



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 21 day of December, 2007, 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:

Sprout Capital IX L.P. - 11 Madison Ave, 13th Flr, NY, NY, 10010 62.96%
WS Investments, L.P. 590 Madison Ave, 9th Flr, NY, NY, 10022 14.88%
Quad Ventures SBIC LP 650 - 5th Ave 31st Flr, NY, NY, 10019 - 9.78%

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

Table with 3 columns: Name, Address, Percentage. Rows are blank for entry.

C. Stock held for others and for whom held:

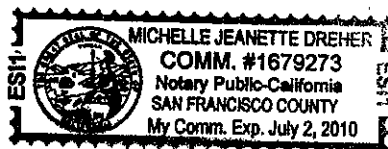
Table with 3 columns: Name, Address, Percentage. Rows are blank for entry.

CORPORATE REPRESENTATIVE

By: William Scharninghausen

SWORN TO and subscribed before me this 21 day of December, 2007, by William Scharninghausen Such person(s) (Notary Public must check applicable box).

[X] is/are personally known to me. [] produced a current driver license(s). [] produced _____ as identification. (NOTARY PUBLIC SEAL)



Signature of Michelle Jeanette Dreher
Notary Public
Michelle Jeanette Dreher
(Print, Type or Stamp Name of Notary Public)