

New Alliant Pro Forma Cap Table

Assumes Old Alliant Elects Full 19.9%

Assumes 5% Common Stock Option Plan

Target is \$1.0 per share for Preferred Stock

Preferred Stock would have a liquidation preference over Common equal to original purchase price

Preferred Stock would have a 10% accruing dividends

[Subject to Tax Review]

	Voting Shares		Post Employee Incentive Plan	
	<u>Number</u>	<u>Percentage</u>		
Common Stock				
<i>Outstanding on Closing</i>				
AME Education Corporation	2,403,000	7.5%	2,403,000	7.1%
Old Alliant	597,000	1.9%	597,000	1.8%
<i>Option Plan</i>			1,684,211	5.0%
<i>Series A Preferred Stock</i>				
AME Education Corporation	23,229,000	72.6%	23,229,000	69.0%
Old Alliant	5,771,000	18.0%	5,771,000	17.1%
Total	32,000,000	100.0%	33,684,211	100.0%