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December 12, 2007

Joe Miniscalco,
Secondary Curriculum Director
McKinney ISD

Re: Apex Learning Sole Source Representation

Dear Joe,

This letter confirms that Apex Learning Inc. is the sole source for the following Apex Learning products:

ClassTools Virtual Online Courses (distance learning)
ClassTools and ClassTools Achieve (online curriculum for classroom instruction)
Beyond Books (supplementary resources)
AP Exam Review (test prep)

Apex Learning is the sole publisher of the curriculum and assessments delivered through the above products and in addition are the sole provider of online access to these products. In general, resellers are not authorized to sell access to Apex Learning products to educational institutions. One exception exist to the preceding statement, however: (1) Apex Learning has authorized in specific situations a certain computer systems manufacturer may offer ClassTools and Beyond Books, with a hardware purchase, to their customers. An Apex Learning sales representative can provide additional information regarding all of our products as well as these reseller relationships.

For more information, please call 1.800.453.1454 and choose option 1.

Sincerely,

Brian Sharp

Brian Sharp
Vice President, National Sales