



**Ascend Learning, LLC
11161 Overbrook Road
Leawood, Kansas 66211**

TO: The holders, beneficial owners (or representatives acting on behalf of beneficial owners), prospective investors, securities analysts and market makers of the \$300,000,000 aggregate principal amount of 6.875% Senior Notes due 2025 (the "Notes") issued by Alpine Finance Merger Sub LLC (the "Initial Issuer"), which merged with and into Ascend Learning, LLC (the "Company")

Notes CUSIPs/ISINs: 043502 AA1 / US043502AA19 (144A)

U0434T AA7 / USU0434TAA70 (Reg S)

RE: Access to the Secured Area of Ascend Learning, LLC's Website

In connection with the offering of Notes by the Initial Issuer, the Initial Issuer and the Company entered into an indenture, dated as of July 12, 2017 (the "Indenture"), pursuant to which the Company agreed, among other things, to provide, subject to certain exceptions, certain information to the trustee under the Indenture, to any holder of the Notes, to any beneficial owner of the Notes and to any prospective investor, any securities analyst or any market maker by posting such information on an online data system.

To ensure that the reports and other information are provided only to eligible persons, the Company requires certification as to a person's bona fide status as a holder, beneficial owner, prospective investor, securities analyst or market maker, as applicable, prior to granting such person access to the secured area of the Company's website.

If you are (1) a holder or beneficial owner (or a representative acting on behalf of a holder or beneficial owner) of Notes that meets one or more of the three criteria set forth below under "Qualified Holder", (2) a prospective investor that meets one or more of the three criteria set forth below under "Qualified Holder", (3) a securities analyst or (4) a market maker in the Notes, and would like to have access to the secured area of the Company's website and the information contained therein, please complete the Eligibility Letter attached to this document and return it to the Company by email or mail at the email or address set forth in the Eligibility Letter.

A "Qualified Holder" is a holder, beneficial owner or prospective investor of Notes that certifies that it is:

- (i) a "qualified institutional buyer," as defined in Rule 144A under the Securities Act of 1933, as amended (the "Securities Act"), that is acting for either its own account or accounts of other qualified institutional buyers, as to which it exercises sole investment decision discretion and has the authority to make the statements in the Eligibility Letter;
- (ii) an institutional "Accredited Investor," as defined in Rule 501(a)(1), (2), (3) or (7) under the Securities Act, that is acting for either its own account or accounts of other accredited investors as to which it exercises sole investment discretion and has authority to make the statements in this letter; or
- (iii) a person who is not a "U.S. person," as defined in Regulation S under the Securities Act, and not in the "United States," as contemplated by Rule 903(a)(1)



of Regulation S under the Securities Act, that is acting for its own account or accounts of other persons who are not U.S. persons and not in the United States as to which it exercises sole investment discretion and has the authority to make the statements in this letter.

The definitions of “qualified institutional buyer,” institutional “Accredited Investor” and “U.S. person” are set forth in Annexes A, B and C hereto, respectively. “United States” means the United States of America, its territories and possessions, any State of the United States, and the District of Columbia.

After you submit the Eligibility Letter and if you qualify under the applicable criteria, you will be entitled to access the secured area of the Company’s website. The Company expressly reserves the right to deny access to any persons who submit the Eligibility Letter if the Company is not satisfied that such person meets the applicable requirements.

Please direct any questions to the Company’s Investor Relations division at:

Investor.relations@ascendlearning.com

Very truly yours,

Ascend Learning, LLC



Eligibility Letter

To: Ascend Learning, LLC
11161 Overbrook Road
Leawood, KS 66211
Attention: Investor Relations email: investor.relations@ascendlearning.com

Ladies and Gentlemen:

The undersigned hereby represents and warrants to Ascend Learning, LLC (the "Company") as follows (please check boxes for those items that apply to you):

- (1) It is the holder or beneficial owner, or is acting on behalf of a holder or beneficial owner, of the Company's 6.875% Senior Notes due 2025 (the "Notes"), in the amount set forth below.
- (2) It is, or in the event that the undersigned is acting on behalf of a holder or beneficial owner of the Notes, the undersigned has received a written certification from such holder or beneficial owner (dated as of a specific date on or since the close of such holder's or beneficial owner's most recent fiscal year) to the effect that such holder or beneficial owner is, one of the following (as indicated with a checkmark):
 - a "qualified institutional buyer" (or "QIB") as defined in Rule 144A under the Securities Act; or
 - an institutional "accredited investor" as defined in Rule 501(a)(1), (2), (3) or (7) under the Securities Act; or
 - not a "U.S. person" as contemplated by Rule 903(a)(1) of Regulation S under the Securities Act.
- (3) It is a prospective investor in the Notes and is one of the following (as indicated with a checkmark):
 - a "qualified institutional buyer" (or "QIB") as defined in Rule 144A under the Securities Act;
 - an institutional "accredited investor" as defined in Rule 501(a)(1), (2), (3) or (7) under the Securities Act; or
 - not a "U.S. person" as contemplated by Rule 903(a)(1) of Regulation S under the Securities Act.
- (4) It is a securities analyst.
- (5) It is a market maker in the Notes.

The undersigned agrees (i) to treat all information contained on the website as confidential in accordance with the confidentiality acknowledgment provided in connection with accessing the website, (ii) not to use any information contained on the website for any purpose other than for its investment or potential investment in the Notes and (iii) not to publicly disclose any information contained on the website.



The undersigned understands that it is providing the information contained herein solely for purposes of enabling the Company to provide the undersigned access to certain information regarding the Company. The undersigned also understands that the Company expressly reserves the right to deny access to any persons who submit this Eligibility Letter if the Company is not satisfied that such person meets the applicable requirements.

The Company reserves the right to take any and all appropriate legal action with respect to any person who makes any false representation or warranty to the Company for the purpose of accessing the website, including any appropriate remedies available in equity or at law. The Company may revoke access to the website at any time in its sole discretion.

The undersigned agrees that it will notify the Company if any of the representations it makes in this letter cease to be correct.

Very truly yours,

Dated: _____

By: _____
(Signature)

Please indicate below the aggregate principal amount of Notes held

6.875% Senior Notes due 2025

(Name)

CUSIPs/ISINs:

(Title)

043502 AA1 / US043502AA19 (144A)
U0434T AA7 / USU0434TAA70 (Reg S)

(Institution)

Amount held: \$ _____

(Address)

(City/State/Zip Code)

(Country)

(Phone)

(Facsimile)

(Email)

“Qualified Institutional Buyer” means:

- (1) Any of the following entities, acting for its own account or the accounts of other qualified institutional buyers, that in the aggregate owns and invests on a discretionary basis at least \$100 million in securities of issuers that are not affiliated with the entity:
 - (a) Any insurance company as defined in Section 2(a)(13) of the Securities Act;
 - (b) Any investment company registered under the Investment Company Act of 1940 (the “Investment Company Act”) or any business development company as defined in Section 2(a)(48) of the Investment Company Act;
 - (c) Any small business investment company licensed by the U.S. Small Business Administration under Section 301(c) or (d) of the Small Business Investment Act of 1958;
 - (d) Any plan established and maintained by a state, its political subdivisions, or any agency or instrumentality of a state or its political subdivisions, for the benefit of its employees;
 - (e) Any employee benefit plan within the meaning of Title I of the Employee Retirement Income Security Act of 1974;
 - (f) Any trust fund whose trustee is a bank or trust company and whose participants are exclusively plans of the types identified in subparagraph (1)(d) or (e) above, except trust funds that include as participants individual retirement accounts or H.R. 10 plans;
 - (g) Any business development company as defined in Section 202(a)(22) of the Investment Advisers Act of 1940 (the “Investment Advisers Act”);
 - (h) Any organization described in Section 501(c)(3) of the Internal Revenue Code, corporation (other than a bank as defined in Section 3(a)(2) of the Securities Act or a savings and loan association or other institution referenced in Section 3(a)(5)(A) of the Securities Act or a foreign bank or savings and loan association or equivalent institution), partnership, or Massachusetts or similar business trust; and
 - (i) Any investment adviser registered under the Investment Advisers Act;
- (2) Any dealer registered pursuant to Section 15 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), acting for its own account or the accounts of other qualified institutional buyers, that in the aggregate owns and invests on a discretionary basis at least \$10 million of securities of issuers that are not affiliated with the dealer, provided that securities constituting the whole or a part of an unsold allotment to or subscription by a dealer as a participant in a public offering shall not be deemed to be owned by such dealer;
- (3) Any dealer registered pursuant to Section 15 of the Exchange Act acting in a “riskless principal transaction” (as defined below) on behalf of a qualified institutional buyer;
- (4) Any investment company registered under the Investment Company Act, acting for its own account or for the accounts of other qualified institutional buyers, that is part of a family of investment companies which own in the aggregate at least \$100 million in securities of issuers, other than issuers that are affiliated with the investment company or are part of such family of investment companies. “Family of investment companies” means any two or more investment companies registered under the Investment Company Act, except for a unit investment trust whose assets consist solely of shares of one or more registered investment companies, that have the same investment adviser (or, in the case of unit investment trusts, the same depositor), provided that:

(a) Each series of a series company (as defined in Rule 18f-2 under the Investment Company Act) shall be deemed to be a separate investment company; and

(b) Investment companies shall be deemed to have the same adviser (or depositor) if their advisers (or depositors) are majority-owned subsidiaries of the same parent, or if one investment company's adviser (or depositor) is a majority-owned subsidiary of the other investment company's adviser (or depositor);

(5) Any entity, all of the equity owners of which are qualified institutional buyers, acting for its own account or the accounts of other qualified institutional buyers; and

(6) Any bank as defined in Section 3(a)(2) of the Securities Act, any savings and loan association or other institution as referenced in Section 3(a)(5)(A) of the Securities Act, or any foreign bank or savings and loan association or equivalent institution, acting for its own account or the accounts of other qualified institutional buyers, that in the aggregate owns and invests on a discretionary basis at least \$100 million in securities of issuers that are not affiliated with it and that has an audited net worth of at least \$25 million as demonstrated in its latest annual financial statements, as of a date not more than 16 months preceding the date of sale under the rule in the case of a U.S. bank or savings and loan association, and not more than 18 months preceding such date of sale for a foreign bank or savings and loan association or equivalent institution.

For purposes of the foregoing definitions:

(1) In determining the aggregate amount of securities owned and invested on a discretionary basis by an entity, the following instruments and interests shall be excluded: bank deposit notes and certificates of deposit; loan participations; repurchase agreements; securities owned but subject to a repurchase agreement; and currency, interest rate and commodity swaps.

(2) The aggregate value of securities owned and invested on a discretionary basis by an entity shall be the cost of such securities, except where the entity reports its securities holdings in its financial statements on the basis of their market value, and no current information with respect to the cost of those securities has been published. In the latter event, the securities may be valued at market for purposes of this section.

(3) In determining the aggregate amount of securities owned by an entity and invested on a discretionary basis, securities owned by subsidiaries of the entity that are consolidated with the entity in its financial statements prepared in accordance with generally accepted accounting principles may be included if the investments of such subsidiaries are managed under the direction of the entity, except that, unless the entity is a reporting company under Section 13 or 15(d) of the Exchange Act, securities owned by such subsidiaries may not be included if the entity itself is a majority-owned subsidiary that would be included in the consolidated financial statements of another enterprise.

(4) "Riskless principal transaction" means a transaction in which a dealer buys a security from any person and makes a simultaneous offsetting sale of such security to a qualified institutional buyer, including another dealer acting as riskless principal for a qualified institutional buyer.

Institutional "Accredited Investor" means:

(1) Any bank as defined in Section 3(a)(2) of the Securities Act or any savings and loan association or other institution specified in Section 3(a)(5)(A) of the Securities Act whether acting in its individual or fiduciary capacity; any broker or dealer registered pursuant to Section 15 of the Exchange Act; any insurance company as defined in Section 2(a)(13) of the Securities Act; any investment company registered under the Investment Company Act or a business development company as defined in Section 2(a)(48) of that Act; any Small Business Investment Company licensed by the U.S. Small Business Administration under Section 301(c) or (d) of the Small Business Investment Act of 1958; any plan established and maintained by a state, its political subdivisions, or any agency or instrumentality of a state or its political subdivisions, for the benefit of its employees, if such plan has total assets in excess of \$5,000,000; any employee benefit plan within the meaning of the Employee Retirement Income Security Act of 1974, if the investment decision is made by a plan fiduciary, as defined in Section 3(21) of such Act, which is either a bank, savings and loan association, insurance company, or registered investment adviser, or if the employee benefit plan has total assets in excess of \$5,000,000 or, if a self-directed plan, with investment decisions made solely by persons that are accredited investors;

(2) Any private business development company as defined in Section 202(a)(22) of the Investment Advisers Act;

(3) Any organization described in Section 501(c)(3) of the Internal Revenue Code, corporation, Massachusetts or similar business trust, or partnership, not formed for the specific purpose of acquiring the securities offered, with total assets in excess of \$5,000,000; or

(4) Any trust with total assets in excess of \$5,000,000, not formed for the specific purpose of acquiring the securities offered, whose purchase is directed by a sophisticated person as described in Rule 506(b)(2)(ii) under the Securities Act.

- (1) “U.S. person” means:
- (a) Any natural person resident in the United States;
 - (b) Any partnership or corporation organized or incorporated under the laws of the United States;
 - (c) Any estate of which any executor or administrator is a U.S. person;
 - (d) Any trust of which any trustee is a U.S. person;
 - (e) Any agency or branch of a foreign entity located in the United States;
 - (f) Any non-discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary for the benefit or account of a U.S. person;
 - (g) Any discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary organized, incorporated, or (if an individual) resident in the United States; and
 - (h) Any partnership or corporation if:
 - (i) Organized or incorporated under the laws of any foreign jurisdiction; and
 - (ii) Formed by a U.S. person principally for the purpose of investing in securities not registered under the Securities Act, unless it is organized or incorporated, and owned, by accredited investors (as defined in Rule 501(a) under the Securities Act) who are not natural persons, estates or trusts.
- (2) The following are **not** “U.S. persons”:
- (a) Any discretionary account or similar account (other than an estate or trust) held for the benefit or account of a non-U.S. person by a dealer or other professional fiduciary organized, incorporated, or (if an individual) resident in the United States;
 - (b) Any estate of which any professional fiduciary acting as executor or administrator is a U.S. person if:
 - (i) An executor or administrator of the estate who is not a U.S. person has sole or shared investment discretion with respect to the assets of the estate; and
 - (ii) The estate is governed by foreign law;
 - (c) Any trust of which any professional fiduciary acting as trustee is a U.S. person, if a trustee who is not a U.S. person has sole or shared investment discretion with respect to the trust assets, and no beneficiary of the trust (and no settlor if the trust is revocable) is a U.S. person;
 - (d) An employee benefit plan established and administered in accordance with the law of a country other than the United States and customary practices and documentation of such country;
 - (e) Any agency or branch of a U.S. person located outside the United States if:
 - (i) The agency or branch operates for valid business reasons; and

(ii) The agency or branch is engaged in the business of insurance or banking and is subject to substantive insurance or banking regulation, respectively, in the jurisdiction where located; and

(f) The International Monetary Fund, the International Bank for Reconstruction and Development, the Inter-American Development Bank, the Asian Development Bank, the African Development Bank, the United Nations, and their agencies, affiliates and pension plans, and any other similar international organizations, their agencies, affiliates and pension plans.