

CORINTHIAN COLLEGES, INC.

CHARTER OF THE COMPLIANCE COMMITTEE OF THE BOARD OF DIRECTORS

I. COMPOSITION

The Compliance Committee (the “Committee”) of the Board of Directors (the “Board”) of Corinthian Colleges, Inc. (this “Company”) shall be comprised of three or more directors as determined by the Board. All members of the Committee shall be directors who are “independent directors” as defined by applicable law and the rules of the Securities and Exchange Commission and NASDAQ in effect from time to time. At least one Committee member shall also be a member of the Audit Committee of the Board.

The members of the Committee shall be appointed by the Board at the recommendation of the Nominating and Corporate Governance Committee. The Board shall have the power to increase the size of the Committee and to appoint members to fill vacancies or newly created positions on the Committee. The chair of the Committee shall be appointed by the Board.

II. MEETINGS

The Committee shall meet at least four times annually, or more frequently as circumstances dictate. The Committee may request any officer or employee of the Company to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. The chairman will preside, when present, at all meetings of the Committee. The Committee will keep a record of its meetings and report on them to the Board. Members of the Committee may participate in a meeting of the Committee by conference call or similar communications arrangements that enable all persons participating in the meeting to hear each other. The Committee may also take action by written consent.

III. PURPOSE

The primary purpose of the Committee shall be to assist the Board in fulfilling its corporate governance and oversight responsibilities in relation to the Company’s regulatory compliance obligations. In so doing, the Committee shall coordinate its activities with other committees of the Board. The purpose, duties and responsibilities outlined herein are not intended to overlap the compliance-related duties and responsibilities of the Board’s other committees as prescribed in their respective charters.

In doing so, the Committee shall maintain free and open communication between the Committee, the Board, management, employees and other advisors. Consistent with this function, the Committee shall encourage continuous improvement of, and foster adherence to, the Company's policies, procedures and practices at all levels.

IV. DUTIES AND RESPONSIBILITIES

The Committee's primary duties and responsibilities are as follows:

- (1) To serve as an independent and objective party to monitor the Company's compliance strategies and outcomes.
- (2) To provide an open avenue of communication among the Company's employees, senior management and the Board.
- (3) To review Company processes to ensure that an appropriate framework of policies, procedures, internal controls, reporting, ethical standards and employee accountability is established to achieve regulatory and legal compliance. This includes reviewing with management the appropriate allocation of resources to achieve the desired results.
- (4) To review the regular internal reports prepared by appropriate Company departments charged with monitoring and overseeing the Company's compliance efforts.
- (5) To regularly meet with Company management charged with overseeing the Company's compliance efforts, including, without limitation, the Chief Executive Officer and other members of the Board who are also executive officers of the Company.
- (6) To review the Company's efforts to nurture a culture of compliance and embed compliance awareness and accountability throughout the Company.
- (7) To review this Charter periodically and recommend to the Board changes to the Charter as conditions may dictate.

V. DELEGATION OF AUTHORITY

To fulfill its responsibilities and duties, the Committee shall have the authority to engage independent advisors as it deems necessary to carry out its duties. The Company shall provide for appropriate funding, as determined by the Committee, for payment of (i) any advisors employed by the Committee, and (ii) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

