B1 (Official Form 1) (04/13)

United States Bankruptcy Court **Southern District of New York**	**Voluntary Petition**

Name of Debtor (if individual, enter Last, First, Middle): **ConnectEdu, Inc.**	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): **35-2168132**	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):
Street Address of Debtor (No. & Street, City, and State): **150 West 30th Street, 16th Floor** **New York, NY 10001** ZIP CODE **10001-0000**	Street Address of Joint Debtor (No. & Street, City, and State): ZIP CODE
County of Residence or of the Principal Place of Business: **New York**	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): ZIP CODE	Mailing Address of Joint Debtor (if different from street address): ZIP CODE

Location of Principal Assets of Business Debtor (if different from street address above):

Type of Debtor
(Form of Organization)
(Check one box.)

- ☐ Individual (includes Joint Debtors)
  See Exhibit D on page 2 of this form.
- ☒ Corporation (includes LLC and LLP)
- ☐ Partnership
- ☐ Other (If debtor is not one of the above entities, check this box and state type of entity below.)

Nature of Business
(Check one box.)

- ☐ Health Care Business
- ☐ Single Asset Real Estate as defined in 11 U.S.C. § 101(51B)
- ☐ Railroad
- ☐ Stockbroker
- ☐ Commodity Broker
- ☐ Clearing Bank
- ☒ Other

Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box)

- ☐ Chapter 7
- ☐ Chapter 9
- ☒ Chapter 11
- ☐ Chapter 12
- ☐ Chapter 13
- ☐ Chapter 15 Petition for Recognition of a Foreign Main Proceeding
- ☐ Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding

Chapter 15 Debtors

Country of debtor's center of main interests:

Each country in which a foreign proceeding by, regarding, or against debtor is pending:

Tax-Exempt Entity
(Check box, if applicable.)

- ☐ Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).

Nature of Debts
(Check one box)

- ☐ Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose."
- ☒ Debts are primarily business debts.

Filing Fee (Check one box.)

- ☒ Full Filing Fee attached
- ☐ Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.
- ☐ Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.

Check one box: **Chapter 11 Debtors**

- ☐ Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D).
- ☒ Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).

Check if:

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than $2,490,925 *(amount subject to adjustment on 4/01/16 and every three years thereafter).*

Check all applicable boxes:

- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).

Statistical/Administrative Information

- ☒ Debtor estimates that funds will be available for distribution to unsecured creditors.
- ☐ Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.

THIS SPACE IS FOR COURT USE ONLY

Estimated Number of Creditors

☐ 1-49	☐ 50-99	☐ 100-199	☒ 200-999	☐ 1,000-5,000	☐ 5001-10,000	☐ 10,001-25,000	☐ 25,001-50,000	☐ 50,001-100,000	☐ OVER 100,000

Estimated Assets

☐ $0 to $50,000	☐ $50,001 to $100,000	☐ $100,001 to $500,000	☐ $500,001 to $1 million	☒ $1,000,001 to $10 million	☐ $10,000,001 to $50 million	☐ $50,000,001 to $100 million	☐ $100,000,001 to $500 million	☐ $500,000,001 to $1 billion	☐ More than $1 billion

Estimated Liabilities

☐ $0 to $50,000	☐ $50,001 to $100,000	☐ $100,001 to $500,000	☐ $500,001 to $1 million	☐ $1,000,001 to $10 million	☒ $10,000,001 to $50 million	☐ $50,000,001 to $100 million	☐ $100,000,001 to $500 million	☐ $500,000,001 to $1 billion	☐ More than $1 billion

Voluntary Petition *(This page must be completed and filed in every case)*	Name of Debtor(s): **ConnectEdu, Inc.**	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)		
Location Where Filed: **- None -**	Case Number:	Date Filed:
Location Where Filed:	Case Number:	Date Filed:
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)		
Name of Debtor: **See Attached "Rider to Voluntary Petition"**	Case Number:	Date Filed:
District:	Relationship:	Judge:

Exhibit A

(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)

☐ Exhibit A is attached and made a part of this petition.

Exhibit B

(To be completed if debtor is an individual whose debts are primarily consumer debts.)

I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. § 342(b).

X _____

Signature of Attorney for Debtor(s) (Date)

Exhibit C

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

☐ Yes, and Exhibit C is attached and made a part of this petition.

☒ No

Exhibit D

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

☐ Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

☐ Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.

Information Regarding the Debtor - Venue

(Check any applicable box.)

☒ Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.

☐ There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.

☐ Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

Certification by a Debtor Who Resides as a Tenant of Residential Property

(Check all applicable boxes.)

☐ Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)

_____

(Name of landlord that obtained judgment)

_____

(Address of landlord)

☐ Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and

☐ Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.

☐ Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).

Voluntary Petition *(This page must be completed and filed in every case)*	Name of Debtor(s): ConnectEdu, Inc.

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

_____
Telephone Number (If not represented by attorney)

_____
Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

☐ I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.

☐ Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
(Signature of Foreign Representative)

_____
(Printed Name of Foreign Representative)

_____
Date

Signature of Attorney*

X _____
Signature of Attorney for Debtor(s)

Sharon L. Levine
Wojciech F. Jung
Printed Name of Attorney for Debtor(s)

Lowenstein Sandler LLP
Firm Name

65 Livingston Avenue
Roseland, NJ 07068
Address

(973) 597-2500 Fax:(973) 597-2400
Telephone Number

April 28, 2014
Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Authorized Individual

Mark D. Podgainy
Printed Name of Authorized Individual

Chief Restructuring Officer
Title of Authorized Individual

April 28, 2014
Date

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official form 19 is attached.

_____
Printed Name and title, if any, of Bankruptcy Petition Preparer

_____
Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.)(Required by 11 U.S.C. § 110.)

_____
Address

X _____

_____
Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose social security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.

RIDER TO VOLUNTARY PETITION

Pending Bankruptcy Cases Filed by the Affiliate of the Debtor:

On April 28, 2014, each of the affiliated Debtors below filed a Petition in the United States Bankruptcy Court for the Southern District of New York for relief under title 11 of the United States Code.

Contemporaneously with the filing of their petitions, the Debtors filed a motion requesting that the Court consolidate their Chapter 11 Cases for administrative purposes only.

Experience, Inc.
Academic Management Systems, Inc.

B4 (Official Form 4) (12/07)

United States Bankruptcy Court
Southern District of New York

In re **ConnectEdu, Inc.** Debtor(s)

Case No. _____

Chapter **11**

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [*or* chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1) *Name of creditor and complete mailing address including zip code*	(2) *Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted*	(3) *Nature of claim (trade debt, bank loan, government contract, etc.)*	(4) *Indicate if claim is contingent, unliquidated, disputed, or subject to setoff*	(5) *Amount of claim [if secured, also state value of security]*
New Market Education Partners Attn: Mark Grovic 8161 Maple Lawn Boulevard Suite 35 Fulton, MD 20759	New Market Education Parnters, Attn: Mark Grovic 8161 Maple Lawn Boulevard Fulton, MD 20759	Convertible Note		1,000,000.00
OSF Global Services Inc. 12 Gill Street, Suite 4750 Woburn, MA 01801	OSF Global Services Inc. 12 Gill Street, Suite 4750 Woburn, MA 01801	Trade		145,570.36
Nelson Mullins Riley & Scarborough LLP Attn: Accounts Receivable P.O. Drawer 11009 Columbia, SC 29211	Nelson Mullins Riley & Scarborough LLP Attn: Accounts Receivable Columbia, SC 29211	Trade		127,831.24
Manuel Rodriguez 419 East 17th Street, Unit 1 Boston, MA 02127	Manuel Rodriguez 419 East 17th Street, Unit 1 Boston, MA 02127	Comission	Disputed	92,349.62
Tonya Cynn 12 Glen Street Melrose, MA 02176	Tonya Cynn 12 Glen Street Melrose, MA 02176	Commission	Disputed	87,912.36
AOL, Inc. 22000 AOL Way Sterling, VA 20166	AOL, Inc. 22000 AOL Way Sterling, VA 20166	Landlord		63,481.26
Robert Half International 12400 Collections Center Drive Chicago, IL 60693	Robert Half International 12400 Collections Center Drive Chicago, IL 60693	Trade		48,307.50
The New York Times Company 620 8th Avenue, 17th Floor New York, NY 10018	The New York Times Company 620 8th Avenue, 17th Floor New York, NY 10018	Trade		46,070.00
SalesForce.com P.O. Box 203141 Dallas, TX 75320	SalesForce.com P.O. Box 203141 Dallas, TX 75320	Trade		35,109.02
Shift Communications 275 Washington Street Newton, MA 02458	Shift Communications 275 Washington Street Newton, MA 02458	Trade		31,500.00

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B4 (Official Form 4) (12/07) - Cont.
In re ConnectEdu, Inc. Case No. _____
Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS
(Continuation Sheet)

(1) *Name of creditor and complete mailing address including zip code*	(2) *Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted*	(3) *Nature of claim (trade debt, bank loan, government contract, etc.)*	(4) *Indicate if claim is contingent, unliquidated, disputed, or subject to setoff*	(5) *Amount of claim [if secured, also state value of security]*
MDR P.O. Box 75174 Chicago, IL 60675	MDR P.O. Box 75174 Chicago, IL 60675	Trade		24,477.47
Project Leadership Associates, Inc. 120 South LaSalle, Suite 1200 Chicago, IL 60603	Project Leadership Associates, Inc. 120 South LaSalle, Suite 1200 Chicago, IL 60603	Trade		24,020.56
CMA Consulting 700 Troy - Schenectady Road Latham, NY 12110	CMA Consulting 700 Troy - Schenectady Road Latham, NY 12110	Trade		23,400.00
Paetec Communication P.O. Box 9001013 Louisville, KY 40290	Paetec Communication P.O. Box 9001013 Louisville, KY 40290	Trade		22,631.16
Delisi Communications 823 Congress Avenue Suite 1000B Austin, TX 78701	Delisi Communications 823 Congress Avenue Suite 1000B Austin, TX 78701	Trade		20,500.00
SSD, Inc. Technology Partners 1024 Justison Street Wilmington, DE 19801	SSD, Inc. Technology Partners 1024 Justison Street Wilmington, DE 19801	Trade		20,250.00
Intacct Corporation 150 Almaden Boulevard, Suite 1 San Jose, CA 95113	Intacct Corporation 150 Almaden Boulevard, Suite 1 San Jose, CA 95113	Trade		19,826.25
Jobsity 228 Park Avenue South Suite 62771 New York, NY 10003	Jobsity 228 Park Avenue South Suite 62771 New York, NY 10003	Trade		19,600.00
Theorem Inc. 26 Main Street, Suite 302 Chatham, NJ 07928	Theorem Inc. 26 Main Street, Suite 302 Chatham, NJ 07928	Trade		18,000.00
A Nelnet Company P.O. Box 30219 Omaha, NE 68103	A Nelnet Company P.O. Box 30219 Omaha, NE 68103	Trade		17,500.00

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B4 (Official Form 4) (12/07) - Cont.
In re ConnectEdu, Inc. Case No. _____
Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS
(Continuation Sheet)

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF A CORPORATION OR PARTNERSHIP

I, the Chief Restructuring Officer of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date April 28, 2014 Signature _____
Mark Podgainy
Chief Restructuring Officer

Penalty for making a false statement or concealing property: Fine of up to $500,000 or imprisonment for up to 5 years or both. 18 U.S.C. §§ 152 and 3571.

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United States Bankruptcy Court
Southern District of New York

In re ConnectEdu, Inc. Debtor(s) Case No. Chapter 11

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with rule 1007(a)(3) for filing in this Chapter 11 Case

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest

SEE ATTACHED SCHEDULE "A"

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Chief Restructuring Officer of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date 4/25/2014 Signature Mark Podgainy

Penalty for making a false statement of concealing property: Fine of up to $500,000 or imprisonment for up to 5 years or both. 18 U.S.C. §§ 152 and 3571.

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Schedule A

	Total Preferred Shares[1]	Preferred & Ord Common Warrants	Ordinary Common Shares	Ordinary Common Options	Total Preferred & Common	Class A Common	Diluted Owner-ship
Allen and Co. c/o Peter DiLorio 711 5th Avenue 8th Floor New York, NY 10022	39,413	72,634	--	--	112,047	--	10.00%
Anthony Reeves 142 Upper Richmond Road West London UK SN14 8DS	6,028	10,442	--	--	16,470	--	1.47%
Bernard Buonanno 45 Loring Avenue Providence, RI 02906	--	--	3,582	--	3,582	--	0.32%
Bogdan Nowak 4 Cedar Rock East Greenwich, RI 02818	19,497	33,773	--	--	53,270	--	4.75%
Bill Daugherty* 100 Adams Point Road Barrington RI 02806	7,048	12,209	--	180	19,436	--	1.73%
Ralph James* 79 Puritan Lane Swampscott MA 01907	13,482	23,354	--	180	37,016	--	3.30%
Brad Faxon 225 Hixbridge Rd. Westport, MA 02790	2,570	4,452	--	--	7,022	--	0.63%
Eileen N. Faxon and Bradford J. Faxon 225 Hixbridge Rd. Westport, MA 0279	--	--	1,202	--	1,202	--	0.11%
Brett Quigley 19129 Southeast Windward Island Way Jupiter FL 33458	846	1,466	--	--	2,312	--	0.21%
Brian Costello 15 Holmes Court Darien CT 06820	2,065	3,578	--	--	5,643	--	0.50%
Bullion Investments c/o John H. Bullion 6016 Shane Drive Chicago, IL 60614	519	899	--	--	1,419	--	0.13%
Catherine Paglia 2 Oakwood Lane Greenwich, CT 06830	651	1,128	--	--	1,779	--	0.16%
Craig Powell* 321 Dartmouth St., Apt. 1 Boston, MA 02116	--	--	7,893	14,239	22,132	5,000	1.97%
Charles Ayres 117 E 72nd Street New York, NY 10021	4,438	7,687	--	--	12,125	--	1.08%
CJ Floros 497 Boylson Street Brookline, MA 02445	--	--	--	375	375	--	0.03%
Cory Kallet 803 Winding Way Rivervale, NJ 07675-6140	--	--	--	150	150	10	0.01%
David Murdoch 649 Pine Street Winnetka, IL 60093	15,857	27,468	--	--	43,325	--	3.86%
David Ives 5 Cherry Hill Street West Newbury, MA 01985	3,573	6,190	--	--	9,763	--	0.87%
E Byron Hensley SeniorLink 500 Boylston Street Suite 640 Boston, MA 02116	701	1,209	--	--	1,910	--	0.17%
Edmund Hajim 600 5th Avenue, 25th Floor New York, NY 10020	--	--	1,107	--	1,107	--	0.10%
Edward Cahill 775 High Street Dedham, MA 02026	933	1,616	--	--	2,549	--	0.23%
Edward Ricci BNY Mellon Wealth Management 1 Financial Plaza #2200 Providence RI 02903	2,663	4,613	--	--	7,276	--	0.65%
Elisabeth Mims BNY Mellon Wealth Management 1 Financial Plaza #2200 Providence RI 02903	480	831	--	--	1,311	--	0.12%
Emil Henry 717 5th Avenue New York, NY 10022	3,522	6,101	--	--	9,622	--	0.86%
1200 California Street Apt 25B San Francisco CA 94109	--	--	91	--	91	--	0.01%
Edward Fischer Eric Rasmussen US Trust Bank of America Private Wealth Management 100 Westminster Street RI1-536-02-04 Providence, RI 02903	2,885	4,998	--	6,177	14,061	1,500	1.25%

	Total Preferred Shares[1]	Preferred & Ord Common Warrants	Ordinary Common Shares	Ordinary Common Options	Total Preferred & Common	Class A Common	Diluted Owner-ship
Frank Sica 3 Westway Bronxville NY 10708	2,644	4,581	–	–	7,225	–	0.64%
~~Ti James Field~~ BNY Mellon Wealth Management 1 Financial Plaza #2200 Providence RI 02903	3,101	5,370	–	–	8,472	–	0.76%
Habib Gorgi 151 Grotto Avenue Providence, RI 02906	24,382	42,236	–	–	66,618	–	5.94%
Hetz Family 14 Summit Avenue Kennebunkport ME 04046	4,379	7,586	–	–	11,966	–	1.07%
J Fitzgibbons Holdings The Cyrysler Building, 71st Floor 405 Lexington Avenue New York, NY 10174	–	–	250	–	250	–	0.02%
James Carlin 54 Thackeray Road Wellesley, MA 02481	1,680	2,911	–	–	4,591	–	0.41%
James Burke 480 Park Avenue #11F New York, NY 10022	24,795	42,950	–	–	67,745	–	6.04%
James Gladney 317 Iron Horse Way, Suite 300 Providence, RI 02908	–	–	49	–	49	–	0.00%
Jay Sarles* Eaglevale LLC 75 Federal Street 18th Floor Boston, MA 02110	12,654	60,320	–	–	72,974	–	6.51%
~~Jeffrey Vogel~~ Bank of New York Mellon 19 Blackstone Boulevard Providence, RI 02906	–	–	49	–	49	–	0.00%
~~Jennifer Field~~ BNY Mellon Wealth Management 1 Financial Plaza #2200 Providence RI 02903	480	158	–	–	638	–	0.06%
JK Freedom Ventures 7503 Loasa Cove Austin, TX 78735	1,394	2,406	–	–	3,800	–	0.34%
John Cozzi 450 Kimball Turn Westfield, NJ 07090	1,607	7,583	–	–	9,190	–	0.82%
John Burke* 510 W. Arlington Place Chicago, IL 60614	13,256	22,962	200	–	36,418	–	3.25%
John Mathew 5 Dewitt Lane Hillsborough, NJ 08844	142	252	–	–	394	–	0.04%
John Petrucelli 10 Burnt Swamp Road East Kingston, NH 03827	–	–	–	1,556	1,556	–	0.14%
Jeff Alderson	–	–	–	139	139	–	0.01%
Jane Swift	–	–	–	1,346	1,346	–	0.12%
Keith Authelet 8 Grundys Way Cumberland, RI 02864	–	–	250	–	250	–	0.02%
Kimball Mayer	178	309	–	–	487	–	0.04%
~~Kevin Barney~~ ConnectEDU, Inc. 600 Atlantic Avenue, 20th Floor Boston, MA 02210	–	–	–	1,250	1,250	250	0.11%
LeAnn Coe	–	–	–	106	106	–	0.01%
Marc Crisafulli BNY Mellon Wealth Management 1 Financial Plaza #2200 Providence RI 02903	–	–	924	–	924	–	0.08%

	Total Preferred Shares[1]	Preferred & Ord Common Warrants	Ordinary Common Shares	Ordinary Common Options	Total Preferred & Common	Class A Common	Diluted Owner-ship
Matthew Marcello Hinckley, Allen & Snyder LLP 50 Kennedy Plaza, Suite 1500 Providence, RI 02903	532	921	–	–	1,453	–	0.13%
Michael Costello* 74 Paterson Street Providence, RI 02906	8,064	13,969	180	–	22,213	–	1.98%
Michael Young 145 Clinton Street Brooklyn NY 11201	–	–	1,652	–	1,652	–	0.15%
Margaret Spellings* 1333 New Hampshire Ave #601 Washington, DC 20036	98	169	–	281	548	50	0.05%
Matt Heller 2839 Avenel Street Los Angeles, CA 90096	–	–	–	200	200	25	0.02%
Marie DeMego 13 Merrill Road Hampton Falls, NH 03844-2323	–	–	–	100	100	25	0.01%
Matthew Cohen 353 N. Greeley Avenue Chappaqua, NY 10514	–	–	52	–	52	–	0.00%
Nick Ciarcia UBS Financial Services Inc. FBO Nicolas Ciarcia IRA WD-05727 Weehawken, NJ 07086	–	–	208	150	358	100	0.03%
Peter Lamm 300 Central Park West New York, NY 10024	2,643	4,578	–	–	7,221	–	0.64%
Progressive Ed Strategies	–	–	450	–	450	–	0.04%
Parney Hagerman	–	–	120	–	120	–	0.01%
R Byron Carlock 4201 Lakeside Dr. Dallas, TX 75219	348	602	–	–	950	–	0.08%
Richard Dresdale* 29 Prescott Avenue Bronxville NY 10708	22,274	38,584	–	180	61,038	–	5.45%
Richard Small Edwards Angell Palmer & Dodge, LLP 2800 Financial Plaza Providence, RI 02903	1,002	1,735	180	–	2,917	–	0.26%
Richard Landau 41 Intervale Road Providence, RI 02906	–	–	5,108	–	5,108	–	0.46%
Rick Blaisdell c/o The Wealth Protection Organization, Inc. 106 Corporate Park Dr. , Suite 405 White Plains, NY 10604	–	–	–	2,473	2,473	250	0.22%
Fischer Associates BNY Mellon Wealth Management 1 Financial Plaza #2200 Providence RI 02903	615	1,065	–	–	1,680	–	0.15%
Robert Fischer IRA BNY Mellon Wealth Management 1 Financial Plaza #2200 Providence RI 02903	589	1,021	–	–	1,610	–	0.14%
Robert James 521 Fifth Avenue #1804 New York, NY 10175	7,126	12,343	–	–	19,469	–	1.74%
Robert Savoie 202 Locha Dr. Jupiter, FL 33458	–	–	508	–	508	–	0.05%
Russell Keene 60 Partridge Drive Westwood, MA 02090	1,403	2,431	–	–	3,834	–	0.34%
Emily C. Mencoff Dynasty Trust	11,076	19,187	–	–	30,263	–	2.70%
Samuel Mencoff "Samuel M. Mencoff c/o Madison Dearborn Partners Three First National Plaza, Suite 4600 Chicago, IL 60602"	11,076	19,187	–	–	30,263	–	2.70%
George G. Mencoff Dynasty Trust	11,076	19,187	–	–	30,263	–	2.70%
Savoie Capital 202 Locha Dr. Jupiter, FL 33458	–	–	516	–	516	–	0.05%
Stephen Tortolani, President Ingenix 12 Elm Lane Barrington, RI 02806	1,182	2,047	–	–	3,229	–	0.29%
Samantha Mansfield	–	–	30	–	30	–	0.00%

	Total Preferred Shares[1]	Preferred & Ord Common Warrants	Ordinary Common Shares	Ordinary Common Options	Total Preferred & Common	Class A Common	Diluted Owner-ship
The Newton Fund 3 Valley View Lane Orinda, CA 94563	4,590	7,951	–	–	12,541	–	1.12%
Thomas Kyan BNY Mellon Wealth Management 1 Financial Plaza #2200 Providence RI 02903	3,084	5,341	–	–	8,425	–	0.75%
Thomas Riley* 118 Huntington Ave #1003 Boston, MA 02116	5,912	12,871	7,565	980	27,328	–	2.44%
Todd Martin 156 Coach Lamp Way, Ponte Vedra Beach, FL 32082	–	–	266	–	266	–	0.02%
Tim Brown 205 E 22nd St 4C New York NY 10010	–	–	350	750	1,100	250	0.10%
Viking Capital Partners 3 Valley View Lane Orinda, CA 94563	1,476	2,557	–	–	4,034	–	0.36%
Walter O'Hara, Managing Director Allen & Co. 711 5th Avenue New York, NY 10022	–	–	110	–	110	–	0.01%
William Scatchard 42 Brush Hill Road Sherborn, MA 01770	1,044	1,809	–	–	2,854	–	0.25%
William Caskey 66 Governor Bradford Drive Barrington, RI 02860	–	–	197	–	197	–	0.02%
North Atlantic SBIC IV, LP	9,196	66,861	–	–	76,057	–	6.78%
Myrian Capital	10,000	49,869	–	–	59,869	–	5.34%
Other Employees[2]	–	–	–	884	884	–	0.08%
Unalloc Mgmt Common	–	–	–	15,375	15,375	–	1.37%
Total	332,268	708,558	33,091	47,071	1,120,988	7,460	100.0%

(1) Inclusive of Series A-1 through G.

(2) Consists of several employees all owning less than 100 options.

United States Bankruptcy Court
Southern District of New York

In re **ConnectEdu, Inc.** Debtor(s)

Case No. _____
Chapter **11**

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for **ConnectEdu, Inc.** in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

Allen and Co.
c/o Peter DiLorio
711 5th Avenue, 8th Floor
New York, NY 10022

☐ None [*Check if applicable*]

April 28, 2014
Date

Sharon L. Levine
Signature of Attorney or Litigant
Counsel for **ConnectEdu, Inc.**
Lowenstein Sandler LLP
65 Livingston Avenue
Roseland, NJ 07068
(973) 597-2500 Fax:(973) 597-2400

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RESOLUTIONS APPROVED BY THE BOARD OF DIRECTORS OF CONNECTEDU, INC., a Delaware corporation

Adopted as of: April 28, 2014

The Board of Directors (the "Board") of ConnectEdu, Inc., a Delaware corporation (the "Company"), acting at a special meeting, adopts the following corporate resolutions, effective for all purposes as of the date first written above:

WHEREAS, the special meeting was called in accordance with the by-laws of the Company, any notice requirements being satisfied or deemed waived;

WHEREAS, the Board reviewed and considered the liabilities and liquidity of the Company, the strategic alternatives available to it, the valuation of the Company and its affiliates, and the impact of the foregoing on the Company's business;

WHEREAS, the Board had the opportunity to consult with the management and the Company's advisors and fully consider the strategic alternatives available to the Company; and

WHEREAS, the Board deems it advisable and in the best interest of the Company and its creditors, interest holders, and other parties in interest, to consent to and adopt, in the name and on behalf of the Company, the resolutions set forth below.

NOW, THEREFORE, BE IT:

RESOLVED, that the Company, with the assistance of the Company's advisors, is authorized and directed to (i) prepare, execute and file with the appropriate court a petition under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") and (ii) take such other and further actions and steps as any of the Authorized Officers (defined below) may deem necessary, appropriate or advisable to obtain for the Company any and all appropriate relief to which they are or may be entitled under chapter 11 of the Bankruptcy Code; and be it further

RESOLVED, that the Company is authorized and directed to retain and employ, Lowenstein Sandler LLP ("Lowenstein") as legal counsel to the Company in connection with its existing financial arrangements, capitalization, and to represent and assist the Company in carrying out its duties under the Bankruptcy Code and to take any and all actions, make any filings or assist with any transactions to advance the Company's rights in connection therewith; and in connection therewith, the Board or any of the Authorized Officers, with the power of delegation, are authorized and directed to execute any appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Lowenstein; and be it further

RESOLVED, the Company is authorized and directed to retain and employ, Getzler Henrich & Associates LLC ("Getzler Henrich") to provide a Chief Restructuring Officer

("CRO") to the Company, and, along with any or all of the officers of the Company so designated by the Board, acting alone or with one or more other officers of the Company (individually, each an "Authorized Officer" and collectively, the "Authorized Officers"), to represent and assist the Company in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance the Company's rights in connection therewith; and in connection therewith, the Board or any of the Authorized Officers, with power of delegation, are hereby authorized and directed to execute any appropriate retention agreements, pay appropriate retainers, and to cause to be filed appropriate applications for authority to retain the services of Getlzer Henrich; and be it further

RESOLVED, that Mark Podgainy is appointed CRO of the Company, shall report to the Board or such officers of the Company as directed by the Board, and for all purposes shall be an Authorized Officer. Mr. Podgainy will continue to be employed by Getlzer Henrich; and be it further

RESOLVED, that the Authorized Officers are, and any one of them, including the CRO, acting alone is, authorized to execute and file on behalf of the Company all petitions, schedules, lists, and other motions, papers, or documents, and to take any and all actions that they deem necessary or proper to obtain relief under the Bankruptcy Code, including, without limitation, any action necessary to maintain the ordinary course operation of the Company's business; and be it further

RESOLVED, that the Authorized Officers are, and any one of them, including the CRO, acting alone is, authorized and empowered to employ, in the name and on behalf of the Company, any other professionals to assist the Company in connection with its financial arrangements, capitalization or any transactions related thereto, to represent and assist the Company in carrying out its duties under the Bankruptcy Code; and in connection therewith, any of the Authorized Officers, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary; and be it further

RESOLVED, that the Authorized Officers are, and any one of them, including the CRO, acting alone is, authorized and empowered to execute, deliver and perform any agreement, document or any amendment to the foregoing, in the name and on behalf of the Company and the documents related thereto, all on such terms as any of the Authorized Officers, or any of them, deem necessary or advisable in order to carry out the purpose and intent of the foregoing resolutions; and be it further

RESOLVED, that the Authorized Officers are, and any one of them, including the CRO, acting alone is, hereby authorized, empowered and directed, in the name and on behalf of the Company, to take such additional actions, to perform all acts and deed, and to execute, ratify, certify, deliver, file and record such additional agreements, notices, certificates, instruments, applications, payments, letters and documents as any of them may deem necessary or appropriate to implement the provisions of the foregoing resolutions, and to appoint such agents on behalf of the Company as such Authorized Offices, and any of them, may deem necessary or appropriate

in connection with the transactions contemplated by any of the foregoing, the authority for the taking of such action to be conclusive evidence thereof, and be it further

RESOLVED, that any and all past actions heretofore taken by the Board or any Authorized Officer in the name and on behalf of the Company in furtherance of any or all of the foregoing resolutions be, and the same hereby are, ratified, confirmed and approved in all respects.

[End of page]

IN WITNESS WHEREOF, the undersigned, as Chairman of the Board, hereby certifies on behalf of the Company, and not in his individual capacity, that at a meeting of the Board held on April 28, 2014, the above resolutions were duly adopted.

By: _____
Thomas P. Riley, Chairman