

CORINTHIAN COLLEGES, INC.
Code of Business Conduct and Ethics

I. Introduction

At Corinthian Colleges, Inc. (“Corinthian,” or the “Company”), our reputation for integrity is one of our most valuable assets. We believe this reputation flows from our commitment to compliance with the law and to ethical conduct in all our dealings. This commitment is embodied in David Moore’s oft-repeated statement that “we have no tolerance for lying, cheating or stealing.” Consistent application of this core value depends upon each of our employees making ethical decisions on a day-to-day basis.

We recognize, however, that we live in a complex world and that what’s “right” may not always be obvious. Accordingly, we have developed Corinthian’s Code of Business Conduct and Ethics (this “Code”) to provide practical overviews of some of the legal and ethical standards we all must follow. Both the Board of Directors and the Audit Committee of the Board have approved this Code, which applies to all employees of Corinthian Colleges, Inc. and its subsidiaries. It also applies to members of the Board of Directors in their capacity as directors (included in the term “employees” as used in this Code). Every employee is expected to know, understand, and comply with this Code, which has been adopted to accomplish the following:

- promote honest and ethical conduct, including fair dealing and the ethical handling of conflicts of interest between personal and professional relationships;
- promote full, fair, accurate, timely, and understandable disclosure;
- promote compliance with applicable laws and governmental rules and regulations, as well as the rules and regulations of accrediting agencies and self-regulatory organizations of which the Company is a member;
- promote prompt internal reporting of violations of this Code and of Company policy;
- ensure the protection of the Company’s legitimate business interests, including corporate opportunities, assets, and confidential information; and
- deter wrongdoing and ensure accountability for adherence to this Code.

II. Honest Conduct and Compliance with the Law

Each employee of the Company is a representative of the Company, each having a responsibility in the pursuit of our Company goals and our commitment to quality. As such, all employees’ conduct should conform to the spirit and letter of the law in

rendering service to our students and other customers. Employees are expected to conduct themselves in an ethical and honest manner, while ensuring compliance with all applicable laws, regulations and the Company's policies and values.

It is the personal responsibility of each employee to know, understand, and adhere to the laws, regulations, and Company policies applicable to his or her job. We recognize that no single document, including this Code, can give employees an answer for every situation. However, this Code does point you to additional resources that may be useful. If your own judgment and this Code do not provide the answer, please use the other resources available to you:

- your supervisor;
- the Company training materials, including those provided upon hire or available from your supervisor or the Company's headquarters; or
- the appropriate corporate department such as Human Resources, the Finance Department, or the Legal Department.

As another avenue to assist you, Corinthian has established the toll-free Company Hotlines described at the end of this Code. If you have a question or concern, you may call the Employee Hotline 24 hours a day, seven days a week. Your concern will be taken seriously and all information will be treated in a confidential manner.

If you are uncertain about something you intend to do while conducting Corinthian business, you should seek advice before acting. The Company also counts on you to let us know if you see or learn something that suggests this Code or the law has been violated by other Company personnel.

III. Conflicts of Interest

A "conflict of interest" occurs when an employee's private interest interferes or appears to interfere with the interests of the Company. A conflict of interest can arise when an employee takes actions or has interests that may make it difficult to perform his or her Company work objectively and effectively. A conflict of interest may unconsciously influence even the most honest person and the mere appearance of a conflict may cause an employee's acts to be questioned. Any material transaction or relationship that could reasonably be expected to give rise to a conflict of interest should be discussed with the Company's General Counsel, except with respect to the Chief Executive Officer, in which case it should be discussed with the chair of the Audit Committee.

In particular, conflict of interest situations involving employees who occupy supervisory positions or who have discretionary authority in dealing with any third party may include the following:

- maintaining a consulting or employment relationship with any vendor, supplier, customer, or competitor;
- receiving non-nominal gifts or excessive entertainment from any company with which the Company has current or prospective business dealing;
- being in the position of supervising, reviewing, or having any influence on the job evaluation, pay, or benefit of any immediate family member;
- engaging personally in real estate or other transactions in which the company has an interest;
- taking for the employee's own benefit opportunities that are discovered through the employment with Corinthian; and
- selling anything to the Company or buying anything from the Company, except on the terms and conditions as comparable employees are permitted to so purchase or sell.

These examples do not cover all conflicts of interest. If you have any questions about this policy or any situation you may have, please contact your manager or the Human Resources Department. In many cases, your manager or the Human Resources Department may be able to suggest arrangements that would avoid or mitigate the conflict. Anything that would present a conflict for an employee would likely also present a conflict if it is related to a member of his or her immediate family.

In addition to the general Conflict of Interest guidelines discussed above, the Sarbanes Oxley Act and Delaware corporate law imposes special obligations on executive officers and directors of the Company as discussed below:

- A. *Prohibition on Loans to Officers and Directors.* In conformity with these laws, the Company is prohibited from extending or maintaining credit, arranging for the extension of credit, or renewing any extension of credit in the form of a personal loan to or for any Director or Executive Officer in the Company.
- B. *Corporate Opportunities.* Company Directors and Executive Officers are required to comply with their fiduciary duty of loyalty to the Company as embodied in the Delaware law. As part of this duty of loyalty, officers and directors must not appropriate for themselves business opportunities that are discovered through the use of Corinthian's corporate property, information or position, unless the Company has already been offered the opportunity and turned it down. If any officer or director has questions about whether a particular business opportunity meets this test, he or she should contact the Company's Chairman of the Board, who will arrange for such matter to be addressed by the Company's Board of Directors.

C. *Related Party Transactions.* Executive Officers and Directors of the Company must not engage in any transaction between the Company and such person unless it has been previously approved by the Audit Committee of the Board of Directors. For purposes of this rule, the term “transaction” does not include compensation which is approved by the Compensation Committee of the Board for services to the Company.

If any officer or director of the Company has any questions about the applicability of these rules to a particular set of facts, please contact the General Counsel.

IV. Confidential Information

During the course of employment, all employees gain some knowledge and information which is nonpublic and proprietary. Employees are trusted with maintaining the confidentiality of this valuable information. If this information were known outside the Company, it could harm Corinthian. Corinthian’s information should be used only for Company purposes and should not be disclosed to anyone outside of the Company unless they have signed a non-disclosure agreement in advance, which is approved by the Legal Department. Even within the Company, only those individuals who truly need to know confidential information to conduct their business should have access to it. If you leave Corinthian, you must return all Company materials and property.

V. Company Intellectual Property

As an employee, the work you produce for Corinthian belongs to the Company. This “work product” includes curricula, ideas, improvements, software programs, artwork and works of authorship. This work product is Corinthian property (and does not belong to you) if it is created or developed, in whole or in part, on Company time, as part of your duties or through the use of Company resources or information.

Additionally, to ensure that Corinthian receives the benefit of work done by outside consultants, it is essential that an appropriate agreement or release be in place before any work begins. When Corinthian uses the work product of others, including curricula, visual representations, art and music, we must also be sure to follow the rules. For example, you should only use software for which you have a valid license and should only use that software in accordance with the terms of the license for that software. Written materials and music may be subject to copyright protection and should only be copied when permitted. Use caution, as not all copyrighted materials bear a notice.

VI. Company Records

If you are responsible for preparing or maintaining any Corinthian records, please remember:

- Records must always be prepared accurately and reliably and stored properly;
- Records must accurately and fairly reflect, within Corinthian normal accounting systems, all required transactions and other events;
- Transactions must be recorded so that proper financial statements may be prepared in a manner that ensures accountability for Corinthian assets and activities. If you need to dispose of corporate assets, please consult with the Finance Department for information on the correct procedures;
- There cannot be any unrecorded company funds, assets or any other type of “off the books” accounts, no matter what the reason for such accounts; and
- We do not knowingly destroy or discard evidence. Records relevant to a legal action cannot be destroyed or discarded without the approval of the Legal Department. If Company employees receive a subpoena, a request for records, or other legal papers, or if we have reason to believe that such a request or demand is likely, the law requires the Company to retain all records which are relevant to the matter. If you receive such a request or other legal papers, notify the Legal Department immediately.

VII. Make Accurate Public Disclosures

We must assure that all disclosures made in our periodic reports and documents filed with the Securities and Exchange Commission, and other public communications by the Corporation, are full, fair, accurate, timely, and understandable. This obligation applies to all employees, including all financial executives, with any responsibility for the preparation of such reports, including drafting, reviewing, and signing or certifying the information contained therein. This requires operating in an environment of open communication.

In carrying out these responsibilities, each employee who is involved in the Company’s disclosure process must:

- Familiarize himself or herself with the disclosure requirements applicable to the Company, as well as the business and financial operations of the Company;
- Not knowingly misrepresent, or cause others to misrepresent, facts about the Company to others, whether within or outside the Company, including to the Company’s independent auditors, governmental regulators and self-regulatory organizations; and

- Properly review and critically analyze proposed disclosure for accuracy and completeness (or, where appropriate, delegate this task to others).

If any employee has concerns about any aspect of our financial disclosures, you should talk to your manager, the Finance Department, or the Internal Audit Department. If employees do not believe their concerns have been adequately addressed, they should contact the Financial Reporting Compliance Hotline described at the end of the Code.

VIII. Insider Trading

It is against Company policy and a violation of federal securities laws for any employee to trade in securities, including the Company's common stock, on the basis of material information not yet publicly disclosed. Any employee who possesses nonpublic information about the Company or its business which is "material" may not trade in any securities affected by such nonpublic information, including derivative securities relating to the Company's stock, until such time as the information has been made known to the public. A material fact about a company is one that a reasonable investor would be likely to consider important in making a decision to buy, sell, or hold the Company's stock.

Additionally, by virtue of their position with the Company, all officers, directors, headquarters employees, and regional vice presidents of the Company frequently have access to material, nonpublic information about the Company. Accordingly, the Company has established a policy that restricts buying or selling of the Company's common stock by such persons to certain "window periods," unless such person has established and had approved by the company's General Counsel a "rule 10b5-1 trading plan." The company's General Counsel sends memoranda to all such persons each quarter announcing both when the trading window "opens" and when it "closes."

Any employee who is uncertain about the legal rules involving a purchase or sale of any Company securities, including those rules outlined in the prior two paragraphs, or any securities in companies that he or she is familiar with by virtue of his or her work for the Company, should consult the company's General Counsel before making any such purchase or sale.

IX. Reporting Misconduct

Any employee who has knowledge that another individual within the Company has committed a material violation of this Code or of Company policies, which raises substantial questions as to that employee's honesty, trustworthiness, or fitness as an employee of this Company in other respects, shall inform the appropriate supervisory personnel. If such immediate supervisory personnel fail to take appropriate action, the conduct should be reported to the Vice President of Human Resources.

X. Supervisory Responsibilities

Supervisors are responsible for acts of misconduct by employees if facts available at the time (or as determined after an investigation) demonstrate that the misconduct should have been known or could have been prevented, or similar prior acts of misconduct by the employee were known by the supervisor(s) and were not acted upon in those prior occasions. A pattern of repeat offenses, even minor ones, may indicate indifference to this Code or the Company's policies and should be handled by appropriate disciplinary action. If any supervisor has questions or concerns about particular conduct or appropriate disciplinary action, he or she should contact the Human Resources Department.

- A. *Assuring Compliance.* Any person working in a supervisory capacity for the company must make diligent efforts to put adequate measures in place to ensure that all those under his or her supervision conform to this Code and to all other Company policies. At a minimum, supervisors are responsible for awareness and understanding of the applicable laws, regulations, and policies which affect daily school or department operations; this responsibility extends to ensuring familiarity among employees of those provisions which govern the employees' job assignments.
- B. *Actions Attributable.* A supervisor will be held responsible for his or her employees' violation of this Code and /or the Company's policy if:
 - The supervisor orders, or with knowledge of the specific conduct, ratifies the conduct involved, even by inaction;
 - The supervisor has direct supervisory authority over an employee and knows of the conduct at a time when its consequences can be avoided or mitigated, but fails to take reasonable remedial action; or
 - The supervisor should have known, with reasonable diligence, that such actions were occurring.

XI. Seeking Advice and Company Hotlines

As noted elsewhere in this Code, an employee's first resource for asking about appropriate conduct, or reporting misconduct, should be his or her immediate supervisor. If questions or concerns are not adequately addressed at that level, all employees should always feel free to contact a higher level managerial employee, including school presidents, regional vice presidents, and corporate headquarters employees responsible for particular functions, including the Human Resources Department, the Finance Department, and the Legal Department. However, if an employee's questions or concerns have not been resolved at the school, regional, or departmental level, he or she should call one of the numbers below.

- A. *Employee Hotline.* The Employee Hotline was created to respond to employment-related issues such as general violation of the Company's policies, discrimination, harassment, payroll issues, etc. Employees can call this 24-hour toll free automated number at (800) 611-2101, extension 615. If requested, calls will be kept confidential. Additionally, if preferred, employees can leave a message anonymously. Please provide as much specific information as possible when calling the Employee Hotline. Messages will be transcribed on a daily basis and provided to the Vice President of Human Resources of the Company.
- B. *Financial Reporting Compliance Hotline.* For matters concerning auditing or financial reporting concerns, the Company has arranged with a third party, Global Compliance Services, to provide confidential, anonymous reporting of improper or unethical conduct. The toll-free number for such concerns is (888) 475-4907. If you call that number, a Communication Specialist, who is not employed by Corinthian, will ask you a series of questions to better understand the nature of your concern. The Specialist takes notes and prepares a report that is forwarded to our executive management or board of directors for review, and if necessary, investigation.

Submit to HR

**ACKNOWLEDGEMENT AND RECEIPT FORM
CODE OF BUSINESS CONDUCT AND ETHICS
OF
CORINTHIAN COLLEGES, INC.**

I acknowledge receipt of the Company's Code of Business Conduct and Ethics, and I have read and I understand the Policy and agree to abide by its terms and provisions.

Signed this _____ Day of _____, 20__

Name (printed)

Signature

Position Title

Location