

OSBC's CODE OF CONDUCT WITH RESPECT TO FEDERAL STUDENT AID

All officers, employees, and agents are expected to comply with this code. Employees, officers, and agents are to be informed annually of its requirements. The purpose is to avoid conflicts of interest in all aspects of the delivery and administration of FSA funds.

OSBC has specific rules in this Code of Conduct concerning the following items:

1. Ban on revenue-sharing arrangements
2. Gift ban
3. Contracting arrangements prohibited
4. Interaction with borrowers
5. Prohibitions on offers of funds for private loans
6. Ban on staffing assistance
7. Advisory Board compensation

(1) BAN ON REVENUE-SHARING ARRANGEMENTS

OSBC will not enter into any revenue-sharing arrangement with any lender, nor will any of its officers, employees, or agents.

OSBC will not recommend a lender in exchange for a fee or other material benefits, including revenue or profit sharing, to the institution, nor will any of its officers, employees, or agents.

(2) GIFT BAN

No officer or employee of OSBC who is employed in the financial aid office of OSBC or who otherwise has responsibilities with respect to education loans, or agent who has responsibilities with respect to education loans, will solicit or accept any gift from a lender, guarantor, or servicer of education loans.

The term "gift" means any gratuity, favor, discount, entertainment, hospitality, loan, or other item having a monetary value of more than a de minimus amount. The term includes a gift of services, transportation, lodging, or meals, whether provided in kind, by purchase of a ticket, payment in advance, or reimbursement after the expense has been incurred.

The term "gift" does not include any of the following: (1) standard material, activities, or programs on issues related to a loan, default aversion, default prevention, or financial literacy, such as a brochure, a workshop, or training; (2) food, refreshments, training, or informational material furnished to an officer or employee of an institution, or to an agent, as an integral part of a training session that is designed to improve the service of a lender, guarantor, or servicer of education loans to OSBC, if such training contributes to the professional development of the officer, employee, or agent; (3) Favorable terms,

conditions, and borrower benefits on an education loan provided to a student employed by OSBC if such terms, conditions, or benefits are comparable to those provided to all students of OSBC; (4) entrance and exit counseling services provided to borrowers to meet OSBC's responsibilities for entrance and exit counseling as long as OSBC's staff are in control of the counseling, (whether in person or via electronic capabilities); and such counseling does not promote the products or services of any specific lender; (5) Philanthropic contributions to an institution from a lender, servicer, or guarantor of education loans that are unrelated to education loans or any contribution from any lender, guarantor, or servicer that is not made in exchange for any advantage related to education loans; (6) State education grants, scholarships, or financial aid funds administered by or on behalf of a State;

A gift to a family member of an officer or employee of OSBC, to a family member of an agent, or to any other individual based on that individual's relationship with the officer, employee, or agent, will be considered a gift to the officer, employee, or agent if (1) the gift is given with the knowledge and acquiescence of the officer, employee, or agent; and (2) the officer, employee, or agent has reason to believe the gift was given because of the official position of the officer, employee, or agent.

(3) CONTRACTING ARRANGEMENTS PROHIBITED

An officer or employee who is employed in the financial aid office of OSBC or who otherwise has responsibilities with respect to education loans, or an agent who has responsibilities with respect to education loans, will not accept from any lender or affiliate of any lender any fee, payment, or other financial benefit (including the opportunity to purchase stock) as compensation for any type of consulting arrangement or other contract to provide services to a lender or on behalf of a lender relating to education loans.

An officer or employee of OSBC who is not employed in OSBC's financial aid office and who does not otherwise have responsibilities with respect to education loans, or an agent who does not have responsibilities with respect to education loans, may perform paid or unpaid service on a board of directors of a lender, guarantor, or servicer of education loans.

An officer or employee of OSBC who is not employed in OSBC's financial aid office but who has responsibility with respect to education loans as a result of a position held at OSBC, or an agent who has responsibility with respect to education loans, may perform paid or unpaid service on a board of directors of a lender, guarantor, or servicer of education loans. However, OSBC specifically requires (here in writing) and clearly sets forth that officers, employees, or agents must recuse themselves from participating in any decision of the board regarding education loans at OSBC.

An officer, employee, or contractor of a lender, guarantor, or servicer of education loans may serve on a board of directors, or serve as a trustee, of OSBC; however, OSBC

specifically requires (here in writing) that the board member or trustee must recuse oneself from any decision regarding education loans at OSBC.

(4) INTERACTION WITH BORROWERS

OSBC will not (1) for any first-time borrower, assign, through award packaging or other methods, the borrower's loan to a particular lender; or (2) refuse to certify, or delay certification of, any loan based on the borrower's selection of a particular lender or guaranty agency.

(5) PROHIBITION ON OFFERS OF FUNDS FOR PRIVATE LOANS

OSBC will not request or accept from any lender any offer of funds to be used for private education loans, including funds for an opportunity pool loan, to students in exchange for OSBC providing concessions or promises regarding providing the lender with (1) a specified number of loans made, insured, or guaranteed under this title; (2) a specified loan volume of such loans; or (3) a preferred lender arrangement for such loans.

The term "opportunity pool loan" means a private education loan made by a lender to a student attending OSBC or the family member of such a student that involves a payment, directly or indirectly by such institution of points, premiums, additional interest, or financial support to such lender for the purpose of such lender extending credit to the student or the family.

(6) BAN ON STAFFING ASSISTANCE

OSBC will not request or accept from any lender any assistance with call center staffing or financial aid office staffing.

However, OSBC is not prohibited from requesting or accepting assistance from a lender related to (1) professional development training for financial aid administrators; (2) providing educational counseling materials, financial literacy materials, or debt management materials to borrowers, provided that such materials disclose to borrowers the identification of any lender that assisted in preparing or providing such materials; or (3) staffing services on a short-term, nonrecurring basis to assist OSBC with financial aid-related functions during emergencies, including State-declared or federally declared natural disasters, federally declared national disasters, and other localized disasters and emergencies identified by the Secretary of the Department of Education.

(7) ADVISORY BOARD COMPENSATION

Any employee who is employed in the financial aid office of OSBC, or who otherwise has responsibilities with respect to education loans or other student financial aid of OSBC, and who serves on an advisory board, commission, or group established by a lender, guarantor, or group of lenders or guarantors, will be prohibited from receiving

anything of value from the lender, guarantor, or group of lenders or guarantors, except that the employee may be reimbursed for reasonable expenses incurred in serving on such advisory board, commission, or group.