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University of Phoenix®

4035 S. Riverpoint Parkway
Phoenix, AZ 85040

Date: _____

Re: Notice of Assignment of Affiliation Agreement with The University of Phoenix, Inc., including, without limitation, any amendments or renewals thereunder (the "***Agreement***").

Dear Sir or Madam:

As you might have heard, the University of Phoenix is in the process of being acquired by a new nonprofit corporation, Four Three Education, Inc. ("***Four Three***"), and such process will result in Four Three acquiring substantially all the assets of the University of Phoenix (the "***Transaction***"). The sole member of Four Three is the Regents of the University of Idaho, and University of Phoenix will be affiliated with University of Idaho through the sole member relationship. For University of Phoenix, this Transaction marks a pivotal moment in the institution's transformation and will empower the new University of Phoenix to further strengthen academic offerings, increase investments in student support services, and improve operational efficiencies.

As an important educational partner to the University of Phoenix, we are reaching out to you in an effort to make this transition as smooth as possible. In connection with the Transaction described above, the Agreement will be assigned from the University of Phoenix to Four Three, conditioned upon the closing of the Transaction (this "***Assignment***"). Pursuant to this Assignment, (a) University of Phoenix will assign, convey, sell, deliver and transfer to Four Three all of the rights, title, benefits, privileges and interest of University of Phoenix in and to the Agreement, effective as of the closing of the Transaction ("***Effective Date***"), and (b) Four Three will assume and agree to all obligations, duties and liabilities arising under the Agreement, as of the Effective Date of this Assignment.

Pursuant to the terms of the Agreement, the Assignment may be deemed an assignment or other transfer of the Agreement requiring consent to such assignment and transfer. Accordingly, we respectfully request that you hereby:

(a) agree and consent to the assignment of the Agreement to Four Three in connection with the closing of the Transaction; and

(b) waive any breach, default, right or obligation under the Agreement that may be triggered by the Transaction (including, without limitation, all notice or other procedural requirements set forth in the Agreement with respect to the Transaction).

This letter shall in no event be deemed an admission that your consent is required under the Agreement. Please sign below to indicate your acceptance of and agreement to the foregoing and return an executed copy as soon as possible.

After the Transaction closes, Four Three will continue to perform under the Agreement upon the same terms and conditions as currently provided in the Agreement. The Agreement will continue in full