AMEND BOARD REPORT 16-0622-PR1 AMEND BOARD REPORT 16-0427-PR2 AMEND BOARD REPORT 15-0624-PR17 AUTHORIZE THE PRE-QUALIFICATION STATUS OF AND NEW AGREEMENTS WITH VARIOUS VENDORS TO PROVIDE EDUCATIONAL PRODUCTS

THE CHIEF EXECUTIVE OFFICER REPORTS THE FOLLOWING DECISION:

Authorize the pre-qualification status of and entering into new agreements with various vendors to provide educational technology products and programs at an estimated annual cost set forth in the Compensation Section of this report and authorize a written master agreement with each vendor. Vendors were selected on a competitive basis pursuant to Board Rule 7-2. Written master agreements for vendors are currently being negotiated. No services shall be provided by and no payment shall be made to any vendor prior to the execution of their written master agreement. The pre-qualification status approved herein for each vendor shall automatically rescind in the event such vendor fails to execute the Board's master agreement within 120 days of the date of this Board Report. Information pertinent to this master agreement is stated below.

This April 2016 amendment is necessary to i) add nineteen (19) new vendors to the list of pre-qualified vendors as a result of the Supplemental RFQ issued and ii) delete six (6) vendors for failure to enter into written agreements with the Board. Written master agreements with the 19 new vendors are currently being negotiated. The pre-qualification status of each of the 19 new vendors approved herein shall automatically rescind in the event such vendor fails to execute the Board's master agreement within 120 days of the date of this amended Board Report.

This June 2016 amendment is necessary to add one (1) new vendor to the list of pre-qualified vendors as a result of the Supplemental RFQ issued. A written master agreement with the new vendor is currently being negotiated. The pre-qualification status of the new vendor approved herein shall automatically rescind in the event such vendor fails to execute the Board's master agreement within 120 days of the date of this amended Board Report.

This August 2016 amendment is necessary to: i) approve twelve (12) of the pre-qualified Ed Tech vendors to provide supplemental, intervention, and enrichment services, which are referred to as Multi-Tiered Systems of Support ("MTSS"), in Math and Literacy, and ii) increase the funding amount. The 12 vendors approved to provide MTSS services ("MTSS Vendors") were selected through a process for Plans for New Initiatives ("PNI"). The PNI process requests pre-qualified vendors to submit additional information for more comprehensive district-wide initiatives. The pre-qualified vendors approved through the PNI process are:(Literacy) 2. Achieve 3000; 91.Learning A-Z, LLC; 42.Lexia Learning Systems LLC; 35. Imagine Learning, Inc.(Math) 85. Think Through Learning; 58. Redbird Advanced Learning, LLC; 75. 3p Learning; 6. Apex Learning;36. IXL Learning Inc.; 78. Explore Learning, LLC. (Literacy and Math) 12.Compass Learning, Inc.; 13.CSC Learning-a division of Computer Services & Consulting All schools will have the option to utilize the MTSS Vendors to provide multi-tiered systems of support. Written amendments to the agreements of these 12 vendors are required. The authority for each of these vendors shall automatically rescind in the event such vendor fails to execute their amendment within 90 days of the date of this amended Board Report.

Contract Administrator: Janus, Ms. Rene / 773-553-3241

USER INFORMATION:

Contact: 10810 - Teaching and Learning Office

42 West Madison Street Chicago, IL 60602

Mcdade, Miss Latanya Danett

77<u>3-553-12</u>16

Project Manager: 13700 - Literacy 501 West 35th Street

Chicago, IL 60616 Perez, Miss Lisa Elaine

773 553-6460

TERM:

The term of this pre-qualification period and each master agreement is three (3) years, commencing on July 1, 2015 and ending on June 30, 2018 for vendors authorized in Board Report 15-0624-PR17. The term of the master agreement with the nineteen (19) new vendors approved through supplemental RFQs shall commence upon execution and end June 30, 2018. The Board shall have the right to renew the pre-qualification period and each master agreement for two (2) additional one (1) year periods.

SCOPE OF SERVICES:

This RFQ is focused on Ed Tech Products as defined in the RFQ. The RFQ does not include Ed Tech Products that would be used as core curricular materials. The Ed Tech Products qualified as part of this RFQ may be delivered in a variety of delivery media including but not limited to secured websites, open access websites, CD-ROM, etc. For purposes of this RFQ, "Products" shall be understood to refer to an Ed Tech Product and "Programs" shall be understood to refer to the Ed Tech Product plus any maintenance or support services, implementation support services and/or training materials and services that are provided at an additional cost to the cost of the Product.

Those entities currently providing products and services to CPS that would otherwise fit the definition of Ed Tech Products as well as those seeking to expand and grow their capacity were encouraged and welcome to respond to the RFQ.

The following ARE NOT included in the scope of this RFQ:

- -Technology Assets as described in the RFQ
- -Information Systems for management as described in the RFQ
- -Computer hardware, unless the Ed Tech Product cannot be de-bundled from the hardware
- -Curricular products such as digital textbooks

The Board issued a PNI for MTSS services to the pre-qualified pool. The MTSS vendors will provide products and programs which will personalize and differentiate instruction for every student based on their academic needs and individual learning style to promote accelerated student achievement. The MTSS vendors will provide multiple research and evidence-based intervention, enrichment, and/or supplemental products and programs for students in reading and/or math, in order to substantially increase the success of students in grades K-12, regardless of their performance level. These products and programs will allow students to work at their own level and pace when appropriate. MTSS vendors will be expected to provide/share data both at the local (school/network) and district level in order to determine both efficacy and fidelity. MTSS vendors and the Board will develop benchmarks to monitor implementation and progress.

OUTCOMES:

This approval will result in a pool of pre-qualified vendors to provide Education Technology (Ed Tech) products for purchase by schools. Products provided by these pre-qualified vendors will be vetted for basic technology, security, and legal standards.

Pre-qualified vendors who have approved Ed Tech Products and Programs pursuant to this RFQ will be permitted to participate in expanded opportunities within CPS. <u>These expanded opportunities will be made available to vendors through a process for Plans for New Initiatives ("PNI")</u>. The PNI process requests pre-qualified vendors to submit additional information for more comprehensive district-wide initiatives.

MTSS vendors' services will result in schools being able to provide high-quality instruction and interventions matched to student needs and to view data and monitor progress to make decisions about changes in instructional goals. MTSS vendors' services will also result in math and literacy focused materials and services in either a technical or non-technical framework.

COMPENSATION:

Vendors shall be paid as follows: Estimated annual amounts for the sum of payments to all pre-qualified vendors for the three (3) year pre-qualification term are set forth below:

\$500,000.00 FY16 \$1,250,000.00 \$7,250,000.00 FY17 \$1,250,000.00 \$7,250,000.00 FY18

The costs associated herewith shall be reported to the Board on a quarterly basis pursuant to Board Rule 7-8.

USE OF POOL:

All schools are authorized to receive products and programs from the pre-gualified pool as follows: Schools and departments shall select a pre-qualified vendor and evidence such selection by a purchase order for the Ed Tech Products and Programs provided by the vendor and approved through the RFQ process. A directory is being developed that will be available to all CPS schools and departments specifying those pre-qualified vendors and the Products and Programs each has been approved to provide to the Board and how to contact those vendors. The directory will identify the categories of learning experiences that the Products and Programs are intended to enhance as well as other general information about the Product and Program. For the purchases of Products and Programs that have been evaluated for basic technical requirements, purchases are limited to \$25,000 spend limits. For purchases of Products and Programs that have been selected through the process for Plans for New Initiatives ("PNI"), requests for additional information will be provided to pre-qualified vendors who have Products and Programs that meet the general requirements of the PNI. If vendors wish to have one or more of their approved Products and Programs considered for inclusion in the initiative, vendors may submit a response to the PNI request to be evaluated for quality and alignment of the proposal to the scope of the project. Purchases of PNI approved Products and Programs will be highlighted as vetted for quality in the Ed Tech Catalog and will not be limited to \$25,000 spend limits.

AUTHORIZATION:

Authorize the General Counsel to include other relevant terms and conditions in the written master agreements <u>and amendments</u>. Authorize the President and Secretary to execute the master agreements <u>and amendments</u>. Authorize the Chief Teaching & Learning Officer to execute all ancillary documents required to administer or effectuate the master agreements.

AFFIRMATIVE ACTION:

No MWBE goals assigned, online software, scope of work is not further divisible. The MBE/WBE goals for this agreement are 15% total MBE and 5% total WBE participation. However, pursuant to the Remedial Program for Minority and Women Owned Business Enterprise Participation in Goods and Services Contracts, MBE/WBE provisions of the Program do not apply to transactions where the vendor providing services operates as a Not-for-Profit organization.

LSC REVIEW:

Local School Council approval is not applicable to this report.

FINANCIAL:

Various Funds, Various Units \$500,000.00, FY16 \$1,250,000.00 \$7,250,000.00 FY17 \$1,250,000.00 \$7,250,000.00 FY18 Not to exceed \$3,000,000.00 \$15,000,000.00 for the three (3) year term. Future year funding is contingent upon budget appropriation and approval

CFDA#:

Not Applicable

GENERAL CONDITIONS:

Inspector General - Each party to the agreement shall acknowledge that, in accordance with 105 ILCS 5/34-13.1, the Inspector General of the Chicago Board of Education has the authority to conduct certain investigations and that the Inspector General shall have access to all information and personnel necessary to conduct those investigations.

Conflicts - The agreement shall not be legally binding on the Board if entered into in violation of the provisions of 105 ILCS 5/34-21.3 which restricts the employment of, or the letting of contracts to, former Board members during the one year period following expiration or other termination of their terms of office.

Indebtedness - The Board's Indebtedness Policy adopted June 26, 1996 (96-0626-PO3), as amended from time to time, shall be incorporated into and made a part of the agreement.

Ethics - The Board's Ethics Code adopted May 25, 2011 (11-0525-PO2), as amended from time to time, shall be incorporated into and made a part of the agreement.

Contingent Liability - The agreement shall contain the clause that any expenditure beyond the current fiscal year is deemed a contingent liability, subject to appropriation in the subsequent fiscal year budget(s).

Approved for Consideration:

LESLIE NORGREN

Acting Chief Procurement Officer

Approved:

FORREST CLAYPOOL Chief Executive Officer

Approved as to Legal Form: Tonal K. Manner

RONALD L. MARMER General Counsel

1) 5) Vendor # 94865 Vendor # 12990 3-C INSTITUTE FOR SOCIAL DEVELOPMEN AMPLIFY EDUCATION, INC F/K/A WIRELESS GENERATION, INC. 4364 S. ALSTON AVE STE 300 55 WASHINGTON ST., STE 900 DURHAM, NC 27713-2220 BROOKLYN, NY 11201-1071 Melissa DeRosier Larry Berger 919 677-0102 212 213-8177 Ownership: Melissa Derosier-100% Ownership: News Corporation-100% 2) 6) Vendor # 12499 Vendor # 98804 **ACHIEVE 3000** APEX LEARNING, INC. 1985 CEDAR BRIDGE AVE., STE 3 1215 FOURTH AVENUE, STE 1500 LAKEWOOD, NJ 08701 SEATTLE, WA 98161 Jim O'Neill Lars Gaarde 732 367-5505 206 381-5600 Ownership: Achieve3000 Holdings, Inc. Ownership: Mk Capital Sbic, Lp, Warburg Pincus Equity Partners, Lp, Other 3) Deleted 7) Vendor # 16360 4) Actively Learn Vendor # 38356 240 2ND AVE. S., #223 AKJ WHOLESALE, LLC DBA AKJ BOOKS SEATTLE, WA 98104 4702 BENSON AVE Jay Goyal HALETHORPE, MD 21227 855 862-5505 Tim Thompson 410 242-1602 Ownership: Jay Goyal-38.41%, Deep Sran-14.79%, Other-46.8% Ownership: Timothy Thompson-60%, James Seba-19.45%, Anthony Libonaki-11.43%, Brian

Schlessinger-2.86%, Samuel

Collins-6.26%

Ownership: Cdw Llc-100%

11) 8) Vendor # 30435 Vendor # 18448 BENCHMARK EDUCATION CO. CLASSROOM, INC 245 FIFTH AVE., 20TH FLR. 145 Huguenot St. New Rochelle, NY 10801 NEW YORK, NY 10016 Anya Phelan Lisa Holton 914 637-7244 212 545-8400 Ownership: Thomas Reycraft-50%, Ownership: Non-Profit Seraphim Reycraft-50% 12) 9) Vendor # 37857 Vendor # 94668 COMPASS LEARNING, INC BRIGHTBYTES, INC 203 COLORADO ST. 490 2nd Street, Suite 302 AUSTIN, TX 78701 SAN FRANCISCO, CA 94107 Gina Rivera Silver McDonald 800 422-4339 646 334-9518 Ownership: Marlin Equity Ll, Lp-99.3%, Marlin Executive Fund, Lp-.7% Ownership: Rob Mancabelli, Hisham Anwar, 13) 10) Vendor # 41798 COMPUTER SERVICES & CONSULTING, INC. Vendor # 63673 CDW GOVERNMENT, LLC (CS&C) 300 NORTH MILWAUKEE AVE. 16W241 S FRONTAGE ROAD VERNON HILLS, IL 60061 BURR RIDGE, IL 60527 Brandi Steckel Babylon Williams 877 489-8641 855 462-2267

Ownership: Caroline Sanchez Crozier-100%

18) 14) Vendor # 96413 Vendor # 16325 COUGHLAN COMPANIES, INC DBA D2L LTD. CAPSTONE PUBLISHERS 151 CHARLES STREET WEST, SUITE 400 1710 ROE CREST DRIVE KITCHENER, N2G 1H6 NORTH MANKATO, MN 56003 Liz Francombe Mackenzie Jones 888 772-0325 X4438 800 747-4992 Ownership: D2I Inc.-100% Ownership: Robert J. Coughlan-50%, James P. Coughlan-50% 19) Vendor # 23392 -15) Deleted DELTA EDUCATION LLC & EDUCATORS PUBLISHING SERVICE (EPS) P.O. BOX 3000 16) NASHUA, NH 03061 Vendor # 16319 Michael Bates Clay Piggy, LLC 603 889-8899 3200 UNIVERSITY PARK LN. **IRVING, TX 75062** Ownership: School Specialty-100% Narinder Budhiraja 469 583-7501 20) Deleted Ownership: Narinder Budhiraja-90%, Other-10% 21) Vendor # 99646 17) EDMODO, INC Vendor # 16345 1200 PARK PLACE, STE 350 Conscious Content Media dba Speakaboos SAN MATEO, CA 94403 460 PARK AVE SOUTH, 4TH FLOOR Michelle Best NEW YORK, NY 10016 415 509-3162 Kerri McHugh 646 660-9425 Ownership: Benchmark Capital Partners Vii, L.P., Greylock Xiii Limited Partnership, Union Ownership: Media, Llc-32.4%, Kyowon Co., Square Ventures 2008, L.P. Ltd.-100%, Other-56.8%

22) 25) Vendor # 70047 Vendor # 16327 ESPARK, INC Ellevation, LLC 820 W. JACKSON, SUITE B100 77 SUMMER STREET, 7TH FLOOR CHICAGO, IL 60607 BOSTON, MA 02196 Jenny Sheridan Leslie Randall 312 310-9527 617 307-5757 Ownership: Edward Rice-32%, Jordan Ownership: David Vinca-33.41%, Mapp, Llc-16.52%, Mk Capital Ll, L.P.-14.05%, Meronies-32%, Chris Gabrieli-16%, Other-20% Other-36.02% 26) ~23) Vendor # 16328 Evolution Labs, Inc. Vendor # 16326 Edgenuity, Inc. 83 SOUTH STREET 8860 EAST CHAPARRAL ROAD, SUITE 100 MORRISTOWN, NJ 07960 SCOTTSDALE, AZ 85250 Peter Kraft Lynette McVay 866 648-9975 480 423-0118 x1122 Ownership: Peter Kraft-42.5%, Tracy Howe-42.5%, Peter Tomassi-15% Ownership: Weld North Education Llc-100% 27) 24) Vendor # 16329 Vendor # 16341 Filament Games EDUSIGHT, INC. 2010 EASTWOOD DR., STE. 104 10 DUNDAS STREET EAST SUITE 600 MADISON, WI 53704 TORONTO, ONTARIO M5B 2G9 Elle Jacobson Garros Li 608 251-0477 416 268-9951 Ownership: Don Norton-30%, Alex Stone-30%, Ownership: Garros Li-23.33%, Vikram Dan White-30%, Lee Wilson-10% Somasundaram-23.33%, Qiming Weng-23.33%, Debashis

Chakraborty-23.33%, Other-6.67%

28) 31) Vendor # 16330 Vendor # 34131 Focus Care, Inc. DBA FEV Tutor, Inc. NO TEARS LEARNING, INC. dba HANDWRITING WITHOUT TEARS 600 W. CUMMINGS PARK, STUIE 5000 8001 MACARTHUR BLVD. WOBURN, MA 01801 CABIN JOHN, MD 20818 Caitlin Powers Eric Olsen 781 376-6931 301 983-8409 Ownership: Asb Enterprises Limited-100% Ownership: C. Eric Olsen Gst Trust-15.98%, John C. Olsen Gst Trust-13.82%, Julie C. Olsen Gst Trust-14.9%, John C. Olsen 29) Trust-2.87%, Julie C. Olsen Trust-1.8%, C. Vendor # 16379 Eric Olsen-32.63%, Kirstin E Parsons-7%, Globaloria LLC Olsen-Parsons 2012 Trust-11% 113 WEST 78TH STREET NEW YORK, NY 10024 Amber Oliver 32) 650 380-3667 Vendor # 13240 HOUGHTON MIFFLIN HARCOURT PUBLISHING COMPANY Ownership: Idit Harel-80.65%, 1900 S BATAVIA AVENUE Other-19.35% (Globaloria Llc, Formerly Known As Gazelle Learning Llc) GENEVA, IL 60134 Shawn Weirather 708 560-1457 30) Vendor # 16331 Ownership: Houghton Mifflin Harcourt Great Parents Academy, LLC Company - 100% Publicly Traded As 3575 PIEDMONT RD., N.E. Successor And Interest To Scholastic Inc. ATLANTA, GA 30305 Brian Pomrenke 33) Deleted 404 507-2571 Ownership: Kevin Brice-10%, Mark 34) Boffington-60%, Scott Preseley-30% Vendor # 81481 IMAGINATION STATION, INC. 8150 NORTH CENTRAL EXPRESS, SUITE 2000 DALLAS, TX 75206 Diane Borgwardt 866 883-7323

Ownership: Richard Collins-100%

35) 38) Vendor # 98586 Vendor # 97955 **IMAGINE LEARNING** K12 VIRTUAL SCHOOLS, LLC 2300 CORPORATE PARK DRIVE 191 RIVER DRIVE. HERNDON, VA 20171 PROVO, UT 84604 Joe Swenson Gregg Levin 866 377-5071 703 483-700 Ownership: K12 Management Inc-100% Ownership: Weld North, Llc-100% Interest Sole Member, K12 Inc-100% Interest Parent Company 36) Vendor # 23066 39) IXL LEARNING, INC Vendor # 22594 777 MARINERS ISLAND BLVD., STE 650 KONICA MINOLTA BUSINESS SAN MATEO. CA 94404 SOLUTIONS, INC. Jessica Blatnik 500 WEST MADISON., STE 550 650 259-4200 CHICAGO, IL 60661 Ed Joras Ownership: Paul Mishkin-75%, Other-25% 312 726-9100 Ownership: Konica Minolta Holdings U.S.A., 37) Inc.-100% Vendor # 16347 Imagine Easy Solutions LLC 225 EAST 34TH STREET, #21I 40) NEW YORK, NY 10016 Vendor # 34896 Jeffrey Rotella THE LEARNING INTERNET, INC., D/B/A LEARNING.COM 212 675-6738 1620 SW TAYLOR., STE 100 PORTLAND, OR 97205 Ownership: Neal Taparia-50%, Darshan Somashekar-50% Keith Oelrich 800 580-4640X464 Ownership: Educomp Solutions, Inc.-59%, Fa Private Equity Fund Iv, L.P.-24%, Other-17%

41) 44) Vendor # 99625 Vendor # 15780 LEARNZILLION, INC LightSail Inc 5038 MACARTHUR BLVD. NW 57 Warren Street, FI 3 WASHINGTON, DC 20016 New York, NY 10007 Eric Westendorf Casey Miller 202 596-4631 914 953-3210 Ownership: Eric Westendorf-16.78%, Alix Ownership: Gideon Stein, The Valhalla Guerrier-13.73%, Oatv Ii, L.P.-16.8%, Charitable Foundation, Other Dcm-22.38%, Other-30.31% 45) Deleted -42) Vendor # 27064 LEXIA LEARNING SYSTEMS, INC. 46) Deleted 200 BAKER AVE., EXT., STE 315 CONCORD, MA 01742 47) Christopher Cook Vendor # 67737 978 405-6200 MIND RESEARCH INSTITUTE 111 ACADEMY STE 100 Ownership: Rosetta Stone **IRVINE, CA 92671** Andrew Coulson 888 751-5443 43) Vendor # 16365 Learning Bird, Inc. Ownership: Non-Profit P.O. BOX 317 FOX RIVER GROVE, IL 60021 48) Michael Campbell Vendor # 16357 630 626-4030 X 802 Mathspace, Inc. 55 W. 8TH ST., SUITE 4D Ownership: Learning Bird Canada-100% NEW YORK, NY 10011 Daniel Tu-Hoa 718 510-7582 Ownership: Mathspace Ltd-100%

49) 52) Vendor # 16366 Vendor # 16385 Otus, LLC N2N HOLDING 500 DAVIS ST. 900 N. MICHIGAN AVE. SUITE 1600 CHICAGO, IL 60611 CHICAGO, IL 60201 Nichole Hembree Sam Spitz 740 602-2503 847 425-4267 Ownership: Shobha Shah-90%, Asha Ownership: Agb Edzone, Llc, Chris Hull, Sam Shagle-10% Spitz, Pete Helfers, Other 50) 53) Vendor # 99564 Vendor # 35872 **NEWSELA INC** PEARSON EDUCATION, INC 519 8TH AVE PO BOX 2500 NEW YORK, NY 10018 Lebanon, IN 46052 **Daniel Winston** James Lippe 855 711-0118 1-800 876-5507 Ownership: Owl Ventures, L.P.-18.02%, Ownership: Ph Holdings, Inc. - 100% Matthew Gross-31.46%, Other-50.52% 54) 51) Vendor # 46471 Vendor # 16367 PEOPLES EDUCATION NOREDINK 299 MARKET STREET., STE 240 350 BRANNAN ST #350 SADDLE BROOK, NJ 07663 SAN FRANCISCO, CA 94107 Kim Lanzilli Ned Lindau 800 822-1080 617 308-4549 Ownership: Peoples Educational Holdings Ownership: Jeff Scheur, True Ventures Iv, Inc-100% Lp For Itself And As Nominee For True Ventures Iv-A, Lp, Other

55) Vendor # 16332 59) Parlor Labs Inc. Vendor # 70057 RETHINK AUTISM, INC 515 W. 19TH ST. 19 WEST 21ST STREET, SUITE 403 NEW YORK, NY 10011 NEW YORK, NY 10010 Alex Selkirk 866 801-7323 Heidi Wenger 646 257-2919 Ownership: Alexander Selkirk-92.375%, Other-7.625% Ownership: Daniel Etra-13%, Arboretum Ventures Iii-20%, Eran Rosenthal-10%, Michigan Growth Capital Partners Ii-12%, Owasco Lake Acquisition Ii Llc.-10%, 56) Other-35% Vendor # 16334 R & A Solutions, dba RANDA Solutions 5000 MERIDIAN BLVD., SUITE 400 60) FRANKLIN, TN 37067 Vendor # 16434 Jim Reams ROSEN PUBLISHING GROUP, INC. 877 220-8838 29 E 21ST STREET NEW YORK, NY 10010 Ownership: Martin Reed-100% Miriam Gilbert 800 237-9932 57) Ownership: Roger Rosen-100% Vendor # 16333 R3 Collaboratives Inc. 940 HOWARD STREET 61) SAN FRANCISCO, CA 94103 Vendor # 96635 Adam Geller ROSETTA STONE LTD. 855 338-4362 **DEPT CH 17714** PALATINE, IL 60055-7714 Ownership: Adam Geller-54.7%, Ross Steve Quan Weldon-23.4%, Other-21.8% 800 788-0822 Ownership: Rosetta Stone Inc-100% 58) Vendor # 99645 REDBIRD ADVANCED LEARNING OAKLAND, CA 94612 Joe Brumfield 901 734-8325 Ownership: Rocket Learning

Holdings-100%

16-0824-PR4

62) 65) Vendor # 99657 Vendor # 42634 SCHOOLOGY, INC SUNTEX INTERNATIONAL INC. 115 WEST 30TH STREET- 10TH FLR. 3311 FOX HILL RD. NEW YORK, NY 10001 EASTON, PA 18042 Jeremy Friedman Cynthia Anderson 212 213-8333 610 253-5255 Ownership: Firstmark L.P., Meakem Becker Ownership: Robert Sun, Other Venture, Intel Capital Corporation, Other 66) 63) Vendor # 16337 Vendor # 99425 Seymour Science, LLC dba Stawalk Kids Media SCOLAB, INC 2090 MOREAU STREET 15 CUTTER MILL ROAD MONTREAL, QC H1W 2M3 **GREAT NECK, NY 11021** James McArthur Ron Maas 888 528-8878 516 699-8404 Ownership: Carl Malartre-25%. Ownership: Seymour Simon-63.3%, Liz Jean-Philippe Choiniere-25%, Thanh Tung Nealon-18.4%, Other-18.3% Trang-25%, Steve Brisebais-25% 67) 64) Vendor # 16343 Vendor # 67326 Smarty Ants, Inc. SUNBURST DIGITAL, INC 4040 CIVIC CENTER DRIVE, SUITE 225 3150 W. HIGGINS RD, STE 140 SAN RAFAEL, CA 94903 HOFFMAN ESATES, IL 60169 Sydnee Erlanger Dan Sladek 415 524-8480 800 321-7511 Ownership: Tim Bender-23.92%, Michael Ownership: Suneige Ventures Lcc-49%, Wood (As Trustee)-19.14%, Michael Paul Clinicales-32%, Ignite Learning Wood-40.27%, Other-16.67% Inc-12%, Other-1%

68) 71) Vendor # 47707 Vendor # 15912 **TEXTHELP INC** TURNING TECHNOLOGIES, LLC 600 UNICORN PARK DRIVE 241 FEDERAL PLAZA WEST WOBURN, MA 01801 YOUNGSTOWN, OH 44503 Karlene Feeney James Maddox 630 450-1399 330 746-3015 Ownership: Texthelp Ltd-100% Ownership: Turning Tech Holdings, Llc-100% 69) 72) Vendor # 94819 Vendor # 50382 THINKCERCA WILLIAM H. SADLIER, INC 440 North Wells Street, Suite 720 9 PINE STREET CHICAGO, IL 60654 NEW YORK, NY 10005-1002 Abigail Ross Kevin O'Donnell 773 255-1928 212 227-2120 Ownership: Follett Knowledge Fund, Ownership: Frank Dinger-12.6%, William Llc-12.3%, Eileen Murphy-36.17%, Dinger-16.7%, Lauren Mccauley-10.2%, Other-48.47% Other-60.5% 70) 73) Vendor # 25947 Vendor # 16338 TRIUMPH LEARNING, LLC Webanywhere, Inc. 564 W. RANDOLPH STREET, 2ND FLOOR P.O. BOX 1270 LITTLETON, MA 01460-4270 CHICAGO, IL 60661 Jamie Mallette Kara Sanderson 212 857-8427 815 505-1711 Ownership: Haights Cross Ownership: Webanywhere Ltd-100% Communications-100%

74) 78) Vendor # 16346 iearn, usa Vendor # 17298 EXPLORELEARNING, LLC 475 RIVERSIDE DRIVE, SUITE 450 NEW YORK, NY 10115 17855 DALLAS PARKWAY, STE 400 **Bridget Stout** DALLAS, TX 75287 Amy Otis 212 870-2693 800 547-6747 Ownership: Non-Profit Ownership: Lazel, Inc -100% 75) Vendor # 94595 79) 3P LEARNING, INC Vendor # 17300 37 WEST 26TH., STE 201 GRADEABLE, INC NEW YORK, NY 10010 212 ELM ST, 3RD FLR Peter Walters SOMERVILLE, MA 02144 Parul Singh 866 387-9139 781 234-8352 Ownership: 3p Learning Limited 100% Ownership: Parul Singh -52.83%, Employee Stock Option Pool - 16.81%, Dante Cassenego - 14.26%, Learn Launch - 5.05% 76) Vendor # 17294 ANDOVER EDUCATION 80) 877 POST RD EAST Vendor # 12588 WESTPORT, CT 06880 MENTORING MINDS LP (F/K/A TEACHER Nathan Allen RESOURCES, LP 203 226-6211 P O BOX 8843 **TYLER, TX 75711** Ownership: Nathan Allen-28%; Greg Merle Jessica Goodman 45%; Sally Stratakis-27% 800 450-8257 Ownership: Michael L. Lujan - 50%; Ml Luian 77) Enterprises Inc, Gen Partner -50% Vendor # 31207 CARNEGIE LEARNING, INC. **437 GRANT STREET** PITTSBURGH, PA 15219 Beth Swaney 888 851-7094

Ownership: For Profit: Barry Malkin-100%

84) 81) Vendor # 99641 Vendor # 88867 TENMARKS EDUCATION, LLC RALLY! EDUCATION. LLC 22 RAILROAD AVE 1633 BAYSHORE HWY, STE 234 GLEN HEAD, NY 11545 BURLINGAME, CA 94010 Rohit Aganwal Fran Mure 415 810-2494 516 671-9300 Ownership: Llc, Columbus Inc - 100% Ownership: Llc, Howard Berrent-50%; David Steiner - 50% 85) 82) Vendor # 68868 THINK THROUGH LEARNING, INC Vendor # 17295 SCHOOL LOOP, INC 116 FEDERAL STREET, FLOOR 2 41 GRANT AVE, 4TH FLR PITTSBURGH, PA 15212 SAN FRANCISCO, CA 94108 Chris Swango Mark Gross 412 894-9935 650 224-6750 Ownership: Saturn Partners Lp Iii- 13.03%; Ownership: Dara Linson-13.88%; Mark Sif Ventures Iii, L.P. -11.01%; All Other Gross 31.42%; All Other Stakeholders Less Shareholders Less Than 10% Than 10% 86) 83) Vendor # 33867 Vendor # 24503 VOYAGER SOPRIS LEARNING, INC SOCIAL STUDIES SCHOOL SERVICE DBA 4185 SALAZAR WAY CLASSROOM HEALTH RESOURCES; FREDICK, CO 80504 CLASSROOM SCIENCE RESOURCES' GOO Amy Otis YEAR BOOKS; INTERACT; MINDSPARKS; SCHOOL COUNSELOR RESOURCES; THE 800 547-6747 WRITING COMPANY; NYSTROM 10200 JEFFERSON BLVD. Ownership: Cambium Learning, Inc. - 100% CULVER CITY, CA 90230 Cindy Gosser 310 839-2436

Ownership: For Profit-David Weiner -25%; Aaron Willis - 25%; Sanford Weiner - 25%;

Irwin Levin - 25%

90) 87) Vendor # 37498 Vendor # 16592 NEW DIMENSION MEDIA-A QUESTAR CO. KURZWEIL / INTELLITOOLS, INC. 24 PRIME PARKWAY 307 NORTH MICHIGAN AVE., STE 500 NATICK, MA 01760 CHICAGO, IL 60601 Albert Nader Amy Otis 800 894-5374 312 642-9400 Ownership: Albert Nader -73.4%; Walter Ownership: Cambium Learning -100% Cornett -19.3; Boon Family Trust - 7.3% 91) 88) Vendor # 17302 LEARNING A-Z, LLC Vendor # 15769 CIQ Labs DBA Classroom IQ 17855 DALLAS PARKWAY, STE 400 222 W Merchandise Mart Plaza Suite 1212 **DALLAS, TX 75287** Chicago, IL 60654 Amy Otis Steve Dillinger 800 547-6747 312 804-4799 Ownership: Lazel, Inc. - 100% Ownership: Stephen Dillinger 66% Dave Beazley 12% Imaginek12 6% Roy Steele 3.49% 92) Vendor # 80011 MEDIA-X SYSTEMS, INC 89) 1825 WOODWARD DRIVE Vendor # 17142 OTTAWA, ONTARIO K2COP9 PARENTSQUARE INC Marz Monetti 924 ANACAPA ST. STE 3R SANTA BARBARA, CA 93101 Ownership: Steve Moretti 70%, Yvonne Day Anupama Vaid 10%, Guy St. Prierre 10% 805 637-8381

Ownership: Anupama Vaid - 42.95%; Sohit Wadhwa - 19.20%; Linn Sillers - 14.40%

93)

Vendor # 61582 DimensionU, Inc 5-14 51ST AVENUE, 3RD FLR. LONG ILAND CITY, NY 11101 Steven Hoy 917 843-6949

Ownership: Nt Etuk 30.12%; Steven Hoy-30.09%; Ascend Ventures Ii-10.04%; Ascend Ventures Nyii-10.04%; All Other Stakeholders Less Than 10%

94) Vendor # 28975 TEACHER CREATED MATERIALS 5301 OCEANUS DRIVE HUNTINGTON BEACH, CA 92649 Whitney Smyser 800 858-7339

Ownership: Rachelle Cracchiolo-70%, Corinne Burton-15%, Deanne Mendoza-15%