

Deloitte¹ RightStep™ Innovation Prize

OFFICIAL RULES

NO PURCHASE NECESSARY TO ENTER OR WIN.

The Deloitte RightStep™ Innovation Prize (the “Competition”) is sponsored by Deloitte LLP (“Sponsor”). Eligible Organizations agree to be bound by these Official Rules and the decisions of Sponsor and the Sponsor’s judges, which are binding and final on matters relating to the Competition. The Competition is subject to all applicable federal, state and local laws. Void where prohibited.

COMPETITION ENTRY DATES: The Competition begins November 7, 2014 at 8:00 AM eastern time (“ET”) and ends when the Sponsor makes the Announcement (see definition below). Entries for Round 1 can be submitted by no later than December 15, 2014, 5:00 PM ET.

WHO MAY PARTICIPATE:

Open only to 501(c)(3) organizations and for profit organizations with a social mission located within the 50 United States or District of Columbia (“Territory”), excluding publicly funded schools, school districts, and other US government organizations, that comply with the Eligibility Guidelines outlined below (“Eligible Organizations”). We define **for profit organizations with a social mission** specifically as organizations that are developed and run for a social purpose. These organizations must have:

- a business plan and sustainable revenue streams, which enables them to compete in mainstream markets, often challenging the status quo, and maximize their social impact;
- direct beneficiaries who are individuals that cannot obtain needed services from (1) for profit businesses without a social mission and (2) the wider community; and
- a fair proportion of surpluses reinvested into their business.

For the purpose of this Competition, applications can only be submitted by individuals, 18 or older, who are legal residents of, and residing in, the Territory, and who are “authorized representatives” of the applicable Eligible Organization.

COMPETITION OBJECTIVE:

The objective of the Competition is to identify and recognize a 501(c)(3) organization or for profit organization with a social mission with a proven approach that is leveraging technology innovatively to achieve key outcomes in education. Eligible organizations must be growth state organizations that are looking to scale their proven approach and must directly or indirectly serve children and youth along the K-12 continuum, including those that are underserved. Deloitte is looking for Eligible Organizations that will help drive key education outcomes associated with student success, such as reading / math proficiency, on-time graduation rates and college readiness.

HOW TO PARTICIPATE:

To participate in the Competition, an authorized representative must submit an application via the Deloitte RightStep™ Innovation Prize website at <http://www.deloitte.com/us/deloitte-rightstep-innovation> (“Website”). Authorized representative will be required to acknowledge and accept these Official Rules on behalf of the Eligible Organization before proceeding (see below for more details). If you are having trouble accessing the Website or uploading an entry, please contact edinnoprize@deloitte.com. All materials submitted as part of this Competition, regardless of the round in which they are submitted, must comply with all Entry Requirements and Content Guidelines as set forth below, any instructions provided by Sponsor

in any communications and these Official Rules, as determined by Sponsor and the judges, in their sole discretion. For the purpose of this Competition and these Official Rules, "entry" and "entries" mean any and all materials submitted in connection with this Competition, individually and collectively.

ELIGIBILITY GUIDELINES:

Eligible Organizations must meet the following eligibility guidelines:

1. Eligible Organization is either a registered 501(c)(3) entity or a for profit organization with a social mission. For profit organizations must be focused on creating or enhancing social impact (as described above).
2. Eligible Organization is not a publicly funded school / school district or other US government organization (*Note: 501(c)(3)s that receive less than 50% public funding are eligible*)
3. Eligible Organization operates primarily within the United States.
4. Eligible Organization directly or indirectly serves children and youth along the K-12 continuum, including those that are underserved.
5. Eligible Organization has a proven approach that leverages technology (*please refer to the "Quick Facts and FAQs" documentation found on the Website for additional details*).
6. Eligible Organization provides services in at least one (1) U.S. city, with plans to scale (e.g., new locations and/or additional beneficiaries served) your proven approach in the near future.
7. Eligible Organization has a current annual expense budget of at least 500,000 USD.
8. Eligible Organization is led by a full-time CEO or equivalent role.
9. Eligible Organization does not receive 50% or more of its revenue from one philanthropic donor or investor.
10. Eligible Organization has no current or planned cash or pro bono support from Sponsor in Fiscal Year 2015 (June 2014 – May 2015).

The Competition consists of three rounds and the entry requirements for each round are described below. Submission of all entries for the first round will be solely through the Website. Subsequent communications will be on a one-on-one basis with shortlisted Eligible Organizations. Limit one (1) entry per Eligible Organization. Multiple entries received from any Eligible Organization after the first entry received from that Eligible Organization will be void. Entries generated by script, macro or other automated or mechanical means or by any means which subvert the entry process are void. All entries become the property of Sponsor and will not be acknowledged or returned.

Round 1 (November 7, 2014, 8:00 AM ET – December 15, 2014, 5:00 PM ET): Eligible Organization's entry for Round 1 consists of an application with closed and open ended questions that will gather details on the Eligible Organization's demographic details, details on its program model and proven approach, its existing footprint, and its ability to measure impact. Supporting materials will be requested, including team member bios, financial statements, and board membership information. **Entries are due no later than December 15, 2014, 5:00 PM ET.**

Once the entry has been submitted on the Website as described above, the Sponsor will review each application for compliance with these Official Rules.

Application and supporting materials will be reviewed by a group of Managers and Senior Managers, including education subject matter experts (“SMEs”) – the “**Round 1 Judging Panel**” -along a set of criteria outlined in the “Judging” section below.

Round 1 Shortlisted Eligible Organizations: The Round 1 Judging Panel will select up to 15 Eligible Organizations as the “**Round 1 Shortlisted Eligible Organizations**” (each, a “**Round 1 Shortlisted Eligible Organization**”) of Round 1, based on the criteria described in the “Judging” section below. Round 1 Shortlisted Eligible Organizations will progress to Round 2. Round 1 Shortlisted Eligible Organizations will be notified on or about the last week of January 2015. At the time of notification, Round 1 Shortlisted Eligible Organizations may receive questions from the Round 1 Judging Panel that will need to be addressed in Round 2 (“**Round 1 Questions**”).

Round 2 (begins when Round 1 Shortlisted Eligible Organizations are notified that they have been selected for Round 2): For the Round 2 entry, each Round 1 Shortlisted Eligible Organization must complete a second application found on the Website (“**Round 2 Application**”) which must (i) provide a more detailed plan for the scaling of its proven approach over the next three to five years and more specifics on how it would engage the Sponsor and wider education ecosystem, (ii) address all of the Round 1 Questions, (iii) include any logical leaps, (iv) confirm there are no obvious show-stoppers, and (v) clearly communicate the value proposition. A Round 1 Shortlisted Eligible Organization may also provide supporting documentation for the plan (e.g., Excel spreadsheet with financial calculations, research findings, etc.). A Round 1 Shortlisted Eligible Organization may also include visual elements to supplement its detailed plan that will aid in creating a better understanding of the plan and how it works. Examples of visual elements include: short pitch video (no more than 3 minutes in length), illustration of the ecosystem, problem, or approach. In addition to the Round 2 Application, Round 1 Shortlisted Eligible Organizations must also complete a 3-page form (the “**form**”) attached to the Round 2 Application.

All Round 1 Shortlisted Eligible Organizations will have approximately three (3) weeks from the date they were notified as Round 1 Shortlisted Eligible Organizations to submit the Round 2 Application (and any supporting materials) and upload the completed form via the Website.

Round 2 Presentation: An “**Evaluation Panel**” consisting of Sponsor Partners, Principals, Directors (“**PPDs**”) representing different areas of expertise (finance, risk, education, innovation) will schedule a telephone presentation (the “**Round 2 Presentation**”) with each Round 1 Shortlisted Eligible Organization that submitted a Round 2 entry (on a mutually acceptable date and time). Each Round 1 Shortlisted Eligible Organization will have 60 minutes (20 minutes for the presentation and 40 minutes for Q&A). A Round 1 Shortlisted Eligible Organization may have multiple employees on the call but only the CEO is required to attend. Each Round 1 Shortlisted Eligible Organization must have a 10-slide or less pitch deck prepared for the Round 2 Presentation based on the details it provided in the Round 2 application, as well as any supporting documentation.

Round 2 Shortlisted Eligible Organizations: Each Round 2 Application and Round 2 Presentation will be reviewed and evaluated by the Evaluation Panel. The Evaluation Panel will shortlist up to five (5) Round 1 Shortlisted Eligible Organizations (“**Round 2 Shortlisted Eligible Organizations**”, each a “**Round 2 Shortlisted Eligible Organization**”), based on the criteria described in the Judging section below. Note that the completed form will be reviewed by the Sponsor to determine, in its sole discretion, if awarding a prize to, or entering a business relationship with, such Round 1 Shortlisted Eligible Organization may violate professional standards to which Sponsor or its affiliates are subject. If the Sponsor

determines, in its sole discretion, that awarding a prize and/or entering a business relationship with a Round 1 Shortlisted Eligible Organization would violate professional standards to which Sponsor or its affiliates are subject, such Round 1 Shortlisted Eligible Organization will not advance any further in the competition. Round 2 Shortlisted Eligible Organizations will be announced three (3) weeks after all Round 2 Presentations have been completed.

Each Round 2 Shortlisted Eligible Organization may receive questions from the Evaluation Panel ("**Round 2 Questions**") that will need to be addressed before the presentations in Round 3.

Round 3 For the Round 3 entry, each Round 2 Shortlisted Eligible Organization must provide an updated 10-slide or less pitch deck, addressing the Round 2 Questions via e-mail to edinnoprize@deloitte.com. All Round 2 Shortlisted Eligible Organizations will have approximately one (1) week from the date they were notified as Round 2 Shortlisted Eligible Organizations to submit the updated pitch deck.

Round 3 Presentation: A smaller team of PPDs of Sponsor that are part of the core sponsorship team for the education prize (the "**core education leadership team**") will schedule a video presentation (the "**Round 3 Presentation**") with each Round 2 Shortlisted Eligible Organization (on a mutually acceptable date and time). Each Round 2 Shortlisted Eligible Organization will have 60 minutes (20 minutes for the video presentation and 40 minutes for Q&A). As with Round 2, a Round 2 Shortlisted Eligible Organization may have multiple employees on the call but only the CEO is required to attend.

Round 3 Winner: The Round 2 Questions and Round 3 Presentation will be reviewed and evaluated by the core education leadership team. The core education leadership team will select one (1) winning Eligible Organization from the Round 2 Shortlisted Eligible Organizations (the "**Winner**"), based on the criteria described in the "Judging" section below. The winner will win a prize and be announced sometime after all Round 2 Shortlisted Eligible Organizations have completed their Round 3 Presentations (see "Winner Notification" and "Prizes" sections below for more details).

ENTRY REQUIREMENTS: Incomplete entries, including but not limited to, those entries that do not address the requirements listed in the "Competition Objective" section and meet the Eligibility Guidelines above or comply with this "Entry Requirements" section or "Content Guidelines" section below, will not be eligible. For purposes of these Official Rules, "submission" occurs when any materials required for participation in any round of this Competition are submitted via the Website or the email address provided for Round 2 and Round 3 by the due dates specified by Sponsor in its sole discretion.

By submitting an entry, authorized representative on behalf of Eligible Organization understands and grants to Sponsor permission for the entry to be distributed internally by Sponsor and externally for various purposes and as otherwise set forth in these Official Rules. Released Parties (as defined below) do not guarantee the posting of any entry. Eligible Organizations and their authorized representatives agree that they will not disclose or use any entry for any other purpose, including, without limitation, posting the entry to any online social networks, without the express consent of Sponsor in each instance. Released Parties are not responsible for any unauthorized third party use of any entry. Please do not submit any information that may be considered confidential, proprietary, a trade secret or privileged by Eligible Organization. Sponsor is not obligated to protect any such information submitted as part of the entry materials or otherwise.

An entry must be the original work of the authorized representatives or other employees of Eligible Organization, must not infringe upon the copyrights, trademarks, rights of privacy, publicity or other intellectual property or other rights of any person or entity. If any entry contains any material or elements that are not owned by the Eligible Organization and/or which are subject to the rights of third parties, the Eligible Organization is responsible for obtaining any and all releases and consents necessary, and in a form acceptable to Sponsor, to permit the use and exhibition of the entry by Sponsor in the manner set forth in these Official Rules.

CONTENT GUIDELINES:

Entries must comply with the following content guidelines to be eligible:

- Content cannot be sexually explicit or suggestive, unnecessarily violent or derogatory of any ethnic, racial, gender, religious, professional or age group, profane or pornographic, or contain nudity;
- Content cannot promote alcohol, illegal drugs, tobacco, firearms/weapons (or the use of any of the foregoing), any activities that may appear unsafe or dangerous, or any particular political agenda or message;
- Content cannot be obscene or offensive, endorse any form of hate or hate group;
- Content cannot defame, misrepresent or contain disparaging remarks about Sponsor, its products or services, or other people, products or companies;
- Content cannot contain trademarks, logos or trade dress (such as distinctive packaging or building exteriors/interiors) owned by others, or advertise or promote any brand or product of any kind (other than the Sponsor's, Eligible Organization's or their affiliates'), without permission, to the extent permission is necessary;
- Content cannot contain any personal identification, such as license plate numbers, personal names, e-mail addresses or street addresses;
- Content cannot contain copyrighted materials owned by others (including photographs, sculptures, paintings and other works of art or images published on or in websites, television, movies or other media) without the signed permission of those owners;
- Content cannot contain materials embodying the names, likenesses, photographs, or other indicia identifying any person, living or dead, without permission;
- Content cannot communicate messages or images inconsistent with the positive images and/or goodwill to which Sponsor wishes to associate; and
- Content cannot depict a violation of any law and cannot itself be in violation of any law or otherwise.

Sponsor reserves the right to disqualify any entry for any reason, in its sole and absolute discretion. Sponsor reserves the right in its sole discretion not to choose winners for any Round of the Competition.

JUDGING:

Each Eligible Organization's entry materials will be evaluated by the judges of each Round (see below), in their sole discretion, on the same four high-level criteria (as described below), with the exception of "Brand and Ecosystem" which will not be included as a criteria in Round 1:

- **Alignment** – the Eligible Organization's fit with Sponsor's strategy and approach will be evaluated.

- **Impact** – the Eligible Organizations' impact to society via the beneficiaries served
- **Brand and Ecosystem** – the reputational benefit that the Sponsor can earn from the investment
- **Financial Viability** – The financial strength of the Eligible Organization / any opportunity costs and risks incurred by the Sponsor by committing to the investment

In the event of a tie, a tie-breaking judge appointed by the Sponsor will determine the shortlisted Eligible Organizations or Winner (as applicable) based on the following criteria: the proven approach that best fits the Competition Objective as listed above. **The Round 1 Judging Panel, Evaluation Panel, core education leadership team and Sponsor's decisions are final and binding on all matters.**

WINNER NOTIFICATION:

The Winner of the Competition will be announced after all Round 2 Shortlisted Eligible Organizations have completed their Round 3 Presentations (the "**Announcement**").

An authorized representative of potential Winner of the Competition may be required to sign an Affidavit of Eligibility and Liability and Publicity Release (unless prohibited), which, if required, must be received fully-executed by the authorized representative within seven (7) days of Sponsor's request or the Eligible Organization may be disqualified. See "Prizes" section below for additional documents potential Winner may be required to sign to receive pro bono support.

In the event, prize or prize notification is returned as undeliverable, Sponsor is unable to contact potential Winner within a reasonable time period or it is determined that potential Winner has not complied with these Official Rules, or has failed to execute and return any required documents within the specified time period, or has made false statements in any document required by Sponsor, then potential Winner will be disqualified and required to promptly return to Sponsor the prize. If the Winner is disqualified for any reason, at Sponsor's discretion, a runner-up may be declared the alternate Winner.

PRIZES:

The Winner will receive \$100,000. Sponsor will award the prize in the form of a check to the Eligible Organization (not the authorized representative) upon execution by the authorized representative of all required documents.

In addition, the Winner of the Competition will have the opportunity to receive (i) \$100,000 in pro bono support to scale the Winner's proven approach (subject to passing a conflict check by the Sponsor and the acceptance of mutually agreeable Engagement Letter terms between Sponsor and an authorized representative of the Winner to include, among other things, limitation on damages, indemnity, confidentiality, and publicity), and (ii) ability to tap into Deloitte's extensive network.

Prize award is subject to verification of eligibility and compliance with these Official Rules. Winner may not substitute, assign or transfer prize, but Sponsor reserves the right, at its sole discretion, to substitute a prize of comparable or greater value. Winner is responsible for all federal, state and local taxes as well as any other costs and expenses associated with prize acceptance and use not specified herein as being awarded. All prize details/value are at Sponsor's discretion.

GENERAL CONDITIONS:

Released Parties (as defined below) are not responsible for any lost, late, incomplete, inaccurate, stolen, misdirected, undelivered, delayed or garbled entries or email; or for lost, interrupted or unavailable network, server, Internet Service Provider (ISP), Website, or other connections, availability or accessibility or miscommunications or failed computer, satellite, telephone or cable transmissions, lines, or technical failure or jumbled, scrambled, delayed, or misdirected transmissions or computer hardware or software malfunctions, failures or difficulties, or other errors or malfunctions of any kind whether human, mechanical, electronic, network typographical, printing or otherwise relating to or in connection with the Competition, including, without limitation, errors or malfunctions which may occur in connection with the administration of the Competition, the processing or judging of entries, the announcement of the prize or in any Competition-related materials.

Released Parties are also not responsible for any incorrect or inaccurate information, whether caused by site users, tampering, hacking, or by any equipment or programming associated with or utilized in the Competition.

Released Parties are not responsible for injury or damage to Eligible Organization's or to any other person's computer related to or resulting from participating in this Competition or downloading materials from or use of the Website. Persons who tamper with or abuse any aspect of the Competition, Website, as solely determined by Sponsor, will be disqualified and all associated entries will be void.

Should any portion of the Competition be, in Sponsor's sole opinion, compromised by virus, worms, bugs, non-authorized human intervention or other causes which, in the sole opinion of the Sponsor, corrupt or impair the administration, security, fairness or proper play, or submission of applications or any other materials, Sponsor reserves the right, at its sole discretion, to suspend, modify or terminate the Competition and, if terminated, in its discretion, select the potential Winner from all eligible, non-suspect entries received prior to action taken using the winner determination procedure set forth above or as otherwise deemed fair and appropriate by Sponsor.

Authorized representatives, on behalf of Eligible Organizations, by participating, agree that Deloitte LLP, Deloitte & Touche LLP, Deloitte Tax LLP, Deloitte Financial Advisory Services LLP, Deloitte Consulting LLP, Deloitte Services LP, Deloitte Touche Tohmatsu Limited ("**DTTL**"), and any and all DTTL associate and member firms, all of their respective past, present and future parent companies, subsidiaries, affiliates, divisions, related entities, joint venturers, subcontractors, agents, attorneys, insurers, benefit plans, fiduciaries, subrogees, co-insurers and reinsurers, all their respective past, present and future officers, directors, employees, members, partners, principals, shareholders and owners, and all their respective heirs, executors, administrators, personal representatives, predecessors, successors, transferees and assigns (collectively, the "**Released Parties**") will have no liability whatsoever for, and shall be held harmless by Eligible Organizations against, any liability for any injuries, losses or damages of any kind, including death, to persons, or property resulting in whole or in part, directly or indirectly, from acceptance, possession, misuse or use of the prize or participation in this Competition.

Each authorized representative for itself and on behalf of the Eligible Organizations and/or Winner, by participating in the Competition and/or accepting a prize(s), except where legally prohibited, grants permission to Sponsor and its designees to use the name, trademark and logos of the Eligible Organization as well as his/her name, address (city and state), photograph, voice and/or other likeness and prize information for advertising, trade and

promotional purposes, in any manner, without further compensation, in all media now known or hereafter discovered, worldwide, and on the Internet and world wide web, in perpetuity, without notice or review or approval.

In the event of a dispute regarding entries received from multiple users having the same e-mail account, the authorized subscriber of the e-mail account at the time of entry will be deemed to be the entrant and must comply with these rules. Authorized account subscriber is the natural person who is assigned the e-mail address by the Internet Service Provider (ISP), on-line service provider, or other organization responsible for assigning e-mail addresses by or on behalf of the Sponsor or any Released Party or recognized by the Sponsor or any Released Party.

GOVERNING LAW/DISPUTES:

By entering the Competition, authorized representatives on behalf of Eligible Organizations agree that (i) any and all disputes shall be governed by the laws of the State of New York, USA to the extent permitted by law; (ii) any legal action or proceeding relating to the Competition shall be instituted in a state or federal court in New York City, New York, USA; and (iii) they will submit to the exclusive jurisdiction of, and agree that venue is proper in, these courts in any such action or proceeding, to the extent permitted by law.

WINNER'S NAME:

Information on the Winner will be available on the Website approximately 2 weeks after the Announcement.

SPONSOR:

Deloitte LLP, 30 Rockefeller Plaza, New York, NY 10112.

¹ As used in this document, "Deloitte" means Deloitte LLP and its subsidiaries. Please see www.deloitte.com/us/about for a detailed description of the legal structure of Deloitte LLP and its subsidiaries. Certain services may not be available to attest clients under the rules and regulations of public accounting.