

HURON CONSULTING GROUP INC.
FOREIGN CORRUPT PRACTICES ACT COMPLIANCE PROGRAM
(March 31, 2009)

In order to take an active role in the prevention of violations of the US Foreign Corrupt Practices Act (“FCPA”) and related anticorruption laws of other countries by its directors, officers, employees, consultants, agents and representatives, Huron Consulting Group Inc. and its subsidiaries (“Huron” or the “Company”) has adopted the policies and procedures described in this document.

I. Adoption of Foreign Corrupt Practices Act Policy.

The Company has adopted the Foreign Corrupt Practices Act Policy attached hereto as Attachment 1 (the “Policy”), which applies to all directors, officers, employees, subcontractors and independent contractors, agents and representatives. The Policy is to be circulated to all directors, officers and employees on the adoption date and will be re-circulated whenever it is significantly amended. The Policy is to be delivered to all new employees, subcontractors, independent contractors, agents and representatives, upon the commencement of their relationship with the Company, requiring their signed acknowledgment of receipt and understanding of the Policy. In addition, the Policy is to be circulated to all personnel working on a foreign engagement at least annually.

II. Foreign¹ Engagement / Acquisition Procedures.

A. Risk Assessment. The Company has developed an acquisition-specific questionnaire, attached hereto as Attachment 2, that addresses risks inherent in acquisitions with foreign operations. This questionnaire will be disseminated to Managing Directors, Practice Leaders, Operations Directors, business developers, merger and acquisition targets and others as required, as part of the Company’s ordinary course due diligence. The FCPA Compliance Officer will review all completed questionnaires for FCPA compliance issues, and consult with the Director of Security as necessary.

B. Pre-Clearance Requirements.

1. The relevant Practice Group and Corporate Departments shall conduct (and coordinate with HR, Finance & Accounting, the Legal Department, and the Director of Security as necessary) a thorough vetting of any new contractor, vendor, client, or employee prior to the commencement of an engagement, business combination or other arrangement with foreign operations. Attachment 3 delineates the requisite vetting processes, which may include reference checks, background checks, Office of Foreign Assets Control (OFAC)/Sanctions check, and completion of a Contractor/Vendor Background Verification Form. If the Practice Group is unsure of whether a relationship requires vetting for purposes of the FCPA, it should consult with the FCPA Compliance Officer.

2. Each employee shall bring to the attention of the FCPA Compliance Officer each engagement, initiative, or payment structure that involves foreign operations

¹ The word “foreign” as used in this document refers to non-U.S., and “foreign official” is a specifically defined term in the Foreign Corrupt Practices Act.

and exhibits what would be considered in the U.S. as unusual documentation or payment arrangements, such as sizable commissions or fees, or payments to third country bank accounts. In addition, while doing business in a foreign country, any personal or family relationship that exists between any Huron employee/contractor/agent and an “official” (as defined in the Foreign Corrupt Practices Act) of that country, must be immediately reported to the FCPA Compliance Officer. Attached as Attachment 4 is a list of these and other red flag issues which Huron employees, contractors and agents should keep in mind while involved in foreign initiatives.

3. Each employment or contractor/vendor agreement involving services for Huron outside of the US shall contain provisions requiring (1) his/her compliance with Huron’s FCPA Policy, (2) right of audit and termination for non-compliance, and (3) completion of the applicable FCPA forms. A fully signed agreement must be obtained prior to commencement of the actions required by the agreement.

C. **Training.** The Company FCPA slide presentation and the FCPA Compliance Program with Attachments will be distributed and made available to each Managing Director, engagement team member, or other individual designated by the Managing Director, involved in an assignment or initiative with foreign operations. In addition, training will be provided to designated individuals including an interactive Q&A session as determined by the FCPA Compliance Officer based on the location, scope or risk factors of each such foreign-based assignment or initiative, and the individual’s participation in or role with such assignment or initiative. Appropriate personnel in Corporate Departments (as identified by Department leadership) will receive FCPA training on an ongoing basis.

III. **Accounting and Record Keeping Safeguards.**

A. **Internal Procedures.** In order to ensure compliance with the books and records provisions of the FCPA, the Company has created guidelines, attached as Attachment 5 hereto, for the approval, review and recording of travel, entertainment, gift and other expenditures involving foreign officials that are specific to the country and engagement or initiative. The guidelines set out the procedures for preparation of the FCPA Preapproval Form, Attachment 6 hereto, which must be submitted to the FCPA Compliance Officer and the Authorizing Managing Director when it is anticipated that such expenditures may be required in connection with an engagement or initiative.

B. **Internal Controls.** The Company has designed and maintains a system of internal accounting controls sufficient to provide reasonable assurance that executed transactions are properly authorized and recorded as necessary to permit preparation of financial statements in conformity with generally accepted accounting principles (GAAP), and is designing and will maintain internal accounting controls sufficient to comply with the FCPA and its record keeping requirements.

C. **Independent Audit.** The Company’s books and records with respect to foreign-based initiatives will be subject to periodic review by our internal auditors or our independent external auditors. The Company’s internal auditors will develop and implement an audit program designed to identify potential violations and to verify compliance with the Company’s FCPA Compliance Program.

IV. Reporting Concerns and Questions.

A. The Hotline. The Company has a 24-hour Hotline, 1-800-690-8135, which can be used to report complaints or concerns regarding suspected FCPA accounting violations. Such concerns may be reported to the Hotline anonymously. However, providing an identity allows the Company to make contact if necessary during any investigation. Either way, all information is treated as confidential. To the extent possible, the Company will maintain the confidentiality of those individuals who provide their names when reporting concerns or complaints to the Hotline, except upon the advice of counsel and as may be required by law. All calls to the Hotline will be directed to a representative at the EthicsPoint Contact Center, who will take the report and forward it to Huron for delivery to the FCPA Compliance Officer. No audio recording will be made by the Company. At the end of a reporting call, the caller will be provided with a unique report key and asked to create a personal password, so that the individual may follow up on his or her report anonymously.

B. Web-Based Reporting. Concerns may also be reported confidentially by logging onto www.ethicspoint.com. This website provides the option to remain anonymous. EthicsPoint has taken several steps in order to ensure the anonymity of reporters. As with the Hotline, a unique report key will be provided and the reporter will be asked to create a personal password which will allow the caller to subsequently visit the report anonymously.

C. FCPA Mail Box. Non-urgent FCPA related questions may be sent to the dedicated mail box at FCPAcompliance@huronconsultinggroup.com. The mail box is monitored by the FCPA Compliance Officer, who will endeavor to provide a timely response.

D. Investigations. The Company will conduct an investigation that results from an employee report related to potential FCPA violations in accordance with the FCPA Policy.

V. Appointment of Foreign Corrupt Practices Act Compliance Officer.

The Company has appointed its Corporate Governance Manager to serve as the Company's Foreign Corrupt Practices Act Compliance Officer. This individual is a member of the Legal Department and reports to the Company's Chief Compliance Officer.

VI. Duties of FCPA Compliance Officer.

The duties of the FCPA Compliance Officer include the following:

A. Ensuring that the FCPA Compliance Program is communicated to all Company employees, including business managers and executives, as well as board members, and other individuals whom the Company may designate from time to time.

B. Handling the day-to-day administration of the FCPA Compliance Program.

C. Exercising overall responsibility for updating the content included in the FCPA Compliance Program and training materials and for coordinating the FCPA training.

D. Collecting and reviewing FCPA Preapproval Forms, and investigating and approving payments when necessary, coordinating with the Director of Security as necessary.

E. Investigating and responding to questions, complaints or reported possible violations of the Program, coordinating with the Director of Security as necessary.

F. Informing Huron's General Counsel, Chief Compliance Officer and/or Director of Security of possible violations or potential legal or operational issues presented, as appropriate.

G. Reviewing recent developments and changes to the FCPA, and, upon review and approval by Huron's Legal Department, as necessary, communicating them to Company employees, subsidiaries and agents.