

INTERACTIVE DATA CORP/MA/

Form SC 13D/A

May 06, 2010

Table of Contents

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE 13D

(Amendment No. 4)

**Information To Be Included in Statements Filed Pursuant to § 240.13d-1(a) and
Amendments Thereto Filed Pursuant to § 240.13d-2(a)**

INTERACTIVE DATA CORPORATION

(Name of Issuer)

Common Stock, par value \$.01 per share

(Title of Class of Securities)

237596101

(CUSIP Number)

Philip Hoffman

c/o Pearson Inc.

1330 Avenue of the Americas, 7th Floor

New York, New York, 10019

(212) 641-2421

(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

With Copies to:

Charles E. Engros, Jr., Esq.

Morgan, Lewis & Bockius LLP

101 Park Avenue

New York, New York 10178

(212) 309-6000

May 3, 2010

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because off §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. o

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

TABLE OF CONTENTS

Item 1 Security and Issuer

Item 2 Identity and Background

Item 4. Purposes of Transactions

Item 5. Interest in Securities of the Issuer

Item 6. Contracts, Arrangements, Understandings or Relationships with respect to the Issuer

Item 7. Materials to Be Filed as Exhibits

SIGNATURE

EX-99.1

EX-99.2

Table of Contents

CUSIP No. 237596101

13D

1 NAME OF REPORTING PERSONS

PEARSON PLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS*

4

NOT APPLICABLE

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

ENGLAND & WALES

SOLE VOTING POWER

7

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY **8**

0

| | | |
|-----------------------------|-----------|--------------------------|
| EACH REPORTING PERSON | 9 | SOLE DISPOSITIVE POWER |
| | | 0 |
| WITH | 10 | SHARED DISPOSITIVE POWER |
| | | 0 |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

See Item 5 of attached Schedule

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

See Item 5 of attached Schedule

14 TYPE OF REPORTING PERSON*

CO

Table of Contents

CUSIP No. 237596101

13D

1 NAME OF REPORTING PERSONS
PEARSON OVERSEAS HOLDINGS LTD.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*
NOT APPLICABLE

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
ENGLAND & WALES

7 SOLE VOTING POWER
NUMBER OF 0

8 SHARES SHARED VOTING POWER
BENEFICIALLY OWNED BY 0

9 EACH SOLE DISPOSITIVE POWER
REPORTING

PERSON 0
WITH SHARED DISPOSITIVE POWER
10
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

See Item 5 of attached Schedule

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

See Item 5 of attached Schedule

14 TYPE OF REPORTING PERSON*

CO

Table of Contents

CUSIP No. 237596101 **13D**

1 NAME OF REPORTING PERSONS
PEARSON NETHERLANDS B.V.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*
NOT APPLICABLE

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
NETHERLANDS

7 SOLE VOTING POWER
NUMBER OF 0

8 SHARES SHARED VOTING POWER
BENEFICIALLY OWNED BY 0

9 EACH SOLE DISPOSITIVE POWER
REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER

10

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

See Item 5 of attached Schedule

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

See Item 5 of attached Schedule

14 TYPE OF REPORTING PERSON*

CO

Table of Contents

CUSIP No. 237596101 **13D**

1 NAME OF REPORTING PERSONS
PEARSON LUXEMBOURG HOLDINGS NO. 2 LTD.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*
NOT APPLICABLE

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
ENGLAND & WALES

7 SOLE VOTING POWER
NUMBER OF 0

8 SHARES SHARED VOTING POWER
BENEFICIALLY OWNED BY 0

9 EACH SOLE DISPOSITIVE POWER
REPORTING

PERSON 0
WITH SHARED DISPOSITIVE POWER
10
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
See Item 5 of attached Schedule

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*
o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
See Item 5 of attached Schedule

14 TYPE OF REPORTING PERSON*
CO

Table of Contents

CUSIP No. 237596101 **13D**

1 NAME OF REPORTING PERSONS
PEARSON LUXEMBOURG HOLDINGS SARL

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*
NOT APPLICABLE

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
LUXEMBOURG

7 SOLE VOTING POWER
NUMBER OF 0

8 SHARES BENEFICIALLY OWNED BY
SHARED VOTING POWER
0

9 EACH REPORTING
SOLE DISPOSITIVE POWER

PERSON 0

WITH SHARED DISPOSITIVE POWER

10

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

See Item 5 of attached Schedule

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

See Item 5 of attached Schedule

14 TYPE OF REPORTING PERSON*

CO

Table of Contents

CUSIP No. 237596101 **13D**

1 NAME OF REPORTING PERSONS
PEARSON NETHERLANDS HOLDINGS B.V.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*
NOT APPLICABLE

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
NETHERLANDS

7 SOLE VOTING POWER
NUMBER OF 0

8 SHARES SHARED VOTING POWER
BENEFICIALLY OWNED BY 0

9 EACH SOLE DISPOSITIVE POWER
REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER

10

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

See Item 5 of attached Schedule

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

See Item 5 of attached Schedule

TYPE OF REPORTING PERSON*

14

CO

Table of Contents

CUSIP No. 237596101 **13D**

1 NAME OF REPORTING PERSONS
PEARSON INC. EIN: 51-0261654

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*
NOT APPLICABLE

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
DELAWARE

7 SOLE VOTING POWER
NUMBER OF 0

8 SHARES SHARED VOTING POWER
BENEFICIALLY OWNED BY 0

9 EACH SOLE DISPOSITIVE POWER
REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER

10

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

See Item 5 of attached Schedule

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

See Item 5 of attached Schedule

14 TYPE OF REPORTING PERSON*

CO

Table of Contents

CUSIP No. 237596101 **13D**

1 NAME OF REPORTING PERSONS
 PEARSON LONGMAN, INC. EIN: 13-2971110

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
 (a) o
 (b) p

3 SEC USE ONLY

4 SOURCE OF FUNDS*
 NOT APPLICABLE

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
 ITEM 2(d) OR 2(e)
 o

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 DELAWARE

7 SOLE VOTING POWER
 NUMBER OF 0

8 SHARES SHARED VOTING POWER
 BENEFICIALLY OWNED BY 0

9 EACH SOLE DISPOSITIVE POWER
 REPORTING

PERSON 0
WITH SHARED DISPOSITIVE POWER
10
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

See Item 5 of attached Schedule

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

See Item 5 of attached Schedule

14 TYPE OF REPORTING PERSON*

CO

Table of Contents

CUSIP No. 237596101 **13D**

1 NAME OF REPORTING PERSONS

PEARSON DBC HOLDINGS INC. EIN: 13-4149604

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

- (a)
- (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

NOT APPLICABLE

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

7 SOLE VOTING POWER

NUMBER OF 57,554,795

8 SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSONS SHARED VOTING POWER

0

9 EACH REPORTING PERSONS SOLE DISPOSITIVE POWER

PERSON 57,554,795
WITH SHARED DISPOSITIVE POWER
10
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
57,554,795

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*
o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
60.4%

14 TYPE OF REPORTING PERSON*
CO

Table of Contents

Item 1 Security and Issuer

This Amendment No. 4 (Amendment No. 4) to the Statement on Schedule 13D, originally filed on November 24, 1999 (the Original Statement, as amended by Amendment No.1, filed on March 9, 2000 (Amendment No.1), Amendment No. 2, filed on January 8, 2001, and Amendment No. 3, filed on January 9, 2006 (Amendment No. 3) and as so amended, the Statement), with respect to the common stock, par value \$.01 per share (Common Stock) of Interactive Data Corporation, a Delaware corporation (the Company), amends Items 2, 3, 4, 5, and 7 and Schedules A and B of the Statement. The principal executive office of the Company is 22 Crosby Drive, Bedford, MA 01730. Information given in response to each item shall be deemed incorporated by reference in all other items. Capitalized terms used but not defined in this Amendment No. 4 shall have the respective meanings ascribed to them in the Statement.

Item 2 Identity and Background

Item 2 as set forth in the Statement is amended and restated in its entirety as:

(a) This Statement is being filed by each of the following persons pursuant to Rule 13d-2(a) promulgated by the Securities and Exchange Commission (the Commission): (i) Pearson plc, a corporation organized under the laws of England & Wales (Pearson); (ii) Pearson Overseas Holdings Ltd., a corporation organized under the laws of England & Wales (Pearson Overseas); (iii) Pearson Netherlands B.V., a corporation organized under the laws of the Netherlands (Pearson Netherlands); (iv) Pearson Luxembourg Holdings No. 2 Ltd., a corporation organized under the laws of Luxembourg (Pearson Lux Holdings 2); (v) Pearson Luxembourg Holdings S.a.r.l., a corporation organized under the laws of Luxembourg (Pearson Lux Holdings); (vi) Pearson Netherlands Holdings B.V., a corporation organized under the laws of the Netherlands (Pearson Netherlands Holdings); (vii) Pearson Inc., a corporation organized under the laws of Delaware (Pearson Inc.); (viii) Pearson Longman, Inc., a corporation organized under the laws of Delaware (Pearson Longman); and (ix) Pearson DBC Holdings Inc., a corporation organized under the laws of Delaware (DBC Holdings) and, collectively with Pearson, Pearson Overseas, Pearson Netherlands, Pearson Lux Holdings 2, Pearson Lux Holdings, Pearson Netherlands Holdings, Pearson Inc. and Pearson Longman, the Reporting Persons).

Pearson is an international media company which is the sole stockholder of Pearson Overseas. Pearson Overseas is an investment holding company which owns 100% of Pearson Netherlands. Pearson Netherlands is a holding company which owns 100% of Pearson Lux Holdings 2. Pearson Lux Holdings 2 is a holding company which is the majority stockholder of Pearson Lux Holdings. Pearson Lux Holdings is a holding company which owns 100% of Pearson Inc. Pearson Inc. is a holding company which owns 100% of Pearson Longman. Pearson Longman is a holding company which owns 100% of DBC Holdings. DBC Holdings is a holding company which owns approximately 60.6% of the Company.

(b) The addresses of the principal offices of each of the Reporting Persons are as set forth on Schedule A. Schedule A is incorporated into and made a part of this Statement.

(c) Attached as Schedule B is the name, principal occupation (where applicable) and business address of each executive officer and/or director of each of the Reporting Persons. Schedule B is incorporated into and made a part of this Statement.

(d) During the last five years, none of the Reporting Persons nor any person listed on Schedule B has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

Table of Contents

(e) During the last five years, none of the Reporting Persons nor any person listed on Schedule B has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, Federal or State securities laws or finding any violation with respect to such laws.

Item 4. Purposes of Transactions

Item 4 is hereby amended and supplemented as follows:

On May 3, 2010, the Company entered into an Agreement and Plan of Merger (the Merger Agreement) with Hg Investors LLC, a Delaware limited liability company (Parent), and Igloo Merger Corporation, a Delaware corporation and wholly owned subsidiary of Parent (Merger Sub), providing for the merger of Merger Sub with and into the Company (the Merger), with the Company surviving the Merger as a wholly owned subsidiary of Parent. Parent and Merger Sub are affiliates of Silver Lake Technology Management L.L.C. and Warburg Pincus LLC.

After the execution of the Merger Agreement, DBC Holdings, holding approximately 60.4% of the outstanding shares of common stock of the Company, executed a written consent approving and adopting the Merger Agreement and the transactions contemplated by the Merger Agreement, including the Merger, pursuant to the terms of a voting agreement entered into by and among the DBC Holdings, Pearson and the Parent simultaneously with the Merger Agreement. No further approval of the stockholders of the Company is required to approve the Merger Agreement and the transactions contemplated by the Merger Agreement, including the Merger.

Item 5. Interest in Securities of the Issuer

Item 5 as set forth in the Statement is amended and restated to read in its entirety as follows:

(a) DBC Holdings owns 57,554,902 shares of Common Stock, representing approximately 60.4% of the issued and outstanding shares of Common Stock. For purposes of Rule 13d-3 promulgated under the Exchange Act, Pearson, Pearson Overseas, Pearson Netherlands, Pearson Lux Holdings 2, Pearson Lux Holdings, Pearson Netherlands Holdings, Pearson Inc. and Pearson Longman, which are affiliates of DBC Holdings, may be deemed to beneficially own the shares indirectly as a result of their control relationship with DBC Holdings. Any such beneficial ownership would represent the same sole voting and dispositive power exercised by DBC Holdings over the shares. Each of the Reporting Persons other than DBC Holdings disclaims beneficial ownership of the shares.

Philip J. Hoffman owns 3,200 shares of Common Stock, representing less than 1% of the issued and outstanding shares of Common Stock. As noted on Schedule B, Mr. Hoffman is an executive officer and/or director of certain of the Reporting Persons. Each of the Reporting Persons disclaims beneficial ownership of the shares owned by Mr. Hoffman.

Rona A. Fairhead owns 10,000 shares of Common Stock, representing less than 1% of the issued and outstanding shares of Common Stock. As noted on Schedule B, Mrs. Fairhead is an executive officer and/or director of certain of the Reporting Persons. Each of the Reporting Persons disclaims beneficial ownership of the shares owned by Mrs. Fairhead.

John C. Makinson owns 1,000 shares of Common Stock, representing less than 1% of the issued and outstanding shares of Common Stock. As noted on Schedule B, Mr. Makinson is an executive officer

Table of Contents

and/or director of certain of the Reporting Persons. Each of the Reporting Persons disclaims beneficial ownership of the shares owned by Mr. Makinson.

(b) The responses of the Reporting Persons to Items (7) through (11) of the portions of pages 2 through 10 hereto which relate to shares of Common Stock beneficially owned are incorporated herein by reference.

Each of Mrs. Fairhead and Messrs. Hoffman and Makinson have sole voting and dispositive power with respect to the shares of Common Stock owned by them.

(c) Except as described in the response to Item 4, there have been no transactions in the shares of Common Stock during the past sixty days by any Reporting Person or any other person listed on Schedule B.

(d) No person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares of Common Stock beneficially owned by DBC Holdings, Mr. Hoffman, Mrs. Fairhead or Mr. Makinson.

(e) Not applicable.

Except as described in this response to Item 5, none of the persons listed on Schedule B beneficially own any shares of Common Stock.

Item 6. Contracts, Arrangements, Understandings or Relationships with respect to the Issuer

Item 6 is hereby amended and supplemented as follows:

On May 3, 2010, DBC Holdings, which holds approximately 60.4% of the issued and outstanding Common Stock, executed the Written Consent approving and adopting the Merger and the Merger Agreement and the transactions contemplated by the Merger Agreement, including the Merger, pursuant to the terms of a voting agreement entered into by and among the DBC Holdings, Pearson and the Parent simultaneously with the Merger Agreement.

Item 7. Materials to Be Filed as Exhibits

The following additional materials are filed as Exhibits to this Amendment No. 4:

Exhibit 1: Joint filing agreement as required by Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended.

Exhibit 2: Voting Agreement, dated as of May 3, 2010, among Hg Investors LLC, Pearson DBC Holdings Inc. and Pearson plc.

[The remainder of this page intentionally left blank]

Table of Contents

SIGNATURE

After reasonable inquiry and to the best of the knowledge and belief of each of the undersigned, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: May 5, 2010

PEARSON PLC

By: /s/ Robin Freestone
Name: Robin Freestone
Title: Chief Financial Officer and Director

PEARSON OVERSEAS HOLDINGS LTD.

By: /s/ Alan C. Miller
Name: Alan C. Miller
Title: Director

PEARSON NETHERLANDS B.V.

By: /s/ Andrew J. Midgley
Name: Andrew J. Midgley
Title: Director

PEARSON LUXEMBOURG HOLDINGS NO. 2 LTD.

By: /s/ Alan C. Miller
Name: Alan C. Miller
Title: Director

PEARSON LUXEMBOURG HOLDINGS SARL

By: /s/ Alan C. Miller
Name: Alan C. Miller
Title: Director

PEARSON NETHERLANDS HOLDINGS B.V.

By: /s/ David H. Colville
Name: David H. Colville
Title: Director

-14-

Table of Contents

PEARSON INC.

By: /s/ Philip J. Hoffman
Name: Philip J. Hoffman
Title: Executive Vice President and
Director

PEARSON LONGMAN, INC.

By: /s/ Philip J. Hoffman
Name: Philip J. Hoffman
Title: Executive Vice President and
Director

PEARSON DBC HOLDINGS INC.

By: /s/ Philip J. Hoffman
Name: Philip J. Hoffman
Title: President

-15-

Table of Contents

SCHEDULE A

| Name of Reporting Person | Address of the Principal Office |
|--|---|
| Pearson plc | 80 Strand, London WC2R 0RL, England |
| Pearson Overseas Holdings Ltd. | c/o Pearson plc, 80 Strand, London WC2R 0RL, England |
| Pearson Netherlands B.V. | c/o Pearson plc, 80 Strand, London WC2R 0RL, England |
| Pearson Luxembourg Holdings No. 2 Ltd. | c/o Pearson plc, 80 Strand, London WC2R 0RL, England |
| Pearson Luxembourg Holdings S.a.r.l. | Pearson Luxembourg Holdings S.a.r.l., 67 Boulevard Grande-Duchesse Charlotte, L-1331, Luxembourg |
| Pearson Netherlands Holdings B.V. | Pearson Netherlands Holdings B.V., Vossiusstraat 54-55, 1071 AK, Amsterdam |
| Pearson Inc. | 1330 Avenue of the Americas, 7th Floor, New York, NY 10019 |
| Pearson Longman, Inc. | c/o Pearson Inc., 1330 Avenue of the Americas, 7th Floor, New York, NY 10019 |
| Pearson DBC Holdings Inc. | c/o Pearson Inc., 1330 Avenue of the Americas, 7th Floor, New York, NY 10019 |

-16-

Table of Contents**SCHEDULE B
Pearson plc**

| Name | Position | Principal Occupation/Business Address |
|----------------------|---|---|
| Glen Moreno | Chairman | Chairman/Pearson plc, 80 Strand, London, WC2R 0RL |
| Marjorie M. Scardino | Chief Executive | Director/Pearson plc, 80 Strand, London WC2R 0RL, England |
| David Arculus | Non-Executive Director | Director/Pearson plc, 80 Strand, London WC2R 0RL, England |
| Will Ethridge | Chief Executive, North America Education | Director/Pearson plc, 80 Strand, London WC2R 0RL, England |
| Patrick Cescau | Non-Executive Director | Director/Pearson plc, 80 Strand, London, WC2R 0RL |
| Rona Fairhead | Chief Executive of the FT Group | Director/Pearson plc, 80 Strand, London WC2R 0RL, England |
| Robin Freestone | Chief Financial Officer | Director/Pearson plc, 80 Strand, London WC2R 0RL, England |
| Susan Fuhrman | Non-Executive Director | Director/Pearson plc, 80 Strand, London, WC2R 0RL |
| Ken Hydon | Non-Executive Director | Director/Pearson plc, 80 Strand, London, WC2R 0RL |
| John C. Makinson | Chairman and Chief Executive, Penguin Group | Director/Pearson plc, 80 Strand, London, WC2R 0RL |
| Philip J. Hoffman | Secretary | Executive Vice President/Pearson Inc., 1330 Avenue of the Americas, 7th Floor, New York, NY 10019 |

-17-

Table of Contents**Pearson Overseas Holdings Ltd.**

| Name | Position | Principal Occupation/Business Address |
|----------------------|-----------|--|
| David H. Colville | Director | Group Tax Director/Pearson plc, 80 Strand, London WC2R 0RL, England |
| Robin Freestone | Director | Director/Pearson plc, 80 Strand, London WC2R 0RL, England |
| John C. Makinson | Director | Chairman and Chief Executive (Penguin Group)/Pearson plc, 80 Strand, London, WC2R 0RL, England |
| Alan C. Miller | Director | Director /Pearson plc, 80 Strand, London WC2R 0RL, England |
| Marjorie M. Scardino | Director | Chief Executive Officer/Pearson plc, 80 Strand, London WC2R 0RL, England |
| Stephen Jones | Secretary | Deputy Secretary/Pearson plc, 80 Strand, London WC2R 0RL, England |

Pearson Netherlands B.V.

| Name | Position | Principal Occupation/Business Address |
|-----------------|----------|---|
| Alan C. Miller | Director | Director /Pearson plc, 80 Strand, London, WC2R 0RL, England |
| Andrew Midgley | Director | Director/Pearson plc, 80 Strand, London WC2R 0RL, England |
| Robin Freestone | Director | Director/Pearson plc, 80 Strand, London WC2R 0RL, England |

Table of Contents**Pearson Luxembourg Holdings No. 2 Ltd.**

| Name | Position | Principal Occupation/Business Address |
|---------------------|-----------------|--|
| David H. Colville | Director | Group Tax Director/Pearson plc, 80 Strand, London, WC2R 0RL, England |
| Alan C. Miller | Director | Director of Purchasing/Pearson plc, 80 Strand, London WC2R 0RL, England |
| Andrew Midgley | Director | Director/Pearson plc, 80 Strand, London WC2R 0RL, England |
| Jennifer Braunhofer | Secretary | Assistant Secretary/Pearson plc, 80 Strand, London WC2R 0RL, England |
| Stephen Jones | Joint Secretary | Deputy Secretary/Pearson plc, 80 Strand, London WC2R 0RL, England Pearson Luxembourg Holdings S.a.r.l. |

| Name | Position | Principal Occupation/Business Address |
|---------------------------|----------|--|
| David H. Colville | Director | Group Tax Director/Pearson plc, 80 Strand, London, WC2R 0RL, England |
| Michael Robert Kidd | Director | Pearson Luxembourg Holdings S.a.r.l., 67 Boulevard Grande-Duchesse Charlotte, L-1331, Luxembourg |
| Jan Francis van der Drift | Director | Leeteinde 20-22 Broek in Waterland Netherlands |
| Benoit Nasr | Director | Pearson Luxembourg Holdings S.a.r.l., 67 Boulevard Grande-Duchesse Charlotte, L-1331, Luxembourg Pearson Netherlands Holdings B.V. |

| Name | Position | Principal Occupation/Business Address |
|---------------------------|----------|--|
| David H. Colville | Director | Group Tax Director/Pearson plc, 80 Strand, London, WC2R 0RL, England |
| Jan Francis van der Drift | Director | Pearson Netherlands B.V., Concertgebouwplein 25, 1071 LM, Amsterdam |
| George Nicolai | Director | Prins Bernhardplein 200, Amsterdam |

Table of Contents**Pearson Inc.**

| Name | Position | Principal Occupation/Business Address |
|-------------------|---------------------------------------|---|
| Steve Dowling | President and Director | President/Pearson Inc., 1330 Avenue of the Americas, 7th Floor, New York, NY 10019 |
| Philip J. Hoffman | Executive Vice President and Director | Executive Vice President/Pearson Inc., 1330 Avenue of the Americas, 7th Floor, New York, NY 10019 |
| Thomas Wharton | Vice President and Director | Vice President/Pearson Inc., 1330 Avenue of the Americas, 7th Floor, New York, NY 10019 |

Pearson Longman, Inc.

| Name | Position | Principal Occupation/Business Address |
|-------------------|---------------------------------------|---|
| Jeffrey Taylor | President and Director | President/Pearson Inc., 1330 Avenue of the Americas, 7th Floor, New York, NY 10019 |
| Philip J. Hoffman | Executive Vice President and Director | Executive Vice President/Pearson Inc., 1330 Avenue of the Americas, 7th Floor, New York, NY 10019 |
| Thomas Wharton | Vice President and Director | Vice President/Pearson Inc., 1330 Avenue of the Americas, 7th Floor, New York, NY 10019 |

Pearson DBC Holdings Inc.

| Name | Position | Principal Occupation/Business Address |
|-------------------|-----------------------------------|---|
| Michael Fortini | Vice President and Director | Vice President/Pearson Inc., 1330 Avenue of the Americas, 7th Floor, New York, NY 10019 |
| Philip J. Hoffman | President | Executive Vice President/Pearson Inc., 1330 Avenue of the Americas, 7th Floor, New York, NY 10019 |
| Thomas Wharton | Vice President and Director | Vice President/Pearson Inc., 1330 Avenue of the Americas, 7th Floor, New York, NY 10019 |
| Shaheda Sayed | Secretary, Treasurer and Director | Vice President/Pearson Inc., 1330 Avenue of the Americas, 7th Floor, New York, NY 10019 |

-20-

Table of Contents

EXHIBIT INDEX

The following additional material is filed as an Exhibit to this Amendment No. 3:

Exhibit 1: Joint filing agreement as required by Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended.

Exhibit 2: Voting Agreement, dated May 3, 2010, among Hg Investors LLC, Pearson DBC Holdings Inc. and Pearson plc.

-21-