

EXHIBIT U TO THE OFFERING CIRCULAR

RECEIPT





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This Offering Circular summarizes provisions of the franchise agreement and other information in plain language. Read this Offering Circular and all agreements carefully.

If Huntington Learning Centers, Inc. offers you a franchise, Huntington Learning Centers, Inc. must provide this Offering Circular to you by the earliest of:

- (1) The first personal meeting to discuss our franchise; or
- (2) Ten business days before signing of a binding agreement; or
- (3) Ten business days before any payment to Huntington Learning Centers, Inc.

You must also receive a franchise agreement containing all material terms at least 5 business days before you sign any franchise agreement. The California Franchise Investment Law requires that a copy of all proposed agreements relating to the sale of the franchise be delivered together with the Offering Circular.

If Huntington Learning Centers, Inc. does not deliver this Offering Circular on time or if it contains a false or misleading statement, or a material omission, a violation of federal and state law may have occurred and should be reported to the Federal Trade Commission, Washington, D.C. 20580, and the Commissioner of Corporations, Department of Corporations, 71 Stevenson Street, Suite 2100, San Francisco, CA 94105-2908.

The Franchisor does not employ or authorize any franchise brokers to represent it.

I have received a Uniform Franchise Offering Circular with an issuance date of March 30, 2006, and made effective in California on May 16, 2006.

This Offering Circular included the following exhibits	
A	Franchise Agreement
B	Development Agreement
C	Software License Agreement
D	Phone Number License Agreement
E	Conference Service License Agreement
F	Call Center License Agreement
G	School Services Amendment
H	Territory Amendment
I	Huntington Advertising Fund, Inc. Bylaws
J	Financial Statements
K	Current Franchisees
L	Former Franchisees
M	Franchisees Who Have Signed a School Services Amendment
N	Franchise Brokers
O	United States State Departments of Education and Canadian Provincial Education Ministers
P	Franchisor's Agents for Service of Process and State Franchise Administrators
Q	Franchisor's Approved Provider Status Under the NCLB Act
R	Confidential Operating Manual Table of Contents
S	Minimum Insurance Requirements
T	Review of the Confidential Operating Manual
U	Receipt

Date: _____ Franchisee: _____

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