



RHODE ISLAND

Economic Development Corporation

315 Iron Horse Way, Suite 101 • Providence, Rhode Island 02908

PHONE: 401-278-9100 • FAX: 401-273-8270 • www.riedc.com

May 18, 2012

38 Studios, LLC
5 Clock Tower Place
Maynard, MA 01751
Attn: Chief Financial Officer

38 Studios, LLC
One Empire Plaza
Providence, RI 02903
Attn: Mr. Richard Wester

Re: Cure of Default

Ladies and Gentlemen:

Reference is made to the notice of default letter dated May 4, 2012 from the Rhode Island Economic Development Corporation (the "Corporation") to 38 Studios, LLC (the "Obligor"). The Corporation is in receipt of the Annual Guaranty Fee due on May 1, 2012, and hereby acknowledges that the default under Section 7.13(a)(ii) of the Loan and Trust Agreement by and among the Corporation, the Obligor and The Bank of New York Mellon Trust Company, N.A., as trustee, dated as of November 1, 2010 (the "Agreement"), has been cured.

The Corporation hereby reserves all of its rights and remedies, at law or in equity, with respect to any other default, Obligor Default or Event of Default under the Agreement and any other document or agreement entered into in connection with the Agreement. This notice also does not constitute a waiver or notice of cure with respect to any other default, if any, by the Obligor or any payment, covenant, agreement or condition set forth in the Agreement.

RHODE ISLAND ECONOMIC
DEVELOPMENT CORPORATION

By: William J. Parsons
Name:
Its:

cc: David M. Gilden, Esq.
Antonio Afonso, Esq.
Mr. Thomas Zaccagnino