



B #:	1389-14
Date:	July 15, 2014
To:	All Participants
Category:	Depository Services Fee
From:	International Services
Attention:	Operations, Reorg & Dividend Managers, Partners & Cashiers
Subject:	Depository Fees Notification Xueda Education Group CUSIP: 98418W109 Citibank

The Depository Trust Company has received from Citibank, the attached information regarding depository fees. Charges will be processed through the billing statement on the seventh business day of the following month.

Important Legal Information: *The Depository Trust Company (“DTC”) does not represent or warrant the accuracy, adequacy, timeliness, completeness or fitness for any particular purpose of the information contained in this communication, which is based in part on information obtained from third parties and not independently verified by DTC and which is provided as is. The information contained in this communication is not intended to be a substitute for obtaining tax advice from an appropriate professional advisor. In providing this communication, DTC shall not be liable for (1) any loss resulting directly or indirectly from mistakes, errors, omissions, interruptions, delays or defects in such communication, unless caused directly by gross negligence or willful misconduct on the part of DTC, and (2) any special, consequential, exemplary, incidental or punitive damages.*
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DEPOSITARY SERVICE FEE ANNOUNCEMENT

To the holders of : **XUEDA EDUCATION GROUP**

DATE : **7/10/2014**

Please be advised of the following Depository Service Fee ("DSF")

DR PROGRAM : **XUEDA EDUCATION GROUP**

CUSIP: **98418W109**
ISIN: **US98418W1099**
COUNTRY: **CHINA, PEOPLES REPUBLIC OF**
RATIO: **2:1**
DSF RECORD DATE: **8/29/2014**
DSF BILLING DATE: **9/30/2014**
RATE PER DR: **\$0.02 per ADS held**

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Citibank (the "Depository") hereby represents and warrants to The Depository Trust Company ("DTC") that it may collect and receive, pursuant to the terms and conditions of the Deposit Agreement(s) (the "Agreement(s)"), each dated as of 11/05/2010 by XUEDA EDUCATION GROUP and the Depository, a service fee per share in accordance with the table below (the 'Representation'):

Depository	DTC #	Security Name	CUSIP	Security Type	Fee	Record Date	Billing Period
Citibank	953	XUEDA EDUCATION GROUP	98418W109	ADR	0.02	8/29/2014	9/30/2014

The Depository hereby instructs DTC to collect and pass-through such fee(s) to the Depository (the "Instruction").

Depository hereby agrees to indemnify and defend DTC and its respective officers, directors, employees, agents and attorneys (the "Indemnitees") against, and hold the Indemnitees harmless from, any and all *Losses and/or**Legal Actions suffered or incurred by the Indemnitees resulting from, relating to, arising out of, or in connection with the Representation and/or the Instruction.

*"Losses" means and includes all losses, liabilities, damages, judgments, payments, litigations, costs and expenses (including without limitation any costs of investigation and legal fees and expenses incurred), regardless of whether or not any liability, payment, obligation or judgment is ultimately imposed against the Indemnitees.

***"Legal Action" means and includes any claim, counterclaim, demand, action, suit, arbitration, inquiry, proceeding or investigation before any federal, state or foreign court or other tribunal, or any investigative or regulatory agency or SRO.

Questions may be directed to : **Keith Balwan 973-461-7038 or Mairin Swords 973-461-7037**