### Form 5500-SF

Department of the Treasury Internal Revenue Service

Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation

# Short Form Annual Return/Report of Small Employee Benefit Plan

This form is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA), and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code).

1210-0089

OMB Nos. 1210-0110

2011

This Form is Open to Public Inspection

| P      |   | lance with   | n the instructions to the Form 5500    | SF.         |                   | •                 |    |
|--------|---|--------------|--|-------------|-------------------|-------------------|----|
| Pä     | art I Annual Report Identification Information                          |              |  |             |                   |                   |    |
| For    | calendar plan year 2011 or fiscal plan year beginning 01/01/2011        | 1            | and ending 12                          | 2/31/2      | 011               |                   |    |
| Α .    | This return/report is for:  | a multiple   | -employer plan (not multiemployer)     | Ī           | a one-particip    | oant plan         |    |
|        |   | •            | eturn/report                           | L           |                   | ·                 |    |
|        |   |              | •                                      |             |                   |                   |    |
|        |   |              | in year return/report (less than 12 mo | ontns)<br>- | 7                 |                   |    |
| С      | Check box if filing under:  | automatic    | extension                              | _           | DFVC progra       | ım                |    |
|        | special extension (enter description                                    | n)           |  |             |                   |                   |    |
| Pa     | art II Basic Plan Information—enter all requested informa               | ation        |  |             |                   |                   |    |
|        | Name of plan  |              |  | 1b          | Three-digit       |                   |    |
|        | JENT LEARNING NETWORKS, INC. DEFINED BENEFIT PLAN                       |              |  |             | plan number       |                   |    |
|        |   |              |  |             | (PN) <b>▶</b>     | 001               |    |
|        |   |              |  | 1c          | Effective date of | f plan            |    |
|        |   |              |  |             | 01/01/            | /2005             |    |
|        | Plan sponsor's name and address; include room or suite number (en       | mployer, if  | for a single-employer plan)            |             | Employer Identif  |                   |    |
| SEQ    | UENT LEARNING NETWORKS, INC.  |              |  |             | (EIN) 01-06       |                   |    |
|        |   |              |  | 2c          | Sponsor's telep   |                   |    |
|        | MERSEN PLACE  |              |  |             | 631-725           |                   |    |
| SAG    | HARBOR, NY 11963  |              |  | 2d          | ,                 | see instructions) |    |
|        |   |              |  |             | 54160             |                   |    |
|        | Plan administrator's name and address (if same as plan sponsor, en      |              | ")                                     | 3b /        | Administrator's E | EIN<br>08675      |    |
| SEQI   | JENT LEARNING NETWORKS, INC. 26 EMERSEN SAG HARBOF                      |              | 63                                     | 20          |                   |                   | _  |
|        |   |              |  | 36          | 631-725           | elephone numbe    | ı  |
| 4      | If the name and/or EIN of the plan sponsor has changed since the la     | ast return/i | report filed for this plan, enter the  | 4b          | FIN               |                   | _  |
| -      | name, EIN, and the plan number from the last return/report.             | 201.0101.1,  | repert med for time plans, erries and  |             |                   |                   | _  |
| а      | Sponsor's name  |              |  | 4c          | PN                |                   |    |
| 5a     | Total number of participants at the beginning of the plan year          |              |  | 5a          |                   |                   |    |
| b      | Total number of participants at the end of the plan year                |              |  | 5b          |                   |                   |    |
| С      | Number of participants with account balances as of the end of the pl    |              | -                                      | 0.0         |                   |                   | _  |
| •      | complete this item)   | • (          | •                                      | 5c          |                   |                   |    |
| 6a     | Were all of the plan's assets during the plan year invested in eligible | e assets?    | (See instructions.)                    |             |                   | X Yes N           | ٧o |
| b      | Are you claiming a waiver of the annual examination and report of a     | an indeper   | ndent qualified public accountant (IQF | PA)         |                   |                   |    |
|        | under 29 CFR 2520.104-46? (See instructions on waiver eligibility a     | and conditi  | ons.)                                  |             |                   | X Yes \ \         | VО |
| _      | If you answered "No" to either 6a or 6b, the plan cannot use Fo         | orm 5500-    | SF and must instead use Form 550       | 0.          |                   |                   |    |
| Pa     | rt III Financial Information  |              |  |             |                   |                   |    |
| 7      | Plan Assets and Liabilities   |              | (a) Beginning of Year                  |             | (b) End           | of Year           |    |
| а      | Total plan assets   | 7a           | 409963                                 |             |                   | 362028            |    |
| b      | Total plan liabilities  | 7b           | 0                                      |             |                   | 0                 |    |
| С      | Net plan assets (subtract line 7b from line 7a)                         | 7c           | 409963                                 |             |                   | 362028            |    |
| 8      | Income, Expenses, and Transfers for this Plan Year                      |              | (a) Amount                             |             | (b) T             | otal              |    |
| а      | Contributions received or receivable from:                              |              | · ·                                    |             | \(\frac{1}{2}\)   |                   | П  |
|        | (1) Employers   | 8a(1)        | 0                                      |             |                   |                   |    |
|        | (2) Participants  | 8a(2)        | 0                                      |             |                   |                   |    |
|        | (3) Others (including rollovers)  | 8a(3)        | 0                                      |             |                   |                   |    |
| b      | Other income (loss)   | 8b           | -47785                                 |             |                   |                   |    |
| C      | Total income (add lines 8a(1), 8a(2), 8a(3), and 8b)                    | 8c           |  |             |                   | -47785            | _  |
| d      | Benefits paid (including direct rollovers and insurance premiums        | - 00         |  |             |                   |                   |    |
| u      | to provide benefits)  | 8d           |  |             |                   |                   |    |
| е      | Certain deemed and/or corrective distributions (see instructions)       | 8e           |  |             |                   |                   |    |
| f      | Administrative service providers (salaries, fees, commissions)          | 8f           |  |             |                   |                   |    |
| g<br>g | Other expenses  | 8g           | 150                                    |             |                   |                   |    |
|        | · · · · · · · · · · · · · · · · · · ·                                   |              |  |             |                   | 150               | _  |
| h<br>: | Total expenses (add lines 8d, 8e, 8f, and 8g)                           | 8h           |  |             |                   | -47935            | _  |
| !      | Net income (loss) (subtract line 8h from line 8c)                       | 8i           |  |             |                   | -41 830           |    |
| J      | Transfers to (from) the plan (see instructions)                         | 8j           |  |             |                   |                   |    |

| Form | 5500. | -25 | 201 | , |
|------|-------|-----|-----|---|

| Page <b>Z</b> - 11 | Page 2 | - | 1 |  |
|--------------------|--------|---|---|--|
|--------------------|--------|---|---|--|

| Dart IV | Dlan (   | Charac | toriction |
|---------|----------|--------|-----------|
| Part IV | i Pian ( | ∍narac | teristics |

- **9a** If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
  - 1A 1G 3D 1I
  - If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

| art   | V      | Compliance Questions  |        | •       |          | _             |                 |      |
|-------|--------|---|--------|---------|----------|---------------|-----------------|------|
| 0     | Duri   | ng the plan year:   |        | Yes     | No       | A             | mount           |      |
| а     |        | there a failure to transmit to the plan any participant contributions within the time period described in CFR 2510.3-102? (See instructions and DOL's Voluntary Fiduciary Correction Program)                 | 10a    |         | X        |               |                 |      |
| b     |        | e there any nonexempt transactions with any party-in-interest? (Do not include transactions reported ne 10a.)   | 10b    |         | X        |               |                 |      |
| С     | Wa     | s the plan covered by a fidelity bond?  | 10c    |         | X        |               |                 |      |
| d     |        | the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud ishonesty?  | 10d    |         | X        |               |                 |      |
| е     | insu   | e any fees or commissions paid to any brokers, agents, or other persons by an insurance carrier, rance service or other organization that provides some or all of the benefits under the plan? (See uctions.) | 10e    |         | X        |               |                 |      |
| f     | Has    | the plan failed to provide any benefit when due under the plan?   | 10f    |         | X        |               |                 |      |
| g     | Did    | the plan have any participant loans? (If "Yes," enter amount as of year end.)   | 10g    |         | X        |               |                 |      |
| h     |        | s is an individual account plan, was there a blackout period? (See instructions and 29 CFR 0.101-3.)  | 10h    |         | X        |               |                 |      |
| i     |        | th was answered "Yes," check the box if you either provided the required notice or one of the eptions to providing the notice applied under 29 CFR 2520.101-3   | 10i    |         |          |               |                 |      |
| art   | VI     | Pension Funding Compliance  |        |         |          | •             |                 |      |
| 11    | Is th  | is a defined benefit plan subject to minimum funding requirements? (If "Yes," see instructions and com  |        |         |          |               | X Yes           | No   |
| 2     | Is th  | is a defined contribution plan subject to the minimum funding requirements of section 412 of the Code   | or se  | ection  | 302 of   | ERISA?        | Yes             | No   |
|       | (If "Y | es," complete 12a or 12b, 12c, 12d, and 12e below, as applicable.)  |        |         |          |               |                 |      |
| а     |        | vaiver of the minimum funding standard for a prior year is being amortized in this plan year, see instru<br>ting the waiver   |        |         |          |               |                 |      |
| lf y  | ou c   | ompleted line 12a, complete lines 3, 9, and 10 of Schedule MB (Form 5500), and skip to line 13.   |        | г       |          |               |                 |      |
| b     | Ente   | r the minimum required contribution for this plan year  |        |         | 12b      |               |                 |      |
| С     | Ente   | r the amount contributed by the employer to the plan for this plan year   |        | [       | 12c      |               |                 |      |
| d     |        | ract the amount in line 12c from the amount in line 12b. Enter the result (enter a minus sign to the left ative amount)   |        |         | 12d      |               |                 |      |
| е     | Will   | the minimum funding amount reported on line 12d be met by the funding deadline?   |        |         |          | Yes           | No              | N/A  |
| art   | VII    | Plan Terminations and Transfers of Assets   |        |         |          |               |                 |      |
| 3a    | Has    | a resolution to terminate the plan been adopted in any plan year?   |        |         | X        | Yes No        |                 |      |
|       |        | es," enter the amount of any plan assets that reverted to the employer this year  | _      |         |          | <u> </u>      |                 | 0    |
| b     |        | e all the plan assets distributed to participants or beneficiaries, transferred to another plan, or brought   |        |         |          |               | Yes             | No   |
| _     |        | e PBGC?   |        |         |          |               | l res /         | INO  |
| С     |        | ring this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify t<br>th assets or liabilities were transferred. (See instructions.)                               | ne pia | n(s) to | )        |               |                 |      |
| 1     | 3c(1)  | Name of plan(s):  |        | 13      | c(2) El  | IN(s)         | <b>13c(3)</b> P | N(s) |
| Cauti | ion: A | A penalty for the late or incomplete filing of this return/report will be assessed unless reasonab  | le car | ıse is  | establ   | lished.       |                 |      |
| امطم  |        | oltion of parity and other panelting out forth in the instructions. I dealers that I have exemined this rat   | /      |         | منامداده | a if applicab | la a Cabad      | ulo  |

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including, if applicable, a Schedule SB or Schedule MB completed and signed by an enrolled actuary, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

| SIGN | Filed with authorized/valid electronic signature. | 04/20/2012 | STEVEN HAINES  |
|------|---|------------|--|
| HERE | Signature of plan administrator                   | Date       | Enter name of individual signing as plan administrator       |
| SIGN |   |            |  |
| HERE | Signature of employer/plan sponsor                | Date       | Enter name of individual signing as employer or plan sponsor |

# SCHEDULE SB (Form 5500)

Department of the Treasury Internal Revenue Service

Department of Labor Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

## Single-Employer Defined Benefit Plan Actuarial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

File as an attachment to Form 5500 or 5500-SF.

OMB No. 1210-0110

2011

This Form is Open to Public Inspection

| For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011    Round off amounts to nearest dollar.   |        |
|--|--------|
| C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF SEQUENT LEARNING NETWORKS, INC.  D Employer Identification Number (EIN) 01-0608675  E Type of plan: Single Multiple-A Multiple-B F Prior year plan size: 100 or fewer 101-500 More than 500  Part I Basic Information  1 Enter the valuation date: Month 01 Day 01 Year 2011  2 Assets:  a Market value. 2a  |        |
| A Name of plan SEQUENT LEARNING NETWORKS, INC. DEFINED BENEFIT PLAN  C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF SEQUENT LEARNING NETWORKS, INC.  D Employer Identification Number (EIN) 01-0608675  E Type of plan:  Single  Multiple-A  Multiple-B  F Prior year plan size:  100 or fewer  101-500  More than 500  Part I Basic Information  1 Enter the valuation date:  Month 01  Day 01  Year 2011  2 Assets:                                   |        |
| C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF SEQUENT LEARNING NETWORKS, INC.  D Employer Identification Number (EIN) 01-0608675  E Type of plan: Single Multiple-A Multiple-B F Prior year plan size: 100 or fewer 101-500 More than 500  Part I Basic Information 1 Enter the valuation date: Month 01 Day 01 Year 2011  2 Assets:  a Market value   |        |
| E Type of plan: Single Multiple-A Multiple-B F Prior year plan size: 100 or fewer 101-500 More than 500  Part I Basic Information  1 Enter the valuation date: Month 01 Day 01 Year 2011  2 Assets:  a Market value  |        |
| E Type of plan: X Single Multiple-A Multiple-B F Prior year plan size: 100 or fewer 101-500 More than 500  Part I Basic Information  1 Enter the valuation date: Month 01 Day 01 Year 2011  2 Assets:  a Market value  |        |
| Part I Basic Information  1 Enter the valuation date: Month 01 Day 01 Year 2011  2 Assets:  a Market value   |        |
| 1 Enter the valuation date:       Month 01       Day 01       Year 2011         2 Assets:       a Market value       2a  |        |
| 1 Enter the valuation date:       Month 01 Day 01 Year 2011         2 Assets:       2 Market value   |        |
| 2 Assets: a Market value   |        |
| a Market value   |        |
|  | 409042 |
| V Actuarial value  | 409042 |
|  |        |
| 3 Funding target/participant count breakdown: (1) Number of participants (2) Funding Target (3) For retired participants and baneficiaries receiving payment (3)   |        |
| a For retired participants and beneficialles receiving payment   | 0      |
| b For terminated vested participants   | 0      |
| C For active participants:   |        |
| (1) Non-vested benefits  | 0      |
| (2) Vested benefits  | 305421 |
| (3) Total active   | 305421 |
| <b>d</b> Total   | 305421 |
| 4 If the plan is in at-risk status, check the box and complete lines (a) and (b)   |        |
| a Funding target disregarding prescribed at-risk assumptions   |        |
| Display to the company to the company to the company to the company that have been in  |        |
| at-risk status for fewer than five consecutive years and disregarding loading factor   |        |
| 5 Effective interest rate  | 5.75 % |
| 6 Target normal cost   | 0      |
| Statement by Enrolled Actuary  |        |
| To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other accombination, offer my best estimate of anticipated experience under the plan. |        |
| SIGN         04/17/2012  |        |
| Signature of actuary Date  |        |
| CARL SHALIT 11-02414   |        |
| Type or print name of actuary  Most recent enrollment number   |        |
| CARL SHALIT & ASSOCIATES 978-745-9939  |        |
| Firm name  35 CONGRESS STREET, STE 202 SALEM, MA 01970  Telephone number (including area co  | ie)    |
| Address of the firm  |        |
| If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions  |        |

| Page | 2 - | 1 |
|------|-----|---|
|------|-----|---|

Schedule SB (Form 5500) 2011

| Pa  | rt II          | Begin     | ning of year         | carryov      | er and prefunding ba  | lances        |              |                    |     |       |          |          |        |
|-----|----------------|-----------|----------------------|--------------|---|---------------|--------------|--------------------|-----|-------|----------|----------|--------|
|     | •              |           |                      |              |   |               | (a) (        | Carryover balance  |     | (b) F | Prefundi | ng balaı | nce    |
| 7   |                | _         |                      |              | cable adjustments (line 13 f                                  | -             |              |                    | 0   |       |          |          | 10293  |
| 8   |                |           |                      | •            | funding requirement (line 35                                  |               |              |                    | 0   |       |          |          | 0      |
| 9   | Amount         | remainir  | ng (line 7 minus lir | ne 8)        |   |               |              |                    | 0   |       |          |          | 10293  |
| 10  | Interest       | on line 9 | using prior year's   | actual re    | turn of12.68%   |               |              |                    | 0   |       |          |          | 1305   |
| 11  | Prior yea      | ar's exce | ess contributions to | o be adde    | d to prefunding balance:                                      |               |              |                    |     |       |          |          |        |
|     | <b>a</b> Pres  | ent valu  | e of excess contril  | butions (lir | ne 38 from prior year)  |               |              |                    |     |       |          |          | 71887  |
|     |                |           |                      |              | e rate of 6.61 % excep  |               |              |                    |     |       |          |          | 4752   |
|     | <b>C</b> Total | available | e at beginning of cu | ırrent plan  | year to add to prefunding bala                                | ance          |              |                    |     |       |          |          | 76639  |
|     | <b>d</b> Porti | on of (c) | to be added to pr    | efunding b   | palance   |               |              |                    |     |       |          |          | 76639  |
| 12  | Other re       | ductions  | s in balances due    | to election  | s or deemed elections   |               |              |                    | 0   |       |          |          | 0      |
| 13  | Balance        | at begir  | nning of current ye  | ar (line 9 - | + line 10 + line 11d – line 12                                | )             |              |                    | 0   |       |          |          | 88237  |
| P   | art III        | Fun       | ding percenta        | iges         |   |               |              |                    |     |       |          |          |        |
| 14  | Funding        | •         | - ·                  | _            |   |               |              |                    |     |       | 14       | 10       | 5.03 % |
|     |                |           |                      |              | ge  |               |              |                    |     |       | 15       | 13       | 3.92 % |
|     | Prior yea      | ar's fund | ling percentage fo   | r purposes   | s of determining whether car                                  | ryover/prefur | nding balan  | nces may be used   |     |       | 16       | 10       | 3.74 % |
| 17  |                |           |                      |              | is less than 70 percent of the                                |               |              |                    |     | 1     | 17       |          | %      |
| Pa  | art IV         | Con       | tributions and       | d liauidi    | tv shortfalls   |               |              |                    |     |       |          |          |        |
|     |                |           |                      |              | rear by employer(s) and emp                                   | oloyees:      |              |                    |     |       |          |          |        |
|     | (a) Date       |           | (b) Amount pa        |              | (c) Amount paid by  | (a) Da        |              | (b) Amount pa      |     | (0    | Amou     |          | ру     |
| (IV | IM-DD-Y        | ( Y Y )   | employer(            | (S)          | employees   | (MM-DD-       | YYYY)        | employer(          | s)  |       | empi     | oyees    |        |
|     |                |           |                      |              |   |               |              |                    |     |       |          |          |        |
|     |                |           |                      |              |   |               |              |                    |     |       |          |          |        |
|     |                |           |                      |              |   |               |              |                    |     |       |          |          |        |
|     |                |           |                      |              |   |               |              |                    |     |       |          |          |        |
|     |                |           |                      |              |   |               |              |                    |     |       |          |          |        |
|     |                |           |                      |              |   | Totals ▶      | 18(b)        |                    |     | 18(c) |          |          |        |
| 10  | Diagous        | tod omn   | lavar aantributions  | annina       | trustians for small plan with                                 |               | ` ,          | a baginning of the |     | 10(0) |          |          |        |
| 19  |                | •         | -                    |              | tructions for small plan with<br>nimum required contributions |               |              |                    | 19a |       |          |          | 0      |
|     | _              |           |                      |              | djusted to valuation date                                     |               |              |                    | 19b |       |          |          | 0      |
|     |                |           |                      |              | uired contribution for current y                              |               |              |                    | 19c |       |          |          | 0      |
| 20  |                |           | outions and liquidit |              |   | rear aujusteu | io valuation | i date             | 190 |       |          |          |        |
| 20  |                | •         | •                    | •            | s.<br>the prior year?   |               |              |                    |     |       |          | Yes      | X No   |
|     |                | •         | -                    |              | stallments for the current year                               |               |              |                    |     |       | <br>     | Yes      | No     |
|     |                |           |                      | -            | lete the following table as ap                                |               | ,            |                    |     |       |          |          |        |
|     | ₩ 11 ZUA       | .5 103,   | 330 11301 40010113   | and comp     | Liquidity shortfall as of e                                   |               | of this plan | n year             |     |       |          |          |        |
|     |                | (1) 1s    | st                   |              | (2) 2nd   |               |              | 3rd                |     |       | (4) 4th  | 1        |        |
|     |                |           |                      |              |   |               |              |                    |     |       |          |          |        |

| Pa       | rt V          | Assumptio           | ns used to determ                     | ine f    | unding target and tar  | get ı    | normal cost              |            |                            |
|----------|---------------|---------------------|---------------------------------------|----------|--|----------|--------------------------|------------|----------------------------|
| 21       | Disco         | ount rate:          |                                       |          |  |          |                          |            |                            |
|          | <b>a</b> Se   | egment rates:       | 1st segment:<br>2.94%                 |          | 2nd segment:<br>5.82%  |          | 3rd segment:<br>6.46 %   |            | N/A, full yield curve used |
|          | <b>b</b> At   | policable month     | (enter code)                          |          |  |          |                          | 21b        | 0                          |
| 22       |               |                     |                                       |          |  |          |                          | 22         | 65                         |
| 23       |               | ality table(s) (see |                                       |          | escribed - combined  |          | scribed - separate       | Substitu   |                            |
|          |               | 1                   | _                                     |          |  |          | oomood coparate          |            |                            |
|          |               | Miscellane          |                                       |          |  |          |                          |            |                            |
|          |               | •                   | •                                     |          | uarial assumptions for the co                                  |          | •                        |            |                            |
| 25       | Has a         | a method change     | e been made for the cur               | rent pla | an year? If "Yes," see instru                                  | ctions   | regarding required attac | hment      | Yes 🔀 No                   |
| 26       | Is the        | plan required to    | provide a Schedule of                 | Active   | Participants? If "Yes," see i                                  | nstruc   | tions regarding required | attachment | X Yes No                   |
| 27       |               |                     | ,                                     |          | nding rules, enter applicable                                  |          |                          | 27         |                            |
|          | rt VII        |                     | · · · · · · · · · · · · · · · · · · · |          | m required contribut   |          | • •                      |            |                            |
|          |               |                     |                                       |          | years  |          |                          | 28         | 0                          |
| 29       |               |                     |                                       |          | l unpaid minimum required c                                    |          | · · ·                    | 29         | 0                          |
| 30       | Rema          | aining amount of    | funpaid minimum requir                | ed con   | tributions (line 28 minus line                                 | 29)      |                          | 30         | 0                          |
| Pa       | rt VIII       | Minimum             | required contribu                     | tion f   | or current year  |          |                          |            |                            |
| 31       | Targe         | et normal cost a    | nd excess assets (see ir              | nstruct  | ions):   |          |                          |            |                            |
|          | <b>a</b> Tai  | rget normal cost    | (line 6)                              |          |  |          |                          | 31a        | 0                          |
|          | <b>b</b> Ex   | cess assets, if a   | applicable, but not greate            | er than  | 31a  |          |                          | 31b        | 0                          |
| 32       | Amor          | tization installme  | ents:                                 |          |  |          | Outstanding Bala         | ince       | Installment                |
|          | a Ne          | et shortfall amort  | ization installment                   |          |  |          |                          | 0          | 0                          |
|          | <b>b</b> Wa   | aiver amortizatio   | on installment                        |          |  |          |                          | 0          | 0                          |
| 33       |               |                     |                                       |          | ter the date of the ruling lette                               |          |                          | 33         | 0                          |
| 34       | Total         | funding requirer    | ment before reflecting ca             | arrvove  | er/prefunding balances (lines                                  | 31a -    | 31b + 32a + 32b - 33)    | 34         | 0                          |
|          |               |                     |                                       | ,        | Carryover balance  |          | Prefunding bala          | l          | Total balance              |
| 35       | Dolom         | and alooted for     | use to offset funding                 |          | - Carrye von Banarios  |          |                          |            | . Otal balance             |
| 33       |               |                     | use to onset funding                  |          |  | 0        |                          | 0          | 0                          |
| 36       | Additi        | ional cash requir   | rement (line 34 minus lir             | ne 35).  |  |          |                          | 36         | 0                          |
| 37       | Contr         | ributions allocate  | ed toward minimum requ                | ired co  | ontribution for current year a                                 | djuste   | d to valuation date      | 37         | 0                          |
| 20       |               |                     |                                       |          | or (one instructions)  |          |                          |            |                            |
| 30       |               |                     | ess contributions for curr            |          | ,  |          |                          | 38a        | 0                          |
|          |               |                     | •                                     |          | nunfunding and funding atom                                    |          |                          | 38b        | 0                          |
| 39       |               |                     |                                       |          | prefunding and funding star<br>ear (excess, if any, of line 36 |          | -                        | 39         | 0                          |
|          |               |                     |                                       |          | , ,,   |          | ,                        | 40         |                            |
| 40<br>Do |               |                     |                                       |          | noise Polist Ast of 21   |          |                          | 40         |                            |
|          | rt IX         |                     |                                       |          | nsion Relief Act of 20   |          | <u></u>                  |            |                            |
| 41       | If a sh       | nortfall amortizati | ion base is being amorti              | zed pu   | irsuant to an alternative amo                                  | ortizati | on schedule:             |            | <del></del>                |
|          | <b>a</b> Sch  | nedule elected      |                                       |          |  |          |                          |            | 2 plus 7 years 15 years    |
|          | <b>b</b> Elig | gible plan year(s)  | ) for which the election i            | n line 4 | 11a was made   |          |                          | 200        | 8 2009 2010 2011           |
| 42       | Amou          | int of acceleratio  | n adjustment                          |          |  |          |                          | 42         |                            |
| 43       | Exces         | ss installment ac   | celeration amount to be               | carrie   | d over to future plan years                                    |          |                          | 43         |                            |

# Schedule SB, line 26 - Schedule of Active Participant Data

# YEARS OF CREDITED SERVICE

| 70 & Up | 65 to 69 | 60 to 64 | 55 to 59 |                               | 50 to 54 | 45 to 49 |   | 40 to 44 | 35 to 39 | 30 to 34 | 25 to 29 | Under 25 |         | Age      | Attained | 177 26-1-1-1 |
|---------|----------|----------|----------|-------------------------------|----------|----------|---|----------|----------|----------|----------|----------|---------|----------|----------|--------------|
|         |          | 0        | 0        |                               | 0        | 0        |   | 0        | 0        | 0        | ٥        | 0        |         | No.      |          |              |
| 0       | 9        | 0        | 0        |                               | 0        | 0        |   | 0        | 0        | 0        | 0        | 0        |         | Comp     | Avg.     | Under 1      |
|         | 0        | 0        | 0        |                               | 0        | ļranā.   |   | 0        | 0        | 0        | 0        | 0        |         | No.      |          |              |
| 0       | 0        | 0        | 0        |                               | 0        | 0        |   | 0        | <br>0    | 9        | 0        | 0        |         | ١_       |          | 1 To 4       |
| 0       | 0        | 0        |          |                               | 0        | 0        | - | 0        | 0        | <br>0    | 0        | 0        |         | No.      |          |              |
| 0       | •        | 9        | 0        |                               | 0        | 0        |   | 0        | 0        | 0        | 0        | 0        |         | . Comp   | Avg.     | 5 To 9       |
|         | 0        | 0        | 0        |                               | 0        | 0        |   | 0        | 0        | 0        | •        | 0        |         | No.      |          |              |
|         | 0        | 0        | 0        |                               | 0        | 0        |   | 0        | 0        | 0        | <br>0    | 0        |         | Comp     | Avg.     | 10 To 14     |
|         | <b> </b> | 0        | <br>0    |                               | 0        | <br>0    |   | 0        | 0        | 0        | 0        | 0        |         | No.      |          |              |
| 9       | 0        | 0        | 0        |                               | 0        | 0        |   | 0        | 0        | 0        | 0        | 0        |         |          | Ave.     | 15 To 19     |
| 0       | 0        | 0        | 0        |                               | 0        | 0        |   | _        | 0        | 0        |          | 0        | <b></b> | No.      |          | 20           |
|         | 9        | 0        | 0        |                               | 0        | 0        | • | 0        | 0        | <b>~</b> | •        | 0        |         | 1_       | Avg.     | 20 To 24     |
|         | 0        | 0        | 0        |                               | 0        | 0        |   | 0        | 0        | 0        |          | <br>0    |         | No.      |          | 25           |
| 0       | •        | 0        | 0        |                               | 0        | 0        |   | 0        | 0        | 0        | 0        | 0        |         | Comp     | Avg.     | 25 To 29     |
|         | 0        | 0        | 0        | WILLIAM TO THE REAL PROPERTY. | 0        | 0        |   | 0        | <br>0    | _        | ٥        | 0        |         | No.      |          | 30           |
| 0       | 0        | 0        | 0        |                               | 0        | •        |   | 0        | 0        | 0        | 0        | 0        |         | Comp     | Avg      | 30 To 34     |
|         | 0        | 0        | 0        |                               | 0        | 0        |   | 0        | 0        | 0        | 0        | 0        |         | No.      | -        | 3            |
| 0       | 0        | 0        | 0        |                               | 0        | 0        |   | 0        | 0        | •        | 0        | 0        |         |          | Avg      | 35 To 39     |
| 0       | 0        | 0        | 0        |                               | 0        | 0        |   | 0        | 0        | 0        | 0        | 0        |         | No.      |          | 4            |
| 0       | 0        | 0        | 0        |                               | 0        | 0        |   | 0        | 0        | 0        | 0        | 0        |         | No. Comp | Avg.     | 40 & Un      |

Name of plan: Sequent Learning Networks Inc. Defined Benefit Plan Plan sponsor's name: Sequent Learning Networks, Inc.

Plan number: EIN:

001 01-0608675

### Schedule SB, Part V - Statement of Actuarial Assumptions

Actuarial Asset Valuation Method:

Market

Pre-retirement mortality:

2011 Optional Combined Mortality Table for small plans

Pre-retirement turnover:

None

Expected increase in compensation:

0.00%

Lump sum Election Percentage:

100.00%

Name of Plan:

Sequent Learning Networks Inc. D

Plan Sponsor's EIN:

01-0608675

Plan Number:

001

Plan Sponsor's Name:

Sequent Learning Networks, Inc.

### Schedule SB - Part V - Summary of Plan Provisions

**Employer and Plan Data** Initial effective date 01/01/2005 Plan year begins 01/01/2011 Plan year ends 12/31/2011 Valuation date 01/01/2011 Eligibility Requirements Waiting period (mos) 12 Minimum age 21 Minimum age (mos) 0 **Normal Retirement** Minimum age 65 Minimum years of service 0 Minimum years of participation 5 Retirement date 1st of month following

Benefits

Pension Formula:

Benefit formula

Type of Formula:

Unit benefit non-integrated

Effective Date:

01/01/2007

Unit type:

Percent

Unit based on: Maximum total percent: Participation 75.00%

Tiers based on:

None

First tier:

4.58%

None

for 1st None

Second tier: Third tier:

None

for next None for remaining yrs

Maximum credit:

Past years:

4

Future years:

11

Total years:

15

Vesting

Primary

Secondary

Vesting Schedule

Vesting Schedule

3 year cliff

3 year cliff

Name of Plan:

Sequent Learning Networks Inc. Defined Benefit Plan

Plan Sponsor's EIN:

01-0608675

Plan Number:

Plan Sponsor's Name:

Sequent Learning Networks, Inc.

### Schedule SB - line 22 - Description of Weighted Average Retirement Age

The weighted average retirement age has been determined by averaging the normal retirement ages for active participants according to the normal retirement age provision of the plan document. Participants who are active past normal retirement age are assumed to retire at the end of the plan year.

Name of Plan: Sequent Learning Networks Inc. Defined Benefit Plan

Plan Sponsor's EIN: 01-0608675

Plan Number: 001

Plan Sponsor's Name: Sequent Learning Networks, Inc.

### SCHEDULE SB (Form 5500)

Department of the Treasury Internal Revenue Service

Department of Labor Employee Benefits Security Administration

### Single-Employer Defined Benefit Plan Actuarial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the 2011

OMB No. 1210-0110

This Form is Open to Public Internal Revenue Code (the Code). Inspection Pension Benefit Guaranty Corporation File as an attachment to Form 5500 or 5500-SF. For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011 Round off amounts to nearest dollar. Caution: A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established. A Name of plan Three-digit SEQUENT LEARNING NETWORKS, INC. DEFINED BENEFIT PLAN plan number (PN) 001 C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF Employer Identification Number (EIN) SEQUENT LEARNING NETWORKS, INC. 01-0608675 E Type of plan: X Single Multiple-A Multiple-B F Prior year plan size: X 100 or fewer 101-500 More than 500 Part I **Basic Information** Enter the valuation date: 01 Month Day 2011 2 Assets: а 2a 409042 Actuarial value ..... 2b 409042 Funding target/participant count breakdown: (1) Number of participants (2) Funding Target For retired participants and beneficiaries receiving payment ........ 3a 0 For terminated vested participants ..... 3b 0 0 For active participants: (1) Non-vested benefits ..... 3c(1) 0 (2) Vested benefits ..... 3c(2)305421 (3) Total active..... 3c(3) 2 305421 Total ..... 3d 305421 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... Funding target disregarding prescribed at-risk assumptions. 4a Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in 4b at-risk status for fewer than five consecutive years and disregarding loading factor..... 5 Effective interest rate 5 5.75% 6 Target normal cost ..... 6 Statement by Enrolled Actuary To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan. SIGN HERE 04/17/2012 Signature of actuary Date CARL SHALIT 1102414 Type or print name of actuary Most recent enrollment number CARL SHALIT & ASSOCIATES 978-745-9939 Firm name Telephone number (including area code) 35 CONGRESS STREET, STE 202 SALEM 01970 Address of the firm

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see

| Pi | art II   Beg                | inning of yea                           | r carryov                               | er and prefunding ba   | ilances                                 |             |   |              |  |                     |                    |
|----|-----------------------------|---|---|--|---|-------------|---|--------------|--|---------------------|--------------------|
| 7  | Balance at bed              | ainning of prior ve                     | ar after ann                            | licable adjustments (line 13                                   | from prior                              | (a)         | Carryover balance                       | <b>)</b>     | (b) F  | refund              | ling balance       |
|    | year)                       | *************************************** | ,,,,                                    | ***************************************                        |   |             |   | 0            |  |                     | 1029               |
| 8  | Portion elected prior year) | for use to offset                       | prior year's                            | funding requirement (line 3                                    | 5 from                                  |             |   | 0            |  |                     |                    |
| 9  |                             |   |   |  |   |             |   | 0            |  |                     | 1029               |
| 10 |                             |   |   | turn of 12.68%   |   |             |   | 0            |  | ·                   | 130                |
| 11 |                             |   |   | ed to prefunding balance:                                      |   |             |   |              | · · · · · · · · · · · · · · · · · · ·            | 3470<br>3470<br>655 |                    |
|    |                             |   |   | ne 38 from prior year)   |   |             |   |              |  | 93                  |                    |
|    | <b>b</b> Interest on        | (a) using prior ve                      | ar's effectiv                           | e rate of 6.61% excep  | nt as                                   |             |   |              |  |                     | 7188               |
|    |                             |   |   | year to add to prefunding bal                                  |   |             |   |              |  | ····                | 475.               |
|    |                             |   |   | balance  |   |             |   |              |  |                     | 7663               |
| 12 |                             |   |   | ns or deemed elections   |   |             | <u> </u>                                | 0            |  |                     | 7663               |
|    |                             |   |   | + line 10 + line 11d - line 12                                 |   |             |   | 0            |  |                     | 0000               |
|    | 1                           | nding percen                            |   |  | <i>,</i>                                |             |   |              |  |                     | 8823               |
| 14 |                             |   | ~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~ |  |   | w           |   |              |  | 14                  | 705 000            |
| 15 | Adjusted fundir             | ng target attainme                      | nt percenta                             | ge   | *************************************** |             |   | ************ |  |                     | 105.03%            |
| 16 | Prior year's fun            | ding percentage 1                       | or purpose:                             | of determining whether car                                     | rvover/prefun                           | dina hala   | nces may be used                        | to roduc     |  | 15                  | 133.92%            |
|    | current years a             | unaing requireme                        | nt                                      | ***************************************                        | *************************************** |             | *************                           |              | 1  | 16                  | 103.74%            |
|    |                             | lue of the assets                       | of the plan                             | is less than 70 percent of th                                  | a funding targ                          | et, enter : | such percentage                         |              |  | 17                  | %                  |
|    |                             | ntributions ar                          |   |  |   |             |   |              |  |                     |                    |
| 18 | Contributions m             |   |   | ear by employer(s) and em                                      | oloyees:                                |             |   |              | ******   | *********           |                    |
| (M | (a) Date<br>M-DD-YYYY)      | (b) Amount<br>employe                   |   | (c) Amount paid by<br>employees                                | (a) Da                                  |             | (b) Amount pa                           |              | (c)  | Amou                | int paid by        |
|    |                             | Cimpioye                                | 1(3)                                    | employees  | (MM-DD-Y                                | ryyy)       | employer(s                              | 3)           |  | empl                | oyees              |
|    |                             |   |   |  |   |             |   |              |  |                     |                    |
|    |                             |   |   |  |   |             |   |              |  |                     |                    |
|    |                             |   | ·····                                   |  |   |             |   |              |  |                     |                    |
|    |                             |   |   |  |   |             |   |              |  |                     |                    |
|    |                             |   |   |  |   |             |   |              |  |                     |                    |
|    |                             |   |   |  |   |             |   |              |  |                     |                    |
|    |                             |   |   |  |   |             |   |              |  |                     |                    |
|    |                             |   |   |  |   |             |   |              |  |                     |                    |
|    |                             |   |   |  |   |             |   |              |  |                     |                    |
|    |                             |   |   |  |   |             |   |              |  |                     |                    |
|    |                             |   |   |  |   |             | *************************************** |              |  |                     |                    |
|    |                             |   |   |  |   |             |   |              |  |                     |                    |
|    |                             |   |   |  |   |             |   |              |  |                     |                    |
|    |                             |   |   |  |   |             | **************************************  |              | <del>                                     </del> |                     |                    |
|    |                             |   |   |  | Totals ▶                                | 18(b)       |   | C            | 18(c)  |                     | 0                  |
| 19 | Discounted emp              | loyer contribution                      | s – see inst                            | ructions for small plan with a                                 | valuation da                            | te after th | e beginning of the                      | vear:        | 1  |                     |                    |
|    | a Contributions             | allocated toward                        | unpaid mini                             | mum required contributions                                     | from prior yea                          | ars         |   | 19a          |  |                     | 0                  |
|    |                             |   |   | ljusted to valuation date                                      |   |             |   | 19b          |  |                     | 0                  |
|    |                             |   |   | ired contribution for current ye                               |   |             |   | 19c          |  |                     |                    |
|    |                             | utions and liquidi                      |   |  |   | · vandation | <u> </u>                                | 100          |  | Newsar              | 0                  |
|    |                             |   |   | ne prior year?   |   |             |   | <u></u>      |  |                     |                    |
|    |                             |   |   | allments for the current year                                  |   |             |   |              |  |                     | Yes X No           |
|    | C If 20a is "Yes."          | see instructions."                      | and comple                              | aiments for the current year<br>ete the following table as app | inaue iri a tin                         | neiy mani   | nery                                    | r            |  | <u> </u>            | Yes No             |
|    |                             | 000 11000000115                         | and comple                              | Liquidity shortfall as of en                                   |   | f this plan | 1 Veer                                  |              |  | Milakii.            | Mind of the second |
|    | (1) 1s                      | t                                       |   | (2) 2nd  | - or quarter 0                          |             | 3rd                                     | Τ            | (4   | ) 4th               |                    |
|    |                             |   |   |  |   |             |   | <b>†</b>     | (4   | , -7111             |                    |

| Pa   | art V Assumption   | s used to determine f | unding target and target | normal cost     |               |                            |  |
|--|--|-----------------------|--------------------------|-----------------|---------------|----------------------------|--|
| 21   | Discount rate:   |                       |                          |                 |               |                            |  |
|  | a Segment rates:   |                       |                          | 3rd segment     |               | N/A, full yield curve used |  |
|  | <b>b</b> Applicable month (e   | enter code)           |                          |                 | 21b           | (                          |  |
| 22   |  |                       |                          |                 | 22            | 65                         |  |
| 23   | 22 Weighted average retirement age   |                       |                          |                 |               |                            |  |
| · · · · · ·  | Part VI Miscellaneous items    Prescribed - combined   Prescribed - separate   Substitute  |                       |                          |                 |               |                            |  |
| 24   | Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment |                       |                          |                 |               |                            |  |
| 25   | Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment                                      |                       |                          |                 |               |                            |  |
|  | 6 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment                          |                       |                          |                 |               |                            |  |
|  | If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment                  |                       |                          |                 | 27            | 100 110                    |  |
| Part VII Reconciliation of unpaid minimum required contributions for prior years                         |  |                       |                          |                 |               |                            |  |
|  | 8 Unpaid minimum required contributions for all prior years  |                       |                          |                 |               |                            |  |
| 29   |  |                       |                          |                 | 29            | C                          |  |
| 30   | Remaining amount of unpaid minimum required contributions (line 28 minus line 29)  |                       |                          |                 | 30            |                            |  |
| 7  | Part VIII Minimum required contribution for current year   |                       |                          |                 | 1             |                            |  |
|  | 31 Target normal cost and excess assets (see instructions):  |                       |                          |                 |               |                            |  |
|  | a Target normal cost (line 6)  |                       |                          |                 | 31a           | 0                          |  |
|  | b Excess assets, if applicable, but not greater than 31a   |                       |                          |                 | 31b           |                            |  |
| 32   | Amortization installments: Outstanding Bal   |                       |                          |                 |               | Installment                |  |
|  | a Net shortfall amortization installment   |                       |                          | 0               | (             |                            |  |
|  | b Waiver amortization installment  |                       |                          |                 | 0             |                            |  |
| 33   | If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval  |                       |                          |                 |               |                            |  |
|  | (Month Day Year) and the waived amount   |                       |                          |                 | 33            | C                          |  |
| 34   | Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33).  |                       |                          |                 | 34            | 0                          |  |
|  | Carryover balance Prefunding bal   |                       |                          | L               | Total balance |                            |  |
| 35   | Balances elected for use   | a to officat funding  |                          | r rommanig bara | 1,00          | rotar balance              |  |
| -  |  | s to onset fullding   | 0                        |                 | 0             | 0                          |  |
| 36   | Additional cash requirement (line 34 minus line 35)  |                       |                          |                 | 36            | 0                          |  |
|  | Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)                                    |                       |                          |                 | 37            |                            |  |
| 38   |  |                       |                          |                 |               |                            |  |
|  | and the second pear (see monadrone)  |                       |                          |                 |               |                            |  |
|  | b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances   |                       |                          |                 | 38b           | 0                          |  |
| 39   |  |                       |                          |                 | 39            | 0                          |  |
|  |  |                       |                          |                 |               |                            |  |
|  | 40 Unpaid minimum required contributions for all years   |                       |                          |                 |               | 0                          |  |
| 41 If a shortfall amortization base is being amortized pursuant to an alternative amortization schedule: |  |                       |                          |                 |               |                            |  |
|  |  |                       |                          |                 |               |                            |  |
|  | b Eligible plan year(s) for which the election in line 41a was made  |                       |                          |                 |               | F-1                        |  |
| 42   | 2 Amount of acceleration adjustment  |                       |                          |                 |               | 3 2009 2010 2011           |  |
|  |  |                       |                          |                 |               |                            |  |
| 43 Excess installment acceleration amount to be carried over to future plan years                        |  |                       |                          |                 | 43            |                            |  |