

SCHOLASTIC OS



SOS investor plan

Staged financing and business case

- For prospective investors
- September 2026

Proposed validation capital

Use of the full program by workstream group, in USD

\$150,000



\$50,000 first close | \$100,000 additional validation stage

Investment overview

Scholastic OS proposes a \$50,000 first investment within a \$150,000 validation program to develop phone apps, assemble a working model, and pursue a January 2027 institutional pilot. The business will test whether buyers pay for dependable control and release of defined device sessions.

SOS has a completed core prototype and no customers, signed pilots, physical-device test results, or demonstrated product-market fit. All pricing and forecasts are proposals. The next capital funds technical and commercial proof. ¹

Funding, a validated device configuration, and an approved host determine pilot readiness. The January date remains a target.

Company and stage

The business has three owners. Shane Giordano leads development and marketing and built the prototype with Claude Code, using Claude Opus 4.8 and no human programmers. It includes a dashboard, policies and sessions, trust scoring, enrollment, consent, communications, and analytics. Native phone-app development with Claude Fable 5.1, a human testing phase at the end of development, independent testing, and production operations are the next requirements.

Android code and a recorded build exist; device testing remains uncompleted. The native iPhone path requires development. Older materials describe a patent application, but this plan assigns no value to exclusive rights. Entity, ownership, IP, filing records, and owner commitments require diligence.

Problem and solution

SOS must demonstrate value beyond existing device managers and filters: applying an institution's permitted rules for a defined session, explaining the resulting state, and releasing control reliably. The intended benefit is fewer manual interventions and clearer accountability with limited personal-data collection.

Initial candidates are an authorized school activity on a supported fleet or a non-emergency municipal work session on organization-owned devices. Municipal demand is unvalidated. Personal-device deployments require separate authority and testing.

The workflow is session start, policy application, trust evaluation, and authorized release. Evidence must show normal behavior, failure, and recovery on physical devices; the browser demo explains the workflow but cannot prove enforcement.

Market and business model

Customer focus

The launch strategy begins with one reachable private K-12 school, public district, or municipal department that has a specific problem, technical sponsor, compatible device configuration, and approval route. Founder relationships determine access; measured need and feasibility determine the first contract. The company should not pursue statewide deployment before the delivery model is repeatable.

Historical market context is substantial: NCES reported 29,727 private schools and 4.73 million private-school students in 2021-22. The Census Bureau reports 19,489 municipal governments and 13,853 public school systems in 2025. These populations are not a serviceable market count; many organizations will lack a fit or sufficient budget. Public school systems include independent and dependent systems; serviceable demand must be sized by the actual supported configuration. ^{9,10}

Public funding for phone-free schools is written for storage hardware. New York provides \$13.5 million for storage solutions and states that student backpacks are not an acceptable storage option; New York City allocated \$25.90 per student in grades 3 to 12, more than \$16 million, as one-time implementation funding; New Jersey appropriated \$3 million for fiscal year 2026 and awarded about \$980,000 to 86 districts in the first round, with a largest award of \$52,451, for lockers, locked pouch systems, or check-in cabinets and staff training. ^{15,16,17}

MARKET LAYER	PLANNING CONSTRUCTION	INTERPRETATION
Potential long-term market	Compatible schools and municipal organizations with an unmet session-governance need	A national revenue total is not yet defensible
Initial reachable cohort	60 named prospects: 20 private schools, 20 districts, 20 municipalities	A research and outreach target, not an existing pipeline
Base first-year obtainable market	6 paid organizations at \$20,000 average annual software value	\$120,000 ending annual recurring revenue
Base three-year scale	About 63 retained organizations at the same average value	\$1.26 million ending annual recurring revenue

At 60 organizations and \$20,000 average value, the entire proposed outreach cohort would represent \$1.2 million in annual software revenue if every account qualified and bought. That is an arithmetic ceiling for a hypothetical cohort, not a sales forecast. Districts, schools within districts, and government purchasing bodies must not be counted twice.

Overseas markets

Statutory phone restrictions with dates exist outside the United States. England: Department for Education guidance statutory from 29 June 2026 and followed from 1 September 2026 under section 550C of the Education Act 1996, which does not apply to devices provided by or on behalf of the school; a £60 million, eight-year national framework supplies lockable pouches. Australia: Queensland requires phones off and away for the day from 12 February 2024 and excludes approved BYOx devices; Victoria requires schools to migrate to department-provided technologies by the end of 2028 and to clear a Safer Technologies for Schools risk assessment for other software. Ontario: Policy/Program Memorandum 128, effective September 1, 2024, requires grades 7 to 12 devices stored out of view during instructional time and boards to restrict social media on school networks and school devices. Ireland: Circular 0046/2025 funds €25 per student from a €9 million scheme for lockable pouches or storage boxes, with over €6.4 million drawn down by more than 470 schools by December 2025. These markets are outside the January 2027 pilot scope and the three-year forecast. [22](#), [23](#), [24](#), [25](#)

Competition

ALTERNATIVE	EXISTING BUYER VALUE	SOS MUST ESTABLISH
Classroom tools such as GoGuardian and Lightspeed	Session scheduling and classroom access controls	An incremental release, privacy or cross-system coordination benefit
MDM such as Mosyle and Jamf	Established device administration and management	Integration value beyond an existing license
Network access control and filtering	Network enforcement and policy administration	Accurate relationship signals and a useful coordination workflow
Manual policy and storage	Low software complexity and familiar procedures	A measurable operational advantage within permitted policy
Device-side phone apps such as LockedIn	Geofenced locking of student phones during school hours with no hardware, on the App Store	A verified enrollment and release record and a documented difference from a geofence lock ¹²

Vendor descriptions support these broad categories, not a feature-by-feature certification of equivalence. Mosyle's public pricing creates a low cost reference for municipal buyers, while Jamf's current education pricing requires a quote. SOS should expect objections about overlap and additional cost. It has no proven superiority or independently verified savings today. ^{7,8}

Published per-student benchmarks: Yondr pouches list at \$30.00, \$27.00 through ESC Region 13, and \$31.05 per student in Year 1 for a 500-student school; Mosyle School lists \$5.50 and \$9.00 per device per year with a \$0 tier; LockedIn publishes no price. The proposed SOS K-12 prices equal \$10.00 (Core) and \$18.00 (Integrated) per student at 500 students and \$8.33 and \$13.00 at 3,000 students. ^{12,13,14}

Potential defensibility comes from the quality of session and release implementation, independently verified data boundaries, integration knowledge, repeatable deployments, and retained customer relationships. Scoring alone or calling the product AI does not create durable differentiation. Early evidence should be documented in tests and buyer outcomes that can withstand technical diligence.

Revenue model

Recommend annual software subscriptions by organization with an included governed population, plus fixed implementation and scoped integration services. The software should deliver recurring value after installation. Keep hardware and third-party licenses outside subscription revenue and identify them separately in the order.

CUSTOMER AND PLAN	ANNUAL ORGANIZATION FEE	INCLUDED UNITS	EACH ADDITIONAL UNIT / YEAR
K-12 Core	\$3,000	250	\$8
K-12 Integrated	\$6,000	250	\$12
Municipal Core	\$4,000	100	\$24
Municipal Integrated	\$8,000	100	\$48

Proposed annual software price = organization fee + additional-unit rate × max(0, contracted units minus included units). All prices are USD, before applicable taxes, and require a supported configuration. These are launch pricing hypotheses, not established market prices or accepted quotes.

Core covers session policies, administrative controls, release records, standard reports, and business-hours support for the agreed supported device configuration. Integrated adds one supported identity, device-management, or network connector, coordinated governance records, and a quarterly configuration review. Extra connectors, custom development, on-premises hosting, and continuous monitoring require separate scope and pricing.

K-12 prices cover public districts and private schools on the same unit basis. A school unit normally represents one governed student and one device; municipal units are enrolled devices. State frameworks would specify the participating organizations and any aggregation discount. No statewide price or exclusive channel arrangement is assumed.

Propose \$1,500 Core or \$5,000 Integrated implementation. A 90-day pilot is \$2,500 for up to 50 devices or \$5,000 for an integrated pathway up to 100. Paid pilot fees can offset implementation up to the quoted implementation fee; annual subscriptions are not discounted by that credit. At most two initial design partners may receive a funded waiver. There is no automatic renewal from a pilot.

The standard example prices are \$9,000 yearly for 500 students on Integrated, \$39,000 for a 3,000-student district on Integrated, and \$27,200 for 500 municipal devices on Integrated. These examples show how the proposed \$20,000 blended annual contract could be reached; it requires a mix of account sizes and cannot be assumed for small private schools alone.

Execution and economics

Pilot and growth milestones

STAGE	TARGET	EVIDENCE REQUIRED
Working model	October 2026	Named supported pathway functioning on physical devices
Readiness	December 2026	Retested external findings, accepted scope, host and data terms
Pilot	January to early April 2027	One small cohort with measured sessions, release, support and acceptance
First sales	April to August 2027	Base case six paid organizations; signed commitments replace assumptions
Repeatable delivery	Year 2	Base case 20 new accounts and a trained support process
Selective expansion	Year 3	Base case 40 new accounts; funded capacity and retention evidence

January is achievable only as a narrowly scoped goal, not a commitment across iPhone, Android, Chromebooks, Windows, every BYOD scenario, and multiple network vendors. Android and Apple ownership and authorization models impose different requirements. Apple approval for the relevant distribution entitlement and reliable native behavior are explicit feasibility risks. [2,3](#)

The pilot should measure enrollment time, incorrect restrictions, session and release latency, defined bypass scenarios, support hours, and acceptance by the institution and affected users. It should compare operational work to a baseline while avoiding causal claims about learning outcomes from a small uncontrolled sample. Publish success criteria before the pilot and report failures as well as successes.

Economics to validate

The planning model uses a 70% software gross margin. At a \$20,000 annual subscription this creates \$14,000 contribution before acquisition and corporate expense. If fully loaded customer acquisition costs are \$8,000, payback is about 6.9 months after activation; at \$15,000 they are about 12.9 months. These are sensitivity examples, not observed metrics. Long pre-sale cycles consume cash before payback starts.

The proposed 500-student Core price is \$5,000. With illustrative direct costs of \$1,650, margin is only 67%; a repeatable cost at or below \$1,500 or a higher accepted price is needed for a 70% target. The 500-student Integrated example produces a 75% margin at \$2,250 direct cost. Labor is valued at replacement cost even when an owner performs the work.

Base Year 2 fixed operating expense is \$336,000. At \$14,000 annual contribution per \$20,000 software account, approximately 24 full-year equivalents would cover that expense before implementation profit. Accounts starting late in the year do not supply a full year of revenue, which explains why the base case remains loss-making in Year 2 despite about 25 ending accounts.

Sales start through direct owner relationships and measured pilots. Partners are a later route after repeatable delivery. Any commission and additional customer support must be included in economics; a 15% commission consumes 15 percentage points of a revenue-based margin if it removes no cost. No contracted channel distribution is included in the forecast.

Capital and risk

Funding and financial outlook

Recommended first close: \$50,000, with a planned additional \$100,000 to complete the validation program after the working-model checkpoint. The initial amount covers limited Android work, iPhone feasibility, essential backend work and an approximately \$8,000 laboratory. It does not fund two market-ready phone apps. The remaining capital is conditional on feasible scope, engineering quotes, and a credible pilot-host path.

USE OF FULL VALIDATION CAPITAL	AMOUNT
Android engineering	\$31,500
iPhone engineering and platform feasibility	\$31,500
Backend and integration hardening	\$20,000
Independent security and device testing	\$12,000
Working model equipment	\$8,000
Privacy and commercial counsel	\$7,500
Cloud services and development tools	\$6,000
Pilot onboarding and field support	\$5,000
Insurance administration and travel	\$3,500
Contingency reserve	\$25,000
Total	\$150,000

The cost estimate assumes owners defer compensation through March 2027. Adding \$3,000 per month for one owner over seven months plus a 20% payroll allowance adds \$25,200. Contractor estimates require quotations. The full financing provides \$125,000 of base program spending and a \$25,000 reserve; it does not eliminate subsequent working-capital needs.

Year 1 is September 2026 to August 2027; Year 2 September 2027 to August 2028; Year 3 September 2028 to August 2029. Forecasts are illustrative management scenarios. Fractional customer counts represent expected retention across cohorts, not fractional signed contracts. A negative cash balance identifies financing required before that date.

Base assumptions: \$20,000 average annual software contract; \$2,500 net implementation revenue per new organization after any pilot credit; 90% annual customer retention; no price increases or account expansion; 70% software gross margin and 50% implementation gross margin. Annual software is earned monthly from activation. Annual invoices and implementation fees are collected two months after activation or renewal. Pilot fees, grants, debt, tax benefits and later equity funding are excluded. Development and equipment are expensed for planning, not presented as a GAAP accounting determination.

BASE CASE USD THOUSANDS	YEAR 1	YEAR 2	YEAR 3
New paid organizations	6	20	40
Ending active organizations	6.0	25.4	62.9
Ending annual recurring revenue	120.0	508.0	1,257.2
Software revenue earned	26.7	307.3	893.3
Implementation revenue earned	15.0	50.0	100.0
Total revenue earned	41.7	357.3	993.3
Direct delivery costs	15.5	117.2	318.0
Gross profit	26.2	240.1	675.3
Operating and development expense	185.0	336.0	600.0
Operating result before tax	(158.8)	(95.9)	75.3
Customer cash collected	67.5	481.5	1,200.6
Year end cash before follow-on funding	17.0	45.3	327.9

The base case assumes six new customers in Year 1, 20 in Year 2 and 40 in Year 3. Paid subscriptions begin in April 2027, after a successful pilot. Fixed operating expense increases with engineering, sales, owner compensation and administration. The company needs sufficient delivery capacity before accepting that pace of contracts.

The model requires at least \$58,500 beyond the initial \$150,000 to maintain a \$25,000 post-pilot cash floor. A full use of the contingency increases the requirement to \$83,500. Recommend a separate \$100,000 follow-on decision by March 2027, available before April and supported by pilot progress. This later amount is not included as received in the forecast. Financing timing is as important as the eventual amount.

SCENARIO	YEAR 1 REVENUE	YEAR 3 REVENUE	YEAR 3 ENDING ARR	YEAR 3 OPERATING RESULT
Downside	\$9,000	\$245,360	\$289,280	(\$196,284)
Base	\$41,667	\$993,267	\$1,257,200	\$75,287
Upside	\$95,000	\$1,915,950	\$2,340,600	\$424,463

Downside uses \$16,000 average software value, 80% annual retention, 60% software margin, and 2 / 6 / 12 new accounts by year. Upside uses \$24,000, 95%, 75%, and 10 / 30 / 60 new accounts. Downside restricts Year 2 and Year 3 operating spend to \$216,000 and \$336,000; upside increases it to \$480,000 and \$960,000. Net implementation is \$2,500 at 35% margin in downside and \$3,500 at 50% in upside. These are different operating scenarios, not confidence intervals.

The downside remains uneconomic and would need approximately \$341,000 beyond initial funding to maintain the cash floor through Year 3. Management should stop or change the approach if the evidence follows that path, rather than assume more financing. Base profitability in Year 3 depends on reaching the modeled account mix, retention, and margins; it is not a promised return.

Investor diligence

RISK	EVIDENCE OR MITIGATION REQUIRED
Native enforcement and release fail	Physical-device tests across the exact supported configuration; independent retesting
Apple or Android authority is insufficient	Validate permissions early; choose an institutional-device route if appropriate
Buyer sees no incremental value	Compare against the existing vendor stack; secure willingness-to-pay evidence
Privacy or security review prevents a pilot	Complete data map, access controls, retention terms and scoped external review
Slow procurement and collections	Named buyer path, cash forecast and financing before obligations
Founder dependence or AI-generated code quality	Engineering review, owned repositories, documented builds and transferable operation
Ownership or IP is unresolved	Legal entity, cap table, invention assignments, filing evidence and dependency inventory
Platform limits on personal devices	Physical tests of iOS scheduled shields, Android work-profile removal by the device owner and the persistent notification Google Play requires; no device-locking or per-app iOS usage-report claims 18, 19, 20, 21

Before closing, confirm the legal entity, each owner’s interest and time commitment, contributed IP, current liabilities, ownership of deployment accounts, and the proposed financing instrument. Valuation, dilution, investor rights, and any conversion terms require a separate negotiated agreement. This plan does not invent an equity percentage, return guarantee, issued patent, grant award, acquisition offer, or exit multiple.

Investment decision: fund the next stage only if the costed technical pathway, accountable team, and host-access plan are credible. The next \$100,000 should be supported by a functioning physical demonstration, documented limitations, updated vendor estimates, and

evidence that a qualified institution wants the proposed pilot. A technically successful pilot still needs a commercial conversion decision.

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