

EVANS & BRIGNAC, PLLC



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December 14, 2017

VIA ELECTRONIC SUBMISSION

Flora Angui
Commerce Analyst
Securities Registration & Enforcement Section
85 7th Place East, Suite 280
St. Paul, MN 55101

Re: Deficiency letter dated November 27, 2017, File No. F-8374, Franchisor Gideon Math & Reading, LLC

Dear Ms. Angui,

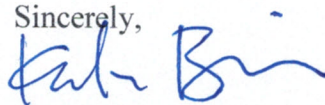
Attached, please find our black-lined copy response to your email dated November 27, 2017, regarding the deficiencies in Gideon Math & Reading, LLC's original application for franchise registration in the State of Minnesota.

Additionally, Gideon Math & Reading, LLC received its registration in the State of Maryland on September 14, 2017, and we included the updated State Effective Dates page in our submission.

Last, Gideon Math & Reading, LLC elected the deferral of initial fees option and included that language in Exhibit E: State Addendum.

We appreciate your prompt and thorough review of our submission. Please do not hesitate to contact us should you have any questions or concerns.

Sincerely,



Kavita Brignac

CONSENT TO SERVICE OF PROCESS

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KNOW ALL BY THESE PRESENTS:

That the undersigned, Gideon Math & Reading, LLC, a Texas limited liability company organized under the laws of the State of Texas for the purpose of complying with Minnesota Statutes, 1973 Supplement, chapter 80C, relating to franchises, hereby irrevocably appoints the commissioner of commerce, and the successors in such office, its attorney in the state of Minnesota upon whom may be served any notice, process or pleading in any civil action or proceeding against it, its successor, executor, or administrator which arises under the aforesaid laws of said state or any rule or order thereunder; and the undersigned does hereby consent that any such action or proceeding against it may be commenced in any court of competent jurisdiction and proper venue within said state by service of process upon said officer with the same effect as if the undersigned, its successor, executor, or administrator had personally been served with process in said state.

It is requested that a copy of any notice, process, or pleading served hereunder be mailed to:

Evans & Brignac, PLLC
16835 Addison Road
Suite 103
Addison, Texas 75001

Dated:

12/5/17

By:

Stephanie Coppedge

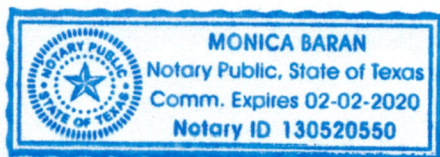
Title

VP

SUBSCRIBED AND SWORN TO BEFORE ME by Stephanie Coppedge in said capacity on this 5 day of Dec., 2017.

Monica Baran

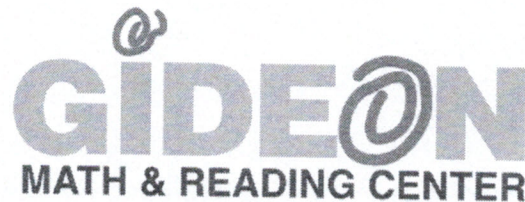
Notary Public in and State of Texas



FRANCHISE DISCLOSURE DOCUMENT



GIDEON MATH & READING, LLC
16835 Addison Road
Addison, Texas 75001
(855) 344-3366
franchise@gideonlearning.com



gideonmathandreading.com
gideonfranchise.com

Gideon Math & Reading, LLC ("Gideon") provides materials and instruction services to the general public. Gideon's services and materials are generally marketed to parents of children. ~~The supplemental educational market continues to experience increasing competition. Your competitors include educational services offered on the Internet, tutoring institutes, tutoring centers, learning centers, test prep centers, cram schools, individual tutors, self tutoring programs, other Gideon Centers, and other individuals, companies and organizations. In addition, there are many self help workbooks and materials that are offered for sale without any service commitment or agreement.~~

The total investment necessary for franchisees to begin operation of a Gideon Math & Reading Center franchise is \$74,470 to \$171,260. This includes a total of \$45,000 that must be paid to Gideon or its affiliate(s).

This disclosure document summarizes certain provisions of the Gideon Franchise Agreement and other information in plain English. A copy of the current Franchise Agreement is attached hereto as Exhibit A. Read this disclosure document and all agreements carefully. You must receive this disclosure document at least fourteen (14) calendar days before you sign a binding agreement with, or make any payment to, the franchisor or an affiliate in connection with the proposed franchise sale. **Note, however, that no government agency has verified the information contained in this document.**

You may wish to receive your disclosure document in another format that is more convenient to you. To discuss the availability of disclosures in different formats, contact Gideon Math and Reading, LLC, at 16835 Addison Road, Addison, Texas 75001 and 855.344.3366.

The terms of your contract will govern your franchise relationship. Do not rely on the disclosure document alone to understand your contract. Read all of your franchise agreement carefully. Show your contract and this disclosure document to an advisor, like a lawyer or an accountant. Buying a franchise is a complex investment. The information in this disclosure document can help you make up your mind. More information on franchising, such as "A Consumer's Guide to Buying a Franchise," which can help you understand how to use this disclosure document, is available from the Federal Trade Commission. You can contact the FTC at 1-877-FTC-HELP or by writing to the FTC at 600 Pennsylvania Avenue, NW, Washington, DC 20580. You can also visit the FTC's home page at www.ftc.gov for additional information. Call your state agency or visit your public library for other sources of information on franchising. There may also be laws on franchising in your state. Ask your state agencies about them.

Issued: January 25, 2017

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