ePals LearningSpace™ is an award-winning, safe virtual workspace for K-12 communication, collaboration and learning. As a web-hosted solution, it provides greatly enhanced management of collaborative tools and stores schoolwork and documents for anytime, anywhere use.

It is optimized for project-based learning, differentiated instruction and real-time collaboration among students and teachers.

✓ Used by International Baccalaureate for its virtual community, connecting their students, teachers and alumni in more than 2,800 schools worldwide.

✓ 80% eligible for E-Rate discounts.

Product Features

• Safe and Secure Policy Management.
• Structured Community Groups.
• Full Web 2.0 Suite (blogs, wikis, forums, lockers, more).
• Winner of 2010 BESSIE and EDDIE Awards.
• Exclusive Integration of SchoolMail® and ePals Global Community of >650,000 classrooms.

Get Started Now -- Contact ePals at (703) 885-3406 or email LearningSpaceOffer@epals.com

Learn more at www.LearningSpace.epals.com

“ePals LearningSpace is an extension of my classroom, and therefore it’s an extension of my students’ ability to learn.”

Olivia Connolly
Teacher, Hauppauge High School
ePals, Inc. Fact Sheet

Founded more than a decade ago, ePals, Inc. is the leading provider of safe, protected and policy-managed collaborative workspace technology for K-12 primary-secondary schools. Teachers, students and parents can use the award-winning ePals platform for secure online communications and schoolwork collaboration, build online educational learning communities, and share curricular digital content facilitating 21st century learning. ePals also maintains the Internet’s largest and fastest-growing K-12 learning network, the ePals Global Community™, reaching more than 650,000 educators and 25 million students and parents in 200 countries and territories.

Students & Parents Reached......25 million
Teachers Using ePals.....................650,000
Schools.........................................5,600
School Districts.............................1,160
Countries & Territories....................200
President..........................Edmund Fish
Co-Founders........Tim DiScipio & Nina Zolt
Headquarters................Herndon, Va.

ePals Product Portfolio

The world’s largest network of K-12 classrooms enabling them to safely connect and collaborate with classrooms in more than 200 countries and territories. Offered at no cost to classrooms, educators can access the community to find collaborative projects, join discussions in the community forums, and search thousands of classroom profiles to engage with others in authentic exchanges - all within in a safe, protected online environment.

Award-winning, recognized leader in school-safe email for students in grades K-12, providing multilingual email solutions to schools and districts worldwide. With this easy-to-use product, schools can provide a protected, collaborative email solution for their teachers and students, all at no cost. Being deployed with Live@edu to all students, teachers and parents in New York City schools.

Award-winning, safe virtual workspace for K-12 communication, collaboration and learning. As a web-hosted solution, it provides greatly enhanced management of collaborative communication tools and stores schoolwork and documents for anytime, anywhere use. Educators have virtual workspaces and web 2.0 tools such as blogs, wikis, forums, digital lockers and more. Optimized for project-based learning, differentiated instruction and real-time collaboration among students and teachers. Used by International Baccalaureate for its virtual community, connecting their students, teachers and alumni in more than 2,800 schools worldwide.

Curriculum-based e-mentoring program for students in grades 3 through 5 matches students with adult pen pals, who read the same books, and exchange teacher-monitored, online letters about questions and issues raised by the text. The program provides standards-based professional development and professional learning communities and is facilitated by resource-filled websites for students, for pen pals, and for teachers.

Learn More About ePals Products at www.corp.epals.com

ePals 2010 Awards and Accomplishments
• Two EDDIE Awards for Best Educational Software, ComputED
• Two BESSIE Awards: Best Multi-Subject Current Topics Website & Best Multi-Discipline Collaboration Website

ePals Strategic Relationships
• Content: Eduteka, National Geographic, Team Earth/ Conservation International
• Community: Cengage Learning, International Baccalaureate
• Technology: IBM, Intel, Microsoft

ePals Sales Partnerships
• Microsoft Live@edu, CGS (Computer Generated Solutions)

ePals Investors Include
• Miles Gilburne and Nina Zolt
• Steve and Jean Case
• Mitchell Kapor
• Ted Leonsis
• Yossi Vardi
• Nancy Peretsman
• Jesselson Capital
• William Raduchel
• Steve Arnold
• National Geographic
• Microsoft Corporation

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Inside The World’s Largest K-12 Learning Network and its Unique Learning Platform

Overview

A fast-growing education technology company, ePals, Inc. offers K-12 schools and educationally-focused organizations a safe and secure communication, collaboration and learning platform for building online educational communities. Providing quality digital content and facilitating 21st century learning, the ePals platform uniquely integrates the ePals Global Community, comprising 650,000+ classrooms and reaching more than 25 million educators, students and parents in 200 countries and territories. ePals partners include National Geographic, Cengage, and Microsoft. The International Baccalaureate and the New York City Department of Education are rolling out major deployments based on the ePals platform.

The global scale of ePals’ learning network – the world’s largest K-12 community – offers teachers, students and parents unprecedented ability to facilitate teaching and learning by sharing projects and best practices, connecting with other classrooms, and accessing content designed for online collaboration. With 500+M students online at school and home, ePals is transforming education by offering teachers and students a true combination of standards-based content with tools for authentic learning. Students learn in a real world, collaborative context, which builds digital literacy skills, improves critical thinking and introduces students to multiple points-of-view.

ePals’ Next-Generation “Distributed Learning Platform”

ePals award winning products – SchoolMail®, ePals Global Community, In2Books® and LearningSpace™ – and the products being distributed globally by ePals partners are built on ePals’ next generation Distributed Learning Platform (“DLP”). The DLP focuses on communication, learning and collaboration in the context of the distinct needs, opportunities and realities of K-12 education globally. The platform is unique in integrating collaboration and the Internet in the context of learning, while providing the level of security and policy management usually associated with closed, location-based networks. ePals’ platform delivers this level of security in an open, flexible and interactive cloud computing environment. This gives users the ability to access the platform from any location and on multiple devices, and provides school administrators means for protecting the safety and security of their students and implementing learning models that take full advantage of collaboration and online environments. It is the subject of numerous pending patent applications.
“ePals open-architecture platform acts somewhat like an iPhone or Facebook for education. It has been designed for ease-of-use, and importantly, allows third-parties to build educational applications such as student curriculum and teacher-productivity tools for distribution through the ePals community and their own channels.” said Miles Gilburne, Co-Chair of ePals. “The cloud platform we have built specifically for K-12 learning will drive innovative and effective teacher, student and parent collaborations, community building and content-sharing worldwide.”

At the heart of the ePals Distributed Learning Platform is an innovative set of role-based permissions and policy management technologies. These technologies empower partners as well as schools and educators with the ability to create multiple learning experiences and manage (not just control) what students see and with whom they engage, and the circumstances attendant to such engagement. The ePals platform does much more than restrict where the user can go, or control to whom users can send communications under predetermined circumstances. It manages roles and policies that may act together based on desired outcomes, current circumstances and combinations of users, groups, content, policies and other attributes. For example, third grade students might be able to collaborate directly with other third grade students and their teachers in the same school district, but only in a moderated context with older students and parents from their specific school and with third graders outside their district.

<table>
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<th>ePals Next-Generation Communication and Collaboration Platform</th>
<th>Traditional Networks</th>
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<td>Security</td>
<td>Perimeter-based</td>
<td>Schools and teachers decide policies for protection</td>
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ePals’ industry-leading policy management technology, which is fully implements regulatory frameworks such as COPPA (Children’s Online Privacy Protection Act) and FERPA (Family Educational Rights and Privacy Act), not only provides security, it also enables collaboration for real world learning. Examples of policies include:

• **Moderation** – Allows teachers to view certain communications between users to ensure the conversation is appropriate for security, while also allowing collaboration through peer review to help students gain needed feedback on projects;

• **Filtering** – communications can be filtered for profanity to protect students, while also enabling the discovery of relevant people and information based on the students’ interests or current assignment; and

• **Role-Based Permissions** – can control access between certain users or among groups based on their roles in the platform. Alternatively, these role-based permissions can contribute to collaboration by matching participants with roles such as “educator” or “biology teacher” along with geographic, grade-level or content-specific criteria.

**Effective Learning**

The ePals platform provides an effective way to instruct and reach today’s technology savvy students and teachers. ePals and its partners provide digital content designed for collaboration and self-paced, self-directed learning as well as a safe platform to share work globally. For example, ePals projects are centered around meaningful content and experiences that require teamwork, digital literacy skills, higher-level thinking and communication. By engaging in authentic learning experiences about relevant issues, students, teachers and mentors learn and work together strengthening core learning while motivating learners And building self-confidence and skills necessary for future careers. At the same time, ePals helps teachers learn to use technology effectively in their classrooms, providing professional development, curriculum, contests and other resources.

“ePals is a platform designed to promote meaningful teaching and learning, showing teachers and students how to use technology strategically to promote the fundamental learning principles essential for academic achievement,” said Nina Zolt, ePals Co-Founder and Chief Learning Officer. “This involves creating a safe and secure content-rich environment that challenges students and educators to research smartly, collaborate with other learners of all ages, think critically, problem-solve and communicate their learning using multiple media. It is in this way that technology serves deep learning and is not simply an add-on in the classroom.”

In addition, ePals has provided quality educational content, professional and user generated, including videos and interactive exercises, created with/and from National Geographic, Conservation International and others that enable students to learn at their own pace through structured, tiered learning. For example, a student can study topics of global interest such as climate change or biodiversity and move online through introductory material to more advanced content. In a classroom where multiple students are connected to ePals, this allows the teacher to work individually with one or more students as needed. Students also access ePals content from home computers, often with the guidance and support of parents.
Core to the ePals experience is a continuum of unstructured to evidence-based learning activities that take advantage of online environments, quality content and other users and groups. The company’s In2Books® program is a curriculum-based eMentoring program for students in grades 3 through 5 who are matched with carefully screened adult pen pals. The In2Books program has helped participating children raise standardized test scores and improve reading, writing and critical thinking skills.

According to a recent survey by the Bill and Melinda Gates Foundation, 81 percent of teachers say that up-to-date information-based technology that is well integrated into the classroom is absolutely essential or very important in impacting student achievement. The ePals platform reaches students in a way that they already understand and prepares teachers for the education system of the future.

**Network Effects**

The reach of the ePals Learning Network, comprising the ePals Global Community, SchoolMail, which is being deployed by New York City schools, LearningSpace and interoperable partner-deployed communities, provides powerful “network effects” that bring together students and educators based on areas of learning interests and geography. As the number of communities in the network continues to grow, so does the value of the ePals network as a learning tool because an increasing number of people and resources are connected, putting a wealth of educational content and collaboration opportunities at a teacher’s and student’s fingertips.

Unlike traditional social networks where a person usually connects solely with people they know in the “real world,” the ePals network connects students both “down the block” and literally around the globe with people they may not know, but with whom they share a common interest. For example, a high school class in San Diego studying Chinese may use ePals to connect with a class in China that is studying English. The interactions help students in both countries learn the language and experience some of the culture through this real-world interaction.

While schools, educators, students and parents joining ePals have contributed greatly to the ePals Learning Network, ePals Strategic Partners use ePals technologies for their own learning environments within ePals and bring their own contributing users to the community as well. For example, International Baccalaureate is using the ePals platform to set up a virtual community that will serve more than 800,000 students, educators and alumni in 128 countries. The leading Spanish Language learning portal, Eduteka.com, combines the efforts of ePals and the Gabriel Piedrahita Uribe Foundation. CENGAGE Learning is focused on ESL/ELT is using the ePals platform to create practice communities to supplement its textbooks sold globally.
Products Based on the ePals Platform

The ePals platform powers an array of products for K12 schools and educationally focused organizations.

**ePals Branded Products for Schools and Districts**

**ePals Global Community**

The world’s largest network of K-12 classrooms. Offered at no cost, educators, students and their parents connect and collaborate with classrooms and users from more than 200 countries and territories, share projects, join discussions, practice language skills and engage with others in authentic exchanges all within in a safe, protected online environment.

**SchoolMail**

The award-winning, recognized leader in school-safe email for students in grades K-12 provides multilingual and policy managed email for schools and districts worldwide. With this easy-to-use product, schools can provide a protected, communication solution for their teachers, students, and parents at no cost. ePals SchoolMail includes the capabilities of Microsoft Live@edu and is being deployed to all students, teachers and parents in New York City schools.

**ePals LearningSpace**

This award-winning, safe virtual workspace for K-12 communication, collaboration and learning is a web-hosted solution. It provides greatly enhanced management of collaborative tools and stores schoolwork and documents for anytime, anywhere use. Educators have virtual workspaces and web 2.0 tools such as blogs, wikis, forums, digital lockers and more. Optimized for project-based learning, differentiated instruction and real-time collaboration among students and teachers, ePals LearningSpace is used by a wide variety of districts and organizations, such as the International Baccalaureate -- for its virtual community, connecting their students, teachers and alumni in 2,800 schools worldwide.

**in2books**

ePals’ recognized curriculum-based e-mentoring program for students in grades 3 through 5 matches students with adult pen pals, who read the same books, and exchange teacher-monitored, online letters about questions and issues raised by the text. The program provides standards-based professional development and professional learning communities and is facilitated by resource-filled websites for students, for pen pals, and for teachers.

**ePals Products for Companies and Organizations**

Using the deep and rich capabilities of the ePals Distributed Learning Platform, learning-focused companies and organizations build next generation learning communities and products that leverage the safe and secure, collaborative and transformative learning attributes of the ePals platform, as well as the global network of ePals’ federated communities.

The ePals Platform powers International Baccalaureate’s “IB Virtual Community” (ibo.epals.com), IBM’s global mentoring efforts (ibm.mentorplace.epals.org), Heinle/Cengage’s authentic English language practice community (heinle.epals.com), and content-related efforts of Conservation International and National Geographic. Case studies relating to partner deployments and more information about the ePals Distributed Learning Platform are available online at www.corp.epals.com.

www.corp.epals.com 13625-A Dulles Technology Drive Herndon, VA 20171 703-885-3400
Case Studies

Sponsor: Conservation International

Challenge: Team Earth is an initiative by Conservation International whose main goal is to influence with a primary goal of influencing people from diverse populations to "live smarter, greener, more responsible lives." The overarching Team Earth message is: small actions, when done by many, can have big impact. In reaching out to global partners, including ePals Global Community, Conservation International hopes to "harness the power of social networking and global outreach to incite action and create momentum around efforts to address the great challenges of our time."

Solution: ePals and Conservation International worked together to develop three key components to the Team Earth campaign on ePals.com. First, ePals launched the Team Earth ePals Community Center. Students were encouraged to use online tools, such as blogs, forums, and media galleries, to express their point of view on climate change. ePals also built and facilitated a contest that asked students get involved by creating videos to address world leaders at the COP15 United Nations Climate Change Conference Copenhagen 2009.

Results: The ePals and Conservation International collaboration surrounding Team Earth was a resounding success. Contest entries were thought-provoking and heartfelt and showed that students gained knowledge and were influenced to act on that knowledge by not only addressing world leaders with their concerns, but also presenting their own plans for the future. With such overwhelming response from students all over the world, Conservation International plans to continue the ePals/Team Earth partnership with future endeavors.

Case Study

Sponsor: Heinle ELT, part of Cengage Learning

Challenge: Heinle is Cengage Learning's language learning division. As a well respected text book publisher, Cengage Learning already had a strong connection with their target audience. However, as web 2.0 and social media technology became more prevalent in education, Cengage Learning wanted a competitive edge that embraced technology in a safe and secure environment conducive to authentic, meaningful learning. It was also important to be able to control the look and feel of their site and be able to create a private, policy-managed community for their students.

Solution: Heinle and ePals partnered to create a safe and secure virtual community for learners around the world to collaborate around language learning. ePals created a Learning Center that was developed into the Heinle Community by implementing custom look and feel elements, thereby connecting the virtual community with the established Cengage Learning/Heinle brand. In addition, ePals worked with the Heinle team to develop collaborative projects based on traditional textbook and classroom material, thus providing a rich, full user-experience. Community elements included multi-tiered groups that allow for connections based not only around traditional classroom groups, but also around specific topics or projects. Finally, in order to assist the Heinle sales effort and help Heinle build further build a competitive edge, ePals developed Getting Started guides, quick tips for users, sales demos, and toolkits.
**Results:** The implementation of an online language learning community for Heinle, Cengage Learning's Language Learning Division, was a tremendous success. Heinle's sales force uses ePals sales demos, guides, and toolkits to introduce the Heinle Community to schools all over the world. To date, 200 teachers, representing over 12,000 students, have joined the community. With each new user, the community grows and expands to not only include new geographic locations, but also continues to embrace new cultures and ways of thinking. By partnering with ePals, Cengage Learning is moving beyond the textbook and reaching students in new and more meaningful ways than ever before.

For more information on ePals, please visit

**www.corp.epals.com**
Take a Closer Look at ePals SchoolM@il

ePals SchoolM@il is the award-winning, recognized leader in school-safe email for students in grades K-12, providing multilingual email solutions to schools and districts worldwide. With this easy-to-use product, schools can provide a protected, collaborative email solution for their teachers and students, all at no cost.

SchoolM@il users have access to the ePals Global Community™, the largest network of connected K-12 classrooms in 200 countries and territories. Students can safely communicate via email with peers from around the world, increasing global awareness and improving reading, writing and communication skills.

- ePals SchoolM@il with Live@edu is being deployed to all students, teachers and parents in New York City schools.
- Great resource for embedding literacy skill building into everyday activities.
- Fully integrated into ePals LearningSpace.

Product Features

- Safe and Secure Policy Management.
- Instant Language Translation.
- Advanced Virus Checking & Anti-Spam Filters.
- Spell Checker.
- File Sharing & Storage.
- Email Broadcasting.
- Manuals & Tutorials.

How SchoolM@il Promotes Engagement

- Communicate worldwide using instant translation to help break down language barriers and increase cross-cultural learning.
- Reinforce in-class learning by making home-to-school connections with parents and students.
- Maintain state, district and school “Acceptable Use” policies and best practices with quick and easy set-up and management of SchoolM@il.

Learn More & Sign Up Your School or District Today at www.epals.com