

UNIVERSITY OF SOUTH CAROLINA EDUCATIONAL FOUNDATION WHISTLE-BLOWER PROTECTION POLICY

The Foundation is committed to lawful and ethical behavior in all of its activities and requires that its directors, employees, and consultants (collectively, "Foundation Persons") conduct themselves in a manner that complies with all applicable laws and policies. The Sarbanes-Oxley Act provides protection for whistle-blowers and penalties for actions in retaliation against whistle-blowers. Foundation Persons must be made aware of policies that protect whistle-blowers.

The Foundation's policy with respect to reporting good faith concerns about the legality or propriety of Foundation actions or plans follows:

Communication of Concerns: A Foundation Person who has a good faith concern regarding the legality or propriety of any action taken by the Foundation or another Foundation Person, or a good faith belief that action needs to be taken for the Foundation to be in compliance with laws, policies, or ethical standards, should promptly advise the Foundation's Executive Director or its Chief Financial Officer. If management is unresponsive or if the person is concerned about going to either the Executive Director or the Chief Financial Officer, the Foundation Person should report his or her concerns to the Chair of the Audit Committee. Reports can be made verbally or in writing, in person or anonymously.

Investigation: The Foundation will investigate these reports thoroughly. The Foundation cannot promise complete confidentiality, but it will act as discretely as reasonably possible. If as a result of the investigation the Foundation discovers a problem, it will promptly notify the Chair of the Audit Committee and take corrective action, as it deems necessary.

Retaliation: The Foundation will not discharge, threaten or discriminate against a Foundation Person in any manner for his or her reporting in good faith what he or she perceives to be a wrongdoing, violation of law or policy, or other unethical or illegal conduct. The Foundation will impose disciplinary measures, up to and including termination, against anyone who

threatens or retaliates against a Foundation Person who makes such a good faith report.

Illustrative Types of Concerns: The following is a non-exhaustive list of the kinds of improprieties that should be reported:

- Supplying false or misleading information on the Foundation's financial or other public documents, including its tax return (IRS Form 990).
- Providing false information to or withholding material information from the Foundation's auditors or directors.
- Embezzlement, self-dealing, private inurement (using Foundation assets to the benefit of an individual) and private benefit (using Foundation assets for personal gain).
- Violations of the Foundation's Conflict of Interest and Disclosure Policy.
- Payment for goods or services that are not rendered or delivered.
- Facilitating or concealing any of the above actions.

Revised: May 13, 2009