



71 West 23rd Street, 17th Floor
New York, NY 10010

To whom it may concern,

Re: BrainPOP LLC – Sole Source Letter

This letter is written to confirm that BrainPOP LLC is the sole source provider of the following products in the United States:

BrainPOP®, BrainPOP Jr.®, BrainPOP Español™ and BrainPOP ESL™.

Additionally, these products are protected by copyrights, trademarks and service marks.

There are no other items or products available for purchase that would serve the same purpose or function, and BrainPOP LLC determines the prices for above-named products because of exclusive distribution and marketing rights (in certain territories there are additional non-exclusive resellers appointed by BrainPOP LLC that are subject to its pricing).

For further information, please feel free to contact me at 212-574-6001 or at shiril@brainpop.com.

Sincerely,

Shiri Levi, Esq.
Legal Counsel