



DIVISION OF
CORPORATION FINANCE

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

February 1, 2018

Eric Orsic
McDermott Will & Emery
eorsic@mwe.com

Re: Huron Consulting Group Inc.
Incoming letter dated December 18, 2017

Dear Mr. Orsic:

This letter is in response to your correspondence dated December 18, 2017, January 12, 2018 and January 17, 2018 concerning the shareholder proposal (the "Proposal") submitted to Huron Consulting Group Inc. (the "Company") by Wayne E. Lipski (the "Proponent") for inclusion in the Company's proxy materials for its upcoming annual meeting of security holders. We also have received correspondence from the Proponent dated December 29, 2017 and January 16, 2018. Copies of all of the correspondence on which this response is based will be made available on our website at <http://www.sec.gov/divisions/corpfin/cf-noaction/14a-8.shtml>. For your reference, a brief discussion of the Division's informal procedures regarding shareholder proposals is also available at the same website address.

Sincerely,

Matt S. McNair
Senior Special Counsel

Enclosure

cc: Wayne E. Lipski

February 1, 2018

Response of the Office of Chief Counsel
Division of Corporation Finance

Re: Huron Consulting Group Inc.
Incoming letter dated December 18, 2017

The Proposal recommends that the audit committee have a discussion with a former chief accounting officer to discuss auditing and accounting related matters.

There appears to be some basis for your view that the Company may exclude the Proposal under rule 14a-8(i)(10). Based on the information you have presented, it appears that the Company's policies, practices and procedures compare favorably with the guidelines of the Proposal and that the Company has, therefore, substantially implemented the Proposal. Accordingly, we will not recommend enforcement action to the Commission if the Company omits the Proposal from its proxy materials in reliance on rule 14a-8(i)(10). In reaching this position, we have not found it necessary to address the alternative basis for omission upon which the Company relies.

Sincerely,

Caleb French
Attorney-Adviser

DIVISION OF CORPORATION FINANCE
INFORMAL PROCEDURES REGARDING SHAREHOLDER PROPOSALS

The Division of Corporation Finance believes that its responsibility with respect to matters arising under Rule 14a-8 [17 CFR 240.14a-8], as with other matters under the proxy rules, is to aid those who must comply with the rule by offering informal advice and suggestions and to determine, initially, whether or not it may be appropriate in a particular matter to recommend enforcement action to the Commission. In connection with a shareholder proposal under Rule 14a-8, the Division's staff considers the information furnished to it by the company in support of its intention to exclude the proposal from the company's proxy materials, as well as any information furnished by the proponent or the proponent's representative.

Although Rule 14a-8(k) does not require any communications from shareholders to the Commission's staff, the staff will always consider information concerning alleged violations of the statutes and rules administered by the Commission, including arguments as to whether or not activities proposed to be taken would violate the statute or rule involved. The receipt by the staff of such information, however, should not be construed as changing the staff's informal procedures and proxy review into a formal or adversarial procedure.

It is important to note that the staff's no-action responses to Rule 14a-8(j) submissions reflect only informal views. The determinations reached in these no-action letters do not and cannot adjudicate the merits of a company's position with respect to the proposal. Only a court such as a U.S. District Court can decide whether a company is obligated to include shareholder proposals in its proxy materials. Accordingly, a discretionary determination not to recommend or take Commission enforcement action does not preclude a proponent, or any shareholder of a company, from pursuing any rights he or she may have against the company in court, should the company's management omit the proposal from the company's proxy materials.

January 17, 2018

VIA ELECTRONIC DELIVERY

U.S. Securities and Exchange Commission
Division of Corporation Finance
Office of Chief Counsel
100 F Street, N.E.
Washington, D.C. 20549

Re: Securities Exchange Act of 1934, as amended -- Rule 14a-8;
Stockholder Proposal Submitted to Huron Consulting Group Inc.

Ladies and Gentlemen:

By letters dated December 18, 2017 and January 12, 2018 (collectively, the “No-Action Request”), this firm, on behalf of and as counsel for Huron Consulting Group Inc. (the “Company”) sent a request to the Staff of the Division of Corporation Finance (the “Staff”) of the Securities and Exchange Commission (the “Commission”) that they not recommend to the Commission that enforcement action be taken should the Company exclude from its definitive proxy materials relating to its 2018 Annual Meeting of Shareholders (the “Proxy Materials”) a shareholder proposal and supporting statement (collectively, the “Proposal”) submitted by Wayne E. Lipski (“Proponent”).

The Company has invited the Proponent to provide the “new facts” that he references in his prior communications with the Staff in writing to the Company’s management, its board of directors and/or the Audit Committee in accordance with the Company’s established policies. A copy of the letter from the Company to the Proponent is attached as Appendix A.

Notwithstanding the foregoing, for the reasons stated in the No-Action Request, the Company reaffirms its request that the Staff concur that the Proposal may be excluded from the Proxy Materials in reliance on Rule 14a-8(i)(10) or, in the alternative, Rule 14a-8(i)(7).

The Company reserves the right to submit to the Staff additional bases upon which the Proposal may be omitted. Should the Staff disagree with the conclusions set forth in the No-Action Request, the Company respectfully requests the opportunity to confer with representatives of the Staff prior to the determination of its final position.

U.S. Securities and Exchange Commission

January 17, 2018

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Please do not hesitate to contact the undersigned, by telephone at (312) 984-7617 or by email at eorsic@mwe.com, if you require any additional information in support or clarification of the Company's position.

Sincerely,

A handwritten signature in blue ink, appearing to be "EO", with a long horizontal flourish extending to the right.

Eric Orsic

APPENDIX A

From: Diane Ratekin
Sent: Wednesday, January 17, 2018 12:18 PM
To: Wayne Lipski <***>
Subject: request

Dear Wayne:

This email is in response to your proposal and supporting statement submitted to Huron Consulting Group Inc. (the “Company”) by letter dated November 20, 2017 and subsequent letters submitted to the Staff of the Division of Corporation Finance (the “Staff”) of the Securities and Exchange Commission, dated December 29, 2017, and January 16, 2018, respectively (all such letters, collectively, the “Proposal”).

In the Proposal, you indicate that you have “new facts” regarding PricewaterhouseCoopers LLP in its role as the independent registered public accounting firm of the Company, yet you do not disclose what those “new facts” are. The Proposal further indicates that only you, as the prior Corporate Controller and Chief Accounting Officer of the Company, have knowledge of this information. In addition, the Proposal indicates that this information is relevant to the selection of PwC as the independent registered public accounting firm of the Company and thus you desire to share this information with the Audit Committee.

The Company requests that you provide this information in writing, and that you follow the Company’s procedures by which a shareholder may submit written information to the Company’s management, its board of directors and the Audit Committee. These procedures are detailed in the Policy on Reporting Concerns and Complaints Regarding Accounting, Internal Accounting Controls and Auditing Matters and the Stockholder Communications Policy, each of which is attached to this email.

The procedures outlined in these policies are intended to facilitate the orderly intake of shareholder communications. These policies govern the Company’s the receipt, retention and treatment of such communications.

As stated in prior communications, the Company does not believe the Proposal is substantively proper for inclusion in its proxy materials and will continue to challenge its inclusion. The Company is not withdrawing its no-action request and this communication is without prejudice to the positions taken in its communications with the Staff. Furthermore, the Company reserves the right to seek such additional relief from the SEC as appropriate.

Sincerely,

Diane

Diane E. Ratekin
EVP, General Counsel & Corporate Secretary
550 W. Van Buren Street
Chicago, Illinois 60607
Office 312-880-3131 | Mobile 1-312-927-8869 | Fax 312-880-3250
dratekin@huronconsultinggroup.com
www.huronconsultinggroup.com



DISCLAIMER:

The information transmitted in this e-mail message and attachments, if any, may be attorney-client information, including privileged and confidential matter, and is intended only for the use of the individual or entity named above. Distribution to, or review by, unauthorized persons is strictly prohibited. All personal messages express views solely of the sender, which are not to be attributed to any organization. If you have received this transmission in error, immediately notify the sender and permanently delete this transmission including attachments.

**HURON CONSULTING GROUP INC.
POLICY ON REPORTING CONCERNS AND COMPLAINTS
REGARDING ACCOUNTING, INTERNAL ACCOUNTING CONTROLS
AND AUDITING MATTERS**

Huron Consulting Group Inc. (the "**Company**") is committed to compliance with applicable securities and other laws, rules, and regulations, accounting standards and internal accounting controls. It is the responsibility of each director, officer and employee of the Company to promptly report complaints or concerns regarding accounting, internal accounting controls and auditing matters ("**Accounting Issues**"). In order to facilitate such reports, the Audit Committee of the Board of Directors has established the following procedures for the receipt, retention and treatment of complaints received by the Company regarding Accounting Issues, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

Reports by employees or directors may be made directly to the General Counsel, or through the Company Hotline or web-based system, both of which are provided by EthicsPoint on a 24/7 basis, 365 days a year, and which are described in more detail below. Reports will be treated confidentially to the extent possible. ***No one will be subject to retaliation because of a good faith report of a complaint, concern or suspected misconduct.***

Reports may be submitted by mail to the General Counsel at the following address:

Huron Consulting Group Inc.
550 West Van Buren Street
Chicago, Illinois 60607
Attn: General Counsel

The Hotline

The Company has a 24-hour Hotline, 1-800-690-8135, which you can use to report complaints or concerns regarding Accounting Issues, or to report any suspected violation of applicable law or Company policy. You may report suspected violations to the Hotline anonymously. However, providing your name allows the Company to contact you if necessary during any investigation. Either way, you should treat the information that you provide 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. However, identities may be revealed during any investigation.

When you call the Hotline, you will speak with a live person at the EthicsPoint Contact Center, who will take your report. To protect your confidentiality, your call will not be recorded. At the end of your report, you will be provided a unique report key and asked to create a personal password, so that you may follow up on your report anonymously.

Web-Based Reporting

You may report your complaint or concern by logging onto www.ethicspoint.com. When you do so, you will be provided the option to remain anonymous. EthicsPoint has taken several steps in order to ensure the anonymity of reporters. As with the Hotline, you will be provided a unique report key and asked to create a personal password which will allow you to subsequently visit the report anonymously.

Protection Against Reprisals

No one will be subject to retaliation because of a good faith report of a concern or complaint regarding Accounting Issues or suspected misconduct. It is prohibited to discriminate against employees for making good faith reports in any of the terms and conditions of their employment, including but not limited to job assignment, promotion, compensation training, discipline and termination. Any suspected acts of retaliation should be reported immediately to the General Counsel. An employee's right to protection from retaliation does not extend immunity for any complicity in the matters that are the subject of a complaint or an ensuing investigation.

Treatment of Complaints and Retention of Records

The General Counsel will forward copies of concerns and complaints regarding Accounting Issues to the Audit Committee, as appropriate, and will provide periodic reports to the Audit Committee regarding concerns or complaints relating to Accounting Issues. The General Counsel will retain copies of all complaints, investigative reports, summaries of reports and other records relating to concerns and complaints regarding Accounting Issues in accordance with the Company's records retention policy.

Investigations

Reports of suspected violations of law and Company policies will be appropriately investigated. The General Counsel will make periodic reports to the Audit Committee regarding the investigation and resolution of such reports. It is imperative that reporting persons not conduct their own preliminary investigations. Investigations may involve complex legal issues, and acting on your own may compromise the integrity of an investigation and adversely affect both you and the Company. The Audit Committee may, in its discretion, appoint a person other than the General Counsel to initiate and direct an investigation, including an outside attorney or consultant.

Discipline

Company personnel who violate applicable securities or other laws or Company policies and procedures may be subject to disciplinary action, up to and including discharge.

No Rights Created

This Policy is a statement of certain fundamental principles and key policies and procedures that govern the conduct of the Company's business. It is not intended to and does not create any rights in any employee, director, client, supplier, competitor, stockholder or any other person or entity. The Policy does not, in any way, constitute an employment contract or an assurance of continued employment. Additionally, the policy is in no way intended to limit the rights of employees to report alleged violations relating to Accounting Issues to proper governmental and regulatory authorities.

STOCKHOLDER COMMUNICATIONS POLICY

The Company's board of directors has established a process for stockholders to send communications to the board of directors. Stockholders may communicate with any member of the board of directors, including the chairperson of any committee, an entire committee or the independent directors or all directors as a group, by sending written communications to:

Corporate Secretary
Huron Consulting Group Inc.
550 West Van Buren Street
17th Floor
Chicago, Illinois 60607

E-mail messages should be sent to corporatesecretary@huronconsultinggroup.com.

A stockholder must include his or her name and address in any such written or e-mail communication. The communication must indicate that the sender is a Company stockholder.

Each communication intended for the board of directors and received by the Corporate Secretary that is related to the operation of the Company and is not otherwise commercial in nature will be forwarded to the specified party following its clearance through normal security procedures. If the communication is mailed as personal, it will not be opened, but rather will be forwarded unopened to the intended recipient.

WAYNE E. LIPSKI, C.P.A., C.G.M.A.

January 16, 2018

Via email: shareholderproposals@sec.gov

U.S. Securities and Exchange Commission
Division of Corporation Finance
Office of Chief Counsel
100 F Street, N.E.
Washington, D.C. 20549

Re: Securities and Exchange Act of 1934, as amended – Rule 14a-8;
Stockholder Proposal Submitted to Huron Consulting Group, Inc.

Ladies and Gentlemen:

My name is Wayne E. Lipski. I am the stockholder that submitted the above referenced Stockholder Proposal to Huron Consulting Group, Inc. (the "Company"). Attached is a copy of the Huron Consulting Group, Inc.'s Letter (via their law firm McDermott Will & Emery LLP ("MWE")) to the Office of Chief Counsel of the U.S. Securities and Exchange Commission's Division of Corporate Finance dated January 12, 2018 related to my Stockholder Proposal with my letter to the staff dated December 29, 2017. I am submitting this letter as a supplement to my December 29, 2017 letter to the staff. A copy of this letter is being sent to McDermott Will & Emery LLP and the Company.

I would like to briefly address the additional comments related to the grounds for exclusion that Huron Consulting Group, Inc. discusses in their attorney's Letter to the Division of Corporate Finance dated January 12, 2018.

The MWE Letter states that I should have "used the Company Hotline or the web-based reporting email that are identified in the Policy as appropriate points of contact". However, the MWE Letter neglects to mention that Huron's Policy on Reporting Concerns and Complaints Regarding Accounting, Internal Accounting Controls and Auditing Matters (the "Policy") also states that Reports "may be made directly to the General Counsel, or through the Company Hotline or web-based system". I have attached a copy of Huron's Policy. I choose the Policy-allowed first listed option of sending correspondence directly to the Huron General Counsel over the last couple of years. I have sent emails to the Huron General Counsel and the other Company Corporate Officers on May 10, 2016, January 10, 2017, April 27, 2017, and October 9, 2017, indicating that I have accounting and auditing concerns about PricewaterhouseCoopers LLP ("PwC") actions. I also indicated that I have additional information that I would like to share with the Company and the Huron Board in regards to PwC's actions and poor audit quality. MWE can check with the Company's General Counsel to obtain copies of my emails. However, I have never received any return correspondence from the General Counsel or the Company in regards to my email correspondences, including any requests for additional information. If the Staff of the Division of Corporation Finance would like a copy of the emails that I sent to the Company's general Counsel, just let me know.

The MWE Letter also says that if I wanted "to send communications to the board of directors", etc., I should be "sending written communications to: Corporate Secretary". Huron's Corporate Secretary is the same person as the Company's General Counsel which I have been sending my above email correspondence to. Therefore, I have complied with that policy, too, in sending written communications

directly to the Corporate Secretary. Per the Stockholder Communications Policy included in MWE's January 12, 2018 Letter, email communications are allowed.

The MWE Letter states, "The Company simply requests that he follows the same procedures as all other shareholders are required to follow." By sending my email correspondence directly to the General Counsel and Corporate Secretary Officer, I am complying with those two Huron stated policies in the MWE Letter, but have not received any reply back from the Company.

In regards to MWE's comments about the 2009 investigation: I found out later in 2012 that PwC was not 100% truthful and forthright in their testimony with the SEC investigation about conversations that the PwC audit team had with me and the Huron team back in 2007 through 2009. I am logically assuming that PwC was also not 100% truthful and forthright with their earlier 2009 discussions with the Huron Board and the Board's 2009 investigation. That is why I need to talk to the Huron Board and Audit Committee years later about PwC's testimony in 2012. I had originally assumed that PwC was being open about their 2009 and prior conversations, so I didn't specifically address those additional points and conversations back in 2009.

I believe that the Staff of the Division of Corporation Finance should consider in their decision my documented difficulty of getting important facts and information about PwC to the Huron Audit Committee over the years despite the Company's listed/posted Policies in place. Again, I request the Staff of the Division of Corporation Finance to 1) ignore the Company's position that the Company has implemented effective alternative procedures in place under Rule 14a-8(i)(10), 2) as I discussed in my December 29, 2017 Letter, ignore the Company's position under Rule 14a-8(i)(7) and determine that the selection of the Company's auditors in this particular situation is not just a matter relating to the Company's ordinary business daily operations (but in fact, is more of a top-level communication shareholder proposal versus a detail selection method proposal), 3) instead permit the Huron Shareholder Proposal to require the Huron Audit Committee to finally hear and discuss the PwC information with the 2009 Chief Accounting Officer in order to make the appropriate fiduciary decision to protect the shareholders, and therefore, 4) allow my Shareholder Proposal Resolve to be included in the Company's next Proxy Statement.

If the Staff needs any additional information, please let me know, either by telephone at ^{***} by email at ^{***} I respectfully request that the Staff consider the additional above information because I am a concerned long-term shareholder of thirteen years and want to assure that the Audit Committee of Huron Consulting group, Inc. is aware of certain Company-related facts and considers those prior facts in regards to the Company's annual independent registered public accounting firm selection process.

Sincerely,

Wayne E. Lipski

Wayne E. Lipski, CPA, CGMA
Former Huron Consulting Group, Inc. Chief Accounting Officer, Corporate Controller, Assistant Treasurer, and Company Corporate Officer for 6 Years

Attachment

Cc: Eric Orsic, McDermott Will and Emery (via email: eorsic@mwe.com)
Diane Ratekin, Huron Consulting Group, Inc. (via email: dratekin@huronconsultinggroup.com)

January 12, 2018

VIA ELECTRONIC DELIVERY

U.S. Securities and Exchange Commission
Division of Corporation Finance
Office of Chief Counsel
100 F Street, N.E.
Washington, D.C. 20549

Re: Securities Exchange Act of 1934, as amended -- Rule 14a-8;
Stockholder Proposal Submitted to Huron Consulting Group Inc.

Ladies and Gentlemen:

By letter dated December 18, 2017 (the “No-Action Request”), this firm, on behalf of and as counsel for Huron Consulting Group Inc. (the “Company”) sent a request to the Staff of the Division of Corporation Finance (the “Staff”) of the Securities and Exchange Commission (the “Commission”) that they not recommend to the Commission that enforcement action be taken should the Company exclude from its definitive proxy materials relating to its 2018 Annual Meeting of Shareholders a shareholder proposal and supporting statement (collectively, the “Proposal”) submitted by Wayne E. Lipski (“Proponent”).

On behalf of the Company, we are submitting this letter as a supplement to the No-Action Request and in response to the letter to the Staff submitted by Proponent, dated December 29, 2017 (“Proponent’s Letter”). Proponent’s Letter is attached as Appendix A. In accordance with Rule 14a-8(j), a copy of this letter also is being sent to Proponent.

Proponents’ Letter contends that the Proposal is not excludable under Rule 14a-8(i)(10) because the Company’s Policy on Reporting Concerns and Complaints Regarding Accounting, Internal Accounting Controls and Auditing Matters (the “Policy”), which substantially implements the essential objective of the Proposal, is ineffective. The Proponent flatly asserts that the ineffectiveness of the Policy is “evident” and claims that on numerous occasions he attempted to contact directly either Company management or members of the Audit Committee of the board of directors of the Company (the “Audit Committee”). Proponent assumed that the “direct communication route was a better alternative than an anonymous Hotline.”

In other words, Proponent concedes that the actions outlined in the Policy, if carried out, would substantially implement the essential objective of the Proposal. In addition, Proponent concedes

that he has neither used the Company Hotline nor the web-based reporting email that are identified in the Policy as appropriate points of contact. His claim as to the Policy's ineffectiveness is based on an assumption, not fact.

If Proponent prefers an alternative method for communicating with members of the Audit Committee, he may also consider the procedures outlined in the Company's Stockholder Communications Policy, as described in the Company proxy materials, which provide as follows:

STOCKHOLDER COMMUNICATIONS POLICY

The Company's board of directors has established a process for stockholders to send communications to the board of directors. Stockholders may communicate with any member of the board of directors, including the chairperson of any committee, an entire committee or the independent directors or all directors as a group, by sending written communications to:

Corporate Secretary
Huron Consulting Group Inc.
550 West Van Buren Street
17th Floor
Chicago, Illinois 60607

E-mail messages should be sent to corporatesecretary@huronconsultinggroup.com.

A stockholder must include his or her name and address in any such written or e-mail communication. The communication must indicate that the sender is a Company stockholder.

Each communication intended for the board of directors and received by the Corporate Secretary that is related to the operation of the Company and is not otherwise commercial in nature will be forwarded to the specified party following its clearance through normal security procedures. If the communication is mailed as personal, it will not be opened, but rather will be forwarded unopened to the intended recipient.

As demonstrated, if Proponent wishes to share information with the Audit Committee, he has the means to do so. The Company simply requests that he follow the same procedures as all other shareholders are required to follow.

The supporting statement submitted as part of the Proposal indicates that the referenced "newly-disclosed significant quality-related statements" relating to the past poor performance by the Company's independent auditor may be with regard to events surrounding the Company's 2009 accounting restatement. In connection with the Company's 2009 accounting restatement, the Company, led by its Audit Committee in conjunction with independent advisors and counsel, conducted a detailed inquiry with respect to the performance by the Company's independent auditor. During such inquiry, the Audit Committee, through its outside counsel, requested an interview with Proponent. Proponent did not agree to be interviewed in person, but he did agree

to answer, through his counsel, a detailed set of written questions. Proponent's assertion that prior communications between the Company and Proponent were ineffective is inconsistent with these facts.

Proponent contends that the Proposal may not be excluded under Rule 14a-8(i)(7) because the Proposal does not deal with the Company's ordinary business operations. In so doing, Proponent argues he is only recommending that the Audit Committee consider "new facts" that "only [Proponent] as the prior Corporate Controller and Chief Accounting Officer [has] knowledge of". Proponent makes these assertions without specifying what these "new facts" are and despite the availability of recognized channels of communication to make any "new facts" known to management and the Audit Committee. Proponent is attempting to use the 14a-8 shareholder proposal process to present these undisclosed "new facts" through a private audience with the Audit Committee when there are alternate means of sharing such information, if any, already in place. This is clearly not what the 14a-8 shareholder proposal process was designed to accomplish.

For the reasons stated above and in the No-Action Request, the Company requests that the Staff concur that the Proposal may be excluded from the Proxy Materials in reliance on Rule 14a-8(i)(10) or, in the alternative, Rule 14a-8(i)(7).

The Company reserves the right to submit to the Staff additional bases upon which the Proposal may be omitted. Should the Staff disagree with the conclusions set forth in this letter or the letter submitted December 18, 2017, the Company respectfully requests the opportunity to confer with representatives of the Staff prior to the determination of its final position.

Please do not hesitate to contact the undersigned, by telephone at (312) 984-7617 or by email at eorsic@mwe.com, if you require any additional information in support or clarification of the Company's position.

Sincerely,



Eric Orsic

APPENDIX A

WAYNE E. LIPSKI, C.P.A., C.G.M.A.

December 29, 2017

Via email: shareholderproposals@sec.gov

U.S. Securities and Exchange Commission
Division of Corporation Finance
Office of Chief Counsel
100 F Street, N.E.
Washington, D.C. 20549

Re: Securities and Exchange Act of 1934, as amended – Rule 14a-8;
Stockholder Proposal Submitted to Huron Consulting Group, Inc.

Ladies and Gentlemen:

My name is Wayne E. Lipski. I am the stockholder that submitted the above referenced Stockholder Proposal to Huron Consulting Group, Inc. (the "Company"). In addition to being a Huron Consulting Group, Inc. continuous stockholder for over 13 years (owning well over the minimum required value for a Stockholder Proposal), I am also a former Chief Accounting Officer, Corporate Controller and Assistant Treasurer of Huron Consulting Group, Inc. I was also a Huron Consulting Group, Inc. Corporate Officer for almost 6 years from 2003 through 2009. Therefore, I have a long-term vested interest in the Company. Attached is a copy of the Huron Consulting Group, Inc.'s Letter (via their law firm McDermott Will & Emery LLP) to the Office of Chief Counsel of the U.S. Securities and Exchange Commission's Division of Corporate Finance dated December 18, 2017 related to my Stockholder Proposal.

I would like to briefly address the two Grounds for Exclusion that Huron Consulting Group, Inc. lists in their attorney's Letter to the Division of Corporate Finance.

A. Rule 14a-8(i)(10), on the grounds that the Company has substantially implemented the Proposal.

The Company's position argues that they already have in place a "Policy on Reporting Concerns and Complaints Regarding Accounting, Internal Accounting Controls and Auditing Matters" (the "Policy"). The Company's implemented Policy is not effective. It was evident that the Company's Policy of wanting open communication (and related Hotline and web-based address) was not working well during the accounting restatement period of 2004-2009 (it was not adequate). No one at the Huron Practice Groups in 2004-2009 who knew what was going on with the eventual accounting restatement earnout payment issue (and were told not to tell Huron management) ever used the Hotline to inform corporate management before I eventually in 2009 heard about the previously undisclosed additional re-directed earnout payments and raised the accounting issue/concern. Back in 2009, I emailed and tried to call a few of the Board and Audit Committee Members directly a number of times. I figured that this action would have been even a more direct and higher priority route than using the Company's anonymous phone or web-based Hotline routes or sending a "report" directly to the General Counsel as listed in the Company's Policy. However, no one would talk to me. I have even sent numerous emails directly to all of the Corporate Officers of the Company (including the General Counsel Officer) over the more recent years of 2016 and 2017, assuming that the direct communication route was a better alternative than an anonymous Hotline. However, still no response.

My concern is that I have tried direct contact with the Huron Board of Directors and the Huron Officers (management team), and have not generated/received any response or action. Therefore, how can using the indirect method of the Company's Hotline Policy or the Company's suggested web-based response Policy method be any more effective to communicate significant information about PwC's prior poor quality of service to the Audit Committee? I believe that PwC's prior poor quality of service indirectly contributed to some of Huron Consulting group, Inc.'s accounting restatement of 2009 and related significant stock price decline, which was a significant cost to the Huron Consulting Group, Inc. shareholders.

I believe that the Staff of the Division of Corporation Finance should consider in their decision my documented difficulty of getting important facts and information about PwC to the Huron Audit Committee over the years despite the Company's listed/posted Policy in place. I request the Staff of the Division of Corporation Finance to 1) ignore the Company's position that the Company has implemented an effective alternative procedure in place under Rule 14a-8(i)(10), 2) instead permit the Huron Shareholder Proposal to require the Huron Audit Committee to finally hear and discuss the PwC information with the 2009 Chief Accounting Officer in order to make the appropriate fiduciary decision to protect the shareholders, and therefore, 3) allow my Shareholder Proposal Resolve to be included in the Company's next Proxy Statement.

- B. Rule 14a-8(i)(7), on the grounds that the proposal deals with a matter relating to the Company's ordinary business operations.

The intent of my Shareholder Proposal is not to have the shareholders get involved in the detail in-house day-to-day operations of hiring employees or selecting suppliers of operational services of Huron Consulting Group, Inc., or micro-manage the Company's ordinary business. Since the Company continues to do acquisitions, my goal is to protect the shareholders at a top level from PricewaterhouseCoopers LLP's prior poor quality of service that was demonstrated in prior Huron Consulting Group, Inc. acquisitions. I believe that this prior poor quality of service indirectly contributed to some of Huron Consulting group, Inc.'s accounting restatement of 2009 and related significant stock price decline, which was a significant cost to the Huron Consulting Group, Inc. shareholders (significantly more impact than just a normal supplier of services situation). In this particular situation with PricewaterhouseCoopers, the accounting firm decision matter is not just a normal ordinary business operation matter, but one that has demonstrated in the past can have a significant high-level impact to the shareholders (it goes beyond being an ordinary business matter). Given the Company's on-going acquisition plans, the potential significant risk situation will continue on a go-forward basis.

To avoid the appearance of micro-managing the company with a direct decision/conclusion, my Resolution is more of a recommendation to the Audit Committee to listen and consider new evidence (rather than a specific detail result requirement or specific procedural action plan change to the Company's methods). The Company's attached letter to the Staff on Page 7 says "the Proposal seeks to force the board's hand to take actions which run counter to the policies established by the Audit Committee as required by federal law." If just listening to additional information is "forcing" to take action, then I have to disagree. Listening to important pertinent information is part of the Audit Committee's fiduciary duty, and until the Audit Committee hears the information, they cannot logically make a determination if an item should not be considered. A Chief Accounting Officer generally would be in a position to initially decide if information is important for the Audit Committee to at least hear and consider. The Audit Committee's fiduciary job/duty is to listen to all relevant information, then make their decision.

Under my Shareholder Proposal, the Audit Committee can still choose the specific accounting firm and manage the daily relationship with the firm in the manner the Audit Committee deems appropriate. After receiving the new discussions, information and facts from the 2009 Chief Accounting Officer, the Audit Committee, as long as it does not conflict with their fiduciary duty to the shareholders, would still be able to continue to choose PwC. Therefore, given my above top-level concerns, my Shareholder Resolution to consider certain new facts and discussions never allowed to be disclosed to the Huron

Board and Audit Committee (and not possible to be previously considered) in the selection of the Company's auditors is not just a specific matter relating to changing the Company's ordinary business day-to-day operations. My Shareholder Proposal is not trying to tell the Huron Board or Audit Committee on what factors to consider or how to weigh those factors using their expert judgement in making their registered accounting firm decision (which may be considered micro-managing). I am just trying to finally logistically get all remaining facts to the Huron Board and Audit Committee (discussions and facts of which only I as the prior Corporate Controller and Chief Accounting Officer have knowledge of), for the Audit Committee to have all of the important facts in order for the Audit Committee to fully discuss and decide which facts to consider in their normal annual audit firm decision selection process.

Huron Consulting Group tried to argue in their December 18, 2017 Letter to the SEC that other prior public company shareholder proposals related to auditor selection were excluded by the SEC from Shareholder Resolutions. However, the prior excluded shareholder resolutions by the SEC related to proposed changes in a company's or audit committee's policies and/or procedures. For example, excluded Resolutions related to 1) proposals requesting that the appointment of the independent auditor be presented at annual meetings for shareholder ratification or rejection (a new added procedure/policy), 2) proposals requesting that the audit committee prepare and disclose to shareholders a report concerning the selection of independent auditors (a new added procedure/policy), and 3) proposals that seek to require the rotation of or to limit the term of engagement of a company's independent auditor (a new added procedure/policy). It was also noted that the method of selecting independent auditors touched upon the company's "ordinary business operations" and not an appropriate subject matter for a shareholder proposal because the shareholders do not have the expertise to actually change the method of selecting the company's independent auditor.

My Shareholder Proposal wording is a suggestion of "considering new facts" not previously considered by the Audit Committee in their annual selection method of the registered public accounting firm, and not addressing the "method" of selecting independent auditors with these new facts, or communicating the detail of the decision method back to the shareholders. My 2018 Shareholder Resolution is different than other prior public company shareholders who were trying to require specific procedural or policy change actions of the company in regards to its on-going independent accountant selection. I am not trying to change any corporate, Board or Audit Committee procedures/policies, or how the Audit Committee makes their decisions or to require automatic decisions like auditor rotation. I am not asking the Company or the Audit Committee to change or disclose detail methods of the selection of the independent auditor that the Audit Committee, the Board and the Company have set up in their best judgement. My Resolution is just asking the Audit Committee to consider certain new facts in their next annual process utilizing their same policy and procedures that they set up with their expert judgement and knowledge. I believe these new facts may change the Audit Committee's conclusion on PwC as the Company's independent auditor. The Audit Committee cannot decide if the new facts are material or not until they hear them. As I mentioned under the Rule 14a-8(i)(10) section above, I have not been able to get these new facts to the Audit Committee.

In addition, my Shareholder Proposal is different than basically all other public companies' shareholder proposals because the Proposal is being submitted by a prior insider of the company, a six-year corporate officer who knows the prior historical facts better than a typical independent shareholder would be aware of.

Per the Division of Corporation Finance's Shareholder Proposals - Staff Legal Bulletin No. 141 (CF) dated November 1, 2017 (regarding Rule 14a-8 under the Securities Exchange Act of 1934): "Accordingly, going forward, we would expect a company's no-action request to include a discussion that reflects the board's analysis of the particular policy issue raised and its significance. That explanation would be most helpful if it detailed the specific processes employed by the board to ensure that its conclusions are well-informed and well-reasoned. We believe that a well-developed discussion of the board's analysis of these matters will greatly assist the staff with its review of no-action requests under Rule 14a-8(i)(7)." As my Shareholder Proposal indicates, the Huron Board of

Directors does not have all of the information in regards to PwC's prior actions, so their conclusion on PwC (and my Shareholder Proposal) cannot be completely "well-informed and well-reasoned".

My Resolution is to finally get previously unknown information to the Audit Committee so that the Committee (utilizing their expertise, judgement and established decision procedures) be fully informed in doing their fiduciary duty for the shareholders. My Shareholder Proposal does not try to micro-manage their decision process or requiring a certain final action plan for the Company. Therefore, I request that 1) the Staff of the Division of Corporation Finance consider the specific significant points unique to the Huron Consulting Group, Inc. situation (e.g., the prior material accounting restatement issue and subsequent significant stock price decline), 2) determine that the selection of the Company's auditors in this particular situation is not just a matter relating to the Company's ordinary business daily operations (but in fact, is more of a top-level communication shareholder proposal versus a detail selection method proposal), and 3) allow my Shareholder Proposal Resolve to be included in the Company's next Proxy Statement.

If the Staff needs any additional information, please let me know, either by telephone at *** or by email at *** I respectfully request that the Staff consider the additional above information because I am a concerned long-term shareholder of thirteen years and want to assure that the Audit Committee of Huron Consulting group, Inc. is aware of certain Company-related facts and considers those prior facts in regards to the Company's annual independent registered public accounting firm selection process.

Sincerely,



Wayne E. Lipski, CPA, CGMA
Former Huron Consulting Group, Inc. Chief Accounting Officer, Corporate Controller, Assistant Treasurer, and Company Corporate Officer for 6 Years

Attachment

Cc: Eric Orsic, McDermott Will and Emery (via email: eorsic@mwe.com)
Diane Ratekin, Huron Consulting Group, Inc. (via email: dratekin@huronconsultinggroup.com)

McDermott Will & Emery

Boston Brussels Chicago Dallas Düsseldorf Frankfurt Houston London Los Angeles Miami
Milan Munich New York Orange County Paris Rome Seoul Silicon Valley Washington, D.C.

Strategic alliance with MWE China Law Offices (Shanghai)

Eric Orsic
Attorney at Law
eorsic@mwe.com
+1 312 984 7617

December 18, 2017

VIA ELECTRONIC DELIVERY

U.S. Securities and Exchange Commission
Division of Corporation Finance
Office of Chief Counsel
100 F Street, N.E.
Washington, D.C. 20549

Re: Securities Exchange Act of 1934, as amended -- Rule 14a-8;
Stockholder Proposal Submitted to Huron Consulting Group Inc.

Ladies and Gentlemen:

This firm serves as counsel for Huron Consulting Group Inc. (the "Company"). Pursuant to Rule 14a-8(j) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), we are writing on behalf of the Company to notify the Securities and Exchange Commission (the "Commission") of the Company's intention to exclude from its definitive proxy materials (the "Proxy Materials") relating to its 2018 annual meeting of shareholders a shareholder proposal and supporting statement (collectively, the "Proposal") submitted to the Company by Wayne E. Lipski ("Proponent"). We also request confirmation that the Staff of the Division of Corporate Finance (the "Staff") will not recommend to the Commission that enforcement action be taken if the Company excludes the Proposal from the Proxy Materials for the reasons discussed below.

This letter and its attachments are being submitted via electronic mail in accordance with Staff Legal Bulletin 14D (Nov 7, 2008). In accordance with Rule 14a-8(j), we are simultaneously providing Proponent with a copy of this letter and notifying Proponent of the Company's intention to exclude the Proposal from the Proxy Materials. Further, this letter has been submitted to the Commission not less than eighty (80) days before the Company intends to file the Proxy Materials. Rule 14a-8(k) requires proponents to send companies a copy of any correspondence that they submit to the Commission or the Staff. Accordingly, we request that if Proponent elects to submit correspondence to the Commission or the Staff with respect to the Proposal, that Proponent should concurrently furnish a copy of that correspondence to the Company with copy to my attention at McDermott Will & Emery LLP, 444 West Lake Street, Suite 4000, Chicago, Illinois, 60606, via facsimile to 312-984-7700 or to the email address above.

THE PROPOSAL

The text of the resolution contained in the Proposal is copied below:

RESOLVED, the shareholders of Huron Consulting Group, Inc. recommend that the Huron Audit Committee (utilizing their expertise, judgement and decision procedures) have a discussion with the 2009 Chief Accounting Officer and consider these newly-disclosed significant quality-related statements related to PricewaterhouseCoopers significant past poor performance on prior Huron acquisitions when the Audit Committee considers the next annual selection/ratification of the Company's independent registered public accounting firm for the year 2019.

A copy of the Proposal is attached hereto as Appendix A.

GROUND FOR EXCLUSION

As discussed more fully below, the Company respectfully requests that the Staff concur in the Company's view that the Proposal may be excluded from the Proxy Materials in reliance on the following:

- A. Rule 14a-8(i)(10), on the grounds that the Company has substantially implemented the Proposal; and
- B. Rule 14a-8(i)(7), on the grounds that the Proposal deals with a matter relating to the Company's ordinary business operations.

BACKGROUND

The Proposal was submitted by Proponent with a letter, dated November 20, 2017 (the "Proposal Letter"). The Proposal and Proposal Letter were received by the Company's Corporate Secretary on November 20, 2017. The Proposal Letter states that Proponent has been "a continuous Huron Consulting Group, Inc. shareholder for over 12 years." The Proposal Letter also states that Proponent has owned "a minimum of 2,694 Huron Consulting Group, Inc. shares for at least 8 years," and "will continue to hold the minimum required share value through the date of the 2017 Shareholders Meeting." The Proposal Letter is attached hereto as Appendix B.

The Proposal Letter also included a written statement from UBS Financial Services, Inc., a DTC participant, verifying that Proponent continuously held for over one year 2,694 shares of Company's common stock, with continuous minimum total value of greater than \$2,000 during that time. The Proposal Letter also included a UBS Investment Account statement.

After reviewing the Response Letter, we do not seek to exclude the Proposal pursuant to Rule 14a-8(f)(1) by challenging Proponent's proof of eligibility for submitting a shareholder proposal.

Rather, we believe that the Proposal is not substantively proper under Rule 14a-8 and challenge its inclusion in the Proxy Materials on the following grounds.

A. The Proposal is properly excluded under Rule 14a-8(i)(10) on the grounds that the Company has substantially implemented the Proposal.

The Proposal may be excluded from the Proxy Materials pursuant to Rule 14a-8(i)(10) because the Company has taken actions that substantially implement the Proposal. Specifically, in accordance with Section 10A(m) of the Exchange Act, Rule 10A-3 promulgated under the Exchange Act and the NASDAQ Stock Market Rules related to the qualification and listing of companies (“NASDAQ Listing Rules”), the Company has adopted the Policy on Reporting Concerns and Complaints Regarding Accounting, Internal Accounting Controls and Auditing Matters (the “Policy”), a framework of procedures adopted by the Audit Committee of the board of directors of the Company (the “Audit Committee”) by which the Audit Committee oversees the receipt, retention and treatment of complaints regarding accounting, internal accounting controls, and auditing matters. The Policy provides a means by which the Proponent may achieve the essential objective of his Proposal, and thus the Proposal may be excluded.

Rule 14a-8(i)(10) permits a company to exclude a shareholder proposal from its proxy materials if “the company has substantially implemented the proposal.” The Staff has stated that a proposal may be properly excluded if the issuer has “particular policies, practices and procedures” which “compare favorably” with the actions request by the proposal. *Texaco, Inc.* (Mar. 28, 1991). Thus, the Staff will grant no action assurance when a company has implemented the “essential objective” of a proposal, even if the actions taken by the company are not identical to the actions dictated by the proposal. *See, e.g., College Retirement Equities Fund* (May 10, 2013) (citing Rule 14a-8(i)(10) in the Staff’s concurrence with the exclusion of a proposal requesting that the board end investments in companies that contribute to violations of human rights when the company had already implemented policies designed to address human rights matters); *Target Corporation* (Feb. 12, 2016) (citing Rule 14a-8(i)(10) in the Staff’s concurrence with the exclusion of a proposal requesting that the company’s bylaws be amended to revise the proxy access provision); *Walgreen Co.* (Sept. 26, 2013) (citing Rule 14a-8(i)(10) in the Staff’s concurrence with the exclusion of a proposal requesting elimination of supermajority voting requirements in the company’s governing documents where the company had eliminated all but one of the supermajority voting requirements); *Exxon Mobil Corp.* (Feb. 22, 2012) (citing Rule 14a-8(i)(10) in the Staff’s concurrence with the exclusion of a proposal requesting that the board provide a report regarding the company’s policies and procedures for political contributions when such policies and procedures were already available on the company’s website).

The Staff has also concurred with the exclusion of a proposal that dictated one procedure for reporting information to a board committee when the company had already adopted a policy implementing a different procedure that met the same objectives. *See Excelon Corporation* (Feb. 26, 2010) (citing Rule 14a-8(i)(10) in the Staff’s concurrence with the exclusion of a proposal

requesting that a report be presented to the company's audit committee when the company had already implemented policies by which the company's corporate governance committee reviewed and approved a similar report).

In this case, the essential objective of the Proposal is that the Audit Committee "have a discussion with the 2009 Chief Accounting Officer" and "consider" certain information brought forward by the Proponent regarding the independent auditor and the auditing of the Company's financial statements. The Company has already met this objective by adopting and implementing the Policy.

The Policy provides that suspected violations may be reported directly to the General Counsel or through the Company hotline or web-based reporting system. The Policy provides that the General Counsel will forward copies of complaints and concerns to the Audit Committee, as appropriate, and will further provide periodic reports to the Audit Committee regarding investigations and the resolution of matters raised by such reports.

The procedures outlined in the Policy are intended to facilitate the orderly intake and assessment of concerns regarding questionable accounting or auditing matters. The Policy is also designed to preserve the integrity of any investigation, which may involve complex legal issues, and prevent violations or liability from arising to the reporting person and/or the Company. The Policy is not intended to limit the rights of any person to report alleged violations to proper governmental and regulatory authorities.

The Audit Committee adopted the Policy in fulfillment of governance standards promulgated under the federal securities laws and exchange listing standards. The Company is subject to the requirements of Section 10A(m) of the Exchange Act and Rule 10A-3 promulgated under the Exchange Act, which provide the following mandate:

Complaints. Each audit committee must establish procedures for:

- (i) The receipt, retention, and treatment of complaints received by the listed issuer regarding accounting, internal accounting controls, or auditing matters; and
- (ii) The confidential, anonymous submission by employees of the listed issuer of concerns regarding questionable accounting or auditing matters.

Further, NASDAQ Listing Rule 5605(c)(3) requires that the audit committee has the authority necessary to comply with Rule 10A-3(b)(3) promulgated under the Exchange Act concerning responsibilities relating to "complaints relating to accounting, internal accounting controls or auditing matters."

The Policy is attached hereto as Appendix C. The Company has posted the Policy under the "Investor Relations" tab on the Company's website at the following address:
<http://ir.huronconsultinggroup.com/governance-guidelines-and-policies>

The Policy substantially implements the Proposal because it fulfills the Proposal's essential objective. The Policy outlines a means by which concerns regarding the Company's accounting and auditing practices may be submitted to and addressed by the Company. Although the Policy does not create a right in any person to have their complaint brought directly before the Audit Committee, the Policy has been adopted by the Audit Committee and is implemented under its oversight. Unlike the Proposal, the Policy provides a means by which such reports may be submitted anonymously and confidentially, which may further facilitate the timely reporting of complaints and concerns.

In summary, the essential objective of the Proposal is to bring before the Audit Committee certain concerns regarding the Company's auditing matters. The Audit Committee has adopted the Policy, which facilitates the intake of such concerns through a standardized process. Thus, through the Policy, the essential objective of the Proposal is achieved. For these reasons, the Company may exclude the Proposal pursuant to Rule 14a-8(i)(10).

B. The Proposal is properly excluded under Rule 14a-8(i)(7) on the grounds that the Proposal deals with a matter relating to the Company's ordinary business operations.

The Proposal may be excluded from the Proxy Materials pursuant to Rule 14a-8(i)(7) because the Proposal seeks to micro-manage the Company's ordinary business, specifically the Audit Committee's engagement and management of the Company's independent auditor.

Rule 14a-8(i)(7) permits a company to exclude a stockholder proposal from its proxy materials if the proposal deals with a matter relating to the company's ordinary business operations. The Commission has stated that "ordinary business" refers to matters that are not necessarily "ordinary" in the common meaning of the word, but instead the term "is rooted in the corporate law concept providing management with flexibility in directing certain core matters involving the company's business and operations." SEC Release No. 34-40018 (May 21, 1998).

The Commission has stated that there are two central considerations underlying the policy behind the Rule 14a-8(i)(7) exclusion. The first is whether the subject matter of the proposal touches upon tasks that are "so fundamental to management's ability to run a company on a day-to-day basis that they could not, as a practical matter, be subject to direct shareholder oversight." *Id.* As an illustration of improper subject matter that would be excludable if presented as a shareholder proposal, the Commission cited to "the management of the workforce, such as the hiring, promotion, and termination of employees, decisions on production quality and quantity, and the retention of suppliers." *Id.* In the alternative, the Commission stated that proposals which transcend day-to-day management, such as those that focus on "sufficiently significant social policy issues" generally would be appropriate for shareholder vote and not be considered excludable under Rule 14a-8(i)(7).

The second central consideration cited in SEC Release No. 34-40018 is whether a shareholder proposal seeks to “micro-manage” the company by “probing too deeply into matters of a complex nature upon which shareholders, as a group, would not be in a position to make an informed judgment.” *Id.* The Commission stated that this consideration would apply in the instance that the proposal imposes “specific time-frames or methods” on areas of management involving “intricate detail” or “complex policies.”

It is well established that the selection and engagement of a company’s independent auditors falls within the subject matter relating to a company’s ordinary business operations. *See Rite-Aid Corp.* (Mar. 31, 2006) (citing Rule 14a-8(i)(7) in the Staff’s concurrence with the exclusion of a proposal requesting that the appointment of the independent auditor be presented at annual meetings for shareholder ratification or rejection); *The Charles Schwab Corporation* (Feb. 23, 2005) (same); *Xcel Energy Inc.* (Feb. 23, 2005) (same); *Xcel Energy Inc.* (Jan. 28, 2004) (same); *see also Dell Inc.* (May 3, 2012) (citing Rule 14a-8(i)(7) in the Staff’s concurrence with the exclusion of a proposal requesting that the audit committee prepare and disclose to shareholders a report concerning the selection of independent auditors); *CA, Inc.* (May 3, 2012) (same); *Computer Sciences Corporation* (May 3, 2012) (same); *McKesson Corporation* (May 3, 2012) (same); *Xilinx, Inc.* (May 3, 2012) (same). In each case, the Staff noted that the “method of selecting independent auditors” touched upon the company’s “ordinary business operations” and thus it is not appropriate subject matter for a shareholder proposal.

The Staff has also repeatedly stated that proposals prescribing other methodologies for “the selection of independent auditors or, more generally, management of the independent auditor’s engagement” are excludable under Rule 14a-8(i)(7). *See Intel Corporation* (Jan 21, 2016). For example, in a long series of precedent, the Staff has concurred in the exclusion of shareholder proposals that seek to require the rotation of or to limit the term of engagement of a company’s independent auditor because such proposals relate to the companies’ ordinary business operations. *See e.g., id.* (concurring with the exclusion of a proposal requesting that the board of directors require the audit committee to request proposals for the engagement of auditors no less than once every 8 years pursuant to Rule 14a-8(i)(7)); *3M Co.* (Jan 19, 2016) (same); *Baxter International Inc.* (Jan 19, 2016) (same); *Colgate-Palmolive Company* (Jan 19, 2016) (same); *Praxair, Inc.* (Jan 19, 2016) (same); *United Technologies Corporation* (Jan 19, 2016) (same); *Norfolk Southern Corporation* (Jan 15, 2016) (same); *see also, e.g. The Dow Chemical Company* (Jan 4, 2012) (concurring with the exclusion of a proposal requesting establishment of audit firm rotation policy); *Prudential Financial, Inc.* (Jan. 4, 2012) (same); *Alcoa Inc.* (Dec. 23 2011) (same); *U.S. Bancorp* (Dec. 16, 2011) (same); *Hewlett-Packard Company* (Nov. 18, 2011) (same).

Further, the rules of the Commission and the NASDAQ Listing Rules recognize that the selection, retention and ongoing management of an issuer’s independent auditor is an area of governance assigned exclusively to a company’s audit committee and for which the audit committee members require a heightened level of expertise. Section 10A(m)(2) of the Exchange Act, and Rule 10A-3(b)(2) promulgated thereunder, assigns to the audit committee the sole

responsibility for “the appointment, compensation, and oversight” of any engagement of a registered public accounting firm by an issuer. Although Section 10A(m) of the Exchange Act and Rule 10A-3 promulgated under the Exchange Act provide that the audit committee establish procedures for the receipt and treatment of complaints regarding accounting, internal accounting controls, or auditing matters, these procedures are ultimately overseen by the audit committee and do not delegate the authority of the audit committee in approving a company’s independent auditor.

In addition, Section 407 of the Sarbanes-Oxley Act mandates, and Item 407 of Regulation S-K implements, the disclosure of whether an issuer’s audit committee includes an individual possessing the requisite knowledge and skill to be defined as an “audit committee financial expert.” *See* Regulation S-K Item 407(d)(5). Item 407’s definition of an “audit committee financial expert” is extensive and requires that an individual has “experience preparing, auditing, analyzing or evaluating financial statements” and possesses an “understanding of internal control over financial reporting.” NASDAQ Listing Rule 5605(c)(2)(A) also contains a requirement that all members of the audit committee meet a heightened standard of financial literacy. Both the Commission and NASDAQ recognize that it is in the best interests of the Company and its shareholders that decisions regarding the engagement and management of auditors are made by individuals with these attributes.

It is unquestionable that the Proposal concerns the Audit Committee’s engagement and management of the Company’s independent auditor, and therefore relates to the ordinary business matters of the Company. As the Staff has opined time and again, decisions regarding such business matters lie within the scope of the board’s authority and are excludable when proposed by a shareholder. Not only is the subject matter of the Proposal improper for shareholder action, but the degree to which the Proposal seeks to micro-manage the decisions of the Audit Committee goes beyond what is permissible. The Proposal does not set out a high-level policy for company practices; the Proposal seeks to force the board’s hand to take actions which run counter to the policies established by the Audit Committee as required by federal law. Few shareholder proposals could more clearly exemplify micro-management than a proposal that seeks to appropriate for shareholders the Audit Committee’s legal responsibilities. For these reasons, the Company may exclude the Proposal pursuant to Rule 14a-8(i)(7).

CONCLUSION

For the foregoing reasons, the Company respectfully requests your confirmation that the Staff will not recommend any enforcement action to the Commission if the Company excludes the Proposal from the Proxy Materials. Should the Staff disagree with the conclusions set forth in this letter, the Company respectfully requests the opportunity to confer with representatives of the Staff prior to the determination of its final position. Furthermore, the Company reserves the right to submit to the Staff additional bases upon which the Proposal may be omitted if the Staff disagrees with the Company’s conclusion that the Proposal can be omitted based on the justifications provided herein. Please do not hesitate to contact the undersigned, by telephone at

U.S. Securities and Exchange Commission
December 18, 2017
Page 8

(312) 984-7617 or by email at eorsic@mwe.com, if you require any additional information in support or clarification of the Company's position.

Sincerely,

A handwritten signature in blue ink, appearing to read "Eric Orsic", with a long horizontal flourish extending to the right.

Eric Orsic

APPENDIX A

PROPOSAL

Huron Consulting Group, Inc.
Shareholder Proposal/Resolution
For Next Proxy Statement Issued in 2018
Submission Date: November 20, 2017

Proposal Name: Reconsideration of PricewaterhouseCoopers (PwC) as independent registered public accounting firm of Huron Consulting Group, Inc. (Huron) due to the audit firm's poor past performance in regards to the Company's acquisitions.

Resolution:

WHEREAS, based on the following new information externally represented by the 2009 Huron Chief Accounting Officer in this Proposal/Resolution,

WHEREAS, specific acquisition accounting and internal control guidance discussions were specifically requested of PwC at the end of 2007, one and one-half years before the July 2009 acquisition-related restatement occurred; their earlier conclusions and guidance were later found to be inadequate even after consulting with their National Office,

WHEREAS, PwC also audited one of the acquisitions, Callaway Partners LLC, for inclusion in the October 12, 2007 Form 8-K/A filing, including the ending bonus payouts, and did not discover/disclose to management (and did not properly audit) that the bonus payouts were contingent upon continuing post-acquisition employment by Huron,

WHEREAS, PricewaterhouseCoopers during the 2009 accounting restatement stated that they were not concerned about certain acquisitions because the additional work would not generate additional contingent compensation; however, the Huron Chief Accounting Officer ignored PwC's advice and found additional contingent compensation that needed to be included in the accounting restatement, again highlighting PwC's lack of expertise in this area, and

WHEREAS, PwC did not properly disclose the above situations/shortfalls during the Securities and Exchange Commission's accounting restatement investigation.

RESOLVED, the shareholders of Huron Consulting Group, Inc. recommend that the Huron Audit Committee (utilizing their expertise, judgement and decision procedures) have a discussion with the 2009 Chief Accounting Officer and consider these newly-disclosed significant quality-related statements related to PricewaterhouseCoopers significant past poor performance on prior Huron acquisitions when

the Audit Committee considers the next annual selection/ratification of the Company's independent registered public accounting firm for the year 2019.

Supporting Statement:

To make sure it had the proper internal controls in place, Huron management initiated extensive on-point discussions toward the end of 2007 with PwC about the possible accounting and internal control impacts of acquisition owners potentially using post-acquisition earnout payments to move money amongst themselves, including payments contingent upon future employment at Huron. Management also requested that the PwC audit team discuss these potential accounting issues with their National Office. PwC had no accounting/control concerns in 2007 with this possible situation. PwC then drafted their 2007 management representation wording which documented their conclusion. However in 2009, post-acquisition money potentially moving among the pre-acquisition owners contingent upon Huron continued employment ended up being the largest dollar amount (75%) of the total 2009 accounting restatement issue. PwC failed to properly provide accounting and internal control guidance one and one-half years before the 2009 accounting restatement issue was discovered by the Huron Chief Accounting Officer and brought to the attention of the Huron Board. However, the 2009 Chief Accounting Officer confirms that the Huron Board has never wanted to discuss with him in detail these specific facts about PwC's actions.

APPENDIX B

PROPOSAL LETTER

WAYNE E. LIPSKI, C.P.A., C.G.M.A.

November 20, 2017

Attn: Diane Ratekin,
Executive Vice President, General Counsel and Corporate Secretary
Huron Consulting Group, Inc.
550 W. Van Buren
Chicago, IL 60607

Subject: Shareholder Resolution for Next Proxy Statement

Dear Ms. Ratekin:

Attached is a Shareholder Resolution that I request Huron Consulting Group, Inc. (the "Company") to include in the Company's next Form DEF 14A 2018 Proxy Filing. The Shareholder Resolution is for the Huron Board of Directors to consider before the following 2019 proxy filing the consideration of additional discussion and information in regards to PricewaterhouseCoopers (PwC) as the independent registered public accounting firm of Huron Consulting Group, Inc. due to the audit firm's poor past performance in regards to the Company's prior acquisitions.

I am a continuous Huron Consulting Group, Inc. shareholder for over 13 years since the Company went public in October 2004. My current ownership is 2,694 Huron Consulting Group, Inc. shares (more than the \$2,000 minimum value to bring a Shareholder Resolution), and I have owned a minimum of 2,694 Huron Consulting Group, Inc. shares for at least 8 years, so I more than qualify under Rule 14a-8 to bring this Shareholder Resolution and have it included in the company's next Proxy Filing. I have attached a written statement from UBS, the record holder of my stock securities in Huron Consulting Group, Inc., verifying that on the day of the submission of my shareholder proposal (November 20, 2017), that I had continuously held for over one year the requisite number/value of securities. UBS Financial Securities, Inc. is a Depository Trust Company participant.

I have also attached my September 30, 2017 Quarterly Investment Account Statement from UBS, which provides additional historical support/information in regards to my ownership in Huron Consulting Group, Inc. stock, including the dates that the 2,694 shares of Huron Consulting Group, Inc. stock was purchased (from October 12, 2004 through September 18, 2009). I will continue to hold the minimum required share value through the date of the 2018 Shareholders Meeting. I will present the Shareholder Resolution at the Annual 2018 Shareholder Meeting.

My Shareholder Resolution does not conflict with Huron Consulting Group, Inc.'s annual registered accounting firm resolution. The Huron Consulting Group, Inc. shareholders can still vote in favor of ratifying PricewaterhouseCoopers for the 2018 Proxy Statement year ("management's proposal"), and also vote for my Stockholder Proposal to have the Audit Committee consider the facts and additional discussion stated in my Shareholder Proposal for the following year of 2019.

As I explained to the SEC last year, my intent is not to have the shareholders get involved in the detail in-house day-to-day operations of hiring employees or selecting suppliers of operational services of Huron Consulting Group, Inc. The attached proposed Shareholder Resolution has a much larger impact than just selecting a supplier of the Company's day-to-day operations. Since the Company continues to do acquisitions, my goal is to protect the shareholders at a top level from PricewaterhouseCoopers LLP's prior poor quality of service that was demonstrated in prior Huron Consulting Group, Inc. acquisitions. I believe that this prior poor quality of service indirectly contributed to some of Huron Consulting group, Inc.'s accounting restatement of 2009 and related significant stock

price decline, which was a significant cost to the Huron Consulting Group, Inc. shareholders (significantly more impact than just a normal supplier of services situation).

In this particular situation with PricewaterhouseCoopers, the accounting firm decision matter is not just a normal ordinary business operation matter, but one that has demonstrated in the past can have a significant high-level impact to the shareholders. Given the Company's on-going acquisition plans, the potential risk situation will continue on a go-forward basis. However, to avoid the appearance of micro-managing the company, my Resolution is more of a suggestion to the Audit Committee to listen and consider new evidence (rather than a specific detail result requirement or specific procedural action plan change to the Company). The Audit Committee can still choose the specific accounting firm and manage the daily relationship with the firm in the manner the Audit Committee deems appropriate. After the new discussions, information and facts, the Audit Committee, as long as it does not conflict with their fiduciary duty to the shareholders, would still be able to continue to choose PwC. Therefore, given my above top-level concerns, my Resolution to consider certain new facts and discussions never allowed to be disclosed to the Huron Board and Audit Committee (and not possible to be previously considered) in the selection of the Company's auditors is not just a specific matter relating to changing the Company's ordinary business day-to-day operations. I am not trying to tell the Huron Board or Audit Committee on what factors to consider or how to weigh those factors using their expert judgement in making their registered accounting firm decision (which may be considered micro-managing). I am just trying to finally logistically get all remaining facts to the Huron Board and Audit Committee (discussions and facts of which only I as the prior Corporate Controller and Chief Accounting Officer have knowledge of), for the Audit Committee to have all of the important facts in order for the Audit Committee to fully discuss and decide which facts to consider in their normal audit firm decision selection process.

Last year, Huron Consulting Group argued to the SEC that other prior public company proposals related to auditor selection were excluded by the SEC from Shareholder Resolutions. The prior excluded Shareholder Resolutions by the SEC related to proposed changes in the Company's or Audit Committee's policies and/or procedures. For example, excluded Resolutions related to 1) proposals requesting that the appointment of the independent auditor be presented at annual meetings for shareholder ratification or rejection (a new added procedure/policy), 2) proposals requesting that the audit committee prepare and disclose to shareholders a report concerning the selection of independent auditors (a new added procedure/policy), and 3) proposals that seek to require the rotation of or to limit the term of engagement of a company's independent auditor (a new added procedure/policy). It was also noted that the method of selecting independent auditors touched upon the company's "ordinary business operations" and not an appropriate subject matter for a shareholder proposal because the shareholders do not have the expertise to actually change the method of selecting the company's independent auditor.

For this year, I changed the wording to be a suggestion of "considering new facts" not previously considered by the Audit Committee in their annual selection method of the registered public accounting firm, and not addressing the "method" of selecting independent auditors with these new facts, or communicating the details back to the shareholders. My 2018 Shareholder Resolution is different than other prior public companies who were trying to require specific procedural or policy change actions of the company in regards to its on-going independent accountant selection. I am not trying to change any corporate, Board or Audit Committee procedures/policies, or how the Audit Committee makes their decisions or to require automatic decisions like auditor rotation. I am not asking the Company or the Audit Committee to change or disclose detail methods of the selection of the independent auditor that the Audit Committee, the Board and the Company have set up in their best judgement. My Resolution is just asking the Audit Committee to consider certain new facts in their next annual process utilizing their same policy and procedures that they set up with their expert judgement and knowledge. I believe these new facts may change the Audit Committee's conclusion on PwC as the Company's independent auditor.

In addition, my Shareholder Proposal is different than most other public companies' shareholder proposals because it is being submitted by a prior insider of the company, a six-year corporate officer who knows the prior historical facts better than a typical independent shareholder would.

I presume that the reason why Huron Consulting Group doesn't understand why I am doing this Shareholder Proposal is because no one – not the Huron Board of Directors, the Huron Audit Committee, the SEC, nor Mayer Brown in their 2009 Report – ever asked me about PwC's actions over the years that contributed to the 2009 Huron accounting restatement. As I have communicated in the past, for the Huron Board of Directors and Audit Committee to have done a thorough/complete investigation of PwC's actions from 2007 through 2009, the Board or Audit Committee would have had to talk to their key internal employee directly dealing and discussing with PwC during that time period, which was me. The Huron Board of Directors or Audit Committee never talked or consulted with me about PwC. The 2009 Mayer Brown LLP interviews/investigation was not focused on PwC. The 2009 Mayer Brown report was also inadequate in a number of areas. The Mayer Brown attorneys were still asking critical questions and doing critical interviews two to three weeks after the July 2009 announcement of the accounting restatement to the public, and the Final Mayer Brown 2009 Report was still missing critical data, facts and discussions. Therefore, I have additional knowledge that the Huron Board and Audit Committee were never aware of and could not have considered in prior annual decision selections of the firm's independent accounting firm. In addition, I invite Huron Consulting Group, Inc. to confirm with the other Huron employees who worked with me at Huron about my ethics and integrity, and that I always strive to do the right, honest thing.

Huron Consulting Group, Inc. may still try to invoke one of the 13 criteria described in Rule 14a-8 to exclude this resolution. However, why would the Company decide to excluded this Shareholder Resolution given the first-hand observation of the then Corporate Controller (key employee) of the poor quality of service, guidance and expertise provided by PricewaterhouseCoopers in regards to the company's acquisitions, and to ignore the specific examples that are included in the attached resolution? If the Company needs more examples of why PwC should be removed, I request that Huron Consulting Group contact me.

In summary, I am just trying to do the right thing here with PwC and my Shareholder Proposal. Huron management is responsible for the financial statements and internal controls around those 2006-2009 financial statements. However, if PwC had provided consistent accounting discussions and guidance, and properly pointed out Sarbanes-Oxley internal controls that they needed to adequately audit the acquired companies (especially when specifically asked the general question about potential re-distributed earnout payments between the selling shareholders and what conflicting accounting pronouncements would take priority), the significant 2009 accounting retroactive restatement may not have happened, or at least significantly reduced. I asked the PwC audit team to consult with their National Office in 2007. If PwC said that there were additional accounting issues when acquiring service companies, I would have set up additional internal controls back in 2007. In 2009, PwC completely turned around and changed their original acquisition accounting conclusion and internal control decisions that were communicated to Huron in 2007.

I am available to discuss the attached Shareholder Resolution with Huron Consulting Group, Inc. because I am a concerned long-term shareholder of thirteen years and want to see Huron Consulting Group finally do the right action in regards to their independent registered public accounting firm.

Sincerely,

Wayne E. Lipski

Wayne E. Lipski, CPA, CGMA
Former Chief Accounting Officer, Corporate Controller, Assistant
Treasurer, and Company Corporate Officer for 6 Years

Attachments

Cc: James Roth, Chief Executive Officer
C. Mark Hussey, Executive Vice President and Chief Operating Officer
John Kelly, Executive Vice President, Chief Financial Officer and Treasurer
Ellen Wong, Corporate Vice President, Controller and Assistant Treasurer

Huron Consulting Group, Inc.
Shareholder Proposal/Resolution
For Next Proxy Statement Issued in 2018
Submission Date: November 20, 2017

Proposal Name: Reconsideration of PricewaterhouseCoopers (PwC) as independent registered public accounting firm of Huron Consulting Group, Inc. (Huron) due to the audit firm's poor past performance in regards to the Company's acquisitions.

Resolution:

WHEREAS, based on the following new information externally represented by the 2009 Huron Chief Accounting Officer in this Proposal/Resolution,

WHEREAS, specific acquisition accounting and internal control guidance discussions were specifically requested of PwC at the end of 2007, one and one-half years before the July 2009 acquisition-related restatement occurred; their earlier conclusions and guidance were later found to be inadequate even after consulting with their National Office,

WHEREAS, PwC also audited one of the acquisitions, Callaway Partners LLC, for inclusion in the October 12, 2007 Form 8-K/A filing, including the ending bonus payouts, and did not discover/disclose to management (and did not properly audit) that the bonus payouts were contingent upon continuing post-acquisition employment by Huron,

WHEREAS, PricewaterhouseCoopers during the 2009 accounting restatement stated that they were not concerned about certain acquisitions because the additional work would not generate additional contingent compensation; however, the Huron Chief Accounting Officer ignored PwC's advice and found additional contingent compensation that needed to be included in the accounting restatement, again highlighting PwC's lack of expertise in this area, and

WHEREAS, PwC did not properly disclose the above situations/shortfalls during the Securities and Exchange Commission's accounting restatement investigation.

RESOLVED, the shareholders of Huron Consulting Group, Inc. recommend that the Huron Audit Committee (utilizing their expertise, judgement and decision procedures) have a discussion with the 2009 Chief Accounting Officer and consider these newly-disclosed significant quality-related statements related to PricewaterhouseCoopers significant past poor performance on prior Huron acquisitions when

the Audit Committee considers the next annual selection/ratification of the Company's independent registered public accounting firm for the year 2019.

Supporting Statement:

To make sure it had the proper internal controls in place, Huron management initiated extensive on-point discussions toward the end of 2007 with PwC about the possible accounting and internal control impacts of acquisition owners potentially using post-acquisition earnout payments to move money amongst themselves, including payments contingent upon future employment at Huron. Management also requested that the PwC audit team discuss these potential accounting issues with their National Office. PwC had no accounting/control concerns in 2007 with this possible situation. PwC then drafted their 2007 management representation wording which documented their conclusion. However in 2009, post-acquisition money potentially moving among the pre-acquisition owners contingent upon Huron continued employment ended up being the largest dollar amount (75%) of the total 2009 accounting restatement issue. PwC failed to properly provide accounting and internal control guidance one and one-half years before the 2009 accounting restatement issue was discovered by the Huron Chief Accounting Officer and brought to the attention of the Huron Board. However, the 2009 Chief Accounting Officer confirms that the Huron Board has never wanted to discuss with him in detail these specific facts about PwC's actions.



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Diane E. Ratekin
Executive Vice President, General Counsel and Corporate Secretary
Huron Consulting Group, Inc.
550 West Van Buren Street
Chicago, IL 60607

November 20, 2017

Per the attached report, we verify that as of November 17, 2017, Wayne Edward Lipski continuously held for over one year 2,694 shares of Huron Consulting Group, Inc. stock (symbol: HURN), with a continuous minimum total value greater than \$2,000 during that time. We also verify that Wayne Edward Lipski continuously held the same 2,694 shares of Huron Consulting Group, Inc. stock since September 18, 2009, and continues to own as of today's date, November 20, 2017.

Best Regards,

A handwritten signature in black ink, appearing to read "Scott Zimmerman", with a long, sweeping underline.

Scott Zimmerman
Financial Advisor

Enclosure: Portfolio Report, Return Envelope



Disclosures applicable to accounts at UBS Financial Services Inc. (continued)

Important information for former Piper Jaffray and McDonald Investments clients: As an accommodation to former Piper Jaffray and McDonald Investments clients, these reports include performance history for their Piper Jaffray accounts prior to August 12, 2006 and McDonald Investments accounts prior to February 9, 2007, the date the respective accounts were converted to UBS FS. UBS FS has not independently verified this information nor do we make any representations or warranties as to the accuracy or completeness of that information and will not be liable to you if any such information is unavailable, delayed or inaccurate.

For insurance, annuities, and 529 Plans, UBS FS relies on information obtained from third party services it believes to be reliable. UBS FS does not independently verify or guarantee the accuracy or validity of any information provided by third parties. Information for insurance, annuities, and 529 Plans that has been provided by a third party service may not reflect the quantity and market value as of the previous business day. When available, an "as of" date is included in the description.

Investors outside the U.S. are subject to securities and tax regulations within their applicable jurisdiction that are not addressed in this report. Nothing in this report shall be construed to be a solicitation to buy or offer to sell any security, product or service to any non-U.S. investor, nor shall any such security, product or service be solicited, offered or sold in any jurisdiction where such activity would be contrary to the securities laws or other local laws and regulations or would subject UBS to any registration requirement within such jurisdiction.

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APPENDIX C

POLICY

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**HURON CONSULTING GROUP INC.
POLICY ON REPORTING CONCERNS AND COMPLAINTS
REGARDING ACCOUNTING, INTERNAL ACCOUNTING CONTROLS
AND AUDITING MATTERS**

Huron Consulting Group Inc. (the "**Company**") is committed to compliance with applicable securities and other laws, rules, and regulations, accounting standards and internal accounting controls. It is the responsibility of each director, officer and employee of the Company to promptly report complaints or concerns regarding accounting, internal accounting controls and auditing matters ("**Accounting Issues**"). In order to facilitate such reports, the Audit Committee of the Board of Directors has established the following procedures for the receipt, retention and treatment of complaints received by the Company regarding Accounting Issues, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

Reports by employees or directors may be made directly to the General Counsel, or through the Company Hotline or web-based system, both of which are provided by EthicsPoint on a 24/7 basis, 365 days a year, and which are described in more detail below. Reports will be treated confidentially to the extent possible. ***No one will be subject to retaliation because of a good faith report of a complaint, concern or suspected misconduct.***

Reports may be submitted by mail to the General Counsel at the following address:

Huron Consulting Group Inc.
550 West Van Buren Street
Chicago, Illinois 60607
Attn: General Counsel

The Hotline

The Company has a 24-hour Hotline, 1-800-690-8135, which you can use to report complaints or concerns regarding Accounting Issues, or to report any suspected violation of applicable law or Company policy. You may report suspected violations to the Hotline anonymously. However, providing your name allows the Company to contact you if necessary during any investigation. Either way, you should treat the information that you provide 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. However, identities may be revealed during any investigation.

When you call the Hotline, you will speak with a live person at the EthicsPoint Contact Center, who will take your report. To protect your confidentiality, your call will not be recorded. At the end of your report, you will be provided a unique report key and asked to create a personal password, so that you may follow up on your report anonymously.

Web-Based Reporting

You may report your complaint or concern by logging onto www.ethicspoint.com. When you do so, you will be provided the option to remain anonymous. EthicsPoint has taken several steps in order to ensure the anonymity of reporters. As with the Hotline, you will be provided a unique report key and asked to create a personal password which will allow you to subsequently visit the report anonymously.

Protection Against Reprisals

No one will be subject to retaliation because of a good faith report of a concern or complaint regarding Accounting Issues or suspected misconduct. It is prohibited to discriminate against employees for making good faith reports in any of the terms and conditions of their employment, including but not limited to job assignment, promotion, compensation training, discipline and termination. Any suspected acts of retaliation should be reported immediately to the General Counsel. An employee's right to protection from retaliation does not extend immunity for any complicity in the matters that are the subject of a complaint or an ensuing investigation.

Treatment of Complaints and Retention of Records

The General Counsel will forward copies of concerns and complaints regarding Accounting Issues to the Audit Committee, as appropriate, and will provide periodic reports to the Audit Committee regarding concerns or complaints relating to Accounting Issues. The General Counsel will retain copies of all complaints, investigative reports, summaries of reports and other records relating to concerns and complaints regarding Accounting Issues in accordance with the Company's records retention policy.

Investigations

Reports of suspected violations of law and Company policies will be appropriately investigated. The General Counsel will make periodic reports to the Audit Committee regarding the investigation and resolution of such reports. It is imperative that reporting persons not conduct their own preliminary investigations. Investigations may involve complex legal issues, and acting on your own may compromise the integrity of an investigation and adversely affect both you and the Company. The Audit Committee may, in its discretion, appoint a person other than the General Counsel to initiate and direct an investigation, including an outside attorney or consultant.

Discipline

Company personnel who violate applicable securities or other laws or Company policies and procedures may be subject to disciplinary action, up to and including discharge.

No Rights Created

This Policy is a statement of certain fundamental principles and key policies and procedures that govern the conduct of the Company's business. It is not intended to and does not create any rights in any employee, director, client, supplier, competitor, stockholder or any other person or entity. The Policy does not, in any way, constitute an employment contract or an assurance of continued employment. Additionally, the policy is in no way intended to limit the rights of employees to report alleged violations relating to Accounting Issues to proper governmental and regulatory authorities.