APPROVE AN ASSIGNMENT AND ASSUMPTION OF CONTRACTUAL DUTIES FROM SUCCESS LAB, INC. TO SYLVAN LEARNING SYSTEMS, INC.

THE CHIEF EXECUTIVE OFFICER REPORTS THE FOLLOWING DECISION:

Approve an assignment and assumption of contractual duties from Success Lab, Inc. to Sylvan Learning Systems, Inc. for the following matters: (i) contract dated January 1, 2000, as extended through June 30, 2002, for educational and instructional consulting services (original contract authorized by Board Report 00-0223-PR4, and extension authorized by Board Report 01-0523-PR25); and (ii) services rendered to the non-public schools in Chicago pursuant to various Federal entitlement programs through August 31, 2002 (authorized by Board Report 01-0926-PR36). A written assignment and assumption agreement is currently being negotiated. No payment for these contractual duties shall be made to Sylvan Learning Systems, Inc. prior to the execution of the assignment and assumption agreement. Information pertinent to this agreement is stated below.

ASSIGNEE: Sylvan Learning Systems, Inc.

1000 Lancaster Street Baltimore, MD 21202

Contact Person: Joanne Planek Phone No.: 708-848-0212

Vendor No.: 22719

USER: Office of Chief Education Officer

125 South Clark Street Chicago, Illinois 60603

Contact Person: Barbara Eason-Watkins

Phone No.: 773-533-1500

AUTHORIZATION: Authorize the General Counsel to include other relevant terms and conditions in the written assignment and assumption agreement. Authorize the President and Secretary to execute the assignment and assumption agreement.

AFFIRMATIVE ACTION: Actual M/WBE participation pursuant to the contract is evidenced by standard monitoring procedures in place for pre-qualified educational consultants. M/WBE participation is not applicable to the services rendered to the non-public schools.

LSC REVIEW: Not applicable.

FINANCIAL: No cost to the Board.

Approved for Consideration:

Anita Rocha

Acting Chief Purchasing Officer

Approved:

Arne Duncan

Chief Executive Officer

ASSIGNOR: Success Lab. Inc.

1033 West Van Buren, Suite 700

Phone No.: 312-492-8730

Vendor No.: 19995

Contact Person: Marjorie Schaffner

Within Appropriation:

Kenneth C. Gotsch Chief Fiscal Officer

Approved as to legal

Marilyn F. Johnson General Counsel