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Sole Source Letter

January 18, 2012

To Whom It May Concern:

This letter confirms that BrainPOP LLC is the sole source and holder of all copyrights for BrainPOP, BrainPOP Jr., BrainPOP Español, and BrainPOP ESL online programs and services,

Sincerely,

A handwritten signature in black ink, appearing to be "KL", written over a light blue horizontal line.

Kyle Levenick
Director, Subscriber Relations
BrainPOP