

**EXHIBIT L TO THE OFFERING CIRCULAR
FORMER FRANCHISEES**





FORMER FRANCHISEES

The name and last known home address and telephone number of every franchisee who has had a Huntington Learning Center terminated, canceled, not renewed, or otherwise voluntarily or involuntarily ceased to do business under the franchise agreement during the most recently completed fiscal year or who has not communicated with the Franchisor within 10 weeks of the application date are listed below:

List of Former Franchisees			
Year	Name and last known home address and phone number of franchisee	Address of the center	Comment
2005	David and Benita Armitage The Growth Factor, Inc. 6125 155 th Place Street Bellevue, WA 98006 425-746-3874	Huntington Learning Center Village Square 16150 NE 85th Street, Suite 110 Redmond, WA 98052	In 2005, the franchisee voluntarily opted not to renew the Franchise Agreement.
2005	Alexa Backus 819 South Oak Creek Drive Genoa, IL 60135 815-784-4235	Huntington Learning Center 579 N. McLean Blvd. Elgin, IL 60123	In 2005, the franchisee voluntarily ceased to do business under the franchise agreement and transferred the center to a new franchisee.
2005	Charlotte Bauer Bright Futures, Inc. 1386 Grant Leigh Road South Euclid, OH 44121 216-291-3427	Huntington Learning Center 2222 Warrensville Center Road University Heights, OH 44118	In 2005, the franchisee voluntarily ceased to do business under the franchise agreement and transferred the center to a new franchisee.
2005	Charlotte Bauer Bright Futures, Inc. 1386 Grant Leigh Road South Euclid, OH 44121 216-291-3427	Huntington Learning Center Broadview Village Shopping Center 7983 Broadview Road Broadview Heights, OH 44147	In 2005, the franchisee voluntarily ceased to do business under the franchise agreement and transferred the center to a new franchisee.
2005	Betty Becker Bard Ventures, Inc. 6545 S. County Line Road Burr Ridge, IL 60527 708-920-0850	Huntington Learning Center 400 Lathrop Avenue, Suite 100 River Forest, IL 60305	In 2005, the franchisee voluntarily ceased to do business under the franchise agreement and transferred the center to a new franchisee.
2005	Steve and Libe Bolek BSharp II, Inc. 22089 Martella Avenue Boca Raton, FL 33433 561-470-0430	Huntington Learning Center 351 Minorca Avenue, 2 nd Floor Coral Gables, FL 33143	In 2005, the franchisee voluntarily ceased to do business under the franchise agreement and transferred the center to a new franchisee.
2005	David and Marily Bondon Enhanced Education, Inc. 266 Lakeshore Drive Duluth, GA 30096 770-242-8686	Huntington Learning Center 3360 Satellite Blvd. Duluth, GA 30096	In 2005, the franchisee voluntarily ceased to do business under the franchise agreement and transferred the center to a new franchisee.
2005	James and Linda Bott Sandhills Education Services, Inc. 55 Surry Cir N Pinehurst, NC 28374 910-255-0367	Huntington Learning Center 280 Pinehurst Ave, Suite 1 Southern Pines, NC 28387	In 2005, the franchisee was reasonably known by Huntington to have ceased doing business in the System.



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2005	Barbara Cary Cary Enterprises, LLC 713 Sunset Lane O'Fallon, MO 63366 636-978-1684	Huntington Learning Center 2437 Highway K O'Fallon, MO 63366	In 2005, the franchisee was terminated by the Franchisor for the franchisee's material default under the Franchise Agreement.
2005	Christopher J. Claus Claus Enterprises, LLC 309 Chamounix Road St. Davids, PA 19087 610-989-0170	Huntington Learning Center 947 Old York Road Abington, PA 19001	In 2005, the franchisee voluntarily ceased to do business under the franchise agreement and transferred the center to a new franchisee.
2005	Christopher J. Claus Claus Enterprises, LLC 309 Chamounix Road St. Davids, PA 19087 610-989-0170	Huntington Learning Center 920 Towncenter Drive, Suite I-15 Langhorne, PA 19047	In 2005, the franchisee voluntarily ceased to do business under the franchise agreement and transferred the center to a new franchisee.
2005	Eileen Fox/Kathy Segmuller/Maureen Wilcoski FSW, Inc. 12379 Dillingham Square Woodbridge, VA 22192 410-280-5206	Huntington Learning Center 12379 Dillingham Square Lake Ridge, VA 22192	In 2005, the franchisee voluntarily ceased to do business under the franchise agreement and transferred the center to a new franchisee.
2005	Eileen Fox/Kathy Segmuller/Maureen Wilcoski FSW, Inc. 12379 Dillingham Square Woodbridge, VA 22192 410-280-5206	Huntington Learning Center Canterbury Village Shopping Center 8663 Sudley Road Manassas, VA 20110	In 2005, the franchisee voluntarily ceased to do business under the franchise agreement and transferred the center to a new franchisee.
2005	Peter and Penny Haeblerlin Haeblerlin & Associates, L.L.C. 234 Canyon Lakes Place San Ramon, CA 94583 925-735-0366	Huntington Learning Center 1399 Ygnacio Valley Road, Ste 8 Walnut Creek, CA 94598	In 2005, the franchisee voluntarily ceased to do business under the franchise agreement and transferred the center to a new franchisee.
2005	Peter and Penny Haeblerlin Haeblerlin Enterprises, Inc. 234 Canyon Lakes Place San Ramon, CA 94583 925-735-0366	Huntington Learning Center Orchard Square Shopping Center 2340 Buchanan Road Antioch, CA 94509	In 2005, the franchisee voluntarily ceased to do business under the franchise agreement and transferred the center to a new franchisee.
2005	Peter and Marsha Hanson Futuredge, L.L.C. 12120 Alta Carmel Court San Diego, CA 92128 619-487-2093	Huntington Learning Center 4200 Trabuco Road, Suite 120 Irvine, CA 92620	In 2005, the franchisee was reasonably known by Huntington to have ceased doing business in the System.
2005	Nora Klein Skills for Success, Inc. 43300 Crystal Lake Street Leesburg, VA 20176 703-737-6142	Huntington Learning Center 8290-B Old Courthouse Road Vienna, VA 22182	In 2005, the franchisee voluntarily ceased to do business under the franchise agreement and transferred the center to a new franchisee.



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2005	Nora Klein Learning Alternatives, Inc. 43300 Crystal Lake Street Leesburg, VA 20176 703-737-6142	Huntington Learning Center 11268 James Swart Circle Fairfax, VA 22030	In 2005, the franchisee voluntarily ceased to do business under the franchise agreement and transferred the center to a new franchisee.
2005	James Kuttner Kuttner Education Services, Inc. 10138 West Kenyon Avenue Denver, CO 80235 303-933-6339	Huntington Learning Center 9350 W. Cross Drive, Suite 103 Littleton, CO 80123	In 2005, the franchisee voluntarily ceased to do business under the franchise agreement and transferred the center to a new franchisee.
2005	Mark Lewis Westside Educational Services, Inc. 350 Haverford Avenue, #14 Pacific Palisades, CA 90272 310-454-7089	Huntington Learning Center 11819 Wilshire Blvd., Suite 201 West Los Angeles, CA 90025	In 2005, the franchisee was reasonably known by Huntington to have ceased doing business in the System.
2005	Stephen McGraw The Stephen Clyde McGraw Co. 1 Sicklebar Lane Riverside, CT 06878 203-637-1368	Huntington Learning Center Store Road Middlebury, CT 06762	In 2005, the franchisee voluntarily opted not to renew the Franchise Agreement.
2005	JoEllen Murphy Towson Tutoring, Inc. 5577 Vantage Point Rd. Columbia, MD 21044 410-964-9838	Huntington Learning Center 1544 York Road, 2 nd Floor Lutherville, MD 21093	In 2005, the franchisee voluntarily ceased to do business under the franchise agreement and transferred the center to a new franchisee.
2005	Carl Sheran Scholastic Improvement Svcs, Inc. 117 Talleyrand Drive Wilmington, DE 19810 302 425 4998	Huntington Learning Center 34 Liberty Plaza, Kirkwood Hwy Newark, DE 19711	In 2005, the franchisee voluntarily ceased to do business under the franchise agreement and transferred the center to a new franchisee.
2005	Lorie Simko Strennen Simko Education, Inc. 116 Evans Drive McMurray, PA 15317 724-942-8113	Huntington Learning Center 20636 B. Route 19 Cranberry Township, PA 16066	In 2005, the franchisee voluntarily ceased to do business under the franchise agreement and transferred the center to a new franchisee.
2005	Richard Steinhoff/Lorri Bura Lorrich Enterprises, Inc. 41 North Pershing Road Asheville, NC 28805 828-298-2645	Huntington Learning Center 3 Walden Ridge Drive, Suite 250 Asheville, NC 28803	In 2005, the franchisee was terminated by the Franchisor for the franchisee's material default under the Franchise Agreement.
2005	Matthew and Raygena Venardi Venardi & Associates, LLC Westlake Village, CA 91362 818-889-2076	Huntington Learning Center 4711-4 Telephone Road Ventura, CA 93003	In 2005, the franchisee voluntarily ceased to do business under the franchise agreement and transferred the center to a new franchisee.



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Year	Name and last known home address and phone number of franchisee	Address of the center	Comment
2005	Anthony Verdon Celtic Quest, LLC 13 Jersey Avenue Mahwah, NJ 07430 201-387-9314	Huntington Learning Center 594 Broadway, Suite 310 New York, NY 10012	In 2005, the franchisee was terminated by the Franchisor for the franchisee's material default under the Franchise Agreement.
2005	Donald, Carole and Jeffrey Wile Learning Fundamentals, Inc. 22771 Southeast 277th Place Maple Valley, WA 98038 425-413-8485	Huntington Learning Center 1460 NW Gilman Blvd. Issaquah, WA 98027	In 2005, the franchisee voluntarily ceased to do business under the franchise agreement and transferred the center to a new franchisee.
2005	Joseph and Deborah Yavitch Yavitch Enterprises, Inc. 12172 Waverly Downs Lane San Diego, CA 92128 619-972-8404	Huntington Learning Center 2775 Via De La Valle, #206 Del Mar, CA 92014	In 2005, the franchisee was reasonably known by Huntington to have ceased doing business in the System.

