

INTERACTIVE DATA CORP/MA/

Form SC 13D/A

January 09, 2006

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934  
(Amendment No. 3)\***

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

January 6, 2006

(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 of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

**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.

(Continued on following pages)

(Page 1 of 18 pages)

\* 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).

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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CUSIP No. 237596101

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NAMES OF REPORTING PERSONS:

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

1

PEARSON PLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

(a)

(b)

SEC USE ONLY:

3

SOURCE OF FUNDS (SEE INSTRUCTIONS):

4

NOT APPLICABLE

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

5

CITIZENSHIP OR PLACE OF ORGANIZATION:

6

ENGLAND & WALES

SOLE VOTING POWER:

7

NUMBER OF SHARES SEE ITEM 5 OF ATTACHED SCHEDULE

SHARED VOTING POWER:

SHARES BENEFICIALLY OWNED BY 8

0

EACH REPORTING PERSON      **9**      SOLE DISPOSITIVE POWER:  
SEE ITEM 5 OF ATTACHED SCHEDULE

WITH      **10**      SHARED DISPOSITIVE POWER:  
0

**11**      AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:  
SEE ITEM 5 OF ATTACHED SCHEDULE

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

**13**      PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):  
SEE ITEM 5 OF ATTACHED SCHEDULE

**14**      TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):  
CO

CUSIP No. 237596101

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NAMES OF REPORTING PERSONS:

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

1

PEARSON OVERSEAS HOLDINGS LTD.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

(a)

(b)

SEC USE ONLY:

3

SOURCE OF FUNDS (SEE INSTRUCTIONS):

4

NOT APPLICABLE

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

5

CITIZENSHIP OR PLACE OF ORGANIZATION:

6

ENGLAND & WALES

SOLE VOTING POWER:

7

NUMBER OF SHARES SEE ITEM 5 OF ATTACHED SCHEDULE

SHARED VOTING POWER:

SHARES BENEFICIALLY OWNED BY 8

0

EACH REPORTING PERSON      **9**      SOLE DISPOSITIVE POWER:  
SEE ITEM 5 OF ATTACHED SCHEDULE

WITH      **10**      SHARED DISPOSITIVE POWER:  
0

**11**      AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:  
SEE ITEM 5 OF ATTACHED SCHEDULE

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

**13**      PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):  
SEE ITEM 5 OF ATTACHED SCHEDULE

**14**      TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):  
CO

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NAMES OF REPORTING PERSONS:

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

1

PEARSON NETHERLANDS B.V.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

(a)

(b)

SEC USE ONLY:

3

SOURCE OF FUNDS (SEE INSTRUCTIONS):

4

NOT APPLICABLE

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

5

CITIZENSHIP OR PLACE OF ORGANIZATION:

6

NETHERLANDS

SOLE VOTING POWER:

7

NUMBER OF SHARES SEE ITEM 5 OF ATTACHED SCHEDULE

SHARED VOTING POWER:

SHARES BENEFICIALLY OWNED BY 8

0



EACH REPORTING PERSON      **9**      SOLE DISPOSITIVE POWER:  
SEE ITEM 5 OF ATTACHED SCHEDULE

WITH      **10**      SHARED DISPOSITIVE POWER:  
0

**11**      AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:  
SEE ITEM 5 OF ATTACHED SCHEDULE

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

**13**      PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):  
SEE ITEM 5 OF ATTACHED SCHEDULE

**14**      TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):  
CO

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NAMES OF REPORTING PERSONS:

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

1

PEARSON INC. EIN: 51-0261654

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

(a)

(b)

SEC USE ONLY:

3

SOURCE OF FUNDS (SEE INSTRUCTIONS):

4

NOT APPLICABLE

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

5

CITIZENSHIP OR PLACE OF ORGANIZATION:

6

DELAWARE

SOLE VOTING POWER:

7

NUMBER OF SHARES SEE ITEM 5 OF ATTACHED SCHEDULE

SHARED VOTING POWER:

SHARES BENEFICIALLY OWNED BY 8

0

EACH REPORTING PERSON      **9**      SOLE DISPOSITIVE POWER:  
SEE ITEM 5 OF ATTACHED SCHEDULE

WITH      **10**      SHARED DISPOSITIVE POWER:  
0

**11**      AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:  
SEE ITEM 5 OF ATTACHED SCHEDULE

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

**13**      PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):  
SEE ITEM 5 OF ATTACHED SCHEDULE

**14**      TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):  
CO

CUSIP No. 237596101

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NAMES OF REPORTING PERSONS:

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

1

PEARSON LONGMAN, INC. EIN: 13-2971110

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

(a)

(b)

SEC USE ONLY:

3

SOURCE OF FUNDS (SEE INSTRUCTIONS):

4

NOT APPLICABLE

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

5

CITIZENSHIP OR PLACE OF ORGANIZATION:

6

DELAWARE

SOLE VOTING POWER:

7

NUMBER OF SHARES SEE ITEM 5 OF ATTACHED SCHEDULE

SHARED VOTING POWER:

SHARES BENEFICIALLY OWNED BY 8

0

EACH REPORTING PERSON      **9**      SOLE DISPOSITIVE POWER:  
SEE ITEM 5 OF ATTACHED SCHEDULE

WITH      **10**      SHARED DISPOSITIVE POWER:  
0

**11**      AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:  
SEE ITEM 5 OF ATTACHED SCHEDULE

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

**13**      PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):  
SEE ITEM 5 OF ATTACHED SCHEDULE

**14**      TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):  
CO

CUSIP No. 237596101

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NAMES OF REPORTING PERSONS:

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

1

PEARSON DBC HOLDINGS INC. EIN: 13-4149604

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

(a)

(b)

SEC USE ONLY:

3

SOURCE OF FUNDS (SEE INSTRUCTIONS):

4

NOT APPLICABLE

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

5

CITIZENSHIP OR PLACE OF ORGANIZATION:

6

DELAWARE

SOLE VOTING POWER:

7

NUMBER OF 57,554,795

SHARES SHARED VOTING POWER:  
BENEFICIALLY 8  
OWNED BY 0

EACH REPORTING PERSON	<b>9</b>	SOLE DISPOSITIVE POWER:  57,554,795
WITH	<b>10</b>	SHARED DISPOSITIVE POWER:  0

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

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

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):  
  
61.7%

**14** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):  
  
CO

Item 1. Security and Issuer

This Amendment No. 3 ( Amendment No.3 ) 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 ) and Amendment No. 2, filed on January 8, 2001, 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. 3 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 Inc., a corporation organized under the laws of Delaware ( Pearson Inc. ); (v) Pearson Longman, Inc., a corporation organized under the laws of Delaware ( Pearson Longman ); and (vi) Pearson DBC Holdings Inc. ( DBC Holdings ) and, collectively with Pearson, Pearson Overseas, Pearson Netherlands, Pearson Inc. and Pearson Longman, the Reporting Persons ). Pearson AG, a corporation organized under the laws of Switzerland ( Pearson AG ) has been dissolved and, as a result of which, is no longer a controlling person of the Company and, therefore, is no longer a reporting person for purposes of this Statement.

Pearson is an international media company which is the majority stockholder of Pearson Overseas. Pearson Overseas is an investment holding company which owns 100% of Pearson Netherlands. Pearson Netherlands is a holding company which is the majority stockholder 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 61.7% 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).



(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 3. Source and Amount of Funds or Other Consideration

Item 3 as set forth in the Statement is amended and restated to read in its entirety as follows:

The shares of the Common Stock of the Company acquired pursuant to the Merger Agreement (as described in the response to Item 4) were purchased for the non-cash consideration as described therein.

The total amount of funds required by DBC Holdings to acquire the Common Stock of the Company pursuant to the Purchase Agreement (as described in the response to Item 4) is \$24,503,114.13 (the Purchase Price). DBC Holdings obtained the Purchase Price from internal sources of funds.

Item 4. Purposes of Transactions

Item 4 as set forth in the Statement is amended and restated to read in its entirety as:

(a) (j)

On November 14, 1999, the Company, Pearson Longman, Detective Merger-Sub, Inc., a wholly-owned subsidiary of the Company (the Merger-Sub), and Interactive Data Corporation, a corporation organized under the laws of Delaware and currently known as FT Interactive Data Corporation ( FTID ), and on such date a wholly owned subsidiary of Pearson Longman, entered into the Agreement and Plan of Merger (as amended by Amendment No.1 to the Agreement and Plan of Merger, dated as of January 10, 2000, the Merger Agreement ), a copy of which has been filed as an exhibit to Amendment No. 1. The Merger Agreement provided, among other things, for the merger of Merger-Sub with and into FTID (the Merger ), with FTID to be the surviving corporation and a wholly-owned subsidiary of the Company following the Merger. Upon the effectiveness of the Merger (the Effective Time ), each issued and outstanding share of capital stock of Merger-Sub was converted into and became one fully paid and non-assessable share of common stock of FTID. Further, upon the Merger, the issued and outstanding shares of capital stock of FTID were converted into 56,423,949 shares of the Company which, when added to the 107 additional shares of the Common Stock of the Company owned by Pearson Longman, resulted in the ownership by Pearson Longman, the previous owner of 100% of FTID, of approximately 61% of the Company.

On December 27, 2000, Pearson Longman and DBC Holdings entered into a Contribution Agreement (the Contribution Agreement ), a copy of which has been filed as an exhibit to Amendment No. 2. The Contribution Agreement provided for the contribution of the shares of the Common Stock of the Company owned by Pearson Longman to DBC Holdings effective as of December 27, 2000.

On January 6, 2006, DBC Holdings and Allan R. Tessler ( Mr. Tessler ), ART/FGT Family Partners Ltd. and Tessler Family Limited Partners (the

Tessler Sellers ) entered into a Stock Sale and Purchase Agreement (the Purchase Agreement ). A copy of the Purchase Agreement is attached hereto as Exhibit 2 and incorporated herein by reference. Pursuant to the Purchase Agreement, DBC Holdings has purchased 1,130,739 shares from the Tessler Sellers for \$24,503,114.13. Mr. Tessler is a director of the Company.

The Reporting Persons intend to review their holdings in the Company on a continuous basis and may, at any time, determine to acquire additional shares of Common Stock, sell all or part of their holdings in the Company, or engage or participate in a transaction or series of related transactions with the purpose or effect of influencing control over the Company. Such transactions may take place at any time, with or without prior notice, and may include, without limitation, (1) entering into one or more privately negotiated transactions for the purchase or sale of Common Stock, (2) effecting open market purchases or sales of Common Stock, (3) making a tender or exchange offer for some or all of the Common Stock, (4) engaging in proxy solicitations, (5) seeking a merger or other form of business combination involving the Company or (6) taking other actions that could have the purpose or effect of directly or indirectly influencing control over the Company. The Reporting Persons may engage legal, financial, accounting and other advisors to assist them in evaluating strategic alternatives with respect to their holdings in the Company.

Except as set forth in above, the Reporting Persons have no plans or proposals that relate to or would result in any of the matters described in subparagraphs (a) through (j) of Item 4 to Schedule 13D.

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 57,554,795 (which includes the 1,130,739 shares DBC Holdings purchased from the Tessler Sellers) shares of Common Stock, representing approximately 61.7% 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 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.

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 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 7 hereto which relate to shares of Common Stock beneficially owned are incorporated herein by reference.

Mr. Makinson has sole voting and dispositive power with respect to the shares of Common Stock owned by him.

(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 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 7. Materials to Be Filed as Exhibits

The following additional materials are filed as Exhibits 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: Stock Sale and Purchase Agreement, dated as of January 6, 2006, by and among Allan R. Tessler, ART/FGT Family Partners Ltd. and Tessler Family Limited Partners and DBC Holdings.

**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: January 6, 2006

PEARSON PLC

By: /s/ Philip Hoffman  
Name: Philip Hoffman  
Title: Secretary

PEARSON OVERSEAS HOLDINGS LTD.

By: /s/ Stephen Jones  
Name: Stephen Jones  
Title: Secretary

PEARSON NETHERLANDS B.V.

By: /s/ Jan Francis van der Drift  
Name: Jan Francis van der Drift  
Title: Director

PEARSON INC.

By: /s/ Thomas Wharton  
Name: Thomas Wharton  
Title: Vice President

PEARSON LONGMAN, INC.

By: /s/ Thomas Wharton  
Name: Thomas Wharton  
Title: Vice President

PEARSON DBC HOLDINGS INC.

By: /s/ Thomas Wharton  
Name: Thomas Wharton  
Title: Vice President

SCHEDULE A

Name of Reporting Person	Address of the Principal Office
Pearson	80 Strand, London WC2R 0RL, England
Pearson Overseas	80 Strand, London WC2R 0RL, England
Pearson Netherlands	Concertgebouwplein 25, 1071 LM Amsterdam, The Netherlands
Pearson Inc.	1330 Avenue of the Americas, 7th Floor, New York, New York 10019
Pearson Longman	c/o Pearson Inc., 1330 Avenue of the Americas, 7th Floor, New York, New York 10019
DBC Holdings	c/o Pearson Inc., 1330 Avenue of the Americas, 7th Floor, New York, New York 10019

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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 C. M. Bell	Director for People and Chairman of the FT Group	Director/Pearson plc, 80 Strand, London WC2R 0RL, England
Lord Burns	Non-Executive Director	Director/Pearson plc, 80 Strand, London, WC2R 0RL
Patrick Cescau	Non-Executive Director	Director/Pearson plc, 80 Strand, London, WC2R 0RL
Rona Fairhead	Finance Director	Director/Pearson plc, 80 Strand, London WC2R 0RL, England
Susan Fuhrman	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
Reuben Mark	Non-Executive Director	Director/Pearson plc, 80 Strand, London, WC2R 0RL
Vernon L. Sankey	Non-Executive Director	Director/Pearson plc, 80 Strand, London, WC2R 0RL
Rana Talwar	Non-Executive Director	Director/Pearson plc, 80 Strand, London, WC2R 0RL
Phil Hoffman	Executive Vice President, Director of Corporate Finance and Strategy and Secretary	Executive Vice President, Director of Corporate Finance and Strategy and Secretary/Pearson plc c/o Pearson Inc., 1330 Avenue of the Americas, 7th Floor, New York, NY 10019

**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
Rona Fairhead	Director	Finance 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 of Purchasing/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
MeesPierson Trust B.V.	Director	Director/Rokin 55, 1012 KK Amsterdam, The Netherlands
Jan Francis van der Drift	Director	Management Consultant/Drs. J.F. van der Drift, Beheer B.V., Leeteinde 20-22, 1151 AK Broek in Waterland, The Netherlands
Matthieu Ph. van Sint Truiden	Director	Attorney/Frederiksplein 42, 1017 XN Amsterdam, PO Box 545, 1000 AM Amsterdam.
David H. Colville	Director	Group Tax Director/Pearson plc, 80 Strand, London, WC2R 0RL, England

**Pearson Inc.**

Name	Position	Principal Occupation/Business Address
David C. M. Bell	Chairman and Director	Director/Pearson plc, 80 Strand, London WC2R 0RL, England
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
Rona Fairhead	Vice President and Director	Finance Director/Pearson plc, 80 Strand, London WC2R 0RL, England
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
David C. M. Bell	Chairman and Director	Director/Pearson plc, 80 Strand, London WC2R 0RL, England
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
Rona Fairhead	Vice President and Director	Finance Director/Pearson plc, 80 Strand, London WC2R 0RL, England
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
David C. M. Bell	Director	Director/Pearson plc, 80 Strand, London WC2R 0RL, England
Thomas Wharton	Vice President and Director	Vice President of Taxation/Pearson Inc., 1330 Avenue of the Americas, 7th Floor, New York, NY 10019
Shaheda Sayed	Treasurer, Secretary and Director	Vice President/Pearson Inc., 1330 Avenue of the Americas, 7th Floor, New York, NY 10019

**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: Stock Sale and Purchase Agreement, dated as of January 6, 2006, by and among Allan R. Tessler, ART/FGT Family Partners Ltd. and Tessler Family Limited Partners and DBC Holdings.

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