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.

Contract Administrator: Janus, Ms

Janus, Ms. Rene / 773-553-2280

USER INFORMATION:

Contact:

10810 - Teaching and Learning Office

42 West Madison Street Chicago, IL 60602

Gurley, Miss Annette Denise

773-553-1216

Project

10825 - Professional Learning Office

Manager: 2651 V

2651 W. Washington Blvd

Chicago, IL 60612

Williams, Mr. Anthony Edward

773-553-5731

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. The term of the master agreement with the nineteen (19) new vendors 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

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.

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 \$1,000,000.00, FY16 \$1,250,000.00 \$1,000,000.00, FY17

\$1,250,000.00 \$1,000,000.00, 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.

AUTHORIZATION:

Authorize the General Counsel to include other relevant terms and conditions in the written master agreements. Authorize the President and Secretary to execute the master agreements. 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. Pursuant to the Remedial Program for Minority and Women Owned Business Enterprise Participation in Goods and Services Contracts, this agreement is exempt from MBE/WBE compliance review, as it was not assigned any MBE/WBE compliance requirements.

LSC REVIEW:

Local School Council approval is not applicable to this report.

FINANCIAL:

Various Funds, Various Units \$500,000.00 \$1,000,000.00, FY16 \$1,250,000.00 \$1,000,000.00, FY17 \$1,250,000.00 \$1,000,000.00, FY18

Not to exceed \$3,000,000.00 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:

SÉBASTIEN de LONGEAUX Chief Procurement Officer Approved:

FORREST CLAYPOOL

Chief Executive Officer

Approved as to Legal Form of Ponal R. Manner

RONALD L. MARMER General Counsel

5) 1) Vendor # 12990 Vendor # 94865 AMPLIFY EDUCATION, INC F/K/A WIRELESS 3-C INSTITUTE FOR SOCIAL GENERATION, INC. DEVELOPMENT 55 WASHINGTON ST., STE 900 4364 S. ALSTON AVE STE 300 BROOKLYN, NY 11201-1071 DURHAM, NC 27713-2220 Larry Berger Melissa DeRosier 212 213-8177 919 677-0102 Ownership: News Corporation-100% Ownership: Melissa Derosier-100% 6) 2) Vendor # 98804 Vendor # 12499 APEX LEARNING, INC **ACHIEVE 3000** 1215 FOURTH AVENUE, STE 1500 1985 CEDAR BRIDGE AVE., STE 3 SEATTLE, WA 98161 LAKEWOOD, NJ 08701 Lars Gaarde Jim O'Neill 206 381-5600 732 367-5505 Ownership: Mk Capital Sbic, Lp. Warburg Ownership: Achieve3000 Holdings, Inc. Pincus Equity Partners, Lp, Other 3) Vendor # 99838 7) ACHIEVEMENT NETWORK, THE Vendor # 16360 Actively Learn 225 FRIEND ST., STE 704 **BOSTON, MA 02114** 240 2ND AVE. S., #223 Natasha Telesford SEATTLE, WA 98104 617 725-0000 Jay Goyal Ownership. Non-Profit 855 862-5505 4) Vendor # 38356 Ownership: Jay Goyal-38.41%, Deep AKJ WHOLESALE, LLC DBA AKJ BOOKS Sran-14.79%, Other-46.8% 4702 BENSON AVE 8) HALETHORPE, MD 21227 Vendor # 30435 Tim Thompson BENCHMARK EDUCATION CO. 410 242-1602 145 Huguenot St. New Rochelle, NY 10801 Ownership: Timothy Thompson-60%, James Anya Phelan Seba-19.45%, Anthony Libonaki-11.43%, Brian 914 637-7244 Schlessinger-2.86%, Samuel Collins-6.26% Ownership: Thomas Reycraft-50%, Seraphim

Reycraft-50%

9) 13) Vendor # 94668 Vendor # 41798 COMPUTER SERVICES &CONSULTING, INC. BRIGHTBYTES, 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, Ownership: Caroline Sanchez Crozier-100% Other 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 Vendor # 38873 CLASSROOM, INC 15) CURRICULUM ASSOCIATES, LLC 245 FIFTH AVE., 20TH FLR. P O BOX 2001 NEW YORK, NY 10016 NORTH BILLERICA, MA 01862 Lisa Holton Don Masters 212 545-8400 800 225-0248 Ownership, Frank Ferguson-80%, Robert Waldron-17% Ownership: Non-Profit 16) 12) Vendor # 16319 Vendor # 37857 Clay Piggy, LLC COMPASS LEARNING, INC 3200 UNIVERSITY PARK LN. 203 COLORADO ST. **IRVING, TX 75062 AUSTIN, TX 78701** Narinder Budhiraja Gina Rivera 469 583-7501 800 422-4339 Ownership: Narinder Budhiraja-90%, Ownership: Marlin Equity LI, Lp-99.3%, Marlin Other-10% Executive Fund, Lp-.7%

17) 21) Vendor # 99646 Vendor # 16345 EDMODO, INC Conscious Content Media dba Speakaboos 460 PARK AVE SOUTH, 4TH FLOOR 1200 PARK PLACE, STE 350 NEW YORK, NY 10016 SAN MATEO, CA 94403 Kerri McHugh Michelle Best 646 660-9425 415 509-3162 Ownership: Benchmark Capital Partners Vii, Ownership: Media, Llc-32.4%, Kyowon Co., Ltd.-100%. Other-56.8% L.P., Grevlock Xiii Limited Partnership, Union Square Ventures 2008, L.P. 18) Vendor # 16325 22) Vendor # 70047 D2L LTD. 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%, 19) Other-36.02% 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, SUITE 100 Michael Bates SCOTTSDALE, AZ 85250 603 889-8899 Lynette McVay 480 423-0118 x1122 Ownership: School Specialty-100% 20) Vendor # 10126 Ownership: Weld North Education Llc-100% EDMENTUM, INC DBA EDMENTUM 24) HOLDINGS, INC Vendor # 16341 5600 W. 83RD STREET., STE 300 8200 EDUSIGHT, INC. TOWER 10 DUNDAS STREET EAST SUITE 600 **BLOOMINGTON, MN 55437** Mitchell Wacker TORONTO, ONTARIO M5B 2G9 800 447-5286 Garros Li Ownership: Edmentum Holdings, Inc-100% 416 268-9951 Ownership: Garros Li-23.33%, Vikram Somasundaram-23.33%, Qiming Weng-23.33%, Debashis Chakraborty-23.33%,

Other-6.67%

25)

Vendor # 16379 Vendor # 16327 Ellevation, LLC Globaloria LLC 113 WEST 78TH STREET 77 SUMMER STREET, 7TH FLOOR **BOSTON, MA 02196** NEW YORK, NY 10024 Amber Oliver Leslie Randall 650 380-3667 617 307-5757 Ownership: Edward Rice-32%, Jordan Ownership: Idit Harel-80.65%, Other-19.35% (Globaloria Llc, Formerly Known As Gazelle Meronies-32%, Chris Gabrieli-16%, Other-20% Learning Llc) 26) 30) Vendor # 16328 Vendor # 16331 Evolution Labs, Inc. Great Parents Academy, LLC 83 SOUTH STREET 3575 PIEDMONT RD., N.E. MORRISTOWN, NJ 07960 ATLANTA, GA 30305 Peter Kraft Brian Pomrenke 866 648-9975 404 507-2571 Ownership: Peter Kraft-42.5%, Tracy Howe-42.5%, Peter Tomassi-15% Ownership: Kevin Brice-10%, Mark Boffington-60%, Scott Preseley-30% 27) Vendor # 16329 31) Vendor # 34131 Filament Games NO TEARS LEARNING, INC. dba 2010 EASTWOOD DR., STE. 104 HANDWRITING WITHOUT TEARS MADISON, WI 53704 8001 MACARTHUR BLVD. Elle Jacobson CABIN JOHN, MD 20818 608 251-0477 Eric Olsen 301 983-8409 Ownership: Don Norton-30%, Alex Stone-30%, Dan White-30%, Lee Wilson-10% Ownership: C. Eric Olsen Gst Trust-15.98%, John C. Olsen Gst Trust-13.82%, Julie C. 28) Olsen Gst Trust-14.9%, John C. Olsen Vendor # 16330 Trust-2.87%, Julie C. Olsen Trust-1.8%, C. Eric Focus Care, Inc. DBA FEV Tutor, Inc. Olsen-32.63%, Kirstin E Parsons-7%, 600 W. CUMMINGS PARK, STUIE 5000 Olsen-Parsons 2012 Trust-11% **WOBURN, MA 01801** Caitlin Powers 781 376-6931

29)

Ownership: Asb Enterprises Limited-100%

32)	Vendor # 13240 HOUGHTON MIFFLIN HARCOURT PUBLISHING COMPANY 1900 S BATAVIA AVENUE GENEVA, IL 60134 Shawn Weirather 708 560-1457	36)	Vendor # 23066 IXL LEARNING, INC 777 MARINERS ISLAND BLVD., STE 650 SAN MATEO, CA 94404 Jessica Blatnik 650 259-4200
00)	Ownership: Houghton Mifflin Harcourt Company - 100% Publicly Traded As Successor And Interest To Scholastic Inc	37)	Ownership: Paul Mishkin-75%, Other-25% Vendor # 16347 Imagine Easy Solutions LLC
33)	Vendor # 12190 TURNITIN LLC 1111 BROADWAY OAKLAND, CA 94607 Chris Caren 510 765-7600 Ownership: Palladian Holdings		225 EAST 34TH STREET, #21I NEW YORK, NY 10016 Jeffrey Rotella 212 675-6738 Ownership: Neal Taparia-50%, Darshan Somashekar-50%
,	Vendor # 81481 IMAGINATION STATION, INC. 8150 NORTH CENTRAL EXPRESS, SUITE 2000 DALLAS, TX 75206 Diane Borgwardt 866 883-7323	38)	Vendor # 98586 K12 VIRTUAL SCHOOLS, LLC 2300 CORPORATE PARK DRIVE HERNDON, VA 20171 Gregg Levin 703 483-700
35)	Ownership: Richard Collins-100% Vendor # 97955 IMAGINE LEARNING 191 RIVER DRIVE. PROVO, UT 84604 Joe Swenson 866 377-5071 Ownership: Weld North, Llc-100%	39)	Ownership: K12 Management Inc-100% Interest Sole Member, K12 Inc-100% Interest Parent Company Vendor # 22594 KONICA MINOLTA BUSINESS SOLUTIONS, INC. 500 WEST MADISON., STE 550 CHICAGO, IL 60661 Ed Joras 312 726-9100
			Ownership: Konica Minolta Holdings U.S.A., Inc100%

40) 44) Vendor # 15780 Vendor # 34896 THE LEARNING INTERNET, INC., D/B/A LightSail Inc LEARNING.COM 57 Warren Street, FI 3 1620 SW TAYLOR., STE 100 New York, NY 10007 PORTLAND, OR 97205 Casey Miller Keith Oelrich 914 953-3210 800 580-4640X464 Ownership: Gideon Stein, The Valhalla Ownership: Educomp Solutions, Inc.-59%, Fa Charitable Foundation, Other Private Equity Fund Iv, L.P.-24%, Other-17% 45) Vendor # 99235 41) MASTERYCONNECT, INC Vendor # 99625 222 South Main Street Suite 200 LEARNZILLION, INC SALT LAKE CITY, UT 84101 5038 MACARTHUR BLVD, NW Katherine DuBose 773 354-1867 WASHINGTON, DC 20016 Ownership: Catamount Ventures, Trinity Eric Westendorf Ventures, Other 202 596-4631 46) Vendor # 12230 MCGRAW-HILL SCHOOL EDUCATION, LLC Ownership: Eric Westendorf-16.78%, Alix Guerrier-13.73%, Oatv Ii, L.P.-16.8%, 860 TAYLOR STATION RD. Dcm-22.38%, Other-30.31% BLACKLICK, OH 43004 Ardena Amos 800 334-7344 42) Vendor # 27064 Ownership: Mcgraw-Hill School Education LEXIA LEARNING SYSTEMS, INC. Holdings, Llc-100% 200 BAKER AVE., EXT., STE 315 47) CONCORD, MA 01742 Vendor # 67737 Christopher Cook MIND RESEARCH INSTITUTE 978 405-6200 111 ACADEMY STE 100 **IRVINE, CA 92671** Ownership: Rosetta Stone Andrew Coulson 888 751-5443 43) Vendor # 16365 Learning Bird, Inc Ownership: Non-Profit P.O. BOX 317 48) FOX RIVER GROVE, IL 60021 Vendor # 16357 Michael Campbell Mathspace, Inc. 630 626-4030 X 802 55 W. 8TH ST., SUITE 4D NEW YORK, NY 10011 Ownership: Learning Bird Canada-100% Daniel Tu-Hoa 718 510-7582

Ownership: Mathspace Ltd-100%

49) 53) Vendor # 16366 Vendor # 35872 N2N HOLDING PEARSON EDUCATION, INC 500 DAVIS ST. PO BOX 2500 CHICAGO, IL 60201 Lebanon, IN 46052 Nichole Hembree James Lippe 847 425-4267 1-800 876-5507 Ownership: Shobha Shah-90%, Asha Ownership: Ph Holdings, Inc. - 100% Shagle-10% 54) 50) Vendor # 46471 Vendor # 99564 PEOPLES EDUCATION **NEWSELA INC** 299 MARKET STREET., STE 240 519 8TH AVE SADDLE BROOK, NJ 07663 NEW YORK, NY 10018 Kim Lanzilli **Daniel Winston** 800 822-1080 855 711-0118 Ownership: Peoples Educational Holdings Ownership: Owl Ventures, L.P.-18.02%, Inc-100% Matthew Gross-31.46%, Other-50.52% 55) 51) Vendor # 16332 Vendor # 16367 Parlor Labs Inc. NOREDINK 515 W. 19TH ST. 350 BRANNAN ST #350 NEW YORK, NY 10011 SAN FRANCISCO, CA 94107 Alex Selkirk Ned Lindau 866 801-7323 617 308-4549 Ownership: Alexander Selkirk-92.375%, Ownership: Jeff Scheur, True Ventures Iv, Lp Other-7.625% For Itself And As Nominee For True Ventures Iv-A, Lp, Other 56) Vendor # 16334 52) R & A Solutions, dba RANDA Solutions Vendor # 16385 5000 MERIDIAN BLVD., SUITE 400 Otus, LLC FRANKLIN, TN 37067 900 N. MICHIGAN AVE. SUITE 1600 Jim Reams CHICAGO, IL 60611 877 220-8838 Sam Spitz 740 602-2503 Ownership: Martin Reed-100% Ownership: Agb Edzone, Llc, Chris Hull, Sam Spitz, Pete Helfers, Other

57) 61) Vendor # 16333 Vendor # 96635 R3 Collaboratives Inc. ROSETTA STONE LTD. 940 HOWARD STREET **DEPT CH 17714** SAN FRANCISCO, CA 94103 PALATINE, IL 60055-7714 Adam Geller Steve Quan 855 338-4362 800 788-0822 Ownership: Adam Geller-54.7%, Ross Ownership: Rosetta Stone Inc-100% Weldon-23.4%, Other-21.8% 62) 58) Vendor # 99657 Vendor # 99645 SCHOOLOGY, INC REDBIRD ADVANCED LEARNING 115 WEST 30TH STREET- 10TH FLR. 1825 S. GRANT ST. STE 450 NEW YORK, NY 10001 SAN MATEO, CA 94402 Jeremy Friedman Joe Brumfield 212 213-8333 646 291-9004 Ownership: Firstmark L.P., Meakem Becker Ownership: Rocket Learning Holdings-100% Venture, Intel Capital Corporation, Other 59) 63) Vendor # 70057 Vendor # 99425 RETHINK AUTISM, INC SCOLAB, INC 19 WEST 21ST STREET, SUITE 403 2090 MOREAU STREET NEW YORK, NY 10010 MONTREAL, QC H1W 2M3 Heidi Wenger James McArthur 646 257-2919 888 528-8878 Ownership: Daniel Etra-13%, Arboretum Ownership: Carl Malartre-25%, Jean-Philippe Ventures lii-20%, Eran Rosenthal-10%, Choiniere-25%, Thanh Tung Trang-25%, Steve Michigan Growth Capital Partners Ii-12%, Brisebais-25% Owasco Lake Acquisition li Llc.-10%, Other-35% 64) Vendor # 67326 60) SUNBURST DIGITAL, INC Vendor # 16434 3150 W. HIGGINS RD, STE 140 ROSEN PUBLISHING GROUP, INC. HOFFMAN ESATES, IL 60169 29 E 21ST STREET Dan Sladek NEW YORK, NY 10010 800 321-7511 Miriam Gilbert 800 237-9932 Ownership: Suneige Ventures Lcc-49%, Paul Clinicales-32%, Ignite Learning Inc-12%, Ownership: Roger Rosen-100% Other-1%

65) 69) Vendor # 42634 Vendor # 94819 SUNTEX INTERNATIONAL INC. **THINKCERCA** 3311 FOX HILL RD. 440 North Wells Street, Suite 720 EASTON, PA 18042 CHICAGO, IL 60654 Cynthia Anderson Abigail Ross 610 253-5255 773 255-1928 Ownership: Robert Sun, Other Ownership: Follett Knowledge Fund, Llc-12.3%, Eileen Murphy-36.17%, Other-48.47% 66) Vendor # 16337 70) Seymour Science, LLC dba Stawalk Kids Vendor # 25947 Media TRIUMPH LEARNING, LLC 15 CUTTER MILL ROAD P.O. BOX 1270 **GREAT NECK, NY 11021** LITTLETON, MA 01460-4270 Ron Maas Jamie Mallette 516 699-8404 212 857-8427 Ownership: Seymour Simon-63.3%, Liz Ownership: Haights Cross Nealon-18.4%, Other-18.3% Communications-100% 67) 71) Vendor # 16343 Vendor # 15912 TURNING TECHNOLOGIES, LLC Smarty Ants, Inc. 4040 CIVIC CENTER DRIVE, SUITE 225 241 FEDERAL PLAZA WEST SAN RAFAEL, CA 94903 YOUNGSTOWN, OH 44503 Sydnee Erlanger James Maddox 415 524-8480 330 746-3015 Ownership: Tim Bender-23.92%, Michael Wood Ownership: Turning Tech Holdings, Llc-100% (As Trustee)-19.14%, Michael Wood-40.27%, Other-16.67% Vendor # 50382 68) WILLIAM H. SADLIER, INC Vendor # 47707 9 PINE STREET **TEXTHELP INC** NEW YORK, NY 10005-1002 600 UNICORN PARK DRIVE Kevin O'Donnell **WOBURN, MA 01801** 212 227-2120 Karlene Feeney 630 450-1399 Ownership: Frank Dinger-12.6%, William Dinger-16.7%, Lauren Mccauley-10.2%, Other-60.5% Ownership: Texthelp Ltd-100%

78) 73) Vendor # 17298 Vendor # 16338 EXPLORELEARNING, LLC Webanywhere, Inc. 17855 DALLAS PARKWAY, STE 400 564 W. RANDOLPH STREET, 2ND FLOOR **DALLAS, TX 75287 Amy Otis** CHICAGO, IL 60661 800 547-6747 Kara Sanderson Ownership: Lazel, Inc -100% 815 505-1711 79) Vendor # 17300 GRADEABLE, INC Ownership: Webanywhere Ltd-100% 212 ELM ST, 3RD FLR SOMERVILLE, MA 02144 74) Parul Singh Vendor # 16346 781 234-8352 iearn, usa Ownership: Parul Singh -52.83%, Employee 475 RIVERSIDE DRIVE, SUITE 450 Stock Option Pool - 16.81%, Dante Cassenego NEW YORK, NY 10115 - 14.26%, Learn Launch - 5.05% **Bridget Stout** 80) Vendor # 12588 212 870-2693 MENTORING MINDS LP (F/K/A TEACHER RESOURCES, LP Ownership: Non-Profit P O BOX 8843 **TYLER, TX 75711** 75) Vendor # 94595 Jessica Goodman 3P LEARNING, INC 800 450-8257 37 WEST 26TH., STE 201 Ownership: Michael L. Lujan - 50%; Ml Lujan NEW YORK, NY 10010 Enterprises Inc. Gen Partner -50% Peter Walters 866 387-9139 81) Vendor # 88867 Ownership: 3p Learning Limited 100% **RALLY! EDUCATION. LLC** 22 RAILROAD AVE Vendor # 17294 76) GLEN HEAD, NY 11545 ANDOVER EDUCATION Fran Mure 877 POST RD EAST 516 671-9300 WESTPORT, CT 06880 Ownership: Llc, Howard Berrent-50%; David Nathan Allen Steiner - 50% 203 226-6211 Ownership: Nathan Allen-28%; Greq 82) Vendor # 17295 Merle45%; Sally Stratakis-27% SCHOOL LOOP, INC 41 GRANT AVE, 4TH FLR 77) Vendor # 31207 SAN FRANCISCO, CA 94108 CARNEGIE LEARNING, INC. Mark Gross **437 GRANT STREET** 650 224-6750 PITTSBURGH, PA 15219 Ownership: Dara Linson-13.88%; Mark Gross Beth Swaney 31.42%; All Other Stakeholders Less Than 888 851-7094 10% Ownership: For Profit: Barry Malkin-100%

83)	Vendor # 24503 SOCIAL STUDIES SCHOOL SERVICE DBA CLASSROOM HEALTH RESOURCES; CLASSROOM SCIENCE RESOURCES' GOOD YEAR BOOKS; INTERACT; MINDSPARKS; SCHOOL COUNSELOR RESOURCES; THE WRITING COMPANY; NYSTROM	88)	Vendor # 15769 CIQ Labs DBA Classroom IQ 222 W Merchandise Mart Plaza Suite 1212 Chicago, IL 60654 Steve Dillinger 312 804-4799 Ownership: Stephen Dillinger 66% Dave Beazley 12% Imaginek12 6% Roy Steele
	10200 JEFFERSON BLVD. CULVER CITY, CA 90230 Cindy Gosser 310 839-2436 Ownership: For Profit-David Weiner -25%; Aaron Willis - 25%; Sanford Weiner - 25%; Irwin Levin - 25%	89)	3.49% Vendor # 17142 PARENTSQUARE INC 924 ANACAPA ST. STE 3R SANTA BARBARA, CA 93101 Anupama Vaid 805 637-8381
84)	Vendor # 99641 TENMARKS EDUCATION, LLC 1633 BAYSHORE HWY, STE 234 BURLINGAME, CA 94010 Rohit Aganwal 415 810-2494 Ownership: Llc, Columbus Inc - 100%	90)	Ownership: Anupama Vaid - 42.95%; Sohit Wadhwa - 19.20%; Linn Sillers - 14.40% Vendor # 16592 KURZWEIL / INTELLITOOLS, INC. 24 PRIME PARKWAY NATICK, MA 01760 Amy Office
85)	Vendor # 68868 THINK THROUGH LEARNING, INC 116 FEDERAL STREET, FLOOR 2 PITTSBURGH, PA 15212 Chris Swango 412 894-9935 Ownership: Saturn Partners Lp lii- 13.03%; S Ventures lii, L.P11.01%; All Other Shareholders Less Than 10%	91) <u>Sjf</u>	Amy Otis 800 894-5374 Ownership: Cambium Learning -100% Vendor # 17302 LEARNING A-Z, LLC 17855 DALLAS PARKWAY, STE 400 DALLAS, TX 75287 Amy Otis 800 547-6747 Ownership: Lazel, Inc 100%
86)	Vendor # 33867 VOYAGER SOPRIS LEARNING, INC 4185 SALAZAR WAY FREDICK, CO 80504 Amy Otis 800 547-6747 Ownership: Cambium Learning, Inc 100%	92)	Vendor # 80011 MEDIA-X SYSTEMS, INC 1825 WOODWARD DRIVE OTTAWA, ONTARIO K2COP9 Marz Monetti 888 722-9990 X:125 Ownership: Steve Moretti 70%, Yvonne Day
87)	Vendor # 37498 NEW DIMENSION MEDIA-A QUESTAR CO. 307 NORTH MICHIGAN AVE., STE 500 CHICAGO, IL 60601 Albert Nader 312 642-9400 Ownership: Albert Nader -73.4%; Walter Cornett -19.3; Boon Family Trust - 7.3%	93)	Vendor # 61582 DimensionU, Inc 1895 Billingsgate Circle, Ste B Richmond, VA 23238 Steven Hoy 877 682-2852 Ownership: Nt Etuk 30.12%; Steven Hoy-30.09%; Ascend Ventures li-10.04%; Ascend Ventures Nyii-10.04%; All Other Stakeholders Less Than 10%