

SeaChange

CAPITAL PARTNERS

March 5, 2017

George D. Contos
Chief Executive Officer
YAI
460 West 24th Street, 11th Fl
New York, NY 10001

Dear George:

We understand that YAI is interested in pursuing a transaction whereby many of HAI's program and four personnel would be rolled under YAI's umbrella to create a win/win for all concerned. This transaction would likely include the transfer by HAI to YAI, by way of Section 363 sale, of the necessary trademarks, name, bus, etc. We understand that YAI has an interest in continuing the HAI programs on a long-term basis though this would, like all YAI programs, depend upon your satisfaction with the ongoing performance.

We recognize that the HAI business plan shows a deficit for some period of time and that an important factor in YAI's decision to pursue such a transaction is the ability to raise outside financing.

We are pleased to confirm that SeaChange Capital Partners is highly confident of our ability to arrange funding of between \$75,000 and \$100,000 in grants for YAI (the "Funding") to support the proposed transaction subject to: (i) no material change in the proposed transaction; (ii) receipt any required approvals for the transaction from the Bankruptcy court; and (v) formal approval of the Funding from our board of directors.

For the avoidance of doubt, this letter is not a guarantee of the availability of the Funding. Nothing herein shall be deemed to constitute any binding commitment by SeaChange Capital Partners to provide the Funding.

Sincerely,

SeaChange Capital Partners

By:



Name: John MacIntosh

Title: Partner