

CAMBIUM LEARNING GROUP, INC.

Form 10-Q

November 12, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2015

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____.

Commission File Number: 001-34575

Cambium Learning Group, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

27-0587428
(I.R.S. Employer
Identification No.)

17855 Dallas Parkway, Suite 400, Dallas, Texas
(Address of Principal Executive Offices)

75287
(Zip Code)

Registrant's telephone number, including area code: (888) 399-1995

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Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
Yes No

The number of shares of the registrant's common stock, \$0.001 par value per share, outstanding as of November 6, 2015 was 45,610,749.

TABLE OF CONTENTS

	Page
PART I FINANCIAL INFORMATION	
Item 1. <u>Financial Statements</u>	3
<u>Condensed Consolidated Statements of Operations and Comprehensive Income (Loss) (Unaudited) for the Three and Nine Months Ended September 30, 2015 and September 30, 2014</u>	3
<u>Condensed Consolidated Balance Sheets as of September 30, 2015 (Unaudited) and December 31, 2014</u>	4
<u>Condensed Consolidated Statements of Cash Flows (Unaudited) for the Nine Months Ended September 30, 2015 and September 30, 2014</u>	6
<u>Notes to the Condensed Consolidated Financial Statements (Unaudited)</u>	7
Item 2. <u>Management’s Discussion and Analysis of Financial Condition and Results of Operations</u>	19
Item 3. <u>Quantitative and Qualitative Disclosures About Market Risk</u>	35
Item 4. <u>Controls and Procedures</u>	35
PART II <u>OTHER INFORMATION</u>	36
Item 1. <u>Legal Proceedings</u>	36
Item 1A. <u>Risk Factors</u>	36
Item 6. <u>Exhibits</u>	37
<u>SIGNATURE PAGE</u>	38
<u>EXHIBITS</u>	39

Item 1. Financial Statements.

Cambium Learning Group, Inc. and Subsidiaries

Condensed Consolidated Statements of Operations and Comprehensive Income (Loss)

(In thousands, except per share data)

(Unaudited)

	Three Months		Nine Months Ended	
	Ended September		September 30,	
	2015	2014	2015	2014
Net revenues	\$40,339	\$41,144	\$109,264	\$108,467
Cost of revenues:				
Cost of revenues	9,120	11,045	24,283	29,986
Amortization expense	4,434	4,695	12,712	13,213
Total cost of revenues	13,554	15,740	36,995	43,199
Research and development expense	2,935	2,745	7,827	8,090
Sales and marketing expense	11,722	11,015	32,845	31,680
General and administrative expense	5,120	5,039	15,537	14,676
Shipping and handling costs	457	666	879	1,266
Depreciation and amortization expense	1,001	1,050	2,994	3,150
Total costs and expenses	34,789	36,255	97,077	102,061
Income before interest, other income (expense)				
and income taxes	5,550	4,889	12,187	6,406
Net interest expense	(3,575)	(4,377)	(10,875)	(13,535)
Loss on extinguishment of debt	—	—	—	(570)
Other income, net	204	535	679	965
Income (loss) before income taxes	2,179	1,047	1,991	(6,734)
Income tax expense	(213)	(52)	(517)	(146)
Net income (loss)	\$1,966	\$995	\$1,474	\$(6,880)
Other comprehensive loss:				
Amortization of net pension loss	56	22	168	65
Comprehensive income (loss)	\$2,022	\$1,017	\$1,642	\$(6,815)
Net income (loss) per common share:				
Basic	\$0.04	\$0.02	\$0.03	\$(0.15)
Diluted	\$0.04	\$0.02	\$0.03	\$(0.15)
Average number of common shares and equivalents				
outstanding:				
Basic	45,562	45,664	45,513	45,663
Diluted	47,103	45,753	46,744	45,663

The accompanying Notes to the Condensed Consolidated Financial Statements are an integral part of these statements.

Cambium Learning Group, Inc. and Subsidiaries

Condensed Consolidated Balance Sheets

(In thousands, except per share data)

	September 30, 2015	December 31, 2014
	(Unaudited)	
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 33,513	\$ 34,387
Accounts receivable, net	28,876	14,304
Inventory	4,754	5,337
Restricted assets, current	1,345	1,345
Other current assets	10,750	8,168
Total current assets	79,238	63,541
Property, equipment and software at cost	58,332	51,298
Accumulated depreciation and amortization	(35,784)	(30,442)
Property, equipment and software, net	22,548	20,856
Goodwill	47,842	47,842
Acquired curriculum and technology intangibles, net	3,307	5,209
Acquired publishing rights, net	1,785	2,762
Other intangible assets, net	3,548	4,499
Pre-publication costs, net	16,604	15,070
Restricted assets, less current portion	3,296	4,152
Other assets	7,609	7,635
Total assets	\$ 185,777	\$ 171,566

The accompanying Notes to the Condensed Consolidated Financial Statements are an integral part of these statements.

4

Cambium Learning Group, Inc. and Subsidiaries

Condensed Consolidated Balance Sheets

(In thousands, except per share data)

	September 30, 2015	December 31, 2014
	(Unaudited)	
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
Current liabilities:		
Capital lease obligations, current	\$ 1,121	\$ 1,076
Accounts payable	3,561	1,612
Accrued expenses	15,703	17,432
Deferred revenue, current	71,505	61,788
Total current liabilities	91,890	81,908
Long-term liabilities:		
Long-term debt	139,820	139,723
Capital lease obligations, less current portion	96	943
Deferred revenue, less current portion	12,690	9,409
Other liabilities	14,020	14,638
Total long-term liabilities	166,626	164,713
Commitments and contingencies (See Note 12)		
Stockholders' equity (deficit):		
Preferred stock (\$.001 par value, 15,000 shares authorized, zero		
shares issued and outstanding at September 30, 2015 and		
December 31, 2014)		
Common stock (\$.001 par value, 150,000 shares authorized,		
52,142 and 52,006 shares issued, and 45,611 and 45,474		
shares outstanding at September 30, 2015 and December 31, 2014,		
respectively)		
	52	52
Capital surplus	284,917	284,243
Accumulated deficit	(341,176)	(342,650)
Treasury stock at cost (6,532 shares at September 30, 2015		
and December 31, 2014)		
	(12,784)	(12,784)
Accumulated other comprehensive loss:		
Pension and postretirement plans	(3,748)	(3,916)
Accumulated other comprehensive loss	(3,748)	(3,916)
Total stockholders' equity (deficit)	(72,739)	(75,055)

Total liabilities and stockholders' equity (deficit)	\$ 185,777	\$ 171,566
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The accompanying Notes to the Condensed Consolidated Financial Statements are an integral part of these statements.

Cambium Learning Group, Inc. and Subsidiaries

Condensed Consolidated Statements of Cash Flows

(In thousands)

(Unaudited)

	Nine Months Ended September 30,	
	2015	2014
Net income (loss)	\$1,474	\$(6,880)
Adjustments to reconcile net income (loss)		
to net cash provided by operating activities:		
Depreciation and amortization expense	15,706	16,363
Loss on extinguishment of debt	—	570
Gain on sale of IntelliTools product line	—	(289)
Amortization of note discount and deferred financing		
costs	922	1,164
Stock-based compensation and expense	486	383
Other	5	96
Changes in operating assets and liabilities:		
Accounts receivable, net	(14,572)	(12,794)
Inventory	583	2,649
Other current assets	(2,582)	(1,964)
Other assets	(799)	(1,734)
Restricted assets	856	921
Accounts payable	1,949	2,422
Accrued expenses	(1,329)	(5,336)
Deferred revenue	12,998	9,300
Other long-term liabilities	(450)	(1,511)
Net cash provided by operating activities	15,247	3,360
Investing activities:		
Cash paid for acquisitions	(400)	(3,600)
Expenditures for property, equipment, software and		
pre-publication costs	(15,107)	(13,027)
Proceeds from sale of IntelliTools product line	—	806
Net cash used in investing activities	(15,507)	(15,821)
Financing activities:		
Principal payments under capital lease obligations	(802)	(736)
Repayment of debt	—	(10,145)
Proceeds from exercise of stock options	188	53
Share repurchases	—	(301)

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Net cash used in financing activities	(614)	(11,129)
Change in cash and cash equivalents	(874)	(23,590)
Cash and cash equivalents, beginning of period	34,387	67,993
Cash and cash equivalents, end of period	\$33,513	\$44,403

The accompanying Notes to the Condensed Consolidated Financial Statements are an integral part of these statements.

Cambium Learning Group, Inc. and Subsidiaries

Notes to the Condensed Consolidated Financial Statements

(Unaudited)

Note 1 — Basis of Presentation

Presentation

The Condensed Consolidated Financial Statements include the accounts of Cambium Learning Group, Inc. and its subsidiaries (the “Company”) and are unaudited. The condensed consolidated balance sheet as of December 31, 2014 has been derived from audited financial statements. All intercompany transactions have been eliminated.

As permitted under the Securities and Exchange Commission (“SEC”) requirements for interim reporting, certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles in the United States of America (“GAAP”) have been omitted. The Company believes that these financial statements include all necessary and recurring adjustments for the fair presentation of the interim period results. These financial statements should be read in conjunction with the Consolidated Financial Statements and related notes thereto included in the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2014. Due to seasonality, the results of operations for the three and nine months ended September 30, 2015 are not necessarily indicative of the results to be expected for any future interim period or for the year ending December 31, 2015.

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Subsequent actual results may differ from those estimates.

Nature of Operations

The Company is a leading educational solutions and services company that is committed to helping all students reach their full potential. The Company’s brands include: Learning A–Z, Voyager Sopris Learning, ExploreLearning, and Kurzweil Education. Together, these brands provide breakthrough technology solutions for online learning and professional support; best-in-class intervention and supplemental instructional materials; gold-standard professional development and school-improvement services; valid and reliable assessments; and proven materials to support a positive and safe school environment.

These brands comprise three reportable segments with separate management teams and infrastructures that offer various products and services. See Note 14 – Segment Reporting for further information on the Company’s segment reporting structure.

Note 2 — Accounts Receivable

Accounts receivable are stated net of allowances for doubtful accounts and estimated sales returns. The allowance for doubtful accounts and estimated sales returns totaled \$0.6 million at September 30, 2015 and \$0.4 million at December 31, 2014. The allowance for doubtful accounts is based on a review of outstanding balances and historical collection experience. The reserve for sales returns is based on historical rates of return as well as other factors that in the Company's judgment, could reasonably be expected to cause sales returns to differ from historical experience.

Note 3 — Stock-Based Compensation and Expense

Cambium Learning Group, Inc. 2009 Equity Incentive Plan

In 2009, the Company adopted the Cambium Learning Inc. 2009 Equity Incentive Plan ("Incentive Plan"). Under the Incentive Plan, 5,000,000 shares of common stock were reserved for issuance of awards which may be granted in the form of incentive stock options, non-statutory stock options, stock appreciation rights, restricted stock, restricted stock units, conversion stock options, conversion stock appreciation rights, and other stock or cash awards. The Incentive Plan is administered by the board of directors which has the authority to establish the terms and conditions of awards granted under the Incentive Plan.

Stock-Based Compensation and Expense

The following table presents our stock-based compensation expense resulting from stock options that are recorded in our condensed consolidated statements of operations and comprehensive income (loss) for the periods presented:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(in thousands)	2015	2014	2015	2014
Cost of revenues	\$11	\$10	\$29	\$28
Research and development expense	37	27	98	76
Sales and marketing expense	42	35	113	96
General and administrative expense	102	63	246	183
Total	\$192	\$135	\$486	\$383

2015 Grants

In the second quarter 2015, the Company granted 416,275 options under the Incentive Plan with a weighted-average exercise price of \$2.97. The options vest in equal monthly installments on the last day of the month over a four year period, with an initial vesting date of May 31, 2015. In the third quarter 2015, the Company granted 168,050 options under the Incentive Plan with a weighted average exercise price of \$4.64. The options vest in equal monthly installments on the last day of the month over a four year period, with an initial vesting date of July 31, 2015.

Note 4 — Net Income (Loss) per Common Share

Basic net income (loss) per common share is computed by dividing net income (loss) by the weighted-average number of common shares outstanding during the period. Diluted net income (loss) per common share is computed by dividing net income (loss) by the weighted-average number of common shares outstanding during the period, including potential dilutive shares of common stock assuming the dilutive effect of outstanding stock options and restricted stock awards using the treasury stock method. Weighted-average shares from common share equivalents in the amount of 135,930 and 258,542 for the three and nine months ended September 30, 2015, and 803,944 and 2,638,533 for the three and nine months ended September 30, 2014, respectively, were excluded from the respective dilutive shares outstanding because their effect was anti-dilutive.

The following table presents the calculation of basic and diluted net income (loss) per share:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(in thousands, except per share data)	2015	2014	2015	2014

Numerator:				
Net income (loss)	\$1,966	\$995	\$1,474	\$(6,880)
Denominator:				
Basic:				
Weighted-average common shares used in computing basic net income (loss) per share	45,562	45,664	45,513	45,663
Diluted:				
Add weighted-average effect of dilutive securities:				
Stock options and restricted stock awards	1,541	89	1,231	—
Weighted-average common shares used in computing diluted net income (loss) per share	47,103	45,753	46,744	45,663
Net income (loss) per common share:				
Basic	\$0.04	\$0.02	\$0.03	\$(0.15)
Diluted	\$0.04	\$0.02	\$0.03	\$(0.15)
Common Stock Repurchases				

During the nine months ended September 30, 2014, the Company repurchased 167,961 shares of its outstanding common stock for \$0.3 million. During the nine months ended September 30, 2015, the Company did not repurchase any shares of its outstanding common stock.

Note 5 — Fair Value Measurements

Fair value is defined as the price that would be received to sell an asset, or paid to transfer a liability (exit price), in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Valuation techniques are based on observable or unobservable inputs. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect the Company's market assumptions. These two types of inputs have created the following fair value hierarchy:

- Level 1 — Quoted prices for identical instruments in active markets.
- Level 2 — Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations in which significant value drivers are observable.
- Level 3 — Valuations derived from valuation techniques in which significant value drivers are unobservable.

Applicable guidance requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value.

At September 30, 2015, financial instruments include \$33.5 million of cash and cash equivalents, restricted assets of \$4.6 million, collateral investments of \$3.6 million, and \$139.8 million of senior secured notes. At December 31, 2014, financial instruments include \$34.4 million of cash and cash equivalents, restricted assets of \$5.5 million, collateral investments of \$3.6 million, and \$139.7 million of senior secured notes. The fair market values of cash equivalents, restricted assets, and collateral investments are equal to their carrying value, as these investments are recorded based on quoted market prices and/or other market data for the same or comparable instruments and transactions as of the end of the reporting period.

At September 30, 2015 and December 31, 2014, the senior secured notes, with aggregate outstanding principal amount of \$140.0 million, had a fair value of \$140.0 million and \$137.4 million, respectively, based on quoted market prices in active markets for these debt instruments when traded as assets (Level 1).

Assets and liabilities measured at fair value on a recurring basis are as follows:

(in thousands)	Fair Value at Reporting Date Using			
	Quoted Prices			
	in Active			
	Markets Significant for			
	Other	Significant		
	Identical	Observable	Unobservable	
	Assets	Inputs	Inputs	
Description	September 30, 2015	(Level 1)	(Level 2)	(Level 3)
Restricted Assets:				
Money Market	\$ 4,641	\$4,641	\$ —	\$ —

Collateral Investments:				
Money Market	904	904	—	—
Certificates of Deposit	2,724	2,724	—	—

(in thousands)	Fair Value at Reporting Date Using Quoted Prices			
	in Active Markets Significant for Identical Assets			
Description	December 31, 2014	(Level 1)	Other	Significant
			Observable Inputs (Level 2)	Unobservable Inputs (Level 3)
Restricted Assets:				
Money Market	\$ 5,497	\$5,497	\$ —	\$ —
Collateral Investments:				
Money Market	904	904	—	—
Certificates of Deposit	2,720	2,720	—	—

(in thousands)	Total Gains (Losses) for the	
	Nine Months Ended September 30,	
Description	2015	2014
Restricted Assets:		
Money Market	\$ —	\$ —
Collateral Investments:		
Money Market	—	—
Certificates of Deposit	—	—

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Assets and liabilities measured at fair value on a non-recurring basis are listed below at their carrying values as of each reporting date:

(in thousands)	September 30, 2015	Fair Value at Reporting Date		
		Using Quoted Prices	in Active Markets for Identical Assets	Using Significant Unobservable Inputs
Description		(Level 1)	(Level 2)	(Level 3)
Goodwill	\$ 47,842	\$—	\$—	\$ 47,842
Property, equipment and software, net	22,548	—	—	22,548
Pre-publication costs, net	16,604	—	—	16,604
Acquired curriculum and technology intangibles, net	3,307	—	—	3,307
Acquired publishing rights, net	1,785	—	—	1,785
Other intangible assets, net	3,548	—	—	3,548

(in thousands)	December 31, 2014	Fair Value at Reporting Date		
		Using Quoted Prices	in Active Markets for Identical Assets	Using Significant Unobservable Inputs
Description		(Level 1)	(Level 2)	(Level 3)

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		Identical		
		Assets		
		(Level		
		1)		
Goodwill	\$ 47,842	\$—	—	\$ 47,842
Property, equipment and software, net	20,856	—	—	20,856
Pre-publication costs, net	15,070	—	—	15,070
Acquired curriculum and technology				
intangibles, net	5,209	—	—	5,209
Acquired publishing rights, net	2,762	—	—	2,762
Other intangible assets, net	4,499	—	—	4,499

		Total Gains (Losses) for the	
		Nine Months Ended September 30,	
(in thousands)			
Description		2015	2014
Goodwill		\$ —	\$ —
Property, equipment and software, net		—	—
Pre-publication costs, net		—	—
Acquired curriculum and technology intangibles, net		—	—
Acquired publishing rights, net		—	—
Other intangible assets, net		—	—

There were no significant remeasurements of these assets during the nine months ended September 30, 2015 or 2014.

Note 6 — Other Current Assets

Other current assets at September 30, 2015 and December 31, 2014 consisted of the following:

	September	December
(in thousands)	30, 2015	31, 2014
Deferred costs	\$ 8,053	\$ 5,908
Prepaid expenses	2,151	1,714
Deferred taxes	546	546

Other current assets \$ 10,750 \$ 8,168

Note 7 — Other Assets

Other assets at September 30, 2015 and December 31, 2014 consisted of the following:

(in thousands)	September 30, 2015	December 31, 2014
Deferred financing costs	\$ 1,574	\$ 2,349
Collateral investments	3,628	3,624
Deferred costs, less current portion	1,598	828
Other	809	834
Other assets	\$ 7,609	\$ 7,635

Deferred Financing Costs

Deferred financing costs relate to costs incurred with the issuance of the 9.75% senior secured notes due 2017. See Note 13 – Long-Term Debt.

Collateral Investments

The Company maintains certificates of deposit to collateralize its outstanding letters of credit associated with the build-to-suit lease, credit collections, and workers' compensation activity. At September 30, 2015 and December 31, 2014, the Company had \$2.7 million in certificates of deposit serving as collateral for its outstanding letters of credit.

Additionally, the Company maintains a money market fund investment to serve as collateral for a travel card program. The balance of the money market fund investment was \$0.9 million at September 30, 2015 and December 31, 2014.

Note 8 — Accrued Expenses

Accrued expenses at September 30, 2015 and December 31, 2014 consisted of the following:

(in thousands)	September 30, 2015	December 31, 2014
Salaries, bonuses and benefits	\$ 8,605	\$ 6,439
Accrued interest	1,714	5,119
Pension and post-retirement benefit plans	1,173	1,173
Accrued royalties	893	1,369
Headspout acquisition accrual	—	400
Other	3,318	2,932
Accrued expenses	\$ 15,703	\$ 17,432

Accrued Interest

Accrued interest at September 30, 2015 and December 31, 2014 primarily relates to the Company's 9.75% senior secured notes. The senior secured notes require semi-annual interest payments in arrears on each February 15th and August 15th over the life of the notes.

Pension and Post-Retirement Benefit Plans

See Note 10 – Pension Plan for additional information regarding the Company's pension plan.

Headsprout Acquisition Accrual

In December 2013, LAZEL, Inc., a wholly owned subsidiary of the Company, completed the acquisition of certain assets of Headsprout for \$4.0 million. Of the total purchase price, \$3.6 million was paid in January 2014 and the remaining \$0.4 million was paid in June 2015.

Note 9 — Other Liabilities

Other liabilities at September 30, 2015 and December 31, 2014 consisted of the following:

(in thousands)	September 30, 2015	December 31, 2014
Pension and post-retirement benefit plans, long-term portion	\$ 10,920	\$ 11,440
Long-term income tax payable	1,276	1,237
Deferred rent	921	1,043
Long-term deferred tax liability	559	559
Long-term deferred compensation	344	359
Other liabilities	\$ 14,020	\$ 14,638

Pension and Post-Retirement Benefit Plans

See Note 10 – Pension Plan for additional information regarding the Company’s pension plan.

Note 10 — Pension Plan

The net pension costs of the Company’s defined benefit pension plan were comprised primarily of interest costs and totaled \$0.2 million and \$0.1 million, respectively, for the three months ended September 30, 2015 and 2014 and totaled \$0.5 million and \$0.4 million, respectively, for the nine months ended September 30, 2015 and 2014. The net pension costs for the three and nine months ended September 30, 2015 included the amortization of accumulated net loss of \$0.1 million and \$0.2 million, respectively. The net pension costs for the three and nine months ended September 30, 2014 included an immaterial amount of amortization of accumulated net loss.

Note 11 — Uncertain Tax Positions

The Company recognizes the financial statement impacts of a tax return position when it is more likely than not, based on technical merits, that the position will ultimately be sustained. For tax positions that meet this recognition threshold, the Company applies judgment, taking into account applicable tax laws, experience managing tax audits and relevant GAAP, to determine the amount of tax benefits to recognize in its financial statements. For each position, the difference between the benefit realized on the Company’s tax return and the benefit reflected in its financial statements is recorded to Other Liabilities in the Condensed Consolidated Balance Sheets as an unrecognized tax benefit (“UTB”). The Company updates its UTBs at each financial statement date to reflect the impacts of audit settlements and other resolution of audit issues, expiration of statutes of limitation, developments in tax law and ongoing discussions with tax authorities. The balance of UTBs was \$6.5 million at September 30, 2015 and December 31, 2014.

Included in the balance of unrecognized tax benefits at September 30, 2015 are approximately \$1.3 million of tax benefits that, if recognized, would affect the effective tax rate. The recognition of the remaining uncertain tax positions would not affect the effective tax rate, but would instead increase or would have increased available tax attributes. However, the recognition of the tax attribute would be offset by an increase in the deferred tax asset valuation allowance resulting in no net impact in the effective tax rate.

The Company recognizes interest accrued related to its UTBs and penalties as income tax expense. Related to the UTBs noted above, the Company recognized no penalties and immaterial interest during the three and nine months ended September 30, 2015. At September 30, 2015, the Company has liabilities of \$0.3 million for penalties (gross) and \$0.2 million for interest (gross).

The Company files income tax returns in the U.S. federal jurisdiction and various state jurisdictions. All U.S. tax years prior to 2008 related to the Voyager Learning Company acquired entities have been audited by the Internal Revenue Service. Cambium and its subsidiaries have been examined by the Internal Revenue Service through the end of 2006. The Company has been audited by the various state tax authorities through 2007.

Note 12 — Commitments and Contingencies

Legal Proceedings

The Company is involved in various legal proceedings incidental to its business. Management believes that the outcome of these proceedings will not have a material adverse effect upon the Company's consolidated operations or financial condition and the Company has recognized appropriate liabilities as necessary based on facts and circumstances known to management. The Company expenses legal costs related to legal contingencies as incurred.

Purchase Commitments

From time to time, the Company may enter into firm purchase commitments for printed materials included in inventory which the Company expects to use in the ordinary course of business. These commitments are typically for terms less than one year and require the Company to buy minimum quantities of materials with specific delivery dates at a fixed price over the term. These open purchase commitments totaled \$0.2 million as of September 30, 2015.

Letters of Credit

The Company has letters of credit outstanding at September 30, 2015 in the amount of \$1.9 million to support the build-to-suit lease, credit collections, and workers' compensation activity. The Company maintains certificates of deposit of \$2.7 million as collateral for the letters of credit as well as an additional deposit to support Automated Clearing House processing and credit card collections. The Company also maintains a \$0.9 million money market fund investment as collateral for a travel card program. The certificates of deposit and money market fund investment are included in Collateral Investments in Note 7 — Other Assets.

Note 13 — Long-Term Debt

Long-term debt at September 30, 2015 and December 31, 2014 consisted of the following:

(in thousands)	September 30, 2015	December 31, 2014
9.75% senior secured notes due February 15, 2017,		
interest payable semiannually	\$ 140,000	\$ 140,000
Less: Unamortized discount	(180)	(277)
Long-term debt	\$ 139,820	\$ 139,723

Senior Secured Notes Due 2017

In February 2011, the Company closed an offering of \$175 million aggregate principal amount of 9.75% senior secured notes due 2017 (the "Notes"). Deferred financing costs, net of accumulated amortization, are capitalized in Other Assets in the Condensed Consolidated Balance Sheets, and are amortized over the term of the related debt using the effective interest method. Unamortized capitalized deferred financing costs at September 30, 2015 and December 31, 2014 were \$1.6 million and \$2.3 million, respectively.

Interest on the Notes accrues at a rate of 9.75% per annum from the date of original issuance and is payable semi-annually in arrears on each February 15th and August 15th to the holders of record of the Notes on the immediately preceding February 1st and August 1st. No principal repayments are due until the maturity date of the Notes.

The Notes are secured by (i) a first priority lien on substantially all of the Company's assets including capital stock of the guarantors (which are certain of the Company's subsidiaries), and (ii) a second-priority lien, prior to the termination of the ABL Facility (as defined and described below), on substantially all of the inventory and accounts receivable and related assets of the ABL Credit Parties, in each case, subject to certain permitted liens. The Notes also contain customary covenants, including limitations on the Company's ability to incur debt, and events of default as defined by the agreement. The Company may, at its option, redeem the Notes prior to their maturity based on the terms included in the agreement.

During the nine months ended September 30, 2014, the Company repurchased an aggregate of \$10.0 million aggregate principal amount of Notes for an aggregate purchase price of approximately \$10.1 million, plus accrued and unpaid interest. During the nine months ended September 30, 2014, a Loss on Extinguishment of Debt of \$0.4 million was recorded in connection with these repurchases, which was primarily due to the write-off of unamortized deferred financing costs. During the nine months ended September 30, 2015, the Company did not repurchase any Notes.

Terminated ABL Facility

In February 2011, the Company's wholly owned subsidiary, Cambium Learning, Inc. (together with its wholly owned subsidiaries, the "ABL Credit Parties"), entered into a credit facility (the "ABL Facility") pursuant to a Loan and Security Agreement (the "ABL Loan Agreement"), by and among the ABL Credit Parties, Harris N.A., individually and as Agent (the "Agent") for any ABL Lender (as hereinafter defined) which is or becomes a party to said ABL Loan Agreement, certain other lenders party thereto

(together with Harris N.A. in its capacity as a lender, the “ABL Lenders”), Barclays Bank PLC, individually and as Collateral Agent, and BMO Capital Markets and Barclays Capital, as Joint Lead Arrangers and Joint Book Runners. The ABL Facility consisted of a four-year \$40.0 million revolving credit facility, which included a \$5.0 million subfacility for swing line loans and a \$5.0 million subfacility for letters of credit.

The ABL Facility was, subject to certain exceptions, secured by a first-priority lien on the ABL Credit Parties’ inventory and accounts receivable and related assets and a second-priority lien (junior to the lien securing the ABL Credit Parties’ obligations with respect to the Notes) on substantially all of the ABL Credit Parties’ other assets.

The ABL Credit Parties were required to pay, quarterly in arrears, an unused line fee equal to the product of (x) either 0.375% or 0.50% (depending upon the ABL Credit Parties’ fixed charge coverage ratio at the time) and (y) the average daily unused amount of the revolver. The ABL Facility contained a financial covenant that generally required the ABL Credit Parties to maintain, on a consolidated basis, either (i) excess availability of at least the greater of \$8.0 million and 15% of the revolver commitment or (ii) a fixed charge coverage ratio of 1.1 to 1.0.

During the quarter ended March 31, 2014, the Company’s excess availability and fixed charge coverage ratios fell below the required thresholds, which put the Company in a Trigger Period as defined under the ABL Facility agreement. On March 26, 2014, the Company had no borrowings outstanding under the agreement and terminated the ABL Facility. A Loss on Extinguishment of Debt of approximately \$0.2 million was recognized in connection with the termination related to the write-off of unamortized deferred financing costs.

Note 14 — Segment Reporting

The Company operates in three reportable segments with separate management teams and infrastructures that offer various products and services.

Reclassifications

Certain prior period reclassifications have been made to conform to the current period presentation.

Segment Aggregation

Prior to the first quarter of 2015, the Voyager Sopris Learning and Kurzweil Education operating segments were separately reported in the financial statements. As permitted by GAAP, the Company elected to aggregate these two operating segments into a single reportable segment titled Voyager Sopris Learning. The separate Voyager Sopris Learning and Kurzweil Education operating segments have similar economic characteristics as well as similar products and services, production processes, class of customers, and product and service distribution methods. In addition, the Company believes the aggregated presentation is more useful to investors and other financial statement users because both units are in the midst of transitioning to higher concentrations of technology-enabled solutions and because of the relatively small financial contribution of Kurzweil Education to the consolidated results.

Operating Expenses and General Capital Expenditures

Certain operating expenses, such as rent, personnel and consulting fees, previously pooled and reported in Other in the segment information have been reclassified to the applicable reportable segment to which the expense directly

supported. Additionally, General Capital Expenditures, also previously reported in Other in the segment information, have been reclassified to the applicable reportable segment to which the expenditure related. These reclassifications were made in order to provide a more complete depiction of the reportable segments as stand-alone operations. Segment disclosures for the three and nine months ended September 30, 2014 were conformed to the 2015 presentation.

The following table reports the effect of these reclassifications on prior period disclosures:

(in thousands)	Three Months Ended September 30, 2014					Consolidated
	Voyager					
	A-Z	Learning	Explore	Learning	Other	
Operating expense	\$37	\$ 170	\$ —		\$(207)	\$ —
Expenditures for property, equipment, software						
and pre-publication costs	304	55	13		(372)	—
	Nine Months Ended September 30, 2014					
	Voyager					
	Learning					
	Explore					
	Learning					
	Other					
(in thousands)	A-Z	Learning	Explore	Learning	Other	Consolidated
Operating expense	\$106	\$ 513	\$ —		\$(619)	\$ —
Expenditures for property, equipment, software						
and pre-publication costs	931	263	271		(1,465)	—

Learning A-Z Segment

Learning A-Z is a preK-6 educational resource company specializing in online delivery of leveled readers and supplementary curriculum. Founded in 2002 to help teachers differentiate instruction and meet the unique needs of all students, Learning A-Z's resources are currently used in more than half the districts across the United States and Canada and in over 180 countries worldwide. Serving a wide range of student needs, including English language learners, intervention, special education, and daily instruction, Learning A-Z's value proposition focuses on three key elements:

- Saving teachers time, giving them all the resources they need, all online, all accessible at the click of a mouse
- Saving teachers money, delivering thousands of resources for a fraction of the cost of print and other online providers
- Supporting student achievement through differentiated instruction, ensuring the right high-quality resources for every preK-6 student

Learning A-Z operates seven subscription-based websites: Reading A-Z, Raz-Kids, Vocabulary A-Z, Headsprout®, ReadyTest A-Z, Writing A-Z and Science A-Z. These websites are stand-alone or integrated, for a comprehensive solution that provides online supplemental books, lessons, assessments and other instructional resources for individual classrooms, schools, and districts.

Voyager Sopris Learning Segment

The Voyager Sopris Learning segment is comprised of the Company's Voyager Sopris Learning and Kurzweil Education brands.

Voyager Sopris Learning Brand

The Voyager Sopris Learning brand is committed to partnering with school districts to meet and surpass their goals for student achievement. The suite of instructional and service solutions the Voyager Sopris Learning brand provides is not only research based, but also evidence based—proven to increase student achievement and educator effectiveness. Voyager Sopris Learning's solutions have been fully tested in the classroom, ensuring that they are easy to implement and teacher friendly. They are innovative, both in overall instructional approach and in the strategic use of technology in blended and 100% online solutions and are supported by an unparalleled commitment to build local capacity for sustained success. With a comprehensive suite of instructional resources, the Voyager Sopris Learning brand provides assessments, professional development and school improvement services, literacy and math instructional tools— both comprehensive and supplemental—and resources to build a positive school climate.

Kurzweil Education Brand

The Kurzweil Education brand delivers award-winning educational technology that solves real problems. The brand's literacy and learning solutions offer learners a way up and a path forward. Using the principals of Universal Design for Learning, the Kurzweil Education brand provides technology-based solutions that enable all learners to read, understand and demonstrate their learning using technology-based tools and resources.

ExploreLearning Segment

ExploreLearning develops online solutions to improve student learning in math and science. ExploreLearning currently offers two supplemental products: Gizmos, the world's largest library of interactive, online simulations for math and science in grades 3-12 that help students gain a deep understanding of challenging concepts through active inquiry and exploration; and Reflex, a powerful adaptive online program that helps students in grades 2-8 develop

math fact fluency through game-based instruction and practice.

Gizmos and Reflex bring research-proven, standards-aligned instructional strategies to classrooms around the world. They support the tenets of the National Council of Teachers of Mathematics, the National Science Teachers Association and new rigorous state and national standards. Additionally, new studies show students using Reflex are scoring higher than their peers on standardized tests.

Other

Other consists of unallocated shared services, such as accounting, legal, human resources and corporate related items, as well as depreciation and amortization expense, other income and expense, and income taxes. The Company does not allocate any of these costs to its segments, and the chief operating decision maker evaluates performance of operating segments excluding these items.

15

The following tables present the net revenues, operating expenses, income (loss) from operations, and capital expenditures which are used by the Company's chief operating decision maker to measure the segments' operating performance. The Company does not track assets directly by segment and the chief operating decision maker does not use assets to measure a segment's operating performance, and therefore this information is not presented.

Three Months Ended September 30, 2015
Voyager
Learning Sopris

(in thousands)	A-Z	Learning	ExploreLearning	Other	Consolidated
Net revenues	\$13,733	\$21,820	\$ 4,786	\$—	\$ 40,339
Cost of revenues	416	7,800	904	—	9,120
Amortization expense	—	—	—	4,434	4,434
Total cost of revenues	416	7,800	904	4,434	13,554
Other operating expenses	6,654	7,718	2,506	3,356	20,234
Depreciation and amortization expense	—	—	—	1,001	1,001
Total costs and expenses	7,070	15,518	3,410	8,791	34,789
Income (loss) before interest, other					
income (expense) and income taxes	6,663	6,302	1,376	(8,791)	5,550
Net interest expense	—	—	—	(3,575)	(3,575)
Other income, net	—	—	—	204	204
Income tax expense	—	—	—	(213)	(213)
Segment net income (loss)	\$6,663	\$6,302	\$ 1,376	\$(12,375)	\$ 1,966
Expenditures for property, equipment,					
software and pre-publication costs	\$2,276	\$2,195	\$ 683	\$121	\$ 5,275

Three Months Ended September 30, 2014
Voyager
Learning Sopris

(in thousands)	A-Z	Learning	ExploreLearning	Other	Consolidated
Net revenues	\$11,116	\$25,930	\$ 4,098	\$—	\$ 41,144
Cost of revenues	300	10,012	733	—	11,045
Amortization expense	—	—	—	4,695	4,695
Total cost of revenues	300	10,012	733	4,695	15,740
Other operating expenses	5,029	8,535	2,452	3,449	19,465
Depreciation and amortization expense	—	—	—	1,050	1,050
Total costs and expenses	5,329	18,547	3,185	9,194	36,255

Income (loss) before interest, other					
income (expense) and income taxes	5,787	7,383	913	(9,194)	4,889
Net interest expense	—	—	—	(4,377)	(4,377)
Other income, net	—	—	—	535	535
Income tax expense	—	—	—	(52)	(52)
Segment net income (loss)	\$5,787	\$7,383	\$ 913	\$(13,088)	\$ 995
Expenditures for property, equipment,					
software and pre-publication costs	\$1,971	\$1,961	\$ 481	\$254	\$ 4,667

16

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Nine Months Ended September 30, 2015

Voyager

Learning Sopris

(in thousands)	A-Z	Learning	ExploreLearning	Other	Consolidated
Net revenues	\$39,930	\$54,831	\$ 14,503	\$—	\$ 109,264
Cost of revenues	1,286	20,751	2,246	—	24,283
Amortization expense	—	—	—	12,712	12,712
Total cost of revenues	1,286	20,751	2,246	12,712	36,995
Other operating expenses	17,914	20,982	7,469	10,723	57,088
Depreciation and amortization expense	—	—	—	2,994	2,994
Total costs and expenses	19,200	41,733	9,715	26,429	97,077
Income (loss) before interest, other					
income (expense) and income taxes	20,730	13,098	4,788	(26,429)	12,187
Net interest expense	—	—	—	(10,875)	(10,875)
Other income, net	—	—	—	679	679
Income tax expense	—	—	—	(517)	(517)
Segment net income (loss)	\$20,730	\$13,098	\$ 4,788	\$(37,142)	\$ 1,474
Expenditures for property, equipment,					
software and pre-publication costs	\$5,973	\$6,869	\$ 1,931	\$334	\$ 15,107

Nine Months Ended September 30, 2014

Voyager

Learning Sopris

(in thousands)	A-Z	Learning	ExploreLearning	Other	Consolidated
Net revenues	\$31,846	\$63,502	\$ 13,119	\$—	\$ 108,467
Cost of revenues	1,194	26,606	2,186	—	29,986
Amortization expense	—	—	—	13,213	13,213
Total cost of revenues	1,194	26,606	2,186	13,213	43,199
Other operating expenses	13,793	23,931	7,668	10,320	55,712
Depreciation and amortization expense	—	—	—	3,150	3,150
Total costs and expenses	14,987	50,537	9,854	26,683	102,061
Income (loss) before interest, other					
income (expense) and income taxes	16,859	12,965	3,265	(26,683)	6,406
Net interest expense	—	—	—	(13,535)	(13,535)
Loss on extinguishment of debt	—	—	—	(570)	(570)
Other income, net	—	—	—	965	965
Income tax expense	—	—	—	(146)	(146)

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Segment net income (loss)	\$16,859	\$12,965	\$ 3,265	\$(39,969)	\$(6,880)
Expenditures for property, equipment, software and pre-publication costs	\$5,334	\$5,693	\$ 1,471	\$529	\$ 13,027

Note 15 — Related Party Transactions

As previously disclosed, the Company is party to a consulting fee agreement with VSS Fund Management LLC (“VSS”) entitling VSS to the following fees: (i) a fee equal to 1% of the gross proceeds of any debt or equity financing by the Company, and (ii) a fee equal to 1% of the enterprise value of any entities acquired or disposed of by the Company.

Note 16 — Subsequent Events

The Company previously had a build-to-suit lease for warehouse and office space in Frederick, Colorado with a term through October 31, 2016. In 2012, in connection with its plan to outsource warehouse operations to a third party, the Company ceased use of this facility and entered into an agreement to sublease this facility through October 31, 2016. At September 30, 2015, the related

remaining costs of the build-to-suit lease are accounted for as a liability in Capital Lease Obligations, Current and Capital Lease Obligations, Less Current Portion.

On October 16, 2015, the Company entered into agreements to terminate its build-to-suit lease and to terminate the related sublease. The Company paid termination fees of approximately \$0.2 million related to the early lease termination. The Company estimates that a gain of approximately \$0.4 million will be recognized in the fourth quarter related to the termination.

The Company has been required to hold an outstanding letter of credit in the amount \$1.0 million to secure the lease, the collateral for which is included in Other Assets as of September 30, 2015. In connection with the lease termination, the Company has been released from the letter of credit requirement and expects to convert the collateral investment into cash in the fourth quarter.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

This section should be read in conjunction with the audited Consolidated Financial Statements of Cambium Learning Group, Inc. and its subsidiaries (the "Company," "we," "us," or "our") and the notes thereto included in our Annual Report on Form 10-K for the year ended December 31, 2014.

Cautionary Note Regarding Forward-looking Statements

This report contains forward-looking statements within the meaning of the federal securities laws that involve risks and uncertainties, and which are based on beliefs, expectations, estimates, projections, forecasts, plans, anticipations, targets, outlooks, initiatives, visions, objectives, strategies, opportunities, drivers and intents of our management. Such statements are made in reliance upon the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. All statements other than statements of historical fact included in this report, including statements regarding our future financial position, economic performance and results of operations, as well as our business strategy, objectives of management for future operations, and the information set forth under "Management's Discussion and Analysis of Financial Condition and Results of Operations," are forward-looking statements.

Statements that are not historical facts, including statements about our beliefs and expectations, are forward-looking statements. Forward-looking statements can be identified by, among other things, the use of forward-looking language, such as "believes," "expects," "estimates," "projects," "forecasts," "plans," "anticipates," "targets," "outlooks," "initiates," "visions," "objectives," "strategies," "opportunities," "drivers," "intends," "scheduled to," "seeks," "may," "will," or "should," or other variations of those terms or comparable language, or by discussions of strategy, plans, targets, models or intentions. Forward-looking statements speak only as of the date they are made, and except for our ongoing obligations under the federal securities laws, we undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events, or otherwise, or to update the reasons actual results could differ materially from those anticipated in these forward-looking statements. Accordingly, you are cautioned that any such forward-looking statements are not guarantees of future performance and are subject to certain risks, uncertainties and assumptions that are difficult to predict. Although we believe that the expectations reflected in such forward-looking statements are reasonable as of the date made, expectations may prove to have been materially different from the results expressed or implied by such forward-looking statements, as it is impossible for us to anticipate all factors that could affect our actual results. These risks and uncertainties include, but are not limited to, those described in "Risk Factors" in Part II, Item 1A and elsewhere in this report and in our Annual Report on Form 10-K for the year ended December 31, 2014, and those described from time to time in our future reports filed with the SEC. Unless otherwise required by law, we also disclaim any obligation to update our view of any such risks or uncertainties or to announce publicly the results of any revisions to the forward-looking statements made in this report.

Overview

Cambium Learning Group, Inc., a Delaware corporation, is a leading educational solutions and services company that is committed to helping all students reach their full potential. Our award winning brands include: Learning A-Z™ (www.learninga-z.com), Voyager Sopris Learning™ (www.voyagersopris.com), ExploreLearning® (www.explorelearning.com and www.reflexmath.com) and Kurzweil Education™ (www.kurzweiled.com). Together, these brands provide breakthrough technology solutions for online learning and professional support; best-in-class intervention and supplemental instructional materials; gold-standard professional development and school-improvement services; valid and reliable assessments; and proven materials to support a positive and safe school environment.

During 2015, our products have continued to receive awards and accolades from industry publications, including:

The 20th Annual Education Software Review Awards (“EDDIE”) presented by The ComputED Gazette

In September 2015, the Company was awarded 10 EDDIE awards from ComputED Gazette, with Learning A-Z receiving 6 awards and every Cambium Learning Group business unit winning at least one award. We won EDDIE Awards in the following categories:

Early Learning, Reading Website: Headsprout by Learning A-Z

Multilevel, Reading Resource Website: Raz-Kids by Learning A-Z

Multilevel, Teacher Tools, Reading Resource Website: Reading A-Z by Learning A-Z

Upper Elementary, Science Website: Science A-Z by Learning A-Z

Upper Elementary, Test Skills Website: ReadyTest A-Z by Learning A-Z

Upper Elementary, Writing Website: Writing A-Z by Learning A-Z

Math Fluency Website: Reflex by ExploreLearning

Math & Science Online Simulations: Gizmos by ExploreLearning

ESL Website: LANGUAGE! Live by Voyager Sopris Learning

Literary Skills: Kurzweil 3000 – firefly by Kurzweil Education

2015 33rd Annual Awards of Excellence by Tech & Learning Magazine

In October 2015, ExploreLearning was among the winners of Tech & Learning magazine’s 33rd Annual Awards of Excellence for Best Upgraded Product for its Reflex product. The Tech & Learning Awards of Excellence recognize both new and upgraded education technology products. Judges evaluated more than 150 applicants using four criteria: quality and effectiveness, ease of use, creative use of technology, and suitability for use in an educational environment. Winners in the Best Upgraded Product category made significant enhancements in the past year to proven education tools. Reflex previously won in 2012 in the Best New Product category.

2015 CODiE Awards

In May 2015, Learning A-Z received a 2015 CODiE™ Award, representing the CODiE the Company has received. For nearly 30 years, the Software and Information Industry Association (SIIA) CODiE Awards have recognized software and information companies for achievement and vision. It is the only peer-reviewed program in the content, education, and software industry. We won a 2015 award in the following category:

Best ELL/World Language Acquisition Instructional Solution: ReadingA-Z by Learning A-Z

The 21st Annual Best Educational Software Awards (“BESSIE”) presented by The ComputED Gazette

In April 2015, Learning A-Z, Voyager Sopris Learning, ExploreLearning, and Kurzweil Education each received BESSIE Awards. The BESSIE Awards target innovative and content-rich programs and websites that provide parents and teachers with technology to foster educational excellence and are awarded to titles submitted by publishers worldwide. We won BESSIE Awards in the following categories:

Early Learning:

Reading Website: Headsprout by Learning A-Z

Upper Elementary:

Science Website: ScienceA-Z by Learning A-Z

Test Skills Website: ReadyTestA-Z by Learning A-Z

Math Fluency Website: Reflex by ExploreLearning

Middle School:

ESL Website: LANGUAGE! Live by Voyager Sopris Learning

Multi-Level:

Literary Skills: Kurzweil 3000 – firefly by Kurzweil Education

Reading Resource Website: Raz-Kids by Learning A-Z

Math and Science Online Simulations: Gizmos by ExploreLearning

Teacher Tools:

Reading Resource Website: ReadingA-Z by Learning A-Z

20

2015 REVERE Award presented by the PreK-12 Learning Group of the Association of American Publishers

In July 2015, Learning A-Z received a 2015 REVERE Award for the content in its Reading A-Z product that supports English language learners (ELLs). The REVERE Awards are presented by the PreK-12 Learning Group of the Association of American Publishers to identify and honor excellence in educational materials.

Segment Information

We have three reportable segments with separate management teams and infrastructures that offer various products and services: Learning A-Z, Voyager Sopris Learning, and ExploreLearning. Segment results of operations include Other, which consists of unallocated shared services, such as accounting, legal, human resources and corporate related items, as well as depreciation and amortization expense, interest income and expense, other income and expense, and income taxes. We do not allocate any of these costs to our segments, and our chief operating decision maker evaluates performance of operating segments excluding these items.

Reclassifications

Certain prior period reclassifications have been made to conform to the current period presentation.

Segment Aggregation

Prior to the first quarter of 2015, the Voyager Sopris Learning and Kurzweil Education operating segments were separately reported in the financial statements. As permitted by GAAP, we elected to aggregate these two operating segments into a single reportable segment titled Voyager Sopris Learning. The separate Voyager Sopris Learning and Kurzweil Education operating segments have similar economic characteristics as well as similar products and services, production processes, class of customers, and product and service distribution methods. In addition, we believe the aggregated presentation is more useful to investors and other financial statement users because both units are in the midst of transitioning to higher concentrations of technology-enabled subscription solutions and because of the relatively small financial contribution of Kurzweil Education to the consolidated results.

Operating Expenses and General Capital Expenditures

Certain operating expenses, such as rent, personnel and consulting fees, previously pooled and reported in Other in our segment information, have been reclassified to the applicable reportable segment to which the expense directly supported. Additionally, General Capital Expenditures, also previously reported in Other in our segment information, have been reclassified to the applicable reportable segment to which the expenditure related. These reclassifications were made in order to provide a more complete depiction of the reportable segments as stand-alone operations. Segment disclosures for the three and nine months ended September 30, 2014 were conformed to the 2015 presentation.

The following tables reports the effect of these reclassifications on prior period disclosures:

(in thousands)	Three Months Ended				
	March 31,	June 30,	September 30,	December 31,	Fiscal 2014
Operating expense					
Learning A-Z	\$33	\$36	\$ 37	\$ 36	\$142
Voyager Sopris Learning	173	170	170	214	727
ExploreLearning	—	—	—	—	—

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Other	(206)	(206)	(207)	(250)	(869)
Operating expense	\$—	\$—	\$ —	\$ —	\$—

(in thousands)	Three Months Ended				
	March 31,	June 30,	September 30,	December 31,	Fiscal 2014
Capital expenditures - general expenditures					
Learning A-Z	\$221	\$406	\$ 304	\$ 274	\$1,205
Voyager Sopris Learning	119	89	55	42	305
ExploreLearning	192	66	13	44	315
Other	(532)	(561)	(372)	(360)	(1,825)
Capital expenditures - general expenditures	\$—	\$—	\$ —	\$ —	\$—

Learning A-Z Segment

Learning A-Z is a preK-6 educational resource company specializing in online delivery of leveled readers and supplementary curriculum. Founded in 2002 to help teachers differentiate instruction and meet the unique needs of all students, Learning A-Z's resources are currently used in more than half the districts across the United States and Canada and in over 180 countries worldwide.

Serving a wide range of student needs, including English language learners, intervention, special education, and daily instruction, Learning A-Z's value proposition focuses on three key elements:

- Saving teachers time, giving them all the resources they need, all online, all accessible at the click of a mouse
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- Supporting student achievement through differentiated instruction, ensuring the right high-quality resources for every preK-6 student

Learning A-Z operates seven subscription-based websites: Reading A-Z, Raz-Kids, Vocabulary A-Z, Headsprout®, ReadyTest A-Z, Writing A-Z and Science A-Z. These websites are stand-alone or integrated, for a comprehensive solution that provides online supplemental books, lessons, assessments and other instructional resources for individual classrooms, schools, and districts.

Voyager Sopris Learning Segment

Our Voyager Sopris Learning segment is comprised of our Voyager Sopris Learning and Kurzweil Education brands.

Voyager Sopris Learning Brand

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Effective July 6, 2015, Jeffrey A. Elliott joined the Company as President of Voyager Sopris Learning to succeed George Logue, who announced in January 2015 his intent to retire from the Company and its affiliates. Mr. Elliott was formerly Chief Executive Officer of The Virtual High School and brings 20 years of experience in the education industry. Mr. Logue will serve in a transitional role through the end of 2015.

Kurzweil Education Brand

The Kurzweil Education brand delivers award-winning educational technology that solves real problems. The brand's literacy and learning solutions offer learners a way up and a path forward. Using the principles of Universal Design for Learning, the Kurzweil Education brand provides technology-based solutions that enable all learners to read, understand and demonstrate their learning using technology-based tools and resources.

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Gizmos and Reflex bring research-proven, standards-aligned instructional strategies to classrooms around the world. They support the tenets of the National Council of Teachers of Mathematics, the National Science Teachers Association and new rigorous state and national standards. Additionally, new studies show students using Reflex are scoring higher than their peers on standardized tests.

Results of Operations

Bookings

Bookings is an internal, non-GAAP metric that measures the total dollar value of customer orders in a period, regardless of the timing of the related revenue recognition. We consider Bookings a leading indicator of revenues. During the nine months ended September 30, 2015, consolidated Bookings increased 4.7% to \$122.4 million, compared to \$117.0 million during the nine months ended September 30, 2014. Bookings by segment for the nine months ended September 30, 2015 and the percentage change from the same period of 2014 were as follows:

- Learning A-Z: \$45.9 million, increased 23.0%, with continued strong growth in its student-centric solutions, including Raz-Kids.com, Headsprout®, Writing A-Z and ReadyTest A-Z. All are student-centric solutions, and their growth

demonstrates strong demand for products that put technology directly into students' hands. Management's full-year expectations for strong double-digit growth at Learning A-Z remain unchanged.

·Voyager Sopris Learning: \$60.8 million, decreased 5.1%, with Bookings growth from newer technology-enabled subscription solutions such as LANGUAGE!® Live and Kurzweil's firefly offset by the expected decline of older legacy products. Voyager Sopris Learning also continues to experience success with its recently expanded and rereleased Step Up to Writing® program as school districts require quality programs to meet rigorous writing assessments. Management's full-year expectations that Bookings will decline at lower rates than in the prior year remain unchanged.

·ExploreLearning: \$15.8 million, increased 0.9% - Bookings pacing can fluctuate from quarter to quarter within the ExploreLearning segment due to large deal size and renewal timing. Full-year expectations for low double-digit growth for the segment remain unchanged.

We continue to execute our strategy to shift resources to subscription and technology-enabled products. For the nine months ended September 30, 2015, approximately 65% of Bookings were generated by technology-enabled products versus 57% for the same period of 2014. For purposes of this metric, technology-enabled products are defined as those products that are sold primarily as a technology-based solution or that could be used solely using a digital platform. For the Voyager Sopris Learning segment, several products classified as technology-enabled include supplemental print materials.

Three Months Ended September 30, 2015 Compared to the Three Months Ended September 30, 2014

	Three Months Ended September 30, 2015			September 30, 2014			Year Over Year Change Favorable/(Unfavorable)		
	% of Net			% of Net					
(in thousands)	Amount	Revenues		Amount	Revenues	\$		%	
Net revenues:									
Learning A-Z	\$13,733	34.0 %		\$11,116	27.0 %	\$ 2,617		23.5 %	
Voyager Sopris Learning	21,820	54.1 %		25,930	63.0 %	(4,110)		(15.9)%	
ExploreLearning	4,786	11.9 %		4,098	10.0 %	688		16.8 %	
Total net revenues	40,339	100.0 %		41,144	100.0 %	(805)		(2.0)%	
Cost of revenues:									
Learning A-Z	416	1.0 %		300	0.7 %	(116)		(38.7)%	
Voyager Sopris Learning	7,800	19.3 %		10,012	24.3 %	2,212		22.1 %	
ExploreLearning	904	2.2 %		733	1.8 %	(171)		(23.3)%	
Amortization expense	4,434	11.0 %		4,695	11.4 %	261		5.6 %	
Total cost of revenues	13,554	33.6 %		15,740	38.3 %	2,186		13.9 %	
Research and development expense	2,935	7.3 %		2,745	6.7 %	(190)		(6.9)%	
Sales and marketing expense	11,722	29.1 %		11,015	26.8 %	(707)		(6.4)%	
General and administrative expense	5,120	12.7 %		5,039	12.2 %	(81)		(1.6)%	
Shipping and handling costs	457	1.1 %		666	1.6 %	209		31.4 %	
Depreciation and amortization expense	1,001	2.5 %		1,050	2.6 %	49		4.7 %	
Income before interest, other income									
(expense) and income taxes	5,550	13.8 %		4,889	11.9 %	661		(13.5)%	
Net interest expense	(3,575)	(8.9)%		(4,377)	(10.6)%	802		18.3 %	

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Other income, net	204	0.5	%	535	1.3	%	(331)	(61.9)%		
Income tax expense	(213)	(0.5)%	(52)	(0.1)%	(161)	(309.6)%
Net income	\$1,966	4.9	%	\$995	2.4	%	\$ 971		(97.6)%		

Net revenues

Net revenues decreased during the three months ended September 30, 2015 by 2.0% to \$40.3 million, compared to \$41.1 million during the same period of 2014. Increased net revenues in Learning A-Z and ExploreLearning were more than offset by lower net revenues in Voyager Sopris Learning. Net revenues by segment were as follows:

- Learning A-Z's net revenues increased \$2.6 million, or 23.5%, to \$13.7 million in the quarter ended September 30, 2015 compared to the same period of 2014. The year-over-year growth in net revenues is the result of Learning A-Z's ongoing strong Bookings trend.

- Voyager Sopris Learning's net revenues decreased \$4.1 million, or 15.9%, to \$21.8 million during the quarter ended September 30, 2015 compared to the same period of 2014. The decline was larger than the Bookings decline of 6.5%, due to the transition to technology-enabled products for which revenue is recognized more slowly than print products.
- ExploreLearning's net revenues increased \$0.7 million, or 16.8%, to \$4.8 million during the quarter ended September 30, 2015 compared to the same period of 2014. The increase in net revenues is a higher percentage than the increase in Bookings due to the recognition of prior period Bookings, which are recognized pro-rata over the applicable subscription periods.

Cost of revenues

Cost of revenues includes expenses to print, purchase, handle and warehouse product, as well as order processing and royalty costs, and to provide services and support to customers. Cost of revenues, excluding amortization, decreased \$1.9 million, or 17.4%, to \$9.1 million in the third quarter of 2015 compared to \$11.0 million in the same period of 2014. Cost of revenues benefitted year-over-year from the increasing contribution from higher margin technology-enabled solutions and right-sizing cost structure efforts completed by Voyager Sopris Learning in 2014. Cost of revenues by segment were as follows:

- Learning A-Z's cost of revenues was relatively consistent year-over-year, increasing slightly to \$0.4 million in the quarter ended September 30, 2015 compared to the same period of 2014.
- Voyager Sopris Learning's cost of revenues decreased \$2.2 million, or 22.1%, to \$7.8 million in the quarter ended September 30, 2015 compared to the same period of 2014. The decrease in cost of revenues was commensurate with the year-over-year decline in revenue. Additionally, cost of revenues was positively impacted by right-sizing cost structure efforts completed during fiscal 2014.
- ExploreLearning's cost of revenues increased by \$0.2 million to \$0.9 million in the quarter ended September 30, 2015.

Amortization expense

Amortization expense in cost of revenues includes amortization for acquired pre-publication costs and technology, acquired publishing rights, and developed pre-publication and technology product development. Amortization was \$4.4 million in the third quarter of 2015, \$0.3 million lower than 2014. The change was due to a decrease in amortization of acquired publishing rights and curriculum of \$0.4 million which was partially offset by increased amortization of developed pre-publication and technology product development of \$0.1 million.

Research and development expense

Research and development expense includes costs to research, evaluate and develop educational products, net of capitalization. Research and development expense for the third quarter of 2015 increased \$0.2 million to \$2.9 million compared to \$2.7 million for the third quarter of 2014. Research and development activities have been largely focused on product development during the third quarter of 2015 and a significant portion of the costs for product development are recorded as capital expenditures rather than research and development expense.

Sales and marketing expense

Sales and marketing expense includes all costs to maintain our various sales channels, including the salaries and commissions paid to our sales force, and costs related to our advertising and marketing efforts. Sales and marketing expense for the third quarter of 2015 increased \$0.7 million to \$11.7 million compared to \$11.0 million for the third quarter of 2014. This increase is due to planned increases in Learning A-Z partially offset by decreases in Voyager Sopris Learning.

General and administrative expense

General and administrative expenses were slightly higher, increasing by \$0.1 million in the third quarter of 2015 to \$5.1 million compared to \$5.0 million for the third quarter of 2014.

Shipping and handling costs

Shipping and handling costs for the quarter ended September 30, 2015 decreased \$0.2 million, to \$0.5 million compared to \$0.7 million for the third quarter of 2014, commensurate with the decline in Bookings related to printed material.

Net interest expense

Net interest expense decreased by \$0.8 million, or 18.3%, to \$3.6 million in the third quarter of 2015 compared to the same period in 2014 due to the repurchase of \$35.0 million aggregate principal amount of debt that occurred during the year ended December 31, 2014.

Other income, net

Other income, net decreased by \$0.3 million to \$0.2 million during the three months ended September 30, 2015 compared to \$0.5 million for the same period in 2014. The decrease was primarily due to a settlement received by the Company associated with an internet domain name in the third quarter of 2014.

Income tax expense

During the third quarter of 2015, we recorded current state income tax expense of \$0.2 million and, during the third quarter of 2014, we recorded \$0.1 million of state income tax expense. We continue to maintain a valuation allowance against our deferred tax assets, which eliminates any non-current tax benefit generated.

Nine Months Ended September 30, 2015 Compared to the Nine Months Ended September 30, 2014

(in thousands)	Nine Months Ended September 30, 2015			September 30, 2014			Year Over Year Change Favorable/(Unfavorable)		
	Amount	% of Net Revenues		Amount	% of Net Revenues		\$	%	
Net revenues:									
Learning A-Z	\$39,930	36.5	%	\$31,846	29.4	%	\$ 8,084	25.4	%
Voyager Sopris Learning	54,831	50.2	%	63,502	58.5	%	(8,671)	(13.7)%
ExploreLearning	14,503	13.3	%	13,119	12.1	%	1,384	10.5	%
Total net revenues	109,264	100.0	%	108,467	100.0	%	797	0.7	%
Cost of revenues:									
Learning A-Z	1,286	1.2	%	1,194	1.1	%	(92)	(7.7)%
Voyager Sopris Learning	20,751	19.0	%	26,606	24.5	%	5,855	22.0	%
ExploreLearning	2,246	2.1	%	2,186	2.0	%	(60)	(2.7)%
Amortization expense	12,712	11.6	%	13,213	12.2	%	501	3.8	%
Total cost of revenues	36,995	33.9	%	43,199	39.8	%	6,204	14.4	%
Research and development expense	7,827	7.2	%	8,090	7.5	%	263	3.3	%
Sales and marketing expense	32,845	30.1	%	31,680	29.2	%	(1,165)	(3.7)%
General and administrative expense	15,537	14.2	%	14,676	13.5	%	(861)	(5.9)%
Shipping and handling costs	879	0.8	%	1,266	1.2	%	387	30.6	%
Depreciation and amortization expense	2,994	2.7	%	3,150	2.9	%	156	5.0	%
Income before interest, other income (expense) and income taxes	12,187	11.2	%	6,406	5.9	%	5,781	(90.2)%
Net interest expense	(10,875)	(10.0	)%	(13,535)	(12.5	)%	2,660	19.7	%
Loss on extinguishment of debt	—	0.0	%	(570)	(0.5	)%	570	100.0	%
Other income, net	679	0.6	%	965	0.9	%	(286)	(29.6)%
Income tax expense	(517)	(0.5	)%	(146)	(0.1	)%	(371)	(254.1)%
Net income (loss)	\$1,474	1.3	%	\$(6,880)	(6.3	)%	\$ 8,354	(121.4)%
Net revenues									

Net revenues increased during the nine months ended September 30, 2015 by 0.7% to \$109.3 million, compared to \$108.5 million during the same period of 2014. Increased net revenues in Learning A-Z and ExploreLearning were partially offset by lower net revenues in Voyager Sopris Learning. Net revenues by segment were as follows:

- Learning A-Z's net revenues increased \$8.1 million, or 25.4%, to \$39.9 million in the nine months ended September 30, 2015 compared to the same period of 2014. The year-over-year growth in net revenues is the result of Learning A-Z's ongoing strong Bookings trend.
- Voyager Sopris Learning's net revenues decreased \$8.7 million, or 13.7%, to \$54.8 million during the nine months ended September 30, 2015 compared to the same period of 2014. The decline was larger than the Bookings decline of 5.1%, due to the transition to technology-enabled products for which revenue is recognized more slowly than print products.
- ExploreLearning's net revenues increased \$1.4 million, or 10.5%, to \$14.5 million during the nine months ended September 30, 2015 compared to the same period of 2014. The increase in net revenues is a higher percentage than the increase in Bookings due to the recognition of prior period Bookings, which are recognized pro-rata over the applicable subscription periods.

Cost of revenues

Cost of revenues includes expenses to print, purchase, handle and warehouse product, as well as order processing and royalty costs, and to provide services and support to customers. Cost of revenues, excluding amortization, decreased \$5.7 million, or 19.0%, to \$24.3 million in the first nine months of 2015 compared to \$30.0 million in the same period of 2014. Cost of revenues benefitted year-over-year from the increasing contribution from higher margin technology-enabled solutions and right-sizing cost structure efforts completed by Voyager Sopris Learning in 2014. Cost of revenues by segment were as follows:

- Learning A-Z's cost of revenues increased slightly year-over-year by \$0.1 million, or 7.7%, to \$1.3 million for the nine months ended September 30, 2015 compared to the same period of 2014.
- Voyager Sopris Learning's cost of revenues decreased \$5.9 million, or 22.0%, to \$20.8 million in the nine months ended September 30, 2015 compared to the same period of 2014. The decrease in cost of revenues was commensurate with the year-over-year decline in revenue. Additionally, cost of revenues was positively impacted by right-sizing cost structure efforts completed during fiscal 2014.
- ExploreLearning's cost of revenues was relatively consistent year-over-year, increasing \$0.1 million, or 2.7%, to \$2.2 million in the nine months ended September 30, 2015 compared to the same period of 2014.

Amortization expense

Amortization expense in cost of revenues includes amortization for acquired pre-publication costs and technology, acquired publishing rights, and developed pre-publication and technology product development. Amortization decreased \$0.5 million to \$12.7 million in the nine months ended September 30, 2015 compared to \$13.2 million for same period of 2014. The change was due to a decrease in amortization of acquired publishing rights and curriculum of \$1.3 million which was partially offset by increased amortization of developed pre-publication and technology product development of \$0.8 million.

Research and development expense

Research and development expense includes costs to research, evaluate and develop educational products, net of capitalization. Research and development expense for the nine months ended September 30, 2015 decreased \$0.3 million to \$7.8 million compared to \$8.1 million for the same period of 2014. Research and development activities have been largely focused on product development during the nine months ended September 30, 2015 and a significant portion