

EXHIBIT R TO THE OFFERING CIRCULAR
CONFIDENTIAL OPERATING MANUAL TABLE OF CONTENTS





CONFIDENTIAL OPERATING MANUAL TABLE OF CONTENTS

The Confidential Operating Manual is composed of the following manuals, as they may be renamed, amended, and consolidated by the Franchisor, and the indicated number of pages:

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The manuals and their tables of contents are:

Conference Service Standards	
Section 1.	Nomenclature
Section 2.	Use of this Material
Section 3.	Benefits of Using Conference Services
Section 4.	How To Get Started
Section 5.	General Procedures



- Section 6. Criteria for Use
- Section 7. Conference Consultant Procedures
- Section 8. Billing

Curriculum Guidelines

- Part 1. Additional Reading Programs
- Part 2. Core Readers
- Part 3. Handwriting/Visual Discrimination Programs
- Part 4. Language Arts Programs
- Part 5. Phonics/Sight Word Programs
- Part 6. Spelling/Vocabulary Programs
- Part 7. Study Skills Program
- Part 8. Writing Programs

Examiner's Directions Manual

- Chapter 1. Introduction and Test Administration
- Chapter 2. Interim Testing Administration
- Chapter 3. Test Administration of Core Tests
- Chapter 4. Test Administration of Additional Tests

Extranet Appointment Book Training Guide

- 1. Introduction
- 2. Connect to the Internet
- 3. Log In
- 4. Main Appointment Page
- 5. Appointment
- 6. Updating Appointments
- 7. Acknowledge Appointments
- 8. Canceling an Appointment
- 9. Reschedule an Appointment
- 10. No Show
- 11. As Scheduled
- 12. Create
- 13. Date Range
- 14. Monitor
- 15. Search
- 16. Overview

Facilities and Procedures Manual

- Chapter 1. Introduction
- Chapter 2. Contact Information; Center Information; Franchisee Description
- Chapter 3. How To: Open a New Center, Renovate or Relocate a Center, Modify a Lease, and Transfer or Renew a Franchise
- Chapter 4. Overview of Your Site Selection Process
- Chapter 5. Your Request to Operate as a Huntington Learning Center
- Chapter 6. Definitions for: Open a New Center, Renovate or Relocate a Center, Modify a Lease, and Transfer or Renew a Franchise
- Chapter 7. Your Administrative Office
- Chapter 8. Apply to Become Authorized by SLM to offer Student Loans
- Chapter 9. Ordering and Storing Inventory Furniture and Graphics
- Chapter 10. Ordering Marketing Materials
- Chapter 11. Manuals and Support Material
- Chapter 12. Corporation Guidelines
- Chapter 13. Your Bank, Checking Accounts
- Chapter 14. Electronic Funds Transfer
- Chapter 15. Credit Cards, Recommended Credit Card Procedures, Debit Cards
- Chapter 16. Recommended Accounting Software
- Chapter 17. LCOS, the Learning Center Operations System
- Chapter 18. Training Program, How To Register
- Chapter 19. Phone Numbers
- Chapter 20. 800 CAN LEARN, How to Set It Up
- Chapter 21. Yellow Pages Advertising Fund Board
- Chapter 22. Advertising Cooperative Association, How To Join
- Chapter 23. Councils, Advertising Fund Board
- Chapter 24. Monthly Phone Visit, Annual Visit
- Chapter 25. Email
- Chapter 26. Our Public Website
- Chapter 27. Extranet
- Chapter 28. Franchisee Message Board



Chapter 29.	Our 800 Toll Free Phone Number, 800-692-8400
Chapter 30.	Your Professional Team
Chapter 31.	Real Estate Broker, Suggested Real Estate Broker
Chapter 32.	Architect
Chapter 33.	General Contractor
Chapter 34.	Sign Contractor, Suggested Sign Contractor
Chapter 35.	Media Buyer, Recommended Media Buyer
Chapter 36.	Franchisor's Minimum Insurance Requirements, Recommended Insurance Broker
Chapter 37.	Staffing Requirements and Guidelines
Chapter 38.	Confidentiality and Non-Competition Agreement for You and Your Staff
Chapter 39.	How To Set Up Testing Material and the Student Testing Binder
Chapter 40.	What You Must Put In Your Center
Chapter 41.	Notification and Approval Procedure
Chapter 42.	Progress Report, Progress Picture
Chapter 43.	Location Requirements and Guidelines
Chapter 44.	Lease Requirements and Guidelines
Chapter 45.	Construction Requirements, Sequence, Examples and Guidelines
Chapter 46.	Moving-In Guidelines
Chapter 47.	Your Franchise ID
Chapter 48.	Grand Opening
Chapter 49.	CITA Accreditation
Chapter 50.	Call Center, an Optional Service
Chapter 51.	Conference Services, an Optional Service

Forms Manual

Chapter 1.	Introduction
Chapter 2.	Directions

Huntington Certification Manual

Chapter 1.	Introduction to the Director
Chapter 2.	Materials
Chapter 3.	Introduction to the Teacher Trainee
Chapter 4.	Definition of Terms
Chapter 5.	Agenda
Chapter 6.	Course Materials and Directions
Chapter 7.	Quizzes and Final Exams
Chapter 8.	Certification Forms

Huntington Personnel Manual

1.	Introduction
2.	Employment
3.	Performance Review and Merit Increases
4.	Paid – Time Off
5.	Summary of Benefits
6.	On – The – Job
7.	Leaves of Absence
8.	Leaving the Company

Initial Teacher Training Lesson Plan

1.	Table of Contents
2.	Training Materials
3.	Training Agenda
4.	Lesson Plan for Session 1
5.	Lesson Plan for Session 2
6.	Lesson Plan for Session 3
7.	Lesson Plan for Session 4

Initial Teacher Training Workbook

1.	Introduction to the Huntington Learning Centers
2.	Introduction to the Basics of the Huntington System
3.	Basics of the Huntington System
4.	Basics of the Huntington System Multiple Choice Quiz
5.	Introduction to Session 2
6.	(Reading Curricula For Younger Students)
7.	Guidelines for Shadowing a Teacher (1-1)
8.	Introduction to Session 4
9.	Curricula Review Quiz



- 10. (Math Curricula for Younger and Older Students)
- 11. Guidelines for Shadowing a Teacher (Math)
- 12. Qualities of a Huntington Teacher
- 13. Teacher Job Responsibilities

Inventory Manual

- Chapter 1. Inventory Description
- Chapter 2. Ordering and Delivery
- Chapter 3. Diagnostic Testing Materials
- Chapter 4. Credit Cards

LCOS User Manual

- Chapter 1. Introduction
- Chapter 2. Getting Started
- Chapter 3. Initial Inquiry
- Chapter 4. Diagnostic Testing
- Chapter 5. Initial Conference
- Chapter 6. Financial Profile
- Chapter 7. Recurring Schedules
- Chapter 8. Special Events
- Chapter 9. Daily Maintenance
- Chapter 10. Students
- Chapter 11. Reports
- Chapter 12. Center
- Chapter 13. Exam Preparation
- Chapter 14. Personnel
- Chapter 15. Finance
- Chapter 16. Tables
- Chapter 17. System
- Chapter 18. Window
- Chapter 19. Help
- Chapter 20. Curriculum Inventory
- Chapter 21. Miscellaneous
- Chapter 22. Shortcuts
- Chapter 23. Help Desk and Bug Reporting
- Chapter 24. Back-Up
- Chapter 25. Catastrophe
- Chapter 26. Index

NCLB Supplemental Materials Kit

- Chapter 1. Introduction
- Chapter 2. Directions

No Child Left Behind

- Part 1. Introduction
- Part 2. Federal, State, and LEA Relationships
- Part 3. NCLB Business
- Part 4. NCLB Operations
- Part 5. Parent Fair
- Part 6. School Visits and Merchant Visits
- Part 7. Teachers
- Part 8. NCLB Forms, Letters, Folders and Binders
- Part 9. Reports
- Part 10. Scripts
- Part 11. Marketing

Operating Manual

- Part 1. Introduction
- Part 2. Center Administration
- Part 3. LC Instruction
- Part 4. Initial Inquiry
- Part 5. Initial Conference
- Part 6. Interim Conference
- Part 7. Support Material
- Part 8. Index

Phone Call Script Manual



- Unit 1. Introduction
- Unit 2. LC Scripts
- Unit 3. SAT Scripts
- Unit 4. ACT Scripts
- Unit 5. Center Operation Scripts
- Unit 6. Questions
- Unit 7. Expected Reading and Math Skills by Grade

Student Script Manual

- Section 1. Source of this Material
- Section 2. Introduction and Changes in this Manual
- Section 3. Script for Introduction of a New Student on His First Day at the Center
- Section 4. Script for Students Moving up a Level
- Section 5. Script for Introduction of New Curriculum to a Student
- Section 6. Script for Students after an IC Is Held with Their Parents
- Section 7. Script for Introduction of the First Pre-test to a Student on His First Day at the Center
- Section 8. Script for Completion of the Math Placement Exam by a Student on His First Day at the Center
- Section 9. Script Introducing the First Pre-test to a Student after He Completed the Math Placement Exam During One or More Instructional Sessions at the Center
- Section 10. Script for Introducing a Sub-skill
- Section 11. Script for Introduction Another Sub-skill to a Student
- Section 12. Script for Introduction of a Post-test to a Student
- Section 13. Script for Introduction of a Second or Subsequent Pre-test to a Student

Teacher Procedures

- Chapter 1. Introduction
- Chapter 2. Personnel Procedures, Forms, and Folders
- Chapter 3. When and How To Obtain Candidates
- Chapter 4. Interview
- Chapter 5. Personnel Procedures
- Chapter 6. Teacher Scheduling and Payroll
- Chapter 7. Teacher Evaluation
- Chapter 8. Teacher Meetings
- Chapter 9. Team Building
- Chapter 10. Teacher of the Month



