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CAREER EDUCATION CORP  
Form DFAN14A  
May 16, 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

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

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):

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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The following is a copy of an e-mail sent from Ed Sims of McKenna, Long & Aldridge LLP to Mr. Bostic, which Mr. Bostic circulated to certain stockholders of Career Education Corporation on May 16, 2006:

From: Sims, Ed [mailto:esims@mckennalong.com]  
Sent: Monday, May 15, 2006 9:54 PM  
To: Steve Bostic  
Subject: FW: CECO Directors

Steve,

Attached is the email I sent you last month.

The review of my files reminded me that we had also submitted to Janice Block the name of Dr. Debra Leonard, MD, Phd. of the Cornell-Weil Medical Center, as another director of CECO. As with the other two director recommendations, she never responded to me, and as far as I know, to Dr. Leonard with regard to the recommendation.

Ed

Edgar H. Sims, Jr.  
McKenna Long & Aldridge  
esims@mckennalong.com  
(404)527-8550 Atlanta  
(202)496-7191 Washington

> -----Original Message-----

> From: Sims, Ed  
> Sent: Wednesday, April 19, 2006 1:07 PM  
> To: R. Steven Bostic (steve@liveoaksdev.net)  
> Subject: CECO Directors

>

> Steve,

>

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>This will confirm our discussion earlier today in which I indicated to you that  
>I remembered at least two conversations with Janice Block, General Counsel of  
>CECO, regarding suggested directors for CECO. Pursuant to this, I contacted Mr.  
>R. William Ide, III and Dr. H. Talbot D'Alemberte, former President of Florida  
>State University and former Dean of the Florida State University School of Law,  
>reviewed the situation with them and asked each if they would serve as a  
>director of CECO. With regard to Dr. D'Alemberte, who is of counsel to the law  
>firm of Hunton & Williams, I contacted him in February, 2005 and after several  
>conversations, received word from him in March, 2005 that his service on the  
>CECO board had been approved by his firm, subject to certain conditions.

>  
>On at least two occasions I was a part of communicating these two names to  
>Janice Block. She never responded to me, and as far as I know, to either Mr.  
>Ide or Dr. D'Alemberte with regard to the recommendations by us.

> Ed  
>  
> Edgar H. Sims, Jr.

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