THE UNIVERSITY OF UTAH

December 28, 2010

Diane M. Lank
General Counsel
D2L Ltd.
715 St. Paul Street
Baltimore, Maryland 21202

Re: Letter of Protest dated December 18, 2010 to Kent Beers regarding RFP W90311 for the State-Wide Learning Management System

Dear Ms. Lank:

This letter serves as the University of Utah's response to your December 18, 2010 letter of protest sent to Kent Beers, Director of Procurement for the State of Utah. While UEN is an agency of the State of Utah, their primary operations are located at the University of Utah and our office handles RFP and bid solicitations on their behalf. Kent Beers has acknowledged that the University of Utah is the correct venue for response to your protest letter, since the solicitation was initiated from our office.

The University has reviewed all documentation related to this RFP, reviewed scoring and received written response to D2L's protest letter. The following is our conclusion:

1. The process of selection was conducted by a large diverse committee with representation from each publicly funded institution of higher education within the state of Utah. The scoring by the committee was done individually by school, compiled and resulted in the award to Instructure based on the total points of all institutions. Strengths and weaknesses of each proposal submitted were taken into consideration, including the size and experience of each respondent. Each evaluator had extensive input into the evaluation, discussion and ultimate selection by the committee. At the conclusion of the process all participating evaluators (irrespective of individual scoring) supported the state-wide award to Instructure. All documentation supporting this decision indicates that an extensive, thorough, complete and unbiased process was used in the selection.

2. The second point of protest from D2L suggests that Kevin Erickson, who is a current employee with Instructure may have been involved in writing the specification for the RFP. Our investigation into this concern indicates that Mr. Erickson was never an employee of UEN, but worked for Utah State University (USU) until May 2010 and never had any exposure to UEN's specification writing process which was done in August/September of 2010. It is clear in correspondence from both UEN and USU that Mr. Erickson had no involvement whatsoever in any aspect of the RFP specifications or evaluation.

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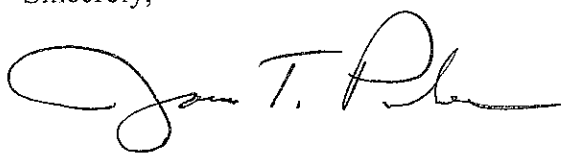
Our office is aware that D2L has filed a request for copies of records/documents related to this RFP and award. Perhaps upon review of these documents, D2L will understand more clearly the process involved in the selection and ultimate award. After extensive review of all the material related to this award, the University has determined that the protest from D2L has no merit and has proceeded with the award to Instructure. We sincerely appreciate your time and effort in preparing a proposal and responding to the University's solicitation for a Learning Management System and look forward to considering D2L as future opportunities for business arise.

Sincerely,



James T. Parker, CPSM, C.P.M.
Director of Procurement and Supply Management
University of Utah

cc: Phyllis J. Vetter, Assoc. General Counsel
Robert Payne, Assoc. General Counsel
Mary Louise Hughes, Buyer
Scott Allen, UEN
Kent Beers, Director of Procurement, State of Utah