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CAREER EDUCATION CORP  
Form DFAN14A  
May 17, 2006

SCHEDULE 14A

INFORMATION REQUIRED IN PROXY STATEMENT  
SCHEDULE 14 INFORMATION

Proxy Statement Pursuant To Section 14(A) Of The Securities Exchange Act of 1934

Filed by the registrant [ ]

Filed by party other than the registrant [X]

Check the appropriate box:

- [ ] Preliminary Proxy Statement
- [ ] Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- [ ] Definitive Proxy Statement
- [X] Definitive Additional Materials
- [ ] Soliciting Material Pursuant to Rule 14a-11(c) or Rule 14a-12

CAREER EDUCATION CORPORATION.

-----  
(Name of Registrant as Specified in Its Charter)

BOSTIC R STEVEN

-----  
(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- [X] No fee required
- [ ] Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11

(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transactions applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11:

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(4) Proposed maximum aggregate value of transaction:

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(5) Total fee paid  
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[ ] Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement no.:

(3) Filing Party:

(4) Date Filed:

Steve Bostic issued the following press release on May 17, 2006:

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STEVE BOSTIC SENDS CEASE AND DESIST LETTER TO CAREER  
EDUCATION CORPORATION

SEA ISLAND, GA, May 17, 2006 -- Steve Bostic, the beneficial owner of approximately 1% of the outstanding stock of Career Education Corporation (CEC or NASDAQ: CECO), today announced that he has sent the following cease and desist letter to Career Education Corporation for disseminating false and misleading information to certain CEC stockholders:

May 17, 2006

Board of Directors  
Career Education Corporation  
2895 Greenspoint Parkway  
Suite 600  
Hoffman Estates, IL 60195

Ladies and Gentleman:

I write to insist that you immediately cease and desist from disseminating false and misleading information to the stockholders of Career Education Corporation ("CEC"), and take all necessary steps to update this false and misleading information.

In particular, I have been advised by certain stockholders of CEC that CEC advised such stockholders that if James E. Copeland, Jr. and R. William Ide are elected to serve as directors of CEC, and I am not elected, Messrs. Copeland and Ide will not serve. This is categorically untrue. On February 16, 2006, I sent to you signed Consent of Nominee statements from Messrs. Copeland and Ide in which they each consented to serve as a director of CEC if elected. These

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consents were attached as Annex C to my letter nominating Messrs. Copeland and Ide for election to CEC's Board. Messrs. Copeland and Ide's consents are not, and have never been, conditioned on my election to CEC's Board. I attach these consents to this letter as Exhibit A.

You are not furthering the stockholder's interests by providing false and misleading information in advance of tomorrow's annual meeting. Providing false and misleading information hurts CEC and hurts the stockholders. Immediately cease and desist from further dissemination of false and misleading information and take all necessary steps to immediately update this false and misleading information.

Sincerely,

/s/ Steve Bostic  
-----  
Steve Bostic

Exhibit A

CONSENT OF NOMINEE

The undersigned hereby consents to being named as a nominee for election as a director of Career Education Corporation (the "Company"), in the proxy statement to be filed with the Securities and Exchange Commission and distributed to stockholders of the Company by R. Steven Bostic and in other materials in connection with the solicitation of proxies by Mr. Bostic from stockholders of the Company to be voted at the 2006 annual meeting of stockholders of the Company and any adjournment thereof, and further consents to serve as a director of the Company, if elected.

Dated: February 15, 2006

/s/ James E. Copeland, Jr.  
James E. Copeland, Jr.

CONSENT OF NOMINEE

The undersigned hereby consents to being named as a nominee for election as a director of Career Education Corporation (the "Company"), in the proxy statement to be filed with the Securities and Exchange Commission and distributed to stockholders of the Company by R. Steven Bostic and in other materials in connection with the solicitation of proxies by Mr. Bostic from stockholders of the Company to be voted at the 2006 annual meeting of stockholders of the Company and any adjournment thereof, and further consents to serve as a director of the Company, if elected.

Dated: February 15, 2006

/s/ R. William Ide  
R. William Ide

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