

# **Student Loan Code of Conduct**

## **INTRODUCTION**

Education Management Corporation (“EDMC”) values the integrity of its post-secondary institutions and employees. The position you hold within EDMC is evidence of the trust we have in you. Compliance with all applicable laws, regulations and Company policies, and performance of job responsibilities in accordance with the highest standards of honesty and integrity, are expected of all of us.

This Student Loan Code of Conduct (this “Code of Conduct”) applies to all Presidents, Business Managers, Directors of Admissions, Directors of Student Financial Services and all employees of Student Financial Services at any EDMC post-secondary institution or campus (“Covered Employees”). If you violate provisions of this Code of Conduct, you subject yourself to discipline, up to and including termination of your employment. Violation of this Code of Conduct may also subject EDMC to possible sanctions or liability.

If you do not understand any provisions of this Code of Conduct or have any related questions that are not answered in this Code of Conduct, you should contact the Senior Vice President of Student Finance and Compliance or EDMC’s General Counsel. If you suspect or detect any activity you believe to be contrary to this Loan Code of Conduct, you are required to report it confidentially and promptly to EDMC’s General Counsel. It is our policy to promptly investigate suspected violations of this Code of Conduct.

## **DEFINITIONS**

1. “Covered Employee” has the definition contained in the Introduction to this Code of Conduct.
2. “Education Lender” means a lender who makes loans to our students for educational purposes.
3. “Guarantor” is an agency which may guarantee alternative (non-federal) loans
4. “Gift” means any gratuity, favor, discount, entertainment, hospitality, loan or other items having a monetary value of more than \$10. The term includes the gift or provision of services, transportation, lodging or meals, whether provided in kind, by purchase of a ticket, payment in advance, or reimbursement after an expense has been incurred. Exceptions to this definition are explained in specific sections of this Code of Conduct.
5. “Revenue Sharing Arrangement” means any agreement or understanding pursuant to which an Education Lender who provides loans to students attending a post-secondary institution owned by EDMC, or the family of such students and pays a fee or provides other material benefits such as revenue or profit sharing to such institution in return for the institution recommending the lender or its loan products.
6. “Servicer” means an entity that services loans made by an Education Lender.

## **STUDENT LOAN CODE OF CONDUCT PROVISIONS:**

### **I. CONFLICTS OF INTEREST**

A conflict of interest exists when one’s personal situation interferes with one’s judgment and makes one unable to act in the best interest of EDMC or the students attending one of its post-secondary institutions.

Covered Employees must avoid conflicts of interest. Accordingly, they must comply with the following rules regarding conflicts of interest:

1. Covered Employees shall avoid actual and potential conflicts of interest between their duties and responsibilities at EDMC and their dealings with Education Lenders, Guarantors and Servicers who play any role in student financial aid at EDMC.
2. A Covered Employee shall not accept any fees, payments or other financial benefits from any Education Lender, Guarantor or Servicer except as otherwise specifically described in this Code of Conduct.
3. A Covered Employee shall not serve as a paid or unpaid member of a Board of Directors of an Education Lender or a Guarantor or Servicer.

4. A Covered Employee shall not serve as a paid or unpaid consultant or employee for an Education Lender, Guarantor or Servicer, except that, upon the advance written permission of EDMC's General Counsel, a Covered Employee may serve on the Advisory Board of an Education Lender, Guarantor or Servicer. Covered Employees who obtain written permission to serve on such an Advisory Board may be reimbursed by the entity establishing such Advisory Board for reasonable expenses incurred in serving on such Advisory Board, provided that such expenses are approved by EDMC's General Counsel. Any Covered Employee who is currently a member of an Education Lender's or a Guarantor's or a Servicer's advisory board (or anything similar in nature), including, without limitation, the board of directors of an Education Lender, Guarantor or Servicer, must disclose this relationship to the EDMC General Counsel. All employees must obtain approval from EDMC's General Counsel prior to serving on an advisory board or similar organization created by an Education Lender, Guarantor or Servicer.

5. Covered Employees must inform EDMC's General Counsel in writing if they (or their spouse or other immediate family members) own shares of stock or other securities issued by an Education Lender or Servicer, other than indirect ownership through a mutual fund. Examples of Lenders and Servicers include but are not limited to:

Sallie Mae (SLM Corporation), Sun Trust Bank, Dollar Bank, Citibank or Student Loan Corporation (Citigroup), Bank of America, Regions Bank, Fifth Third Bank, TCF Bank, US Bank, Citizen's Bank (Charter One), Student Loan Express or CIT Group, Wachovia Bank, JPMorgan Chase, Wells Fargo, PNC Bank, and Nelnet Inc.

## **II. GIFTS AND BUSINESS COURTESIES**

1. Subject to the terms of this Code of Conduct, Covered Employees may not accept or solicit Gifts from any Education Lender, Guarantor or Servicer. This includes Gifts and prizes at a meeting or event. If a Covered Employee is offered a Gift by an Education Lender, Guarantor or Servicer, such employee must decline the offer of the Gift and inform the EDMC General Counsel's Office of such offer.

2. The prohibition in paragraph 1 above applies to family members of Covered Employees and other individuals a Covered Employee has a relationship with if he or she has knowledge of the offer of the Gift and has reason to believe that the Gift was offered because of the Covered Employee's position with EDMC.

3. Notwithstanding paragraph 1 above, Covered Employees may accept food, refreshment, training or informational material provided as part of training by an Education Lender, Guarantor or Servicer, provided the training or informational material is designed to improve the service of an Education Lender or a Guarantor or a Servicer and provided the training contributes to the employee's professional development.

4. If a Covered Employee is invited by a Lender, Guarantor or Servicer to a meal, entertainment event or for drinks, the Covered Employee must pay for his or her own expenses. If appropriate under EDMC expense reimbursement policy, the Covered Employee may request reimbursement for those expenses.

5. Notwithstanding paragraph 1 above, the term Gift does not include standard materials, activities or programs on issues related to a loan product, default aversion, debt management or financial literacy, such as a brochure, a workshop or training, provided that students are informed of the name of any Education Lender, Guarantor or Servicer that assisted in preparing or providing such materials, activities or programs. Printed materials must contain the name of the Education Lender, Guarantor or Servicer that provided such materials and must not contain any EDMC or institution logos or trademarks.

6. Notwithstanding paragraph 1 above, EDMC institutions may use online entrance and exit counseling tools provided by Education Lenders, Guarantors or Servicers of education loans, as long as:

a. EDMC controls the counseling session; and

b. The counseling does not promote the products or services of the Education Lender, Guarantor or Servicer providing the counseling tools.

### **III. INTERACTIONS WITH STUDENT AND PARENT BORROWERS**

1. A Covered Employee shall ensure to the best of his or her ability that the information he or she provides to students and parents is accurate and unbiased, and does not reflect any preference arising from actual or potential personal gain.
2. Covered Employees shall not assign a first time borrower's loan to a particular Education Lender and shall not refuse to certify, or delay certification of, any loan based on the borrower's choice of an Education Lender or Guarantor of education loans.
3. Covered Employees shall inform students that they have the right and ability to select the Education Lender of their choice regardless of whether that lender appears on an EDMC preferred lender list.

### **IV. OFFERS OF PRIVATE LOAN FUNDS OR OTHER FINANCIAL PRODUCTS**

1. An Education Lender, Guarantor or Servicer may provide non-lending services to EDMC and its institutions, however EDMC must pay for these services at market rates and such services may not give the Education Lender, Guarantor or Servicer any advantage with respect to providing education loans to students. Any such purchase of non-lending services must be pre-approved in writing by EDMC's Senior Vice President of Student Finance & Compliance or the General Counsel.
2. Nothing in paragraph 1 above shall prohibit EDMC and its post-secondary institutions from accepting scholarships or philanthropic contributions from an Education Lender, Guarantor or Servicer that are unrelated to education loans or that are not made as any quid pro quo or in exchange for any advantage related to the provision of education loans. If a Covered Employee receives or obtains knowledge of any offer of scholarships or philanthropic contribution to EDMC from an Education Lender, Guarantor or Servicer, the Covered Employee should promptly notify EDMC's General Counsel and the Senior Vice President of Student Finance & Compliance in order to obtain approval before accepting any such offer on behalf of EDMC or any of its postsecondary institutions.
3. Nothing in paragraph 1 above prohibits EDMC and its institutions from accepting state education grants, scholarships or financial aid funds administered by or on behalf of a State.
4. No EDMC institution shall permit on-site solicitation of students to apply for credit cards.

### **V. REVENUE SHARING PROHIBITED**

EDMC and its institutions shall not enter into any Revenue Sharing Arrangement with any Education Lender.

### **VI. STAFFING ASSISTANCE PROHIBITIONS**

EDMC and its institutions may not request or accept from any Education Lender any offer of assistance for call center staffing, financial aid office staffing, or on-site exit or entrance counseling from an Education Lender regardless of whether such Education Lender proposes to charge EDMC or its institutions for such services.

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