AMEND BOARD REPORT 16-0824-PR4 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; 42. 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.

This March 2017 amendment is necessary to add nine (9) new vendors to the list of pre-qualified vendors for Educational Products as a result of the Supplemental RFQ issued. Written master agreements with the nine (9) new vendors are currently being negotiated. The pre-qualification status of the new vendors approved herein shall automatically rescind in the event such vendors fail to execute the Board's master agreement within 120 days of the date of this amended Board Report.

Contract Administrator:

Janus, Ms. Rene / 773-553-3241

USER INFORMATION:

Contact:

10825 - Department of Personalized Learning

2651 W. Washington Blvd

Chicago, IL 60612 Connors, Mr. Kevin 773-553-3482

Project

10825 - Department of Personalized Learning

Manager:

2651 W. Washington Blvd

Chicago, IL 60612

Williams, Mr. Anthony Edward

773-553-3482

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 term of the master agreement with any subsequent 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. These expanded opportunities will be made available to vendors 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.

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

\$7,250,000.00 FY17

\$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-qualified 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 and amendments. Authorize the President and Secretary to execute the master agreements and amendments. Authorize the Chief Teaching and Learning Officer to execute all ancillary documents required to administer or effectuate the master agreements, including updating product exhibits.

AFFIRMATIVE ACTION:

No MWBE goals assigned, online software, scope of work is not further divisible.

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 \$7,250,000.00 FY17 \$7,250,000.00 FY18 Not to exceed \$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:

Jose ALFONSO DE HOYOS-ACOSTA
Chief Administrative Officer

Approved:

FORREST CLAYPOOL
Chief Executive Officer

Approved as to Legal Form: July Ronald 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 PO BOX 9178 DURHAM, NC 27713-2220 Uniondale, NY 11555-9178 Melissa DeRosier Larry Berger 919 677-0102 212 213-8177 Ownership: Melissa Derosier-100% Ownership: News Corporation-100% 2) 6) Vendor # 12499 **ACHIEVE 3000** Vendor # 98804 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 Actively Learn 4) 240 2ND AVE. S., #223 Vendor # 38356 SEATTLE, WA 98104 AKJ WHOLESALE, LLC DBA AKJ BOOKS Jay Goyal **4702 BENSON AVE** 855 862-5505 HALETHORPE, MD 21227 Ownership: Jay Goyal-38.41%, Deep Tim Thompson Sran-14.79%, Other-46.8% 410 242-1602 Ownership: Timothy Thompson-60%, James Seba-19.45%, Anthony 8) Libonaki-11.43%, Vendor # 30435 Brian Schlessinger-2.86%, Samuel BENCHMARK EDUCATION CO. Collins-6.26% 145 Huguenot St. New Rochelle, NY 10801 Anya Phelan 914 637-7244 Ownership: Thomas Reycraft-50%, Seraphim Revcraft-50%

13) 9) Vendor # 94668 Vendor # 41798 BRIGHTBYTES, INC COMPUTER SERVICES & CONSULTING, INC. (CS&C) 490 2nd Street, Suite 302 16W241 S FRONTAGE ROAD SAN FRANCISCO, CA 94107 BURR RIDGE, IL 60527 Silver McDonald Babylon Williams 646 334-9518 855 462-2267 Ownership: Rob Mancabelli, Hisham Anwar, Other Ownership: Caroline Sanchez Crozier-100% 10) 14) Vendor # 63673 Vendor # 96413 COUGHLAN COMPANIES, INC DBA CDW GOVERNMENT, LLC CAPSTONE PUBLISHERS 300 NORTH MILWAUKEE AVE. 1710 ROE CREST DRIVE VERNON HILLS, IL 60061 NORTH MANKATO, MN 56003 Brandi Steckel Mackenzie Jones 877 489-8641 800 747-4992 Ownership: Cdw Llc-100% Ownership: Robert J. Coughlan-50%, James P. Coughlan-50% 11) Vendor # 18448 15) Deleted CLASSROOM, INC 245 FIFTH AVE., 20TH FLR. NEW YORK, NY 10016 Lisa Holton 16) 212 545-8400 Vendor # 16319 Ownership: Non-Profit Clay Piggy, LLC 3200 UNIVERSITY PARK LN. IRVING, TX 75062 12) Vendor # 37857 Narinder Budhiraja COMPASS LEARNING, INC (Now Known 469 583-7501 As Edgenuity, Inc. (See #23)) Ownership: Narinder Budhiraja-90%, 203 COLORADO ST. Other-10% AUSTIN, TX 78701 Gina Rivera 800 422 4339 Ownership: Marlin Equity LI, Lp-99.3%,

Marlin Executive Fund, Lp-.7%

21) 17) Vendor # 99646 Vendor # 16345 Conscious Content Media dba Speakaboos EDMODO, INC 460 PARK AVE SOUTH, 4TH FLOOR 1200 PARK PLACE, STE 350 NEW YORK, NY 10016 SAN MATEO, CA 94403 Kerri McHugh Michelle Best 415 509-3162 646 660-9425 Ownership: Media, Llc-32.4%, Kyowon Co., Ownership: Benchmark Capital Partners Vii, Ltd.-100%, Other-56.8% L.P., Greylock Xiii Limited Partnership, Union Square Ventures 2008, L.P. 18) 22) Vendor # 16325 D2L LTD. Vendor # 70047 ESPARK, INC 151 CHARLES STREET WEST, SUITE 400 820 W. JACKSON, SUITE B100 KITCHENER, N2G 1H6 CHICAGO, IL 60607 Liz Francombe Jenny Sheridan 888 772-0325 X4438 312 310-9527 Ownership: D2I Inc.-100% Ownership: David Vinca-33.41%, Mapp, Llc-16.52%, Mk Capital Ll, L.P.-14.05%, Other-36.02% 19) Vendor # 23392 **DELTA EDUCATION LLC & EDUCATORS** 23) PUBLISHING SERVICE (EPS) Vendor # 16326 P.O. BOX 3000 Edgenuity, Inc. NASHUA, NH 03061 8860 EAST CHAPARRAL ROAD, STE 100 Michael Bates SCOTTDALE, AZ 85250 603 889-8899 Lynette McVay Ownership: School Specialty-100% 480 423-0118 X1122 Ownership: Weld North Education Llc-100% 20) Deleted

24) 27) Vendor # 16341 Vendor # 16329 EDUSIGHT, INC. Filament Games 2010 EASTWOOD DR., STE. 104 10 DUNDAS STREET EAST SUITE 600 TORONTO, ONTARIO M5B 2G9 MADISON, WI 53704 Garros Li Elle Jacobson 416 268-9951 608 251-0477 Ownership: Garros Li-23.33%, Vikram Ownership: Don Norton-30%, Alex Stone-30%, Somasundaram-23.33%, Qiming Dan White-30%, Lee Wilson-10% Weng-23.33%, Debashis Chakraborty-23.33%, Other-6.67% 28) Vendor # 16330 25) Focus Care, Inc. DBA FEV Tutor, Inc. Vendor # 16327 600 W. CUMMINGS PARK, STUIE 5000 Ellevation, LLC WOBURN, MA 01801 77 SUMMER STREET, 7TH FLOOR Caitlin Powers **BOSTON, MA 02196** 781 376-6931 Leslie Randall Ownership: Asb Enterprises Limited-100% 617 307-5757 Ownership: Edward Rice-32%, Jordan Meronies-32%, Chris Gabrieli-16%, 29) Other-20% Vendor # 16379 Globaloria LLC 113 WEST 78TH STREET 26) NEW YORK, NY 10024 Vendor # 16328 Amber Oliver Evolution Labs, Inc. 650 380-3667 83 SOUTH STREET Ownership: Idit Harel-80.65%, Other-19.35% MORRISTOWN, NJ 07960 (Globaloria Llc, Formerly Known As Gazelle Peter Kraft Learning Llc) 866 648-9975 Ownership: Peter Kraft-42.5%, Tracy Howe-42.5%, Peter Tomassi-15% 30) Vendor # 16331 Great Parents Academy, LLC 3575 PIEDMONT RD., N.E. ATLANTA, GA 30305 Brian Pomrenke 404 507-2571 Ownership: Kevin Brice-10%, Mark

Boffington-60%, Scott Preseley-30%

35) 31) Vendor # 34131 Vendor # 97955 NO TEARS LEARNING, INC. dba IMAGINE LEARNING, INC HANDWRITING WITHOUT TEARS 5050 NORTH 8001 MACARTHUR BLVD. PROVO, UT 84604 CABIN JOHN, MD 20818 Joe Swenson Eric Olsen 704 941-5757 301 983-8409 Ownership: Weld North, Llc-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 36) Trust-2.87%, Julie C. Olsen Trust-1.8%, Vendor # 23066 C. Eric Olsen-32.63%, Kirstin E Parsons-7%, IXL LEARNING, INC Olsen-Parsons 2012 Trust-11% 777 MARINERS ISLAND BLVD., STE 650 SAN MATEO, CA 94404 Jessica Blatnik 32) Vendor # 13240 650 259-4200 HOUGHTON MIFFLIN HARCOURT Ownership: Paul Mishkin-75%, Other-25% PUBLISHING COMPANY 1900 S BATAVIA AVENUE GENEVA, IL 60134 37) Shawn Weirather Vendor # 16347 Imagine Easy Solutions LLC 708 560-1457 225 EAST 34TH STREET, #21I Ownership: Houghton Mifflin Harcourt Company - 100% Publicly Traded As NEW YORK, NY 10016 Successor And Interest To Scholastic Inc Jeffrey Rotella 212 675-6738 Ownership: Neal Taparia-50%, Darshan Deleted 33) Somashekar-50% 38) 34) Vendor # 98586 K12 VIRTUAL SCHOOLS, LLC Vendor # 81481 IMAGINATION STATION, INC. 2300 CORPORATE PARK DRIVE 8150 NORTH CENTRAL EXPRESS, SUITE HERNDON, VA 20171 2000 Gregg Levin **DALLAS, TX 75206** 703 483-700 Diane Borgwardt Ownership: K12 Management Inc-100% 866 883-7323 Interest Sole Member, K12 Inc-100% Interest Ownership: Richard Collins-100% Parent Company

39) 42) Vendor # 27064 Vendor # 22594 KONICA MINOLTA BUSINESS LEXIA LEARNING SYSTEMS, INC. SOLUTIONS, INC. 300 BAKER AVE., STE 320 500 WEST MADISON., STE 550 CONCORD, MA 01742 CHICAGO, IL 60661 Christopher Cook Ed Joras 978 405-6200 312 726-9100 Ownership: Rosetta Stone Ownership: Konica Minolta Holdings U.S.A., Inc.-100% 43) Vendor # 16365 40) Learning Bird, Inc. Vendor # 34896 P.O. BOX 317 THE LEARNING INTERNET, INC., D/B/A FOX RIVER GROVE, IL 60021 LEARNING.COM Michael Campbell 1620 SW TAYLOR., STE 100 630 626-4030 X 802 PORTLAND, OR 97205 Ownership: Learning Bird Canada-100% Keith Oelrich 800 580-4640X464 Ownership: Educomp Solutions, Inc.-59%, 44) Fa Private Equity Fund Iv, L.P.-24%, Vendor # 15780 Other-17% LightSail Inc 57 Warren Street, FI 3 New York, NY 10007 41) Casey Miller Vendor # 99625 LEARNZILLION, INC 914 953-3210 5038 MACARTHUR BLVD. NW Ownership: Gideon Stein, The Valhalla Charitable Foundation, Other WASHINGTON, DC 20016 Eric Westendorf 202 596-4631 45) Deleted Ownership: Eric Westendorf-16.78%, Alix Guerrier-13.73%, Oatv Ii, L.P.-16.8%, Dcm-22.38%, Other-30.31% 46) Deleted

47) 51) Vendor # 67737 Vendor # 16367 MIND RESEARCH INSTITUTE NOREDINK 111 ACADEMY STE 100 350 BRANNAN ST #350 **IRVINE, CA 92671** SAN FRANCISCO, CA 94107 **Andrew Coulson** Ned Lindau 888 751-5443 617 308-4549 Ownership: Non-Profit Ownership: Jeff Scheur, True Ventures Iv, Lp For Itself And As Nominee For True Ventures Iv-A, Lp, Other 48) Vendor # 16357 52) Mathspace, Inc. Vendor # 16385 55 W. 8TH ST., SUITE 4D Otus, LLC NEW YORK, NY 10011 900 N. MICHIGAN AVE. SUITE 1600 Daniel Tu-Hoa CHICAGO, IL 60611 718 510-7582 Sam Spitz Ownership: Mathspace Ltd-100% 740 602-2503 Ownership: Agb Edzone, Llc, Chris Hull, Sam Spitz, Pete Helfers, Other 49) Vendor # 16366 **N2N HOLDING** 53) 500 DAVIS ST. Vendor # 35872 CHICAGO, IL 60201 PEARSON EDUCATION, INC Nichole Hembree PO BOX 2500 847 425-4267 Lebanon, IN 46052 Ownership: Shobha Shah-90%, Asha James Lippe Shagle-10% 1-800 876-5507 Ownership: Ph Holdings, Inc. - 100% 50) Vendor # 99564 54) **NEWSELA INC** Vendor # 46471 519 8TH AVE PEOPLES EDUCATION INC DBA MASTERY NEW YORK, NY 10018 **EDUCATION Daniel Winston** 299 MARKET STREET., STE 240 855 711-0118 SADDLE BROOK, NJ 07663 Ownership: Owl Ventures, L.P.-18.02%, Kim Lanzilli Matthew Gross-31.46%, Other-50.52% 800 822-1080 Ownership: Peoples Educational Holdings Inc-100%

55) 59) Vendor # 16332 Vendor # 70057 Parlor Labs Inc. RETHINK AUTISM, INC 515 W. 19TH ST. 19 WEST 21ST STREET, SUITE 403 NEW YORK, NY 10011 NEW YORK, NY 10010 Alex Selkirk Heidi Wenger 866 801-7323 646 257-2919 Ownership: Daniel Etra-13%, Arboretum Ownership: Alexander Selkirk-92.375%, Other-7.625% Ventures Iii-20%, Eran Rosenthal-10%, Michigan Growth Capital Partners Ii-12%, Owasco Lake Acquisition li Llc.-10%, Other-35% 56) Vendor # 16334 R & A Solutions, dba RANDA Solutions 60) 5000 MERIDIAN BLVD., SUITE 400 Vendor # 16434 FRANKLIN, TN 37067 ROSEN PUBLISHING GROUP, INC. Jim Reams 29 E 21ST STREET 877 220-8838 NEW YORK, NY 10010 Ownership: Martin Reed-100% Miriam Gilbert 800 237-9932 Ownership: Roger Rosen-100% 57) Vendor # 16333 R3 Collaboratives Inc. 61) 940 HOWARD STREET Vendor # 96635 SAN FRANCISCO, CA 94103 ROSETTA STONE LTD. Adam Geller **DEPT CH 17714** 855 338-4362 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 62) REDBIRD ADVANCED LEARNING Vendor # 99657 1999 HARRISON ST, STE 1900 SCHOOLOGY, INC OAKLAND, CA 94612 115 WEST 30TH STREET- 10TH FLR. Joe Brumfield NEW YORK, NY 10001 901 734-8325 Jeremy Friedman Ownership: Rocket Learning Holdings-212 213-8333 100% Ownership: Firstmark L.P., Meakem Becker Venture, Intel Capital Corporation, Other

66) 63) Vendor # 16337 Seymour Science, LLC dba Stawalk Kids Vendor # 99425 SCOLAB, INC Media 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%, Jean-Philippe Ownership: Seymour Simon-63.3%, Liz Choiniere-25%, Thanh Tung Trang-25%, Nealon-18.4%, Other-18.3% 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 Inc-Wood-40.27%, Other-16.67% 12%, Other-1% 68) 65) Vendor # 47707 Vendor # 42634 **TEXTHELP INC** SUNTEX INTERNATIONAL INC. 600 UNICORN PARK DRIVE 3311 FOX HILL RD. **WOBURN, MA 01801 EASTON**, PA 18042 Karlene Feeney Cynthia Anderson 630 450-1399 610 253-5255 Ownership: Texthelp Ltd-100% Ownership: Robert Sun, Other 69) Vendor # 94819 **THINKCERCA** 440 North Wells Street, Suite 720 CHICAGO, IL 60654 Abigail Ross 773 255-1928 Ownership: Follett Knowledge Fund, Llc-12.3%, Eileen Murphy-36.17%, Other-48.47%

70) 74) Vendor # 16346 Vendor # 25947 TRIUMPH LEARNING, LLC iearn, usa 475 RIVERSIDE DRIVE, SUITE 450 P.O. BOX 1270 LITTLETON, MA 01460-4270 NEW YORK, NY 10115 **Bridget Stout** Jamie Mallette 212 857-8427 212 870-2693 Ownership: Haights Cross Ownership: Non-Profit Communications-100% 75) 71) Vendor # 94595 Vendor # 15912 3P LEARNING, INC TURNING TECHNOLOGIES, LLC 37 WEST 26TH., STE 201 241 FEDERAL PLAZA WEST NEW YORK, NY 10010 YOUNGSTOWN, OH 44503 Peter Walters James Maddox 866 387-9139 330 746-3015 Ownership: 3p Learning Limited 100% Ownership: Turning Tech Holdings, Llc-100% 76) Vendor # 17294 72) ANDOVER EDUCATION Vendor # 50382 877 POST RD EAST WILLIAM H. SADLIER, INC WESTPORT, CT 06880 9 PINE STREET Nathan Allen **NEW YORK, NY 10005-1002** 203 226-6211 Kevin O'Donnell Ownership: Nathan Allen-28%; Greg Merle 212 227-2120 45%; Sally Stratakis-27% Ownership: Frank Dinger-12.6%, William Dinger-16.7%, Lauren Mccauley-10.2%, Other-60.5% 77) Vendor # 31207 CARNEGIE LEARNING, INC. 73) **437 GRANT STREET** Vendor # 16338 PITTSBURGH, PA 15219 Webanywhere, Inc. Beth Swaney 564 W. RANDOLPH STREET, 2ND FLOOR 888 851-7094 CHICAGO, IL 60661 Ownership: For Profit: Barry Malkin-100% Kara Sanderson 815 505-1711

Ownership: Webanywhere Ltd-100%

78) 81) Vendor # 17298 Vendor # 88867 EXPLORELEARNING, LLC RALLY! EDUCATION. LLC 17855 DALLAS PARKWAY, STE 400 22 RAILROAD AVE **DALLAS, TX 75287** GLEN HEAD, NY 11545 Amy Otis Fran Mure 800 547-6747 516 671-9300 Ownership: Lazel, Inc -100% Ownership: Llc, Howard Berrent-50%; David Steiner - 50% 79) 82) Vendor # 17300 GRADEABLE, INC Vendor # 17295 SCHOOL LOOP, INC 212 ELM ST, 3RD FLR 41 GRANT AVE. 4TH FLR SOMERVILLE, MA 02144 SAN FRANCISCO, CA 94108 Parul Singh Mark Gross 781 234-8352 650 224-6750 Ownership: Parul Singh -52.83%, Employee Stock Option Pool - 16.81%, Dante Ownership: Dara Linson-13.88%; Mark Gross Cassenego - 14.26%, Learn Launch-31.42%; All Other Stakeholders Less Than 5.05% 10% 80) 83) Vendor # 12588 Vendor # 24503 MENTORING MINDS LP (F/K/A TEACHER SOCIAL STUDIES SCHOOL SERVICE RESOURCES, LP DBA CLASSROOM HEALTH RESOURCES: P O BOX 8843 **CLASSROOM SCIENCE RESOURCES' TYLER, TX 75711** GOOD YEAR BOOKS; INTERACT: MINDSPARKS: SCHOOL COUNSELOR Jessica Goodman RESOURCES; THE WRITING COMPANY; 800 450-8257 **NYSTROM** Ownership: Michael L. Lujan - 50%; 10200 JEFFERSON BLVD. MI Luian Enterprises Inc. Gen Partner -50% CULVER CITY, CA 90230 Cindy Gosser 310 839-2436 Ownership: For Profit-David Weiner -25%; Aaron Willis - 25%; Sanford Weiner - 25%; Irwin Levin - 25%

84) 88) Vendor # 99641 Vendor # 15769 CIQ Labs DBA Classroom IQ TENMARKS EDUCATION, LLC 222 W Merchandise Mart Plaza Suite 1212 1633 BAYSHORE HWY, STE 234 BURLINGAME, CA 94010 Chicago, IL 60654 Rohit Aganwal Steve Dillinger 312 804-4799 415 276-9094 Ownership: Stephen Dillinger 66% Dave Ownership: Llc, Columbus Inc - 100% Beazley 12% Imaginek12 6% Roy Steele 3.49% 85) Vendor # 68868 89) THINK THROUGH LEARNING, INC Vendor # 17142 116 FEDERAL STREET, FLOOR 2 PARENTSQUARE INC PITTSBURGH, PA 15212 924 ANACAPA ST. STE 3R Chris Swango SANTA BARBARA, CA 93101 412 802-2064 Anupama Vaid Ownership: Saturn Partners Lp lii- 13.03%; Sj 805 637-8381 Ventures lii, L.P. -11.01%; All Other Shareholders Less Than 10% Ownership: Anupama Vaid - 42.95%; Sohit Wadhwa - 19.20%; Linn Sillers - 14.40% 86) 90) Vendor # 33867 VOYAGER SOPRIS LEARNING, INC Vendor # 16592 KURZWEIL EDUCATION, INC 4185 SALAZAR WAY 24 PRIME PARKWAY FREDICK, CO 80504 NATICK, MA 01760 Amy Otis Amy Otis 800 547-6747 800 894-5374 Ownership: Cambium Learning, Inc. - 100% Ownership: Cambium Learning -100% 87) 91) Vendor # 37498 NEW DIMENSION MEDIA-A QUESTAR CO. Vendor # 17302 LEARNING A-Z, LLC 307 NORTH MICHIGAN AVE., STE 500 17855 DALLAS PARKWAY, STE 400 CHICAGO, IL 60601 **DALLAS, TX 75287** Albert Nader Amy Otis 312 312-642-9400 800 547-6747 Ownership: Albert Nader -73.4%; Walter Cornett -19.3; Boon Family Trust - 7.3% Ownership: Lazel, Inc. - 100%

92) 95) Vendor # 18227 Vendor # 80011 CONNECTIONS EDUCATION INC DBA MEDIA-X SYSTEMS, INC **CONNECTIONS EDUCATION LLC** 1825 WOODWARD DRIVE 1001 FLEET STREET OTTAWA, ONTARIO K2COP9 BALTIMORE, MD 21202 Marz Monetti Pat Laystrom 888 722-9990 X:125 847 721-8312 Ownership: Steve Moretti 70%, Yvonne Day Ownership: Pearson Education -100% 10%, Guy St. Prierre 10% 96) Vendor # 18228 93) **INSTRUCTURE INC** Vendor # 61582 6330 SOUTH 3000 EAST STE 700 DimensionU, Inc. SALT LAKE CITY, UT 84121 5-14 51ST AVENUE, 3RD FLR. Paul Pham LONG ILAND CITY, NY 11101 800 203-6755 Steven Hoy Ownership: Adam D. Marcus-18.1%, E. 917 843-6949 Nicholaus Efstratis-17.8%, Joshua L. Ownership: Nt Etuk 30.12%; Steven Coates-10.2% Hoy-30.09%; Ascend Ventures Ii-10.04%; Ascend Ventures Nyii-10.04%; All Other Stakeholders Less Than 10% 97) Vendor # 21757 MACKIN BOOK COMPANY DBA MACKIN 94) **EDUCATIONAL RESOURCES** Vendor # 28975 3505 COUNTY RD 42 WEST TEACHER CREATED MATERIALS BURNSVILLE, MN 55306 5301 OCEANUS DRIVE Teresa Henning **HUNTINGTON BEACH, CA 92649** 800 245-9540 Whitney Smyser Ownership: Kay M. Heise - 51%, Randal M. Heise - 49% 800 858-7339

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

-15%

98) Vendor # 18229

THE CENTER FOR INTERNATIONAL EDUCATION, INC DBA PARTICIPATE

201 SAGE ROAD, STE 200 CHAPEL HILL, NC 27515

Julie Keane

919 265-5173

Ownership: Alan Young - 38%, David B.

Young - 38%, Jane Tabor - 19%, Dr. Fred

Young - 5%

99) <u>Vendor # 18231</u>

TEACHLEY LLC

56 MARX STREET

STATEN ISLAND, NY 10301

Rachel Labreque

347 552-1272

Ownership: Rachel Labreque- 33.33%,

Dana Pagar - 33.33%, Kara Carpenter -

33.33%

100) Vendor # 99838

ACHIEVEMENT NETWORK, THE

225 FRIEND ST., STE 704

BOSTON, MA 02114

Lori Sweeney

617 725-0000

Ownership: Not For Profit

101) <u>Vendor # 12230</u>

MCGRAW-HILL SCHOOL EDUCATION,

<u>LLC</u>

860 TAYLOR STATION RD.

BLACKLICK, OH 43004

Ardena White

800 334-7344

Ownership: Mcgraw-Hill-100%

102) <u>Vendor # 10126</u>

EDMENTUM, INC DBA EDMENTUM

HOLDINGS, INC

5600 W. 83RD STREET., STE 300 8200

TOWER

BLOOMINGTON, MN 55437

Tom Bukowski

800 447-5286

Ownership: Edmentum Holdings-100%

103) Vendor # 12190

TURNITIN LLC

2101 WEBSTER ST., STE 1800

OAKLAND, CA 94612

Rob Hosinski

510 764-7600

Ownership: Insight Venture Partners 100%