

Corinthian Colleges, Inc.

Nominating and Corporate Governance Committee Charter

The Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors of Corinthian Colleges, Inc. (the “Company”) shall consist of a minimum of three directors. Members of the Committee shall be appointed and may be removed by the Board of Directors. All members of the Committee shall be “independent directors” as defined by applicable Securities and Exchange Commission and NASDAQ rules.

The purpose of the Committee shall be to assist the board in identifying qualified individuals to become board members, in determining the composition of the Board Of Directors and its committees, in monitoring a process to assess board effectiveness and in developing and implementing the Company's corporate governance guidelines.

In furtherance of this purpose, the Committee shall have the following authority and responsibilities:

1. To lead the search for individuals qualified to become members of the Board of Directors and to annually present to the Board of Directors a list of nominees recommended to be presented for stockholder election at the annual meeting. The committee shall select individuals as director nominees who shall have the highest personal and professional integrity, who shall have demonstrated exceptional ability and judgment and who shall be most effective, in conjunction with the other nominees to the board, in collectively serving the long-term interests of the stockholders.
2. To review the Board of Directors' committee structure and to recommend to the board for its approval directors to serve as members of each committee. The Committee shall review and recommend committee slates annually and shall recommend additional committee members to fill vacancies as needed.
3. To develop and recommend to the Board of Directors for its approval an annual self-evaluation process of the board and its committees. The Committee shall oversee the annual self-evaluations.
4. To review on an annual basis director compensation and benefits.

The committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate in its sole discretion.

The Committee shall have the authority to retain any search firm engaged to assist in identifying director candidates, and to retain outside counsel and any other advisors as the

Committee may deem appropriate in its sole discretion. The Committee shall have sole authority to approve related fees and retention terms.

The Committee shall report its actions and recommendations to the Board of Directors after each Committee meeting. The Committee shall review at least annually the adequacy of this charter and recommend any proposed changes to the Board of Directors for approval.