

SEWARD & KISSEL LLP

Seward & Kissel advises ILSC Education Group
on its recapitalization with Quad Partners

Seward & Kissel's Business Transactions Group
Focusing on Middle-Market Deals

In October 2014, **ILSC Education Group** completed its recapitalization with private equity sponsor **Quad Partners**. **Seward & Kissel** was pleased to represent ILSC in this international middle-market transaction.

ILSC is a leading provider of location-based English language training for international students. It offers language schools, colleges, teacher training, corporate training and continuing education classes at its facilities located in eight cities spread across four countries and three continents.

Seward & Kissel LLP (www.sewkis.com) is a leading New York law firm, originally established in 1890, offering legal advice emphasizing business, financial and commercial law and related litigation. The firm's Business Transactions Group handles middle-market M&A, private equity, venture capital and joint venture transactions involving a wide variety of industries. The firm is ranked as Highly Regarded for Corporate/M&A by Chambers USA and is recommended by The Legal 500 in the middle-market M&A category, stating that Seward & Kissel “advises on market-leading transactions within the industries where the firm has an international reputation, namely investment management and shipping” and “also handles complex middle-market deals in the media industry and international sell-side M&A.”

The press release describing this transaction is reproduced below for your information.

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Berkery Noyes Represents ILSC Education Group in its Recapitalization with Quad Partners

Quad Partners

New York, New York

has recapitalized



**EDUCATION
GROUP**

Toronto, Canada

Seward & Kissel
acted as counsel to ILSC

SEWARD & KISSEL LLP

October 2014

NEW YORK - October 21, 2014 - Berkery Noyes, a leading independent investment bank providing mergers & acquisitions and capital raising advisory services to the education market, announced today that it represented ILSC Education Group in its recapitalization with Quad Partners. Terms of the transaction were not disclosed.

ILSC is a leading provider of location-based English Language Training (ELT) for international students looking to learn English for use in professional and academic settings. Through the Company's language schools, colleges, teacher training, corporate training and continuing education divisions, it offers internationally relevant language and career skills training and certification programs to over 12,000 students annually.

The Company's schools are located in eight cities spread across four countries and three continents. Given the Company's global presence, students have the ability to choose a country and city of study, depending on their individualized learning goals and the culture in which they wish to immerse themselves, and create transformative learning experiences.

In addition, ILSC has developed a global and personalized learning experience with over 165 courses and programs available at its global campuses, where students can develop their language skills. Students of the Company's language schools have access to test prep, certificate programs, University preparation, and internship programs, among others. ILSC's programs are an industry standard for students looking to study English. The Company is consistently lauded as a top English language provider, demonstrated by its recent win of the Star Chain School Award, presented by Study Travel Magazine.

English continues to be the dominant language of business and commerce, and is seen as a critical tool for succeeding in today's economy. For non-native speakers, the advantages of commanding English are important and tangible, placing English language skills in high-demand to billions of people across the globe. Immersive ELT programs such as those offered by ILSC are the single most effective form of learning English. As a result, these programs are in high-demand; in 2013 alone, more than 1.5 million students travelled internationally to study English.

About ILSC

ILSC was founded in 1991 in Vancouver. It has since grown to become one of the leading English Language Training providers globally, with 13 campuses in eight locations, including Vancouver, Toronto, Montreal, New York, San Francisco, New Delhi, Brisbane, and Sydney. For more information, visit: <http://www.ilsc.com/>.

About Seward & Kissel LLP

Seward & Kissel LLP, founded in 1890, is a leading U.S. law firm with an international reputation for excellence. We have offices in New York City and Washington, D.C.

Our practice primarily focuses on corporate, litigation and restructuring/bankruptcy work for clients seeking legal expertise in the financial services, corporate finance and capital markets areas. The Firm is particularly well known for international sell-side M&A transactions and for its representation of transportation companies (particularly in the shipping area), major commercial banks, investment banking firms, investment advisers and related investment funds (including mutual funds and hedge funds), master servicers, servicers, investors, distressed trade

brokers, liquidity providers, hedge fund administrators, broker-dealers and institutional investors.

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