

MIKE BEEBE
GOVERNOR

A. HEATH ABSHURE
COMMISSIONER



HERITAGE WEST BUILDING, SUITE 300
201 EAST MARKHAM STREET
LITTLE ROCK, ARKANSAS 72201-1692
TELEPHONE: (501) 324-9260
FACSIMILE: (501) 324-9268

ARKANSAS SECURITIES DEPARTMENT

February 10, 2009

VIA REGULAR MAIL

Courtney C. Crouch, III
Mitchell, Williams, Selig, Gates & Woodyard, P.L.L.C.
425 West Capitol Avenue, Suite 1800
Little Rock, AR 72201-3525

RE: Education America, Inc. 2008 Stock Option Plan
No Action 09-90000388-NA003

Dear Mr. Crouch:

The Arkansas Securities Department ("Department") is in receipt of your request dated December 1, 2008, as supplemented by your February 3, 2009, correspondence (collectively "Request") regarding Education America, Inc., and its 2008 Stock Option Plan ("Plan"). The Request seeks confirmation that the Staff of the Department ("Staff") will recommend that the Arkansas Securities Commissioner not take enforcement action of the registration provisions of the Arkansas Securities Act ("Act"), located at Ark. Code Ann. §§ 23-42-101 through 23-42-509, with respect to the proposed transactions of the Plan described in the Request.

Based upon the opinions and representations set forth in your Request, the Staff will not recommend enforcement action for violations of the Act should the transactions involved in the Plan take place as set forth in your Request relying on the exemption provided for under Ark. Code Ann. § 23-42-503(a)(8). We have attached copies of the Request to avoid reciting or summarizing the facts that you have presented.

There is an inquiry in the Request for the Department to accept the Request as the notice filing as required under Rule 503.01(A)(8) of the Rules of the Arkansas Securities Commissioner. This notice filing must be submitted prior to any offer or sale of securities in Arkansas. The Request has been accepted as the notice filing.

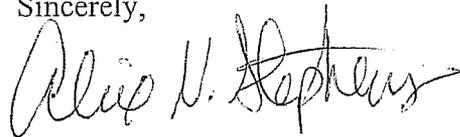
Please note that the position of the Department is based solely upon the representations in your correspondence and applies only to the transactions and facts as represented in the Request. Different facts or circumstances might, and often would, require a different response. The Staff only expresses its position as to the recommendation of formal

Courtney C. Crouch, III
Mitchell, Williams, Selig, Gates & Woodyard, P.L.L.C.
February 10, 2009
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enforcement action by the Department and does not purport to be a legal opinion or formal conclusion.

If you have any questions or need additional information, please do not hesitate to contact me at 501-324-9260. Thank you.

Sincerely,

A handwritten signature in black ink, appearing to read "Alexandra N. Stephens". The signature is fluid and cursive, with a long horizontal stroke at the end.

Alexandra N. Stephens
Staff Attorney

ANS/

Enclosures

MITCHELL | WILLIAMS

JOHN K. BAKER
W. CHRISTOPHER BARRIER
SHERRY P. BARTLEY
STEVE BAUMAN
R. T. BEARD, III
C. DOUGLAS BUFORD, JR.
BURNIE BURNER¹
FREDERICK K. CAMPBELL²
MICHELLE H. CAULEY
CHARLES B. CLIETT, JR.³
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DONALD H. HENRY

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JOHN ALAN LEWIS
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LANCE R. MILLER
STUART P. MILLER
T. ARK MONROE, III²
MARSHALL S. NEY
ANNE S. PARKER
LARRY PARKS¹
LYN P. PRUITT
CHRISTOPHER T. ROGERS
JEFFREY L. SINGLETON
DERRICK W. SMITH²
STAN D. SMITH
MARCELLA J. TAYLOR
JEFFREY THOMAS²
NICHOLAS THOMPSON²
WILLIAM H.L. WOODYARD, III, P.A.
WALTER G. WRIGHT, JR.
LEIGH ANNE YEARGAN

425 WEST CAPITOL AVENUE, SUITE 1800
LITTLE ROCK, ARKANSAS 72201-3525
TELEPHONE 501-688-8800
FAX 501-688-8807

TRAV BAXTER
COURTNEY C. CROUCH, III
JENNY T. GARRETT
ALEX T. GRAY
REGAN P. GRUBER
JOHN K. HARRIMAN
DELENA C. HURST
BEN D. JACKSON
MARGARET A. JOHNSTON
TONY JUNEAU
CRISTINA S. MONTERREY
VALERIE D. NATION
JENNIFER R. PIERCE
JEFFREY L. SPILLYARDS
ZACHARY T. STEADMAN
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MARY CATHERINE WOOD

COUNSEL
RICHARD W. ALEXANDER
HEATHER M. BELL
JEFFREY H. DIXON
JILL GRIMSLEY DREWYOR
ANTON L. JANIK, JR.
BRUCE McCANDLESS III
TODD L. NEWTON
JULIE M. POMERANTZ
KATHY Y. REYES
BARRY G. SKOLNICK
SHANNON S. SMITH

OF COUNSEL
JOSEPH W. GELZINE
HERMANN IVESTER
H. MAURICE MITCHELL
JOHN S. SELIG
JEAN D. STOCKBURGER
RICHARD A. WILLIAMS

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WRITER'S DIRECT DIAL
501-688-8822

December 1, 2008

VIA HAND DELIVERY

The Honorable A. Heath Abshure
Arkansas Securities Commissioner
Arkansas Securities Department
Heritage West Building, Suite 300
201 East Markham Street
Little Rock, Arkansas 72201

Re: Education America, Inc. 2008 Stock Option Plan
Request for Confidential Treatment Under Ark. Code Ann. § 23-42-207

Dear Commissioner Abshure:

We are counsel to Education America, Inc., an Arkansas corporation with its principal office located in Heathrow, Florida (the "Company"), in connection with the proposed Education America, Inc. 2008 Stock Option Plan sponsored by Jerald M. Barnett, Jr., the controlling shareholder and Chairman of the Board of the Company ("Barnett"), and the Company (the "Plan"). Enclosed on behalf of the Company is a letter requesting confirmation of exemption or a discretionary exemption order from the Arkansas Securities Department (the "Department") with respect to registration of the securities to be offered pursuant to the Plan and broker-dealer and agent registration of the persons involved in the offer and sale of such securities in connection with the Plan. Included with the enclosed exemption request letter are copies of certain offering materials in connection with the proposed transactions.

The Company is engaged in the for-profit post-secondary education business and is in a highly competitive environment in Arkansas and other states. As a result, disclosure of its

The Honorable A. Heath Abshire
Arkansas Securities Commissioner
December 1, 2008
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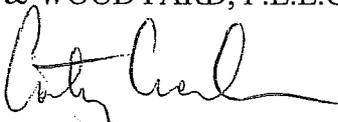
confidential financial and other proprietary business information to the public could have a detrimental effect on its business and could give its competitors an unfair advantage which they would otherwise not enjoy. Accordingly, the Company respectfully requests confidential treatment pursuant to Ark. Code Ann. § 23-42-207 of the enclosed exemption request letter, offering memorandum and attachments to such offering memorandum. If the Department does not agree to provide confidential treatment to these documents in their entirety, the Company respectfully requests confidential treatment of the financial and other proprietary business information contained in the enclosed request letter, offering memorandum and attachments to such offering memorandum.

If you have any questions, please call me at (501) 688-8822. Thank you for your attention to this matter.

Very truly yours,

MITCHELL, WILLIAMS, SELIG,
GATES & WOODYARD, P.L.L.C.

By



Courtney C. Crouch, III

CCC:khd
Enclosures

MITCHELL WILLIAMS

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February 3, 2009

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VIA HAND DELIVERY

The Honorable A. Heath Abshure
Arkansas Securities Commissioner
Arkansas Securities Department
Heritage West Building, Suite 300
201 East Markham Street
Little Rock, Arkansas 72201

Re: Education America, Inc. 2008 Stock Option Plan

Dear Commissioner Abshure:

This letter is in follow-up to my letter to you, dated December 1, 2008, requesting confirmation of exemption for certain proposed securities transactions pursuant to the Education America, Inc. 2008 Stock Option Plan (the "Plan"). I have recently been in contact with Ms. Alix Stephens of your staff regarding this request. Per Ms. Stephens' request, I am providing below a brief chronology of information regarding the acquisitions of common stock of Education America, Inc. (the "Company") by its Chairman of the Board and controlling shareholder, Jerald M. Barnett, Jr. ("Barnett"), who is proposing, pursuant to the Plan, to issue stock options to certain officers, directors and other key persons of the Company to purchase shares of the Company's common stock owned by him. Specifically, Ms. Stephens asked for information regarding when Barnett received his Company stock, how much he paid for it and how this information will be disclosed to the prospective stock option grantees.

Barnett was issued an initial 100 shares of the Company's common stock, representing a 50% ownership interest in the Company, upon formation of the Company in 1987 in exchange

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The Honorable A. Heath Abshire
Arkansas Securities Commissioner
February 3, 2009
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for a capital contribution of \$500. The other 50% interest, which was later redeemed by the Company, was issued to Barnett's father. From approximately 1987 to 1997, Barnett formed six additional corporations similar to the Company, each of which (as well as the Company) owned and operated one or a small group of private post-secondary educational institutions. Generally, he contributed \$1,000 capital to each corporation upon formation, with the exception of one corporation to which he contributed an additional \$250,000. In 1999, Barnett restructured these entities, making the Company a holding company with the other corporations as subsidiaries of the Company. This was accomplished through share exchange transactions in which the Company issued to Barnett an aggregate of 12,985 shares of common stock in exchange for his shares of the other corporations. Barnett next received 327 shares of Company stock in 2003 as a stock dividend. Finally, in June 2008, he purchased 824 shares of Company stock at a price per share of \$3,515 in a stock offering to the Company's existing accredited shareholders. Between 1999 and 2008, Barnett transferred a portion of his shares to a trust for the benefit of his children, resulting in the present ownership amount listed in the shareholder table on page 26 of the Offering Memorandum.

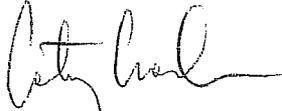
The foregoing summary regarding Barnett's Company stock acquisitions is more fully described in the enclosed "Appendix A" to the Offering Memorandum in connection the Plan. Barnett and the Company intend to provide this Appendix A, along with the Offering Memorandum, to any prospective grantee in Arkansas. A copy of the Offering Memorandum was provided with my December 1, 2008, letter.

Should you or your staff have any questions regarding this information, please do not hesitate to contact me at (501) 688-8822. Thank you for your attention to this matter.

Very truly yours,

MITCHELL, WILLIAMS, SELIG,
GATES & WOODYARD, P.L.L.C.

By


Courtney C. Crouch, III

CCC:dw

Enclosure

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