



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

Re: BrainPOP LLC - Sole Source Letter

To Whom It May Concern:

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 ELL[™].

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

There are no other items or product practically available that offers 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 us at 212.574.6000 or at legal@brainpop.com.

Sincerely,

Shiri Levi-Kluska, Esq.
Legal Counsel