when earned and all expenses when incurred, regardless of whether these support and revenues or expenses were received or paid as of the end of the period.

B. Basis of Presentation

Financial statement presentation follows the financial statement presentation prescribed by FASB ASC 958-205. Under ASC 958-205, the Organization is required to report information regarding its financial position and activities according to three classes of net assets: unrestricted net assets, temporarily restricted net assets, and permanently restricted net assets.

Seeds of Learning
NOTES TO FINANCIAL STATEMENTS
December 31, 2014

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

C. Unrestricted Net Assets

Unrestricted net assets generally result from revenues obtained by providing services, receiving unrestricted contributions, and receiving interest and dividends from income-producing assets. The only limits on the use of unrestricted net assets are the broad limits resulting from the nature of the Organization and the purposes specified in its Articles of Incorporation or Bylaws and limits resulting from contractual agreements entered into by the Organization in the course of its operations.

D. Temporarily Restricted Net Assets

The Organization reports contributions as restricted support if they are received with donor stipulations that limit the use of donated assets. When a donor restriction expires or purpose restriction is accomplished, temporarily restricted net assets are reclassified to unrestricted net assets and are reported in the statement of activities.

E. Permanently Restricted Net Assets

The Organization currently has a permanently restricted endowment that was established in November of 2000. The endowment has been invested and is to be held indefinitely in the Permanently Restricted Net Assets Fund. In no case will the assets of the endowment be sold, traded, or reduced, other than due to market fluctuations that affect the fair market value of the assets.

F. Cash and Cash Equivalents

For purposes of reporting the statement of cash flows, cash and cash equivalents include cash on deposit with financial institutions and short-term marketable securities with a maturity of three months or less.

G. Marketable Securities

Marketable securities are recorded at fair market value.

H. Fixed Assets

The aggregate cost of assets acquired through unrestricted funding resources is capitalized in the statement of financial position. Fixed assets are stated at cost and depreciation is computed on the straight-line basis of accounting over the estimated useful lives of the assets.

I. Donated Goods and Services

No amounts have been reflected for donated goods and services in the financial statements as no objective basis is available to measure the value of such goods and services.

J. Use of Estimates

The financial statements have been prepared in conformity with U.S. generally accepted accounting principles and, as such, include amounts based on informed estimates and judgments of management with consideration given to materiality. Actual results could differ from those estimates.

Seeds of Learning
NOTES TO FINANCIAL STATEMENTS
December 31, 2014

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (concluded)

K. Risk Management

The Organization is exposed to various risks of loss related to torts; theft of, damage to and destruction of assets; errors and omissions; and natural disasters for which the Organization carries commercial insurance. Furthermore, the Organization has annual risk assessment procedures performed by the Board of Directors.

L. Contingencies

The Organization occasionally participates in grants. Disbursement of funds received under these grants requires compliance with terms and conditions specified in the grant agreement and is subject to audit by the grantor agency. Any disallowed costs resulting from such an audit could become a liability of the general fund or other applicable funds.

M. Concentrations of Risk

The Organization maintains a portfolio of financial instruments that potentially expose the Organization to concentrations of investment risk. To limit the amount of risk exposure, the Organization diversifies its portfolio by asset class and by depository. Subject to market fluctuations, management does not consider this risk a particular concern at this time.

NOTE 3 - INCOME TAXES

The Organization is exempt from Federal income taxes under Section 501(c)(3) of the Internal Revenue Code. The Organization is also exempt from California franchise taxes under Section 23701(d) of the Revenue and Taxation code and, therefore, has made no provision for Federal or California income taxes. In addition, the Organization has been determined by the Internal Revenue Service not to be a “private foundation” within the meaning of Section 509(a) of the Code.

The Organization adopted the recognition requirements for uncertain income tax positions as required by generally accepted accounting principles, with no cumulative effect adjustment required. Income tax benefits are recognized for income tax positions taken or expected to be taken in a tax return, only when it is determined that the income tax position will more-likely-than-not be sustained upon examination by taxing authorities. The Organization has analyzed tax positions taken for filing with the Internal Revenue Service and all state jurisdictions where it operates. The Organization believes that income tax filing positions will be sustained upon examination and does anticipate any adjustments that would result in a material adverse effect on the Organization’s financial condition, results of operations or cash flows. Accordingly, the Organization has not recorded any reserves, or related accruals for interest and penalties for uncertain income tax positions at December 31, 2014. The Organization is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

Seeds of Learning
NOTES TO FINANCIAL STATEMENTS
 December 31, 2014

NOTE 4 - CASH AND CASH EQUIVALENTS

The Organization maintains cash balances at various financial institutions. Cash balances as of December 31, were as follows:

	2014	2013
Bank of America Checking	\$ 108,800	\$ 42,509
Bank of America Liquid CD	-	16,107
Bank of America Short Term CD	-	7,928
West America Bank	8,946	12,835
Edward Jones – Money Market	-	26,539
Sonoma Valley Bank Account	-	143,675
Nicaragua Bank Accounts	6,999	7,335
Total	\$ 124,745	\$ 256,928

The bank balances were insured under the \$250,000 blanket umbrella by the Federal Deposit Insurance Corporation (FDIC). At December 31, 2014, there were no bank balances which were deemed to be at risk. It is the opinion of the management that the solvency of the financial institutions is not of particular concern at this time.

NOTE 5 - MARKETABLE SECURITIES

The Organization invested in marketable securities and money market funds with readily determinable fair values in the statement of financial position as listed below for the year ended December 31.

Balances on investments as of December 31, were as follows:

	2014	2013
Charles Schwab – Money Market	\$ 33,026	\$ -
West America Bank – Alliance Standard Annuity	150,531	-
Sonoma County Community Foundation	56,201	42,803
Total	\$ 239,758	\$ 42,803

NOTE 6 - SUMMARY OF FAIR VALUE EXPOSURE

FASB ASC 820-10 and subsections, *Fair Value Measurements and Disclosures* clarifies the definition of fair value for financial reporting, established a framework for measuring fair value, and requires additional disclosure about the use of fair value measurements in an effort to make the measurement of fair value more consistent and comparable. The Organization has adopted FASB ASC 820-10 for its financial assets and liabilities measured on a recurring and nonrecurring basis.

FASB ASC 820-10 defines fair value as the amount that would be received from the sale of an asset or paid for the transfer of a liability in an orderly transaction between market participants, i.e. an exit price. To estimate an exit price, a three-tier hierarchy is used to prioritize the inputs:

Seeds of Learning
NOTES TO FINANCIAL STATEMENTS
 December 31, 2014

NOTE 6 - SUMMARY OF FAIR VALUE EXPOSURE (concluded)

Level 1: Quoted prices in active markets for identical securities.

Level 2: Other significant observable inputs (including quoted prices for similar securities, interest rates, prepayment spreads, credit risk, etc.)

Level 3: Significant unobservable inputs (including the Organization's own assumptions in determining the fair value of investments).

The inputs and methodology used for valuing the Organization's financial assets and liabilities are not indicators of the risks associated with those investments.

The following table provides fair value measurement information for financial assets and liabilities measured at fair value on a recurring basis as of December 31:

	Investment in Securities	
	2014	2013
Level 1: Quoted prices	\$ 239,758	\$ 42,803
Level 2: Other significant observable inputs	-	-
Level 3: Significant unobservable inputs	-	-
Total	\$ 239,758	\$ 42,803

The above investments for December 31, 2014 are further classified as follows:

	Total			
	Investment	Level 1	Level 2	Level 3
Diversified Strategies	\$ 15,967	\$ 15,967	\$ -	\$ -
Fixed Income	161,934	161,934	-	-
Alternatives	5,277	5,277	-	-
Cash	6,273	6,273	-	-
Equities	50,307	50,307	-	-
Total	\$ 239,758	\$ 239,758	\$ -	\$ -

NOTE 7 - OTHER ASSETS

In 2012, the Organization began an investigation to determine the extent of employee theft committed in El Salvador. The Organization negotiated a settlement agreement to pay back the amount with the perpetrator in the amount of \$31,961.

The Organization has been trying to collect the outstanding balance on a regular basis since that time. As of December 31, 2014, only a nominal amount of the outstanding debt was received. As it is unlikely that the Organization could collect the outstanding balance in the future, the Organization decided to write this off as an uncollectible debt.

Seeds of Learning
NOTES TO FINANCIAL STATEMENTS
 December 31, 2014

NOTE 8 - FIXED ASSETS

	Useful Life	December 31, 2014	December 31, 2013
Building	25	\$ 48,000	\$ 48,000
Computers	3	6,500	6,500
Vehicles	7	89,100	89,100
Subtotal		143,600	143,600
Less: accumulated depreciation		(102,984)	(94,060)
Total		\$ 40,616	\$ 49,540

Depreciation expense for the years ended December 31, 2014 and December 31, 2013, was \$8,924 and \$11,913, respectively.

NOTE 9 - CONCENTRATIONS

The Organization receives a substantial amount of revenue from its program fees. During the years ended December 31, 2014 and December 31, 2013, the Organization received \$657,971 and \$531,283, respectively from program fees. This amounts to 73% and 68% of total revenue for the years ended December 31, 2014 and December 31, 2013, respectively.

NOTE 10 - TEMPORARILY RESTRICTED NET ASSETS

Temporarily restricted net assets as of December 31 were available for the following purposes:

	2014	2013
Pascale I. Goslain Fund	\$ -	\$ 5,705
Douglas Thompson Scholarship	14,100	-
Mary Lee Goodwin Scholarship Fund	33,026	-
Total	\$ 47,126	\$ 5,705

NOTE 11 - PERMANENTLY RESTRICTED NET ASSETS

The Sonoma County Community Foundation Endowment of \$56,201 and \$42,803 for the years ended December 31, 2014 and December 31, 2013, respectively, enhances the programs and operational capacity of the Organization by providing supplementary income to the general fund.

Seeds of Learning
NOTES TO FINANCIAL STATEMENTS
 December 31, 2014

NOTE 12 - FOREIGN OPERATIONS

The Organization carries out their scholarship programs and other related activities in El Salvador and Nicaragua as stated in Note 1. The operations in Nicaragua are carried out under the name of Seeds of Learning, which is registered with the Nicaraguan government as a foreign nonprofit organization. Transfers and reimbursements are made between Seeds of Learning (USA) and the entity in Nicaragua to carry out the daily operations. The operations in El Salvador are carried out under the name of Seeds of Learning. The income essentially comprises reimbursements from USA operations, exclusive of airfare, which are paid from USA funds. Any excess cash balance refers to amounts transferred from USA operations for expenses to be incurred. The balances on various accounts in Nicaragua on December 31 are as follows:

	2014	2013
Cash	\$ 6,999	\$ 7,335
Revenue	427,544	409,031
Expenses	424,251	410,386

NOTE 13 - LEASES

The Organization has various operating leases. The leases are primarily for office spaces. The lease terms of offices are month-to-month at this time, except the one located in Sonoma, California. Renewals of leases are negotiated with the lessor when appropriate.

In March 2014, the Organization entered into an operating lease for their office at 926 First Street West, Sonoma, California, under a two year term commencing on the 1st day of March, 2014 and continuing through the 29th day of February, 2016. Minimum future rental payments under this operating lease having remaining terms in excess of one year, thereafter and in the aggregate, ending December 31, are as follows:

2015	\$ 7,800
2016	1,300
Total	\$ 9,100

Rent expense for the years ended December 31, 2014 and 2013 totaled \$15,731 and \$11,010, respectively.

NOTE 14 - SUBSEQUENT EVENTS

In preparing these financial statements, the Organization has evaluated events and transactions for potential recognition or disclosure through June 10, 2015, the date the financial statements were available to be issued.