RIO TINTO PLC
Form 11-K/A
November 30, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 11-K/A

(Amendment No. 2)

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2011

or

TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission file number 001-10533

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

KENNECOTT UTAH COPPER SAVINGS PLAN FOR REPRESENTED EMPLOYEES (formerly Kennecott Utah Copper Savings Plan for Represented Hourly Employees)

B. Name of the issuer of the securities held pursuant to the plan and the address of its principal executive office:

Rio Tinto plc

6 St. James's Square
London SW1Y 4AD

United Kingdom

Explanatory Note

This Amendment No. 2 to the Annual Report on Form 11-K for the fiscal year ended December 31, 2011 filed by the Kennecott Utah Copper Savings Plan for Represented Employees (formerly Kennecott Utah Copper Savings Plan for Represented Hourly Employees) (the "**Registrant**") with the Securities and Exchange Commission (the "**SEC**") on June 27, 2012 (the "**Original Filing**") is being filed by the Registrant to amend Amendment No. 1 to the Original Filing filed by the Registrant with the SEC on July 20, 2015 ("**Amendment No. 1**").

Amendment No. 1 removed (i) the audit report of McGladrey LLP (subsequently renamed RSM US LLP) ("**McGladrey**"), the Registrant's former independent accounting firm, on the statement of net assets available for benefits as of December 31, 2011 and the related statement of changes in net assets available for benefits for the year ended December 31, 2011 (the "**2011 Financial Statements**") in the Original Filing; (ii) the audit report of Tanner LLC ("**Tanner**"), the Registrant's independent accounting firm prior to McGladrey, on the statement of net assets available for benefits as of December 31, 2010 (the "**2010 Financial Statements**") in the Original Filing (the 2010 Financial Statements together with the 2011 Financial Statements and related notes, the "**Subject Financial Statements**"); and (iii) such Subject Financial Statements and related notes. Without seeking to limit any responsibility, liability or obligations otherwise under the U.S. federal securities laws, Amendment No. 1 also removed the consents of McGladrey and Tanner that were filed as an exhibit to the Original Filing.

The Registrant filed Amendment No. 1 in response to a notice received from McGladrey on July 13, 2015 that it was withdrawing its audit report from the Original Filing. As set out in the Form 6-K filed with the SEC by Rio Tinto plc on July 17, 2015, in late May 2015, McGladrey notified the Rio Tinto America Inc. Benefit Governance Committee (the "**BGC**"), which administers the Registrant and acts as its fiduciary, that McGladrey believed certain services (the "**Services**") that one of its associated entities had provided to affiliates of the Registrant during the fiscal year under review may have been inconsistent with the SEC's rules on auditor independence. Rio Tinto worked closely with McGladrey regarding the independence matter after McGladrey notified the BGC of the issue. However, in order to ensure that the audit of certain of its employee share plans' financial statements for the fiscal year ended December 31, 2014 could be completed and issued, the BGC terminated McGladrey as the independent auditor of the Registrant on June 26, 2015 and engaged Anton Collins Mitchell LLP ("**ACM**") as the Registrant's independent registered public accounting firm to audit the Registrant's financial statements. On July 13, 2015, McGladrey notified the BGC that despite its belief that the Services did not compromise its integrity or objectivity it was withdrawing its audit report on the 2011 Financial Statements from the Original Filing. After McGladrey's withdrawal, the BGC engaged ACM to re-audit the 2011 Financial Statements.

As further explained in Note 9 to the Subject Financial Statements, during the course of ACM's re-audit, ACM and the Registrant's management determined that it was necessary for the Registrant to restate the 2011 Financial Statements in order to correct for misstatements relating to the allocation of a clearing account held within the Rio Tinto America Inc. Savings Plan Trust (the "**Master Trust**") to the Rio Tinto employee share plans participating in the Master Trust, which include the Registrant.

The purpose of this Amendment No. 2 is to (i) file (x) the audit report of ACM, the Registrant's new independent accounting firm, on the re-audited 2011 Financial Statements and the audit report of Tanner on the 2010 Financial Statements; (y) re-audited 2011 Financial Statements, the 2010 Financial Statements, related notes and supplemental schedule of delinquent participant contributions for the year ended December 31, 2011; and (z) the consents of ACM and Tanner; and (ii) restate the 2011 Financial Statements for the reasons stated above and explained in Note 9 to the Subject Financial Statements. While not a required part of the Subject Financial Statements, the supplemental schedule of delinquent participant contributions for the year ended December 31, 2011 is presented for the purpose of additional analysis and is required by the U.S. Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. There were no other material changes made in the financial statements filed with this report.

Unless expressly noted otherwise, the disclosures in this Amendment No. 2 continue to speak as of the date of the Original Filing and do not reflect events occurring after the filing of the Original Filing.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

KENNECOTT UTAH COPPER SAVINGS PLAN FOR REPRESENTED EMPLOYEES

By: /s/ Patrick James
Name: Patrick James

Interim Chairman—Rio Tinto America Inc.
Benefits Governance Committee

Date: November 30, 2015

EXHIBIT INDEX

Exhibit Number	Document
23.1	Consent of Independent Registered Public Accounting Firm
23.2	Consent of Independent Registered Public Accounting Firm

Kennecott Utah Copper Savings Plan for Represented Hourly Employees

Financial Report
December 31, 2011

Contents

Report of Independent Registered Public Accounting Firm

To the Rio Tinto America, Inc. Benefit Governance Committee
Kennecott Utah Copper Savings Plan for Represented Employees

We have audited the accompanying statement of net assets available for benefits of the Kennecott Utah Copper Savings Plan for Represented Hourly Employees (now Kennecott Utah Copper Savings Plan for Represented Employees) (the "Plan") as of December 31, 2011, and the related statement of changes in net assets available for benefits for the year then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Plan is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2011, and the changes in net assets available for benefits for the year then ended, in conformity with accounting principles generally accepted in the United States of America.

As discussed in Note 9 to the financial statements, the Plan has restated its financial statements as of and for the year ended December 31, 2011 to correct for misstatements relating to the allocation of a clearing account held within the Rio Tinto America Inc. Savings Plan Trust (the "Master Trust") to the plans participating in the Master Trust.

The supplemental information in the accompanying supplemental schedule of delinquent participant contributions for the year ended December 31, 2011, have been subjected to audit procedures performed in conjunction with the audit of the Plan's financial statements. The supplemental information is presented for the purpose of additional analysis and is not a required part of the financial statements but include supplemental information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental information is the responsibility of the Plan's management. Our audit procedures included determining whether the supplemental schedule reconciles to the financial statements or the underlying accounting and other records, as applicable, and performing procedures to test the completeness and accuracy of the information presented in the supplemental information. In forming our opinion on the supplemental information in the accompanying schedule, we evaluated whether the supplemental information, including its form and content, is presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. In our opinion, the supplemental information in the accompanying schedule is fairly stated, in all material respects, in relation to the financial statements as a whole.

/s/ Anton Collins Mitchell LLP
Denver, Colorado
November 30, 2015

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Rio Tinto America Benefit Governance Committee
Kennecott Utah Copper Savings Plan for Represented Hourly Employees

We have audited the accompanying statement of net assets available for benefits of the Kennecott Utah Copper Savings Plan for Represented Hourly Employees (the “Plan”) as of December 31, 2010. This statement of net assets available for benefits is the responsibility of the Plan’s management. Our responsibility is to express an opinion on this statement of net assets available for benefits based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the statement of net assets available for benefits is free of material misstatement. The Plan is not required to have, nor were we engaged to perform an audit of its internal control over financial reporting. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan’s internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the statement of net assets available for benefits. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall statement of net assets available for benefits presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the statement of net assets available for benefits referred to above presents fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2010, in conformity with accounting principles generally accepted in the United States of America.

/s/ Tanner LLC

Salt Lake City, Utah
June 29, 2011

Kennecott Utah Copper Savings Plan for Represented Hourly Employees

Statements of Net Assets Available for Benefits

December 31, 2011 and 2010

		Restated 2011		2010
Investments at fair value (Notes 4 and 5):				
Plan interest in Rio Tinto America Inc. Savings Plan Trust	**$**	**51,187,474**	$	55,558,076
Dividends receivable		**37,814**		-
Net assets available for benefits, at fair value		**51,225,288**		55,558,076
Adjustment from fair value to contract value for fully benefit-responsive				
investment contracts held in the Rio Tinto America Inc.				
Savings Plan Trust (Note 3)		**(516,713)**		(63,598)
Net assets available for benefits	**$**	**50,708,575**	$	55,494,478

See Report of Independent Registered Public Accounting Firm and Notes to Financial Statements.

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Kennecott Utah Copper Savings Plan for Represented Hourly Employees

Statement of Changes in Net Assets Available for Benefits
For the Year Ended December 31, 2011

		Restated
Investment results (Note 4):		
Plan interest in Rio Tinto America Inc. Savings Plan Trusts investment loss	$	(3,422,036)
Contributions:		
Participants		3,038,683
Participant rollovers		13,488
Employer		1,038,145
Total contributions		4,090,316
Benefits paid to participants		(3,778,549)
Administrative expenses		(211)
Net decrease before transfers		(3,110,480)
Transfers to the Rio Tinto America Inc. 401(k) Savings Plan and Investment Partnership		
Plan (Note 1)		(1,675,423)
Net decrease after transfers		(4,785,903)
Net assets available for benefits:		
Beginning of the year		55,494,478
End of the year	$	50,708,575

See Report of Independent Registered Public Accounting Firm and Notes to Financial Statements.

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Kennecott Utah Copper Savings Plan for Represented Hourly Employees

Notes to Financial Statements

Note 1. Description of the Plan

The following description of the Kennecott Utah Copper Savings Plan for Represented Hourly Employees, now Kennecott Utah Copper Savings Plan for Represented Employees (the Plan or the KUC Plan), provides only general information. Participants should refer to the plan document, summary plan description and union agreement for a more complete description of the Plans provisions.

General: The Plan is a defined contribution plan covering all full-time hourly employees who are represented by or included in a collective bargaining unit of Kennecott Utah Copper, LLC and its affiliates (collectively, the Company or the Employer), as defined in the plan document. Eligible employees can participate in the Plan the first day of the calendar month after completing three months of continuous service. New hires will be enrolled automatically in the Plan at a before-tax contribution rate of four percent of eligible compensation with a Company matching contribution equal to 50 percent of that amount not to exceed six percent of the Participants Basic Pay. New hires have the option of electing out of the automatic enrollment at any time after they are eligible for the Plan. Any election to opt out of the automatic enrollment after the effective date will not affect any previously made contributions. The automatic enrollment provisions do not apply to eligible employees of Kennecott Barneys Canyon Mining Company.

Kennecott Utah Copper, LLC is an indirect, wholly owned subsidiary of Rio Tinto America Inc., which is an indirect, wholly owned subsidiary of Rio Tinto plc (the Parent). The Plan has appointed State Street Bank & Trust Company (State Street or Plan Trustee) to be the trustee of the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

The Plan is part of Rio Tinto America, Inc. Savings Plan Trust (the Master Trust), whose assets are held with State Street. The Master Trust was established July 12, 2010, to hold the qualified defined contribution investment assets of the Plan and certain other benefit plans sponsored by Rio Tinto America Holdings Inc. (and its subsidiaries).

Contributions: Participants may elect, under a salary reduction agreement, to contribute to the Plan an amount not less than one percent and not more than 19 percent of their eligible compensation on a before-tax basis through payroll deductions. Before-tax contributions are limited by the Internal Revenue Code (IRC), which established a maximum contribution of $16,500 ($22,000 for participants over age 50) for the year ended December 31, 2011.

The Company matches the participants contributions to the Plan at 50 percent, up to the first six percent of their eligible compensation. Matching contributions are recorded on the date the related participant contributions are withheld.

Rollovers: An employee can make rollover contributions from another qualified plan or an individual retirement account (IRA) if certain criteria are met as set forth in the Plan Document.

Participant accounts: Each participants account is credited with the participants contributions, the Companys matching contributions, an allocation of the plan earnings (losses), and administrative expenses. Allocations are based on participant earnings (losses) or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participants vested account.

Participant-directed options for investments: Participants have the option to allocate plan contributions among several investment options, including common stock of the Parent in the form of a unitized fund with American Depositary Receipts (ADRs) (the Company Stock Fund or Employer Stock Fund or the Rio Tinto ADR Stock Fund).

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Kennecott Utah Copper Savings Plan for Represented Hourly Employees

Notes to Financial Statements

Note 1. Description of the Plan (Continued)

All choices vary in types of investments, rates of return and investment risk. Participants may elect to have all or part of their account balances and future contributions invested in one fund, transferred to another fund, or in any combination.

Vesting: Participants are immediately vested in their contributions plus actual earnings (losses) thereon. Vesting in the Company's matching contribution is based on years of continuous service. A participant is 100 percent cliff vested after three years of credited service or at time of death or attainment of age 65.

Payment of benefits: Upon termination, retirement, death or becoming permanently disabled, participants or their beneficiaries may elect to receive lump-sum or rollover distributions in an amount equal to the value of the participants' vested interests in their accounts. If a participant terminates employment and the participant's account balance is less than $1,000, the Plan Administrator will authorize the benefit payment in a single lump sum without the participant's consent. During employment, participants may withdraw account balances for financial hardship and other in-service withdrawals, as defined.

Transfers: Company employees not represented by a collective bargaining unit (nonunion employees) participate in the Rio Tinto America Inc. 401(k) Savings Plan and Investment Partnership Plan (the "RTAI Plan"). If employees change from nonunion to union status during the year, or vice versa, their account balances are transferred within the Master Trust between the Plan and the RTAI Plan.

Forfeitures: Forfeitures are used to reduce future Company contributions. At December 31, 2011 and 2010, forfeited nonvested accounts were approximately $12,000 and $8,000, respectively. No Company contributions were reduced by forfeitures for the year ended December 31, 2011.

Note 2. Summary of Significant Accounting Policies

Basis of presentation: The financial statements of the Plan reflect transactions on the accrual basis of accounting.

Use of estimates: The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires plan management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and disclosures of contingent assets and liabilities and changes therein, at the date of the financial statements, and additions and deductions during the reporting period. Actual results could differ from those estimates.

Risks and uncertainties: The Master Trust invests in various investment securities. Investment securities are exposed to various risks, such as interest rate, market, currency exchange rate, and credit risks. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

Investment valuation and income recognition: Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Rio Tinto America Inc. Savings Plan Investment Committee determines the Plan's valuation policies utilizing information provided by the investment advisers and Plan Trustee. See Note 5 for a discussion of fair value measurements.

Kennecott Utah Copper Savings Plan for Represented Hourly Employees

Notes to Financial Statements

Note 2. **Summary of Significant Accounting Policies (Continued)**

Interest income is recorded on the accrual basis, and dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes gains and losses on investments bought and sold as well as held during the year. Realized gains and losses related to sales of investments are recorded on a trade-date basis. Investment income (loss) and expenses are allocated to the Plan based upon its pro rata share in the net assets of the Master Trust.

Payments of benefits: Benefits are recorded when paid by the Plan.

Contributions: Employee contributions and related employer contributions are recognized in the period during which the Company makes payroll deductions from the participant's compensation.

Administrative expenses: The Company pays the majority of costs and expenses incurred in administering the Plan. The Company provides accounting and other services for the Plan at no cost to the Plan. All other expenses related to administering the Plan were paid by the Company, and were excluded from these financial statements.

The Master Trust has several fund managers that manage the investments held by the Plan. Fees for investment fund management services are included as a reduction of the return earned on each fund. In addition, during the year ended December 31, 2011, the Company paid all investment consulting fees related to these investment funds.

The fees related to transaction costs associated with the purchase or sale of Rio Tinto plc common stock ADRs are paid by the participants.

Subsequent events: The Plan Administrator has evaluated subsequent events through the date the financial statements were issued. See Note 12.

New accounting pronouncements: In May 2011, the Financial Accounting Standards Board issued updated accounting guidance related to fair value measurements and disclosures that result in common fair value measurements and disclosures between U.S. GAAP and International Financial Reporting Standards. This guidance includes amendments that clarify the application of existing fair value measurement requirements, in addition to other amendments that change principles or requirements for measuring fair value and for disclosing information about fair value measurements. This guidance is effective for annual periods beginning after December 15, 2011. This was adopted in future periods as required and did not have a significant effect on the Plan's financial statements or disclosures.

Pending accounting pronouncements: In 2012, the Financial Accounting Standards Board issued ASU 2012-04, *Technical Corrections and Improvements,* which includes technical corrections and improvements related to fair value measurements and has been issued, which the Plan or Master Trust adopted in a future period, as the effective date is for fiscal periods beginning after December 15, 2012, and did not have a significant effect on the Plan's financial statements or disclosures.

Kennecott Utah Copper Savings Plan for Represented Hourly Employees

Notes to Financial Statements

Note 2. **Summary of Significant Accounting Policies (Continued)**

In May 2015, the Financial Accounting Standards Board issued Accounting Standards Update 2015-07 which provides new guidance under Topic 820, *Fair Value Measurements, Disclosures for Investments in Certain Entities that Calculate Net Asset Value per Share (or Its Equivalent).* The update removes the requirement to categorize within the fair value hierarchy all investments for which fair value is measured using the net asset value (NAV) per share as a practical expedient. The update also removes the requirement to make certain disclosures for all investments that are eligible to be measured at fair value using the NAV per share as a practical expedient. Rather, those disclosures are limited to investments for which the entity has elected to measure the fair value using that practical expedient. This update is effective for all nonpublic entities for fiscal years beginning after December 15, 2016 and must be applied retrospectively with early adoption permitted. The adoption of this guidance is not expected to have a material effect on the Plans financial statements.

In July 2015, a pronouncement was issued that provides guidance on certain aspects of the accounting for employee benefit plans. The new pronouncement is a three-part standard which (1) requires an employee benefit plan to use contract value as the only measurement amount for fully benefit-responsive investment contracts, (2) simplifies and increases the effectiveness of plan investment disclosure requirements, and (3) provides employee benefit plans with a measurement-date practical expedient. The guidance is effective for fiscal years beginning after December 15, 2015, and must be applied prospectively. The Company is currently evaluating the impact this guidance will have on the Plans financial statements.

Note 3. Fully Benefit-Responsive Investment Contracts

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. As required, the statements of net assets available for benefits present the adjustment of the Plans interest in the fully benefit-responsive investment contracts from fair value to contract value. The statement of changes in net assets available for benefits is prepared on a contract value basis for fully benefit-responsive investment contracts.

At December 31, 2011, the Master Trusts investments include the Invesco Stable Value Trust (Invesco SVT), a collective investment trust. The Invesco Stable Value Trust is invested in the following:

- A money market fund;
- Fully benefit-responsive synthetic guaranteed investment contracts (synthetic GICs); and
- Fully benefit-responsive traditional guaranteed investment contracts (traditional GICs).

At December 31, 2010, the Master Trusts investments include the Dwight Stable Value Fund (Dwight SVF), a separately managed stable value fund. The Dwight Stable Value Fund was invested in the following:

- A government short-term investment fund; and
- Fully benefit-responsive synthetic guaranteed investment contracts (synthetic GICs) as follows:
  - o Dwight Managed Target 2, no specified maturity date, 1.95%;
  - o Dwight Managed Target 2, no specified maturity date, 1.49%; and
  - o Dwight Managed Target 2, no specified maturity date, 2.08%.

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Kennecott Utah Copper Savings Plan for Represented Hourly Employees

Notes to Financial Statements

Note 3. Fully Benefit-Responsive Investment Contracts (Continued)

Synthetic GICs provide for a guaranteed return on principal over a specified period of time through fully benefit-responsive wrap contracts, which are secured by underlying assets. The fair value of the wrap contracts is determined based on the change in the present value of each contracts replacement cost. Both the Invesco SVTs and Dwight SVFs wrapper contracts are with high-quality insurance companies or banks. The Invesco SVT contracts have an element of risk due to lack of a secondary market and resale restrictions, resulting in the inability of the Invesco SVT to sell a contract. They also may be subject to credit risk based on the ability of the wrapper providers to meet their obligations of the contract.

The Dwight SVFs wrappers have underlying assets whose value, liquidity and related income are sensitive to changes in economic conditions and may be adversely affected by shifts in the markets perception of the issuers and changes in interest rates. The assets underlying the Dwight SVF wrap contracts include diversified bond portfolios. These bond portfolios include investments in securities with contractual cash flows, such as asset backed securities, collateralized mortgage obligations and commercial mortgage backed securities, including securities backed by subprime mortgage loans.

In 2010, the Plans investment committee made the decision to liquidate assets held within the Dwight Asset Management Group, and transfer assets to Invesco to offer one large pool of funds instead of multiple smaller pools. The investment committee chose to wait until early 2011 to liquidate the assets in order to avoid losses on any of the underlying investments (aiming for $1 unit value). There were minimal exit fees paid as part of the liquidation and transfer of assets to the Invesco Stable Value Trust in 2011.

Traditional GICs provide for a guaranteed interest rate for a specified time. Interest is accrued on either a simple interest or fully compounded basis and paid either periodically or at the end of the contract term. The issuer guarantees that all qualified participant withdrawals will occur at contract value (principal plus accrued interest).

The crediting interest rates of all the synthetic GIC contracts are based on agreed-upon formulas with the issuing third-party, as defined in the contract agreement but cannot be less than zero. The crediting interest rates for Invesco SVT synthetic GICs is typically reset on a monthly or quarterly basis according to the contract, and Dwight SVF synthetic GICs are reset on a quarterly basis. Crediting interest rates are based on the level of market interest rates, the amount and timing of participant contributions, transfers, and withdrawals into/out of the wrapper contract, the investment returns generated by the fixed income investments that back the wrapper contract, and the duration of the underlying fixed income investments backing the wrapper contract. Realized and unrealized gains and losses on the underlying investments are amortized over the duration of the underlying investments through adjustments to the future contract interest crediting rate.

The fair value of the investment contracts relative to the contract value are reflected in the statements of net assets available for benefits as adjustment from fair value to contract value for fully benefit-responsive investment contracts held in the Rio Tinto America Inc. Savings Plan Trust (adjustment). This adjustment is only calculated annually for financial statement reporting purposes.

If the adjustment is positive, this indicates that the contract value is greater than the fair value. The embedded losses will be amortized in the future through a lower interest crediting rate than would otherwise be the case. If the adjustment is negative, this indicates that the contract value is less than the fair value. The embedded gains will cause the future interest crediting rate to be higher than it otherwise would have been. An adjustment is reflected in the Plans statements of net assets available for benefits as of December 31, 2011 and 2010 in the amount of $(516,713) and $(63,598) respectively, which represents the Plans proportionate share of the investment in the Stable Value Funds held within the Master Trust.

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Kennecott Utah Copper Savings Plan for Represented Hourly Employees

Notes to Financial Statements

Note 3. Fully Benefit-Responsive Investment Contracts (Continued)

These wrap contracts provide withdrawals and transfers at contract value but are funded through the market value liquidation of the underlying investments, which also impacts the interest crediting rate.

Certain events may limit the ability of the Plan to transact at contract value with the issuer of stable value funds. Such events include: (1) termination of the Plan, (2) material adverse amendment to the provisions of the Plan, the Plans loss of qualified status, or material breaches of responsibilities which are not cured, (3) the employer elects to withdraw from a wrapper contract in order to switch to a different investment provider, (4) in terms of a successor plan, does not meet the contract issuers underwriting criteria for issuance of a clone wrapper contract. The Plan Administrator does not believe that the occurrence of any such event, which would limit the Plans ability to transact at contract value, is probable.

Absent any events described in the previous paragraph, GICs do not permit issuers to terminate the agreement prior to the scheduled maturity date.

Average duration for all investment contracts held in the stable value funds was 2.58 years and 1.02 years as of December 31, 2011 and 2010, respectively. Average yield for all fully benefit-responsive contracts for the years ended December 31, 2011 and 2010 were as follows:

	2011	2010
Average yields:		
Based on actual earnings	2.01 %	0.81 %
Based upon the interest rate credited to participants	2.05 %	1.02 %

Note 4. Plan Interest in the Rio Tinto America, Inc. Savings Plan Trust

The Plans investments are included in the investments of the Master Trust. Each participating retirement plan has a divided interest in the Master Trust (based on the investment direction by plan participants in the various investment options offered through the Master Trust). The value of the Plans interest in the Master Trust is based on the beginning of year value of the Plans interest in the Master Trust plus actual contributions and allocated investment income (loss) less actual distributions and allocated administrative expenses. Investment income (loss), investment management fees and other direct expenses relating to the Master Trust are allocated to the individual plans based on the average daily balances. The Plans interest in the Master Trust was 9.3 percent and 10.1 percent as of December 31, 2011 and 2010, respectively. The Master Trust also includes the investment assets of the following retirement plans:

- RTAI Plan,
- U.S. Borax Inc. 401(k) Savings & Retirement Contribution Plan for Represented Hourly Employees (the Borax Plan), and
- Rio Tinto Alcan 401(k) Savings Plan for Former Employees (the Rio Tinto Alcan Plan).

Kennecott Utah Copper Savings Plan for Represented Hourly Employees

Notes to Financial Statements

Note 4. Plan Interest in the Rio Tinto America, Inc. Savings Plan Trust (Continued)

The following is a summary of the Master Trust assets, the Plans divided interest in the assets of the Master Trust, and the Plans divided interest percentage ownership of the Master Trust assets as of December 31, 2011 and 2010:

	December 31, 2011		
	Master Trust Assets	Plan's Interest in Master Trust **Restated**	Plan's Percent Interest in Master Trust
Investments at fair value:			
Mutual funds	$ 330,260,110	$ 26,099,697	7.9
Stable value fund: collective investment trust	168,540,619	17,137,320	10.2
Rio Tinto plc common stock ADRs	48,415,371	7,926,395	16.4
Interest-bearing cash	2,156,593	24,062	1.1
Net assets available for benefits, at fair value	549,372,693	51,187,474	9.3
Adjustment from fair value to contract value for			
fully benefit-responsive investment contracts	(5,081,722)	(516,713)	10.2
Net assets available for benefits	$ 544,290,971	$ 50,670,761	9.3

	December 31, 2010		
	Master Trust Assets	Plan's Interest in Master Trust	Plan's Percent Interest in Master Trust
Investments at fair value:			
Mutual funds	$ 286,709,808	$ 23,349,311	8.1
Stable value fund:			
Short-term Investment Fund	79,427,324	8,970,105	11.3
Synthetic GICs:			
Fixed-income securities	74,721,078	8,319,005	11.1
Short-term Investment Fund	3,194,540	355,661	11.1

Common collective fund	37,664,113	3,793,388	10.1
Rio Tinto plc common stock ADRs	67,720,026	10,770,606	15.9
Net assets available for benefits, at fair value	549,436,889	55,558,076	10.1
Adjustment from fair value to contract value for			
fully benefit-responsive investment contracts	(57,995)	(63,598)	109.7
Net assets available for benefits	$ 549,378,894	$ 55,494,478	10.1

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Kennecott Utah Copper Savings Plan for Represented Hourly Employees

Notes to Financial Statements

Note 4. Plan Interest in the Rio Tinto America, Inc. Savings Plan Trust (Continued)

The net investment loss of the Master Trust for the year ended December 31, 2011, is summarized as follows:

		Restated
Interest and dividends:		
Mutual funds	$	2,233,820
Rio Tinto plc common stock ADRs		1,075,696
Stable value fund		3,027,306
Interest-bearing cash		377
Net appreciation (depreciation) in fair value of investments:		
Mutual funds		(10,705,682)
Rio Tinto plc common stock ADRs		(20,536,646)
Total investment loss, prior to expenses	$	(24,905,129)

The following are changes in net assets for the Master Trust for the year ended December 31, 2011:

		Restated
Investment results:		
Net depreciations in fair value of investments	$	(31,242,328)
Interest and dividends		6,337,199
Administrative expenses		(7,806)
Net investment results		(24,912,935)
Net transfers		19,825,012
Decrease in net assets		(5,087,923)
Net assets:		
Beginning of year		549,378,894
End of year	$	544,290,971

Kennecott Utah Copper Savings Plan for Represented Hourly Employees

Notes to Financial Statements

Note 4. Plan Interest in the Rio Tinto America, Inc. Savings Plan Trust (Continued)

The following table presents the investments that represent five percent or more of the Master Trust’s net assets and the Plan’s share of investments in the Master Trust that represent five percent or more of the Plan’s net assets as of December 31, 2011 and 2010:

	December 31, 2011 Master Trust	2011 Plan	2010 Master Trust	2010 Plan	
Invesco Stable Value Trust	$ 168,540,619	$ 17,137,320	*	*	
Dwight Stable Value Fund SSGA Government STIF	*	*	$ 79,427,324	$ 8,970,105	
Dwight Stable Value Fund Dwight Target 2 Fund	*	*	77,915,618	$ 8,674,666	
Vanguard Institutional Index Class I Shares	43,086,458	3,828,000	*	*	
Rio Tinto plc common stock ADRs	48,415,371	7,926,395	67,720,026	Santa Ana, CA	129,000
Gulfport, MS				4,800	
Tampa (Online), FL				65,100	
Tampa (Regional), FL				7,300	
Tempe (Online), AZ				37,300	
Washington, DC				2,300	
Total Square Footage for U.S. Properties				4,193,700	

Canadian Schools and Colleges	**Opened/Acquired**	**Principal Curricula**	**Square Footage**
Everest College of Business, Technology and Health Care, Barrie, Ontario	08/19/2003	HC, B, CJ, IT	14,200
Everest College of Business, Technology and Health Care, Brampton, Ontario	08/19/2003	HC, B, CJ, IT	15,500
Everest College of Business, Technology and Health Care, College Park, Ontario	08/19/2003	HC	29,000
Everest College of Business, Technology and Health Care, Hamilton (Mountain), Ontario	08/19/2003	HC, CJ, IT	18,500
Everest College of Business, Technology and Health Care, Hamilton (City Center), Ontario	08/19/2003	B, HC, IT, CJ	7,800
Everest College of Business, Technology and Health Care, Kitchener, Ontario	08/19/2003	B, HC, CJ, IT	12,600
Everest College of Business, Technology and Health Care, London, Ontario	08/19/2003	HC, IT, B, CJ	12,200
Everest College of Business, Technology and Health Care, Mississauga, Ontario	08/19/2003	HC, B, IT, CJ, OTH	30,400
Everest College of Business, Technology and Health Care, Newmarket, Ontario	08/19/2003	HC, B, CJ, IT	14,100
Everest College of Business, Technology and Health Care, North York Ontario	08/19/2003	HC, B, CJ	17,900

Everest College of Business, Technology and Health Care, Ottawa (West-Nepean), Ontario	08/19/2003	HC, B, IT, CJ, OTH	17,400
Everest College of Business, Technology and Health Care, Ottawa (East), Ontario	08/19/2003	HC, B, IT, CJ, OTH	32,700
Everest College of Business, Technology and Health Care, Scarborough, Ontario	08/19/2003	HC, B, IT, CJ	17,500
Everest College of Business, Technology and Health Care, Sudbury, Ontario	08/19/2003	B, HC, CJ, IT	15,200
Everest College of Business, Technology and Health Care, Toronto (Central), Ontario	08/19/2003	B, HC, IT, CJ, OTH	25,100
Everest College of Business, Technology and Health Care, Thunder Bay, Ontario	08/19/2003	HC, B, IT, CJ	10,800
Everest College of Business, Technology and Health Care, Windsor, Ontario	08/19/2003	HC, B, CJ, IT	12,400
Everest College of Business, Technology and Health Care Campus Support Center	08/19/2003		9,300
Total Square Footage for Canadian Properties			312,600

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Canadian Schools and Colleges	Opened/Acquired	Principal Curricula	Square Footage
Total Square Footage for All Properties			4,506,300

(1) OTH means Other and includes programs such as, travel and hospitality, video/film production, plumbing, electrical, HVAC, and other trades as well as other miscellaneous programs.
(2) Indicates owned properties.
(3) Accrediting Council for Continuing Education and Training
(4) Accrediting Council for Independent Colleges and Schools
(5) Accrediting Commission of Career Schools and Colleges of Technology
(6) North Central Association Higher Learning Commission
(7) Accrediting Bureau of Health Education Sciences

Marketing and Recruitment

We employ a variety of methods to attract applicants who will benefit from our programs and achieve success in their chosen careers. The methods include a variety of direct response marketing techniques to generate leads of potential applicants for our schools. Our marketing department generated approximately 2.2 million leads in the United States and Canada in fiscal 2008, primarily through television, internet, direct mail, newspaper, and yellow pages. The effectiveness of these marketing campaigns is dependent upon timely and accurate lead tracking. To that end, we operate a call center for our U.S. campuses at our main office in California, as well as an outsourced overflow call center, and we have an outsourced call center in Canada for our Canadian operations.

The call centers are staffed by a team of operators who receive incoming calls from prospective students attracted to our programs. These trained operators enter relevant data on each prospect into our management information system during the call and then transfer the prospective student to the appropriate school.

Our marketing agencies have access to our management information database and are provided with real time information on the effectiveness of individual campaigns. This allows them to identify leads generated by specific commercials and spot times. The agencies consult with our marketing department to adjust schedules for advertisements depending on our needs and the effectiveness of the particular advertisements. Since approximately 51% of our marketing budget is spent on television and newspaper advertisements, the availability of timely and accurate lead information is critical to the leads generation process. For the year ended June 30, 2008, approximately 26% of our new student enrollments were generated through television, newspaper and yellow pages marketing, 33% were generated from the Internet, 27% were generated through referrals, 4% were generated through direct mail, and 10% were generated through a variety of other methods.

National Branding

Over the last two fiscal years we have consolidated multiple brand names to increase our company s overall visibility and gain the marketing efficiencies associated with national advertising. As of June 30, 2008 all of our schools except for one operated under one of two national brands, Everest or WyoTech. The Everest brand was recently developed by the Company, and WyoTech is a well-established brand in automotive training. As of June 30, 2008, 99 out of 106 schools were operating under the new Everest brand, and 6 schools were operating under the WyoTech brand. As a result of brand consolidation, in the fourth quarter of fiscal 2007 we recognized an impairment charge of $4.5 million for trade names that will no longer be in use.

Admissions

As of June 30, 2008, we employed approximately 1,400 admissions representatives who work directly with prospective students to facilitate the admissions process. These representatives interview and advise students interested in specific careers and are a key component of our effort to generate interest in our educational services. We conduct quarterly student satisfaction surveys at our campuses in the United States in which students have consistently given high marks to our admissions personnel for helpfulness, courtesy and accuracy of information. Because our success is highly dependent on the efficiency and effectiveness of our admissions process, we invest considerable resources to train our admissions representatives in product knowledge, regulatory compliance, and customer service. We also employ various admissions supervisory and monitoring programs, and conduct student surveys which help us ensure compliance with both government regulations and our corporate policies.

One of our objectives in the admissions process is to identify students who have the ability to succeed in our schools. The majority of prospective students must pass a standardized admissions test. Most of our colleges in the United States accept non-high school graduates who can demonstrate an ability to benefit (ATB students) from the program by passing certain tests which are required by the ED. We believe that ATB students can successfully complete many of our diploma programs and our colleges have demonstrated success in graduating and placing these students over the years. As of June 30, 2008, ATB students accounted for approximately 21.5% of total enrollments in our U.S. schools.

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Placement

Graduate placement outcomes are critical to our colleges reputations and their ability to continue to successfully recruit new students. We maintain a career services department at each college and, as of June 30, 2008, employed approximately 390 individuals in this capacity. We require our career services personnel to work with students from the time they begin their courses of study until they are successfully placed in jobs for which they are trained. Our career services departments assist students with resumes, help them develop a professional demeanor, conduct practice interview sessions, and identify prospective employers for the colleges graduates. Overall, we believe the efforts we devote to place our graduates have achieved excellent results.

Our colleges endeavor to obtain information regarding their students employment following graduation. The reliability of that information depends, to a large extent, on the completeness and accuracy of the data provided to our colleges by graduates and their employers. Additionally, a dedicated team at the campus support center conducts a verification process to check the accuracy of the placement information gathered by our campuses. Based on information received from these groups of people, we believe that approximately 83.7% of our graduates in calendar year 2007 who were available for placement have been placed in a job for which they were trained as calculated based on accrediting agency standards. The various accrediting agencies evaluate placement rates by individual institution and program, and have different requirements regarding which students are considered available for placement. In defining the graduate cohort group for the purpose of calculating placement rates, certain accrediting agencies may exclude, for example, graduates who are continuing their education, are in active military service or are deceased or disabled, and foreign students who are ineligible to work in the U.S. after graduation. Where applicable, we have also excluded those graduates in our calculation of students available for placement and the graduate placement rate.

Tuition

Typical tuition rates for our diploma programs in the U.S. and Canada range from $3,600 to $32,000, depending upon the nature and length of the program. Tuition for degree programs is charged on a credit hour basis and varies by college, typically ranging from $225 to $405 per undergraduate credit hour, depending upon the program of study. Tuition for graduate programs ranges from $435 to $500 per credit hour. On average, an undergraduate degree candidate can expect tuition of approximately $9,600 per academic year, while a master s degree candidate can expect tuition of approximately $11,400 per academic year. In addition to tuition, students may be required to purchase textbooks and other supplies as part of their educational programs. We anticipate increasing tuition based on the market conditions prevailing at our individual colleges.

If a student fails to complete the period of enrollment (such as a quarter, semester, academic year, or program), the institution may be required to refund tuition previously collected to the originating or disbursing agency or to the student directly, depending on the source of the funds. Refunds are calculated in accordance with the applicable federal, state, provincial or institutional refund policies.

Campus Administration

We establish policies at our campus support center office, implement these policies, and monitor the performance of our schools through the coordination of the president and chief operating officer, the division presidents and general managers, our regional vice presidents of operations, the regional vice presidents of admissions, and their respective support staffs and through our internal audit department. The college presidents have the responsibility for the day-to-day operation of the schools. Each U.S. college generally employs the following management personnel which report to the college president:

- an academic dean or education director;
- an admissions director;
- a career services director;
- a finance director, and

a business manager (where total students enrolled justify this level of support).

Our schools in Canada are typically smaller and thus employ a smaller management team. As each school s enrollment grows, additional management may be added.

Campus support center personnel manage several key functions, including accounting, information technology, student financial services, career services support, marketing, curriculum development, staff training, the call center, legal, treasury, internal audit, human resources, payroll, purchasing, real estate, and accreditation and licensing. Among the principal oversight functions performed by campus support center personnel (in cooperation with our division, region and college management) are the annual operating

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budget, strategic planning and forecasting processes. These processes establish goals for each college, assist in implementing strategies and establish performance expectations and corresponding incentives. Our senior management team monitors operating performance and profitability of each college and has established periodic communication with the college presidents to review key performance indicators such as lead flow, starts, student population, retention, placement, compliance and other operating results to determine the proper course of action.

Competition

The post-secondary education market in the United States, consisting of approximately 6,900 accredited institutions, is highly fragmented and competitive, with no institution having a significant market share. Many of the programs offered by our colleges are also offered by public and private non-profit institutions, as well as by many of the approximately 2,800 private, for-profit colleges and schools. The post-secondary education market in Canada is also highly fragmented. Typically, the tuition charged by public institutions is less than tuition we charge for comparable programs because public institutions receive state subsidies, donations and government research and other grants that are not available to our colleges. However, tuition at other private non-profit institutions is often higher than the tuition charged at our colleges.

We compete in most markets with other private, for-profit institutions offering similar programs. We believe our supportive learning environment, smaller class sizes, large national scale, and our faculty, our facilities, and our emphasis on student services and placement allows us to compete effectively. In addition, many of our colleges have been operating in their markets for many years, which has led to a substantial number of graduates who are working in the community and validate the quality of the colleges programs.

Facilities

Our campus support center office is located in Santa Ana, California and our 106 campuses as of June 30, 2008, are located in 24 states and in the province of Ontario, Canada. Each campus provides our students with lecture halls, instructional labs, libraries, Internet access and other facilities.

We actively monitor the capacity at our facilities and the expected future facilities capacity required to accommodate campus growth initiatives. We provide for expansion and future growth at each campus through relocations to larger facilities and by expanding or remodeling existing facilities. From the beginning of fiscal 2004 through fiscal 2008, approximately 24% of the campuses have been relocated and an additional approximately 85% of total campuses have been either expanded or remodeled. The following table reflects the number of campuses added, closed or combined, and the number of campuses that have been relocated, enlarged or remodeled during each of the last five fiscal years ended and has been updated to reflect solely continuing operations:

	2008	2007	2006	2005	2004
Opened					
Acquired	0	0	0	1	72
Branched	0	0	3	5	10
Closed, combined or sold	0	2	17	12	23
Campuses at year end	106	106	108	122	128
Relocated	2	2	6	10	5
Enlarged or remodeled	10	6	12	32	30

All but four of our facilities are leased. In addition, we lease our campus support center offices. Most of our leases have primary terms between 5 and 10 years with options to extend the lease, at our election.

Management and Employees

Our company is led by Jack D. Massimino, Chief Executive Officer, Chairman of the Board, and Peter C. Waller, President and Chief Operating Officer. They are assisted by the other executive officers of the Company: Kenneth S. Ord, Beth A. Wilson, William B. Buchanan, Mark L. Pelesh, Stan A. Mortensen, Robert C. Owen, and David A. Poldoian. In addition to the executive officers, our management team includes other vice presidents and senior vice presidents who provide supervision of various functional areas and the presidents of our operating divisions. As of June 30, 2008, we had approximately 10,000 employees in the U.S. and Canada, of whom approximately 3,930 were part-time and approximately 640 were employed at or assigned to our campus support center and regional offices.

Faculty

The faculty members at our colleges are industry professionals and hold appropriate credentials in their respective disciplines. We choose faculty who possess the requisite academic and experiential qualifications and who we believe will be successful in working with our students and encourage them to pursue professional development activities to enhance their functional and

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classroom skills. We believe the skill and dedication of our faculty is critical to the academic and professional success of our students. As of June 30, 2008, we employed 3,463 faculty in the United States and Canada, 1,161 of whom were full-time employees. Faculty represents approximately 34% of our employees.

Available Information

Free copies of our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and any amendments to those reports may be obtained through our website at www.cci.edu, or by contacting our investor relations department after such reports are electronically filed with or furnished to the Securities and Exchange Commission (SEC). Our website address is provided solely for informational purposes. We do not intend, by this reference, that our website or any of the information contained therein should be deemed to be part of, or incorporated into, this Annual Report.

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EXECUTIVE OFFICERS OF THE REGISTRANT

Set forth below are the name, ages, titles and present and past positions of the persons serving as executive officers of the Company as of August 23, 2008, as well as other significant employees of the Company as defined under Item 401(c) of Regulation S-K:

Names	Ages	Positions
Jack D. Massimino	59	Chief Executive Officer, Chairman of the Board
Peter C. Waller	54	President and Chief Operating Officer
Kenneth S. Ord	62	Executive Vice President and Chief Financial Officer
Beth A. Wilson	56	Executive Vice President, Operations
William B. Buchanan	42	Executive Vice President, Marketing
Mark L. Pelesh	54	Executive Vice President, Legislative and Regulatory Affairs
Stan A. Mortensen	41	Senior Vice President, General Counsel and Corporate Secretary
Robert C. Owen	47	Senior Vice President and Chief Accounting Officer
David A. Poldoian	55	Chief Business Development Officer

Jack D. Massimino, became our Chief Executive Officer in November 2004. He was appointed Chairman of the Board in August 2008. He was previously a member of the Board of Directors and a member of the Audit and Compensation Committees of the Board. Prior to joining our company, Mr. Massimino was retired and managed his personal investment portfolio. Previously, he was President and Chief Executive Officer of Talbert Medical Management Corporation, a publicly traded physician practice management company from 1995 through late 1997. Prior to his association with Talbert, Mr. Massimino was Executive Vice President and Chief Operations Officer of FHP International Corporation, a multi-state, publicly-traded HMO, with revenues of approximately $4 billion at the time of his service. He also served in other executive positions after joining FHP in 1988, including Senior Vice President and Vice President, Corporate Development. Prior to such time, Mr. Massimino held other executive positions in the healthcare field starting in the mid-1970 s. He received a Bachelor of Arts in Psychology from California Western University and earned a Master s Degree in Management from the American Graduate School for International Management.

Peter C. Waller, became our President and Chief Operating Officer in February 2006. Mr. Waller has a 30-year career that includes expertise in marketing, operations and finance. Prior to joining the Company, he served as CEO and then as Executive Partner at ThreeSixty Sourcing, Inc. from 2001 to 2006. Previously he was President of Taco Bell from 1997 to 2000. He first joined Taco Bell in 1996. Prior to his experience at Taco Bell, Mr. Waller spent six years at Kentucky Fried Chicken of PepsiCo where he went from Managing Director for Western Europe, to Marketing Director for the South Pacific based in Sydney, Australia, and finally, to Chief Marketing Officer for KFC in the United States. He began his marketing career in 1975 at Procter and Gamble, United Kingdom, serving as a brand manager in the personal care products category and was later recruited to Gillette in 1981. Mr. Waller holds a Master of Arts degree in Modern History from St. Catherine s College of Oxford University.

Kenneth S. Ord became our Executive Vice President and Chief Financial Officer in February 2005. Mr. Ord brings more than 30 years of financial experience to his position from publicly traded companies in the healthcare, staffing services and automotive industries. Mr. Ord was the Chief Financial Officer at Alliance Imaging, Inc. from 1998 to 2004. Previously he was the Chief Financial Officer of Talbert Medical Management Corporation during 1997 and he was the Chief Financial Officer of FHP International Corporation from 1994 to 1997. Prior to his experience at FHP, Mr. Ord held several successively responsible positions at Kelly Services Inc, including Treasurer, Controller and Vice President Finance. He began his career at Ford Motor Company, working in various financial roles, ranging from financial controls to profit analysis. Mr. Ord holds a Master s in Business Administration from Brigham Young University.

Beth A. Wilson has been employed by us since our inception in July 1995. She was promoted to Executive Vice President in July 2001 and oversees all operational support for accreditation and licensure, curriculum development and quality control, career services, human resources, real estate, facilities and purchasing. Previously, Ms. Wilson was Vice President of Operations from June 1998 to June 2001. Ms. Wilson was Regional Operations Director for Rhodes Colleges, Inc. from May 1997 to June 1998. From July 1995 to May 1997 she was Operations Director and Regional Operations Director for Corinthian Schools, Inc. Ms. Wilson was employed by NECI from 1991 to 1995, initially as Executive Director of its Capital Hill campus, then as Area Operations Manager. From 1990 to 1991, she was Vice President, Branch Operations for National College. She was employed by United Education and Software from 1984 to 1990, initially as Executive Director of a business school, then as Group Manager for four to fifteen locations and finally as Vice President, Administration. She was Scholarship Administrator for National University from 1982 to 1984 and Assistant Director of American Business College from 1976 to 1981. Additionally, between 1999 and 2003, and again starting in July 2008 to the present, Ms. Wilson has served as a Commissioner for ACCSCT. Ms. Wilson earned a Master s of Business Administration from National University and a Bachelor of Arts degree from California State College, Sonoma.

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William B. Buchanan became our Executive Vice President of Marketing in July 2004. From 2003 to 2004, Mr. Buchanan was employed by Greenpoint Mortgage, where he directed all retail marketing, with responsibility for direct marketing, internet marketing, advertising and branch marketing. From 1995 to 2002, Mr. Buchanan was employed by Providian Financial Corporation where he progressed through several senior marketing roles, including Vice President of Platinum Marketing, Senior Vice President of New Account Business, and Executive Vice President of New Channel and Product Development. Mr. Buchanan received a Bachelor of Arts in Political Science from the University of California, Berkeley.

Mark L. Pelesh became our Executive Vice President for Legislative and Regulatory Affairs in September 2003. Prior to joining our company, he was a partner in the firm of Drinker Biddle & Reath LLP in Washington, DC, where he was the head of the Education Law Group. His practice focused on federal and state laws and regulations and private accreditation requirements affecting postsecondary educational institutions. Prior to joining Drinker Biddle & Reath, Mr. Pelesh was a partner and associate in the firm of Cohn and Marks and an associate in the firm of Arnold & Porter, both of which are in Washington, DC. Mr. Pelesh received a Juris Doctorate degree from the Yale Law School in 1978 and a Bachelor of Arts degree with distinction and honors in History from Stanford University in 1975.

Stan A. Mortensen has served as our Senior Vice President, General Counsel and Corporate Secretary since August 2002. Prior to his appointment as Senior Vice President, Mr. Mortensen served as Vice President, General Counsel and Corporate Secretary starting in January 2000. Prior to that time, Mr. Mortensen was an attorney at the law firm of O Melveny & Myers LLP from March 1997 through December 1999, where his practice focused on securities law, corporate finance, mergers and acquisitions, and general corporate matters. From August 1994 through February 1997, Mr. Mortensen was an attorney at the law firm of Robins, Kaplan, Miller & Ciresi, where his practice focused on commercial litigation. Mr. Mortensen received a Juris Doctorate and a Bachelor of Arts in Political Science from Brigham Young University.

Robert C. Owen has served as our Senior Vice President and Chief Accounting Officer since February 2005. He joined Corinthian in 2004 as Vice President and Controller, and has more than 20 years experience in industry and public accounting. Previously, he served as Vice President, Controller for Princess Cruise Lines and as Assistant Controller for Royal Caribbean Cruises Ltd. Mr. Owen began his career at Deloitte & Touche, where he spent 11 years in successively responsible positions, both in the U.S. and Canada. Mr. Owen earned a B.B.A. degree in accounting from Florida Atlantic University. He obtained his license as a Certified Public Accountant in Florida in 1985 and as a Chartered Accountant in Ontario, Canada in 1994.

David A. Poldoian joined the Company in November 2004, as President and Chief Operating Officer of the Online Learning division. In January 2008, he was appointed Chief Business Development Officer. Prior to joining Corinthian, Mr. Poldoian spent nine years with the Anheuser-Busch Companies beginning in 1995, initially serving as President of its Eagle Snacks, Inc. division and later reporting directly to the Chairman and Chief Executive Officer. Mr. Poldoian was Vice President and Partner with Bain & Company, a strategic consulting firm, from 1986 to 1995. Mr. Poldoian completed a Bachelor of Arts degree at Tufts University, and earned a Master of Business Administration from Harvard Business School.

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GOVERNMENTAL REGULATIONS AND FINANCIAL AID

U.S. Regulations

Students attending our schools in the U.S. finance their education through a combination of family contributions, individual resources (including earnings from full or part-time employment), federal financial aid programs, and loans from the Company or third parties.

We estimate that during fiscal 2008 approximately 79.9% of our students in the U.S. received some federal Title IV financial aid. For fiscal 2008, approximately 81.0% of our revenues (on a cash basis) were derived from federal Title IV programs (as defined herein).

If any of our institutions were to lose its eligibility to participate in federal student financial aid programs, the students at that institution would lose access to funds derived from those programs and would have to seek alternative sources of funds to pay their tuition and fees. Students in the U.S. obtain access to federal student financial aid through an ED-prescribed application and eligibility certification process. Student financial aid funds are generally made available to students at prescribed intervals throughout their predetermined expected length of study. Students typically use the funds received from the federal financial aid programs to pay their tuition and fees. The transfer of funds from the financial aid programs is to the students, who then apply those funds to the cost of their education. The receipt of funds from federal financial aid programs reduces the students amount due to the institution, but does not affect the Company s revenue recognition.

In connection with the receipt of federal financial aid by our students, we are subject to extensive regulation by governmental agencies and licensing and accrediting agencies. In particular, the Higher Education Act of 1965, as amended (the HEA), and the regulations issued thereunder by the ED, subject us to significant regulatory scrutiny in the form of numerous standards that schools must satisfy in order to participate in the various federal financial aid programs under Title IV of the HEA (Title IV). Under the HEA, regulatory authority is divided among each of the following components: (i) the federal government, which acts through the ED; (ii) the accrediting agencies recognized by the ED; and (iii) state higher education regulatory bodies. Among other things, the HEA and ED regulations require each of our U.S. institutions to: (i) maintain a rate of default by its students on federally guaranteed loans that are below a specified rate; (ii) limit the proportion of its revenue (on a cash basis) derived from the Title IV programs; (iii) comply with certain financial responsibility and administrative capability standards; (iv) prohibit the payment of certain incentives to personnel engaged in student recruiting, admissions activities or the award of financial aid; and (v) achieve prescribed completion and placement outcomes for short-term programs. The regulations, standards and policies of the regulatory agencies frequently change, and changes in, or new interpretations of, applicable laws, regulations or standards could have material consequences for our accreditation, authorization to operate in various states, permissible activities, receipt of funds under Title IV programs and costs of doing business.

The federally guaranteed loans referred to by us are authorized by the HEA and are guaranteed ultimately by the U.S. Secretary of Education. The Title IV guaranteed loans are neither guaranteed by us, nor can such guaranteed loans become our obligation. Accordingly, we do not record an obligation to repay any of the Title IV guaranteed loans that are not repaid by our former students, and we do not record either a contingent obligation or an allowance for future obligations as a result of student defaults of federally guaranteed loans.

Rather, the ED regulations require that we maintain a rate of default by our former students on federally guaranteed, or funded student loans, that is below a specified rate, and pertain solely to our eligibility to participate in federal student financial aid programs. If an institution fails to maintain a Cohort Default Rate at or below a certain percentage threshold set by the HEA for three consecutive years, the institution could lose eligibility to participate in federal financial aid programs, and its students would lose access to the federally guaranteed student loan programs.

The ED regulations define an institution as a main campus and its additional locations, if any. As defined by the ED, our main campuses that have additional locations in the U.S. are as follows:

Main Campus(1)	Additional Locations
Everest College, Seattle, WA	Everest College, Fife, WA
	Everest College, Vancouver, WA
	Everest College, Tigard, OR
Everest College, Alhambra, CA	Everest Institute, Chelsea, MA

Everest College, Bremerton, WA	Everest College, Everett, WA Everest College, Tacoma, WA Everest College, St. Louis, MO
Everest College, Colorado Springs, CO	Everest College, McLean, VA

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Main Campus(1)	Additional Locations
Everest College, Gardena, CA	Everest Institute, Norcross, GA
Everest College, Ontario, CA	Everest Institute, Columbus, OH Everest Institute, Jonesboro, GA
Everest College, Phoenix, AZ	Everest College, Mesa, AZ
Everest College, Portland, OR	Everest College, Vancouver, WA Everest College, Dallas, TX Everest Institute, Silver Springs, MD
Everest College, Renton, WA	Everest College, Lynnwood, WA Everest Institute, Houston (Bissonnet), TX
Everest College, Reseda, CA	Everest Institute, Marietta, GA
Everest College, Salt Lake City, UT	Everest College, Fort Worth, TX
Everest College, San Francisco, CA	Everest College, Chicago, IL
Everest College, Skokie, IL	Everest College, Burr Ridge, IL
Everest College, Springfield, MO	Everest College, Ontario Metro, CA
Everest College, Thornton, CO	Everest College, Aurora, CO Everest College, Arlington, VA
Everest Institute, Brighton, MA	Everest College, North Aurora, IL
Everest Institute, Cross Lanes, WV	Everest Institute, Dekalb, GA Everest Institute, Eagan, MN
Everest Institute, Grand Rapids, MI	Everest Institute, Kalamazoo, MI Everest College, Merrillville, IN
Everest Institute, Kendall, FL	Everest Institute, Ft. Lauderdale, FL
Everest Institute, Miami, FL	Everest Institute, Hialeah, FL
Everest Institute, Newport News, VA	Everest Institute, Chesapeake, VA
Everest Institute, Rochester, NY	Everest College, Arlington (Mid-Cities), TX
Everest Institute, San Antonio, TX	Everest Institute, Houston (Greenspoint), TX Everest Institute, Houston (Hobby), TX
Everest Institute, Southfield, MI	Everest Institute, South Plainfield, NJ Everest Institute, Dearborn, MI Everest Institute, Detroit, MI Everest Institute, Austin, TX
Everest University, Largo, FL	Everest University, Lakeland, FL

	Everest University, Jacksonville, FL
Everest University, Orlando (North), FL	Everest University, Melbourne, FL Everest University, Orlando (South), FL
Everest University, Pompano Beach, FL	Everest College, Merrionette Park, IL
Everest University, Tampa, FL	Everest University, Brandon, FL Everest University, Orange Park, FL
WyoTech, Fremont, CA	WyoTech, Oakland, CA
WyoTech, Laramie, WY	WyoTech, Blairsville, PA WyoTech, Sacramento, CA
WyoTech, Long Beach, CA	Everest College, City of Industry, CA Everest College, West Los Angeles, CA

(1) The above list includes only those main campuses which have one or more branch locations.

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Accreditation for U.S. Schools

Accreditation is a voluntary non-governmental process by which institutions submit themselves to qualitative review by an organization of peer institutions. There are three types of accrediting agencies: (i) national accrediting agencies, which accredit institutions without regard to geographical location; (ii) regional accrediting agencies, which accredit institutions within their geographic areas; and (iii) programmatic accrediting agencies, which accredit specific educational programs offered by institutions. Accrediting agencies primarily examine the academic quality of the instructional programs offered at the institution, including retention and placement rates. Accrediting agencies also review the administrative and financial operations of the institution to ensure that it has the academic and financial resources to achieve its educational mission. A grant of accreditation is generally viewed as certification that an institution and its programs meet generally accepted academic standards.

Pursuant to provisions of the HEA, the ED relies on accrediting agencies to determine whether an institution and its educational programs are of sufficient quality to permit it to participate in Title IV Programs. The HEA specifies certain standards that all recognized accrediting agencies must adopt in connection with their review of post-secondary institutions and requires accrediting agencies to submit to a periodic review by the ED as a condition of their continued recognition. All of our colleges located within the U.S. are accredited by an accrediting agency recognized by the ED as depicted in the table below:

Accrediting Agency	Number of Schools Accredited	% of Total Schools
Accrediting Commission of Career Schools and Colleges of Technology (ACCSCT)	40	45%
Accrediting Council for Independent Colleges and Schools (ACICS)	35	39%
Accrediting Bureau of Health Education Sciences (ABHES)	7	8%
Accrediting Council for Continuing Education and Training (ACCET)	5	6%
Higher Learning Commission of North Central Association of Schools and Colleges (HLC\NCA)	2	2%
Total U.S. Schools	89	100%

The HEA requires accrediting agencies recognized by the ED to review many aspects of an institution s operations in order to ensure that the education or training offered is of sufficient quality to achieve, for the duration of the accreditation period, the stated objectives of the education or training offered. Under the HEA, recognized accrediting agencies must conduct regular reviews of the institutions they accredit. In addition to periodic accreditation reviews, institutions undergoing a change of ownership must be reviewed by the appropriate accrediting agency. All of our colleges in the U.S. have been visited and reviewed by their respective accrediting agencies subsequent to the date of acquisition by us. Accrediting agencies also monitor institutions compliance during the term of their accreditation. If an accrediting agency believes that an institution may be out of compliance with accrediting standards, it may place the institution on probation or a similar warning status or direct the institution to show cause why its accreditation should not be revoked. An accrediting agency may also require the institution to supply it with supplemental reports in order for the agency to monitor one or more specific areas of the institution s performance, typically completion or graduate placement outcomes. This is commonly referred to as being on reporting status. Failure to demonstrate compliance with accrediting standards in any of these instances could result in loss of accreditation. Being on probation, show cause, or reporting status may cause an accreditor to deny an institution permission, or otherwise delay approval, to open and commence instruction at new locations or to add new programs.

Probation and Show Cause Orders. A probation or a show cause order is issued based upon an accrediting agency s concerns that an accredited institution may be out of compliance with one or more accrediting standards. It affords the institution the opportunity to respond before the institution loses accreditation. The institution may demonstrate that the concern is unfounded, that it has taken corrective action to resolve the concern, or that it has implemented an ongoing plan of action which is deemed appropriate to resolve the concern. The accrediting agency may then vacate the probation or show cause order, continue the probation or show cause order or seek additional information through reports required of the institution. If the agency s concerns are not resolved, it may act to withdraw accreditation from the institution.

In a letter received from ACCSCT dated December 7, 2007, the Company was informed of a show cause action regarding our Everest College in North Aurora, Illinois. In a letter from ABHES dated December 18, 2007, the Company was informed of a show cause action regarding our campus in Atlanta, Georgia, and its branches in Marietta and Jonesboro, Georgia. The Company has transitioned the Marietta and Jonesboro, Georgia, campuses from branches of our Atlanta, Georgia, campus to branches of other main campuses that currently do not have any regulatory or accreditation matters, and has taught out the campus in Atlanta, Georgia as of June 30, 2008. The show cause order regarding Atlanta and its branch campuses was subsequently vacated by ABHES. In a letter from ACCSCT dated March 7, 2008, the Company was informed of a show cause action regarding our Everest College in Alhambra, CA. In a letter from ACCSCT dated August 14, 2008, the Company was informed that the show cause action regarding Everest College in Alhambra, CA had been vacated. In another letter from ACCSCT dated March 7, 2008, the Company was informed of a show cause action regarding our Everest College in San Jose, CA.

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With respect to the schools identified above which have outstanding Show Cause orders, each of these locations represented less than 1.4% of our campuses fiscal 2008 operating profit (before corporate overhead allocation) individually, and less than 1.5% in aggregate.

Since accreditation is required for an institution to be eligible to participate in the federal student financial aid programs, the failure by one or more of these schools to satisfactorily resolve the show cause or probation orders could have a material adverse effect on our business, results of operation and financial condition.

Supplemental Reports. As of June 30, 2008, nineteen of our colleges were on reporting to their respective accrediting agencies, primarily with respect to the completion, retention, and/or placement rates of their students. In certain of these cases, the periodic supplemental reports are required only with respect to particular programs at an institution, and not to the institution s overall completion or placement rates. We are working to improve these retention and placement rates in the identified programs at these schools.

Federal Support for Post-Secondary Education in the U.S.

The federal government provides substantial support for post-secondary education through grants and loans to students who can apply the funds received to pay for their educational costs at any institution certified by the ED as eligible to participate in the federally funded student financial aid programs. Since 1972, Congress has expanded the scope of the HEA by, among other things, (i) providing that students attending proprietary institutions, such as our institutions, are eligible for assistance under the Title IV Programs, (ii) establishing a program for loans to parents of eligible students, (iii) opening the Title IV Programs to part-time students, and (iv) increasing maximum loan limits and in some cases eliminating the requirement that students demonstrate financial need to obtain federally guaranteed loans. The Federal Direct Loan Program (FDL) was also enacted, enabling students to obtain loans directly from the federal government rather than from commercial lenders.

Congress must reauthorize the student financial assistance programs of the HEA approximately every five to six years. On July 31, 2008, Congress passed the Higher Education Opportunity Act (the 2008 Act), which reauthorized and made numerous changes to the HEA and its programs. President Bush signed the 2008 Act on August 14, 2008. The HEA, as reauthorized and amended by the 2008 Act, continues the access of our institutions and students to Title IV funds. In addition, changes made to the HEA will affect how our institutions comply with the requirement that they receive a certain proportion of their revenue from other than the Title IV programs and with the cohort default rate requirement. Prior to the enactment of the 2008 Act, changes made by Congress have expanded the access of our students and institutions to Title IV funds by increasing loan limits for first and second year students and lifting restrictions on on-line education programs and students.

Students at our U.S. institutions receive grants, loans and work opportunities to fund their education under several of the Title IV Programs, of which the two largest are the Federal Family Education Loan (FFEL) program and the Federal Pell Grant (Pell) program. Our institutions also participate in the Federal Supplemental Educational Opportunity Grant (FSEOG) program, and some of them participate in the Federal Perkins loan program and the Federal Work-Study (FWS) program.

Most aid under the Title IV Programs is awarded on the basis of financial need, generally defined under the HEA as the difference between the cost of attending an educational institution and the amount a student can reasonably contribute to that cost. All recipients of Title IV Program funds must maintain both a satisfactory grade point average and progress in a timely manner toward completion of their program of study.

Pell. Pell grants are the primary component of the Title IV Programs under which the ED makes grants to students who demonstrate financial need. Every eligible student is entitled to receive a Pell grant; there is no institutional allocation or limit. For the 2007-2008 award year, the maximum Pell grant increased to $4,310. Amounts received by students enrolled in our institutions in the 2007-2008 award year under the Pell program equaled approximately 22.7% of our net revenue (on a cash basis). Effective July 1, 2008, the maximum Pell grant increased to $4,731.

FSEOG. FSEOG awards are designed to supplement Pell grants for the neediest students. FSEOG grants generally range in amount from $100 to $4,000 per year; however, the availability of FSEOG awards is limited by the amount of those funds allocated to an institution under a formula that takes into account the size of the institution, its costs and the income levels of its students. We are required to make a 25% contribution to students for all FSEOG awards disbursed. Resources for this institutional contribution may include institutional grants, scholarships and other eligible funds (i.e., funds from foundations and other charitable organizations) and, in certain states, portions of state scholarships and grants. During the 2007-2008 award year, our contribution was met by approximately $2.5 million in funds from our institutions, funds from state scholarships and grants, and funds from foundations and other charitable organizations. Amounts received by students in our institutions under the federal share (including the FSEOG match) of the FSEOG programs in the 2007-2008 award year equaled approximately 1.2% of our net revenue (on a cash basis).

FFEL AND FDL. The FFEL program consists of Stafford Loans, which are subsidized (government pays the interest while the student is in school and during a six-month grace period) and unsubsidized, and PLUS loans, which are made available to parents of students classified as dependents. Under the William D. Ford Federal Direct Loan (FDL) program, students may obtain loans directly from the ED rather than commercial lenders. The conditions on FDL loans are generally the same as on loans made under the FFEL program. Under the Stafford Loan program, during fiscal years 2007 and 2008, students may borrow up to $3,500 for the first academic year, $4,500 for the second academic year and, in some educational programs, $5,500 for each of the third and fourth academic years in subsidized loans. PLUS loans may be obtained by the parents of a dependent student in an amount not to exceed the difference between the total cost of that student s education (including allowable expenses) and other aid to which that student is entitled. Students who are classified as independent and dependent students whose parents are unable to obtain PLUS loans can increase their borrowing limits and receive additional unsubsidized Stafford loans. During fiscal years 2007 and 2008, students could obtain an additional $4,000 in unsubsidized loans for each of the first and second academic years and, depending upon the educational program, an additional $5,000 for each of the third and fourth academic years. Effective July 1, 2008, such students may obtain an additional $6,000 in unsubsidized loans for each of the first and second academic years, and an additional $7,000 for subsequent academic years. The obligation to begin repaying Stafford loans does not commence until six months after a student ceases enrollment as at least a half-time student. Amounts received by students in our institutions under the Stafford program in the 2007-2008 award year equaled approximately 51.8% of our net revenue (on a cash basis). Amounts received by students in our institutions under the PLUS program in the 2007-2008 award year equaled approximately 5.4% of our net revenue (on a cash basis).

Our schools and their students use a wide variety of lenders and guaranty agencies and have generally not experienced difficulties in identifying lenders and guaranty agencies willing to make federal student loans. However, Congress has made changes to the terms and conditions under which lenders participate in the Title IV loan programs and make alternative private loans. These changes could affect the willingness of lenders to participate in the FFEL program and the availability of loans to our students to finance their education and their ability to pay our tuition and fees.

Perkins. Eligible undergraduate students may borrow up to $4,000 under the Perkins program during each award year, with repayment delayed until nine months after the borrower ceases to be enrolled on at least a half-time basis. Perkins loans are made available to those students who demonstrate a financial need. Perkins loans are made from a revolving account, 75% of which was initially capitalized by the ED. Subsequent federal capital contributions, with an institutional contribution of one-third of the federal contribution, may be received if an institution meets certain requirements. Each institution collects payments on Perkins loans from its former students and loans those funds to currently enrolled students. Collection and disbursement of Perkins loans is the responsibility of each participating institution. During the 2007-2008 award year, we collected approximately $3.2 million from our former students in repayment of Perkins loans. In the 2007-2008 award year, we had no required matching contribution. The Perkins loans disbursed to students in our institutions in the 2007-2008 award year equaled approximately 0.4% of our net revenue (on a cash basis).

FWS. Under the FWS program, federal funds are made available to pay up to 75% of the cost of compensation for part-time employment of eligible students, based on their financial need, to perform work for the institution or for off-campus public or non-profit organizations. At least 7% of an institution s FWS allocation must be used to fund student employment in community service positions. FWS earnings are given directly to the student for their own discretionary use.

Federal Oversight of the Title IV Programs in the U.S.

The substantial amount of federal funds disbursed through the Title IV Programs, coupled with the large numbers of students and institutions participating in those programs, have led the U.S. Congress to require the ED to engage in a substantial level of regulatory oversight of institutions to ensure that public funds are properly used. Each institution which participates in the Title IV Programs must annually submit to the ED both an audit by an independent accounting firm of that institution s compliance with the Title IV Program requirements, and audited financial statements. The ED also conducts compliance reviews, which include on-site evaluations, and directs student loan guaranty agencies to conduct additional reviews relating to the FFEL programs. In addition, the Office of the Inspector General of the ED conducts audits and investigations of institutions in certain circumstances. Under the HEA, accrediting agencies and state licensing agencies also have responsibilities for overseeing institutions compliance with Title IV Program requirements. As a result, each participating institution, including each of our U.S. institutions, is subject to frequent and detailed oversight and must comply with a complex framework of laws and regulations or risk being required to repay funds or becoming ineligible to participate in the Title IV Programs. In addition, the ED periodically revises its regulations and changes its interpretation of existing laws and regulations.

Cohort Default Rates. A significant requirement imposed by Congress is a limitation on participation in the Title IV Programs by institutions whose former students defaulted on the repayment of federally guaranteed or funded student loans at an excessive rate (Cohort Default Rates). Many institutions, including all of our institutions within the U.S., have responded by implementing aggressive student loan default management programs aimed at reducing the likelihood of students failing to repay their federally guaranteed loans in a timely manner. Currently, an institution s Cohort Default Rates under the FFEL and FDL programs are calculated on an annual basis as the rate at which student borrowers scheduled to begin repayment on their loans in one federal fiscal year default on those loans by the end of the next federal fiscal year. Under the recently enacted legislation to reauthorize the HEA, a separate calculation will be performed that will add an additional federal fiscal year of borrowers repayment performance. An institution that participates in both the FFEL and FDL programs receives a single weighted average Cohort Default Rate in place of an FFEL or FDL Cohort Default Rate. Any institution whose Cohort Default Rate equals or exceeds 25% for any one of the three most recent federal fiscal years under the current method of calculation may be found by the ED to lack administrative capability, and on that basis, placed on provisional certification status for up to three years. Provisional certification status does not limit an institution s access to Title IV Program funds but does subject that institution to closer review by the ED and possible summary adverse action if that institution commits violations of the Title IV Program requirements. Any institution whose Cohort Default Rates equal or exceed 25% for three consecutive years under the current calculation may lose eligibility to participate in the FFEL or FDL programs for the remainder of the federal fiscal year in which the ED determines that such institution has lost its eligibility and for the two subsequent federal fiscal years. This percentage will increase to 30% after three years of Cohort Default Rates calculated with the additional federal fiscal year are available, and then become applicable to the imposition of sanctions. In addition, an institution whose Cohort Default Rate for any federal fiscal year exceeds 40% may have its eligibility to participate in all of the Title IV Programs limited, suspended or terminated. The HEA also provides that institutions which become ineligible to participate in the Title IV Programs because of Cohort Default Rates in excess of the applicable levels would also become ineligible to participate in the Pell grant program. Since the calculation of Cohort Default Rates involves the collection of data from many non-governmental agencies (i.e., lenders, private guarantors or servicers), as well as the ED, the HEA provides a formal process for the review and appeal of the accuracy of Cohort Default Rates before the ED takes any action against an institution based on such rates.

We proactively manage our students repayment obligations and have engaged a professional default management firm to assist us in managing the Cohort Default Rates at our U.S. institutions. We believe that professional default management services can continue to assist us in managing these Cohort Default Rates.

The following table sets forth the final Cohort Default Rates for our institutions included within total operations of the Company as of June 30, 2008 in the U.S. for federal fiscal years 2005, 2004 and 2003, and the draft rates for 2006:

Institution	2006(2)	2005	2004	2003
Everest College, Seattle, WA (Fife and Vancouver, WA, and Tigard, OR) (1)	9.2%	5.30%	5.30%	4.70%
Everest College, Alhambra, CA (Everest Institute, Chelsea, MA) (1)	12.2%	10.20%	11.80%	10.50%
Everest College, Anaheim, CA	9.7%	7.70%	8.50%	7.00%
Everest College, Colorado Springs, CO (McLean, VA) (1)	12.5%	11.30%	8.60%	6.80%
Everest College, Gardena, CA (Everest Institute, Norcross, GA) (1)	14.1%	10.50%	10.20%	6.40%
Everest College, Hayward, CA (combined with former New Orleans, LA Campus) (1)	16.1%	8.40%	8.90%	6.30%
Everest College, Los Angeles, CA	15.0%	17.70%	5.40%	8.40%
Everest College, Ontario, CA (Columbus, OH and Jonesboro, GA)	16.6%	12.10%	6.70%	7.30%
Everest College, Phoenix, AZ (Mesa, AZ)	10.6%	13.20%	9.50%	15.60%
Everest College, Bremerton, WA (Everett, and Tacoma, WA and St. Louis, MO) (1)	12.8%	9.60%	9.00%	11.30%
Everest College, Portland, OR (Vancouver, WA, and Dallas, TX; Everest Institute, Silver Spring, MD) (1)	15.3%	14.50%	13.50%	9.60%
Everest College, Renton, WA (Lynnwood, WA; Everest Institute, Bissonet, TX) (1)	12.4%	6.40%	7.40%	6.40%
Everest College, Reseda, CA (Marietta, GA)	17.4%	9.60%	8.40%	7.20%
Everest College, Salt Lake City, UT (Fort Worth, TX)	12.0%	14.90%	16.40%	13.10%
Everest College, San Bernardino, CA	13.8%	14.20%	13.00%	10.50%
Everest College, San Francisco, CA (Chicago, IL) (1)	12.5%	11.30%	9.40%	9.50%
Everest College, San Jose, CA	12.8%	10.50%	12.50%	11.40%
Everest College, Skokie, IL (Burr Ridge, IL) (1)	9.8%	8.40%	9.40%	8.10%
Everest College, Springfield, MO (Ontario Metro, CA) (1)	16.8%	15.00%	12.60%	10.60%
Everest College, Thornton, CO (Aurora, CO, and Arlington, VA) (1)	17.0%	14.40%	14.30%	10.10%
Everest College, Torrance, CA	11.3%	6.10%	8.60%	12.40%
Everest Institute, Brighton, MA (Everest College, North Aurora, IL)	9.8%	12.50%	9.20%	7.50%
Everest Institute, Cross Lanes, WV (Dekalb, GA and Eagan, MN) (1)	15.5%	13.70%	15.40%	10.00%
Everest Institute, Grand Rapids, MI, (Kalamazoo, MI, and Everest College, Merrillville, IN) (1)	10.0%	8.60%	8.30%	6.40%
Everest Institute, Kendall, FL (Ft. Lauderdale, FL) (1)	13.6%	4.00%	11.80%	12.50%
Everest Institute, Miami, FL (Hialeah, FL) (1)	13.0%	4.50%	12.90%	9.00%

Everest Institute, Newport News, VA (Chesapeake, VA) (1)	16.0%	13.76%	14.10%	7.80%
Everest Institute, Pittsburgh, PA	16.9%	15.30%	11.70%	13.20%
Everest Institute, Rochester, NY (Everest College, Arlington (Mid Cities), TX) (1)	17.6%	15.90%	13.20%	9.40%

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Institution	2006(2)	2005	2004	2003
Everest Institute, San Antonio, TX (Greenspoint, and Hobby, TX) (1)	18.9%	7.80%	17.50%	14.90%
Everest Institute, Southfield, MI (Dearborn and Detroit, MI, Austin, TX, and South Plainfield, NJ) (1)	15.3%	14.80%	14.50%	4.90%
Everest University, Largo, FL (Lakeland and Jacksonville, FL) (1)	12.6%	10.20%	11.40%	10.60%
Everest University, Orlando (North), FL (Orlando (South), and Melbourne, FL) (1)	9.0%	8.30%	12.40%	9.00%
Everest University, Pompano Beach, FL (Everest College, Merrionette Park, IL)	5.8%	3.10%	9.90%	7.70%
Everest University, Tampa, FL (Brandon and Orange Park, FL) (1)	9.8%	11.40%	13.30%	9.20%
Las Vegas College, Henderson, NV (1)	16.3%	13.00%	16.30%	13.60%
WyoTech, Daytona Beach, FL	7.7%	7.80%	14.30%	8.00%
WyoTech, Fremont, CA (Oakland, CA) (1)	11.8%	11.60%	14.20%	14.00%
WyoTech, Laramie, WY (Sacramento, CA and Blairsville, PA) (1)	3.5%	2.50%	3.70%	4.00%
WyoTech, Long Beach, CA (Everest College, West Los Angeles and City of Industry, CA) (1)	15.9%	16.60%	13.60%	12.50%
Consolidated Average Cohort Default Rate	13.1%	10.50%	11.60%	9.30%

(1) Indicates additional locations wherein the Cohort Default Rates are blended with the main campus.

(2) Rates are based on the draft Cohort Default Rates issued in February 2008, and are subject to change when final rates are calculated.
In addition, if an institution s Cohort Default Rate for loans under the Perkins program exceeds 15% for any federal award year (i.e., July 1 through June 30), that institution may be placed on provisional certification status for up to three years. Eleven of our institutions have Perkins program Cohort Default Rates in excess of 15% for students who were scheduled to begin repayment in the 2006 federal award year, the most recent year for which such rates have been calculated. During fiscal 2006, Perkins loans amounted to a very small percentage of the total cash revenues of the corporation but were still a useful funding source for those schools that participate and make use of those funds. The Perkins program Cohort Default Rates for these institutions generally range from less than 10% to the mid-twenties. Historically, provisional certification due to excessive Perkins program Cohort Default Rates has not had a material adverse effect on our business.

In addition to the efforts of our outside professional default management firm, each of our colleges has adopted an internal student loan default management plan. Those plans emphasize to students the importance of meeting loan repayment requirements and provide for extensive loan counseling, along with methods to increase student persistence and completion rates and graduate employment (placement) rates. Immediately upon a student s cessation of enrollment, the professional default management firm initiates regular contact with the student, maintains regular contact throughout the grace period, and continues this activity through the entire cohort period. The colleges continue to work with the default management firm to maintain accurate and up-to-date information on address changes, marital status changes, or changes in circumstance that may allow the student to apply for deferments. These activities are all in addition to the loan servicing and collection activities of FFEL lenders and guarantee agencies.

Regulatory Oversight. The HEA provides for a three-part regulatory framework, generally referred to as the Triad, to provide regulatory oversight of post-secondary education institutions. The first part of the Triad consists of accrediting agencies which review and accredit our campuses. Their examinations pertain to such areas as student achievement, curriculum, faculty, facilities, equipment, admissions, financial responsibility and timeliness of student refunds. The Triad provisions also require each accrediting agency recognized by the ED to undergo comprehensive periodic reviews by the ED to ascertain whether such accrediting agency is adhering to required standards.

The second part of the Triad involves the standards to be applied by the ED in evaluating the financial responsibility and administrative capability of institutions participating in the Title IV Programs. In addition, the Triad mandates that the ED periodically review the eligibility and certification to participate in the Title IV Programs of every such eligible institution. By law, all institutions are required to undergo a recertification review at least every six years, although the ED may recertify an institution for a shorter time period. Under these standards, each of our institutions is evaluated by the ED on a routine basis. A denial of recertification would preclude an institution from continuing to participate in the Title IV Programs.

The third part of the Triad involves approvals by state education agencies with jurisdiction over educational institutions. State requirements are important to an institution s eligibility to participate in the Title IV Programs since an institution must be licensed or otherwise authorized to operate in the state in which it offers education in order to be certified as eligible. The level of regulatory oversight varies substantially from state to state. State laws establish standards for instruction, qualifications of faculty, location and nature of facilities, financial policies and responsibility and other operational matters. State laws and regulations may limit our ability to obtain authorization to operate in certain states, to award degrees or diplomas, or offer new degree programs. Certain states prescribe standards of financial responsibility that are different from those prescribed by the ED. We believe that each of our campuses is in substantial compliance with state authorizing and licensure laws.

Compliance with Regulatory Standards and Effect of Regulatory Violations. Our schools are subject to audits and program compliance reviews by various external agencies, including the ED, state authorizing agencies, student loan guaranty agencies and

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accrediting agencies. The HEA and its implementing regulations also require that an institution s administration of Title IV Program funds be audited annually by an independent accounting firm. The resulting audit report must be submitted to the ED for review. If the ED or another regulatory agency determined that one of our institutions improperly disbursed Title IV Program funds or violated a provision of the HEA or the ED s regulations, that institution could be required to repay such funds, and could be assessed an administrative fine. The ED could also subject the institution to a heightened level of monitoring, under which the institution s federal funding requests would be more carefully reviewed by the ED, or the ED could transfer the institution from the advance system of receiving Title IV Program funds to the reimbursement system, under which an institution must document the students eligibility for Title IV Program funds before receiving such funds from the ED. Violations of Title IV Program requirements could also subject us or our schools to other civil and criminal penalties.

From time to time, certain of our institutions have also been the subject of program reviews by the ED. During the fourth quarter of fiscal 2008 and the first quarter of fiscal 2009, the Company s campuses in Fremont, California, Reseda, California, Tampa, Florida (including its additional locations in Orange Park and Brandon, Florida), and Gardena, California, and its online operations in Tampa, Florida and Tempe, Arizona, were the subject of ED program reviews. We have not yet received preliminary written program review reports regarding ED s findings, if any, in these campuses, and the Company is continuing to cooperate with these reviews. Program reviews may often be unresolved for several months or years with little or no communication from the ED. We do not believe that any of our currently pending program reviews with the ED is reasonably likely to have a material adverse effect on the Company. However, if the ED were to make significant findings of non-compliance by any of our schools in any ongoing or future program review, it could have a material adverse effect on our business, results of operations or financial condition.

Significant violations of Title IV Program requirements by us or any of our institutions could be the basis for a proceeding by the ED to limit, suspend, or terminate the participation of the affected institution in the Title IV Programs. Generally, such a termination extends for 18 months before the institution may apply for reinstatement of its participation. There is no proceeding pending to fine any of our institutions or to limit, suspend, or terminate any of our institutions participation in the Title IV Programs, and we have no reason to believe that any such proceeding is contemplated. Any such action that substantially limited our schools participation in the Title IV Programs could have a material adverse effect on our business, results of operations, cash flows, and financial condition.

Financial Responsibility Standards. All institutions participating in the Title IV Programs must satisfy a series of specific standards of financial responsibility. Institutions are evaluated for compliance with those requirements in several circumstances, including as part of the ED s recertification process and also annually as each institution submits its audited financial statements to the ED. As part of the evaluation of an institution s financial responsibility, the ED calculates three financial ratios for an institution: an equity ratio, a primary reserve ratio, and a net income ratio. Each ratio is scored separately and then combined to determine the institution s financial responsibility. If an institution s composite score is below the minimum requirement for unconditional approval (which is a score of 1.5) but within a designated threshold level (the Zone, which is 1.0 to 1.4), such institution may take advantage of an alternative that allows it to continue to participate in the Title IV Programs for up to three years under additional monitoring and reporting procedures but without having to post a letter of credit in favor of the ED. If an institution s composite score falls below the minimum threshold level of 1.0 or is in the Zone for more than three consecutive years, the institution may be required to post a letter of credit in favor of the ED.

For fiscal 2008, our calculations reflect that all of our schools exceed the requirements for financial responsibility on an individual basis, with composite scores ranging from 1.5 to 3.0. For purposes of performing such calculations on an individual school basis, the Company makes certain allocations of corporate cash to the individual campuses. Also, our Company, on a consolidated basis, meets the requirements with the composite score of 2.0.

An institution that is determined by the ED not to have met the standards of financial responsibility is nonetheless entitled to participate in the Title IV Programs if it can demonstrate to the ED that it is financially responsible on an alternative basis. An institution may do so by posting a surety either in an amount equal to 50% (or greater, as the ED may require) of the total Title IV Program funds received by students enrolled at such institution during the prior year or in an amount equal to 10% (or greater, as the ED may require) of such prior year s funds if the institution also agrees to provisional certification and to transfer to the reimbursement or cash monitoring system of payment for its Title IV Program funds. The ED has interpreted this surety condition to require the posting of an irrevocable letter of credit in favor of the ED.

Under a separate standard of financial responsibility, if an institution has made late Title IV refunds to students in its prior two years, the institution is required to post a letter of credit in favor of the ED in an amount equal to 25% of the total Title IV Program refunds paid by the institution in its prior fiscal year. As of July 1, 1997, this standard was modified to exempt an institution that has not been found to make late refunds to 5% or more of its students who were due refunds in either of the two most recent fiscal years and has not been cited for a reportable condition or material weakness in its internal controls related to late refunds in either of its two most recent fiscal years. Based on this standard, we currently have outstanding letters of credit in the aggregate amount of approximately $2.1 million because of late refunds at 7 of our institutions. There can be no assurance that, upon review by the ED, we will not be required to post additional letters of credit in favor of the ED on behalf of the affected colleges.

Restrictions on Acquiring or Opening Additional Schools and Adding Educational Programs. An institution which undergoes a change of ownership resulting in a change in control, including all of the institutions that we have acquired or will acquire, must be reviewed and recertified for participation in the Title IV Programs under its new ownership. If an institution is recertified following a

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change of ownership, it will be on a provisional basis. During the time an institution is provisionally certified, it may be subject to closer review by the ED and to summary adverse action for violations of Title IV Program requirements, but provisional certification does not otherwise limit an institution s access to Title IV Program funds. Institutions can also be placed on provisional certification primarily as a result of late refunds, financial aid audit findings and other miscellaneous matters. As of June 30, 2008, none of our institutions were on provisional certification due to their change in ownership, while 12 institutions covering 30 campuses were on provisional certification for other reasons.

The HEA generally requires that proprietary institutions be fully operational for two years before applying to participate in the Title IV Programs. However, under the HEA and applicable regulations, an institution that is certified to participate in the Title IV Programs may establish an additional location and apply to participate in the Title IV Programs at that location without reference to the two-year requirement, as long as such additional location satisfies all other applicable Title IV Program participation eligibility requirements. Our expansion plans are based, in part, on our ability to acquire schools that can be recertified and to open additional locations of existing institutions.

Generally, if an institution is eligible to participate in the Title IV Programs and adds an educational program after it has been designated as an eligible institution, the institution must apply to the ED to have the additional program designated as eligible. However, an institution is not obligated to obtain ED approval of an additional program that leads to an associate s, bachelor s or master s degree and the institution has already been approved to offer programs at that degree level or that prepares students for gainful employment in the same or related recognized occupation as an educational program that has previously been designated as an eligible program at that institution and meets certain minimum length requirements. Further, short-term educational programs, which generally consist of those programs that provide at least 300 but less than 600 clock hours of instruction, are eligible only for FFEL funding and only if they have been offered for a year and the institution can demonstrate, based on an attestation by its independent auditor, that at least 70% of all students who enroll in such programs complete them within a prescribed time and at least 70% of those students who graduate from such programs obtain employment in the recognized occupation for which they were trained within a prescribed time. Certain of our colleges offer such short-term programs in compliance with ED regulations. Students enrolled in such programs represent a small percentage of the total enrollment at our colleges. In the event that an institution erroneously determines that an educational program is eligible for purposes of the Title IV programs without the ED s express approval, the institution would likely be required to repay the Title IV program funds provided to students in that educational program. Certain of the state authorizing agencies and accrediting agencies with jurisdiction over our campuses also have requirements that may, in certain instances, limit our ability to open a new campus, acquire an existing campus or establish an additional location of an existing institution or begin offering a new educational program.

Ability to Benefit Regulations. Under certain circumstances, an institution may elect to admit non-high school graduates into certain of its programs of study. In such instances, the institution must demonstrate that the student has the ability to benefit from the program of study. Eighty-three of our colleges admit ATB students into their programs. The basic evaluation method to determine that a student has the ability to benefit from the program is the student s achievement of a minimum score on a test approved by the ED and independently administered in accordance with ED regulations. In addition to the testing requirements, the ED regulations prohibit enrollment of ATB students from constituting 50% or more of the total enrollment of the institution. None of our colleges that accept ATB students has an ATB enrollment population that exceeds 50% of the total enrolled population. As of June 30, 2008, ATB students represented approximately 21.5% of our total student population.

The 90/10 Rule . Under a provision of the HEA commonly referred to as the 90/10 Rule, a private, for-profit institution, such as each of our institutions, would cease being eligible to participate in the Title IV Programs if, on a cash accounting basis, more than 90% of its revenue was derived from the Title IV Programs. Prior to the enactment of the recent legislation to reauthorize the HEA, any institution that violated the 90/10 Rule immediately became ineligible to participate in the Title IV Programs and was unable to apply to regain its eligibility until the following fiscal year. Since this requirement took effect, each of our U.S. institutions has met this requirement in each fiscal year. For fiscal 2008, approximately 81.0% of our revenues (on a cash basis) were derived from federal Title IV programs (as defined herein). We regularly monitor compliance with this requirement in order to minimize the risk that any of our institutions would derive more than the applicable thresholds of its revenue from the Title IV Programs for any fiscal year. If an institution appears likely to approach the threshold, we evaluate deferring the receipt of federal student financial aid or other measures to ensure compliance with the 90/10 Rule. Under the legislation recently enacted to reauthorize the HEA, the 90/10 Rule has been modified to permit certain additional types of revenue, some on a temporary basis, to be counted as revenue from sources other than Title IV. In addition, the recently enacted legislation now specifies that an institution will not become ineligible until it has exceeded the 90% maximum for two consecutive fiscal years. These changes will afford our institutions additional flexibility in meeting the 90/10 Rule. The legislation, however, also provides that institutions that exceed the 90% limit may be placed on provisional certification and be subject to additional monitoring and that those which violate the 90/10 Rule will be ineligible for two fiscal years before they regain eligibility.

Restrictions on Payment of Bonuses, Commissions or Other Incentives. The HEA prohibits an institution from providing any commission, bonus or other incentive payment based directly or indirectly on success in securing enrollments or financial aid to any person or entity engaged in any student recruitment, admission or financial aid awarding activity for programs eligible for Title IV Program funds. The ED has published regulations to attempt to clarify this so-called incentive compensation prohibition. The regulations identify 12 compensation arrangements that the ED has determined are not in violation of the incentive compensation prohibition, including the payment and adjustment of salaries, bonuses and commissions in certain circumstances. The ED s regulations do not establish clear criteria for compliance in all circumstances, and the ED has announced that it will no longer review and approve individual schools compensation plans. Nonetheless, we believe that our current compensation plans are in compliance with HEA standards and the ED s regulations, although we cannot provide assurance that the ED will not find deficiencies in our compensation plans.

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Return of Title IV Funds. In 1998, amendments to the HEA changed substantially the refund requirements regarding the disposition of Title IV funds when a recipient of Title IV funds withdraws from an institution. We believe our return of Title IV funds calculations are in compliance with current regulations to implement these requirements.

Canadian Regulations

Students attending our schools in Canada finance their education through a combination of family contributions, individual resources (including earnings from full or part-time employment) and federal and provincial financial aid programs.

The schools operated by our Everest Canada division are subject to extensive regulations in the province of Ontario. We believe these schools currently hold the necessary registrations, approvals and permits and meet the eligibility requirements to participate in governmental financial aid program. If these schools cannot continue to meet eligibility standards or fail to comply with applicable requirements, it could have a material adverse effect on our Canadian business, results of operations or financial condition.

Licensing/Registration. Our ability to provide private-for-profit post-secondary education and grant diplomas to graduates in Canada is regulated by Ontario government. In the province in which we operate, the Ontario Ministry of Training, Colleges and Universities is responsible for registering and regulating private-for-profit educational institutions. The Private Career College Act of 2005 (the PCCA) stipulates that an education provider, such as our Canadian schools, must register each of its diploma granting programs for approval as well as each of its campuses with the ministry. Typical requirements for obtaining this registered status include the financial viability of the campus, the integrity and honesty of the applicant s officers and directors, and the reasonable expectation that the course of study offered by the applicant will provide the skills requisite for employment in the vocation in which it is being trained. Registration must be renewed by the applicant annually. The Province of Ontario has the statutory power to deny, refuse to renew, suspend or revoke our registration if we are in breach of a term or condition of the registration.

Government-Sponsored Financial Aid. Financial aid programs are offered to our Canadian students by the Canadian federal government and the government of Ontario. The Province operates the provincial financial aid program for students and administers these loans in conjunction with the administration of the CSL loans granted to students studying within the province. In order for students enrolled in a program of study at a private-for-profit educational institution to be eligible for public financial aid, the private-for-profit educational institution, as well as the specific program of study, must be registered in good standing under the applicable PCCA legislation in the Province. In addition, the Province typically requires that to be financial aid eligible, the specific program must be at the post-secondary level, be taught on a full-time basis, have a duration of not less than 12 weeks and lead to a diploma or certificate conferred upon the student at the completion of the program. The Province also typically requires that the private-for-profit educational institution maintain specific admissions requirements for entrance into eligible programs and retains specific documentation on each student receiving public financial aid. Each of the diploma-granting programs offered by Everest campuses across Ontario are eligible for students to apply for federal and provincial aid.

Financial aid programs provide students with access to funds during their study period based on a needs test. The loans are provided through the National Student Loan Service Centre for the program. The funds are loaned interest-free to the student during the study period and interest begins to accrue once a student either completes his or her study or stops attending school. After six months, the student must begin repayment of his or her loan(s). During the student s interest-free period, interest is paid by the federal and/or provincial governments to the National Student Loan Service Centre. The Ontario government has an initiative to reduce the number of loan defaults in that province. In addition to several other facets of this initiative, the Ministry of Training, Colleges and Universities (the Ministry) has adopted a policy whereby they will only guarantee defaulted student loans to a certain capped amount, beyond which the applicable private career college is responsible for guaranteeing repayment. For the 2008/09 default cohort year, we have three Ontario locations that were required to issue a promissory note and/or collateral due to the default sharing program. Should the default rate in 2011 be below 25%, no payment will be required.

ALTERNATIVE LOANS FOR OUR STUDENTS

Because the government-sponsored financial aid available to our students is generally less than their tuition costs and other financial needs, many of our students secure private loans to finance a portion of their educational costs. These private loans are made directly to our students by financial institutions and are not guaranteed under the FFEL program.

The fees and interest rates on these private loans are generally higher than the loans made under the FFEL program due to the lack of a government guarantee on these private loans. The fees and interest rates on these private loans vary depending on the credit history of the student or co-borrower. Many of our students, either individually or with a co-borrower, are able to obtain some type of loan from financial institutions.

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Historically, we had developed several loan programs with origination and servicing providers such as Sallie Mae for students with low credit scores who otherwise would not qualify for loans. These loan programs required that we pay a discount fee to the origination and servicing providers of the loans as a reserve against future defaults on these loans. We have historically referred to these types of loans as discount loans, since we incurred a portion of the default risk related to these students loans by taking a discount on the disbursement. As collectability of these amounts in not reasonably assured we had recorded this discount as a reduction to revenue.

Effective in the third quarter of fiscal 2008 we were informed by Sallie Mae and two other origination and servicing providers that they would no longer make private loans available for students who present higher credit risks (i.e. subprime borrowers). In the face of this change in policy, we have created a lending program with a different origination and servicing provider who specializes in subprime credit that has characteristics similar to our previous discount loan programs. Under this new program, which we refer to as our ACCESS program, we pay a discount to the origination and servicing provider. As with our previous discount loan program, we record the discount as a reduction to revenue as collectability of these amounts is not reasonably assured. However, unlike our previous discount loan programs, under our ACCESS program, we have both the right and an obligation to acquire the related loan except in certain circumstances where the origination and servicing provider does not comply with the terms of the agreement. Since we initiated the program in the fourth quarter of fiscal 2008, we have acquired all of the loans totaling $13.1 million through June 30, 2008 that have been originated.

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ITEM 1A. RISK FACTORS
Risks Related To Extensive Regulation Of Our Business

If we fail to follow extensive regulatory requirements for our business, we could suffer severe fines and penalties, including loss of access to federal student loans and grants for our students.

We derive a majority of our revenues on a cash basis from federal student financial aid programs. To participate in such programs an institution must obtain and maintain authorization by the appropriate state agencies, accreditation by an accrediting agency recognized by the ED, and certification by the ED. As a result, our schools are subject to extensive regulation by these agencies that, among other things, requires us to:

- undertake steps to assure that our schools do not have Cohort Default Rates of 25% or more for three consecutive Cohort years;
- limit the percentage of revenues (on a cash basis) derived at each of our institutions from federal student financial aid programs to less than 90%;
- adhere to financial responsibility and administrative capability standards;
- prohibit the payment of certain incentives to personnel engaged in student recruiting, admissions activities or awarding financial aid;
- achieve stringent completion and placement outcomes for short-term programs; and
- make timely refunds of tuition when a student withdraws from one of our institutions.

These regulations also affect our ability to acquire or open additional schools or change our corporate structure. These regulatory agencies periodically revise their requirements and modify their interpretations of existing requirements.

If one or more of our schools were to violate any of these regulatory requirements, we could suffer fines, penalties or other sanctions, including the loss of our ability to participate in federal student financial aid programs at those schools, any of which could have a material adverse effect on our business. We cannot predict how all of these requirements will be applied, or whether we will be able to comply with all of the requirements in the future. Some of the most significant regulatory requirements and risks that apply to our schools are described in the following paragraphs.

Congress may change eligibility standards or reduce funding for federal student financial aid programs, or other governmental or regulatory bodies may change similar laws or regulations relating to other student financial aid programs, which could adversely affect our business.

Political and budgetary concerns can significantly affect Title IV programs and other laws and regulations governing federal and state student financial aid programs. Title IV programs are made available pursuant to the provisions of the HEA, and the HEA must be reauthorized by Congress approximately every six years. Independent of reauthorization, Congress must annually appropriate funds for Title IV programs. On July 31, 2008, Congress passed the reauthorization of the HEA, which became law when President Bush signed it on August 14, 2008. Future reauthorizations or appropriations may result in numerous legislative changes, including those that could adversely affect our ability to participate in the Title IV programs and the availability of Title IV and non-Title IV funding sources for our students. Congress also may impose certain requirements upon the state or accrediting agencies with respect to their approval of our schools. Any action by Congress or ED that significantly reduces funding for the federal student financial aid programs or the ability of our schools or students to participate in these programs would have a material adverse effect on our business. Legislative action also may increase our administrative costs and burdens and require us to modify our practices in order for our schools to comply fully with applicable requirements.

In September 2007, Congress passed, and the President signed, legislation which, among other things, decreased private lender and guaranty agency yields for participation in the FFEL programs, decreased student interest rates on FFEL loans, and limited repayment obligations for students who receive loans pursuant to Title IV programs. Decreased yields could discourage Title IV lenders from continuing to provide private, federally guaranteed Title IV loans to our students. The recently-passed HEA reauthorization would add new notification and certification requirements to private non-Title IV program educational loans and make them subject to the Truth in Lending Act requirements and potential liabilities, which could adversely affect private lenders willingness and ability to make such loans and thereby affect our students ability to access private student loans.

Because a significant percentage of our revenue is derived from Title IV and alternative loan programs, any action by Congress that significantly reduces Title IV program funding, the availability or attractiveness of alternative loans, or the ability of our schools or students to participate in Title IV programs could have a material adverse effect on our business, results of operations or financial condition. Legislative action also could increase our administrative costs and burdens and require us to adjust our practices in order for our schools to comply fully with Title IV program requirements.

If we do not meet specific financial responsibility ratios and tests established by the ED, our U.S. schools may lose eligibility to participate in federal student financial aid programs.

To participate in the federal student financial aid programs, an institution must either satisfy quantitative standards of financial responsibility, or post a letter of credit in favor of the ED and possibly accept other conditions on its participation in the federal student financial aid programs. Each year, based on financial information submitted by institutions that participate in federal student financial aid programs, the ED calculates three financial ratios for an institution: an equity ratio, a primary reserve ratio and a net income ratio. Each of these ratios is scored separately and then combined to determine the institution s financial responsibility or composite score. If an institution s score is above 1.5, it may continue its participation in federal student financial aid programs. For fiscal 2008, our calculations show that all of our schools exceed this requirement on an individual basis and are eligible to participate in the federal student financial aid programs, with composite scores ranging from 1.5 to 3.0. On a consolidated basis, we also exceed this requirement with the composite score of 2.0. We cannot assure you that we and our institutions will continue to satisfy the numeric standards in the future.

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Our U.S. schools may lose eligibility to participate in federal student financial aid programs if the percentage of their revenues derived from those programs is too high.

Prior to the enactment of the 2008 Act, proprietary institution would lose its eligibility to participate in the federal student financial aid programs for a period of one year if it derived more than 90% of its revenues, on a cash basis, from these programs in any fiscal year. Any institution that violated this rule immediately became ineligible to participate in federal student financial aid programs and would be ineligible to reapply to regain its eligibility until the following fiscal year. Under the 2008 Act, an institution that derives more than 90% of its total revenue from the Title IV programs for two consecutive fiscal years would become immediately ineligible to participate in Title IV programs and would not be permitted to reapply for eligibility until the end of two fiscal years. Effective July 1, 2008, the annual unsubsidized Stafford loans available for undergraduate students under the FFEL program increased by $2,000 which, coupled with recent increases in grants from the Pell program and other Title IV loan limits, will result in some of our schools experiencing an increase in the revenues they receive from Title IV programs. The recently passed 2008 Act contains relief from recent increases in the availability and amount of federal aid by, among other things, for all unsubsidized Stafford loans disbursed before July 1, 2011, permitting the $2,000 of additional Stafford loan availability to be counted as revenue not derived from Title IV programs. Additionally, for the Company s fiscal years ending on or before June 30, 2012, the 2008 Act permits loans made by the Company to its students to count as non-Title IV revenue when earned, not when the loans are repaid as was the case for fiscal years 2008 and prior. Based on our calculations, none of our institutions received more than 90% of its revenues, on a cash basis, in fiscal 2008, with our highest institution receiving 88.6% of its revenues, on a cash basis, from federal student financial aid programs. On a consolidated basis, we received 81.0% of our revenues, on a cash basis, from federal student financial aid programs in fiscal 2008. If any of our institutions, depending on its size, loses eligibility to participate in federal student financial aid programs, it could have a material adverse effect on our business.

Our U.S. schools may lose eligibility to participate in federal student financial aid programs if their current and former students loan default rates on federally guaranteed student loans made by third parties are too high.

Prior to the enactment of the 2008 Act, an institution could lose its eligibility to participate in some or all of the federal student financial aid programs if defaults by its former students on their federally guaranteed student loans funded by third parties equal or exceed 25% per year for three consecutive years. For federal fiscal year 2005, the last year for which final rates have been published, default rates for our institutions range from a low of 2.5% to a high of 17.7%. Under the 2008 Act, a separate calculation will be performed that will add an additional federal fiscal year of borrowers repayment performance. After three years of Cohort Default Rates calculated with the additional federal fiscal are available, sanctions will be imposed if an institution has a Cohort Default Rate, under the new calculation, of more than 30% for three consecutive federal fiscal years. We review all annually published Cohort Default Rates and appeal the rates we believe are inaccurate. If any of our institutions, depending on its size, were to lose eligibility to participate in federal student financial aid programs because of high student loan default rates, it could have a material adverse effect on our business.

One or more of our institutions may have to post a letter of credit or be subject to other sanctions if they do not correctly calculate and timely return Title IV Program funds for students who withdraw before completing their program of study.

A school participating in Title IV Programs must correctly calculate the amount of unearned Title IV Program funds that was disbursed to students who withdrew from their educational programs before completing them, and must return those unearned funds in a timely manner, generally within 45 days of the date the school determines that the student has withdrawn. If the unearned funds are not properly calculated and timely returned, we may have to post a letter of credit in favor of the ED or be otherwise sanctioned by the ED. An institution is required to post a letter of credit with the ED in an amount equal to 25% of the total dollar amount of unearned Title IV Program funds that the institution was required to return with respect to withdrawn students during its most recently completed fiscal year, if the institution was found in an audit or program review to have untimely returned unearned Title IV Program funds with respect to 5% or more of the students in the audit or program review sample of withdrawn students, in either of its two most recently completed fiscal years. The requirement to post a letter of credit or other sanctions by the ED could increase our cost of regulatory compliance and adversely affect our results of operations.

If regulators do not approve our acquisitions, the acquired school(s) would not be permitted to participate in federal student financial aid programs.

When we acquire an institution that participates in federal student financial aid programs, we must seek approval from the ED and most applicable state agencies and accrediting agencies, because an acquisition is considered a change of ownership or control of the acquired institution under applicable regulatory standards. A change of ownership or control of an institution under the ED standards can result in the temporary suspension of the institution s participation in the federal student financial aid programs unless a timely and materially complete application for recertification is filed with the ED and the ED issues a temporary certification document. If we are unable to obtain approvals from the state agencies, accrediting agencies or ED for any institution we may acquire in the future, depending on the size of that acquisition, such a failure to obtain approval could have a material adverse effect on our business.

If regulators do not approve transactions involving a change of control or change in our corporate structure, we may lose our ability to participate in federal student financial aid programs.

Additionally, if regulators do not approve transactions involving a change of control of the Company, we may lose our ability to participate in federal student financial aid programs. If we experience a change of control under the standards of applicable state agencies or accrediting agencies or the ED, we or the affected institutions must seek the approval of the relevant agencies. Some of these transactions or events, such as a significant acquisition or disposition of our common stock by third parties on the open market or through a tender offer, may be beyond our control. The adverse regulatory effect of a change of ownership resulting in a change of control could also discourage bids for our outstanding shares of common stock at a premium and could have an adverse effect on the market price of our common stock.

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If any of our U.S. schools fails to maintain its accreditation or its state authorization, that institution may lose its ability to participate in federal student financial aid programs.

An institution that grants degrees, diplomas or certificates must be authorized by the relevant agencies of the state in which it is located and, in some cases, other states. Requirements for authorization vary substantially among the states. Additionally, both an approval to operate in a state and accreditation by an accrediting agency recognized by the ED are required for an institution to participate in the federal student financial aid programs. If any of our U.S. campuses were to lose its accreditation or its state authorization, it could have a material adverse effect on our business.

In a letter received from ACCSCT dated December 7, 2007, the Company was informed of a show cause action regarding our Everest College in North Aurora, Illinois. In a letter from ABHES dated December 18, 2007, the Company was informed of a show cause action of our campus in Atlanta, Georgia, and its branches in Marietta and Jonesboro, Georgia. The Company has transitioned the Marietta and Jonesboro, Georgia, campuses from branches of our Atlanta, Georgia, campus to branches of other main campuses that currently do not have any regulatory or accreditation matters, and has taught out the campus in Atlanta, Georgia as of June 30, 2008. The show cause order regarding Atlanta and its branch campuses was subsequently vacated by ABHES. In a letter from ACCSCT dated March 7, 2008, the Company was informed of a show cause action regarding our Everest College in Alhambra, CA. In a letter from ACCSCT dated August 14, 2008, the Company was informed the show cause action regarding its Alhambra campus had been vacated. In another letter from ACCSCT dated March 7, 2008, the Company was informed of a show cause action regarding our Everest College in San Jose, CA. With respect to the schools identified above which have outstanding Show Cause orders, each of these locations represented less than 1.4% of our campuses fiscal 2008 operating profit (before corporate overhead allocation) individually, and less than 1.5% in aggregate.

If any of these campuses were to lose their accreditation, the Company would continue to generate revenues from continuing students, but would consider teaching out these campuses as they would be significantly competitively disadvantaged compared to other schools where students are eligible to receive federal student financial aid. During any teach-out process, the Company s revenue would decline more rapidly than operating expenses and the Company would expect to incur operating losses at those campuses. The Company could also expect to incur increased bad debt expense if students no longer have access to federal financial aid. Additionally, if the Company were to lose accreditation at one or more of its schools to which it has ascribed value for accreditation as part of purchase accounting, the Company would test the amounts it had allocated to such asset for impairment. If the estimate of the present value of these future cash flows were below the carrying values of the accreditation asset, the Company would consider its related accreditation asset to be impaired and take a charge against the amounts it had allocated to such accreditation.

If we fail to demonstrate administrative capability to the ED, our business could suffer.

ED regulations specify extensive criteria an institution must satisfy to establish that it has the requisite administrative capability to participate in federal student financial aid programs. These criteria require, among other things, that the institution:

- comply with all applicable federal student financial aid regulations;
- have capable and sufficient personnel to administer the federal student financial aid programs;
- have acceptable methods of defining and measuring the satisfactory academic progress of its students;
- provide financial aid counseling to its students; and
- submit all reports and financial statements required by the regulations.

If an institution fails to satisfy any of these criteria, the ED may:

require the repayment of federal student financial aid funds;

transfer the institution from the advance system of payment of federal student financial aid funds to the reimbursement system of payment or cash monitoring;

place the institution on provisional certification status; or

commence a proceeding to impose a fine or to limit, suspend or terminate the participation of the institution in federal student financial aid programs.

Should one or more of our institutions be limited in their access to, or lose, federal student financial aid funds due to their failure to demonstrate administrative capability, our business could be materially adversely affected.

Regulatory agencies or third parties may conduct compliance reviews, commence investigations, bring claims or institute litigation against us.

Because we operate in a highly regulated industry, we may be subject from time to time to program reviews, audits, investigations, claims of non-compliance, or lawsuits by governmental agencies or third parties, which may allege statutory violations, regulatory infractions, or common law causes of action. If the results of the investigations are unfavorable to us or if we are unable to successfully defend against third-party lawsuits, we may be required to pay money damages or be subject to fines, penalties, injunctions or other censure that could have a materially adverse effect on our business. We also may be limited in our ability to open new schools or add new program offerings and may be adversely impacted by the negative publicity surrounding an investigation or lawsuit. Even if we adequately address the issues raised by an agency review or investigation or successfully defend a third-party lawsuit, we may suffer interruptions in cash flows due to, among other things, transfer from the advance funding to the reimbursement or heightened cash monitoring method of Title IV program funding, and we may have to devote significant money and management resources to address these issues, which could harm our business. Additionally, we may experience adverse collateral consequences, including declines in the number of students enrolling at our schools and the willingness of third parties to deal with us or our schools, as a result of any negative publicity associated with such reviews, claims or litigation.

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Investigations, claims and actions against companies in our industry could adversely affect our business and stock price.

During the past several years, we and other companies in the for-profit postsecondary education industry have been subject to increased regulatory scrutiny. In some cases, allegations of wrongdoing have resulted in reviews or investigations by the Justice Department, the Securities and Exchange Commission (the SEC), the ED, state agencies, accrediting agencies and other entities. These allegations, reviews and investigations and the accompanying adverse publicity could have a negative impact on the for-profit postsecondary education industry in general, our business and the market price of our common stock.

We are subject to sanctions if we pay impermissible commissions, bonuses or other incentive payments to individuals involved in certain recruiting, admissions or financial aid activities.

An institution participating in Title IV Programs may not provide any commission, bonus or other incentive payment based directly or indirectly on success in securing enrollments or financial aid to any person or entity engaged in any student recruitment or admission activity or in making decisions regarding the awarding of Title IV Program funds. The law and regulations governing this requirement do not establish clear criteria for compliance in all circumstances. If the ED determined that one of our institution s compensation practices violated these standards, the ED could subject the institution to monetary fines, penalties, or other sanctions. Additionally, the Company has been, and may in the future be, the subject of *qui tam* actions in federal court by former employees on behalf of themselves and the federal government alleging violations of False Claims act because of alleged violations of the incentive compensation prohibitions in the HEA. See Item 3. Legal Proceedings. Any substantial fine or penalty or other sanction levied against one or more of our schools could have a material adverse effect on our financial condition, results of operations and cash flows.

Failure to comply with extensive Canadian regulations could affect the ability of our Canadian schools to participate in Canadian financial aid programs.

Our post-secondary schools in Canada derive a significant percentage of their revenue on a cash basis from Canadian governmental financial aid programs, and our Canadian students receive loans under student financial aid programs.

Our Canadian schools must meet eligibility standards to administer these programs and must comply with extensive statutes, rules, regulations and requirements. If our Canadian schools cannot meet these and other eligibility standards or fail to comply with applicable requirements, it could have a material adverse effect on our business.

Additionally, the Canadian and Ontario provincial governments continuously review the legislative, regulatory and other requirements relating to student financial assistance programs due to political and budgetary pressures. Although we do not currently anticipate a significant reduction in the funding for these programs, any change that significantly reduces funding or the ability of our schools to participate in these programs could have a material adverse effect on our business and results of operations.

Operational Risks That Could Have a Material Adverse Effect on Our Business

If our students are unable to obtain private loans from third party lenders, our business could be adversely affected.

The education finance industry has been experiencing and may continue to experience problems that have resulted in fewer overall financing options for some of our students. Factors that could impact the general availability of loans to our students include:

- changes in overall economic conditions or overall uncertainty or disruption in capital markets, in either case causing lenders to cease making student loans, limit the volume or types of loans made or impose more stringent eligibility or underwriting standards;

- the financial condition and continued financial viability of student loan providers;

- changes in applicable laws or regulations, such as provisions of the recently-passed HEA reauthorization that impose new disclosure and certification requirements with respect to private educational loans, that could have the effect of reducing the availability of education financing, including as a result of any lenders choosing to provide fewer loans or to stop providing loans altogether in light of increased regulation, or which could increase the costs of student loans; or

determinations by lenders to reduce the number of loans, or to cease making loans altogether, to students attending or planning to attend certain types of schools, particularly for-profit schools.

Private loans constituted approximately 13% of our U.S. revenue (on a cash basis) in fiscal 2007, and approximately 11% in fiscal 2008. These loans were provided pursuant to private loan programs with third party lenders and were made available to eligible students at our schools to fund a portion of the students costs of education not covered by federal financial aid. On January 18, 2008, we received a letter from Sallie Mae indicating that it was exiting the subprime lending business for private student loans. Thus, effective March 1, 2008, Sallie Mae no longer provided private loans for Corinthian students in the subprime credit category. In addition to terminating their lending to subprime students, Sallie Mae and other lenders made the underwriting criteria used in their standard private loan programs more stringent.

The consumer credit markets in the United States have recently suffered from increases in default rates and foreclosures on mortgages, which in some cases have called into question the continued financial viability of certain student loan providers and has resulted in fewer providers of student loans. Providers of federally guaranteed student loans and alternative student loans have also experienced recent increases in default rates. Adverse market conditions for consumer and federally guaranteed student loans have resulted in providers of alternative loans reducing the attractiveness and/or decreasing the availability of alternative loans to post-secondary students, including students with low credit scores who would not otherwise be eligible for credit-based alternative loans. Prospective students may find that these increased financing costs make borrowing prohibitively expensive and abandon or delay enrollment in post-secondary education programs. Certain private lenders have also required that we pay them new or increased fees in order to provide alternative loans to prospective students.

While we are taking steps to address the private loan needs of our students, the inability of our students to finance their education could cause our student population to decrease, which could have a material adverse effect on our financial condition, results of operations and cash flows.

We have developed a new student loan program that could have a material adverse effect on our financial condition, results of operations and cash flows.

We have developed a new student loan program (ACCESS) that could have a material adverse effect on our financial condition, results of operations and cash flows. This ACCESS loan program enables students who have exhausted all available government-sponsored or other aid and are ineligible for private loans from other financial institutions to borrow a portion of their tuition and other educational expenses at our schools if they or a co-borrower meet certain criteria.

Historically, we had several loan programs with origination and servicing providers such as Sallie Mae for students with low credit scores who otherwise would not qualify for loans. These loan programs required that we pay a discount fee to the origination and servicing providers of the loans as a reserve against future defaults on these loans. We have historically referred to these types of loans as discount loans, since we incurred a portion of the default risk related to these students loans by taking a discount on the disbursement.

Effective in the third quarter of fiscal 2008 we were informed by Sallie Mae and two other origination and servicing providers that they would no longer make private loans available for students who present higher credit risks (i.e. subprime borrowers). In the face of this change in policy, we created the ACCESS lending program with a different origination and servicing provider who specializes in subprime credit that has characteristics similar to our previous discount loan programs. Under this new program, we pay a discount to the origination and servicing provider. As with our previous discount loan program, we record the discount as a reduction to revenue, as the collectability of these amounts is not reasonably assured. However, unlike our previous discount loan programs, under our ACCESS program we have both the right and the obligation (subject to certain limitations in our agreement with the origination and servicing provider), to acquire the related loans. Since we initiated the program in the fourth quarter of fiscal 2008, we have acquired all of the loans that have been originated. We currently anticipate that we will acquire and fund approximately $95 million in ACCESS loans during fiscal 2009.

For ACCESS loans that we acquire, we will bear the risks of collection. Thus, even though we will record the discount as a reduction to revenue, to the extent collections are less than the net amount of revenue recorded, we may still experience increase in our allowance for doubtful accounts and our bad debt expense may increase. Factors that may impact our ability to collect these loans include general economic conditions, compliance with laws applicable to the origination, servicing and collection of loans, the quality of our loan servicers performance and the priority that borrowers under this ACCESS loan program, particularly students who did not complete or were dissatisfied with their programs of study, attach to repaying these loans as compared to other obligations. We also expect our notes and accounts receivable and days sales outstanding to increase from prior years.

A number of factors also may contribute to fewer students participating in the ACCESS program than we currently expect. Students may believe that loans under this program are unattractive, or we may find that fewer students qualify for the program than we anticipate. If that occurs, fewer students may attend our schools.

Federal, state and local laws and public policy and general principles of equity relating to the protection of consumers apply to the origination, servicing and collection of the loans that we would purchase under this ACCESS program. Any violation of the various federal, state and local laws, including, in some instances, violations of these laws by parties not under our control, may result in losses on the loans that we purchase or may limit our ability to collect all or part of the principal or interest on the loans that we purchase. This may be the case even if we are not directly responsible for the violations by such parties. Federal or state financial regulators also might delay or suspend the new student loan program for a variety of reasons. Additionally, depending on the terms of the loans, state consumer credit regulators may assert that our activities in connection with the new student loan program require us to obtain one or more licenses, registrations or other forms of regulatory approvals, any of which may not be able to be obtained in a timely manner, if at all.

We rely on a single company to provide financial aid processing for our students. If that company fails or refuses to timely provide such service, or materially increases its fees, our business could be harmed.

We utilize a single company to provide the financial aid packaging and processing for our students financial aid. We have experienced periodic delays or backlogs of financial aid processing when this company s resources have become overburdened. If this company were to cease doing business with us, we could experience an interruption in financial aid processing for our students. Although we believe we could find alternative service providers or we could begin to process financial aid in-house, we may be unable to establish relationships with alternative service providers that will be as favorable as the one we have now. For example, new service providers may have higher prices, lower capacity, lower quality standards or longer delivery times. If we are unable to provide financial aid processing for our students in a timely and accurate manner, or if such services are delayed or becomes more expensive, this could have a material adverse effect on our business and results of operations.

If students fail to pay their outstanding balances, our business will be harmed.

We offer a variety of payment plans to help students pay that portion of their education expense not covered by financial aid programs. These balances are unsecured and not guaranteed. Losses related to unpaid student balances in excess of the amounts we have reserved could have a material adverse effect on our business.

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Failure to effectively grow our revenues or reduce our expenses could harm our business.

From the inception of our business through fiscal 2004, we rapidly grew our company through both acquisitions and new branch campuses. Our rapid growth in capacity resulted in additional operating expenses that have not been offset by higher revenues during the last four fiscal years. Accordingly, our operating margins have been significantly compressed. If we are unable to effectively grow our revenues or reduce our expenses, our business could be materially adversely affected.

Our marketing and advertising efforts may not be effective in attracting prospective students.

In order to maintain and increase our revenues and margins, we must continue to attract new students in an effective and efficient manner. Over the last several fiscal years, we have increased the amounts spent on marketing and advertising, and we anticipate that this trend will continue. If we are unable to successfully advertise and market our schools, our ability to attract and enroll new students could be adversely impacted and, consequently, our financial performance could suffer. We use marketing tools such as the Internet, radio, television and print media advertising to promote our schools and programs. Our representatives also make presentations at high schools. If we are unable to utilize these advertising methods in a cost-effective manner or if our other costs limit the amount of funds we can contribute to advertising, our revenue and margins may suffer. Additionally, we rely on the general reputation of our schools and referrals from current students, alumni and employers as a source of new students. Among the factors that could prevent us from successfully marketing and advertising our schools and programs are the failure of our marketing tools and strategy to appeal to prospective students or current student and/or employer dissatisfaction with our program offerings or results and diminished access to high school campuses.

If we cannot effectively identify, acquire and integrate additional schools, it could harm our business.

We expect to continue to rely on acquisitions as a component of our growth strategy. We often engage in evaluations of, and discussions with, possible acquisition candidates. We cannot make assurances that we will be able to identify suitable acquisition candidates or that we will be able to acquire any of the acquisition candidates on favorable terms. Furthermore, we cannot make assurances that any acquired schools can be successfully integrated into our operations or be operated profitably. Acquisitions involve a number of risks that include:

- diversion of management resources;
- integration of the acquired schools operations;
- adverse short-term effects on reported operating results; and
- possible loss of key employees.

Continued growth through acquisitions may also subject us to unanticipated business or regulatory uncertainties or liabilities. When we acquire an existing school, we typically allocate a significant portion of the purchase price to fixed assets, curriculum, goodwill and intangibles, such as covenants not-to-compete, trade names and accreditations. For our acquisitions through fiscal 2002, we amortized goodwill and trade names over a period of 40 years and curricula over 3 to 15 years. Effective July 1, 2002, we adopted SFAS No. 142, Accounting for Business Combinations, Goodwill and Other Intangible Assets, in its entirety. Under SFAS 142, goodwill is no longer amortized on a periodic basis, but instead is subject to an impairment test to be performed at least on an annual basis. Separable intangible assets that are not deemed to have indefinite lives will continue to be amortized over their useful lives. In addition, our acquisition of a school is a change of ownership of that school, which may result in the temporary suspension of that school s participation in federal student financial aid programs until it obtains the ED s approval. If we fail to successfully manage our acquisitions, our business would likely suffer.

Failure to effectively manage opening new schools and adding new services could harm our business.

Establishing new schools requires us to make investments in management, capital expenditures, marketing expenses and other resources. To open a new school, we are also required to obtain appropriate state and accrediting agency approvals. In addition, to be eligible for federal student financial aid programs, the new school is required to be certified as eligible to receive Title IV funds by the ED. We cannot assure you that we will be able to successfully open new schools in the future. Our failure to effectively manage the operations of newly established schools could have a material adverse effect on our business.

Our success depends upon our ability to recruit and retain key personnel.

We depend on key personnel, including Jack D. Massimino, Peter C. Waller, Kenneth S. Ord, Beth A. Wilson, William B. Buchanan, Mark L. Pelesh, Stan A. Mortensen, Robert C. Owen and David A. Poldoian, to effectively operate our business. If any of these people left our Company and we failed to effectively manage a transition to new people, our business could suffer.

Our success also depends, in large part, upon our ability to attract and retain highly qualified faculty, school presidents and administrators and campus support center management. We may have difficulty locating and hiring qualified personnel, and retaining such personnel once hired. The loss of the services of any of our key personnel, or our failure to attract and retain other qualified and experienced personnel on acceptable terms, could cause our business to suffer.

Anti-takeover provisions in our charter documents and Delaware law could make an acquisition of our company difficult.

Our certificate of incorporation, our by-laws and Delaware law contain provisions that may delay, defer or inhibit a future acquisition of our Company not approved by our board of directors. These provisions are intended to encourage any person interested in acquiring us to negotiate with and obtain the approval of our Board of Directors. Our certificate of incorporation also permits our board of directors to issue shares of preferred stock with voting, conversion and other rights as it determines, without any further vote or action by our stockholders. By using preferred stock, we could:

- discourage a proxy contest;
- make the acquisition of a substantial block of our common stock more difficult; or
- limit the price investors may be willing to pay in the future for shares of our common stock.

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We face litigation that could have a material adverse effect on our business, financial condition and results of operations.

We and our schools are subject to various lawsuits, investigations and claims, covering a wide range of matters, including, but not limited to, claims involving our current and former students, alleged violations of federal and state laws, false claims made to the federal government and routine employment matters. It is possible that we may be required to pay substantial damages or settlement costs in excess of our insurance coverage or current reserves, which could have a material adverse effect on our financial condition or results of operation. We could also incur substantial legal costs, and management s attention and resources could be diverted from our business. Please see Item 3, Legal Proceedings, for more detailed information on these litigation risks.

Failure to keep pace with changing market needs and technology could harm our business.

Prospective employers of our graduates increasingly demand that their entry-level employees possess appropriate technological skills. Educational programs at our schools, particularly programs in information technology, must keep pace with these evolving requirements. If we cannot respond to changes in industry requirements, it could have a material adverse effect on our business.

Competitors with greater resources could harm our business.

The post-secondary education market is highly competitive, and has become ever more so over the past several years. Our schools compete with traditional public and private two-year and four-year colleges and universities and other proprietary schools, including those that offer on-line learning programs. Some public and private colleges and universities, as well as other private career-oriented schools, may offer programs similar to those of our schools. Although tuition at many private non-profit institutions is higher than tuition at our schools, some public institutions are able to charge lower tuition than our schools, due in part to government subsidies, government and foundation grants, tax-deductible contributions and other financial sources not available to proprietary schools. Some of our competitors in both the public and private sectors have substantially greater financial and other resources than us.

Failure to obtain additional capital in the future could reduce our ability to grow.

We believe that funds from operations, cash, investments and access to our credit facility that expires in July 2010 will be adequate to fund our currently identified plans. However, we may need additional debt or equity financing in order to carry out our strategy of growth through acquisitions. The amount and timing of such additional financing will vary depending on the timing and size of acquisitions, our availability to access credit markets, and the sellers willingness to provide financing themselves. To the extent that we require additional financing in the future and are unable to obtain such additional financing, we may not be able to fully implement our growth strategy.

If natural disasters, terrorist attacks, public transit strikes or economic downturns occur in specific geographic areas where we have a high concentration of schools, our business could be harmed.

We have large numbers of schools concentrated in certain geographic areas. For instance, we have a high concentration of schools in California, Florida, Texas, Georgia, Michigan, the Province of Ontario and other states and cities. We expect to continue to have high concentrations of schools in large metropolitan areas as we create new branch campuses and acquire new schools. These geographic concentrations may change or intensify over time. If natural disasters, terrorist attacks, public transit strikes, economic developments or other adverse events occur or are more intensively felt in some of these concentrated geographic areas, our business and results of operations could be disproportionately affected compared to the rest of the United States and Canada.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

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ITEM 2. PROPERTIES

Our campus support center office is located in Santa Ana, California and our 106 campuses, as of June 30, 2008, are located in 24 states and in the province of Ontario, Canada. Each campus provides our students with lecture halls, instructional labs, libraries, Internet access and other facilities.

We actively monitor the capacity of our facilities and the expected future capacity of our facilities required to accommodate campus growth initiatives. From the beginning of fiscal 2004 through fiscal 2008, approximately 24% of the campuses have been relocated and an additional approximately 85% of total campuses have been either expanded or remodeled. The following table reflects the number of campuses added, closed or combined, and the number of campuses that have been relocated, enlarged or remodeled in each of the last five fiscal years ended and has been updated to reflect solely continuing operations:

	2008	2007	2006	2005	2004
Opened					
Acquired	0	0	0	1	72
Branched	0	0	3	5	10
Closed, combined or sold	0	2	17	12	23
Campuses at year end	106	106	108	122	128
Relocated	2	2	6	10	5
Enlarged or remodeled	10	6	12	32	30

All but four of our facilities are leased. In addition, we lease our campus support center offices. Most of our leases have primary terms between 5 and 10 years with options to extend the lease, at our election.

Square footage of our schools and colleges varies significantly based upon the type of programs offered and the market being served. Please see the section entitled Programs of Study in Item 1, Business , for square footage by location.

ITEM 3. LEGAL PROCEEDINGS

Legal Matters

In the ordinary conduct of its business, the Company and its subsidiaries are subject to lawsuits, demands in arbitration, investigations and other claims, including, but not limited to, lawsuits and claims involving current and former students and employment-related matters. In some of the lawsuits and arbitrations pending against the Company, plaintiffs seek certification of the matter as a class action in order to represent all other similarly-situated persons. None of the matters currently pending against the Company in which plaintiffs seek class certification have yet been certified as a class action. When the Company is aware of a claim or potential claim, it assesses the likelihood of any loss or exposure. If it is probable that a loss will result and the amount of the loss can be reasonably estimated, the Company records a liability for the loss. If the loss is not probable or the amount of the loss cannot be reasonably estimated, the Company discloses the nature of the specific claim if the likelihood of a potential loss is reasonably possible and the amount involved is material. There can be no assurance that the ultimate outcome of any of the matters disclosed below will not have a material adverse effect on the Company s financial condition or results of operations.

On March 8, 2004, the Company was served with two virtually identical putative class action complaints entitled *Travis v. Rhodes Colleges, Inc., Corinthian Colleges, Inc., and Florida Metropolitan University,* and *Satz v. Rhodes Colleges, Inc., Corinthian Colleges, Inc., and Florida Metropolitan University.* Additionally, on April 15, 2005, the Company received another complaint entitled *Alan Alvarez, et al. v. Rhodes Colleges, Inc., Corinthian Colleges, Inc., and Florida Metropolitan University, Inc.* The *Alvarez* first amended and supplemental complaint named ninety-nine plaintiffs. Additionally, the court in the *Alvarez* case granted the plaintiffs motion to add an additional seven plaintiffs to the first amended and supplemental complaint. The named plaintiffs in these lawsuits are current and former students in the Company s Florida Metropolitan University (FMU) campuses, now known as Everest University, in Florida and online. The plaintiffs allege that FMU concealed the fact that it is not accredited by the Commission on Colleges of the Southern Association of Colleges and Schools and that FMU credits are not transferable to other institutions. The *Satz* and *Travis* plaintiffs seek recovery of compensatory damages and attorneys fees under common law and Florida s Deceptive and Unfair Trade Practices Act for themselves and all similarly situated people. The *Alvarez* plaintiffs seek damages on behalf of themselves under common law and Florida s Deceptive and Unfair Trade Practices Act. The arbitrator in the *Satz* case found for the Company on all counts in an award on the Company s motion to dismiss.

Additionally, the Company affirmatively filed arbitration actions against Ms. Travis and approximately ninety of the *Alvarez* plaintiffs seeking damages for their respective breaches of their obligations to file in arbitration rather than in court, and seeking declaratory relief regarding their allegations. The arbitrator ruled against the Company in its affirmative claims against Ms. Travis, and the individual *Alvarez* arbitrations are pending. The Company has prevailed on its motions in court to dismiss the court actions and compel arbitration in both the *Alvarez* and *Travis* matters. Ms. Travis has filed a motion to certify a class in her arbitration proceeding on behalf of all similarly situated persons, and the Company has opposed that motion. The Company believes the plaintiffs claims in all of these matters are without merit and will vigorously defend itself, Rhodes Colleges, Inc., and FMU against these allegations.

From July 8, 2004 through August 31, 2004, various putative class action lawsuits were filed in the United States District Court for the Central District of California by certain alleged purchasers of the Company s common stock against the Company and certain of its former executive officers, David Moore, Dennis Beal, Paul St. Pierre and Anthony Digiovanni. On November 5, 2004, a lead plaintiff was chosen and these cases were consolidated into one action. A first consolidated amended complaint was filed in

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February 2005. The consolidated case is purportedly brought on behalf of all persons who acquired shares of the Company s common stock during a specified class period from August 27, 2003 through July 30, 2004. The consolidated complaint alleges that, in violation of Section 10(b) of the Securities Exchange Act of 1934 (the Act) and Rule 10b-5 promulgated thereunder by the Securities and Exchange Commission, the defendants made certain material misrepresentations and failed to disclose certain material facts about the condition of the Company s business and prospects during the putative class period, causing the plaintiffs to purchase the Company s common stock at artificially inflated prices. The plaintiffs further claim that Messrs. Moore, Beal, St. Pierre and Digiovanni are liable under Section 20(a) of the Act. The plaintiffs seek unspecified amounts in damages, interest, and costs, as well as other relief. On April 24, 2006, the U.S. District Court granted the Company s motion to dismiss the plaintiff s third consolidated amended complaint with prejudice. The plaintiff appealed the dismissal to the Federal Ninth Circuit Court of Appeals. On July 25, 2008, the Ninth Circuit unanimously affirmed the District Court s dismissal. The plaintiffs may seek a rehearing from the panel, an en banc review by the Ninth Circuit, or review by the United States Supreme Court through a petition for writ of certiorari. The Company believes this matter is without merit and will continue to vigorously defend itself and its former officers in this matter.

Between July 21, 2004 and July 23, 2004, two derivative actions captioned *Collet, Derivatively on behalf of Corinthian Colleges, Inc., v. David Moore, et al.,* and *Davila, Derivatively on behalf of Corinthian Colleges, Inc., v. David Moore, et al.*, were filed in the Orange County California Superior Court against David Moore, Dennis Beal, Dennis Devereux, Beth Wilson, Mary Barry, Stan Mortensen, Bruce Deyong, Loyal Wilson, Jack Massimino, Linda Skladany, Paul St. Pierre, Michael Berry, and Anthony Digiovanni, and against the Company as a nominal defendant. Each individual defendant is one of the Company s current or former officers and/or directors. The lawsuits allege breach of fiduciary duty, abuse of control, gross mismanagement, waste of corporate assets, unjust enrichment, and violations of the California corporations code, essentially based on the same allegations of conduct complained of in the initial federal securities class action complaints. The *Collet* and *Davila* cases have now been consolidated into one action. A memorandum of understanding was executed by the parties resolving the *Collet* and *Davila* cases, pending court approval, for an immaterial amount of attorneys fees to be paid by the Company s directors and officers insurance carrier to the plaintiffs lawyers, and with the Company agreeing to certain corporate governance matters.

On August 2, 2006, the Company was served with two virtually identical derivative complaints captioned *Adolf, Derivatively on behalf of nominal defendant Corinthian Colleges, Inc., v. David Moore, et al.,* and*, Gunkel, Derivatively on behalf of nominal defendant Corinthian Colleges, Inc., v. David Moore, et al.* The complaints were filed in the Orange County California Superior Court against David Moore, Paul St. Pierre, Frank McCord, Dennis Devereux, Beth Wilson, Dennis Beal, Jack Massimino, Linda Skladany, and Hank Adler. Each individual defendant is one of the Company s current or former officers and/or directors. The lawsuits allege breach of fiduciary duty and unjust enrichment by the individual defendants related to the Company s past option grant practices. Three other similar derivative actions were filed in Federal District Court for the Central District of California, one entitled *Pfeiffer, derivatively on behalf of Corinthian Colleges, Inc., v. David Moore, et al.,* the second entitled *M. Alvin Edwards, III, derivatively on behalf of Corinthian Colleges, Inc., v. David Moore, et al.* and the third entitled *Lori Close, derivatively on behalf of Corinthian Colleges Inc., v. David Moore et al.* The federal cases allege violation of the Securities and Exchange Act of 1934, violation of the California Corporations Code, unjust enrichment and return of unearned compensation, and breach of fiduciary duties, based on similar factual allegations to the *Adolph* and *Gunkel* cases. The *Pfeiffer* case is filed against the same defendants as the two state court cases. The *Close* and *Edwards* cases name the following individual defendants, all of whom are current and former directors and officers of the Company: Dave Moore, Jack Massimino, Ken Ord, William Murtagh, William Buchanan, Robert Owen, Stan Mortensen, Mark Pelesh, Mary Barry, Beth Wilson, Dennis Devereux, Paul St. Pierre, Alice Kane, Terry Hartshorn, Linda Skladany, Hank Adler, Loyal Wilson and Mike Berry. The federal derivative actions have since been consolidated in federal court; the state derivative actions have also been consolidated in state court. The parties are currently in settlement negotiations attempting to resolve these lawsuits.

On October 3, 2007, the Company was notified that a *qui tam* action had been filed in the U.S. District Court for the Central District of California by a former employee (the relator) on behalf of

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himself and the federal government. The case is captioned *United States of America, ex rel. Steven Fuhr v. Corinthian Colleges, Inc.* The *qui tam* action alleges violations of the False Claims Act, 31 U.S.C. § 3729-33, by the Company for allegedly causing false claims to be paid, or allegedly using false statements to get claims paid or approved by the federal government, because of alleged Company violations of the Higher Education Act (the HEA) regarding the manner in which admissions personnel are compensated. The federal government has the right to intervene in, or take over, a *qui tam* action. If the government declines to intervene, the relator may elect to pursue the litigation on behalf of the federal government and, if he is successful, receive a portion of the federal government s recovery. The Company has also been informed that two other *qui tam* actions have been filed against the Company regarding alleged violations of the incentive compensation prohibitions in the HEA; both of these lawsuits remain under seal. The Company believes its compensation practices regarding admissions personnel have been in compliance with applicable law and intends to defend itself vigorously in this matter.

On October 17, 2007, the Office of the Inspector General of the United States Department of Education, assisted by other federal and local authorities, served a search warrant at the Company s National School of Technology campus in Fort Lauderdale, Florida. The search warrant sought a broad range of documents and records. The Company provided documents in response to the search warrant and is cooperating with the government s investigation.

On November 14, 2007, the Company was served with a putative class action complaint filed in the United States District Court for the Central District of California captioned *Hardwick, et al. v. Corinthian Colleges, Inc.* The plaintiff is a former instructor at the Company s Merrionette Park, Illinois campus. Her complaint seeks certification of a class composed of all campus instructors nationwide, alleging wage and hour violations of the Fair Labor Standards Act, as well as a class of Illinois instructors alleging violations of the Illinois Wage Payment and Collection Act and Illinois Eight-Hour Work Day Act. The complaint seeks monetary damages, declaratory and injunctive relief and attorneys fees. The Company believes the complaint is without merit and intends to vigorously defend itself against these allegations.

The Company was notified that on December 31, 2007, a putative class action complaint entitled *Leask v. Corinthian Colleges, Inc., and Corinthian Schools, Inc., et al.*, was filed in the Santa Clara, California Superior Court. Plaintiffs are a former medical assisting student from the Company s Everest College (formerly Bryman College) campus in San Jose and her mother. The complaint alleges violations of the California Education Code and of California s Business and Professions Code Section 17200 related to allegedly missing or inadequate student disclosures and seeks declaratory and injunctive relief, attorneys fees, and an unspecified amount of damages. Additionally, the complaint seeks to certify a class composed of all medical assisting students in California over the last four years. The Company believes the complaint is without merit and intends to vigorously defend itself against these allegations.

On May 28, 2008, a putative class action demand in arbitration captioned *Rivera v. Sequoia Education, Inc. and Corinthian Colleges, Inc.* was filed with the American Arbitration Association. The plaintiffs are nine current or former HVAC students from the Company s WyoTech Fremont and WyoTech Oakland campuses. The arbitration demand alleges violations of California s Business and Professions Code Sections 17200 and 17500, fraud and intentional deceit, negligent misrepresentation, breach of contract and unjust enrichment / restitution, all related to alleged deficiencies and misrepresentations regarding the HVAC program at these two campuses. The plaintiffs seek to certify a class composed of all HVAC students in the Company s WyoTech Fremont and WyoTech Oakland campuses over the past four years, and seek recovery of compensatory and punitive damages, interest, restitution and attorneys fees and costs. The Company believes the complaint is without merit and intends to vigorously defend itself against these allegations.

In addition to the legal proceedings and other matters described above, the Company is or may become a party to pending or threatened lawsuits related primarily to services currently or formerly performed by the Company. Such cases and claims raise difficult and complex factual and legal issues and are subject to many uncertainties and complexities, including, but not limited to, the facts and circumstances of each particular case or claim, the jurisdiction in which each suit is brought, and differences in applicable law.

As of June 30, 2008, the Company had established aggregate reserves of approximately $1.4 million for all of the matters disclosed above, as well as for those additional matters where the liabilities are probable and losses estimable but for which the Company does not believe the matters are reasonably likely to have a material impact on the Company. The Company regularly evaluates the reasonableness of its accruals and makes any adjustments considered necessary. Due to the uncertainty of the outcome of litigation and claims, the Company is unable to make a reasonable estimate of the upper end of the range of potential liability for these matters. Upon resolution of any pending legal matters, the Company may incur charges in excess of presently established reserves. While any such charge could have a material adverse impact on the Company s results of operations in the period in which it is recorded or paid, management does not believe that any such charge would have a material adverse effect on the Company s financial position or liquidity.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

There were no matters submitted to a vote of security holders during the fourth quarter of the fiscal year ended June 30, 2008.

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PART II

ITEM 5. MARKET FOR REGISTRANT S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Dividend Policy

We have never paid cash dividends on our common stock. Payment of dividends in the future, if at all, will depend upon our earnings and financial condition and various other factors our Board of Directors may deem appropriate at the time. Our amended credit agreement limits the payment of cash dividends.

Issuer Purchases of Equity Securities

On October 27, 2005, the Company s Board of Directors approved a share repurchase of up to $70 million of the Company s common stock. From November 2005 through January 2006, the Company purchased 5,708,978 shares at a total cost of $70.0 million (an average share price of $12.26 per share). During the fourth quarter of fiscal 2006 the shares of treasury stock were retired.

On October 31, 2006, the Company s Board of Directors approved a share repurchase of up to $50 million of the Company s common stock. From November 2006 through May 2007, the Company purchased 2,256,638 shares at a total cost of $31.4 million (an average share price of $13.90 per share).

Price Range of Common Stock

Our common stock is listed on the Nasdaq National Market System under the symbol COCO. The approximate number of holders of record of our common stock as of August 21, 2008 was 36 and we believe the number of beneficial owners to be approximately 5,000. Our common stock was first listed on Nasdaq upon completion of our initial public offering in February 1999.

On August 21, 2008 the closing price per share of common stock was $16.46 and the range of high and low closing sales prices of our common stock, as reported by the Nasdaq National Market System, for each applicable quarter in fiscal 2007 and 2008, and the first quarter to date of fiscal 2009, is as follows:

	Price Range of Common Stock	
	High	**Low**
Fiscal Years Ended June 30:		
2007:		
First Quarter	$ 14.34	$ 10.81
Second Quarter	13.92	11.29
Third Quarter	14.41	13.00
Fourth Quarter	16.29	13.60
2008:		
First Quarter	$ 16.51	$ 12.99
Second Quarter	17.80	14.49
Third Quarter	14.60	6.62
Fourth Quarter	13.35	7.55
2009:		
First Quarter through August 21, 2008	$ 17.02	$ 11.69

Securities Authorized for Issuance Under Equity Compensation Plans as of June 30, 2008

As of June 30, 2008, our equity compensation plans consisted of the 1998 Performance Award Plan (the 1998 Plan), the 2003 Performance Award Plan as amended (the 2003 Plan), the 2004 New Hire Plan (the New Hire Plan) and the Employee Stock Purchase Plan (the ESPP). The 1998 Plan, the 2003 Plan and the ESPP have all been approved by our shareholders.

The New Hire Plan has not been approved by our shareholders. The Company s ability to issue new stock-based awards under the New-Hire Plan was terminated as of November 17, 2005.

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Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants, and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans approved by security holders	11,207,008(1)	$ 13.63(3)	5,664,043
Equity compensation plans not approved by security holders	103,625(2)	$ 16.07(3)	0
Total	11,310,633	$ 13.65(3)	5,664,043

(1) Includes 620,691 shares to be issued upon the vesting of Restricted Stock Units (RSUs), for which no exercise price will be paid.
(2) Includes 10,725 shares to be issued upon the vesting of RSUs, for which no exercise price will be paid.
(3) For purposes of calculating weighted average exercise price, RSUs are assumed to have an exercise price of $0.

Performance Graph

The following graph shows a comparison of cumulative total returns for Corinthian, the Russell 2000 Index and an index of peer companies selected by Corinthian during the period commencing on June 30, 2003 and ending on June 30, 2008. The comparison assumes $100 was invested on June 30, 2003 in the Common Stock, the Russell 2000 Index and the peer companies selected by Corinthian and assumes the reinvestment of all dividends, if any. The companies in the peer group, all of which are education companies, are weighted according to their market capitalization. Included in the peer group are: Apollo Group Inc., Career Education Corporation, DeVry, Inc., ITT Educational Services, Inc., Lincoln Educational Services Corporation, Universal Technical Institute, Inc. and Strayer Education, Inc. The performance graph takes into account the two-for-one stock split of the Company s common stock effected in the form of a stock dividend in March 2004.

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ITEM 6. SELECTED FINANCIAL DATA

The following selected financial data are qualified by reference to, and should be read in conjunction with, our consolidated financial statements and the related notes thereto appearing elsewhere in this Report on Form 10-K and Management s Discussion and Analysis of Financial Condition and Results of Operations. The selected statement of operations data and the balance sheet data set forth below as of and for each of the 5 years ended June 30, 2008, 2007, 2006, 2005 and 2004 are derived from our audited consolidated financial statements. These historical results are not necessarily indicative of the results that may be expected in the future.

	Years Ended June 30,				
	2008	2007	2006	2005	2004
	(In thousands, except per share data)				
Statement of Operations Data:					
Net revenues (1)	$ 1,068,671	$ 919,224	$ 907,815	$ 908,934	$ 757,189
Operating expenses:					
Educational services	625,481	528,125	507,832	499,267	395,284
General and administrative	114,938	110,654	92,677	85,327	64,199
Marketing and admissions	276,875	248,447	240,373	215,466	169,442
Impairment, facility closing, and severance charges	6,603	9,693	4,170	18,165	6,364
Total operating expenses	1,023,897	896,919	845,052	818,225	635,289
Income from operations	44,774	22,305	62,763	90,709	121,900
Interest (income)	(3,376)	(6,244)	(5,772)	(3,397)	(1,349)
Interest expense, net	1,793	2,811	3,162	4,209	3,204
Other (income) expense, net	(1,387)	(1,039)	(1,137)	160	161
Income before provision for income taxes	47,744	26,777	66,510	89,737	119,884
Provision for income taxes	14,879	9,950	24,025	33,501	46,399
Income from continuing operations	32,865	16,827	42,485	56,236	73,485
(Loss) income from discontinued operations, net of tax	(11,598)	(9,595)	(1,003)	2,187	2,211
Net income	$ 21,267	$ 7,232	$ 41,482	$ 58,423	$ 75,696
Income per common share basic (2):					
Income from continuing operations	$ 0.39	$ 0.19	$ 0.48	$ 0.62	$ 0.82
(Loss) income from discontinued operations	$ (0.14)	$ (0.11)	$ (0.01)	$ 0.02	$ 0.03
Income per common share diluted (2):					
Income from continuing operations	$ 0.39	$ 0.19	$ 0.47	$ 0.61	$ 0.78
(Loss) income from discontinued operations	$ (0.14)	$ (0.11)	$ (0.01)	$ 0.02	$ 0.03
Weighted average number of common shares outstanding:					
Basic	84,954	85,887	88,627	90,678	89,209
Diluted	86,013	87,097	89,973	92,760	94,014

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	Years Ended June 30,				
	2008	2007	2006	2005	2004
	(Dollars in thousands)				
Other Data:					
Cash flow provided by (used in):					
Operating activities	$ 13,613	$ 38,804	$ 118,714	$ 127,925	$ 124,392
Investing activities	(36,568)	(27,095)	(51,588)	(127,890)	(173,948)
Financing activities	(44,914)	51,122	(89,829)	11,153	60,344
Capital expenditures	(54,880)	(70,977)	(56,054)	(76,556)	(74,600)
Number of colleges/training centers at end of period	106	106	108	122	128
Student population at end of period	69,211	61,332	59,924	61,439	60,195
Starts during the period (3)	100,210	88,699	86,521	89,490	82,203
Balance Sheet Data:					
Cash and cash equivalents	$ 32,004	$ 99,789	$ 36,805	$ 57,863	$ 46,709
Marketable securities		15,000	55,900	41,375	
Working capital	91,827	124,563	74,342	105,108	51,971
Total assets	704,479	737,976	670,006	674,572	561,462
Long-term debt, net of current portion	62,491	112,913	31,402	54,243	46,366
Long-term capital lease obligations, net of current portion	14,689	15,141	14,151	12,198	12,406
Total stockholders equity	$ 422,022	$ 385,422	$ 399,528	$ 410,825	$ 341,104

(1) Represents student tuition and fees and bookstore sales, net of refunds.
(2) All share and per share amounts have been restated to reflect a two-for-one stock split effected in the form of a stock dividend in March 2004.
(3) Represents the new students starting school during the periods presented.

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ITEM 7. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis should be read in conjunction with the Selected Financial Data and the Company s Consolidated Financial Statements and Notes thereto appearing elsewhere in this Report on Form 10-K.

Background and Overview

As of June 30, 2008, we operated 106 colleges, with more than 69,200 students, in 24 states and the province of Ontario, Canada. During the fiscal year ended June 30, 2008, the Company had net revenues of $1,068.7 million. Our revenues consist principally of student tuition and fees and are presented as net revenues after adjustments for refunds related to students who do not complete their courses. We recognize revenues pro-rata (on a straight-line basis) over the relevant period attended by the student of the applicable course or program.

Net revenues from continuing operations increased 16.3% to $1,068.7 million in 2008 from $919.2 million in 2007. The increase is primarily due to a 5.8 % increase in the average revenue rate per student and an increase of 9.8% in the average student population during the period. The student population varies depending on, among other factors, the number of (i) continuing students at the beginning of a fiscal period, (ii) new student enrollments during the fiscal period, (iii) students who have previously withdrawn but who reenter during the fiscal period, and (iv) graduations and withdrawals during the fiscal period. New student starts typically occur several times per month in the diploma-granting colleges. In the degree-granting colleges, the majority of new student starts occur in the first month of each calendar quarter with an additional mini-start in the second month of each quarter in most colleges. The tuition charges vary by college depending on the local market, the program level (diploma, associate s, bachelor s or master s degree) and the specific curriculum.

The majority of students at our colleges rely on funds received under various government-sponsored student financial aid programs to pay a substantial portion of their tuition and other education-related expenses. In fiscal 2008, approximately 81.0% of our net revenues, on a cash basis, were derived from federal student financial aid programs.

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Critical Accounting Estimates

Our discussion and analysis of our financial condition and results of operations are based upon our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts on those financial statements. Note 1 to the consolidated financial statements in the Annual Report on Form 10-K for the fiscal year ended June 30, 2008 describes the significant accounting policies and methods used in the preparation of the consolidated financial statements. On an on-going basis, we evaluate our estimates, including, but not limited to, those related to our allowance for doubtful accounts, insurance/self-insurance, goodwill and intangible assets, deferred taxes, discontinued operations, contingencies and stock-based compensation. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different conditions or if our assumptions change.

Our critical accounting estimates are those which we believe require our most significant judgments about the effect of matters that are inherently uncertain. A discussion of our critical accounting estimates is as follows:

Allowance for Doubtful Accounts. We maintain an allowance for doubtful accounts for estimated losses resulting from the inability, failure or refusal of our students to make required payments. We determine the adequacy of this allowance by regularly reviewing the accounts receivable aging and applying various expected loss percentages to certain student accounts receivable categories based upon historical bad debt experience. We generally write off accounts receivable balances deemed uncollectible as they are sent to collection agencies. We offer a variety of payment plans to help students pay that portion of their education expense not covered by financial aid programs. These balances are unsecured and not guaranteed. We believe our reserves are adequate; however, losses related to unpaid student balances could exceed the amounts we have reserved for bad debts. The effect of an increase in our allowance of 3% of our outstanding receivables from 25.5% to 28.5% or $39.3 million to $44.0 million would result in a decrease in pre-tax income of $4.7 million for the year ended June 30, 2008.

Many of our students in the U.S. participate in federally guaranteed student loan programs. The federally guaranteed student loans are authorized by the Higher Education Act (HEA) of 1965 and are guaranteed by an agency of the federal government. The guaranteed loans are not guaranteed by us, and the guaranteed student loans cannot become an obligation of ours. Accordingly, we do not record an obligation to repay any of the guaranteed loans that are not repaid by our former students and we do not record either a contingent obligation or an allowance for future obligations as a result of student defaults of federally guaranteed student loans.

However, if an institution s former students default rate on guaranteed loans (Cohort Default Rate) equals or exceeds 25% for three consecutive years, the institution may lose participation eligibility in the guaranteed loan program and its students would be denied access to the guaranteed loan program. Our

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institutions Cohort Default Rates act as a gatekeeper to their eligibility to participate in the federal student financial aid programs. We have no obligation to repay any of the federally guaranteed loans that our former students default upon, even if the Cohort Default Rates of our students exceed permitted levels. Rather, if the Cohort Default Rates at a particular institution exceed 25% for three consecutive years under current calculations, the institution s students may lose eligibility to receive federal student financial aid. Under the recently enacted legislation to reauthorize the HEA, a separate calculation will be performed that will add an additional federal fiscal year of borrowers repayment performance. This percentage will increase to 30% after three years of Cohort Default Rates calculated with the additional federal fiscal year are available, and then become applicable to the imposition of sanctions.

Insurance/Self-Insurance. We use a combination of insurance and self-insurance for a number of risks including claims related to employee heath care, workers compensation, general liability, and business interruption. Liabilities associated with these risks are estimated based on, among other things, historical claims experience, severity factors and other actuarial assumptions. The Company s loss exposure related to self-insurance is limited by stop loss coverage. Our expected loss accruals are based on estimates, and while we believe the amounts accrued are adequate, the ultimate loss may differ from the amounts provided.

Goodwill and Intangible Assets. We have significant goodwill and other intangible assets. Goodwill represents the excess of the cost over the fair market value of net assets acquired, including identified intangible assets. We consider a number of factors, including valuations and appraisals from independent valuation firms, in determining the amounts that are assignable to other intangible assets, such as curriculum, accreditation, and trade names. We, however, are ultimately responsible for the valuations. The fair value of identified intangible assets is derived using accepted valuation methodologies, including cost, market, and income approaches, as appropriate, following consultations with valuation firms and in accordance with SFAS No. 141, Business Combinations (SFAS No. 141), and requirements set forth by the Uniform Standards of Professional Appraisal Practice.

The Company does not amortize goodwill, accreditation, or trade names as these assets meet the indefinite life criteria outlined in SFAS No. 142, Accounting for Business Combinations, Goodwill and Other Intangible Assets. Curricula continue to be amortized over their useful lives ranging generally from three to fifteen years and the amortization is included in general and administrative expenses in the accompanying Consolidated Statements of Operations.

Goodwill is tested annually or more frequently if circumstances indicate potential impairment, by comparing its fair value to its carrying amount at the reporting unit level as defined by SFAS No. 142. We determined the fair value of our reporting units using the income approach that includes discounted cash flow as well as other generally accepted valuation methodologies. To the extent the fair value of a reporting unit is less that the carrying amount of its assets, we record an impairment charge in the consolidated statements of operations.

Indefinite-lived intangible assets are tested annually or more frequently if circumstances indicate potential impairment, by comparing their fair values to their carrying amounts. To the extent the fair value of an intangible asset is less than its carrying amount, we record an impairment charge in the consolidated statements of operations. For instance, if we were to discontinue the use of a trade name or lose accreditation at one or more of our acquired schools to which we have ascribed value for trade names and accreditation, we would test the amounts we have allocated to such assets for impairment. Such testing would include estimating the future cash flows expected to be received from the trade names and accreditation and comparing them to their carrying values. If our estimate of the present value of these future cash flows were below the carrying values of the related assets, we would consider the assets to be impaired and take a charge against the amounts we had allocated to trade names and accreditation.

The determination of related estimated useful lives of intangible assets and whether or not these intangible assets are impaired involves significant judgment. Although we believe our goodwill and intangible assets are fairly stated, changes in strategy or market conditions could significantly impact these judgments and require adjustments to asset balances.

Discontinued Operations. During the fourth quarter of 2008, the Company decided to divest the WyoTech Oakland campus. We believe that the campus meets the criteria necessary for such an entity to qualify as assets held for sale under the specific provision of SFAS No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets (SFAS 144). Additionally, during the fourth quarter of 2008, the Company completed the teach-out of its Lynnwood WA, Everett WA, and Atlanta GA campuses. Concurrent with the closure of the Atlanta campus, the related institution was also closed. Accordingly, the results of operations of the campuses are reflected as discontinued operations in our consolidated statements of income for all periods presented.

Under SFAS 144, the net assets held for sale are required to be recorded on the balance sheet at estimated fair value, less costs to sell. Accordingly, during the fourth quarter of 2008, we recorded a charge of approximately $2.6 million, net of income tax benefit of $1.2 million, to accrue future rental payments related to the closed campuses and to reduce the carrying value of the net assets of our campuses held for sale and closed to estimated fair value, less costs to sell, as of June 30, 2008 (primarily related to the accrued rent of $2.8 million and the impairment of fixed assets in the amount of $1.0 million). The charge is reflected as a component of loss from discontinued operations on our Consolidated

Statement of Operation for the year ended June 30, 2008. We expect to have no significant continuing involvement with the schools after they have been sold or closed.

Additionally, during the fourth quarter of fiscal 2008, the Company recorded an additional reserve of approximately $2.2 million (net of tax) taken against receivables related to the Atlanta campus.

During the fourth quarter of 2007, the Company decided to divest all of its CDI campuses outside of the province of Ontario, Canada, as well as the WyoTech Boston campus (the Sale Group). The schools were sold in fiscal year 2008. Accordingly, the results of operations of the campuses within the Sale Group are reflected as discontinued operations in our consolidated statements of income for all periods presented. Under SFAS 144, the net assets held for sale are required to be recorded on the balance sheet at estimated fair value, less costs to sell. Accordingly, during the fourth quarter of 2007, we recorded a charge of approximately $5.4 million, net of income tax benefit of $0.3 million, to reduce the carrying value of the net assets of our campuses held for sale to estimated fair value, less costs to sell, as of June 30, 2007 (primarily related to the impairment of goodwill in the amount of $5.0 million for the divested CDI Schools). We have no significant continuing involvement with the schools that have been sold.

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Effective February 29, 2008 the Company completed the sale of its 12 Canadian schools located outside the province of Ontario to a wholly-owned subsidiary of the Eminata Group, for a cash payment of CAD $3.0 million. This payment consists of the purchase price of CAD $7.4 million less preliminary negative working capital and other adjustments equal to CAD $4.4 million. This cash payment is subject to a final working capital adjustment that is in the process of being quantified.

Effective May 1, 2008, the Company completed the sale of its WyoTech Boston campus. The transaction is subject to a final working capital adjustment that is in the process of being quantified.

Deferred Taxes. We currently have deferred income tax assets which are subject to periodic recoverability assessments. Valuation allowances are established, when necessary, to reduce deferred tax assets to the amount that more likely than not will be realized. Realization of our deferred income tax assets is principally dependent upon achievement of projected future taxable income offset by deferred income tax liabilities. We evaluate the realizability of our deferred income tax assets annually. In addition, we review our income tax filing positions quarterly and update our tax contingency reserves as necessary under FASB Interpretation No. 48, Accounting for Uncertainty in Income Taxes (FIN 48), adopted this fiscal year. See Note 9 Income Taxes.

Contingencies. In the ordinary conduct of the business, we are subject to occasional lawsuits, investigations and claims, including, but not limited to, claims involving students and graduates and routine employment matters. When we are aware of a claim or potential claim, we assess the likelihood of any loss or exposure. If it is probable that a loss will result and the amount of the loss can reasonably estimated, we record a liability for the loss. If the loss is not probable or the amount of the loss cannot be reasonably estimated, we disclose the nature of the specific claim if the likelihood of a potential loss is reasonably possible and the amount involved is material. There can be no assurance that the ultimate outcome of any of the lawsuits, investigations or claims pending against us will not have a material adverse effect on our financial condition or results of operations.

Stock-based Compensation. In December 2004, the FASB issued SFAS No. 123 (revised 2004), Share-Based Payment (SFAS No. 123(R)), which amends SFAS No. 123, Accounting for Stock-Based Compensation , supercedes APB Opinion No. 25, Accounting for Stock Issued to Employees , and amends SFAS No. 95, Statement of Cash Flows. SFAS No. 123(R) requires companies to measure all employee stock-based compensation awards using a fair value method and record such expense in its consolidated financial statements. In addition, the adoption of SFAS No. 123(R) requires additional accounting and disclosure related to the income tax and cash flow effects resulting from share-based payment arrangements. SFAS No. 123(R) is effective beginning as of the first interim or annual reporting period beginning after June 15, 2005. Accordingly, we adopted SFAS No. 123(R) during the first quarter of fiscal 2006 in accordance with the modified-prospective-transition method and began recognizing compensation expense for stock options which vested during the year.

Acquisitions/Dispositions

Since our inception, we have completed the following acquisitions and disposals. Each acquisition has been accounted for using the purchase method of accounting. The results of operations related to the transactions are included in our consolidated results of operations since their respective dates:

On June 30, 1995, we acquired five colleges from National Education Corporation. As part of the same transaction, we subsequently acquired from National Education Corporation a second group of five colleges on September 30, 1995 and an additional six colleges on December 31, 1995. The adjusted purchase price for all 16 colleges was approximately $4.7 million in cash.

From July 1, 1996 through October 17, 1996, we acquired a total of 20 colleges in 3 separate transactions for a purchase price of $24.2 million in cash.

On January 18, 2000, we acquired substantially all of the assets of Harbor Medical College, which operated one college in Torrance, California, for approximately $300,000 in cash.

On April 1, 2000, we acquired substantially all of the assets of the Georgia Medical Institute, which operated three colleges in the greater Atlanta, Georgia metropolitan area, for approximately $7.0 million in cash.

On June 1, 2000, we acquired substantially all of the assets of Academy of Business College, Inc. which operated one college in Phoenix, Arizona, for approximately $1.0 million in cash.

On October 23, 2000, we acquired substantially all of the assets of Educorp, Inc. which operated four colleges in California, for approximately $12.6 million in cash.

On November 1, 2000, we acquired substantially all of the assets of Computer Training Academy, Inc. which operated two colleges in northern California, for approximately $6.1 million in cash. We closed one campus in April 2002 and combined the second campus with another campus in close proximity in June 2004.

On February 1, 2001, we acquired all of the outstanding stock of Grand Rapids Educational Center, Inc., which operated three campuses in Michigan and Illinois, for approximately $2.8 million in cash.

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On April 1, 2002, we acquired all of the outstanding stock of National School of Technology, Inc., which operated three campuses in the greater Miami, Florida area, for approximately $14.4 million in cash.

On July 1, 2002, we acquired all of the outstanding stock of WyoTech Acquisition Corporation, which operated two colleges in Laramie, Wyoming and Blairsville, Pennsylvania. The cash purchase price was $84.4 million and was funded through cash on hand and approximately $43 million provided from our credit facility.

On January 2, 2003, we acquired substantially all of the assets of Learning Tree University, Inc. and LTU Extension, Inc., which operated two training centers in southern California, for approximately $5.3 million in cash of which $2.0 million was deferred subject to achieving certain operating performance criteria. We closed the two LTU training centers in May 2004.

On August 1, 2003, we acquired all of the outstanding stock of Career Choices, Inc., which operated 10 campuses in California, Washington and Oregon, for approximately $56.3 million, financed through a combination of available cash and borrowings from our credit facility. We combined one of the campuses in Washington with other campuses in close proximity in June 2004.

On August 6, 2003, we acquired substantially all of the assets of East Coast Aero Tech, LLC, which operated one campus in Massachusetts, for approximately $3.2 million plus or minus certain balance sheet adjustments, financed through a combination of available cash and borrowings from our credit facility.

On August 19, 2003, we acquired approximately 89% of the outstanding shares of common stock of CDI Education Corporation (CDI) through a tender offer to acquire all of the outstanding shares of common stock. As of October 7, 2003, we had acquired all shares of CDI for approximately $42.1 million and the assumption of approximately $10 million of debt and other liabilities. We funded the acquisition with available cash and borrowings from our credit facility. CDI operated 45 post-secondary colleges and 15 corporate training centers throughout Canada. In October 2003, we completed the acquisition of CMA Careers, Inc. located in Kitchener, Ontario, Canada. The intent to acquire this campus by CDI had been agreed to prior to our acquisition of CDI. We combined one of the CDI campuses with another campus in close proximity in April 2004 and closed 11 campuses and one training center in fiscal 2005. During fiscal 2006 we completed the sale of substantially all the assets of CDI s corporate training division, CDI Education, whereby we sold the remaining training centers. The Company recognized a gain of approximately $1.4 million (pre-tax) which is included within other (income) expense on the Consolidated Statement of Operations.

On August 4, 2004, we acquired substantially all of the assets of A.M.I., Inc. (AMI) for approximately $11 million, plus the assumption of certain liabilities of approximately $0.5 million. We funded the acquisition with available cash. AMI operates one campus in Daytona Beach, Florida that offers accredited diploma programs to prepare students for jobs as motorcycle, marine, and personal watercraft technicians.

Effective February 29, 2008 the Company completed the sale of its 12 Canadian schools located outside the province of Ontario to a wholly-owned subsidiary of the Eminata Group, for a cash payment of CAD $3.0 million. This payment consists of the purchase price of CAD $7.4 million less preliminary negative working capital and other adjustments equal to CAD $4.4 million. This cash payment is subject to a final working capital adjustment that is in the process of being quantified.

Effective May 1, 2008, the Company completed the sale of its WyoTech Boston campus. The transaction is subject to a final working capital adjustment that is in the process of being quantified.

Results of Operations

Comparisons of results of operations between the fiscal year ended June 30, 2008 and the fiscal years ended June 30, 2007 and 2006 are complicated by the opening of 3 branch campuses in fiscal 2006. The Company slowed the roll-out of new branch campuses during fiscal 2008 and 2007, and became very selective in its acquisition criteria, in order to focus on achieving better utilization of the significant new capacity it obtained prior to fiscal 2005.

During the fourth quarter of 2008, the Company decided to divest the WyoTech Oakland campus. We believe that the campus meets the criteria necessary for such an entity to qualify as assets held for sale under the specific provision of SFAS No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets (SFAS 144). Additionally, during the fourth quarter of 2008, the Company completed the teach-out of its Lynnwood WA, Everett WA, and Atlanta GA campuses. Accordingly, the results of operations of the campuses are reflected as discontinued operations in our consolidated statements of income for all periods presented.

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Under SFAS 144, the net assets held for sale are required to be recorded on the balance sheet at estimated fair value, less costs to sell. Accordingly, during the fourth quarter of 2008, we recorded a charge of approximately $2.6 million, net of income tax benefit of $1.2 million, to accrue future rental payments related to the closed campuses and to reduce the carrying value of the net assets of our campuses held for sale and closed to estimated fair value, less costs to sell, as of June 30, 2008 (primarily related to the accrued rent of $2.8 million and the impairment of fixed assets in the amount of $1.0 million). The charge is reflected as a component of loss from discontinued operations on our Consolidated Statement of Operation for the year ended June 30, 2008. We expect to have no significant continuing involvement with the schools after they have been sold or closed.

Additionally, during the fourth quarter of fiscal 2008, the Company recorded an additional reserve of approximately $2.2 million (net of tax) taken against receivables related to the Atlanta campus, which was taught out in the fourth quarter of fiscal 2008.

During the fourth quarter of 2007, the Company decided to divest all of its CDI campuses outside of the province of Ontario, Canada, as well as the WyoTech Boston campus (the Sale Group). The schools were sold in fiscal year 2008. Accordingly, the results of operations of the campuses within the Sale Group are reflected as discontinued operations in our consolidated statements of income for all periods presented. Under SFAS 144, the net assets held for sale are required to be recorded on the balance sheet at estimated fair value, less costs to sell. Accordingly, during the fourth quarter of 2007, we recorded a charge of approximately $5.4 million, net of income tax benefit of $0.3 million, to reduce the carrying value of the net assets of our campuses held for sale to estimated fair value, less costs to sell, as of June 30, 2007 (primarily related to the impairment of goodwill in the amount of $5.0 million for the divested CDI Schools). We have no significant continuing involvement with the schools that have been sold.

Effective February 29, 2008 the Company completed the sale of its 12 Canadian schools located outside the province of Ontario to a wholly-owned subsidiary of the Eminata Group, for a cash payment of CAD $3.0 million. This payment consists of the purchase price of CAD $7.4 million less preliminary negative working capital and other adjustments equal to CAD $4.4 million. This cash payment is subject to a final working capital adjustment that is in the process of being quantified.

Effective May 1, 2008, the Company completed the sale of its WyoTech Boston campus. The transaction is subject to a final working capital adjustment that is in the process of being quantified.

During November 2005, the company completed the sale of substantially all the assets of its corporate training division, CDI Education, which provided technology (IT) and business skills training at 14 locations throughout Canada and had revenues of approximately CAD $37 million (30 million USD) in fiscal year end June 30, 2005.

We categorize our expenses as educational services, general and administrative, and marketing and admissions. Educational services expenses primarily consist of those costs incurred to deliver and administer the education programs at the colleges, including faculty and college administration compensation; college facility rent and other occupancy costs; bad debt expense; education materials and supplies; bookstore and classroom expenses; depreciation and amortization of college property and equipment; default management expenses and financial aid processing costs.

General and administrative expenses consist principally of those costs incurred at the campus support center and regional level in support of college operations, except for marketing and admissions related costs. Included in general and administrative expenses are costs relating to executive management, campus support center staff and regional operations management compensation; depreciation and amortization of corporate property and equipment and certain intangibles; rent and other occupancy costs for campus support center; and other expenses incurred at campus support center. Additionally, all bonus and other incentive compensation expenses are included in general and administrative expenses.

Marketing and admissions expenses include compensation for college admissions staff, regional admissions personnel, compensation expenses for marketing management, and all direct marketing and production costs.

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The following table summarizes our operating results as a percentage of net revenues for the periods indicated.

	Years Ended June 30,		
	2008	2007	2006
Statement of Operations Data:			
Net revenues	100.0%	100.0%	100.0%
Operating expenses:			
Educational services	58.5	57.5	55.9
General and administrative	10.8	12.0	10.2
Marketing and admissions	25.9	27.0	26.5
Impairment, facility closing, and severance charges	0.6	1.1	0.5
Total operating expenses	95.8	97.6	93.1
Income from operations	4.2	2.4	6.9
Interest (income)	(0.3)	(0.7)	(0.6)
Interest expense, net	0.1	0.3	0.3
Other (income) expense, net	(0.1)	(0.1)	(0.1)
Income from continuing operations before provision for income taxes	4.5	2.9	7.3
Provision for income taxes	1.4	1.0	2.6
Income from continuing operations	3.1	1.9	4.7
(Loss) income from discontinued operations, net of tax	(1.1)	(1.1)	(0.1)
Net income	2.0%	0.8%	4.6%

Year Ended June 30, 2008 Compared to Year Ended June 30, 2007

Net Revenues. Net revenues increased $149.5 million, or 16.3%, from $919.2 million in fiscal 2007 to $1,068.7 million. The increase is primarily due to a 5.8% increase in the average revenue rate per student and a 9.8% increase in the average student population during the period. At June 30, 2008, student population related to continuing operations was 69,211, compared with 61,332 at June 30, 2007. Total student starts related to continuing operations increased 13.0% to 100,210 for the year ended June 30, 2008 when compared to the prior year. As of June 30, 2008 and 2007, we operated 106 colleges.

Educational Services. Educational services expenses include direct operating expenses of the schools consisting primarily of payroll and payroll related expenses, rents, occupancy, supplies expenses, bad debt expense and other educational related expenses. Educational services expenses increased $97.4 million, or 18.4%, from $528.1 million in fiscal 2007 to $625.5 million in fiscal 2008. As a percentage of net revenues, educational services expenses increased from 57.5% of revenues in fiscal 2007 to 58.5% of revenues in fiscal 2008. The increase, as a percent of revenues, was due primarily to an increase in bad debt expenses. Bad debt expense in fiscal 2008 amounted to $72.8 million and 6.8% of net revenues, compared to $52.6 million or 5.7% of net revenues in fiscal 2007. The increase in bad debt expense was primarily due to additional exposure the Company incurred to student receivables as a result of the contraction of liquidity in the credit markets for subprime borrowers.

General and Administrative. General and administrative expenses include incentive bonuses and corporate payroll related expenses, campus support center office rents and occupancy expenses, professional fees and other support related expenses. General and administrative expenses increased $4.2 million, or 3.8%, from $110.7 million in fiscal 2007 to $114.9 million in fiscal 2008. As a percentage of net revenues, general and administrative expenses decreased from 12.0% of net revenues in fiscal 2007 to 10.8% of net revenues in fiscal 2008. The decrease as a percent of revenues was primarily the result of lower legal costs, partially offset by an increase in incentive compensation.

Marketing and Admissions. Marketing and admissions expenses consist primarily of payroll and payroll related expenses, direct-response and other advertising expenses, promotional materials and other related marketing costs. Marketing and admissions expenses increased $28.5 million, or 11.5%, from $248.4 million in fiscal 2007 to $276.9 million in fiscal 2008. As a percentage of net revenues, marketing and admissions expenses decreased from 27.0% of net revenues in fiscal 2007 to 25.9% of net revenues in fiscal 2008. The decrease is primarily attributable to a decrease in advertising, partially offset by an increase in costs related to admissions personnel. The cost per start decreased $38, or 1.4%, from $2,801 in fiscal 2007 to $2,763 in fiscal 2008.

Impairment, Facility Closing and Severance Charges. In the fourth quarter of fiscal 2008, we incurred impairment, facility closing and severance charges of $6.6 million. Of that amount, approximately $4.8 million is related to a loss on student loan receivables associated with the Marietta and Jonesboro, Georgia campuses. These schools were branches of the Atlanta, Georgia campus. Due to accreditation issues, the Atlanta campus was closed and placed in discontinued operations. In addition, the Company recorded lease termination costs of $0.9 million related to student housing and a severance charge of $0.9 million.

Provision for Income Taxes. The effective income tax rate was 31.2% of income before income taxes in fiscal 2008 compared to 37.2% of income before income taxes in fiscal 2007. The reduction in the effective rate was due to a reduction in the liability for uncertain tax positions following the completion of the IRS exam for fiscal years 2004 through 2006 and the filing of an application for a change in accounting method with the IRS during the third quarter of fiscal 2008. Additionally, during the fourth quarter we recognized a benefit related to the Pennsylvania Keystone Opportunity Zone Credit for taxes paid during fiscal years 2004 to 2007.

Discontinued Operations. The loss of $11.6 million in discontinued operations includes the operating results of the campuses closed and held for sale as well as lease costs related to the closure of the Atlanta campus and a reserve of approximately $2.2 million (net of tax) taken against receivables related to the Atlanta campus.

Year Ended June 30, 2007 Compared to Year Ended June 30, 2006

Net Revenues. Net revenues increased $11.4 million, or 1.3%, from $907.8 million in fiscal 2006 to $919.2 million. The increase is primarily due to a 2.3% increase in the average revenue rate per student partially offset by a 1.5% decrease in the average student population during the period. At June 30, 2007, student population related to continuing operations was 61,332, compared with 59,924 at June 30, 2006. Total student starts related to continuing operations increased 2.5% to 88,699 for the year ended June 30, 2007 when compared to the prior year. As of June 30, 2007, we operated 106 colleges compared to 108 colleges as of June 30, 2006.

Educational Services. Educational services expenses include direct operating expenses of the schools consisting primarily of payroll and payroll related expenses, rents, occupancy, supplies expenses, bad debt expense and other educational related expenses. Educational services expenses increased $20.3 million, or 4.0%, from $507.8 million in fiscal 2006 to $528.1 million in fiscal 2007. As a percentage of net revenues, educational services expenses increased from 55.9% of revenues in fiscal 2006 to 57.5% of revenues in fiscal 2007. The increase, as a percent of revenues, was due primarily to an increase in facility and bad debt expenses. As of June 30, 2007, we had approximately 79 square feet of school space per student as compared to 75 square feet of school space per student as of June 30, 2006. As the costs of operating our facilities are largely fixed in nature, this lower level of capacity utilization negatively affects educational services expenses as a percent of revenues. Bad debt expense in fiscal 2007 amounted to $52.6 million and 5.7% of net revenues, compared to $46.3 million or 5.1% of net revenues in fiscal 2006.

General and Administrative. General and administrative expenses include incentive bonuses and corporate payroll related expenses, campus support center office rents and occupancy expenses, professional fees and other support related expenses. General and administrative expenses increased $18.0 million, or 19.4%, from $92.7 million in fiscal 2006 to $110.7 million in fiscal 2007. As a percentage of net revenues, general and administrative expenses increased from 10.2% of net revenues in fiscal 2006 to 12.0% of net revenues in fiscal 2007. The increase as a percent of revenues was primarily the result of increases in litigation reserves of approximately $6.5 million, primarily related to the California Attorney General s investigation, outside professional service fees of approximately $5.7 million related to the review of historic stock option grants by the Special Committee of the Board of Directors, and travel-related costs associated with training and implementation of a new admissions process.

Marketing and Admissions. Marketing and admissions expenses consist primarily of payroll and payroll related expenses, direct-response and other advertising expenses, promotional materials and other related marketing costs. Marketing and admissions expenses increased $8.0 million, or 3.3%, from $240.4 million in fiscal 2006 to $248.4 million in fiscal 2007. As a percentage of net revenues, marketing and admissions expenses increased from 26.5% of net revenues in fiscal 2006 to 27.0% of net revenues in fiscal 2007. The increase is primarily attributable to an increase in advertising and personnel costs. The cost per start increased $23, or 0.8%, from $2,778 in fiscal 2006 to $2,801 in fiscal 2007.

Impairment, Facility Closing and Severance Charges. During fiscal 2007 the decision was made to consolidate additional brands as the Company continues to establish the national Everest brand. As a result of the decision, the Company reviewed the related intangible asset of trade name for possible impairment in accordance with SFAS 142. Based on the results of the review, the Company recognized an impairment charge of $4.8 million, which primarily consists of the trade name value impacted by the name change. The company also recorded lease termination costs of $1.4 related to student housing, a facility closing charge of $0.6, million related to the campus in Victoria, British Columbia, and approximately $2.9 million related to severance expense, partially associated with the retirement of David Moore as Chairman of the Board of Directors and as an employee of the Company.

Provision for Income Taxes. The effective income tax rate was 37.2% of income before income taxes in fiscal 2007 compared to 36.1% of income before income taxes in fiscal 2006.

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Seasonality and Other Factors Affecting Quarterly Results

Our revenues normally fluctuate as a result of seasonal variations in our business. Student population varies as a result of new student enrollments and student attrition. Historically, our colleges, schools and training centers have had lower student populations in the first fiscal quarter than in the remainder of the year. Our expenses, however, do not vary as significantly as student population and revenues. We expect quarterly fluctuations in operating results to continue as a result of seasonal enrollment patterns. Such patterns may change, however, as a result of acquisitions, new branch openings, new program adoptions and increased enrollments from recent high school graduates. The operating results for any quarter are not necessarily indicative of the results for any future period. See the footnote entitled Quarterly Financial Summary (Unaudited) of the Consolidated Financial Statements included elsewhere herein.

Liquidity and Capital Resources

On August 10, 2007, we executed Amendment No. 1 to our Second Amended and Restated Credit Facility dated June 8, 2005. The amendment, which was effective as of June 30, 2007, adjusted the maintenance level for the fixed charge coverage ratio. All other terms of the facility remained unchanged including the aggregate borrowing capacity of $235 million, of which $175 million is a domestic facility and $60 million is a Canadian facility. The Second Amended and Restated Credit Agreement expires in 2010. The Second Amended and Restated Credit Agreement has been established to provide available funds for acquisitions, to fund general corporate purposes, and to provide for letters of credit issuances of up to $50 million for domestic letters of credit and $20 million for Canadian letters of credit. Borrowings under the agreement bear interest at several pricing alternatives available to us, including Eurodollar and adjusted reference or base rates. The domestic base rate is defined as the higher of the Federal Funds rate plus 1/2 of 1% or the Bank of America prime rate. The Canadian base rate is defined as the higher of the average rate for 30 day Canadian Dollar bankers acceptances plus 3/4 of 1% or the Bank of America Canada prime rate. The agreement contains customary affirmative and negative covenants including financial covenants requiring the maintenance of consolidated net worth, fixed charge coverage ratios, leverage ratios, and a ED financial responsibility composite score ratio. As of June 30, 2008, we were in compliance with all of the covenants. As of June 30, 2008, the credit facility had borrowings outstanding of $62.5 million and approximately $13.0 million was used to support standby letters of credit. The second amended and restated credit agreement is secured by the stock of our significant operating subsidiaries and it is guaranteed by our present and future significant operating subsidiaries.

Working capital amounted to $91.8 million as of June 30, 2008 and $124.6 million as of June 30, 2007 and the current ratio was 1.7:1 in fiscal 2008 and 1.8:1 in fiscal 2007. Average daily borrowings outstanding amounted to approximately $31.8 million in fiscal 2008, $31.4 million in fiscal 2007 and $41.7 million in fiscal 2006. The decrease in working capital compared to June 30, 2007 is primarily due to additional cash borrowed for purposes of calculating our composite score during the prior year.

Cash flows provided by operating activities amounted to $13.6 million in fiscal 2008 compared to $38.8 million in fiscal 2007 and $118.7 million in fiscal 2006. The decrease in cash provided by operating activities in fiscal 2008 compared to fiscal 2007 was primarily due to an increase in accounts receivable due to the transition from Sallie Mae private loans to the Company s ACCESS loan program, and the Company not drawing down approximately $27 million of Title IV funds as of June 2008 (which was subsequently collected in July 2008). Included in cash flows from operating activities is ($2.6) million, ($8.3) million, and ($0.4) million of net cash (used in) provided by operating activities related to discontinued operations for fiscal 2008, fiscal 2007, and fiscal 2006, respectively.

Cash flows used in investing activities amounted to $36.6 million in fiscal 2008, $27.1 million in fiscal 2007 and $51.6 million in fiscal 2006. During fiscal 2008, we received $2.9 million related to the sale of the CDI Sales Group. During fiscal 2006, we received $18.6 million related to the sale of our corporate training division.

Capital expenditures amounted to $54.9 million in fiscal 2008, $71.0 million in fiscal 2007 and $56.1 million in fiscal 2006. Capital expenditures were incurred to open 3 new branch campuses in fiscal 2006. Capital expenditures were also incurred to relocate, remodel and enlarge campuses. During fiscal 2008, we incurred capital expenditures to relocate 2 campuses and to enlarge or remodel 10 campuses and during fiscal 2007, we incurred capital expenditures to relocate 2 campuses and to enlarge or remodel 6 campuses. Capital expenditures of approximately $25.2 million, $17.9 million and $9.3 million were incurred to purchase and to integrate software in fiscal 2008, fiscal 2007 and fiscal 2006, respectively. Included in cash flows from investing activities are capital expenditures of $0.1 million, $1.3 million, and $2.5 million related to discontinued operations for fiscal 2008, fiscal 2007, and fiscal 2006, respectively.

During fiscal 2008 investments in marketable securities decreased ($15.0) million. During fiscal 2007 and 2006, investments in marketable securities decreased and increased ($40.9) million and $14.5 million, respectively.

Cash flows used in financing activities amounted to $44.9 million in fiscal 2008. Cash flows provided by financing activities amounted to $51.1 million in fiscal 2007. Cash flows used in financing activities amounted to $89.8 million in fiscal 2006. During fiscal 2008, cash used in financing activities consisted of repayment of borrowings of $52.2 million, partially offset by proceeds from the exercise of stock options and the Employee Stock Purchase Plan of $7.3 million. During fiscal 2007, cash provided by financing activities consisted of proceeds from borrowings of $80.0 million and proceeds from the exercise of stock options of $4.0 million, partially offset by the purchase of treasury stock of $31.4 million and payments on long-term debt and capital lease obligations of $1.5 million. During fiscal 2006, cash used in financing activities primarily consisted of the purchase and retirement of treasury stock of $70.0 million and principal repayments of long-term debt and capital lease obligations of $27.3 million, partially offset by proceeds from the exercise of stock options and the Employee Stock Purchase Plan of $7.5 million.

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Historically, we had developed several loan programs with origination and servicing providers such as Sallie Mae for students with low credit scores who otherwise would not qualify for loans. These loan programs required that we pay a discount fee to the origination and servicing providers of the loans as a reserve against future defaults on these loans. We have historically referred to these types of loans as discount loans, since we incurred a portion of the default risk related to these students loans by taking a discount on the disbursement. As collectability of these amounts in not reasonably assured we had recorded this discount as a reduction to revenue.

Effective in the third quarter of fiscal 2008 we were informed by Sallie Mae and two other origination and servicing providers that they would no longer make private loans available for students who present higher credit risks (i.e. subprime borrowers). In the face of this change in policy, we have created a lending program with a different origination and servicing provider who specializes in subprime credit that has characteristics similar to our previous discount loan programs. Under this new program, which we refer to as our ACCESS program, we pay a discount to the origination and servicing provider. As with our previous discount loan program, we record the discount as a reduction to revenue as collectability of these amounts is not reasonably assured. However, unlike our previous discount loan programs, under our ACCESS program, we have both the right and an obligation to acquire the related loan except in certain circumstances where the origination and servicing provider does not comply with the terms of our agreement. Since we initiated the program in the fourth quarter of fiscal 2008, we have acquired all of the loans that have been originated. We anticipate that we will acquire and fund approximately $95 million in ACCESS loans in fiscal 2009.

We believe that our working capital, cash flow from operations, access to operating leases and borrowings available from our amended credit agreement will provide us with adequate resources for our ongoing operations and planned capital expenditures through fiscal 2009.

Off-Balance Sheet Arrangements and Contractual Obligations

As of June 30, 2008, future minimum cash payments due under contractual obligations, including our credit agreement, mortgages, and non-cancelable operating and capital lease agreements, are as follows:

	Payments due by period (in thousands)				
Contractual Obligations	**Total**	**Less than 1 year**	**1-3 years**	**4-5 years**	**More than 5 years**
Long-Term Debt (1)	$ 62,491	$	$ 62,491	$	$
Capital Lease Obligations	29,051	1,996	3,992	4,096	18,967
Operating Lease Obligations	526,339	78,937	141,149	107,862	198,391
Total	$ 617,881	$ 80,933	$ 207,632	$ 111,958	$ 217,358

(1) Long-term debt consists of a revolving credit facility. The related obligation of $62.5 million does not reflect interest amounts due under the credit facility. See Note 6 for additional information related to the Company s credit facility.

The United States ED requires that Title IV Program funds collected in advance of student billings be kept in a separate cash or cash equivalent account until the students are billed for the program portion related to those funds. In addition, all Title IV Program funds received by our schools through electronic funds transfer are subject to certain holding period restrictions. These funds are also deposited into a separate account until the restrictions are satisfied. As of June 30, 2008, we held nominal amounts of such funds in separate accounts. The restrictions on any cash held have not significantly affected our ability to fund daily operations.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to the impact of interest rate changes and foreign currency fluctuations. We do not utilize interest rate swaps, forward or option contracts on foreign currencies or commodities, or other types of derivative financial instruments to manage these risks.

Interest Rate Exposure. As of June 30, 2008, our only assets or liabilities subject to risks from interest rate changes are (i) debt under the credit facility in the aggregate amount of $62.5 million and capital lease obligations of $15.1 million, and (ii) student notes receivable, net, in the aggregate amount of $17.0 million. Our capital lease obligations and student notes receivable are all at fixed interest rates. We do not believe we are subject to material risks from reasonably possible near-term changes in market interest rates.

Foreign Currency Exposure. A portion of our operations consists of an investment in a foreign subsidiary whose functional currency is the Canadian dollar. Our investment in our foreign operations as of June 30, 2008 was approximately CAD $39.4 million and we had borrowings outstanding under the credit facility of approximately CAD $28 million. As a result, the consolidated financial results have been and could continue to be affected by changes in foreign currency exchange rates.

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ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The following financial statements and schedule of the Company and its subsidiaries are included below on pages 56-90 and page 93 of this report:

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Stockholders of

Corinthian Colleges, Inc.

We have audited Corinthian Colleges, Inc. s internal control over financial reporting as of June 30, 2008, based on criteria established in Internal Control Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (the COSO criteria). Corinthian Colleges, Inc. s management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management s Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the company s internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Corinthian Colleges, Inc. maintained, in all material respects, effective internal control over financial reporting as of June 30, 2008, based on the COSO criteria**.**

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Corinthian Colleges, Inc. and subsidiaries as of June 30, 2008 and 2007, and the related consolidated statements of operations, stockholders equity, and cash flows for each of the three years in the period ended June 30, 2008 of Corinthian Colleges, Inc. and subsidiaries and our report dated August 25, 2008 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

Orange County, California

August 25, 2008

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Stockholders of

Corinthian Colleges, Inc.

We have audited the accompanying consolidated balance sheets of Corinthian Colleges, Inc. and subsidiaries (the Company) as of June 30, 2008 and 2007, and the related consolidated statements of operations, stockholders equity, and cash flows for each of the three years in the period ended June 30, 2008. These financial statements are the responsibility of the Company s management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Corinthian Colleges, Inc. and subsidiaries at June 30, 2008 and 2007, and the consolidated results of their operations and their cash flows for each of the three years in the period ended June 30, 2008, in conformity with U.S. generally accepted accounting principles.

As discussed in Note 1 to the Consolidated Financial Statements, in 2008 the Company adopted the provisions of Financial Accounting Standards Board s Interpretation (FIN) No. 48, Accounting for Uncertainty in Income Taxes. As discussed in Note 7 to the Consolidated Financial Statements, in 2006 the Company adopted Statement of Financial Accounting Standards (SFAS) No. 123(R), Share-Based Payment and adopted Staff Accounting Bulletin No. 108, Considering the Effects of Prior Year Misstatements when Quantifying Misstatements in the Current Year Financial Statements, (SAB 108).

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Corinthian Colleges, Inc. s internal control over financial reporting as of June 30, 2008, based on criteria established in Internal Control Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated August 25, 2008 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

Orange County, California

August 25, 2008

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CORINTHIAN COLLEGES, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

(In thousands)

	As of June 30, 2008	As of June 30, 2007
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	$ 32,004	$ 99,789
Marketable securities		15,000
Accounts receivable, net of allowance for doubtful accounts of $39,309 and $22,721 at June 30, 2008 and 2007, respectively	115,085	68,382
Student notes receivable, net of allowance for doubtful accounts of $2,143 and $953 at June 30, 2008 and 2007, respectively	4,478	3,785
Deferred income taxes	37,669	25,756
Prepaid expenses and other current assets	32,729	44,366
Assets held for sale from discontinued operations	3,507	18,724
Total current assets	225,472	275,802
PROPERTY AND EQUIPMENT, net	226,514	214,215
OTHER ASSETS:		
Goodwill, net	191,950	189,954
Other intangibles, net	40,118	41,583
Student notes receivable, net of allowance for doubtful accounts of $6,917 and $2,497 at June 30, 2008 and 2007, respectively	12,562	6,140
Deposits and other assets	4,203	4,654
Deferred income taxes	3,660	4,041
Assets held for sale from discontinued operations		1,587
TOTAL ASSETS	$ 704,479	$ 737,976
LIABILITIES AND STOCKHOLDERS EQUITY		
CURRENT LIABILITIES:		
Accounts payable	$ 29,124	$ 38,803
Accrued compensation and related liabilities	48,626	34,627
Accrued expenses	7,150	17,795
Prepaid tuition	45,176	49,455
Current portion of capital lease obligations	428	373
Current portion of long-term debt		11
Liabilities held for sale from discontinued operations	3,141	10,175
Total current liabilities	133,645	151,239
LONG-TERM CAPITAL LEASE OBLIGATIONS, net of current portion	14,689	15,141
LONG-TERM DEBT, net of current portion	62,491	112,913
DEFERRED INCOME TAXES	28,912	32,339
OTHER LONG-TERM LIABILITIES	42,720	40,200
LIABILITIES HELD FOR SALE FROM DISCONTINUED OPERATIONS		722
COMMITMENTS AND CONTINGENCIES (Note 11)		
STOCKHOLDERS EQUITY:		
Common Stock, $0.0001 par value:		
Common Stock, 120,000 shares authorized: 87,475 issued and 85,219 shares outstanding at June 30, 2008 and 86,773 issued and 84,516 shares outstanding at June 30, 2007	9	9

Additional paid-in capital	178,542	160,312
Treasury stock	(31,368)	(31,368)
Retained earnings	274,437	255,594
Accumulated other comprehensive income	402	875
Total stockholders equity	422,022	385,422
TOTAL LIABILITIES AND STOCKHOLDERS EQUITY	$ 704,479	$ 737,976

The accompanying notes are an integral part of these consolidated financial statements

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CORINTHIAN COLLEGES, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS

(In thousands, except per share data)

	Years Ended June 30, 2008	2007	2006
NET REVENUES	$ 1,068,671	$ 919,224	$ 907,815
OPERATING EXPENSES:			
Educational services (including bad debt expense of $72,757, $52,607 and $46,278 for the years ended June 30, 2008, 2007 and 2006, respectively)	625,481	528,125	507,832
General and administrative	114,938	110,654	92,677
Marketing and admissions	276,875	248,447	240,373
Impairment, facility closing and severance charges	6,603	9,693	4,170
Total operating expenses	1,023,897	896,919	845,052
INCOME FROM OPERATIONS	44,774	22,305	62,763
Interest (income)	(3,376)	(6,244)	(5,772)
Interest expense (net of capitalized interest of $2,054, $915, and $323 for the years ended June 30, 2008, 2007 and 2006, respectively)	1,793	2,811	3,162
Other (income) expense, net	(1,387)	(1,039)	(1,137)
INCOME FROM CONTINUING OPERATIONS BEFORE PROVISION FOR INCOME TAXES	47,744	26,777	66,510
Provision for income taxes	14,879	9,950	24,025
INCOME FROM CONTINUING OPERATIONS	32,865	16,827	42,485
(LOSS) INCOME FROM DISCONTINUED OPERATIONS, net of tax (benefit) expense of ($5,346), ($1,963), and ($311) for the years ended June 30, 2008, 2007, and 2006, respectively	(11,598)	(9,595)	(1,003)
NET INCOME	$ 21,267	$ 7,232	$ 41,482
INCOME PER SHARE BASIC:			
Income from continuing operations	$ 0.39	$ 0.19	$ 0.48
(Loss) income from discontinued operations	(0.14)	(0.11)	(0.01)
Net income	$ 0.25	$ 0.08	$ 0.47
INCOME PER SHARE DILUTED:			
Income from continuing operations	$ 0.39	$ 0.19	$ 0.47
(Loss) income from discontinued operations	(0.14)	(0.11)	(0.01)
Net income	$ 0.25	$ 0.08	$ 0.46
Weighted average number of common shares outstanding:			
Basic	84,954	85,887	88,627
Diluted	86,013	87,097	89,973

The accompanying notes are an integral part of these consolidated financial statements.

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CORINTHIAN COLLEGES, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF STOCKHOLDERS EQUITY

(In thousands)

	Common Stock Shares	Common Stock Par Value	Additional Paid-in Capital	Deferred Stock Compensation	Treasury Stock	Accumulated Other Comprehensive Income (Loss)	Retained Earnings	Stockholders Equity
Balance at June 30, 2005	91,202	$ 9	$ 139,927	$ (2,408)	$	$ 122	$ 273,175	$ 410,825
Equity based compensation charge-net of tax upon adoption of SAB 108 (see Note 7)			6,189				(5,680)	509
Balance as of July 1, 2005 upon adoption of SAB 108	91,202	9	146,116	(2,408)		122	267,495	411,334
Comprehensive income								
Net income							41,482	41,482
Foreign currency translation						810		810
Total comprehensive income								42,292
Deferred stock compensation			(2,408)	2,408				
Issuance of common stock from employee stock purchase plan and exercise of stock options, including tax benefit	745		7,202					7,202
Treasury stock repurchase and Retirement	(5,709)		(9,384)				(60,615)	(69,999)
Stock based compensation expense			8,699					8,699
Balance at June 30, 2006	86,238	9	150,225			932	248,362	399,528
Comprehensive income								
Net income							7,232	7,232
Foreign currency translation						616		616
Other post employment benefit transition adjustment						(673)		(673)
Total comprehensive income								7,175
Issuance of common stock from employee stock purchase plan and exercise of stock options, including tax benefit	535		3,659					3,659
Treasury stock repurchase					(31,368)			(31,368)
Stock based compensation expense			6,428					6,428
Balance at June 30, 2007	86,773	9	160,312		(31,368)	875	255,594	385,422
Adoption of FIN 48 (See Note 9)							(2,424)	(2,424)
Balance as of July 1, 2007 upon adoption of FIN 48	86,773	9	160,312		(31,368)	875	253,170	382,998
Comprehensive income								
Net income							21,267	21,267
Foreign currency translation						(185)		(185)
Other post employment benefit adjustment						(288)		(288)
Total comprehensive income								20,794
Issuance of common stock from employee stock purchase plan and exercise of stock options,	702		7,338					7,338

including tax benefit								
Stock based compensation expense			10,892					10,892
Balance at June 30, 2008	87,475	$ 9	$ 178,542	$	$ (31,368)	$ 402	$ 274,437	$ 422,022

The accompanying notes are an integral part of these consolidated financial statements.

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CORINTHIAN COLLEGES, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

FROM CONTINUED AND DISCONTINUED OPERATIONS

(In thousands)

	Years Ended June 30,		
	2008	**2007**	**2006**
CASH FLOWS FROM OPERATING ACTIVITIES:			
Net income	$ 21,267	$ 7,232	$ 41,482
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	44,777	43,064	39,269
Stock based compensation	10,892	6,428	8,699
Deferred income taxes	(14,257)	492	(2,339)
Loss (gain) on disposal of assets	821	769	(1,232)
Impairment charge	977	10,494	2,293
Changes in assets and liabilities, net of effects from acquisitions:			
Accounts receivable, net	(40,294)	(21,542)	(5,779)
Student notes receivable, net	(7,107)	(4,063)	(104)
Prepaid expenses and other assets	12,411	(942)	14,114
Accounts payable	(11,350)	4,018	5,600
Accrued expenses and other liabilities	10,808	672	6,644
Income taxes payable	(9,111)	2	6
Prepaid tuition	(5,199)	(7,973)	7,166
Other long-term liabilities	(1,022)	153	2,895
Net cash provided by operating activities	13,613	38,804	118,714
CASH FLOWS FROM INVESTING ACTIVITIES:			
Disposals (acquisitions) of schools, colleges and training centers, net of cash acquired	2,941		18,594
Capital expenditures	(54,880)	(70,977)	(56,054)
Change in restricted cash		10	
Proceeds from sale of assets	371	2,972	397
Sales of marketable securities	94,450	258,950	181,100
Purchases of marketable securities	(79,450)	(218,050)	(195,625)
Net cash (used in) investing activities	(36,568)	(27,095)	(51,588)
CASH FLOWS FROM FINANCING ACTIVITIES:			
Proceeds from borrowings		80,000	
Principal repayments on capital lease obligations and long-term debt	(52,196)	(1,514)	(27,291)
Proceeds from exercise of stock options and employee stock purchase plan (including tax benefit of $550, $1,000, and $2,000 for the years ending June 30, 2008, 2007, and 2006, respectively)	7,282	4,004	7,461
Purchase of treasury stock		(31,368)	(69,999)
Net cash (used in) provided by financing activities	(44,914)	51,122	(89,829)
EFFECTS OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS	84	163	1,645
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(67,785)	62,994	(21,058)
CASH AND CASH EQUIVALENTS, beginning of year	99,789	36,795	57,853
CASH AND CASH EQUIVALENTS, end of year	$ 32,004	$ 99,789	$ 36,795
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:			

Cash paid during the year for:			
Income taxes	$ 18,509	$ 8,794	$ 22,973
Interest paid, net of capitalized interest	$ 3,320	$ 2,964	$ 2,749
SUPPLEMENTAL DISCLOSURE OF NON CASH INVESTING AND FINANCING ACTIVITIES:			
Acquisitions of various schools, colleges and training centers			
Capital lease additions	$	$ (4,300)	$ 6,600
Other long-term asset obligation	$	$ (4,300)	$ 4,300

The accompanying notes are an integral part of these consolidated financial statements.

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CORINTHIAN COLLEGES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

JUNE 30, 2008

Note 1 Description of the Business and Summary of Significant Accounting Policies

Description of the Business

Corinthian Colleges, Inc. (the Company), a Delaware corporation, was formed in October 1996 during a reorganization transaction with a predecessor company which was accounted for as a recapitalization.

As of June 30, 2008, the Company operated 89 colleges in 24 states and 17 colleges in the Ontario, Canada province in the for-profit, post-secondary education industry. All of the Company s U.S. schools are accredited and grant either diplomas or degrees (associate s, bachelor s and master s) and offer educational opportunities from an extensive and diverse curricula library with an emphasis on four primary concentrations: allied health, business, technology and criminal justice. All of the Canadian schools grant diplomas and are regulated by the provincial ministry of education responsible for registering or licensing the for-profit educational institutions. Through its On-Line Learning division, the Company also offers an online learning alternative available to students pursuing education exclusively online. Revenues generated from the Company s schools consist primarily of tuition and fees paid by students. To pay for a substantial portion of their tuition, the majority of students rely on funds received from federal financial aid programs under Title IV (Title IV Programs) of the Higher Education Act of 1965, as amended (HEA). For further discussion, see Concentration of Risk below and the footnote describing Governmental Regulation.

Fiscal Year

Each fiscal year ends June 30.

Principles of Consolidation

The accompanying consolidated financial statements include the accounts of Corinthian Colleges, Inc. and each of its wholly owned subsidiaries. All intercompany activity has been eliminated in consolidation.

Financial Statement Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions. Such estimates and assumptions affect the amounts reported and disclosed in the financial statements. Actual results could differ from estimated amounts.

Cash and Cash Equivalents

The Company invests cash in excess of operating requirements in short-term time deposits, money market instruments and other investments. Securities with maturities of three months or less at the date of purchase are classified as cash equivalents.

Marketable Securities

Statements of Financial Accounting Standards (SFAS) No. 115, Accounting For Certain Debt and Equity Securities requires that all applicable investments be classified as trading securities, available-for-sale securities or held-to-maturity securities. The Company does not currently have any trading securities or held-to-maturity securities.

Securities classified as available-for-sale may be sold in response to changes in interest rates, liquidity needs and for other purposes. Available-for-sale securities are carried at fair value and include all debt and equity securities not classified as held-to-maturity or trading. Unrealized holding gains and losses for available-for-sale securities are excluded from earnings and reported, net of any income tax effect, as a separate component of stockholders equity. Realized gains and losses for securities classified as available-for-sale are reported in earnings. All available-for-sale securities mature within one year and substantially consist of fixed income and money market mutual funds. At June 30, 2008 and 2007 there were no unrealized gains or losses from available-for-sale securities.

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CORINTHIAN COLLEGES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Fair Value of Financial Instruments

The carrying value of cash and cash equivalents, restricted cash, marketable securities, receivables and accounts payable approximates their fair value at June 30, 2008 and 2007. In addition, the carrying value of all borrowings approximate fair value at June 30, 2008 and 2007.

Allowance for Doubtful Accounts

The Company maintains an allowance for doubtful accounts for estimated losses resulting from the inability, failure or refusal of its students to make required payments. The Company determines the adequacy of this allowance by regularly reviewing the accounts receivable aging and applying various expected loss percentages to certain student accounts receivable categories based upon historical bad debt experience. The Company generally will write-off accounts receivable balances deemed uncollectible as they are sent to collection agencies. The Company offers a variety of payment plans to help students pay that portion of their education expense not covered by financial aid programs. These balances are unsecured and not guaranteed.

Property and Equipment

Property and equipment are stated at cost and are being depreciated or amortized utilizing the straight-line method over the following estimated useful lives:

Furniture and equipment	7 years
Computer hardware and software	3-10 years
Leasehold improvements	Shorter of useful life or term of lease
Buildings (owned)	39 years

Internal Software Development Costs

Corinthian Colleges capitalizes certain internal software development costs in accordance with Statement of Position 98-1 that are amortized using the straight-line method over the estimated lives of the software. Capitalized costs include external direct costs of materials and services consumed in developing or obtaining internal-use software, and payroll-related costs for employees directly associated with the internal software development project. Capitalization of such costs ceases at the point at which the project is substantially complete and ready for its intended purpose. Maintenance and repairs are expensed as incurred. The unamortized computer software costs which are included within the Property and Equipment caption of the Consolidated Balance Sheets, were $49.4 million and $28.4 million at June 30, 2008 and 2007, respectively. The majority of the costs relate to our new Student Management System that will be placed in-service during fiscal 2009. The total amount of amortization expense related to capitalized computer software costs recognized within operating expenses on the Consolidated Statement of Operations, was $3.3 million, $2.6 million, and $2.2 million at June 30, 2008, 2007, and 2006, respectively.

Long-Lived Assets

The Company evaluates the recoverability of its long-lived assets other than goodwill and indefinite-lived intangible assets in accordance with SFAS No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets. SFAS No. 144 requires the recognition of impairment of long-lived assets in the event the net book value of such assets exceeds the future undiscounted cash flows attributable to such assets. The Company assesses the recoverability of its long-lived assets on an annual basis or whenever adverse events or changes in circumstances or the business climate indicate that expected undiscounted future cash flows related to such long-lived assets may not be sufficient to support the net book value of such assets. If undiscounted cash flows are not sufficient to support the recorded assets, impairment is recognized to reduce the carrying value of the long-lived assets to the estimated fair value. Cash flow projections, although subject to a degree of uncertainty, are based on trends of historical performance and management s estimate of future performance, giving consideration to existing and anticipated competitive and economic conditions. Additionally, in conjunction with the review for impairment, the remaining estimated lives of certain of the Company s long-lived assets are assessed.

Discontinued Operations

Assets and liabilities expected to be sold or disposed of are presented separately on the consolidated balance sheets as assets or liabilities held for sale from discontinued operations. When components of the Company are classified as held for sale, the results of operations of the components are presented separately as Income (Loss) from Discontinued Operations, net, for current and prior periods. See Note 2 Discontinued Operations of these notes to our consolidated financial statements for further discussion of our discontinued operations.

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CORINTHIAN COLLEGES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Goodwill and Other Intangible Assets

The Company has significant goodwill and other intangible assets. Goodwill represents the excess of the cost over the fair market value of net assets acquired, including identified intangible assets. The Company considers a number of factors, including valuations and appraisals from independent valuation firms, in determining the amounts that are assignable to other intangible assets, such as curriculum, accreditation, and trade names. The Company, however, is ultimately responsible for the valuations. The fair value of identified intangible assets is derived using accepted valuation methodologies, including cost, market, and income approaches, as appropriate, following consultations with valuation firms and in accordance with SFAS No. 141 Business Combinations (SFAS No. 141), and requirements set forth by the Uniform Standards of Professional Appraisal Practice.

The Company does not amortize goodwill, accreditation, or trade names as these assets meet the indefinite life criteria outlined in SFAS No. 142, Accounting for Business Combinations, Goodwill and Other Intangible Assets. Curricula continue to be amortized over their useful lives ranging generally from three to fifteen years and the amortization is included in general and administrative expenses in the accompanying Consolidated Statements of Operations.

Goodwill is tested annually or more frequently if circumstances indicate potential impairment, by comparing its fair value to its carrying amount at the reporting unit level as defined by SFAS No. 142. The Company determined the fair value of its reporting units using the income approach that includes discounted cash flow as well as other generally accepted valuation methodologies. To the extent the fair value of a reporting unit is less than the carrying amount of its assets, the Company records an impairment charge in the Statements of Operations.

Indefinite-lived intangible assets are tested annually or more frequently if circumstances indicate potential impairment, by comparing their fair values to their carrying amounts. To the extent the fair value of an intangible asset is less than its carrying amount, the Company records an impairment charge in the Statements of Operations. For instance, if the Company were to discontinue the use of a trade name or lose accreditation at one or more of its acquired schools to which it has ascribed value for trade names and accreditation, the Company would test the amounts it had allocated to such assets for impairment. Such testing would include estimating the future cash flows expected to be received from the trade names and accreditation and comparing them to their carrying values. If the estimate of the present value of these future cash flows were below the carrying values of the related assets, the Company would consider the assets to be impaired and take a charge against the amounts it had allocated to trade names and accreditation.

The determination of related estimated useful lives of intangible assets and whether or not these intangible assets are impaired involves significant judgment. Although the Company believes its goodwill and intangible assets are fairly stated, changes in strategy or market conditions could significantly impact these judgments and require adjustments to asset balances.

Income Taxes

The Company accounts for income taxes as prescribed by SFAS No. 109, Accounting for Income Taxes. SFAS No. 109 prescribes the use of the asset and liability method to compute the differences between the tax basis of assets and liabilities and the related financial amounts, using currently enacted tax laws.

Effective July 1, 2007, we adopted FASB Interpretation No. 48, Accounting for Uncertainty in Income Taxes (FIN 48). FIN 48 prescribes a more-likely-than-not threshold for financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. This interpretation also provides guidance on derecognition of income tax assets and liabilities, classification of current and deferred income tax assets and liabilities, accounting for interest and penalties associated with tax positions, accounting for income taxes in interim periods and income tax disclosures.

The Company has deferred tax assets, which are subject to periodic recoverability assessments. Valuation allowances are established, when necessary, to reduce deferred tax assets to the amount that more likely than not will be realized. Realization of the deferred tax assets is principally dependent upon achievement of projected future taxable income offset by deferred tax liabilities. The Company evaluates the realizability of the deferred tax assets annually.

Foreign Currency Translation

The financial position and results of operations of the Company s direct and indirect Canadian subsidiaries are measured using the local currency as the functional currency. Assets and liabilities of the Canadian subsidiaries are translated to U.S. dollars using exchange rates in effect at the balance sheet dates. Income and expense items are translated at monthly average rates of exchange. The resultant translation adjustments are included as a component of Stockholders Equity designated as Accumulated Other Comprehensive Income. Exchange gains and losses arising from transactions denominated in a currency other than the functional currency are immediately recognized in earnings.

CORINTHIAN COLLEGES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Comprehensive Income

For the years ended June 30, 2008, 2007 and 2006, the Company had comprehensive income as defined by SFAS No. 130, Reporting Comprehensive Income , of $20.8 million, $7.2 million and $42.3 million, respectively. For the years ended June 30, 2008 and 2007, comprehensive income consisted of net income, SFAS No. 158 adoption and amortization, and foreign currency translation adjustment. For the year ended June 30, 2006, comprehensive income consists of net income and foreign currency translation adjustments. The cumulative translation adjustment balance for the total operations of the Company included within other comprehensive income is $1.4 million, $1.5 million, and $0.9 million as of June 30, 2008, June 30, 2007, and June 30, 2006, respectively. The cumulative other post employment benefit balance for the total operations of the Company included within other comprehensive income is $1.0 million, $0.7 million, and $0.0 million as of June 30, 2008, June 30, 2007, and June 30, 2006, respectively.

Revenue Recognition, Accounts Receivable and Prepaid Tuition

Revenues consist primarily of tuition and fees derived from courses taught in the Company s colleges and schools. Revenues from tuition and fees are recognized pro-rata (on a straight-line basis) over the relevant period attended by the student of the applicable course or program. Our pro-rata revenue recognition policy for diploma schools calculates revenue on a daily basis for some of the Company s schools and using a mid-month convention for other schools. If a student withdraws from a course or program, the paid but unearned portion of the student s tuition is refunded. Refunds are calculated and paid in accordance with applicable federal, state and institutional refund policies. Textbook sales and other revenues are recognized as sales occur or services are performed and represent less than 10% of total revenues. Prepaid tuition is the portion of payments received but not earned and is reflected as a current liability in the accompanying consolidated balance sheets as such amounts are expected to be earned within the next year.

Students attending the Company s institutions enroll in either (i) diploma programs, which cover a specific area of training over a discrete length of time (averaging nine months for such programs) or (ii) courses leading to an associate s, bachelor s or master s degree. Costs of programs or credit hours for courses are clearly identified in the Company s enrollment agreements. At the start of each student s respective program or course of study leading to a degree, the student executes an enrollment agreement which specifies the field of study, the expected length of study, and the cost of the program or course. The Company recognizes revenue from tuition and fees on a straight-line basis over the relevant period attended by the student of the applicable course or program of study. If a student withdraws from an institution, the Company ceases recognition of revenue and the paid but unearned portion of the students tuition is refunded. Additionally, to ensure the delivery of education has occurred, either attendance is taken or academic events are conducted at appropriate intervals to ensure that the student is completing his or her respective field of study within the acceptable time period.

Educational Services

Educational services include the direct operating expenses of the schools consisting primarily of payroll and payroll related expenses, rents, occupancy and supplies expenses, bad debt expense and other educational related expenses.

Marketing and Admissions

Marketing and admissions expense includes compensation for college admissions staff, regional admissions personnel, compensation expenses for marketing and advertising management, and all direct marketing and production costs. Advertising costs are charged to expense as incurred except for brochures and media production costs. The brochures and media production costs are recorded as prepaid expenses and charged to expense as consumed or upon the first airing of the advertisement, respectively. Advertising expenses amounted to approximately $156.0 million, $152.8 million, and $148.4 million for the years ended June 30, 2008, 2007, and 2006, respectively.

Insurance/Self-Insurance

The Company uses a combination of insurance and self-insurance for a number of risks including claims related to employee heath care, workers compensation, general liability, and business interruption. Liabilities associated with these risks are estimated based on, among other things, historical claims experience, severity factors and other actuarial assumptions. The Company s loss exposure related to self-insurance is limited by stop loss coverage. The expected loss accruals are based on estimates, and while the Company believes the amounts accrued are adequate, the ultimate loss may differ from the amounts provided.

The Company previously operated a Bryman College in New Orleans, Louisiana that suffered significant damage as a result of Hurricane Katrina in August 2005. At the time of the event, the Company had business interruption and property damage coverage for this location. As of June 30, 2007 the Company had recovered approximately $5.8 million in business interruption and property damage insurance that has been recognized within educational services expenses in the Consolidated Statements of Operations.

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CORINTHIAN COLLEGES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Post Retirement Benefit Obligation

The Company provides certain post retirement benefits to a limited number of its previous employees and their families, which were historically accounted for in accordance with SFAS No. 106 Employers Accounting for Postretirement Benefits Other Than Pensions. In September 2006, the FASB issued SFAS No. 158 Employer s Accounting for Defined Benefit Pension and Other Postretirement Plans an amendment of FASB Statements No. 87, 88, 106, and 132(R) (SFAS No. 158). SFAS No. 158 requires recognition of the funded status of such plans as an asset or liability, with changes in the funded status recognized through comprehensive income in the year in which they occur. The Company adopted SFAS No. 158 for its fiscal year ended June 30, 2007.

Stock-Based Compensation

During the first quarter of fiscal 2006, the Company adopted SFAS No. 123(R) in accordance with the modified-prospective-transition method and began recognizing compensation expense for stock options which vested during the year. Stock-based compensation expense of $10.9 million, $6.4 million and $8.7 million (pre-tax) was recorded for fiscal years 2008, 2007 and 2006, respectively. The tax benefit related to stock-based compensation recognized in fiscal years 2008, 2007 and 2006 was $1.5, $2.1 and $2.2 million, respectively. The impact of stock-based compensation (net of tax) on fiscal years 2008, 2007 and 2006 is $0.11, $0.05 and $0.07 for both basic and diluted EPS, respectively.

Income Per Share

The Company accounts for net income per common share in accordance with SFAS No. 128 Earnings Per Share and SFAS No. 129, Disclosure of Information about Capital Structure. Basic net income per common share is computed by dividing income attributable to common stockholders by the weighted average number of common shares outstanding for the period. Diluted net income per common share is computed by dividing income attributable to common stockholders by the weighted average number of common shares outstanding plus the effect of dilutive stock options and restricted stock units, utilizing the treasury stock method.

Segment Information

The Company s operations are aggregated into a single reportable operating segment based upon similar economic and operating characteristics as well as similar markets. The Company s operations are also subject to similar regulatory environments. The Company conducts its operations in the U.S. and Canada. Revenues and long-lived assets by geographic area are as follows:

	For the Year Ended June 30,		
	2008	2007	2006
	(In thousands)		
Revenues from unaffiliated customers			
U.S. operations	$ 1,004,372	$ 862,154	$ 845,389
Canadian operations	64,299	57,070	62,426
Consolidated	$ 1,068,671	$ 919,224	$ 907,815
Long-lived assets			
U.S. operations	$ 419,690	$ 407,168	$ 375,952
Canadian operations	59,317	55,006	64,929
Consolidated	$ 479,007	$ 462,174	$ 440,881

No one customer accounted for more than 10% of the Company s consolidated revenues or receivables. Revenues are attributed to regions based on the location of customers.

New Accounting Pronouncements

In June, 2006 the Financial Accounting Standards Board (FASB) issued FASB Interpretation No. 48, Accounting for Uncertainty in Income Taxes (FIN 48). FIN 48 clarifies, among other things, the accounting for uncertain income tax positions by prescribing a minimum probability threshold that a tax position must meet before a financial statement income tax benefit is recognized. The minimum threshold is defined as a tax position, that based solely on its technical merits is more likely than not to be

CORINTHIAN COLLEGES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

sustained upon examination by the relevant taxing authority. The tax benefit to be recognized is measured as the largest amount of benefit that is greater than fifty percent likely of being realized upon ultimate settlement. FIN 48 must be applied to all existing tax positions upon adoption. The cumulative effect of applying FIN 48 at adoption is required to be reported separately as an adjustment to the opening balance of retained earnings in the year of adoption. Effective July 1, 2007 the Company adopted FIN 48. See Note 9 Income Taxes.

In September 2006, the FASB issued Statement of Financial Accounting Standards (SFAS) No. 157, Fair Value Measurements. SFAS No. 157 defines fair value, establishes a framework for measuring fair value and expands disclosure requirements about fair value measurements. In February 2008, the FASB released a FASB Staff Position, which delayed the effective date of SFAS No. 157 for all nonfinancial assets and nonfinancial liabilities, except those that are recognized or disclosed at fair value in the financial statements on a recurring basis. SFAS No. 157 is effective for us on July 1, 2008. The adoption of SFAS No. 157 on our financial assets and liabilities, which are principally comprised of cash and cash equivalents, is currently being evaluated. The Company does not expect the adoption of SFAS 157 to have a material impact on its financial condition or results of operations.

In February 2007, the FASB issued SFAS No. 159, Fair Value Option for Financial Assets and Financial Liabilities Including an amendment of FASB Statement No. 115 (SFAS 159). Under SFAS 159, companies have an opportunity to use fair value measurements in financial reporting and permits entities to choose to measure many financial instruments and certain other items at fair value. The Company has elected not to adopt the provisions of SFAS 159 to fair value the financial assets and liabilities existing at June 30, 2008.

Concentration of Risk

The Company maintains its cash and cash equivalents accounts in financial institutions. Accounts at these institutions are insured by the Federal Deposit Insurance Corporation (FDIC) up to $100,000. The Company performs ongoing evaluations of these institutions to limit its concentration risk exposure.

The Company extends credit for tuition to a majority of its students. A substantial portion is repaid through the student s participation in federally funded financial aid programs. Transfers of funds from the financial aid programs to the Company are made in accordance with the U.S. Department of Education (ED) requirements. Approximately 81%, 75% and 75% of the Company s revenues, on a cash basis, were collected from funds distributed under Title IV Programs of the Higher Education Act of 1965, as amended (the HEA) for the years ended June 30, 2008, 2007 and 2006, respectively. The financial aid and assistance programs are subject to political and budgetary considerations. There is no assurance that such funding will be maintained at current levels. Extensive and complex regulations govern the financial assistance programs in which the Company s students participate. The Company s administration of these programs is periodically reviewed by various regulatory agencies. Any regulatory violation could be the basis for the initiation of potential adverse actions including a suspension, limitation, placement on reimbursement status, or termination proceeding which could have a material adverse effect on the Company.

If any of the Company s institutions were to lose its eligibility to participate in federal student financial aid programs, the students at that institution would lose access to funds derived from those programs and would have to seek alternative sources of funds to pay their tuition and fees. Students obtain access to federal student financial aid through an ED prescribed application and eligibility certification process. Student financial aid funds are generally made available to students at prescribed intervals throughout their predetermined expected length of study. Students typically apply the funds received from the federal financial aid programs to pay their tuition and fees. The transfer of funds is from the financial aid program to the student, who then uses those funds to pay for a portion of the cost of their education. The receipt of financial aid funds reduces the student s amounts due to the Company and has no impact on revenue recognition, as the transfer relates to the source of funding for the costs of education which may occur either through Title IV or other funds and resources available to the student.

The Company has routinely provided installment payment plans to many of its students to supplement their federally funded financial aid. In the fourth quarter of fiscal 2008, the Company created the ACCESS lending program with an origination and servicing provider that specializes in subprime credit. Under this new program, the Company pays a discount to the origination and servicing provider that is recorded as a reduction to revenue as the collectability of these amounts is not reasonably assured. The Company has both the right and obligation (subject to certain limitations in the agreement with the origination and servicing provider) to acquire the related loans. Since the program was initiated, the Company has acquired all of the loans that have been originated totaling approximately $13.1 million as of June 30, 2008. For ACCESS loans acquired, the Company bears the risks of collection. While these loans are unsecured, the Company believes it has adequate reserves against these loan balances. However, there can be no assurance that losses will not exceed reserves. Losses in excess of reserves could have a material adverse effect on the Company s business.

Note 2 Discontinued Operations

During the fourth quarter of 2008, the Company decided to divest the WyoTech Oakland campus. We believe that the campus meets the criteria necessary for such an entity to qualify as assets held for sale under the specific provision of SFAS No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets (SFAS 144). Additionally, during the fourth quarter of 2008, the Company completed the teach-out of its Lynnwood WA, Everett WA, and Atlanta GA campuses. Accordingly, the results of operations of the campuses are reflected as discontinued operations in our Consolidated Statements of Income for all periods presented.

Under SFAS 144, the net assets held for sale are required to be recorded on the balance sheet at estimated fair value, less costs to sell. Accordingly, during the fourth quarter of 2008, we recorded a charge of approximately $2.6 million, net of income tax benefit of $1.2 million, to accrue future rental payments related to the closed campuses and to reduce the carrying value of the net assets of our campuses held for sale and closed to estimated fair value, less costs to sell, as of June 30, 2008 (primarily related to the accrued rent of $2.8 million and the impairment of fixed assets in the amount of $1.0 million). The charge is reflected as a component of loss from discontinued operations on our Consolidated Statement of Operation for the year ended June 30, 2008. We expect to have no significant continuing involvement with the schools after they have been sold or closed.

Additionally, during the fourth quarter of fiscal 2008, the Company recorded an additional reserve of approximately $2.2 million (net of tax) taken against receivables related to the Atlanta campus.

During the fourth quarter of 2007, the Company decided to divest all of its CDI campuses outside of the province of Ontario, Canada, as well as the WyoTech Boston campus (the Sale Group). These campuses were sold in fiscal year 2008. Accordingly, the results of operations of the campuses within the Sale

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CORINTHIAN COLLEGES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Group are reflected as discontinued operations in our Consolidated Statements of Income for all periods presented. Under SFAS 144, the net assets held for sale are required to be recorded on the balance sheet at estimated fair value, less costs to sell. Accordingly, during the fourth quarter of 2007, we recorded a charge of approximately $5.4 million, net of income tax benefit of $0.3 million, to reduce the carrying value of the net assets of our campuses held for sale to estimated fair value, less costs to sell, as of June 30, 2007 (primarily related to the impairment of goodwill in the amount of $5.0 million for the divested CDI Schools). We have no significant continuing involvement with the schools that have been sold.

Effective February 29, 2008 the Company completed the sale of its 12 Canadian schools located outside the province of Ontario to a wholly-owned subsidiary of the Eminata Group, for a cash payment of CAD $3.0 million. This payment consists of the purchase price of CAD $7.4 million less preliminary negative working capital and other adjustments equal to CAD $4.4 million. This cash payment is subject to a final working capital adjustment that is in the process of being quantified.

Effective May 1, 2008, the Company completed the sale of its WyoTech Boston campus. The transaction is subject to a final working capital adjustment that is in the process of being quantified.

The Company estimates that the employee retention and severance costs associated with these transactions is approximately $2.7 million, which has been paid as of June 30, 2008.

Combined summary results of operations for the campuses identified above are reflected as discontinued operations in our Consolidated Statements of Operations for the years ended June 30 2008, 2007, and 2006, and are as follows:

	For the fiscal years ending June 30,		
	2008	2007	2006
	(in thousands)		
Total Discontinued Operations			
Net revenue	$ 32,575	$ 51,790	$ 58,831
(Loss) income before income tax, including estimated loss on disposal	(16,944)	(11,558)	(1,314)
Income tax (benefit) expense	(5,346)	(1,963)	(311)
Total net (loss) income from discontinued operations	$ (11,598)	$ (9,595)	$ (1,003)

Combined summary of assets and liabilities of the campuses identified above at June 30, 2008 and 2007, are as follows:

	As of June 30,	
	2008	2007
	(in thousands)	
Assets		
Current Assets:		
Accounts receivable, net of allowance for doubtful accounts of $5,109 and $2,741 at June 30, 2008 and 2007, respectively	$	$ 7,465
Student notes receivable, net of allowance for doubtful accounts of $4 and $2 at June 30, 2008 and 2007, respectively	4	11
Deferred income taxes	2,800	
Prepaids & other current assets	125	1,333

Total Current Assets	2,929	8,809
Property, and equipment, net	307	7,858
Goodwill		1,907
Other Intangibles, net		1,599
Deposits & other assets	271	138
Total Assets	$ 3,507	$ 20,311
Liabilities		
Current Liabilities:		
Accounts payable	$ 419	$ 343
Accrued compensation and related liabilities	131	1,214
Accrued expenses	2,524	258
Prepaid tuition	67	5,387
Other liabilities		
Total Current Liabilities	3,141	7,202
Other long-term liabilities		3,695
Total Liabilities	$ 3,141	$ 10,897

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CORINTHIAN COLLEGES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Note 3 Detail of Selected Balance Sheet Accounts

Prepaid expenses and other current assets consist of the following:

	As of June 30, 2008	As of June 30, 2007
	(In thousands)	
Prepaids	$ 23,131	$ 22,876
Course materials	2,904	6,607
Other current assets	1,082	2,096
Income tax refund receivable	5,612	12,787
	$ 32,729	$ 44,366

Property and equipment consist of the following:

	As of June 30, 2008	As of June 30, 2007
	(In thousands)	
Furniture and equipment	$ 133,381	$ 121,997
Computer hardware and software	106,106	75,612
Leasehold improvements	131,451	119,992
Land	2,098	1,888
Buildings	38,423	37,723
	411,459	357,212
Less accumulated depreciation and amortization	(184,945)	(142,997)
	$ 226,514	$ 214,215

Depreciation expense associated with property and equipment was $42.6 million, $38.4 million and $34.9 million for the years ended June 30, 2008, 2007 and 2006, respectively. The amortization for leasehold improvements included in the totals above, was approximately $17.0 million, $15.6 million and $11.3 million for the years ended June 30, 2008, 2007 and 2006, respectively. The gross cost of assets recorded under capital building leases, included above, totaled approximately $16.6 million for the years ended June 30, 2008 and 2007. The accumulated amortization related to these assets is approximately $4.4 million and $3.6 million as of June 30, 2008 and 2007, respectively. The amortization expense associated with these capital lease assets is included in total depreciation expense.

In accordance with its policy on impairment of long-lived assets, the Company identified impairment losses for assets to be held and used during fiscal 2007 and 2006. These losses, which are reflected in the Consolidated Statements of Operations as Impairment, facility closing, and severance charges totaled $0.1 million and $0.2 million, in 2007 and 2006, respectively. See Note 10 Impairment, Facility Closing and Severance Charges.

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CORINTHIAN COLLEGES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Intangible assets consist of the following:

	As of June 30, 2008	2007
	(In thousands)	
Goodwill, net:		
Goodwill	$ 194,371	$ 192,375
Less accumulated amortization	(2,421)	(2,421)
Goodwill, net	$ 191,950	$ 189,954

	As of June 30, 2008	2007
	(In thousands)	
Other Intangibles:		
Non-amortizable intangibles:		
Accreditation	$ 21,825	$ 21,821
Trade names	14,033	14,033
Non-amortizable intangibles	$ 35,858	$ 35,854
Amortizable intangibles:		
Curriculum	$ 17,415	$ 17,362
Other	2,155	2,155
Amortizable intangibles	$ 19,570	$ 19,517
Less accumulated amortization	(15,310)	(13,788)
Amortizable intangibles, net	$ 4,260	$ 5,729
Other intangibles, net	$ 40,118	$ 41,583

The changes in the carrying amount of goodwill for the year ended June 30, 2008, were as follows (in thousands):

Goodwill balance as of June 30, 2007	$ 189,954
Currency translation adjustment	1,996
Goodwill balance as of June 30, 2008	$ 191,950

Amortization expense associated with intangibles was $1.5 million, $1.4 million and $1.7 million for the years ended June 30, 2008, 2007 and 2006, respectively. Curriculum is amortized over a range of three to fifteen years. The total weighted-average amortization period for intangible assets subject to amortization is approximately three years as of June 30, 2008. Additionally, included in intangible amortization, the Company recognized non-compete agreement expense totaling approximately $0.2 million, $0.2 million and $0.3 million for the years ended June 30, 2008, 2007 and 2006, respectively.

As of June 30, 2008, estimated future amortization expense is as follows (in thousands):

2009	$ 1,399
2010	1,115
2011	1,097
2012	460
2013	130
Thereafter	59
Total	$ 4,260

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CORINTHIAN COLLEGES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Accrued expenses consist of the following:

	As of June 30, 2008	2007
	(In thousands)	
Accrued advertising	$ 2,935	$ 2,197
Accrued legal expenses	1,374	7,150
Other	2,841	8,448
	$ 7,150	$ 17,795

Note 4 Student Notes Receivable

Student notes receivable represent loans that have maturity dates that generally range between 12 months to 60 months from the loan origination date but can have terms as long as 15 years depending on amounts borrowed. The interest charged on the notes generally ranges from 12 to 18 percent per annum and can have origination up to 6 percent. Included in the consolidated balance sheet at June 30, 2008 is $17.0 million in notes receivable.

Note 5 Business Acquisitions/Dispositions

During fiscal 2006 we completed the sale of substantially all the assets of CDI s corporate training division, CDI Education. The Company recognized a gain of approximately $1.4 million (pre-tax) which is included within other (income) expense on the Consolidated Statement of Operations.

Effective February 29, 2008 the Company completed the sale of its 12 Canadian schools located outside the province of Ontario to a wholly-owned subsidiary of the Eminata Group, for a cash payment of CAD $3.0 million. This payment consists of the purchase price of CAD $7.4 million less preliminary negative working capital and other adjustments equal to CAD $4.4 million. This cash payment is subject to a final working capital adjustment that is in the process of being quantified.

Effective May 1, 2008, the Company completed the sale of its WyoTech Boston campus. The transaction is subject to a final working capital adjustment that is in the process of being quantified.

Note 6 Long-Term Debt and Capital Lease Obligations

Long-term debt and capital lease obligations consist of the following:

	As of June 30, 2008	2007
	(In thousands)	
Credit facility obligations, with interest at 4.1% per annum	$ 62,491	$ 112,913
Capital lease obligations	15,117	15,514
Other		11
	77,608	128,438

Less current portion of long-term debt		(11)
Less current portion of capital lease obligations	(428)	(373)
	$ 77,180	$ 128,054

The Company leases certain facilities under capital leases, which require monthly lease payments of approximately $0.2 million. The leases have interest rates ranging from 7.6% to 11.7% and expire through January 2027.

Principal payments due under the long-term debt arrangements and future minimum lease payments under the capital lease obligations discussed above are as follows:

		Fiscal Years Ending June 30,	
	Capital Lease Obligations	**Credit Facility Obligations**	**Total**
		(In thousands)	
2009	$ 1,996	$	$ 1,996
2010	1,996		1,996
2011	1,996	62,491	64,487
2012	2,041		2,041
2013	2,055		2,055
Thereafter	18,967		18,967
	29,051	62,491	91,542
Less portion representing interest	(13,934)		(13,934)
Present value of minimum lease payments	15,117	62,491	$ 77,608
Less current portion	(428)		(428)
Total	$ 14,689	$ 62,491	$ 77,180

CORINTHIAN COLLEGES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

In June 2002, the Company entered into a credit agreement for $100.0 million with a syndication of financial institutions administered by Bank of America, N.A that would have expired in July 2005. In August 2003, the Company amended and restated the credit facility, and increased it to $235 million, of which $185 million was a domestic facility and $50 million was a Canadian facility that would have expired in August 2006. On June 8, 2005, the Company Amended and Restated the credit facility for a second time. On August 10, 2007, the Company executed Amendment No. 1 to its second amended and restated credit facility dated June 8, 2005. The amendment, which was effective as of June 30, 2007, adjusted the maintenance level for the fixed charge coverage ratio. All other terms of the facility remained unchanged including the aggregate borrowing capacity of $235 million, of which $175 million is a domestic facility and $60 million is a Canadian facility. The second amended and restated credit agreement expires in 2010. The second amended and restated credit agreement has been established to provide available funds for acquisitions, to fund general corporate purposes, and to provide for letters of credit issuances of up to $50 million for domestic letters of credit and $20 million for Canadian letters of credit. Borrowings under the agreement bear interest at several pricing alternatives available to us, including Eurodollar and adjusted reference or base rates. The domestic base rate is defined as the higher of the Federal Funds rate plus 1/2 of 1% or the Bank of America prime rate. The Canadian base rate is defined as the higher of the average rate for 30 day Canadian Dollar bankers acceptances plus 3/4 of 1% or the Bank of America Canada prime rate. The agreement contains customary affirmative and negative covenants including financial covenants requiring the maintenance of consolidated net worth, fixed charge coverage ratios, leverage ratios, and an ED financial responsibility composite score ratio. As of June 30, 2008, the Company was in compliance with all of the covenants. As of June 30, 2008, the credit facility had borrowings outstanding of $62.5 million and approximately $13.0 million was used to support standby letters of credit. The second amended and restated credit agreement is secured by the stock of our significant operating subsidiaries and it is guaranteed by our present and future significant operating subsidiaries. Average daily borrowings outstanding amounted to $31.8 million in fiscal 2008, $31.4 million in fiscal 2007 and $41.7 million in fiscal 2006.

Note 7 Common Stockholders Equity

Preferred Stock

The Company is authorized to issue 500,000 shares of preferred stock. As of June 30, 2008, there were no outstanding shares of preferred stock.

Common Stock

The Company s issued and outstanding common stock is entitled to one vote per share on all matters.

Effective November 20, 2003, the Company amended and restated its certificate of incorporation to increase the number of authorized shares of common stock with a par value of $0.0001 per share to a total of 120,000,000 shares.

Employee Stock Purchase Plan

In August 2000, the Company adopted the Corinthian Colleges, Inc. Employee Stock Purchase Plan (ESPP). Under the terms of the ESPP, eligible employees, as defined by the plan to include such criteria as length of employment, are permitted to purchase shares of common stock at a price equal to 90% of the fair market value on the first or last day, whichever is lower, of each six month offering period. A total of 2,000,000 shares of common stock were initially reserved for sale under the ESPP. At June 30, 2008, employees had purchased 495,559 shares and 1,504,441 shares were still available for purchase under the ESPP.

Stock Options and Restricted Stock Units (RSUs)

The Company maintains the Corinthian Colleges, Inc. 1998 Performance Award Plan, as amended, (the 1998 Plan), which has been approved by the Company s stockholders. On November 20, 2003, the Company s stockholders approved the Company s 2003 Performance Award Plan, as amended, (the 2003 Plan), which authorized the issuance by the Company of up to the sum of (a) 11,300,000 additional shares of the Company s Common Stock, plus (b) the number of any shares subject to stock options granted under the 1998 Plan which expire or for any reason are cancelled or terminated without being exercised after the adoption of the 2003

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CORINTHIAN COLLEGES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Plan, plus (c) the number of any shares subject to stock options granted under the 2004 Plan which expire or for any reason are cancelled or terminated without being exercised after the termination of the 2004 Plan. When the 2003 Plan was approved by the Company s stockholders, the Company s ability to grant new awards under the 1998 Plan terminated, but did not affect awards then outstanding under the 1998 Plan. On November 17, 2004, the Company s Board of Directors also approved the Company s 2004 New Hire Plan (the 2004 Plan) (the 1998 Plan, the 2003 Plan and the 2004 Plan are collectively referred to as the Plans), which authorized the issuance of up to 265,000 additional shares of the Company s Common Stock, but only as an inducement material to the award recipient s entering into employment with the Company and only if the recipient was not previously an employee or director of the Company (or following a bona fide period of non-employment). When the 2003 Plan amendment and restatement was approved, a resolution was passed by the Board of Directors that terminated the Company s ability to grant new awards under the 2004 Plan, but did not affect awards then outstanding under the 2004 Plan.

As of June 30, 2008, the number of stock options, stock units, stock appreciation rights or other common stock-based securities available for future grant to directors, officers, employees and other eligible persons were 4,159,602 under the 2003 Plan. Options granted under the Plans were issued at exercise prices ranging from $1.56 $33.83 per share and have expiration dates not longer than 10 years. RSUs can be settled only by delivery of the Company s Common Stock. Options and RSUs generally vest over a period of one to four years.

We adopted SFAS No. 123(R) on July 1, 2005 in accordance with the modified-prospective-transition method and began recognizing compensation expense for stock options which vested during the year.

The fair value of each option award is estimated on the date of grant using the Black-Scholes option pricing model that uses the assumptions noted in the following table. The use of an expected forfeiture rate is not required in the Black-Scholes pricing model. Expected volatilities are based on combining and weighting implied market volatilities and the Company s historical volatility. The Company uses historical data to estimate forfeitures and years until exercise within the valuation model. In accordance with SFAS No. 123(R) the Company s estimate of forfeitures should be adjusted as actual forfeitures differ from its estimates, resulting in the recognition of compensation costs only for those awards that actually vest. Accordingly, during the second quarter of fiscal 2007, the Company adjusted its estimated forfeiture rate to reflect actual experience and will continue to do so on an ongoing basis as actual forfeitures differ from its estimates. If factors change and different assumptions are employed in the application of SFAS 123(R) in future periods, the stock-based compensation expense that the Company records may differ from what was recorded in the previous period.

The expected life of options granted represents the period of time for which the options are expected to be outstanding. The risk-free interest rate is derived from the U.S. treasury yield curve in effect at the date of grant. The Company s policy is not to pay cash dividends on its common stock. Consequently, the Company uses an expected dividend yield of zero in the Black-Scholes option pricing model.

	Fiscal Year Ended June 30, 2008
Risk-free rate	4.1%
Expected years until exercise	4.4 years
Expected stock volatility	41%
Expected dividends	
Expected forfeiture rate	9.4%

A summary of the status of the Company s stock options is presented below:

Options	**Shares (in thousands)**	**Weighted Average**	**Weighted Average**	**Aggregate Intrinsic**

		Exercise Price		Remaining Contractual Life	Value (in thousands)	
Outstanding at July 1, 2007	9,552	$	14.39			
Stock options granted during the year	2,268	$	14.00			
Stock options exercised	(551)	$	10.71			
Forfeitures or expired	(590)	$	15.06			
Outstanding at June 30, 2008	10,679	$	14.46	5.1	$	11,033
Exercisable at June 30, 2008	6,671	$	15.15	4.5	$	10,894

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CORINTHIAN COLLEGES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The aggregate intrinsic value in the preceding table represents the total pretax intrinsic value, based on the Company s closing stock price of $11.61 as of the end of fiscal 2008, which would have been received by the option holders had all option holders exercised their options as of that date. As of the date of exercise, the total intrinsic value of options exercised in fiscal 2008, 2007, and 2006 was $2.4 million, $2.1 million, and $3.9 million, respectively.

Pursuant to SFAS No. 123(R), the weighted-average fair value of stock options granted during fiscal 2008, 2007, and 2006 was $5.49, $5.15, and $6.66 per share, respectively.

As of June 30, 2008, there was $20.8 million of total unrecognized compensation cost related to nonvested share-based compensation arrangements granted. That cost is expected to be recognized over a weighted-average period of 2.4 years. The total fair value of shares vested during fiscal year 2008, 2007 and 2006, was $11.2 million, $8.4 million and $8.0 million, respectively.

During fiscal year 2008, the Company issued 551,149 shares in connection with the exercise of stock options. The stock options exercisable at June 30, 2008, 2007, and 2006 were 6,671,097; 6,341,998; and 6,557,309 respectively.

During fiscal 2008, the Company granted 389,637 RSUs with a weighted average fair value of $9.22. As of June 30, 2008, there were 631,416 RSUs outstanding.

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CORINTHIAN COLLEGES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Shares Reserved for Future Issuance

At June 30, 2008, the Company has reserved the following shares of its Common Stock for issuance upon conversion of the issued and outstanding shares of the ESPP and future issuances of stock options under the 2003 Plan (in thousands):

	Fiscal Year Ended June 30, 2008 (in thousands)
Reserved for ESPP stock	1,504
Reserved for stock options and RSUs outstanding and available for grant	4,160
Total	5,664

In fiscal 2006 the Company completed a review of its historic stock option grant practices. As a result of the review, the Company determined that it had unrecorded non-cash equity-based compensation charges associated with certain of its historical stock option grants. The Company believes, however, that these previously unrecorded expenses are not material to its financial statements in any of the periods to which such charges would have related and therefore, did not restate any of its historic financial statements to record such charges. The Company adopted Staff Accounting Bulletin No. 108, Considering the Effects of Prior Year Misstatements when Quantifying Misstatements in the fiscal 2006 Financial Statements , (SAB 108). In accordance with the transition provisions of SAB 108, the Company recorded the cumulative effect of the additional non-cash stock option compensation expense and employment taxes from fiscal years 2001 through 2005 as an entry to the beginning retained earnings balance at July 1, 2005.

Note 8 Weighted Average Number of Common Shares Outstanding

Basic net income per share is calculated by dividing net income available to common shareholders by the weighted average number of common shares outstanding for the period. Diluted net income per share reflects the assumed conversion of all dilutive securities, consisting of stock options and restricted stock units.

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CORINTHIAN COLLEGES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The table below reflects the calculation of the weighted average number of common shares outstanding used in computing basic and diluted net income per common share restated to reflect the two for one stock splits effected in the form of a stock dividend in March 2004:

	Fiscal Years Ended June 30,		
	2008	2007	2006
	(In thousands)		
Basic common shares outstanding	84,954	85,887	88,627
Effects of dilutive securities:			
Stock options and restricted stock units	1,059	1,210	1,346
Diluted common shares outstanding	86,013	87,097	89,973

On October 27, 2005, the Company s Board of Directors approved a share repurchase of up to $70 million of the Company s common stock. From November 2005 through January 2006, the Company purchased 5,708,978 shares at a total cost of $70.0 million (an average share price of $12.26 per share). During the fourth quarter of fiscal 2006 the shares of treasury stock were retired.

On October 31, 2006, the Company s Board of Directors approved a share repurchase of up to $50 million of the Company s common stock. From November 2006 through May 2007, the Company purchased 2,256,638 shares at a total cost of $31.4 million (an average share price of $13.90 per share).

Note 9 Income Taxes

The components of the income tax provision from continuing operations are as follows:

	Fiscal Years Ended June 30,		
	2008	2007	2006
	(In thousands)		
Current provision			
Federal	$ 24,881	$ 7,113	$ 21,888
State	1,399	1,731	3,095
	26,280	8,844	24,983
Deferred provision			
Federal	(11,222)	1,469	(1,560)
State	(2,371)	98	(348)
Foreign	2,192	(461)	950
	(11,401)	1,106	(958)
Total provision for income taxes	$ 14,879	$ 9,950	$ 24,025

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CORINTHIAN COLLEGES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Actual income tax provision differs from the income tax provision from continuing operations computed by applying the U.S. federal statutory tax rate of 35% for fiscal 2008, 2007 and 2006 to income (loss) before provision for income taxes as follows:

	Fiscal Years Ended June 30,		
	2008	2007	2006
	(In thousands)		
Provision at the statutory rate	$ 16,710	$ 9,371	$ 23,279
State income tax provision, net of federal benefit	1,684	1,216	1,785
Change in unrecognized tax benefits	(1,895)		
State credit refund	(2,862)		
Foreign taxes	216		
Other	1,026	(637)	(1,039)
	$ 14,879	$ 9,950	$ 24,025

The components of the Company s deferred tax asset and liability are as follows:

	As of June 30,	
	2008	2007
	(In thousands)	
Current deferred tax asset (liability):		
Accounts receivable allowance for doubtful accounts	$ 18,077	$ 9,790
Accrued vacation	4,412	3,726
State taxes	391	173
Net operating loss carry forwards	1,462	30
Acquisition accruals	146	946
Workers compensation accrual	1,705	1,586
Accrued rent	5,107	4,500
Other	2,935	4,393
Bonus accrual	3,434	612
Current deferred tax asset	37,669	25,756
Non-current deferred tax asset (liability):		
Net operating loss carry forwards		727
Deferred rent	859	1,861
Depreciation	3,459	2,254
Acquisition intangibles	(245)	(801)
Capital assets	(413)	
Non-current deferred tax asset	3,660	4,041
Notes receivable allowance for doubtful accounts	3,190	1,415
Stock compensation cost	6,856	4,194
Deferred rent	8,334	9,509
Depreciation	(19,122)	(26,666)
Acquisition intangibles	(13,453)	(11,638)

Capital assets	(12,080)	(6,082)
Other	(2,637)	(3,071)
Non-current deferred tax liability	(28,912)	(32,339)
Net Deferred Tax Asset (Liability)	$ 12,417	$ (2,542)

The Company has acquired various companies with net operating losses that may be utilized in future years. At June 30, 2008, substantially all of the state net operating loss carry forwards had been fully utilized in tax filings. In addition, the Company has Canadian non-capital loss carryovers of approximately CAD $4.3 million with an expiration date on June 30, 2014.

Due to continuing operating profits, the Company concluded in fiscal 2007 that it is more likely than not that CDI s deferred tax assets would be realized. Accordingly, the Company reduced the valuation allowance on CDI s deferred tax assets by $5.3 million. As a result of the realization of acquired non-capital loss carryovers and the change in judgment regarding CDI s valuation allowance, the Company reduced goodwill by $3.7 million during fiscal 2007. The Company s current intent is to re-invest in Canada all earnings from CDI. Accordingly, no deferred taxes have been provided on CDI s un-remitted earnings.

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CORINTHIAN COLLEGES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The Company has tax deductible goodwill in the amount of $28.1 million as of June 30, 2008. During fiscal 2008, 2007 and 2006, $42.1 million, $21.5 million and $63.0 million, respectively, of the Company s income from continuing operations was generated in the United States.

Effective July 1, 2007, we adopted FASB Interpretation No. 48, Accounting for Uncertainty in Income Taxes (FIN 48). FIN 48 prescribes a more-likely-than-not threshold for financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. This interpretation also provides guidance on derecognition of income tax assets and liabilities, classification of current and deferred income tax assets and liabilities, accounting for interest and penalties associated with tax positions, accounting for income taxes in interim periods and income tax disclosures. The cumulative effects of applying this interpretation have been recorded as a decrease of $2.4 million to retained earnings, an increase of $21.1 million to the net deferred income tax asset and an increase of $23.5 million to income taxes payable as of July 1, 2007.

In conjunction with the adoption of FIN 48, we have classified uncertain tax positions as non-current income tax liabilities unless expected to be paid in one year. We also began reporting income tax-related interest income in income tax expense in our Condensed Consolidated Statement of Operations. In prior periods, such interest income was reported in other income. Penalties and tax-related interest expense are now reported as a component of income tax expense. During fiscal 2008, as a result of the settlement of an IRS examination and the filing of a tax accounting method change related to the depreciation on leasehold improvements, the Company reversed $3.5 million of interest on uncertain tax positions. As of June 30, 2008 and July 1, 2007, the total amount of accrued income tax-related interest and penalties included in the Condensed Consolidated Statement of Financial Position was $0.1 million and $3.6 million, respectively.

During the third quarter of fiscal 2008, the Company settled and closed the IRS examination related to fiscal years 2005 and 2006. The result was a tax payment of less than $0.1 million for 2005 and a refund of taxes for 2006 of $0.3 million. We were also subject to examination in various state and foreign jurisdictions for the 2003-2006 tax years, none of which were individually material. During the second quarter, the Company settled and closed the IRS examination related to fiscal 2004 in the amount of $0.7 million, excluding accrued interest of $0.2 million.

As of June 30, 2008 and July 1, 2007, the total amount of unrecognized tax benefits was $3.1 million and $21.0 million, respectively. The decrease in the unrecognized tax benefit was the result of the filing of a tax accounting method change for the depreciation of leasehold improvements and an IRS audit settlement. As of June 30, 2008 and July 1, 2007, the total amount of unrecognized tax benefits that would affect the effective tax rate, if recognized is $0.4 million and $1.1 million, respectively. The amount of unrecognized tax benefits that are expected to be settled within the next twelve months is less than $0.2 million.

The following table summarizes the activity related to our unrecognized tax benefits:

Balances at July 1, 2007	$ 20,988
Decrease due to settlement of tax positions	(17,912)
Other	
Balance at June 30, 2008	$ 3,076

Excluding the benefit of the reversal of interest on uncertain tax positions, the Company s effective rate from continuing operations would have been 35.9%.

Note 10 Impairment, Facility Closing, and Severance Charges

In the fourth quarter of fiscal 2008, we incurred impairment, facility closing and severance charges of $6.6 million. Of that amount, approximately $4.8 million is related to a loss on student loan receivables associated with the Marietta and Jonesboro, Georgia campuses. These schools were branches of the Atlanta, Georgia campus. Due to accreditation issues, the Atlanta campus was closed and placed in discontinued operations. In addition, the company recorded lease termination costs of $0.9 million related to student housing and a severance charge of $0.9

million.

During fiscal 2007 the decision was made to consolidate additional brands as the Company continues to establish the national Everest brand. As a result of the decision, the Company reviewed the related intangible asset of trade name for possible impairment in accordance with SFAS 142. Based on the results of the review, the Company recognized an impairment charge of $4.8 million, which primarily represented the trade name value impacted by the name change. The company also recorded lease termination costs $1.4 related to student housing, a facility closing charge of $0.6, million related to the campus in Victoria, British Columbia, and approximately $2.9 million related to severance expense, partially associated with the retirement of David Moore as Chairman of the Board of Directors and as an employee of the Company.

During the fourth quarter of 2006 the Company made the decision to consolidate multiple brands. As a result of this decision, the Company reviewed the related intangible asset of trade name for possible impairment in accordance with SFAS 142. Based on the results of the review, the Company recognized an impairment charge of $2.3 million, which represented the entire trade name value allocated to the schools impacted by the name change. The Company also recorded a facility closing charge of $1.0 million as a result of relocating our Rancho Cucamonga, CA campuses in the fourth quarter of 2006 and recorded a severance charge of $0.9 million.

The components of the charges and the related balance sheet accounts for fiscal year 2008 and 2007 were as follows (in thousands):

	Goodwill & Intangible Asset Impairment	Fixed Asset Write-offs	Receivables Write-off	Severance and Benefits	Facility Related	Total
Balance at June 30, 2006	$	$	$	$ 838	$ 3,643	$ 4,481
Charges	4,807			2,922	1,983	9,712
Adjustments				166	(73)	93
Cash payments				(3,449)	(1,927)	(5,376)
Asset writedowns	(4,807)					(4,807)
Balance at June 30, 2007				477	3,626	4,103
Charges			4,800	893	910	6,603
Adjustments				(44)	(166)	(210)
Cash payments				(1,117)	(2,329)	(3,446)
Asset writedowns			(4,800)			(4,800)
Balance at June 30, 2008	$	$	$	$ 209	$ 2,041	$ 2,250

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CORINTHIAN COLLEGES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Note 11 Commitments and Contingencies

Leases

The Company leases most of its operating facilities and certain equipment under non-cancelable operating leases expiring at various dates through 2027. In most cases, the facility leases require the Company to pay various operating expenses of the facilities in addition to base monthly lease payments. In certain cases, the Company has renewable options and or leases containing ordinary rental escalations on the space. Future minimum lease payments under operating leases are as follows for the twelve months ending June 30:

	Operating Leases (In thousands)
2009	$ 78,937
2010	73,047
2011	68,102
2012	58,091
2013	49,771
Thereafter	198,391
	$ 526,339

Lease expense (facility and equipment) for the fiscal years ended June 30, 2008, 2007 and 2006 amounted to $66.3 million, $62.5 million and $62.9 million, respectively, and is reflected in educational services and general and administrative expense in the accompanying consolidated statements of operations.

Legal Matters

In the ordinary conduct of its business, the Company and its subsidiaries are subject to lawsuits, demands in arbitration, investigations and other claims, including, but not limited to, lawsuits and claims involving current and former students and employment-related matters. In some of the lawsuits and arbitrations pending against the Company, plaintiffs seek certification of the matter as a class action in order to represent all other similarly-situated persons. None of the matters currently pending against the Company in which plaintiffs seek class certification have yet been certified as a class action. When the Company is aware of a claim or potential claim, it assesses the likelihood of any loss or exposure. If it is probable that a loss will result and the amount of the loss can be reasonably estimated, the Company records a liability for the loss. If the loss is not probable or the amount of the loss cannot be reasonably estimated, the Company discloses the nature of the specific claim if the likelihood of a potential loss is reasonably possible and the amount involved is material. There can be no assurance that the ultimate outcome of any of the matters disclosed below will not have a material adverse effect on the Company s financial condition or results of operations.

On March 8, 2004, the Company was served with two virtually identical putative class action complaints entitled *Travis v. Rhodes Colleges, Inc., Corinthian Colleges, Inc., and Florida Metropolitan University,* and Satz v. Rhodes Colleges, Inc., Corinthian Colleges*, Inc., and Florida Metropolitan University*. Additionally, on April 15, 2005, the Company received another complaint entitled *Alan Alvarez, et al. v. Rhodes Colleges, Inc., Corinthian Colleges, Inc., and Florida Metropolitan University, Inc.* The *Alvarez* first amended and supplemental complaint named ninety-nine plaintiffs. Additionally, the court in the *Alvarez* case granted the plaintiffs motion to add an additional seven plaintiffs to the first amended and supplemental complaint. The named plaintiffs in these lawsuits are current and former students in the Company s Florida Metropolitan University (FMU) campuses, now known as Everest University, in Florida and online. The plaintiffs allege that FMU concealed the fact that it is not accredited by the Commission on Colleges of the Southern Association of Colleges and Schools and that FMU credits are not transferable to other institutions. The *Satz* and *Travis* plaintiffs seek recovery of compensatory damages and attorneys fees under common law and Florida s Deceptive and Unfair Trade Practices Act for themselves and all similarly situated people. The *Alvarez* plaintiffs seek damages on behalf of themselves under common law and Florida s Deceptive and Unfair Trade Practices Act. The arbitrator in the *Satz* case found for the

Company on all counts in an award on the Company s motion to dismiss.

Additionally, the Company affirmatively filed arbitration actions against Ms. Travis and approximately ninety of the *Alvarez* plaintiffs seeking damages for their respective breaches of their obligations to file in arbitration rather than in court, and seeking declaratory relief regarding their allegations. The arbitrator ruled against the Company in its affirmative claims against Ms. Travis, and the individual *Alvarez* arbitrations are pending. The Company has also prevailed on its motions in court to dismiss the court actions and compel arbitration in both the *Alvarez* and *Travis* matters. Ms. Travis has filed a motion to certify a class in her arbitration proceeding on behalf of all similarly situated persons, and the Company has opposed that motion. The Company believes the plaintiffs claims in all of these matters are without merit and will vigorously defend itself, Rhodes Colleges, Inc., and FMU against these allegations.

From July 8, 2004 through August 31, 2004, various putative class action lawsuits were filed in the United States District Court for the Central District of California by certain alleged purchasers of the Company s common stock against the Company and certain of its former executive officers, David Moore, Dennis Beal, Paul St. Pierre and Anthony Digiovanni. On November 5, 2004, a lead plaintiff was chosen and these cases were consolidated into one action. A first consolidated amended complaint was filed in

CORINTHIAN COLLEGES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

February 2005. The consolidated case is purportedly brought on behalf of all persons who acquired shares of the Company s common stock during a specified class period from August 27, 2003 through July 30, 2004. The consolidated complaint alleges that, in violation of Section 10(b) of the Securities Exchange Act of 1934 (the Act) and Rule 10b-5 promulgated thereunder by the Securities and Exchange Commission, the defendants made certain material misrepresentations and failed to disclose certain material facts about the condition of the Company s business and prospects during the putative class period, causing the plaintiffs to purchase the Company s common stock at artificially inflated prices. The plaintiffs further claim that Messrs. Moore, Beal, St. Pierre and Digiovanni are liable under Section 20(a) of the Act. The plaintiffs seek unspecified amounts in damages, interest, and costs, as well as other relief. On April 24, 2006, the U.S. District Court granted the Company s motion to dismiss the plaintiff s third consolidated amended complaint with prejudice. The plaintiff appealed the dismissal to the Federal Ninth Circuit Court of Appeals. On July 25, 2008, the Ninth Circuit unanimously affirmed the District Court s dismissal. The plaintiffs may seek a rehearing from the panel, an en banc review by the Ninth Circuit, or review by the United States Supreme Court through a petition for writ of certiorari. The Company believes this matter is without merit and will continue to vigorously defend itself and its former officers in this matter.

Between July 21, 2004 and July 23, 2004, two derivative actions captioned *Collet, Derivatively on behalf of Corinthian Colleges, Inc., v. David Moore, et al.,* and *Davila, Derivatively on behalf of Corinthian Colleges, Inc., v. David Moore, et al.*, were filed in the Orange County California Superior Court against David Moore, Dennis Beal, Dennis Devereux, Beth Wilson, Mary Barry, Stan Mortensen, Bruce Deyong, Loyal Wilson, Jack Massimino, Linda Skladany, Paul St. Pierre, Michael Berry, and Anthony Digiovanni, and against the Company as a nominal defendant. Each individual defendant is one of the Company s current or former officers and/or directors. The lawsuits allege breach of fiduciary duty, abuse of control, gross mismanagement, waste of corporate assets, unjust enrichment, and violations of the California corporations code, essentially based on the same allegations of conduct complained of in the initial federal securities class action complaints. The *Collet* and *Davila* cases have now been consolidated into one action. A memorandum of understanding was executed by the parties resolving the *Collet* and *Davila* cases, pending court approval, for an immaterial amount of attorneys fees to be paid by the Company s directors and officers insurance carrier to the plaintiffs lawyers, and with the Company agreeing to certain corporate governance matters.

On August 2, 2006, the Company was served with two virtually identical derivative complaints captioned *Adolf, Derivatively on behalf of nominal defendant Corinthian Colleges, Inc., v. David Moore, et al.*, and, *Gunkel, Derivatively on behalf of nominal defendant Corinthian Colleges, Inc., v. David Moore, et al*. The complaints were filed in the Orange County California Superior Court against David Moore, Paul St. Pierre, Frank McCord, Dennis Devereux, Beth Wilson, Dennis Beal, Jack Massimino, Linda Skladany, and Hank Adler. Each individual defendant is one of the Company s current or former officers and/or directors. The lawsuits allege breach of fiduciary duty and unjust enrichment by the individual defendants related to the Company s past option grant practices. Three other similar derivative actions were filed in Federal District Court for the Central District of California, one entitled *Pfeiffer, derivatively on behalf of Corinthian Colleges, Inc., v. David Moore, et al.*, the second entitled *M. Alvin Edwards, III, derivatively on behalf of Corinthian Colleges, Inc., v. David Moore, et al.* and the third entitled *Lori Close, derivatively on behalf of Corinthian Colleges Inc., v. David Moore et al.* The federal cases allege violation of the Securities and Exchange Act of 1934, violation of the California Corporations Code, unjust enrichment and return of unearned compensation, and breach of fiduciary duties, based on similar factual allegations to the *Adolph* and *Gunkel* cases. The *Pfeiffer* case is filed against the same defendants as the two state court cases. The *Close* and *Edwards* cases name the following individual defendants, all of whom are current and former directors and officers of the Company: Dave Moore, Jack Massimino, Ken Ord, William Murtagh, William Buchanan, Robert Owen, Stan Mortensen, Mark Pelesh, Mary Barry, Beth Wilson, Dennis Devereux, Paul St. Pierre, Alice Kane, Terry Hartshorn, Linda Skladany, Hank Adler, Loyal Wilson and Mike Berry. The federal derivative actions have since been consolidated in federal court; the state derivative actions have also been consolidated in state court. The parties are currently in settlement negotiations attempting to resolve these lawsuits.

On October 3, 2007, the Company was notified that a *qui tam* action had been filed in the U.S. District Court for the Central District of California by a former employee (the relator) on behalf of

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himself and the federal government. The case is captioned *United States of America, ex rel. Steven Fuhr v. Corinthian Colleges, Inc.* The *qui tam* action alleges violations of the False Claims Act, 31 U.S.C. § 3729-33, by the Company for allegedly causing false claims to be paid, or allegedly using false statements to get claims paid or approved by the federal government, because of alleged Company violations of the Higher Education Act (the HEA) regarding the manner in which admissions personnel are compensated. The federal government has the right to intervene in, or take over, *a qui tam* action. If the government declines to intervene, the relator may elect to pursue the litigation on behalf of the federal government and, if he is successful, receive a portion of the federal government s recovery. The Company has also been informed that two other *qui tam* actions have been filed against the Company regarding alleged violations of the incentive compensation prohibitions in the HEA; both of these lawsuits remain under seal. The Company believes its compensation practices regarding admissions personnel have been in compliance with applicable law and intends to defend itself vigorously in this matter.

On October 17, 2007, the Office of the Inspector General of the United States Department of Education, assisted by other federal and local authorities, served a search warrant at the Company s National School of Technology campus in Fort Lauderdale, Florida. The search warrant sought a broad range of documents and records. The Company provided documents in response to the search warrant and is cooperating with the government s investigation.

On November 14, 2007, the Company was served with a putative class action complaint filed in the United States District Court for the Central District of California captioned *Hardwick, et al. v. Corinthian Colleges, Inc.* The plaintiff is a former instructor at the Company s Merrionette Park, Illinois campus. Her complaint seeks certification of a class composed of all campus instructors nationwide, alleging wage and hour violations of the Fair Labor Standards Act, as well as a class of Illinois instructors alleging violations of the Illinois Wage Payment and Collection Act and Illinois Eight-Hour Work Day Act. The complaint seeks monetary damages, declaratory and injunctive relief and attorneys fees. The Company believes the complaint is without merit and intends to vigorously defend itself against these allegations.

The Company was notified that on December 31, 2007, a putative class action complaint entitled *Leask v. Corinthian Colleges, Inc., and Corinthian Schools, Inc., et al.*, was filed in the Santa Clara, California Superior Court. Plaintiffs are a former medical assisting student from the Company s Everest College (formerly Bryman College) campus in San Jose and her mother. The complaint alleges violations of the California Education Code and of California s Business and Professions Code Section 17200 related to allegedly missing or inadequate student disclosures and seeks declaratory and injunctive relief, attorneys fees, and an unspecified amount of damages. Additionally, the complaint seeks to certify a class composed of all medical assisting students in California over the last four years. The Company believes the complaint is without merit and intends to vigorously defend itself against these allegations.

On May 28, 2008, a putative class action demand in arbitration captioned *Rivera v. Sequoia Education, Inc. and Corinthian Colleges, Inc.* was filed with the American Arbitration Association. The plaintiffs are nine current or former HVAC students from the Company s WyoTech Fremont and WyoTech Oakland campuses. The arbitration demand alleges violations of California s Business and Professions Code Sections 17200 and 17500, fraud and intentional deceit, negligent misrepresentation, breach of contract and unjust enrichment / restitution, all related to alleged deficiencies and misrepresentations regarding the HVAC program at these two campuses. The plaintiffs seek to certify a class composed of all HVAC students in the Company s WyoTech Fremont and WyoTech Oakland campuses over the past four years, and seek recovery of compensatory and punitive damages, interest, restitution and attorneys fees and costs. The Company believes the complaint is without merit and intends to vigorously defend itself against these allegations.

In addition to the legal proceedings and other matters described above, the Company is or may become a party to pending or threatened lawsuits related primarily to services currently or formerly performed by the Company. Such cases and claims raise difficult and complex factual and legal issues and are subject to many uncertainties and complexities, including, but not limited to, the facts and circumstances of each particular case or claim, the jurisdiction in which each suit is brought, and differences in applicable law.

As of June 30, 2008, the Company had established aggregate reserves of approximately $1.4 million for all of the matters disclosed above, as well as for those additional matters where the liabilities are probable and losses estimable but for which the Company does not believe the matters are reasonably likely to have a material impact on the Company. The Company regularly evaluates the reasonableness of its accruals and makes any adjustments considered necessary. Due to the uncertainty of the outcome of litigation and claims, the Company is unable to make a reasonable estimate of the upper end of the range of potential liability for these matters. Upon resolution of any pending legal matters, the Company may incur charges in excess of presently established reserves. While any such charge could have a material adverse impact on the Company s results of operations in the period in which it is recorded or paid, management does not believe that any such charge would have a material adverse effect on the Company s financial position or liquidity.

Note 12 Employee Benefit Plans

The Company has established an employee savings plan under Section 401(k) of the Internal Revenue Code (the Plan). Employees classified as regular status as defined and who are regularly scheduled to work at least 30 hours per week (20 hours per week for instructors) are eligible to participate in the Plan beginning the first of the month following one month of employment. Company contributions begin the first of the month following 12 months of employment and 1,000 hours worked. Contributions to the

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CORINTHIAN COLLEGES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

plan by the Company are discretionary. The plan provides for vesting of Company contributions over a five-year period from the date of employment. Company contributions to the plan were approximately $3.6 million, $3.0 million and $2.4 million for the fiscal years ended June 30, 2008, 2007 and 2006, respectively.

Note 13 Governmental Regulation

The Company and each institution are subject to extensive regulation by federal and state governmental agencies and accrediting bodies. In particular, HEA, and the regulations promulgated thereunder by ED subject the institutions to significant regulatory scrutiny on the basis of numerous standards that schools must satisfy in order to participate in the various federal student financial assistance programs under Title IV of the HEA.

To participate in the Title IV Programs, an institution must be authorized to offer its programs of instruction by the relevant agencies of the state in which it is located, accredited by an accrediting agency recognized by the ED and certified as eligible by the ED. The ED will certify an institution to participate in the Title IV Programs only after the institution has demonstrated compliance with the HEA and the ED s extensive regulations regarding institutional eligibility. An institution must also demonstrate its compliance to the ED on an ongoing basis. As of June 30, 2008, management believes the Company s institutions were in compliance with the applicable regulations in all material respects.

From time to time, certain of our institutions have also been the subject of program reviews by the ED. During the fourth quarter of fiscal 2008 and the first quarter of fiscal 2009, the Company s campuses in Fremont, California, Reseda, California, Tampa, Florida (including its additional locations in Orange Park and Brandon, Florida) and Gardena, California, and its online operations in Tampa, Florida and Tempe, Arizona, were the subject of ED program reviews. We have not yet received preliminary written program review reports regarding ED s findings, if any, in these campuses, and the Company is continuing to cooperate with these reviews. Program reviews may often be unresolved for several months or years with little or no communication from the ED. We do not believe that any of our currently pending program reviews with the ED is reasonably likely to have a material adverse effect on the Company.

The HEA requires accrediting agencies to review many aspects of an institution s operations in order to ensure that the training offered is of sufficiently high quality to achieve satisfactory outcomes. Failure to demonstrate compliance with accrediting standards may result in the imposition of probation or Show Cause orders, or the requirements of periodic reports, and ultimately the loss of accreditation if deficiencies are not remediated.

In a letter received from ACCSCT dated December 7, 2007, the Company was informed of a show cause action regarding our Everest College in North Aurora, Illinois. In a letter from ABHES dated December 18, 2007, the Company was informed of a show cause action regarding our campus in Atlanta, Georgia, and its branches in Marietta and Jonesboro, Georgia. The Company has transitioned the Marietta and Jonesboro, Georgia, campuses from branches of our Atlanta, Georgia, campus to branches of other main campuses that currently do not have any regulatory or accreditation matters, and has taught out the campus in Atlanta, Georgia as of June 30, 2008. The show cause order regarding Atlanta and its branch campuses was subsequently vacated by ABHES. In a letter from ACCSCT dated March 7, 2008, the Company was informed of a show cause action regarding our Everest College in Alhambra, CA. In a letter from ACCSCT dated August 14, 2008, the Company was informed that the show cause action regarding Everest College in Alhambra, CA had been vacated. In another letter from ACCSCT dated March 7, 2008, the Company was informed of a show cause action regarding our Everest College in San Jose, CA. With respect to the schools identified above which have outstanding Show Cause orders, each of these locations represented less than 1.4% of our campuses fiscal 2008 operating profit (before corporate overhead allocation) individually, and less than 1.5% in aggregate.

Political and budgetary concerns significantly affect the Title IV Programs. Congress must reauthorize the student financial assistance programs of the HEA approximately every five to six years, and the last reauthorization took place in 2008.

A significant component of Congress initiative to reduce abuse in the Title IV Programs has been the imposition of limitations on institutions whose former students default on the repayment of their federally guaranteed or funded student loans above specific rates (cohort default rate). Although the Company is not obligated to repay any of its students or former students defaults on payments of federally guaranteed student loans, if such default rates equal or exceed 25% for three consecutive years, the institution may lose participation eligibility in the guaranteed loan program and its students will be denied access to the federally guaranteed student loan programs. An institution whose cohort default rate under certain Title IV Programs for any federal fiscal year exceeds 40% may have its eligibility to participate in all of the Title IV Programs limited, suspended or terminated by the ED.

All institutions participating in the Title IV Programs must satisfy specific standards of financial responsibility. The ED evaluates institutions for compliance with these standards each year, based on the institution s annual audited financial statements and following a change of ownership of the institution.

The ED calculates the institution s composite score for financial responsibility based on its (i) equity ratio, which measures the institution s capital resources, ability to borrow and financial viability; (ii) primary reserve ratio, which measures the institution s ability to support current operations from expendable resources; and (iii) net income ratio, which measures the institution s ability to operate at a profit. An institution that does not meet the ED s minimum composite score may demonstrate its financial responsibility by posting a letter of credit in favor of the ED in an amount equal to at least 50% of the Title IV Program funds received by the institution during its prior fiscal year and possibly accepting other conditions on its participation in the Title IV Programs. At June 30, 2008, all of the Company s U.S. institutions and the Company on a consolidated basis satisfied each of the ED s standards of financial responsibility.

For fiscal 2008, our calculations reflect that all of our schools exceed the requirements for financial responsibility on an individual basis, with composite scores ranging from 1.5 to 3.0. For purposes of performing such calculations on an individual school basis, the Company makes certain allocations of corporate cash to the individual campuses. Also, our Company, on a consolidated basis, meets the requirements with the composite score of 2.0.

As required for regulatory reporting with ED, for fiscal 2008, approximately 81.0% of our revenues (on a cash basis) were derived from federal Title IV programs. For fiscal 2008 the company had $707.0 million of Title IV cash receipts and $166.0 of Non-Title IV cash receipts.

As of June 30, 2008, nineteen of our colleges were placed on reporting to their respective accrediting agencies, primarily with respect to the completion, retention, and/or placement rates of their students. In certain of these cases, the periodic supplemental reports are required only with respect to particular programs at an institution, and not to the institution s overall completion or placement rates. We are working to improve these retention and placement rates in the identified programs at these schools.

Because the Company operates in a highly regulated industry, it, like other industry participants, may be subject from time to time to investigations, claims of non-compliance, or lawsuits by governmental agencies or third parties, which allege statutory violations, regulatory infractions, or common law causes of action.

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CORINTHIAN COLLEGES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

There can be no assurance that other regulatory agencies or third parties will not undertake investigations or make claims against the Company, or that such claims, if made, will not have a material adverse effect on the Company s business, results of operations or financial condition.

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CORINTHIAN COLLEGES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Note 14 Selected Quarterly Financial Summary (Unaudited)

	Fiscal Quarters				Fiscal
	First	Second	Third	Fourth	Year
	(In thousands, except per share amounts)				
Fiscal 2008					
Net revenues (2)	$ 244,467	$ 270,253	$ 279,918	$ 274,033	$ 1,068,671
Income from continuing operations (2)	4,319	9,527	14,255	4,764	32,865
(Loss) Income from discontinued operations (2)	(2,366)	(1,415)	(2,433)	(5,384)	(11,598)
Net income	1,953	8,112	11,822	(620)	21,267
Income per share (1):					
Basic	$ 0.02	$ 0.10	$ 0.14	$ (0.01)	$ 0.25
Diluted	$ 0.02	$ 0.10	$ 0.14	$ (0.01)	$ 0.25
Fiscal 2007					
Net revenues (2)	$ 218,514	$ 231,529	$ 237,552	$ 231,629	$ 919,224
Income from continuing operations (2)	2,640	3,446	12,832	(2,091)	16,827
(Loss) Income from discontinued operations (2)	(1,240)	(863)	(827)	(6,665)	(9,595)
Net income	1,400	2,583	12,005	(8,756)	7,232
Income per share (1):					
Basic	$ 0.02	$ 0.03	$ 0.14	$ (0.10)	$ 0.08
Diluted	$ 0.02	$ 0.03	$ 0.14	$ (0.10)	$ 0.08
Fiscal 2006					
Net revenues (2)	$ 222,421	$ 229,599	$ 234,600	$ 221,195	$ 907,815
Income from continuing operations (2)	7,880	11,236	14,771	8,598	42,485
(Loss) Income from discontinued operations (2)	(502)	(513)	(112)	124	(1,003)
Net income	7,378	10,723	14,659	8,722	41,482
Income per share (1):					
Basic	$ 0.08	$ 0.12	$ 0.17	$ 0.10	$ 0.47
Diluted	$ 0.08	$ 0.12	$ 0.17	$ 0.10	$ 0.46

(1) Basic and diluted earnings per share are calculated independently for each of the quarters presented. Accordingly, the sum of the quarterly earnings per share may not agree with the annual earnings per share amount for the corresponding year.

(2) Amounts prior to fourth quarter of 2008 reflected in the table above differ from previously filed quarterly reports. During the fourth quarter of 2008 we began to classify the results of operations related to specific campuses closed or held for sale as discontinued operations. See Note 2 Discontinued Operations of these notes to our consolidated financial statements for further discussion of our discontinued operations.

Note 15 Valuation and Qualifying Accounts

	Balance at Beginning of Year	Charged to Costs and Expenses	Deductions	Balance at End of Year
	(In thousands)			
Allowance for doubtful accounts				
Accounts receivable:				
Year ended June 30, 2006	$ 19,464	$ 46,427	$ (48,592)	$ 17,299

Year ended June 30, 2007	17,299	50,980	(45,558)	22,721
Year ended June 30, 2008	22,721	68,347	(51,759)	39,309
Student notes receivable:				
Year ended June 30, 2006	$ 1,947	$ (149)	$ 445	$ 2,243
Year ended June 30, 2007	2,243	1,627	(420)	3,450
Year ended June 30, 2008	3,450	4,410	1,200	9,060

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ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

We carried out under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, an evaluation of the effectiveness of our disclosure controls and procedures, as such term is defined in Exchange Act Rule 13a-15(e), as of the end of the period covered by this report and concluded that those controls and procedures were effective.

Management s Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rule 13a-15(f). Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in *Internal Control-Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on our evaluation under the framework in *Internal Control-Integrated Framework*, our management concluded that our internal control over financial reporting was effective as of June 30, 2008. The effectiveness of internal control over financial reporting as of June 30, 2008 has been audited by Ernst & Young LLP, an independent registered public accounting firm, as stated in their report which is included herein.

Changes in Internal Controls Over Financial Reporting

There were no changes in our internal control over financial reporting during the quarter ended June 30, 2008 that have materially affected or are reasonably likely to materially affect our internal control over financial reporting.

It should be noted that any system of controls, however well designed and operated, can provide only reasonable, and not absolute, assurance that the objectives of the system will be met. In addition, the design of any control system is based in part upon certain assumptions about the likelihood of future events. Because of these and other inherent limitations of control systems, there is only the reasonable assurance that our controls will succeed in achieving their goals under all potential future conditions.

ITEM 9B. OTHER INFORMATION

None.

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PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS, AND CORPORATE GOVERNANCE

Directors and Executive Officers

Certain information in response to this item is incorporated herein by reference to the Company s definitive Proxy Statement for the Annual Meeting of Shareholders, which will be filed with the Securities and Exchange Commission not later than 120 days after June 30, 2008. Information regarding executive officers of the Company is set forth under the caption Executive Officers of the Registrant in Item 1 hereof.

Corporate Governance

We have adopted a code of ethics that applies to all of our executive officers and senior financial officers (including our chief executive officer, chief financial officer, chief accounting officer, and any person performing similar functions). This Code of Business Conduct and Ethics is available on our website at *http://www.cci.edu* under the heading Investor Relations.

ITEM 11. EXECUTIVE COMPENSATION

Information in response to this Item is incorporated herein by reference from the Company s definitive Proxy Statement for the Annual Meeting of Shareholders, which will be filed with the Securities and Exchange Commission not later than 120 days after June 30, 2008.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

Information in response to this Item is incorporated herein by reference from the Company s definitive Proxy Statement for the Annual Meeting of Shareholders, which will be filed with the Securities and Exchange Commission not later than 120 days after June 30, 2008.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

Information in response to this Item is incorporated herein by reference from the Company s definitive Proxy Statement for the Annual Meeting of Shareholders, which will be filed with the Securities and Exchange Commission not later than 120 days after June 30, 2008.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

Information required to be furnished by Item 9(e) of Schedule 14A of Regulation S-K will be included in the Company s 2008 Proxy Statement for the Annual Meeting of Shareholders, which will be filed with the Securities and Exchange Commission not later than 120 days after June 30, 2008, and is incorporated herein by reference.

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PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES
The following documents are filed as part of this Report:

1. Financial Statements

The required financial statements and financial statement schedules of the Company and its subsidiaries are included in Part II, Item 8, of this Form 10-K. All other schedules have been omitted since the required information is not present or not present in amounts sufficient to require the submission of such schedules, or because the information required is included in the consolidated financial statements or the notes thereto.

3. Exhibits:

The exhibits listed in the accompanying Index to Exhibits are filed as part of this annual report.

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CORINTHIAN COLLEGES, INC.

INDEX TO EXHIBITS

Exhibit Number	Description of Exhibit	Incorporation Reference
3.1+	Amended and Restated Certificate of Incorporation	(a)
3.2+	Amended and Restated Bylaws of the Company	(b)
10.52+	1998 Performance Award Plan of the Company	(c)
10.53+	Executive Deferral Plan of the Company	(d)
10.54+	Form of Director Stock Option Agreement under the 2003 Performance Award Plan of the Company	(e)
10.55+	Form of Incentive Stock Option Agreement issued to executive officers under the 2003 Performance Award Plan of the Company	(f)
10.56+	Form of Restricted Stock Unit Award Agreement issued to executive officers under the 2003 Performance Award Plan of the Company	(g)
10.57+	2004 New-Hire Award Plan of the Company	(h)
10.58+	Form of Option Agreement under the 2004 New-Hire Award Plan of the Company	(i)
10.59+	Form of Restricted Stock Unit Award Agreement under the 2004 New-Hire Award Plan of the Company	(j)
10.60+	Amendment 2005-1 to the 2004 New-Hire Award Plan of the Company	(k)
10.61+	Second Amended and Restated Credit Agreement, dated as of June 8, 2005, among the Company, Corinthian Canada Acquisition, Inc., Bank of America, N.A., as Domestic Administrative Agent, Domestic Swing Line Lender and Domestic L/C Issuer, Bank of America, N.A., acting through its Canada Branch, as Canadian Administrative Agent, Canadian Swing Line Lender and Canadian L/C Issuer, Union Bank of California, N.A., as Syndication Agent, U.S. Bank National Association and JPMorgan Chase Bank, as Co-Documentation Agents, each Lender from time to time party thereto, and Banc of America Securities LLC, as Sole Lead Arranger and Sole Book Manager	(l)
10.61.1+	Amendment No. 1 to Second Amended and Restated Credit Agreement, dated as of August 10, 2007, among the Company, CDI Career Development Institutes Ltd., the Lenders from time to time party thereto, Bank of America, N.A., as Domestic Administrative Agent, Domestic L/C Issuer and Domestic Swing Line Lender, Bank of America, N.A., acting through its Canadian Branch, as Canadian Administrative Agent, Canadian L/C Issuer and Canadian Swing Line Lender, and certain other agents	(m)
10.62+	Form of Lock-Up Agreement between the Company and each of the officers of the Company with the title of Division President, Vice President, Senior Vice President, Executive Vice President, Chief Executive Officer or Chairman of the Board, each entered into as of June 30, 2005	(n)
10.63+	Description of Verbal Arrangements with Non-Employee Members of the Company s Board of Directors	(o)
10.64+	Form of Stock Option Agreement Amendment between the Company and each of its Directors	(p)

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Exhibit Number	Description of Exhibit	Incorporation Reference
10.65+	2003 Performance Award Plan of the Company, as amended and restated	(q)
10.66+	Form of Non-Qualified Stock Option Agreement issued to certain executive officers under the 2003 Performance Award Plan	(r)
10.67+	Form of Employment Agreement amended and restated as of August 21, 2007, by and between the Company and Jack D. Massimino	(s)
10.68+	Form of performance-related Nonqualified Stock Option Agreement to be entered into between the Company and Jack D. Massimino under the 2003 Performance Award Plan	(t)
10.69+	Form of Restricted Stock Unit Award Agreement under the 2003 Performance Award Plan of the Company	(u)
10.70+	Form of Director Stock Unit Award Notice under the 2003 Performance Award Plan of the Company	(v)
10.71+	Form of Employment Agreement amended and restated as of March 17, 2008, by and between the Company and each of Peter Waller, Kenneth Ord, Beth Wilson and Mark Pelesh	(w)
10.72+	Form of Campus Support Center Bonus Plan under the 2003 Performance Award Plan of the Company by and between the Company and certain of its executive officers	(x)
10.73+	Form of Executive Bonus Plan Schedule under the 2003 Performance Award Plan of the Company by and between the Company and certain of its executive officers	(y)
21.1	List of Subsidiaries	
23.1	Consent of Independent Registered Public Accounting Firm	
24.1	Power of Attorney (see signature page)	
31.1	Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	
31.2	Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	
32.1	Certification Pursuant to 18 U.S.C Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	
32.2	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	

\+ Previously filed with the Securities and Exchange Commission as set forth in the following table:

(a) Incorporated by reference to Appendix B of the Company s Proxy Statement (Commission File No. 000-25283) filed with the Securities and Exchange Commission pursuant to Section 14(a) of the Exchange Act on December 15, 2006.

(b) Incorporated by reference to Exhibit 3.2 of the Report on Form 8-K as filed with the Securities and Exchange Commission on August 21, 2008.

(c) Incorporated by reference to the like-numbered exhibit of the Company s Registration Statement on Form S-1 (Registration No. 333-59505), as filed with the Securities and Exchange Commission on July 21, 1998.

(d) Incorporated by reference to Exhibit 4 of the Company s Form S-8 filed with the Securities and Exchange Commission on August 3, 2004.

(e) Incorporated by reference to Exhibit 10.1 of the Company s Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 11, 2004.

(f) Incorporated by Reference to Exhibit 10.2 of the Company s Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 11, 2004.

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(g) Incorporated by Reference to Exhibit 10.3 of the Company s Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 11, 2004.
(h) Incorporated by Reference to Exhibit 10.2 of the Report on Form 8-K filed with the Securities and Exchange Commission on November 22, 2004.
(i) Incorporated by Reference to Exhibit 10.2.1 of the Report on Form 8-K filed with the Securities and Exchange Commission on November 22, 2004.
(j) Incorporated by Reference to Exhibit 10.2.2 of the Report on Form 8-K filed with the Securities and Exchange Commission on November 22, 2004.
(k) Incorporated by Reference to Exhibit 10.1 of the Report on Form 8-K filed with the Securities and Exchange Commission on January 28, 2005.
(l) Incorporated by Reference to Exhibit 10.1 of the Report on Form 8-K filed with the Securities and Exchange Commission on June 10, 2005.
(m) Incorporated by Reference to Exhibit 10.1 of the Report on Form 8-K filed with the Securities and Exchange Commission on August 16, 2007.
(n) Incorporated by Reference to Exhibit 10.1 of the Report on Form 8-K filed with the Securities and Exchange Commission on July 7, 2005.
(o) Incorporated by Reference to Exhibit 10.1 of the Report on Form 8-K filed with the Securities and Exchange Commission on January 29, 2008.
(p) Incorporated by Reference to Exhibit 10.1 of the Report on Form 8-K filed with the Securities and Exchange Commission on September 6, 2005.
(q) Incorporated by Reference as Appendix A to the Company s Proxy Statement (Commission File No. 000-25283) filed with the Securities and Exchange Commission pursuant to Section 14(a) of the Exchange Act on October 14, 2005.
(r) Incorporated by Reference to the like-numbered exhibit of the Company s Annual Report on Form 10-K filed with the Securities and Exchange Commission on November 28, 2006.
(s) Incorporated by Reference to Exhibit 10.1 of the Report on Form 8-K filed with the Securities and Exchange Commission on August 27, 2007.
(t) Incorporated by Reference to Exhibit 10.2 of the Report on Form 8-K filed with the Securities and Exchange Commission on August 27, 2007.
(u) Incorporated by Reference to Exhibit 10.75 of the Report on Form 10-K filed with the Securities and Exchange Commission on August 29, 2007.
(v) Incorporated by Reference to Exhibit 10.1 of the Report on Form 8-K filed with the Securities and Exchange Commission on January 29, 2008.
(w) Incorporated by Reference to Exhibit 10.1 of the Report on Form 8-K filed with the Securities and Exchange Commission on March 21, 2008.
(x) Incorporated by Reference to Exhibit 10.1 of the Report on Form 8-K filed with the Securities and Exchange Commission on July 17, 2008.
(y) Incorporated by Reference to Exhibit 10.2 of the Report on Form 8-K filed with the Securities and Exchange Commission on July 17, 2008.

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SIGNATURES AND POWER OF ATTORNEY

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

CORINTHIAN COLLEGES, INC.

By: /s/ JACK D. MASSIMINO **Jack D. Massimino**	By: /s/ KENNETH S. ORD **Kenneth S. Ord**	By: /s/ ROBERT C. OWEN **Robert C. Owen**
Chief Executive Officer, Chairman of the Board	**Executive Vice President and Chief Financial Officer**	**Senior Vice President and Chief Accounting Officer**
(Principal Executive Officer)	**(Principal Financial Officer)**	**(Principal Accounting Officer)**
August 26, 2008	**August 26, 2008**	**August 26, 2008**

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated. Each person whose signature appears below hereby authorizes and appoints Jack D. Massimino and Kenneth S. Ord, or either of them, as attorneys-in-fact and agents to execute and file with the applicable regulatory authorities any amendment to this report on his or her behalf individually and in each capacity stated below.

Signature	Title	Date
/s/ JACK D. MASSIMINO **Jack D. Massimino**	Chief Executive Officer, Chairman of the Board (Principal Executive Officer)	August 26, 2008
/s/ PAUL ST. PIERRE **Paul St. Pierre**	Director	August 27, 2008
/s/ LINDA AREY SKLADANY **Linda Arey Skladany**	Director	August 27, 2008
/s/ HANK ADLER **Hank Adler**	Director	August 27, 2008
/s/ ROBERT LEE **Robert Lee**	Director	August 27, 2008
/s/ TIM SULLIVAN **Tim Sullivan**	Director	August 27, 2008
/s/ JOHN DIONISIO **John Dionisio**	Director	August 27, 2008
/s/ PETER WALLER **Peter Waller**	President and Chief Operating Officer, Director	August 26, 2008
Alice T. Kane	Director	
	Lead Independent Director	

Terry O. Hartshorn	
Leon Panetta	Director