

**SECOND AMENDMENT TO
COHORT DEFAULT MANAGEMENT SERVICES AGREEMENT**

THIS SECOND AMENDMENT TO COHORT DEFAULT MANAGEMENT SERVICES AGREEMENT (this "Amendment") is made effective as of **August 3, 2010** by GENERAL REVENUE CORPORATION ("GRC") and ITT EDUCATIONAL SERVICES INC. ("ITT ESI").

WHEREAS, GRC and ITT ESI entered into that certain COHORT DEFAULT MANAGEMENT SERVICES AGREEMENT dated as of January 24, 2010 (the "Agreement"); and

WHEREAS, GRC and ITT ESI now desire to amend the Agreement pursuant to the terms and conditions described herein; and

WHEREAS, GRC and ITT ESI are entering into this Amendment pursuant to Article IX, Section E of the Agreement.

NOW THEREFORE, in consideration of the mutual covenants contained herein, the receipt and sufficiency of which are hereby acknowledged, GRC and ITT ESI, intending to be legally bound, agree as follows:

1. Capitalized terms used herein and not otherwise defined shall have the meanings set forth for such terms in the Agreement.
2. Article VI of the Agreement is hereby amended to now read:
 - A. FISCAL YEAR 2008, FISCAL YEAR 2009, and FISCAL YEAR 2010 COHORTS.

Borrowers Assigned by ITT ESI to GRC Effective January 2010

Segment	Fiscal Year 2008 Borrowers	Fiscal Year 2009 Borrowers	Fiscal Year 2010 Borrowers	Total Borrowers
Delinquent Tranche-A (<i><241 days past due</i>)	0	2,383	7,076	9,459
Delinquency Tranche-B (<i>>241 days past due</i>)	288	403	0	691
Total	288	2,786	7,076	10,150

Fiscal Year 2008 (\$10 Account Designation Fee and \$120 Cure Fee)

For those 288 Borrowers designated as Fiscal Year 2008 Accounts in the Fiscal Year 2008 "Delinquency Tranche-B" (in the table above) ITT ESI will pay GRC an Account Designation Fee of **\$10.00** for Cohort Default Management Services.

Additionally, ITT ESI will pay GRC a performance bonus of **\$120.00** Cure Fee each time GRC brings an ITT ESI Borrower with a delinquent Account from the Fiscal Year 2008 "Delinquency Tranche-B", into a current and up-to-date status for all loans that would impact the Fiscal Year 2008 3-Year Cohort Default Rate if a default were to occur, thus preventing that Borrower from entering default status which would negatively impact ITT ESI schools' 3-Year Cohort Default Rates. This performance bonus shall be payable upon presentation of a detailed "cure" report which identifies the specific outcome (e.g., up-to-date payment, in-school deferment, unemployment deferment, military deferment, economic hardship forbearance, administrative forbearance, etc.) with the duration of the specific resolution method (if applicable) by specific ITT ESI Borrower.

Upon the finalization of the 3-Year Cohort Default Rates by the U.S. Department of Education for the Fiscal Year 2008 Cohort, a performance bonus amount paid to GRC under the terms of this section shall be refunded to ITT ESI for each and every ITT ESI Borrower, who after appeal with the U.S. Department of Education, remains in the numerator as a defaulter and negatively impacts ITT ESI's 3-Year Cohort Default Rate as determined pursuant to 34 C.F.R. 668.183(b).

Fiscal Year 2009 and 2010 Borrowers (\$30 Account Designation Fee and \$50 Cure Fee)
For those 9,862 (2,383 Fiscal Year 2009 "Delinquency Tranche-A", 403 Fiscal Year 2009 "Delinquency Tranche-B", and 7,076 Fiscal Year 2010 "Delinquency Tranche-A" Borrowers designated as Fiscal Year 2009 and Fiscal Year 2010 Accounts (in the table above) ITT ESI shall pay GRC a one-time Account designation fee of **\$30.00** per Borrower assigned by ITT ESI to GRC for Cohort Default Management Services.

Additionally, ITT ESI will pay GRC a performance bonus of **\$50.00** Cure Fee each time GRC brings an ITT ESI Borrower with a delinquent Account from Fiscal Year 2009 and 2010 from "Delinquency Tranche-A" and "Delinquency Tranche-B" (of the 9,862, Borrowers described above) into a current and up-to-date status for all loans that would impact the Fiscal Year 2009 and Fiscal Year 2010 2-year and 3-Year Cohort Default Rates if a default were to occur, thus preventing that Borrower from entering default status which would negatively impact ITT ESI schools' 2-year and 3-Year Cohort Default Rates. This performance bonus shall be payable upon presentation of a detailed "cure" report which identifies the specific outcome (e.g., up-to-date payment, in-school deferment, unemployment deferment, military deferment, economic hardship forbearance, administrative forbearance, etc.) with the duration of the specific resolution method (if applicable) by specific ITT ESI Borrower.

Upon the finalization of the 2- and 3-Year Cohort Default Rates by the U.S. Department of Education for the Fiscal Year 2009 and Fiscal Year 2010 Cohorts, a performance bonus amount paid to GRC under the terms of this section shall be refunded to ITT ESI for each and every ITT ESI Borrower, who after appeal with the U.S. Department of Education, remains in the numerator as a defaulter and negatively impacts ITT ESI's 2- and 3-Year Cohort Default Rate as determined pursuant to 34 C.F.R. 668.183(b).

GRC will make the Account billing reports available online, for viewing and printing at ITT ESI's convenience, by the 15th of the month following the prior month. Account billings are due and payable within the next 45 days. Designated student borrowers or "Accounts" will be documented in the account billing reports distributed by GRC to ITT ESI monthly

IN WITNESS WHEREOF, the parties have executed the Amendment to this Agreement.

ITT EDUCATIONAL SERVICES INC.
13000 North Meridian Street
Carmel, Indiana 46032-1404

By: _____

Dan Fitzpatrick
(Print Name)

Title: Executive Vice President & Chief Financial Officer

Date: 8/10

GENERAL REVENUE CORPORATION
11501 Northlake Drive
Cincinnati, Ohio 45249-1643

By: _____

Harold Wickline
(Print Name)

Title: VP, COO, Contingency Services

Date: August 20, 2010