



Nurturing entrepreneurship.
Promoting innovation.

program
PROSPECTUS

B LONG BEACH
CITY COLLEGE

www.InnovationFundSoCal.org



Objective

LONG BEACH CITY COLLEGE (LBCC) seeks to stimulate regional entrepreneurial activity, wealth creation, and social prosperity by funding and mentoring promising entrepreneurs launching innovation-led startup companies with high-growth potential. To achieve this goal, LBCC created Innovation Fund SoCal and is raising \$10,000,000 in fully tax-deductible contributions for an evergreen pre-seed fund that will make \$25,000 grants and \$100,000 loans to startup companies that commit to locating in the Los Angeles Basin.¹

LBCC'S Innovation Fund SoCal is a member of the Innovation Fund America (IFA) family of funds, established to shift educational, entrepreneurial, and investment paradigms by positioning community colleges as a front door for entrepreneurs seeking training, education, and seed stage capital. The ideal recipient of Innovation Fund SoCal funding is:

- A first-time founder or relatively inexperienced entrepreneur
- Pursuing a pre-seed-stage round of funding
- Receptive to coaching and mentoring support services
- Building their personal management experience and assembling a management team
- Incorporated in the LA Basin and committed to building the company located within the region for a minimum of six years
- Developing or utilizing proprietary, patentable, or patented intellectual property, technology, or trade secrets with the potential to disrupt industries
- Capable of generating \$20-\$50M in revenues within 5-10 years
- Committed to participating in and providing educational experiences and employment opportunities to students and residents within the LA Basin

A review of the innovation and entrepreneurship landscape in the LA Basin, existing regional industry clusters, and regional economic development strategies, goals, and initiatives helped inform primary sectors targeted for the Fund.

CLEAN AND ADVANCED ENERGY TECHNOLOGIES

including transportation, logistics, IT, and port infrastructure

BIO MEDICAL DEVICES

with an emphasis on products and services that have 2-5 year development lead times

ADVANCED MANUFACTURING

with a focus on technologies that have the potential to disrupt supply chains and manufacturing processes

The opportunity exists in the Los Angeles region to identify, nurture, and fund innovation-led startups by creating an evergreen pre-seed fund to accelerate startups and increase success rates with specific and relevant wrap-around services that include coaching, mentoring, and education. Pre-seed-stage funding usually occurs after funds which are raised from friends and family are exhausted. Such a program is expected to improve the pipeline for follow-on funding (angel, venture, and equity investments), create jobs for the region, and foster the next generation of entrepreneurs.

¹ Coastal Southern California bounded on the north by the Santa Monica Mountains, the Elysian, Repetto, and Puente Hills and on the east and southeast by the Santa Ana Mountains and San Joaquin Hills.

Stimulating Entrepreneurship and Innovation...

Strategic Basis



At the heart of the IFA model being piloted by Innovation Fund SoCal is the community college's ability to convene assets to overcome regional impediments to innovative activity and to disrupt traditional entrepreneurial support systems. At the macro-level, the lack of robust institutional assets negatively impacts a region's ability to support innovation and entrepreneurship. At the micro-level, entrepreneurs often lack access to vital resources, which thereby inhibits their ability to launch and grow startup companies. Financial investment, tailored educational offerings, and wrap-around services, which generally include applied and structured education, sit at the confluence of the macro- and micro-level strategies and are core elements of the IFA initiative.

Achieving regional economic prosperity requires collaboration among multiple institutions and stakeholders that support entrepreneurs and innovation-based startups along a well-defined continuum. These include public, corporate, university, non-profit, and philanthropic stakeholders who facilitate the creation of and access to four types of capital:

- Physical (roads, bridges, schools, factories, incubators...)
- Intellectual (research, patents, trade secrets...)
- Human (managers, employees, scientists, engineers, mentors...)
- Financial (pre-seed, seed, angel, venture, private equity...)

Many resource-poor regions throughout the country lack one or more of these types of capital, resulting in less than supportive innovation or entrepreneurial ecosystems. By comparison, many resource-rich regions suffer the same outcome due to a lack of collaboration among stakeholders who take a race-to-the-bottom, zero-sum-game approach to competition.

At the micro-level, inexperienced, early-stage entrepreneurs and first-time founders benefit from a well-documented and clearly defined set of wrap-around services and educational resources. These include:

- An easily accessible pipeline of ideas and innovative technologies developed at universities and industry research centers
- Collaborative environments in which to engage a diverse set of researchers, innovators, and practitioners with disparate intellectual approaches, backgrounds and experiences
- Support for conducting scientific and technical reviews of early prototypes, products, and services that is closely tied to the development of customer-centric market studies and entry strategies
- Engagement with industry professionals, investors, and successful entrepreneurs with a personal, often philanthropic, interest in serving as mentors, coaches, advisors, industry catalysts, and conveners
- Customized and curriculum-based educational offerings related to general management, talent identification, finance, business planning, growth strategies, operations, and technical studies
- Access to a well-defined and easily accessible, though highly competitive, pipeline of investment
- Opportunities to showcase technologies and entrepreneurs, promote the exchange of ideas, form new collaborations, engage with local business associations and government, and become part of the local business community

...Accelerating Startups and Creating Jobs!

Strategic Basis

The LA Basin, with its entrepreneurial legacy and culture, offers a welcoming environment for entrepreneurs in sectors such as aerospace, apparel, and entertainment. Clean technology, IT, and intelligent transportation represent more recent areas of focus and targeted support. According to a recent Ewing Marion Kauffman Foundation (Kauffman) study measuring levels of new business creation across the United States, Los Angeles had the highest rate of entrepreneurial activity from the period between 2009 and 2011. Regional universities produce more engineering graduates than any other region in California—including Silicon Valley. These graduates provide the skill and energy that is vital to the growth of innovation-led technology companies.

The region suffers at the macro level, however, due to major impediments to the free flow of human, intellectual, and financial capital caused by the limits of physical capital. These macro-level impediments ripple through the system to disrupt entrepreneurs' access to wrap-around services and educational resources, resulting in a barrier to innovative startups and high-growth entrepreneurial activity.

None of the individual impediments or disruptions below is unique to the LA Basin, although their scale and the resultant scope of their combined impact are idiosyncratic to the region.

1 Traffic congestion encourages “hyper-locality,” limits the flow of human and financial capital within the region, reduces the size and benefits of regional networks, generates major inefficiencies and opportunity costs into the system, and impedes collaborative networks.

2 Universities struggle to commercialize technology, falling well behind peer institutions throughout the United States in several important metrics, and leaving potential innovation “trapped on the shelf.”

3 Early-stage investment capital is concentrated in IT and media; seeks easy, quick returns; follows a herd mentality; and is disconnected from industry experience and entrepreneurial wisdom.

Los Angeles had the highest rate of entrepreneurial activity from the period between 2009-2011.



The Startup Funding Gap

A lack of pre-seed funding for startup entrepreneurs is often identified as one of the major challenges to growing and developing new companies that create jobs. For startups with high-growth potential, the pre-seed funding gap is particularly of concern from the regional economic development perspective. Research conducted by Kauffman, the United States Department of Commerce, and others indicates that economic growth, job creation, and regional wealth is directly correlated to the level of entrepreneurial activity and the launch of startup companies, particularly high-growth startups. According to experts in early stage equity financing of high-growth ventures, startups generally fall in one of the following categories:

SEED STAGE

Company proves a concept and qualifies for startup capital
(\$100,000 - \$1.5 Million)

STARTUP STAGE

Company completes product development and initial marketing
(\$2 - \$5 Million)

EARLY STAGE

Expansion of company that is producing and delivering products or services
(>\$4 Million)

The Los Angeles region, with its entrepreneurial culture, has been a welcoming environment for visionary entrepreneurs to collaborate, create, and build companies. With innovative thinking and talent, and emerging new industry clusters such as clean technology and energy, there is an even greater need for pre-seed capital to help startups in these industries take root and expand in Southern California.

Focus on Community Colleges

THE EWING MARION KAUFFMAN FOUNDATION, a primary strategic partner in the Innovation Fund America initiative, has a rich history of working with colleges and universities to build entrepreneurship education programs and curricula. Kauffman has devoted millions of dollars over the last decade to the study of entrepreneurship, the education of entrepreneurs, and the development of startup ecosystems. As a result of this work, not only are entrepreneurs widely considered a core contributor to sustainable job creation and economic growth, but the debate has shifted from whether higher education has a role in helping to create entrepreneurs to how institutions of higher education, and notably community colleges, can play a catalytic role within their regions to encourage, stimulate, and support entrepreneurs in a meaningful way.

Within that context, IFA is informed by Kauffman's intent to advance two important new concepts in entrepreneurship education and advancing innovation. First, while there is a role for traditional curriculum-based business education, entrepreneurs learn best through personalized, applied educational experiences coupled with peer learning. Second, university-led technology transfer is only one source of innovation-led startups; such new firms frequently emerge from industry, from hobbyists, from anywhere and anyone within communities. Community colleges, with their experience with workforce programs serving disadvantaged communities and nimble responsiveness to the economic and education needs of their regions, also play a leading role in supporting entrepreneurship and innovation. Innovation Fund SoCal builds upon a successful model first developed in Northeast Ohio to provide rigorous and personalized applied learning opportunities to innovative new firms, while creating internship opportunities for the diverse student populations in the LA Basin.

Considering that LBCC represents just one of more than 1,200 community colleges embedded in communities across the United States serving diverse social and economic populations, the opportunity to employ community college resources at scale to support, educate, and inspire entrepreneurial ventures within their communities presents a significant, and largely untapped, opportunity.

“Community colleges are already doing standout work to support entrepreneurs in their regions, and many, like LBCC, have clearly demonstrated the innovative spirit needed to take on such an ambitious program. IFA is expected to advance the entrepreneurial movement already under way to position community colleges as front doors to high-growth entrepreneurship in under-resourced communities across the country.”

— Thom Ruhe, Director of Entrepreneurship, The Ewing Marion Kauffman Foundation

Ewing Marion

KAUFFMAN
Foundation





LONG BEACH
CITY COLLEGE



Long Beach City College

AND REGIONAL ECONOMIC DEVELOPMENT

LBCC is one of the largest single college districts in the California Community College System, providing comprehensive quality educational programs and related student services to nearly 30,000 students pursuing a wide range of degrees, certificates, transfer, and other courses of study. The College —

- Is a driving force in regional economy development, job and wealth creation
- Serves as the lead host of the Los Angeles Regional Small Business Development Center (SBDC) Network, serving Los Angeles, Ventura, and Santa Barbara Counties
- Launched and manages the national Goldman Sachs *10,000 Small Businesses* Initiative site serving Southern California

In 2012 alone, LBCC supported small businesses in the creation of **2,736 NEW JOBS**, increased client sales by more than \$133 million, and helped clients access more than **\$83 MILLION** in new capital. LBCC's economic activity generates over **\$2.12 MILLION DAILY** in the region's economy. The College is also in the middle of a \$700 million construction bond program that was approved by local voters.

Risk Mitigation

WITH METHODOLOGY

Two primary factors influence the success or failure of high-growth startups: 1) the availability of experienced talent capable of launching and managing the growth of these ventures; and 2) the accessibility of pre-seed-stage capital. While most inexperienced entrepreneurs and first-time founders focus on the latter, the former is equally vital: while access to pre-seed-stage capital often is identified as the most critical factor, experienced talent often is in shorter supply and is harder to marshal.

The IFA model is subject to, but specifically designed to address, risks associated with startups' access to talent and capital. The model incorporates several baseline features developed over several years in Northeast Ohio (see Past Performance) to address four additional risks associated with the ability to:

- Raise sufficient investment to evergreen the fund
- Establish the relationships and partnerships necessary to provide the educational and wrap-around support services to awardees
- Manage the potential deal flow volume in the short and long term
- Address regional barriers created by political fragmentation and transportation constraints

What follows is a detailed summary of the IFA model and how it addresses these risks.

APPLICATION PROCESS

LBCC will utilize a rigorous process to manage the application screening and due diligence processes for Innovation Fund SoCal, with support from specially qualified partners and collaborators. The education process for applicants will begin prior to submission of applications, when potential applicants contact a designated representative of the Los Angeles Regional Small Business Development Center (SBDC) Network. SBDC representatives have experience launching and building one or more innovation-led, high-growth startups. Each potential applicant will be expected to have at least one conversation with the SBDC representative(s) to discuss their idea, technology, or startup and will be coached through the application process.

Deal flow volumes are managed, in part, by requiring potential applicants to engage with designated SBDC representatives. The purpose of this initial contact is to determine if the potential applicant is a good candidate for Innovation Fund SoCal, based on readiness, fit, and coachability. Promising potential applicants will be challenged and coached to further define their product, customers, underlying technologies, and customer acquisition strategies, as well as receive support related to financial assumptions and projections, investment pitches, and possible sources of follow-on funding, in preparation to apply. Due to the highly competitive nature of the awards, some potential applicants are expected to self-select out.

Establishing a connected regional entrepreneur network will be vital to the application process. Innovation Fund SoCal aims to work with incubators, institutions, angel networks, and venture and equity groups within the region to source potential applicants. The Innovation Fund SoCal process is to “scrub,” prepare, and educate startup entrepreneurs for the next level of funders in a way that is highly focused and efficient. LBCC’s goal over time is to accelerate startups and begin to establish and build a strong pipeline of innovation-led, high-growth startups for the entrepreneurial ecosystem in the LA Basin.

Risk Mitigation

WITH METHODOLOGY

SCREENING COMMITTEE MERIT REVIEW PROCESS

After initial review of applications, startups advancing to the merit screening process will be invited to present a 10-minute pitch to the Screening Committee, followed by 10 minutes of Q&A. The Screening Committee is comprised of representatives from a cross section of regional partner organizations. Screening Committee members are recruited based on their technical, industry, financial, business, commercialization, and entrepreneurial knowledge and experience. The merit review serves as a second screening mechanism to manage deal flow and ensures that the Decision Committee will be reviewing only relevant applicants with a high degree of commitment and potential success.

IFA has developed a template pitch presentation that all applicants are required to use. Pitches are expected to include brief information on the following:

- Underlying or enabling intellectual property
- Market size, penetration, and differentiation strategy
- Ownership and operating structures
- Qualifications of the entrepreneur(s)
- Equity contributions and source(s) of matching funds (only for B-Level award applicants)
- Growth potential (jobs, revenues, profits)
- Anticipated use of funds

Screening Committee members will assess each applicant based on multiple factors, including passion, capabilities, and commitment to the venture. Each applicant is scored on a scale of 0 – 100 points based on a comprehensive set of criteria. Applicants' scores are then aggregated and averaged to arrive at the final Screening Committee scores.

Based upon the amount of funding available that cycle, the number of anticipated awards, and the relative average applicant scores, the highest scored applicants are invited to pitch their company a second time, approximately one month later, to the Decision Committee. All applicants, regardless of whether they are invited to advance or not, receive detailed feedback on their ideas, pitches, and potential for success. The process is designed to improve the quality of future deal flow.

DECISION COMMITTEE REVIEW PROCESS

The Decision Committee is comprised of representatives from the same organizations as the Screening Committee and has been recruited based on similar knowledge and experience, but typically includes more senior level executives. Applicant presentations are based on the same guidelines and subject to the same time limitations as before, but should incorporate Screening Committee feedback, include additional or updated information, and demonstrate individual growth and maturity obtained through the process. Decision Committee members base their evaluations on criteria similar to those used by the Screening Committee, but rather than give numerical scores, simply vote to fund, not fund, or fund applicants subject to contingencies.

As in the case with the Screening Committee process, this screening level is designed to improve the quality of future deal flow for regional investment organizations, enhance the educational experience, and prepare applicants, whether successful or not in applying to Innovation Fund SoCal, for moving forward to the next stages.

AWARDS PROCESS

Approximately one week after the Decision Committee pitch day, applicants approved for funding receive a package of documents, including a funding agreement. An awards luncheon for successful applicants will typically be held one month after the Decision Committee Day. This event is for successful applicants to submit signed documents; network with each other; ask questions about processes, procedures, expectations; and be assigned to a business advisor. Awardees may begin drawing on their awards as soon as the funding agreement has been executed. The process from administrative review of applications to cash distribution to awardees takes approximately 90 days.



Details of Awards

Innovation Fund SoCal investment capital will be deployed initially via three annual, competitive rounds with \$300,000 available in each funding cycle. Investments will be awarded on two levels:

A LEVEL

A-Level Awards (up to \$25,000) are grants often used for proof of concept, market evaluation, patent filings, etc. A-Level awardees must:

- Agree to enhanced training and mentoring services
- Provide an educational experience for a student(s), class, or faculty
- Specify the use of funds and agree to clear milestones
- Submit to oversight and monitoring in accordance with clear metrics

B LEVEL

B-Level Awards (up to \$100,000) are non-collateralized loans often used by startups to further prove their concept, develop and refine their business model and customer acquisition plans, conduct market tests, hire key personnel, etc. B-Level awardees must:

- Adhere to all A-Level requirements
- Include at least one paid internship in their educational offerings
- Provide a 1:1 cash match equal to their award amount
- Repay the B-Level award within six years

The match requirement ensures applicants have significant “skin in the game” or have begun to engage external sources of investment. The fund repayment requirement helps replenish Innovation Fund SoCal for future awards to other entrepreneurs, but is designed to not hinder B-Level awardees’ ability to grow and attract follow-on investments.

Educational and Wrap-Around

POST-AWARD SERVICES

At the core of the education experience is the one-on-one relationship between the startup and entrepreneurs-in-residence, who will provide regular coaching and prescribe additional training customized to the startup's specific needs. Additionally, LBCC, in partnership with Babson College,² is piloting a specialized training program for innovation-based startups that is highly interactive and incorporates peer learning for the entrepreneurs. Other special workshops and training resources will also be offered to meet the needs of the Innovation Fund SoCal portfolio.

LBCC's experiential learning and coaching resources will support the awardee in refining their venture's business model, market entry, and pitch to investors.

In addition to participating in training activities, awardees are also required to provide enhanced educational opportunities to students at regional institutions of higher learning. B-Level awardees must also provide at least one paid internship that focuses on a mission critical element of their startup. This requirement ensures that the entrepreneurial experiential learning opportunity bridges both generational divides and gaps between classroom instruction about entrepreneurship and first-hand entrepreneurial activity.



LBCC's

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²As the No. 1 leader in entrepreneurship for 20 consecutive years, Babson College (Wellesley, MA) is globally recognized for one-of-a-kind Entrepreneurial Thought and Action® (ET&A) methodology that teaches undergraduates, graduates, and executives to balance action, experimentation, and creativity with a deep understanding of business fundamentals and rigorous analysis as the ideal approach to creating economic and social value.

Fund Repayment

ASSUMPTIONS

For B-Level awards, the terms of the loan are such that:

- The awardee may elect to repay the principal in full within three years.
- If the principal hasn't been repaid within three years, Innovation Fund SoCal may elect to receive the principal or four percent (4%) of the awardees' EBITA growth since the time of the award.
- If neither the principal, nor the percentage of growth has been repaid within six years, Innovation Fund SoCal may elect to convert the loan to an equity stake in the company.

The goal of the fund replenishment is not to acquire equity in the startup (as does angel or venture funding), but to support and eventually achieve the evergreen nature of the fund. The emphasis of the IFA model is on facilitating startup growth to generate the cash flow that enables principal repayment.

Both A- and B-Level awards also require that the recipients maintain their primary place of business within the LA Basin for a minimum of six years. This ensures that the entrepreneurs grow deep roots and networks within the region and is meant to enhance the local economic development and job creation benefits of the program. It also alleviates donor concerns that their contributions will be used to benefit non-local communities. If, however, an A- or B-Level awardee elects to relocate its primary place of business outside the LA Basin, then all award funds received must be repaid prior to relocation.

Additional Fund Replenishment Goals and Assumptions:

- Fund is replenished by B-Level awards mostly within three years of funding.
- LBCC will track and measure awards metrics similar to those used by investors and economic developers, such as additional capital raised, revenue growth, job creation, longevity, and others.
- Initial amounts raised will generate interest/income towards replenishment of the fund. Innovation Fund SoCal will invest proceeds not immediately disbursed principally in United States government securities, short-term certificates of deposit, money market funds, or other short-term interest-bearing investments.
- 100% of initial amounts raised will be applied towards awards.
- LBCC investment of program administration, operations, and staff costs will be obtained from other sources.

LBCC's initial goal is to raise \$1 million for launching the pilot program in Q4 2013. A \$1 million investment will allow LBCC to offer three rounds of awards each up to \$300,000 through December 2014. Each round of awards will include a combination of A-Level and B-Level awards.

LBCC's long-term goal is to raise \$10 million to begin achieving sustainability and evergreen status of the fund to generate a steady stream and accelerate innovation-led high-growth startups in the region.

NOTE

If the Innovation Fund SoCal plans change or assumptions prove to be inaccurate, LBCC may need to seek additional financing sooner than currently anticipated or curtail operations. Innovation Fund SoCal may need to raise additional funds in the future in order to fund more startups or develop newer or enhanced services for startups.

LBCC reserves the right to modify the program depending on circumstances at the time of this offering. The intent is to implement the program to the extent possible with funds raised initially. Unforeseen events, timing, the general state of the economy, the startups' ability or inability to repay the fund, or investment returns on raised funds could greatly alter the number of awards to be made from above timelines and assumptions.

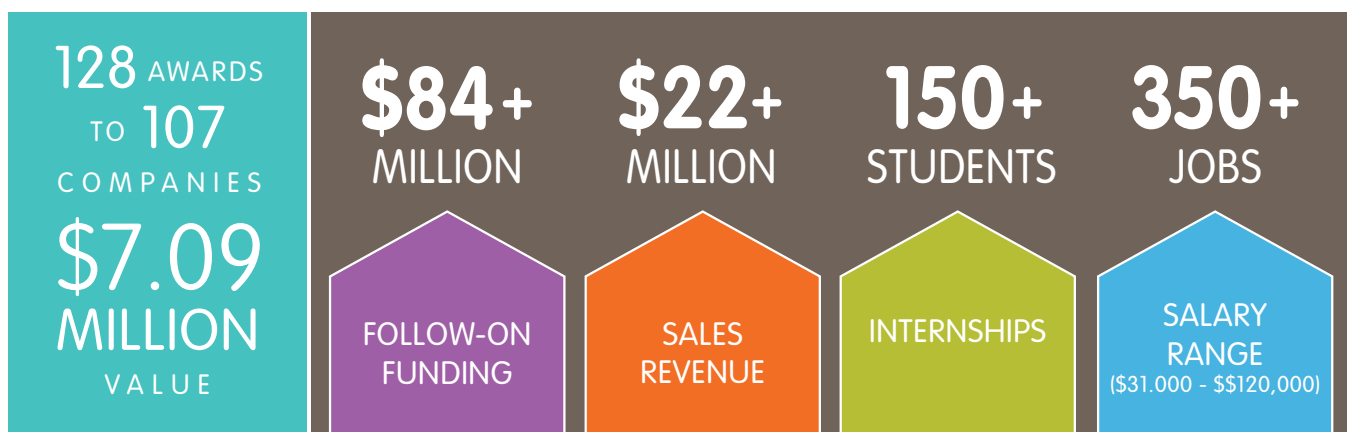
Past Performance

Launched in 2007, the Innovation Fund at Lorain County Community College (Lorain) offers vital support to new and young firms through pre-seed-stage access to capital for proof of concept, intensive coaching and mentoring, and education and internship opportunities. The regional fund supports technology-based entrepreneurial endeavors and emerging technology-based businesses. The Innovation Fund is supported and administered through a regional and state network of higher education, government, and economic development partners to nurture a technology-based entrepreneurial environment for wealth creation and job growth in Northeast Ohio. Partners include the University of Akron, Youngstown State University, the University of Akron Research Foundation, Northeast Ohio Medical University (NEOMED), Cleveland State University, Lorain County Community College Foundation, Youngstown Business Incubator, Jumpstart, Great Lakes Innovation & Development Enterprise (GLIDE), and the State of Ohio's Third Frontier program.

The Innovation Fund fulfills its mission of promoting education and economic development by providing modest awards (up to \$100,000) to promising technology-based startups located or willing to locate within the 21 counties of Northeast Ohio. Awards are made to help startup entrepreneurs progress through the business development continuum by providing resources to help validate the technology or prove the business model. In turn, award recipients are required to provide an entrepreneurial educational opportunity or internship for students, faculty, or staff of Lorain County Community College and/or one of the Innovation Fund's partnering higher education institutions. By helping current entrepreneurs succeed while nurturing a new generation of entrepreneurial talent, partners of the Innovation Fund have fostered a robust environment in Northeast Ohio where innovation and entrepreneurship are encouraged and supported.

Lorain's Innovation Fund is financially supported by the Ohio Third Frontier program as well as philanthropic contributions from partner organizations, corporations, foundations, and individuals. Contributions to the Fund are tax deductible, due in great part to the requirement for recipients to provide an educational opportunity for students. The inclusion of this requirement qualified the initiative for a landmark private letter ruling issued by the IRS in 2006 that deemed the initiative as charitable, and therefore contributions are tax deductible.

Lorain's Innovation Fund has raised nearly \$14 million to invest in technology-based, growth-oriented startup companies to support market assessments, prototype development, IP protection, and other early-stage activities.

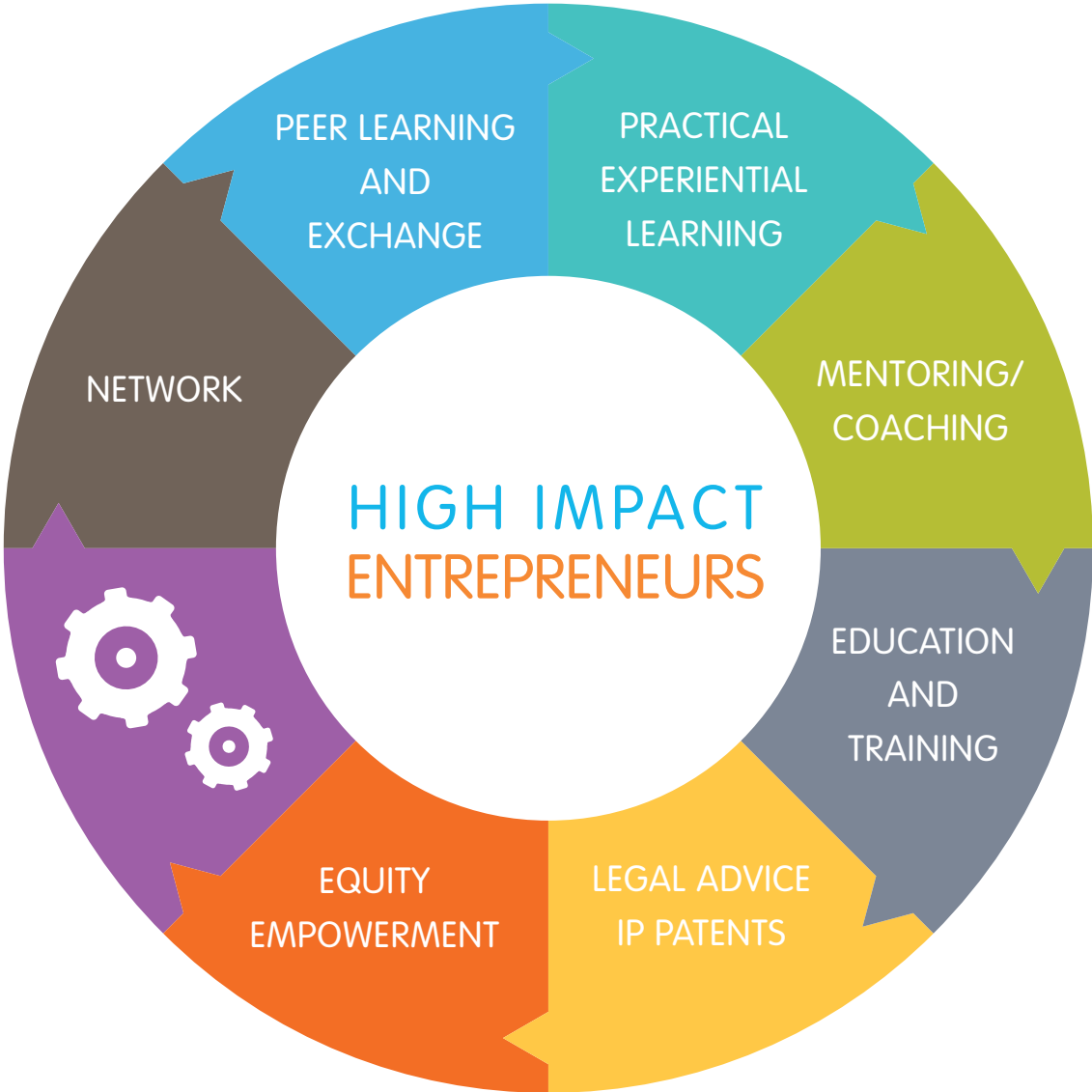


In May of 2012, the Kauffman Foundation granted \$1 million to fund the creation of Innovation Fund America (IFA), a 501(c)3 partnership between Lorain County Community College in Elyria, Ohio, and the Ewing Marion Kauffman Foundation in Kansas City, Missouri. IFA strives to improve and replicate the Innovation Fund model throughout the United States by sharing its proven process for educating, mentoring, and funding innovation-led, high-growth startups.

IFA Governance and Structure

IFA operates as a 501(c)3 with board governance and a decision-making process that is separate from the operations of Lorain or Kauffman. Founding IFA board members include representatives from Lorain, the Lorain County Community College Foundation, Kauffman, and IFA leadership. Provisions have been made for regional and national stakeholders and IFA member schools to be represented in the future.

Due to the incorporation status and overall IFA goals, no financial distributions will be made to donors, partners, or collaborators, other than the tax deduction offered by the IRS. With their contributions, partner organizations will be invited to designate a member to sit on both the Screening and Decision Committees. Partner organizations will be kept abreast of Innovation Fund SoCal results through formal, regularly scheduled meetings and detailed reports. LBCC expects to raise or generate additional funding, separate from donor or partner contributions for awards, to cover the costs of administering the initiative.



Entrepreneurship is an economic engine.
We're the fuel.

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