

Bain and The Learning Company

Saturday, November 26, 2005

[http://www.secinfo.com/\\$/SEC/Filings.asp?CIK=719612&Find=Bain&Page=All&List=Hits&Show=Each](http://www.secinfo.com/$/SEC/Filings.asp?CIK=719612&Find=Bain&Page=All&List=Hits&Show=Each)

Learning Co Inc

176 Filings · The Word "Bain" in Selected Filings

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Find in Show and .

[Help...](#) Wildcards: ? (any letter), * (many). Logic: for Docs: & (and), | (or); for Text: "(&)" (near), | (anywhere).

<u>As Of</u>	<u>Filer</u>	<u>Doc</u>	<u>Filing¹</u>	<u>On/For/As</u>	<u>Docs:Pgs</u>	<u>Issuer</u>
4/20/99	Learning Co Inc		10-K/A	1/02/99	2:10	
Merrill Corp/New/- FA						

1: [10-K/A](#)..... Amendment to Annual Report

-- 9 pages

10-K/A · 6th Page of 9	Just 6th (New)
Equity Fund III, L.P., Thomas H. Lee Foreign Fund III, L.P., Bain Capital Fund V, L.P., Bain Capital V-B. L.P., BCIP Associates, L.P., BCIP Trust Associates, L.P., Centre Capital	
10-K/A · 8th Page of 9	Just 8th (New)
10.40	Securities Purchase Agreement dated as of August 26, 1997 among the Company and Bain Capital Fund V, L.P., Bain Capital V-B. L.P., BCIP Associates, L.P. and BCIP Trust Associates,

2: [EX-23.1](#)..... Consent of Experts or

Counsel -- 1 page

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Merrill Corp/New/- FA				

1: [10-K](#)..... Annual Report -- 83 pages

10-K · 62nd Page of 83	Just 62nd (New)
December 1997. He has been a Managing Director of Bain Capital, Inc., an investment	
10-K · 63rd Page of 83	Just 63rd (New)
company, since May 1993, and a general partner of Bain Venture Capital, an investment company, since 1990. Prior to joining Bain Venture Capital, Mr. Nunnelly was a partner at Bain & Company where he managed several relationships in	
10-K · 75th Page of 83	Just 75th (New)

(6)	Certain affiliates of Bain Capital, Inc., including Bain Capital Fund V, L.P., Bain Capital Fund V-B, L.P., BCIP Associates, L.P., BCIP Trust Associates, L.P. and Brookside Capital Partners Fund, L.P., own 170,732
	1999 into 3,414,640 shares of Common Stock. Mr. Nunnelly, a director of the Company, is a Managing Director of Bain Capital, Inc. and therefore may be deemed to have shared voting and investment power with respect to the shares of Series A Preferred Stock owned by the affiliates of Bain Capital, Inc. Mr. Nunnelly disclaims beneficial ownership of all shares of
10-K	· 80th Page of 83
	Just 80th (New)
	Equity Fund III, L.P., Thomas H. Lee Foreign Fund III, L.P., Bain Capital Fund V, L.P., Bain Capital V-B, L.P., BCIP Associates, L.P., BCIP Trust Associates, L.P., Centre Capital
10-K	· 82nd Page of 83
	Just 82nd (New)
10.40	Securities Purchase Agreement dated as of August 26, 1997 among the Company and Bain Capital Fund V, L.P., Bain Capital V-B, L.P., BCIP Associates, L.P. and BCIP Trust Associates,

1 page	2: EX-10.2	Material Contract --
15 pages	3: EX-10.3	Material Contract --
1 page	4: EX-10.5	Material Contract --
15 pages	5: EX-10.6	Material Contract --
1 page	6: EX-10.8	Material Contract --
9 pages	7: EX-10.9	Material Contract --
5 pages	8: EX-10.10	Material Contract --
9 pages	9: EX-10.11	Material Contract --
2 pages	10: EX-10.13	Material Contract --
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6 pages	12: EX-10.21	Material Contract --
Registrant -- 1 page	13: EX-21.1	Subsidiaries of the
Counsel -- 1 page	14: EX-23.1	Consent of Experts or
2 pages	15: EX-27.1	Financial Data Schedule --
3/26/99 Learning Co Inc 927016	DEF 14A	5/07/99 1:209
-- 209 pages	1: DEF 14A	Definitive Proxy Statement

DEF 14A	· 96th Page of 209	Just 96th (New)
Thomas H. Lee Company, Thomas H. Lee Equity Fund III, L.P., Thomas H. Lee Foreign Fund III, L.P., Bain Capital Fund V, L.P., Bain Capital V-B, L.P., BCIP		

Associates, L.P. and BCIP Trust Associates, L.P. of the Mattel common stock

12/22/98 [Mattel Inc/DE](#)
[Donnelley R R & S..05/FA](#)

[SC 13D](#)

1:14 [Learning Co Inc](#)

1: [SC 13D](#)..... General Statement of

Beneficial Ownership

-- 14 pages

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to such shares for such purpose, and (ii) a stockholder support agreement (the "Lee and Bain Stockholder Support Agreement" and, together with the Director and Centre Stockholder Support Agreement, the "Stockholder Support Agreements"), dated as of December 13, 1998, among certain stockholders of TLC (as listed on the signature pages thereto) (the "Lee and Bain Stockholders") and Mattel, the Lee and Bain Stockholders have agreed to vote the 572,315 shares of TLC Preferred Stock (convertible into 11,446,300

that are directly held by them until the consummation of the Merger or the termination of the Merger Agreement, and (ii) the Lee and Bain Stockholder Support Agreement, the Lee and Bain Stockholders may not dispose of the 572,315 shares of TLC Preferred Stock (convertible into 11,446,300 shares

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Mattel an irrevocable proxy with respect to such shares for such purpose, and (ii) the Lee and Bain Stockholders have entered into the Lee and Bain Stockholder Support Agreement pursuant to which the Lee and Bain Stockholders have agreed to vote

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purpose. In addition, each of the Director and Centre Stockholders and the Lee and Bain Stockholders have agreed not to dispose of the shares of TLC Common Stock held directly by them until the consummation of the Merger or the

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Stockholder Support Agreement with the Director and Centre Stockholders, (ii) the Lee and Bain Stockholder Support Agreement with the Lee and Bain Stockholders. Pursuant to the Director and Centre Stockholder Support Agreement and the Lee and Bain Stockholders Stockholder Support Agreement, each of Director and Centre Stockholders and the Lee and Bain Stockholders, respectively, have agreed to vote, or if applicable, give consents with respect

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Stockholders and the 572,315 shares of TLC Preferred Stock (convertible into 11,446,300 shares of TLC Common Stock) held by the Lee and Bain Stockholders (collectively, the "Subject Shares"), in favor of the Merger Agreement and the

respect to the Subject Shares for such purpose. In addition, each of the Director and Centre Stockholders and each of the Lee and Bain Stockholders has agreed not to dispose of the Subject Shares until the consummation of the Merger

Agreement, the Director and Centre Stockholder Support Agreement and the Lee and Bain Stockholder Support Agreement do not purport to be complete and are qualified in their entirety by reference to the text of such agreements, which

Option Agreement, the Director and Centre Stockholder Support Agreement or the Lee and Bain Stockholder Support Agreement, neither Mattel nor, to the best of Mattel's knowledge, any of the individuals named in Schedule I hereto has any

Stockholders may be deemed to be beneficially owned by the Director and Centre Stockholders and Mattel; and (ii) the Lee and Bain Stockholder Support

Agreement, the Subject Shares held by the Lee and Bain Stockholders may be deemed to be beneficially owned by the Lee and Bain Stockholders and Mattel. Based on the number of shares of TLC Common Stock, TLC Preferred Stock and

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Insomuch as the Lee and Bain Stockholder Support Agreement is limited to the vote of the Subject Shares held by the Lee and Bain Stockholders with respect to the Merger Agreement and the Merger, the Lee and Bain Stockholders and Mattel may be deemed to have shared power to vote or to direct the vote with respect to the Subject Shares held by the Lee and Bain Stockholders. The Lee and Bain Stockholder Support Agreement also provides that, subject to certain exceptions, the Lee and Bain Stockholders may not dispose the 572,315 shares of TLC Preferred Stock (convertible into 11,446,300 shares of TLC Common Stock) that constitute the Subject Shares held by the Lee and Bain Stockholders and because the covenant may be waived by Mattel, the Lee and Bain Stockholders and Mattel may be deemed to have shared power to dispose or direct the disposition

Agreement, the Director and Centre Stockholder Support Agreement or the Lee and Bain Stockholder Support Agreement or as set forth in this Statement, neither Mattel nor, to the best of Mattel's knowledge, any of the individuals named in

[12/16/98](#) [Learning Co Inc](#)
[950135](#)

[8-K](#){5,7} [12/13/98](#) 3:136

1: [8-K](#)..... The Learning Company, Inc.

2: [EX-10.1](#)..... Agreement and Plan of

-- 5 pages

Merger -- 116 pages

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Company, Thomas H. Lee Equity Fund III, L.P., Thomas H Lee Foreign Fund III, L.P., Bain Capital Fund V, L.P., Bain Capital V-B, L.P., BCIP Associates, L.P., BCIP Trust Associates, L.P. of Acquiror Common Stock (the "Stockholder

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BAIN CAPITAL FUND V, L.P.

By: Bain Capital Partners V, L.P.
as General Partner

By: Bain Capital Investors V, Inc.,
as General Partner

BAIN CAPITAL FUND V-B, L.P.

By: Bain Capital Partners V, L.P.
as General Partner

3: [EX-10.2](#)..... Stock Option Agreement --

15 pages

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1: [10-Q](#)..... The Learning Company, Inc.

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and Thomas H. Lee Company, Thomas H. Lee Equity Fund III, L.P., Thomas H. Lee Foreign Fund III, L.P., Bain Capital Fund V, L.P., Bain Capital V-B. L.P., BCIP Associates, L.P., BCIP Trust Associates, L.P., Centre Capital

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and Thomas H. Lee Company, Thomas H. Lee Equity Fund III, L.P., Thomas H. Lee Foreign Fund III, L.P., Bain Capital Fund V, L.P., Bain Capital V-B. L.P., BCIP Associates, L.P., BCIP Trust Associates, L.P., Centre Capital

2: [EX-10.1](#)..... Long-Term Equity Incentive

3: [EX-10.2](#)..... Amended and Restated

4: [EX-10.3](#)..... Amended Receivable

5: [EX-27.1](#)..... Financial Data Schedule --

Plan -- 19 pages

Credit Agreement -- 5 pages

Purchase Agreement -- 5 pages

1 page

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1: [10-Q](#)..... The Learning Company, Inc.

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the Company and Thomas H. Lee Company, Thomas H. Lee Equity Fund III, L.P., Thomas H. Lee Foreign Fund III, L.P., Bain Capital Fund V, L.P., Bain Capital V-B. L.P., BCIP Associates, L.P., BCIP Trust Associates, L.P., Centre Capital Investors II, L.P., Centre

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Company and Thomas H. Lee Company, Thomas H. Lee Equity Fund III, L.P., Thomas H. Lee Foreign Fund III, L.P., Bain Capital Fund V, L.P., Bain Capital V-B. L.P., BCIP Associates, L.P., BCIP Trust Associates, L.P., Centre Capital Investors II, L.P., Centre Capital

2: [EX-3.1](#)..... Restated Certificate of

Incorporation as

Amended -- 7 pages

3: [EX-10.1](#)..... Long Term Equity Incentive

Plan -- 19 pages

4: [EX-10.2](#)..... 1996 Stock Option Plan --

10 pages

5: [EX-10.3](#)..... Amended and Restated

Credit Agreement -- 79 pages

6: [EX-10.4](#)..... First Amendment to Credit

Agreement Dated

7/1/1998 -- 2 pages

7: [EX-10.5](#)..... Second Amendment to Credit

Agreement Dated

7/24/98 -- 2 pages

8: [EX-10.6](#)..... First Amendment Dated 6-

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9: [EX-27.1](#)..... Financial Data Schedule --

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1: [424B3](#)..... Prospectus -- 141 pages

Michael J. Perik, Kevin O'Leary, Thomas H. Lee Company and Bain Capital, Inc., stockholders of TLC, have each entered into Voting Agreements, dated as of

Michael J. Perik, Kevin O'Leary, Thomas H. Lee Company, and Bain Capital, Inc., stockholders of TLC, have each entered into Voting Agreements, dated as of

Persons) (13).....	18,895,684
Shares of Bain Capital, Inc.(6).....	3,414,640
Bain Capital, Inc. Plymouth Place	

(6) Certain affiliates of Bain Capital, Inc., including Bain Capital Fund V, L.P., Bain Capital Fund V-B, L.P., BCIP Associates, L.P., BCIP Trust Associates, L.P. and Brookside Capital Partners Fund, L.P., own 170,732

30, 1998 into 3,414,640 shares of TLC Common Stock. Mr. Nunnally, a director of TLC, is a Managing Director of Bain Capital, Inc. and therefore may be deemed to have shared voting and investment power with respect to the shares of TLC Series A Preferred Stock owned by the affiliates of Bain Capital, Inc. Mr. Nunnally disclaims beneficial ownership of all shares of

On December 5, 1997, TLC issued an aggregate of 750,000 shares of Series A Preferred Stock to affiliates of Thomas H. Lee Company, Bain Capital, Inc. and Centre Partners Management LLC (collectively, the "Investor Group") in exchange

transaction, TLC paid transaction fees in the amount of (i) \$1,125,000 to an affiliate of Thomas H. Lee Company, (ii) \$420,000 to an affiliate of Bain Capital, Inc. and (iii) \$300,000 to an affiliate of Centre Partners Management

Thomas H. Lee Company, Mr. Nunnally, a director of TLC, is a Managing Director of Bain Capital, Inc. Mr. Zepf, a director of TLC, is a Managing Director of Centre Partners Management LLC. Mr. Dowdle, a former director of TLC, is

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1: [424B3](#)..... The Learning Company --

98 pages

In December 1997, the Company completed a recapitalization transaction in which Thomas H. Lee Company, Bain Capital, Inc., Centre Partners Management LLC, and affiliated entities (collectively, the "New Investors") acquired a combined 22%

(2) Designee of Bain Capital, Inc.

(16 persons) (13).....	18,895,684	24.2%
Affiliates of Bain Capital, Inc.(6).....	3,414,640	5.4%

c/o Bain Capital, Inc. Two Copley Place		
424B3	· 46th Page of 98	Just 46th (New)
(6) Certain affiliates of Bain Capital, Inc., including Bain Capital Fund V, L.P., Bain Capital Fund V-B, L.P., BCIP Associates, L.P., BCIP Trust Associates, L.P. and Brookside Capital Partners Fund, L.P., own 170,732		
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the Company's 5 1/2% Senior Convertible/Exchangeable Notes due 2000 to Thomas H. Lee Company, Bain Capital, Inc. and Centre Partners Management LLC, which surrendered such Notes to the Company in exchange for 750,000 shares of Series A		

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1: [DEFM14A](#)..... Definitive Proxy

Solicitation Material --

Merger or Acquisition --

148 pages

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Michael J. Perik, Kevin O'Leary, Thomas H. Lee Company and Bain Capital, Inc., stockholders of TLC, have each entered into Voting Agreements, dated as of

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Michael J. Perik, Kevin O'Leary, Thomas H. Lee Company, and Bain Capital, Inc., stockholders of TLC, have each entered into Voting Agreements, dated as of

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ces of Bain Capital, Inc.(6).....	3,414,640
ain Capital, Inc.	
opley Place	

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(6) Certain affiliates of Bain Capital, Inc., including Bain Capital Fund V, L.P., Bain Capital Fund V-B, L.P., BCIP Associates, L.P., BCIP Trust Associates, L.P. and Brookside Capital Partners Fund, L.P., own 170,732

30, 1998 into 3,414,640 shares of TLC Common Stock. Mr. Nunnelly, a director of TLC, is a Managing Director of Bain Capital, Inc. and therefore may be deemed to have shared voting and investment power with respect to the shares of TLC Series A Preferred Stock owned by the affiliates of Bain Capital, Inc. Mr. Nunnelly disclaims beneficial ownership of all shares of

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On December 5, 1997, TLC issued an aggregate of 750,000 shares of Series A Preferred Stock to affiliates of Thomas H. Lee Company, Bain Capital, Inc. and Centre Partners Management LLC (collectively, the "Investor Group") in exchange

transaction, TLC paid transaction fees in the amount of (i) \$1,125,000 to an affiliate of Thomas H. Lee Company, (ii) \$420,000 to an affiliate of Bain Capital, Inc. and (iii) \$300,000 to an affiliate of Centre Partners Management Thomas H. Lee Company, Mr. Nunnelly, a director of TLC, is a Managing Director of Bain Capital, Inc. Mr. Zepf, a director of TLC, is a Managing Director of Centre Partners Management LLC. Mr. Dowdle, a former director of TLC, is

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1: [POS AM](#)..... The Learning Company, Inc.

Amendment No.

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<i>POS AM · 8th Page of 107</i>		<i>Just 8th (New)</i>						
In December 1997, the Company completed a recapitalization transaction in which Thomas H. Lee Company, Bain Capital, Inc., Centre Partners Management LLC, and affiliated entities (collectively, the "New Investors") acquired a combined 22%								
<i>POS AM · 46th Page of 107</i>		<i>Just 46th (New)</i>						
(2) Designee of Bain Capital, Inc.								
<i>POS AM · 47th Page of 107</i>		<i>Just 47th (New)</i>						
<table> <tr> <td>(16 persons) (13).....</td> <td>18,895,684</td> <td>24.2%</td> </tr> <tr> <td>Affiliates of Bain Capital, Inc.(6).....</td> <td>3,414,640</td> <td>5.4%</td> </tr> </table> <p>c/o Bain Capital, Inc. Two Copley Place</p>			(16 persons) (13).....	18,895,684	24.2%	Affiliates of Bain Capital, Inc.(6).....	3,414,640	5.4%
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<i>POS AM · 48th Page of 107</i>		<i>Just 48th (New)</i>						
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<i>POS AM · 94th Page of 107</i>		<i>Just 94th (New)</i>						
the Company's 5 1/2% Senior Convertible/Exchangeable Notes due 2000 to Thomas H. Lee Company, Bain Capital, Inc. and Centre Partners Management LLC, which surrendered such Notes to the Company in exchange for 750,000 shares of Series A								

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In December 1997, the Company completed a recapitalization transaction in which Thomas H. Lee Company, Bain Capital, Inc., Centre Partners Management LLC, and affiliated entities (collectively, the "New Investors") acquired a combined 22%		
<i>POS AM · 46th Page of 106</i>		<i>Just 46th (New)</i>

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POS AM · 47th Page of 106		Just 47th (New)
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POS AM · 93rd Page of 106		Just 93rd (New)
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2: [EX-23.1](#)..... Consent of Price

Waterhouse Coopers (Boston)

Llp -- 1 page

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Coopers (San

Jose) Llp -- 1 page

4: [EX-23.3](#)..... Consent of Ernst & Youn

Llp (Palo Alto)

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1: [S-4](#)..... Registration of Securities

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Michael J. Perik, Kevin O'Leary, Thomas H. Lee Company and Bain Capital, Inc., stockholders of TLC, have each entered into Voting Agreements, dated as of

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ain Capital, Inc.
opley Place

-4 · 70th Page of 152		Just 70th (N
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2 pages	2: EX-5.1	Opinion re: Legality --
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Counsel -- 1 page	5: EX-23.4	Consent of Experts or
Counsel -- 1 page	6: EX-23.5	Consent of Experts or
- 1 page	7: EX-23.6	Consent of Ernst & Young -
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2 pages	9: EX-99.4	Miscellaneous Exhibit --
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7/01/98 Broderbund Software Inc/DE Merrill Corp/New/- FA	SC 13D	2:73 Learning Co Inc
Beneficial Ownership	1: SC 13D	General Statement of
		-- 10 pages

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----- Bain Capital, Inc.	----- 170,732 shares of Series A Convertible Preferred

63 pages	2: EX-1	Underwriting Agreement --
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1: [SC 13D](#)..... General Statement of

Beneficial Ownership

-- 9 pages

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Mark E. Nunnelly Director		Bain Capital, Inc. Two Copley Place

2: [EX-1](#)..... Underwriting Agreement --

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1: [10-K/A](#)..... The Learning Company, Inc.

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Company and Thomas H. Lee Company, Thomas H. Lee Equity Fund III, L.P., Thomas H. Lee Foreign Fund III, L.P., Bain Capital Fund V, L.P., Bain Capital V-B. L.P., BCIP Associates, L.P., BCIP Trust Associates, L.P., Centre Capital Investors II, L.P., Centre Capital		
10-K/A · 32nd Page of 39		Just 32nd (New)
10.27	Securities Purchase Agreement dated as of August 26, 1997 among the Company and Bain Capital Fund V, L.P., Bain Capital V-B. L.P., BCIP Associates, L.P. and BCIP Trust Associates, L.P. (16)	
10-K/A · 36th Page of 39		Just 36th (New)
Company and Thomas H. Lee Company, Thomas H. Lee Equity Fund III, L.P., Thomas H. Lee Foreign Fund III, L.P., Bain Capital Fund V, L.P., Bain Capital V-B. L.P., BCIP Associates, L.P., BCIP Trust Associates, L.P., Centre Capital Investors II, L.P., Centre Capital		
10-K/A · 37th Page of 39		Just 37th (New)
10.27	Securities Purchase Agreement dated as of August 26, 1997 among the Company and Bain Capital Fund V, L.P., Bain Capital V-B. L.P., BCIP Associates, L.P. and BCIP Trust Associates, L.P. (16)	

2: [EX-23.1](#)..... Consent of Coopers &

Lybrand Llp -- 1 page

[6/03/98 Learning Co Inc](#)
[950135](#)

[424B3](#) 1:20

1: [424B3](#)..... The Learning Company, Inc.

-- 20 pages

424B3 · 15th Page of 20		Just 15th (New)
Bain, Willard Companies, L.P.	50,786(3) (4)	50,786 0 0%
424B3 · 17th Page of 20		Just 17th (New)
(4) Includes the following shares of Common Stock placed in escrow pursuant to the terms of the Stock Exchange Agreement: Bain, Willard Companies, L.P. (5,079); Bruce G. Bernhart (13); Robert J. Bernard (77); Roy A. Clothier,		

[5/29/98 Learning Co Inc](#)
[950135](#)

[10-K/A](#) [1/03/98](#) 2:67

1: [10-K/A](#)..... The Learning Company, Inc.

-- 66 pages

10-K/A · 15th Page of 66		Just 15th (New)
issuance of an aggregate of 750,000 shares of Series A Convertible Participating Preferred Stock of the Company to affiliates of Thomas H. Lee Company, Bain Capital, Inc. and Centre Partners Management LLC. Such proposal was approved.		
10-K/A · 58th Page of 66		Just 58th (New)
Company and Thomas H. Lee Company, Thomas H. Lee Equity Fund III, L.P., Thomas H. Lee Foreign Fund III, L.P., Bain Capital Fund V, L.P., Bain Capital V-B. L.P., BCIP Associates, L.P., BCIP Trust Associates, L.P., Centre Capital Investors II, L.P., Centre Capital		
10-K/A · 59th Page of 66		Just 59th (New)
10.27	Securities Purchase Agreement dated as of August 26, 1997 among the Company and Bain Capital Fund V, L.P., Bain Capital V-B. L.P., BCIP Associates, L.P. and BCIP Trust Associates, L.P. (16)	
10-K/A · 63rd Page of 66		Just 63rd (New)
Company and Thomas H. Lee Company, Thomas H. Lee Equity Fund III, L.P., Thomas H. Lee Foreign Fund III, L.P., Bain Capital Fund V, L.P., Bain Capital V-B. L.P., BCIP Associates, L.P., BCIP Trust Associates, L.P., Centre Capital Investors II, L.P., Centre Capital		
10-K/A · 64th Page of 66		Just 64th (New)
10.27	Securities Purchase Agreement dated as of August 26, 1997 among the Company and Bain Capital Fund V, L.P., Bain Capital V-B. L.P., BCIP Associates, L.P. and BCIP Trust Associates, L.P. (16)	

2: [EX-23.1](#)..... Consent of Coopers &

Lybrand L.L.P. -- 1 page

[5/29/98](#) [Learning Co Inc](#)
[950135](#)

[S-3/A](#)

3:31

1: [S-3/A](#)..... The Learning Company, Inc.

-- 29 pages

S-3/A · 17th Page of 29		Just 17th (New)		
Bain, Willard Companies, L.P.	50,786(3)(4)	50,786	0	0%
S-3/A · 19th Page of 29		Just 19th (New)		
(4) Includes the following shares of Common Stock placed in escrow pursuant to the terms of the Stock Exchange Agreement: Bain, Willard Companies, L.P. (5,079); Bruce G. Bernhart (13); Robert J. Bernard (77); Roy A. Clothier,				

2: [EX-23.1](#)..... Consent of Cooper &

Lybrand, L.L.P. -- 1 page

3: [EX-23.2](#)..... Consent of Price

Waterhouse Llp -- 1 page

[5/13/98](#) [Learning Co Inc](#)
[950135](#)

[10-Q](#)

[4/04/98](#)

8:109

1: [10-Q](#)..... The Learning Company, Inc.

-- 19 pages

10-Q · 15th Page of 19		Just 15th (New)
the Company and Thomas H. Lee Company, Thomas H. Lee Equity Fund		

III, L.P., Thomas H. Lee Foreign Fund III, L.P., Bain Capital Fund V, L.P., Bain Capital V-B. L.P., BCIP Associates, L.P., BCIP Trust Associates, L.P., Centre Capital Investors II, L.P.,

10-Q · 18th Page of 19

Just 18th (New)

H. Lee Equity Fund III, L.P., Thomas H. Lee Foreign Fund III, L.P., Bain Capital Fund V, L.P., Bain Capital V-B. L.P., BCIP Associates, L.P., BCIP Trust Associates,

2: [EX-4.8](#)..... Special Warrant Indenture

-- 59 pages

3: [EX-10.1](#)..... Employment Agreement --

8 pages

4: [EX-10.2](#)..... Letter Agreement --

4 pages

5: [EX-10.3](#)..... Restricted Stock Agreement

-- 7 pages

6: [EX-10.4](#)..... Letter Agreement --

4 pages

7: [EX-10.5](#)..... Restricted Stock Agreement

-- 7 pages

8: [EX-27.1](#)..... Financial Data Schedule --

1 page

[4/24/98 Learning Co Inc 950135](#)

[S-3/A](#)

3:31

1: [S-3/A](#)..... The Learning Company --

29 pages

[S-3/A · 17th Page of 29](#)

[Just 17th \(New\)](#)

Bain, Willard Companies, L.P.

50,786(3)(4)

50,786

0

0%

[S-3/A · 19th Page of 29](#)

[Just 19th \(New\)](#)

(4) Includes the following shares of Common Stock placed in escrow pursuant to the terms of the Stock Exchange Agreement: Bain, Willard Companies, L.P. (5,079); Bruce G. Bernhart (13); Robert J. Bernard (77); Roy A. Clothier,

2: [EX-23.1](#)..... Consent of Coopers &

Lybrand -- 1 page

3: [EX-23.2](#)..... Consent of Price

Waterhouse LLP -- 1 page

[4/02/98 Learning Co Inc Merrill Corp/New/- FA](#)

[DEF 14A](#)

[5/21/98](#)

1:37

1: [DEF 14A](#)..... Definitive Proxy

Solicitation Material -- 37 pages

[DEF 14A · 6th Page of 37](#)

[Just 6th \(N](#)

ces of Bain Capital, Inc.(7).....
n Capital, Inc.
ey Place

3,414,640

[DEF 14A · 7th Page of 37](#)

[Just 7th \(N](#)

(7) Certain affiliates of Bain Capital, Inc., including Bain Capital Fund V, L.P., Bain Capital Fund V-B, L.P., BCIP Associates, L.P., BCIP Trust

Associates, L.P. and Brookside Capital Partners Fund, L.P., own 170,732

1998 into 3,414,640 shares of Common Stock. Mr. Nunnelly, a director of the Company, is a Managing Director of Bain Capital, Inc. and therefore may be deemed to have shared voting and investment power with respect to the shares of Series A Preferred Stock owned by the affiliates of Bain Capital, Inc. Mr. Nunnelly disclaims beneficial ownership of all shares of Series A

EF 14A · [10th Page](#) of 37

[Just 10th](#) (M)

December 1997. He has been a Managing Director of Bain Capital, Inc., an investment company, since 1993, and a general partner of Bain Venture Capital, an investment company, since 1990. Prior to joining Bain Venture Capital, Mr. Nunnelly was a partner at Bain & Company where he managed several relationships in the manufacturing sector, and he was also e

EF 14A · [19th Page](#) of 37

[Just 19th](#) (M)

On December 5, 1997, the Company issued an aggregate of 750,000 shares of Series A Preferred Stock to affiliates of Thomas H. Lee Company, Bain Capital, Inc. and Centre Partners Management LLC (collectively, the "Investor Group") in amount of (i) \$1,125,000 to an affiliate of Thomas H. Lee Company, (ii) \$420,000 to an affiliate of Bain Capital, Inc. and (iii) \$300,000 to an affiliate of Centre Partners Management LLC. Messrs. Sperling and DiNovi, directors of the Company, are Managing Directors of Thomas H. Lee Company. Mr. Nunnelly, a director of the Company, is a Managing Director of Bain Capital, Inc. Mr. Zepf, a director of the Company, is a Managing Director of Centre Partners Management

[3/16/98 Learning Co Inc 950135](#)

[S-3](#)

3:32

1: [S-3](#)..... The Learning Company, Inc.

-- 29 pages

S-3 · 17th Page of 29		Just 17th (New)		
Bain, Willard Companies, L.P.	50,786 (3) (4)	50,786	0	0%
S-3 · 19th Page of 29		Just 19th (New)		
(4) Includes the following shares of Common Stock placed in escrow pursuant to the terms of the Stock Exchange Agreement: Bain, Willard Companies, L.P. (5,079); Bruce G. Bernhart (13); Robert J. Bernard (77); Roy A. Clothier,				

2: [EX-5](#)..... Opinion of Neal S. Winneg,

Esq. -- 2 pages

3: [EX-23.1](#)..... Consent of Coopers &

Lybrand, Llp -- 1 page

[3/13/98 Learning Co Inc 950135](#)

[10-K](#)

[1/03/98](#)

12:218

1: [10-K](#)..... The Learning Company --

67 pages

10-K · 15th Page of 67		Just 15th (New)		
issuance of an aggregate of 750,000 shares of Series A Convertible Participating Preferred Stock of the Company to affiliates of Thomas H. Lee Company, Bain Capital, Inc. and Centre Partners Management LLC. Such proposal was approved.				
10-K · 58th Page of 67		Just 58th (New)		

Company and Thomas H. Lee Company, Thomas H. Lee Equity Fund III, L.P., Thomas H. Lee Foreign Fund III, L.P., Bain Capital Fund V, L.P., Bain Capital V-B. L.P., BCIP Associates, L.P., BCIP Trust Associates, L.P., Centre Capital Investors II, L.P., Centre Capital		
10-K · 59th Page of 67		Just 59th (New)
10.27	Securities Purchase Agreement dated as of August 26, 1997 among the Company and Bain Capital Fund V, L.P., Bain Capital V-B. L.P., BCIP Associates, L.P. and BCIP Trust Associates, L.P. (16)	
10-K · 64th Page of 67		Just 64th (New)
Company and Thomas H. Lee Company, Thomas H. Lee Equity Fund III, L.P., Thomas H. Lee Foreign Fund III, L.P., Bain Capital Fund V, L.P., Bain Capital V-B. L.P., BCIP Associates, L.P., BCIP Trust Associates, L.P., Centre Capital Investors II, L.P., Centre Capital		
10-K · 65th Page of 67		Just 65th (New)
10.27	Securities Purchase Agreement dated as of August 26, 1997 among the Company and Bain Capital Fund V, L.P., Bain Capital V-B. L.P., BCIP Associates, L.P. and BCIP Trust Associates, L.P. (16)	

9 pages	2: EX-3.3	Bylaws of the Company --
10 pages	3: EX-4.8	Form of Special Warrant --
62 pages	4: EX-4.9	Form of Special Warrant --
Agreement -- 29 pages	5: EX-4.10	Registration Rights

EX-4.10 · 28th Page of 29		Just 28th (New)
BAIN CAPITAL FUND V, L.P.		
By: Bain Capital Partners V, L.P., as General Partner		
By: Bain Capital Investors V, Inc., as General Partner		
BAIN CAPITAL FUND V-B, L.P.		
By: Bain Capital Partners V, L.P., as General Partner		
By: Bain Capital Investors V, Inc., as General Partner		

8 pages	6: EX-10.6	Employment Agreement --
Agreement -- 6 pages	7: EX-10.13	Sixth Amendment to Credit
Incentive Plan -- 19 pages	8: EX-10.18	1990 Long Term Equity
-- 5 pages	9: EX-10.23	Form of Stock Option Plan
	10: EX-21.1	Subsidiaries -- 1 page

Lybrand L.L.P. -- 1 page
1 page

11: [EX-23.1](#)..... Consent of Coopers &
12: [EX-27.1](#)..... Financial Data Schedule --

[3/11/98 Learning Co Inc](#)
[Merrill Corp/New/- FA](#)
Solicitation Material

[PRE 14A](#) [5/21/98](#) 1:51

1: [PRE 14A](#)..... Preliminary Proxy

-- 51 pages

PRE 14A · 6th Page of 51	Just 6th (N
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es of Bain Capital, Inc.(7)..... 3,414,640
n Capital, Inc.
ey Place

PRE 14A · 7th Page of 51	Just 7th (N
--	-----------------------------

(7) Certain affiliates of Bain Capital, Inc., including Bain Capital Fund V, L.P., Bain Capital Fund V-B, L.P., BCIP Associates, L.P., BCIP Trust Associates, L.P. and Brookside Capital Partners Fund, L.P., own 170,732

1998 into 3,414,640 shares of Common Stock. Mr. Nunnelly, a director of the Company, is a Managing Director of Bain Capital, Inc. and therefore may be deemed to have shared voting and investment power with respect to the shares of Series A Preferred Stock owned by the affiliates of Bain Capital, Inc. Mr. Nunnelly disclaims beneficial ownership of all shares of Series A

PRE 14A · 10th Page of 51	Just 10th (N
---	------------------------------

December 1997. He has been a Managing Director of Bain Capital, Inc., an investment company, since 1993, and a general partner of Bain Venture Capital, an investment company, since 1990. Prior to joining Bain Venture Capital, Mr. Nunnelly was a partner at Bain & Company where he managed several relationships in the manufacturing sector, and he was also e

PRE 14A · 19th Page of 51	Just 19th (N
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On December 5, 1997, the Company issued an aggregate of 750,000 shares of Series A Preferred Stock to affiliates of Thomas H. Lee Company, Bain Capital, Inc. and Centre Partners Management LLC (collectively, the "Investor Group") in amount of (i) \$1,125,000 to an affiliate of Thomas H. Lee Company, (ii) \$420,000 to an affiliate of Bain Capital, Inc. and (iii) \$300,000 to an affiliate of Centre Partners Management LLC. Messrs. Sperling and DiNovi, directors of the Company, are Managing Directors of Thomas H. Lee Company. Mr. Nunnelly, a director of the Company, is a Managing Director of Bain Capital, Inc. Mr. Zepf, a director of the Company, is a Managing Director of Centre Partners Management

[12/12/97 Lee Thomas H Equity Fund III LP](#) [SC 13D](#) 8:204 [Learning Co Inc](#)
[950172](#)

- [Andrew D. Flaster](#)²
- [Andrew T. Mulderry](#)²
- [Anjan Mukherjee](#)²
- [Anthony J. DiNovi](#)²
- [Bain Capital Fund V/L/P](#)²
- [Bain Capital Fund V-B/L/P](#)²
- [Bain Capital Investors V, Inc.](#)²

Bain Capital Partners V, L.P.²
Bcip Associates/L/P²
Bcip Trust Associates/L/P²
Brookside Capital Investors, Inc.²
Brookside Capital Partners Fund/L/P²
Brookside Capital Partners, L.P.²
C. Hunter Boll²
Centre Capital Investors II/L/P²
Centre Capital Offshore Investors II/L/P²
Centre Capital Tax-Exempt Investors II/L/P²
Centre Parallel Management Partners, L.P.²
Centre Partners Coinvestment/L/P²
Centre Partners II LLC²
Centre Partners II, L.P.²
Centre Partners Management LLC²
Charles A. Brizius²
Charles S. Woo²
Charles W. Robins²
David V. Harkins²
First Trust Co/FBO Kristina A/Watts²
George R. Taylor²
James Westra²
Jeffrey B. Kovach²
Joseph J. Incandela²
Joshua Bekenstein²
Kent R. Weldon²
Lee Thomas H Equity Fund III LP²
Meetinghouse Foundation/Inc²
Resources Trust Co/FBO/Andrew D/Flaster²
Scott A. Schoen²
Scott M. Sperling²
Seth W. Lawry²
State Board Of Administration Of Florida²
Terrence M. Mullen²
The 1995 Harkins Gift Trust²
THL Equity Advisors III Limited Partnership²
THL Equity Trust III²
THL Investment Management Corp.²
Thl-Cci Investors Limited Partnership²
Thomas H. Lee Foreign Fund III, L.P.²
Thomas M. Hagerty²
Todd M. Abbrecht²
W. Mitt Romney²
Warren C. Smith, Jr.²
Wendy L. Masler²

1: SC 13D..... General Statement of

Beneficial Ownership

-- 81 pages

SC 13D · <u>1st Page</u> of 81±		No Page-Breaks
<u>Line 125:</u>		
ANTHONY J. DINOVI THOMAS H. LEE COMPANY 75 STATE STREET	MARK E. NUNNELLY BAIN CAPITAL, INC. TWO COPLEY PLACE	PAUL J. ZEPF CENTRE PARTNERS MANAGEMENT LLC 30 ROCKEFELLER PLAZA, STE. 5050
<u>Line 1,880:</u>		

Bain Capital Fund V, L.P.

Line 1,934:

Bain Capital Fund V-B, L.P.

Line 1,988:

Bain Capital Partners V, L.P.

Line 2,042:

Bain Capital Investors V, Inc.

Line 3,001:

(8) Bain Capital Fund V, L.P., a Delaware limited partnership ("BCF-V"), by virtue of its direct beneficial ownership of 29,847

Line 3,005:

(9) Bain Capital Fund V-B, L.P., a Delaware limited partnership ("BCF-V-B"), by virtue of its direct beneficial ownership of 77,722

Line 3,009:

(10) Bain Capital Partners V, L.P., a Delaware limited partnership ("BCP"), as sole general partner of BCF-V and BCF-V-B;

(11) Bain Capital Investors V, Inc., a Delaware corporation ("BCI"), as sole general partner of BCP;

Line 3,041:

BCI, BCIP, BCIPT, Mr. Romney, Mr. Bekenstein, Brookside Fund and Brookside Partners, the "Bain Reporting Persons"), as sole general partner of Brookside Partners;

Line 3,094:

The address of each of the Bain Reporting Persons is c/o Bain Capital, Inc., Two Copley Place, Boston, Massachusetts 02116.

Line 3,130:

Attached as Schedule II-B to this Schedule 13D is information concerning the Bain Reporting Persons and other persons as to which such information is required to be disclosed in response to Item 2 and General

Line 3,186:

Pursuant to a Securities Purchase Agreement dated as of August 26, 1997, as amended as of September 16, 1997 (the "Bain Purchase Agreement"), a copy of which is attached hereto as Exhibit B-2 and is

Line 3,190:

and BCIPT (BCF-V, BCF-V-B, BCIP and BCIPT are collectively referred to as the "Bain Purchasers"), TLC agreed to sell to the Bain Purchasers an aggregate of 170,732 shares of Preferred Stock in exchange for (i) the surrender of Notes in an aggregate principal amount of \$34,146,400 and (ii) a cash payment by TLC to the Bain Purchasers in an aggregate amount equal to approximately \$182,588. As of December 4, 1997, BCF-V assigned

certain of its rights and obligations under the Bain Purchase Agreement to Brookside Fund (Brookside Fund shall hereinafter, unless the context otherwise requires, also be referred to as a Bain Purchaser). The Preferred Stock held by the Bain Purchasers is currently convertible into 3,414,640 shares of Common Stock.

Line 3,204:

Purchase Agreement" and, together with the Lee Purchase Agreement and the Bain Purchase Agreement, the "Purchase Agreements"), a copy of which is attached hereto as Exhibit B-3 and is incorporated herein by reference,

Line 3,209:

the "Centre Purchasers" and, together with the Lee Purchasers and the Bain Purchasers, the "Purchasers"), TLC agreed to sell to the Centre Purchasers an aggregate of 121,951 shares of Preferred Stock in exchange

Line 3,222:

Purchasers (including THL Co. but excluding THL-CCI and the Additional Lee Investors), the Bain Purchasers (excluding Brookside Fund) and the Centre Purchasers. Pursuant to the Tribune Purchase Agreement, the Lee Purchasers, Bain Purchasers and Centre Purchasers agreed to pay an aggregate of \$123 million (\$75 million, \$28 million and \$20 million,

Line 3,239:

Of the \$28 million paid by the Bain Purchasers to purchase the Notes, the following amounts were paid by each of the Bain Purchasers: (i) approximately \$4.89 million by BCF-V; (ii) approximately

Line 3,244:

(iv) approximately \$1.13 million by BC IPT; and (v) approximately \$3.0 million by Brookside Fund. The Bain Purchasers obtained funds to purchase the Notes through capital contributions from their investors.

Line 3,268:

of the following groups is appointed to the Board of Directors of TLC (the "TLC Board"): (i) the Lee Purchasers and affiliates; (ii) the Bain Purchasers and affiliates; and (iii) the Centre Purchasers and

Line 3,295:

and their affiliates; Mark E. Nunnelly was appointed to the TLC Board as the representative for the Bain Purchasers and their affiliates; and Paul J. Zepf was appointed to the TLC Board as the representative for the Centre

Line 3,461:

BAIN REPORTING PERSONS

Line 3,719:

Report. The Reporting Persons expressly disclaim membership in a group, and each of the Lee Reporting Persons, Bain Reporting Persons and Centre Reporting Persons expressly disclaims, except to the extent otherwise

Line 3,775:

Exhibit B-2: Securities Purchase Agreement dated as of August 26, 1997 among the Bain Purchasers and TLC, as amended as of

Line 3,981:

SIGNATURES FOR BAIN REPORTING PERSONS

Line 3,987:

BAIN CAPITAL FUND V, L.P.

By: Bain Capital Partners V, L.P.,
as General Partner

By: Bain Capital Investors V, Inc.,
as General Partner

Line 4,000:

BAIN CAPITAL FUND V-B, L.P.

By: Bain Capital Partners V, L.P.,
as General Partner

By: Bain Capital Investors V, Inc.,
as General Partner

Line 4,013:

BAIN CAPITAL PARTNERS V, L.P.

By: Bain Capital Investors V, Inc.,
as General Partner

Line 4,023:

BAIN CAPITAL INVESTORS V, INC.

Line 4,381:

Bain Capital Investors V, Inc. and Brookside Capital Investors, Inc.

Each of the following officers and managing directors of Bain Capital Investors V, Inc. and Brookside Capital Investors, Inc., is a United States citizen and is employed by Bain Capital, Inc., Two Copley Place, Boston, Massachusetts 02116.

Line 4,416:

BCIP Trust Associates, L.P. is a United States citizen and is employed by Bain Capital, Inc., Two Copley Place, Boston, Massachusetts 02116:
Prescott Ashe, Charles A. Ballard, Andrew Balson, Steven Barnes, Joshua

2: [EX-99](#)..... Exhibit a - Joint Filing

Agreement -- 7 pages

EX-99 · 1st Page of 7±		No Page-Breaks
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Line 271:

SIGNATURES FOR BAIN REPORTING PERSONS

BAIN CAPITAL FUND V, L.P.

By: Bain Capital Partners V, L.P.,
as General Partner

By: Bain Capital Investors V, Inc.,

as General Partner
<p><u>Line 286:</u></p> <p style="text-align: center;">BAIN CAPITAL FUND V-B, L.P.</p> <p>By: Bain Capital Partners V, L.P., as General Partner</p> <p>By: Bain Capital Investors V, Inc., as General Partner</p>
<p><u>Line 299:</u></p> <p style="text-align: center;">BAIN CAPITAL PARTNERS V, L.P.</p> <p>By: Bain Capital Investors V, Inc., as General Partner</p>
<p><u>Line 309:</u></p> <p style="text-align: center;">BAIN CAPITAL INVESTORS V, INC.</p>

3: [EX-99](#)..... Exhibit B-1 - Securities

Purchase Agreement

-- 26 pages

EX-99 · 1st Page of 26±	No Page-Breaks
<p><u>Line 405:</u> purchase agreements (the "Other Purchase Agreements" and, together with this Agreement, the "Purchase Agreements") with affiliates of Bain Capital, Inc. and Centre Partners Management LLC (together, the "Other Purchasers")</p>	
<p><u>Line 1,094:</u> Equity Fund III, L.P., Thomas H. Lee Foreign Fund III, L.P., Thomas H. Lee Company and affiliates (collectively, the "Lee Purchaser Group"); (ii) Bain Capital Fund V, L.P., Bain Capital Fund V-B, L.P., BCIP Associates, L.P., BCIP Trust Associates, L.P. and affiliates (collectively, the "Bain Purchaser Group"); and (iii) Centre Capital Investors II, L.P., Centre</p>	
<p><u>Line 1,122:</u> shall only be entitled to nominate one or no such nominees to the Board of Directors, respectively; (ii) the Bain Purchaser Group holds less than 40% of the Shares initially owned by the Bain Purchaser Group (or if any of such Shares have been converted and after making appropriate adjustment for</p>	
<p><u>Line 1,127:</u> issuable upon conversion of the Shares representing less than 40% of the Common Stock originally issuable upon conversion of the Shares), the Bain Purchaser Group shall not be entitled to nominate any nominees to the Board</p>	

4: [EX-99](#)..... Exhibit B-2 - Securities

Purchase Agreement

-- 26 pages

EX-99 · 1st Page of 26±	No Page-Breaks
<p><u>Line 1,078:</u> Equity Fund III, L.P., Thomas H. Lee Foreign Fund III, L.P., Thomas H. Lee Company and affiliates (collectively, the "Lee Purchaser Group"); (ii) Bain Capital Fund V, L.P., Bain Capital Fund V-B, L.P., BCIP Associates, L.P., BCIP Trust Associates, L.P. and affiliates (collectively, the "Bain</p>	

Purchaser Group"); and (iii) Centre Capital Investors II, L.P., Centre

Line 1,106:

shall only be entitled to nominate one or no such nominees to the Board of Directors, respectively; (ii) the Bain Purchaser Group holds less than 40% of the Shares initially owned by the Bain Purchaser Group (or if any of such Shares have been converted and after making appropriate adjustment for

Line 1,111:

issuable upon conversion of the Shares representing less than 40% of the Common Stock originally issuable upon conversion of the Shares), the Bain Purchaser Group shall not be entitled to nominate any nominees to the Board

Line 1,428:

receipt requested), telex, telecopier or courier guaranteeing overnight delivery, addressed (a) if to the Purchasers to Bain Capital, Inc. at Two Copley Place, Boston, Massachusetts 02116, Attention: Mark Nunnally, or at

Line 1,511:

BAIN CAPITAL FUND V, L.P.

By: Bain Capital Partners V, L.P.,
as General Partner

By: Bain Capital Investors V, Inc.,
as General Partner

Line 1,524:

BAIN CAPITAL FUND V-B, L.P.

By: Bain Capital Partners V, L.P.,
as General Partner

By: Bain Capital Investors V, Inc.,
as General Partner

Line 1,595:

BAIN CAPITAL FUND V, L.P.

By:
Bain Capital Partners V, L.P., as
General Partner

By: Bain Capital Investors V, Inc., as
General Partner

Line 1,609:

BAIN CAPITAL FUND V-B L.P.

By:
Bain Capital Partners V, L.P., as
General Partner

Line 1,616:

By:
Bain Capital Investors V, Inc., as
General Partner

Purchase Agreement

-- 26 pages

<i>EX-99 · 1st Page of 26±</i>	<i>No Page-Breaks</i>
<u>Line 400:</u> agreements (the "Other Purchase Agreements" and, together with this Agreement, the "Purchase Agreements") with affiliates of Thomas H. Lee Company and Bain Capital, Inc. (together, the "Other Purchasers") dated the date hereof. The	
<u>Line 1,074:</u> Equity Fund III, L.P., Thomas H. Lee Foreign Fund III, L.P., Thomas H. Lee Company and affiliates (collectively, the "Lee Purchaser Group"); (ii) Bain Capital Fund V, L.P., Bain Capital Fund V-B, L.P., BCIP Associates, L.P., BCIP Trust Associates, L.P. and affiliates (collectively, the "Bain Purchaser Group"); and (iii) Centre Capital Investors II, L.P., Centre	
<u>Line 1,102:</u> shall only be entitled to nominate one or no such nominees to the Board of Directors, respectively; (ii) the Bain Purchaser Group holds less than 40% of the Shares initially owned by the Bain Purchaser Group (or if any of such Shares have been converted and after making appropriate adjustment for	
<u>Line 1,107:</u> issuable upon conversion of the Shares representing less than 40% of the Common Stock originally issuable upon conversion of the Shares), the Bain Purchaser Group shall not be entitled to nominate any nominees to the Board	

Purchase Agreement

-- 12 pages

<i>EX-99 · 1st Page of 12±</i>	<i>No Page-Breaks</i>
<u>Line 587:</u> address as shall have been furnished to the Company, (c) if to affiliates of Bain Capital Inc., at Two Copley Place, Boston, Massachusetts 02116, Attention: Mark Nunnelly, or at such other address as shall have been	
<u>Line 691:</u> BAIN CAPITAL FUND V, L.P. By: Bain Capital Partners V, L.P., as General Partner By: Bain Capital Investors V, Inc., as General Partner	
<u>Line 704:</u> BAIN CAPITAL FUND V-B, L.P. By: Bain Capital Partners V, L.P., as General Partner By: Bain Capital Investors V, Inc., as General Partner	
<u>Line 782:</u> THOMAS H. LEE COMPANY BAIN CAPITAL, INC. ENTITIES	
\$34,146,400	\$28,000,000

BAIN CAPITAL FUND V, L.P.
 BAIN CAPITAL FUND V-B, L.P.
 BCIP ASSOCIATES, L.P.

7: [EX-99](#)..... Exhibit D - Registration

Rights Agreement

-- 22 pages

<i>EX-99 · 1st Page of 22±</i>	<i>No Page-Breaks</i>
<u>Line 1,195:</u>	
BAIN CAPITAL FUND V, L.P.	
By: Bain Capital Partners V, L.P., as General Partner	
By: Bain Capital Investors V, Inc., as General Partner	
<u>Line 1,208:</u>	
BAIN CAPITAL FUND V-B, L.P.	
By: Bain Capital Partners V, L.P., as General Partner	
By: Bain Capital Investors V, Inc., as General Partner	

8: [EX-99](#)..... Exhibit E - Power of

Attorney -- 4 pages

[11/18/97 Learning Co Inc](#)
[950135](#)

[10-Q](#) [10/04/97](#) 2:19

1: [10-Q](#)..... The Learning Company, Inc.

-- 18 pages

<i>10-Q · 14th Page of 18</i>	<i>Just 14th (New)</i>
10.2	Securities Purchase Agreement dated as of August 26, 1997 TLC and Bain Capital Fund V, L.P., Bain Capital V-B. L.P., BCIP Associates, L.P. and BCIP Trust Associates, L.P.(7)
10.5	Stock Option Agreement dated as of August 26, 1997 between TLC and Bain Capital, Inc.(7)
<i>10-Q · 15th Page of 18</i>	<i>Just 15th (New)</i>
reporting that it had entered into separate Securities Purchase Agreements with affiliates of Thomas H. Lee Company, Bain Capital, Inc. and Centre Partners Management LLC pursuant to which the Company will issue an aggregate of 750,000	
<i>10-Q · 17th Page of 18</i>	<i>Just 17th (New)</i>
10.2	Securities Purchase Agreement dated as of August 26, 1997 TLC and Bain Capital Fund V, L.P., Bain Capital V-B. L.P., BCIP Associates, L.P. and BCIP Trust Associates, L.P.(7)
10.5	Stock Option Agreement dated as of August 26, 1997 between TLC and Bain Capital, Inc.(7)

2: [EX-27](#)..... Financial Data Schedule --

1 page

1: DEF 14A..... The Learning Company, Inc.

-- 72 pages

<i>DEF 14A</i> · 2nd Page of 72		Just 2nd (New)
750,000 shares of Series A Convertible Participating Preferred Stock of the Company to affiliates of Thomas H. Lee Company, Bain Capital, Inc. and Centre Partners Management LLC. Detailed information concerning these matters is		
<i>DEF 14A</i> · 4th Page of 72		Just 4th (New)
A Convertible Participating Preferred Stock of the Company to affiliates of Thomas H. Lee Company, Bain Capital, Inc. and Centre Partners Management LLC; and		
<i>DEF 14A</i> · 13th Page of 72		Just 13th (New)
Mark E. Nunnelly..... 38	Mr. Nunnelly has been a Managing Director of Bain Capital, Inc. since May 1993, and a general partner of Bain Venture Capital since 1990. Prior to joining Bain Venture Capital, Mr. Nunnelly was a partner at Bain & Company where he managed several relationships in the manufacturing sector, and he	
<i>DEF 14A</i> · 17th Page of 72		Just 17th (New)
On August 26, 1997, the Company entered into Securities Purchase Agreements with affiliates of Thomas H. Lee Company, Bain Capital, Inc. and Centre Partners Management LLC (collectively, the "Purchasers") pursuant to which the Company		
<i>DEF 14A</i> · 28th Page of 72		Just 28th (New)
Purchase Agreements (collectively, the "Securities Purchase Agreements") with affiliates of Thomas H. Lee Company, Bain Capital, Inc. and Centre Partners Management LLC (collectively, the "Purchasers") pursuant to which the Company separate Stock Option Agreements (the "Stock Option Agreements") with Thomas H. Lee Company, Bain Capital, Inc. and Centre Partners Management LLC (the "Option Purchasers").		
<i>DEF 14A</i> · 31st Page of 72		Just 31st (New)
take all action necessary to ensure that one representative of the Lee Purchaser Group, the Bain Purchaser Group and the Centre Purchaser Group (collectively, the "Purchasers' Representatives") shall be elected to the Board of Directors of		
<i>DEF 14A</i> · 32nd Page of 72		Just 32nd (New)
shall only be entitled to nominate one or no nominees to the Board of Directors, respectively. If either the Bain Purchaser Group or the Centre Purchaser Group holds less than 40% of the Shares initially owned by the Bain Purchaser Group or Centre Purchaser Group, respectively, then such Group shall not be entitled to Purchaser Group consists of Thomas H. Lee Equity Fund III, L.P., Thomas H. Lee Foreign Fund III, L.P., Thomas H. Lee Company and affiliates. The Bain Purchaser Group consists of Bain Capital Fund V, L.P., Bain Capital Fund V-B, L.P., BCIP Associates, L.P., BCIP Trust Associates, L.P. and affiliates. The Centre		
<i>DEF 14A</i> · 68th Page of 72		Just 68th (New)
the Company to affiliates of Thomas H. Lee Company, Bain Capital, Inc. and Centre Partners Management LLC.		

[] FOR [] AGAINST [] WITHHELD

DEF 14A · 72nd Page of 72		Just 72nd (New)
Series A Convertible Participating Preferred Stock of the Company to affiliates of Thomas H. Lee Company, Bain Capital, Inc. and Centre Partners Management LLC.		
9/11/97 Learning Co Inc 950135	PRE 14A 10/28/97	1:78
1: PRE 14A The Learning Company, Inc.		
-- 78 pages		
PRE 14A · 2nd Page of 78		Just 2nd (New)
Convertible Participating Preferred Stock of the Company to affiliates of Thomas H. Lee Company, Bain Capital, Inc. and Centre Partners Management LLC. Detailed information concerning these matters is contained in the accompanying Notice of		
PRE 14A · 3rd Page of 78		Just 3rd (New)
Preferred Stock of the Company to affiliates of Thomas H. Lee Company, Bain Capital, Inc. and Centre Partners Management LLC; and		
PRE 14A · 12th Page of 78		Just 12th (New)
Mark E. Nunnelly [37]	Mr. Nunnelly has been a Managing Director of Bain Capital, Inc. since May 1993, and a general partner of Bain Venture Capital since 1990. Prior to joining Bain Venture Capital, Mr. Nunnelly was a partner at Bain & Company where he managed several relationships in the	
PRE 14A · 17th Page of 78		Just 17th (New)
On August 26, 1997, the Company entered into Securities Purchase Agreements with affiliates of Thomas H. Lee Company, Bain Capital, Inc. and Centre Partners Management LLC (collectively, the "Purchasers") pursuant to		
PRE 14A · 30th Page of 78		Just 30th (New)
Securities Purchase Agreements (collectively, the "Securities Purchase Agreements") with affiliates of Thomas H. Lee Company, Bain		
PRE 14A · 31st Page of 78		Just 31st (New)
entered into three separate Stock Option Agreements (the "Stock Option Agreements") with Thomas H. Lee Company, Bain Capital, Inc. and Centre Partners Management LLC (the "Option Purchasers").		
PRE 14A · 35th Page of 78		Just 35th (New)
take all action necessary to ensure that one representative of the Lee Purchaser Group, the Bain Purchaser Group and the Centre Purchaser Group (collectively, the "Purchasers' Representatives") shall be elected to the Board of Directors of		
be entitled to nominate one or no nominees to the Board of Directors, respectively. If either the Bain Purchaser Group or the Centre Purchaser Group holds less than 40% of the Shares initially owned by the Bain Purchaser Group or Centre Purchaser Group, respectively, then such Group shall not be entitled to		
Purchaser Group consists of Thomas H. Lee Equity Fund III, L.P., Thomas H. Lee Foreign Fund III, L.P., Thomas H. Lee Company and affiliates. The Bain Purchaser Group consists of Bain Capital Fund V, L.P., Bain Capital Fund V-B, L.P., BCIP Associates, L.P., BCIP Trust Associates, L.P. and affiliates. The Centre		
PRE 14A · 74th Page of 78		Just 74th (New)

the Company to affiliates of Thomas H. Lee Company, Bain Capital, Inc. and Centre Partners Management LLC.

[] FOR [] AGAINST [] WITHHELD

PRE 14A · [78th Page of 78](#)

[Just 78th \(New\)](#)

Series A Convertible Participating Preferred Stock of the Company to affiliates of Thomas H. Lee Company, Bain Capital Inc. and Centre Partners Management LLC.

[9/03/97 Learning Co Inc 950135](#)

[8-K{5,7}](#) [8/26/97](#) 7:200

1: [8-K](#)..... The Learning Company --

4 pages

8-K · 2nd Page of 4	Just 2nd (New)
announced that it had entered into separate Securities Purchase Agreements with affiliates of Thomas H. Lee Company, Bain Capital, Inc. and Centre Partners Management LLC (collectively, the "Investors") pursuant to which the Company	
8-K · 4th Page of 4	Just 4th (New)
of August 26, 1997 between The Learning Company, Inc. and Bain Capital Fund V, L.P., Bain Capital Fund V-B, L.P., BCIP Associates, L.P. and BCIP Trust Associates, L.P.	
5.	Stock Option Agreement dated as of August 26, 1997 between The Learning Company, Inc. and Bain Capital, Inc.

2: [EX-1](#)..... Purchase Agreement Dated

8/26/97 W/ Thomas

Lee Co. -- 90 pages

EX-1 · 7th Page of 90	Just 7th (New)
purchase agreements (the "Other Purchase Agreements" and, together with this Agreement, the "Purchase Agreements") with affiliates of Bain Capital, Inc. and Centre Partners Management LLC (together, the "Other Purchasers") dated the date	
EX-1 · 23rd Page of 90	Just 23rd (New)
Thomas H. Lee Foreign Fund III, L.P., Thomas H. Lee Company and affiliates (collectively, the "Lee Purchaser Group"); (ii) Bain Capital Fund V, L.P., Bain Capital Fund V-B, L.P., BCIP Associates, L.P., BCIP Trust Associates, L.P. and affiliates (collectively, the "Bain Purchaser Group"); and (iii) Centre Capital Investors II, L.P., Centre Capital Tax-Exempt Investors II, L.P., Centre Capital	
EX-1 · 24th Page of 90	Just 24th (New)
nominate one or no such nominees to the Board of Directors, respectively; (ii) the Bain Purchaser Group holds less than 40% of the Shares initially owned by the Bain Purchaser Group (or if any of such Shares have been converted and after making appropriate adjustment for any Restructuring, shares of Common Stock and	
than 40% of the Common Stock originally issuable upon conversion of the Shares), the Bain Purchaser Group shall not be entitled to nominate any nominees to the Board of Directors; and (iii) the Centre Purchaser Group holds less than 40% of	
EX-1 · 85th Page of 90	Just 85th (New)
BAIN CAPITAL FUND V, L.P.	
By: Bain Capital Partners V, L.P.,	

as General Partner
By: Bain Capital Investors V, Inc., as General Partner
BAIN CAPITAL FUND V-B, L.P.
By: Bain Capital Partners V, L.P., as General Partner
By: Bain Capital Investors V, Inc., as General Partner

3: [EX-2](#)..... Purchase Agreement Dated

8/26/97 W/ Bain

Capital -- 41 pages

EX-2 · 23rd Page of 41	Just 23rd (New)
Thomas H. Lee Foreign Fund III, L.P., Thomas H. Lee Company and affiliates (collectively, the "Lee Purchaser Group"); (ii) Bain Capital Fund V, L.P., Bain Capital Fund V-B, L.P., BCIP Associates, L.P., BCIP Trust Associates, L.P. and affiliates (collectively, the "Bain Purchaser Group"); and (iii) Centre Capital Investors II, L.P., Centre Capital Tax-Exempt Investors II, L.P., Centre Capital	
EX-2 · 24th Page of 41	Just 24th (New)
nominate one or no such nominees to the Board of Directors, respectively; (ii) the Bain Purchaser Group holds less than 40% of the Shares initially owned by the Bain Purchaser Group (or if any of such Shares have been converted and after making appropriate adjustment for any Restructuring, shares of Common Stock and	
than 40% of the Common Stock originally issuable upon conversion of the Shares), the Bain Purchaser Group shall not be entitled to nominate any nominees to the Board of Directors; and (iii) the Centre Purchaser Group holds less than 40% of	
EX-2 · 32nd Page of 41	Just 32nd (New)
requested), telex, telecopier or courier guaranteeing overnight delivery, addressed (a) if to the Purchasers to Bain Capital, Inc. at Two Copley Place, Boston, Massachusetts 02116, Attention: Mark Nunnelly, or at such other	
EX-2 · 35th Page of 41	Just 35th (New)
BAIN CAPITAL FUND V, L.P.	
By: Bain Capital Partners V, L.P., as General Partner	
By: Bain Capital Investors V, Inc., as General Partner	
BAIN CAPITAL FUND V-B, L.P.	
By: Bain Capital Partners V, L.P., as General Partner	
By: Bain Capital Investors V, Inc., as General Partner	

4: [EX-3](#)..... Purchase Agreement Dated

8/26/97 W/Centre

EX-3 · 7th Page of 41	Just 7th (New)
agreements (the "Other Purchase Agreements" and, together with this Agreement, the "Purchase Agreements") with affiliates of Thomas H. Lee Company and Bain Capital, Inc. (together, the "Other Purchasers") dated the date hereof. The	
EX-3 · 23rd Page of 41	Just 23rd (New)
Thomas H. Lee Foreign Fund III, L.P., Thomas H. Lee Company and affiliates (collectively, the "Lee Purchaser Group"); (ii) Bain Capital Fund V, L.P., Bain Capital Fund V-B, L.P., BCIP Associates, L.P., BCIP Trust Associates, L.P. and affiliates (collectively, the "Bain Purchaser Group"); and (iii) Centre Capital Investors II, L.P., Centre Capital Tax-Exempt Investors II, L.P., Centre Capital	
EX-3 · 24th Page of 41	Just 24th (New)
nominate one or no such nominees to the Board of Directors, respectively; (ii) the Bain Purchaser Group holds less than 40% of the Shares initially owned by the Bain Purchaser Group (or if any of such Shares have been converted and after making appropriate adjustment for any Restructuring, shares of Common Stock and	
than 40% of the Common Stock originally issuable upon conversion of the Shares), the Bain Purchaser Group shall not be entitled to nominate any nominees to the Board of Directors; and (iii) the Centre Purchaser Group holds less than 40% of	

5: [EX-4](#)..... Stk. Option Agreement

Dated 8/26/97 W/ T.H.

Lee -- 8 pages

6: [EX-5](#)..... Stk. Option Agreement

Dated 8/26/97 W/ Bain

Cap. -- 8 pages

EX-5 · 1st Page of 8	Just 1st (New)
STOCK OPTION AGREEMENT, dated as of August 26, 1997 (the "Agreement"), between Bain Capital, Inc. ("Purchaser") and The Learning Company, Inc., a Delaware corporation (the "Company").	
EX-5 · 5th Page of 8	Just 5th (New)
Bain Capital, Inc. Two Copley Place	
EX-5 · 8th Page of 8	Just 8th (New)
BAIN CAPITAL, INC.	

7: [EX-6](#)..... Stk. Option Agreement

Dated 8/26/97 W/ Centre

Cap. -- 8 pages

75% searched: 133 filings / 376 documents / 5,272 pages. Continuing...

Find Words in Filings - Learning Co Inc - All
All 176 filings in this set were scanned for every hit.
504 documents (7,331 pages) within the 176 filings were searched.
41 documents within 30 filings contained the word "Bain".
End "Find Words in Filings" and just List the Filings

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