

**Code of Ethics
for the
Executive Officers
and Senior Financial Officers
of
Perdoceo Education Corporation**

Perdoceo Education Corporation (the “Company”) is committed to conducting its business in compliance with all applicable laws and regulations and in accordance with high standards of business conduct. The Company strives to maintain the highest standards of accuracy, completeness and disclosure in its financial dealings, records and reports. These standards serve as the basis for managing the Company’s business, for meeting the Company’s duties to its stockholders and for maintaining compliance with financial reporting requirements. This Code of Ethics operates in addition to and supplements the Company’s Employee Handbook and the Code of Business Conduct & Ethics. The Company’s Executive Officers and Senior Financial Officers must agree to comply with the following principles and will promote and support this Code of Ethics, and comply with the following principles. For the purposes of this Code of Ethics, Executive Officers means the Company’s executive officers as determined from time to time by the Board of Directors of the Company pursuant to Section 16 of Securities Exchange Act of 1934 (collectively, the “Executive Officers”) and “Senior Financial Officers” means the Company’s principal financial officer and controller or principal accounting officer, or persons performing similar functions (collectively, the “Senior Financial Officers”).

Each Executive Officer and Senior Financial Officer will adhere to and advocate the following principals and responsibilities governing his or her professional and ethical conduct, each to the best of his or her knowledge and ability.

1. Act with honesty and integrity and in an ethical manner, avoiding actual or apparent conflicts of interest in his or her personal and professional relationships.
2. Promptly disclose to the Company, through the General Counsel and the Audit Committee, any material transaction or relationship that reasonably could be expected to give rise to either an actual conflict of interest or the perception of a conflict of interest, between his or her personal and professional relationships.
3. Provide full, fair, accurate, timely and understandable disclosure in reports and documents that the Company files with, or submits to, the SEC and in other public communications made by the Company.
4. Comply with applicable rules and regulations of federal, state and local governments and other appropriate private and public regulatory agencies.
5. Act in good faith, responsibly, with due care, competence and diligence, without misrepresenting material facts or allowing his or her independent judgment to be subordinated.

6. Use good business judgment in the processing and recording of all financial transactions.
7. Respect the confidentiality of information acquired in the course of his or her work, except when authorized or otherwise legally obligated to disclose such information, and not use confidential information acquired in the course of work for personal advantage.
8. Share knowledge and maintain skills important and relevant to his or her constituents' needs.
9. Promote ethical behavior among constituents in the work environment.
10. Achieve responsible use of and control over all assets and resources employed or entrusted to him or her.
11. Comply with generally accepted accounting standards and practices, rules, regulations and controls.
12. Ensure that accounting entries are promptly and accurately recorded and properly documented and that no accounting entry intentionally distorts or disguises the true nature of any business transaction.
13. Maintain books and records that fairly and accurately reflect the Company's business transactions.
14. Sign only those documents that he or she believes to be accurate and truthful.
15. Devise, implement and maintain sufficient internal controls to assure that financial record keeping objectives are met.
16. Prohibit the establishment of any undisclosed or unrecorded funds or assets for any purpose and provide for the proper and prompt recording of all disbursements of funds and all receipts.
17. Not knowingly be a party to any illegal activity or engage in acts that are discreditable to his or her profession or the Company.
18. Respect and contribute to the legitimate and ethical objectives of the Company.
19. Engage in only those services for which he or she has the necessary knowledge, skill and expertise.
20. Not make, or tolerate to be made, false or artificial statements or entries for any purpose in the books and records of the Company or in any internal or external correspondence, memoranda, or communication of any type, including telephone or wire communications.
21. Promptly report to the Company, through the CFO and the Audit Committee any situation where this Code of Ethics, the Company's standards or laws are being violated.

Those required to comply with this Code of Ethics understand that failure to comply with this Code of Ethics will not be tolerated by the Company and that deviations therefrom or violations thereof may result in serious consequences, which may include, but may not be limited to, serious reprimand, dismissal or other legal actions.

The parties subject to this Code of Ethics will acknowledge in writing that they agree to comply with these requirements.

ACKNOWLEDGMENT

I acknowledge that I agree to comply with the terms of the Company's Code of Ethics for the Executive Officers and Senior Financial Officers. I further acknowledge that failure to comply with this Code of Ethics will not be tolerated by the Company and that deviations therefrom or violations thereof may result in serious disciplinary action by the Company, including but not limited to serious reprimand, dismissal or other legal actions.

Name: _____

Title: _____

Date: _____