CEC Code of Conduct

***Preamble*:** The Career Education Corporation family ("CEC") includes more than 75 colleges, schools and universities across the world offering programs in a variety of career-oriented disciplines. CEC recognizes that ensuring the integrity of the student financial aid process is critical to providing students fair and affordable access to higher education. In furtherance of that goal, CEC has promulgated the following Code of Conduct (the "Code") which prohibits activities which may create conflicts of interest in the student financial aid process between, on the one hand, CEC and its campuses, and , on the other, its students and their parents. **This Code is in accordance with the requirements of the federal Higher Education Opportunity Act of 2008 ("HEOA"), and incorporates all terms, definitions, exceptions and conditions set forth in the HEOA.** In addition to the HEOA, CEC, on behalf of itself and all of its campuses, agreed in April 2007 to comply with a Code of Conduct promulgated by the Offices of the Attorneys General of the States of New York and Illinois, and CEC campuses in Arizona, New Jersey, and Pennsylvania have agreed to comply with Codes of Conduct presented by the Attorneys General of those states. (These State Codes of Conduct are referred to as the "State Codes.") The following Code is intended to be consistent with the State Codes, and CEC and its campuses intend to continue to meet their obligations under the State Codes as well as this Code.

Accordingly, CEC and its campuses shall take all reasonable steps to adhere to at minimum the following principles in their financial aid operations:

***Principles*:**

- CEC and its campuses will not enter into any revenue-sharing arrangement with any lender.

- No officer or employee of CEC or its campuses who is employed in the financial aid office or who otherwise has responsibilities with respect to education loans, or agent who has responsibilities with respect to education loans, will solicit or accept any gift from a lender, guarantor, or servicer of education loans.
- No officer or employee who is employed in the financial aid office of CEC and its campuses or who otherwise has responsibilities with respect to education loans, or an agent who has responsibilities with respect to education loans, will accept from any lender or affiliate of any lender any fee, payment, or other financial benefit (including the opportunity to purchase stock) as compensation for any type of consulting arrangement or other contract to provide services to a lender or on behalf of a lender relating to education loans.
- CEC and its campuses will not
    - for any first-time borrower, assign, through award packaging or other methods, the borrower's loan to a particular lender; or
    - refuse to certify, or delay certification of, any loan based on the borrower's selection of a particular lender or guaranty agency.
- CEC and its campuses will not request or accept from any lender any offer of funds to be used for private education loans, including funds for an opportunity pool loan, to students in exchange for the institution providing concessions or promises regarding providing the lender with —
        - a specified number of loans made, insured, or guaranteed
        - a specified loan volume of such loans; or
        - a preferred lender arrangement for such loans.
- CEC will comply with all applicable Federal and State requirements relating to the use of "preferred lender lists or arrangements."
- CEC and its campuses will not request or accept from any lender any assistance with call center staffing or financial aid office staffing.
- Any employee of CEC or its campuses who is employed in the financial aid office, or who otherwise has responsibilities with respect to education loans or other student financial aid, and who serves on an advisory board, commission, or group established by a lender, guarantor, or group of lenders or guarantors, is prohibited from receiving

anything of value from the lender, guarantor, or group of lenders or guarantors, except that the employee may be reimbursed for reasonable expenses incurred in serving on such advisory board, commission, or group.

- CEC and its campuses will administer and enforce this Code of Conduct by, at a minimum, requiring that all of its agents with responsibilities with respect to education loans be annually informed of the provisions of this Code of Conduct.