

**ADDENDUM
CONSENT TO ASSIGNMENT**

This Addendum Consent to Assignment ("Addendum") amends the Services Agreement and any amendments thereto ("Agreement") by and between Customers Bank, a subsidiary of Customers Bancorp, Inc. ("Vendor"), and Education Management II LLC ("EDMC" or "Assignor") and shall be effective on the Closing Date (the "Addendum Effective Date").

WHEREAS, EDMC and Vendor previously entered into the Agreement with an Effective Date of July 1, 2016; and

WHEREAS, Dream Center Education Holdings, LLC and its direct and indirect subsidiaries ("DCEH" or "Assignee") are acquiring substantially all of the assets of EDMC (the "Transaction"). The Transaction is expected to be completed by late summer 2017 (the "Closing Date"), subject to several operational and other closing conditions and the receipt of a number of regulatory approvals; and

WHEREAS, EDMC would like to assign all of its rights and obligations as set forth in the Agreement to DCEH and Vendor is agreeable to such assignment as provided herein;

WHEREAS, the parties now wish by this Addendum to amend the terms and conditions contained in the Agreement as set forth below in order to document same.

NOW THEREFORE, in consideration of the mutual covenants and promises contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. EDMC hereby assigns, transfers and conveys its right, title and interest to the Agreement to DCEH. EDMC remains responsible for any outstanding payments which have accrued prior to the Addendum Effective Date.
2. Vendor hereby consents to the foregoing assignment by EDMC to DCEH of the Agreement and Vendor shall perform all of its duties and obligations set forth in said Agreement.
3. This Addendum shall only become effective on the Closing Date.
4. All capitalized terms used herein, but not defined, shall have the respective meanings assigned to such terms in the Agreement, as amended. In the event of any conflict or inconsistency between the terms of this Addendum and the Agreement, the terms of this Addendum shall prevail. Except as specifically, and to the extent modified by this Addendum, all of the terms and conditions of the Agreement shall continue to remain unchanged and in full force and effect.

By the signatures of their duly authorized representatives below, EDMC and Vendor, intending to be legally bound, agree to the terms of this Addendum.

Vendor:

By: 

Name/Title: Andrew Crawford / Chief Client Officer

Date: 9/14/17

Education Management II LLC:

By: 

Name/Title: Donn Patton
Vice President of Corporate Real Estate
& Procurement

Date: 11/6/17
Education Management