



THE SCHOOL DISTRICT OF PALM BEACH COUNTY Beneficial Interest and Disclosure of Ownership Affidavit

Bid No. _____ Project No./ Title _____

Corporate Name TEACHSCAPE, Inc. Tax FEIN No. 77-0639457

Before me, the undersigned authority, personally appeared, William Scharninghausen ("Corporate Representative") this 2 day of March, 2006, who, first being duly sworn, as required by law, subject to the penalties prescribed for perjury, deposes and says:

- 1) Corporate Representative has read the contents of this Affidavit, has actual knowledge of the facts contained herein, and states that the facts contained herein are true, correct, and complete.
- 2) The following is a list of every "person" (as defined in Section 1.01(3), Florida Statutes to include individuals, children firms, associates, joint adventures, partnerships, estates, trusts, business trusts, syndicates, fiduciaries, corporations and all other groups and combinations) holding 5% or more of the beneficial interest in the disclosing entity: (If more space is needed, attach separate sheet)

A. Persons or corporate entities owning 5% or more:

Name	Address	Percentage
<u>Sprout CAPITAL IX, L.P.</u>	<u>11 MADISON AVE, 13th Fl., NY, NY 10010</u>	<u>62.96%</u>
<u>WS Investments, L.P.</u>	<u>590 MADISON AVE, 9th Fl., NY, NY 10022</u>	<u>14.88%</u>
<u>QUAD Ventures SBIC LP</u>	<u>650 5th AVE, 31st Fl., NY, NY 10019</u>	<u>9.78%</u>

B. Persons or corporate entities who hold by proxy the voting power of 5% or more:

Name	Address	Percentage

C. Stock held for others and for whom held:

Name	Address	Percentage
From Whom Held	Address	Percentage
Name	Address	Percentage
From Whom Held	Address	Percentage
Name	Address	Percentage
From Whom Held	Address	Percentage

State of California
County of San Francisco

CORPORATE REPRESENTATIVE

By: William Scharninghausen
SWORN TO and subscribed before me this 2nd day of March, 2006, by William Scharninghausen Such person(s) (Notary Public must check applicable box).

is/are personally known to me. produced a current driver license(s). produced _____ as identification.

(NOTARY PUBLIC SEAL)

Tricia Lai-Fong Lee
Notary Public

Tricia Lai-Fong Lee
(Print, Type or Stamp Name of Notary Public)

