LINCOLN EDUCATIONAL SERVICES CORP
Form 10-Q
August 09, 2007

U. S. SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

Form 10-Q

(Mark One)

ý **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended June 30, 2007

or

o **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Commission File Number 000-51371

LINCOLN EDUCATIONAL SERVICES CORPORATION
(Exact name of registrant as specified in its charter)

New Jersey	**57-1150621**
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)

200 Executive Drive, Suite 340
West Orange, NJ 07052
(Address of principal executive offices)

(973) 736-9340
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ý No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer o Accelerated filer ý Non-accelerated filer o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
Yes o No ý

As of August 7, 2007, there were 25,504,966 shares of the registrant’s common stock outstanding.

LINCOLN EDUCATIONAL SERVICES CORPORATION AND SUBSIDIARIES

INDEX TO FORM 10-Q

FOR THE QUARTER ENDING JUNE 30, 2007

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PART I – FINANCIAL INFORMATION
Item 1. FINANCIAL STATEMENTS

LINCOLN EDUCATIONAL SERVICES CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(In thousands, except share amounts)
(Unaudited)

	June 30, 2007		
(Thousands)	2009	2008	2007
INCOME:			
Employer contribution credits	80	132	58
Participant deferred compensation	4,549	5,029	2,052
Deemed interest and dividend credits	3,085	3,022	3,114
Deemed net unrealized appreciation (depreciation) of investments	2,301	(8,259)	(897)
	10,015	(76)	4,327
TRANSFER from Peoples Energy Corporation Plans	-	3,848	-
Total additions	10,015	3,772	4,327
DEDUCTIONS:			
Benefits paid to participants	4,809	3,135	2,569
Forfeitures	37	75	-
Total deductions	4,846	3,210	2,569
NET INCREASE IN PLAN EQUITY	5,169	562	1,758
PLAN EQUITY, BEGINNING OF YEAR	55,610	55,048	53,290
PLAN EQUITY, END OF YEAR	$ 60,779	$ 55,610	$ 55,048

See notes to financial statements.

INTEGRYS ENERGY GROUP, INC.
DEFERRED COMPENSATION PLAN

NOTES TO FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 2009, 2008 AND 2007
(DOLLARS IN THOUSANDS)

1. DESCRIPTION OF THE PLAN

General – Integrys Energy Group, Inc. (the "Company") sponsors the Integrys Energy Group, Inc. Deferred Compensation Plan as amended and restated effective April 1, 2008 (the "Plan"). The Plan supersedes previous deferred compensation plans dating back to 1987. The following brief description of the Plan provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

The Plan is a non-qualified, deferred compensation plan. The Plan is an employee pension benefit plan subject to the Employee Retirement Income Security Act of 1974, as amended ("ERISA"), although, as discussed in more detail below, the Plan is exempt from many of ERISA's substantive requirements.

Administration – The Plan is administered by the Compensation Committee of the Board of Directors. The Committee administers and interprets the Plan and supervises preparation of the various forms and elections required pursuant to the Plan. Participant accounts are maintained by Clark Consulting, a third party administrator.

Plan Amendment – The Company merged with Peoples Energy Corporation on February 21, 2007. Peoples Energy Corporation had several deferred compensation plans. These plans were merged with the Integrys Energy Group, Inc. Plan, effective April 1, 2008. At the time the plans merged, the Company's deferred compensation plan was amended and restated. The investment options available to participants were expanded to generally mirror the investment funds provided by the Wisconsin Public Service Corporation 401(k) plans. Matching contribution credits that prior to January 1, 2008 were credited to participant accounts in the form of locked stock units can now be credited to their accounts in accordance with investment elections made by the participants. The additional 5% premium for the annual bonus payments that had been given to participants who chose deferrals prior to April 1, 2008 into the Integrys stock unit account was eliminated. In addition, effective April 1, 2008, no additional employee deferral amounts may be allocated to Reserve Account B. A participant may transfer amounts from Reserve Account B to another available investment option, but once transferred, the amounts cannot be allocated back to Reserve Account B.

Grantor Trusts – Wisconsin Public Service Corporation (WPSC), a wholly owned subsidiary of the Company, established a revocable Grantor ("Rabbi") Trust in July 1988. The WPSC Trust was subsequently moved to Integrys Energy Group, Inc. and was most recently amended and restated in February 2005. The WPSC Trust was governed by and subject to the terms of a trust agreement entered into between the Company, as Grantor, and State Street Bank and Trust Company, the WPSC Trustee through January 4, 2010. Effective January 4, 2010, The Northern Trust Company became the trustee.

Peoples Energy Corporation (PEC), a wholly owned subsidiary of the Company, established an irrevocable Grantor ("Rabbi") Trust in September 1995. The PEC Trust was most recently amended and restated in July 2006. The PEC Trust is governed by and subject to the terms of a trust agreement entered into between the Company, as Grantor, and The Northern Trust Company, the current PEC Trustee.

Although the Company maintains two Grantor Trusts and may use the Trusts at its discretion to accumulate certain assets to assist the Company in meeting its obligations under the Plan, the Plan has no investments of its own. The sole asset of the Plan is a receivable from the Company in an amount equal to the value of all participant accounts. Obligations in excess of assets held by the Grantor Trusts are paid through the assets of the Company.

Participation – The Plan is open to a number of members of the Integrys Energy Group, Inc. Board of Directors and a select group of management and highly compensated employees of the Company, its subsidiaries, and affiliates. An employee may participate in the Plan only if designated for participation by the Compensation Committee of the Board of Directors. Once nominated, participation in the plan is entirely voluntary.

Participant Accounts – Individual accounts are maintained for each Plan participant. Each participant's account is credited with the participant's deferrals, applicable employer contribution credits and deemed investment gains, and charged with benefit distributions and forfeitures, if applicable, and allocations of deemed investment losses. The deemed investment gains and losses are determined based upon the hypothetical investment options elected by the Plan participants.

Participant Deferrals – A participant can defer up to 100% of his or her base earnings, in increments of 1%. In addition, each participant can defer up to 100% of his or her annual bonus, and up to 100% of any long-term incentive plan performance share awards and any restricted stock awards, in increments of 1%.

Employer Contribution Credits – If deferral of base compensation and/or annual bonus under this Plan results in a reduced 401(k)/ESOP match under the Company sponsored qualified plans, participants will receive credit for the "lost" match in this plan.

Effective April 1, 2008, the Company added a Defined Contribution SERP Credit. The Compensation Committee of the Board of Directors specifically selects participants for this credit and designates the percentage of the participant's base salary and annual incentive that is to be credited to the participant's account as a SERP credit. If the Committee does not affirmatively designate the applicable percentage, the applicable percentage shall be 12% until the Committee affirmatively designates a different percentage.

Effective April 1, 2008, the Company added a Defined Contribution Pension Restoration Credit. Employees eligible for the Deferred Compensation Plan and the Qualified Defined Contribution Age/Service contribution to the 401(k) plan are eligible for this pension restoration credit.

Vesting and Forfeitures – Participants are immediately and fully vested in all contributions and earnings, except for the deferral of restricted stock awards and the Defined Contribution SERP credit. Prior to February 2009, participants were not able to defer the first 25% of the restricted stock awards granted. The remaining 75%, if deferred, vested at a rate of 33% on the second anniversary of the grant date, 33% on the third anniversary of the grant date, and 34% on the fourth anniversary of the grant date. Beginning with the February 2009 grant, restricted stock awards vest at 25% per year. The Defined Contribution SERP credit together with all related deemed investment gains or losses vests after completing five years of service. Participants who terminate employment prior to becoming 100% vested in the deferred portion of their restricted stock award or Defined Contribution SERP credit forfeit the unvested portion. Vesting agreements vary by grant. During the year ended December 31, 2009, approximately $37,000 (in dollars) was forfeited.

Distributions –Distribution of a participant's account will commence within 60 days following the calendar year during which the six-month anniversary of the date on which the participant terminates employment or service from the Company occurs, unless the participant has selected a later commencement date. Distributions will be made in 1 to 15 annual installments, as elected by the participant. Participants who retired or terminated prior to 2001 receive their distributions according to the plan in existence when they separated from service. In order to comply with Internal Revenue Code Section 409A, all participants had to make a distribution election by December 31, 2008. If no distribution election was made, the default is a lump sum payment.

Investments - Investments represent hypothetical investments that are maintained for record keeping purposes only. Participants direct their cash deferrals into various investment fund equivalents offered by the Plan. The investment fund equivalents currently offered by the Plan to participants include Integrys common stock, mutual funds, and a common collective trust.

Prior to April 1, 2008, participants were able to defer into Reserve Account B while participating in the Integrys Energy Group, Inc. Deferred Compensation Plan. Reserve Account B provides for an interest equivalent credit of 70% of the Company's consolidated return on common equity or a minimum return established by the Plan. Prior to January 1, 1996, participants were able to defer into Reserve Account A. Reserve Account A provides for an interest equivalent credit of 100% of the Company's consolidated return on common equity.

As of December 31, 2009, 2008 and 2007, vested hypothetical investments in Integrys common stock were $26,524, $26,438, and $26,075, respectively.

The following is a summary of the deemed net unrealized appreciation/depreciation of investments for the years ended December 31, 2009, 2008 and 2007:

	2009	2008	2007
Integrys common stock	$ 120	$ (5,359)	$ (1,282)
Mutual funds	2,181	(2,900)	385
Deemed net unrealized appreciation (depreciation) of investments	$ 2,301	$ (8,259)	$ (897)

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Plan Termination – Although it has not expressed any intent to do so, the Company's Board of Directors has the right to amend or terminate the Plan provided that no amendment or termination may reduce or eliminate any account balance accrued to the date of such amendment or termination.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting – The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America.

Use of Estimates –The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan administrator to make estimates and assumptions that affect the reported amounts of assets, income, deductions, and changes in Plan equity. Actual results could differ from those estimates.

Receivable from the Company – As explained in Note 3 the Plan is unfunded with benefits paid solely out of the general assets of the Company. The Plan records a receivable from the Company equal to the sum of all participant account balances.

Administrative Expenses – Costs of establishing and administering the Plan are paid by the Company and not recorded within the financial statements of the Plan.

3. INCOME TAX STATUS

Because the Plan is unfunded with benefits paid solely out of the general assets of the Company, no provision for federal income taxes has been made in the accompanying financial statements. The Plan is not required to maintain its assets in a trust. The plan is an unfunded employee pension benefit plan which is maintained by the Company for the purpose of providing deferred compensation for a select group of management or highly compensated employees; and the Plan is, therefore, exempt from Parts 2, 3 and 4 of Subtitle B of Title I of ERISA, which pertain to participation, vesting, funding and fiduciary responsibilities. Pursuant to regulations issued by the Secretary of Labor in 29 CFR 2520.104-23, the Plan is exempt from the reporting and disclosure provisions of Part 1 of Subtitle B of Title I of ERISA, except for the requirement to file a brief "registration statement" with the Department of Labor (which has been done) and except for the requirement to provide Plan documents to the Secretary of Labor upon request. Title IV of ERISA, relating to plan termination insurance, does not apply to the Plan. The Plan is a nonqualified plan for federal income tax purposes and is not subject to the qualification requirements of Section 401 of the Internal Revenue Code of 1986, as amended.

* * * * * *

SIGNATURES

The Plan. Pursuant to the requirements of the Securities Exchange Act of 1934, the Plan Administrator of the Integrys Energy Group, Inc. Deferred Compensation Plan has duly caused this Annual Report to be signed on its behalf by the undersigned hereunto duly authorized, in the City of Green Bay and the State of Wisconsin this 16th day of June, 2010.

INTEGRYS ENERGY GROUP, INC.
DEFERRED COMPENSATION PLAN

By: /s/ Joseph P.
O'Leary
Joseph P. O'Leary
Senior Vice President and Chief Financial Officer on behalf of
Integrys Energy Group, Inc. which administers the Integrys
Energy Group, Inc. Deferred Compensation Plan

INTEGRYS ENERGY GROUP, INC.

Exhibit Index to Form 11-K
for the Fiscal Year ended December 31, 2009

Exhibit Number
None

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SIZE: 10pt; FONT-FAMILY: times new roman;">$

75,363

$

154,418

$

150,876

COSTS AND EXPENSES:

Educational services and facilities

34,752

32,609

70,504

64,746

Selling, general and administrative

40,854

40,955

85,603

79,623

Gain on sale of assets

(15)

-

(15)

-

Impairment of goodwill and long-lived assets

3,005

-

3,005

-

Total costs & expenses

78,596

		73,564	159,097	144,369
OPERATING (LOSS) INCOME	(2,320)	1,799	(4,679)	6,507
OTHER:				
Interest income	35	306	83	777
Interest expense	(670)	(570)	(1,154)	(1,044)
Other income	-	54	-	70
(LOSS) INCOME BEFORE INCOME TAXES	(2,955)	1,589	(5,750)	6,310
(BENEFIT) PROVISION FOR INCOME TAXES	(1,255)	623	(2,432)	2,582
NET (LOSS) INCOME	$(1,700)	$ 966		

$(3,318) $

3,728

Earnings (loss) per share - basic:

Net (loss) income available to common stockholders

$(0.07) $
0.04

$(0.13) $

0.15

Earnings (loss) per share - diluted:

Net (loss) income available to common stockholders

$(0.07) $
0.04

$(0.13) $

0.14

Weighted average number of common shares outstanding:

Basic

25,483

25,303

25,471

25,245

Diluted

25,483

26,084

25,471

26,061

See notes to unaudited condensed consolidated financial statements.

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LINCOLN EDUCATIONAL SERVICES CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY
(In thousands)
(Unaudited)

	Common Stock		Additional Paid-in	Deferred	Accumulated Other Comprehensive	Retained	
	Shares	Amount	Capital	Compensation	Loss	Earnings	Total
BALANCE - December 31, 2006	25,451	$ 120,182	$ 7,695	$ (467)	$ (2,411)	$ 26,784	$ 151,783
Net loss	-	-	-	-	-	(3,318)	(3,318)
Initial adoption of FIN 48	-	-	-	-	-	(100)	(100)
Issuance of restricted stock and amortization of deferred compensation	23	-	320	(181)	-	-	139
Stock-based compensation expense	-	-	749	-	-	-	749
Tax benefit of options exercised	-	-	45	-	-	-	45
Exercise of stock options	22	111	-	-	-	-	111
BALANCE - June 30, 2007	25,496	$ 120,293	$ 8,809	$ (648)	$ (2,411)	$ 23,366	$ 149,409

See notes to unaudited condensed consolidated financial statements.

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LINCOLN EDUCATIONAL SERVICES CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)
(Unaudited)

	Six Months Ended June 30, 2007	2006
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net (loss) income	$ (3,318)	$ 3,728
Adjustments to reconcile net (loss) income to net cash used in operating activities:		
Depreciation and amortization	7,768	7,136
Amortization of deferred finance charges	95	97
Deferred income taxes	(999)	(1,469)
Gain on disposal of assets	(15)	-
Impairment of goodwill and long-lived assets	3,005	-
Fixed asset donations	-	(16)
Provision for doubtful accounts	7,980	7,446
Stock-based compensation expense and issuance of restricted stock	888	757
Tax benefit associated with exercise of stock options	-	359
Deferred rent	336	618
(Increase) decrease in assets:		
Accounts receivable	(7,681)	(8,544)
Inventories	386	(330)
Prepaid expenses and current assets	(662)	(1,893)
Other assets	(267)	40
Increase (decrease) in liabilities:		
Accounts payable	1,714	(2,863)
Other liabilities	(278)	(1,062)
Income taxes payable/prepaid	(10,725)	(6,602)
Accrued expenses	(688)	1,035
Unearned tuition	(7,834)	(9,831)
Total adjustments	(6,977)	(15,122)
Net cash used in operating activities	(10,295)	(11,394)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Restricted cash	(538)	(2,069)
Capital expenditures	(11,543)	(8,643)
Acquisitions, net of cash acquired	-	(32,759)
Net cash used in investing activities	(12,081)	(43,471)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from borrowings	21,500	10,000
Payments on borrowings	-	(55)
Proceeds from exercise of stock options	111	272
Tax benefit associated with exercise of stock options	45	-
Principal payments under capital lease obligations	(44)	(142)
Net cash provided by financing activities	21,612	10,075
NET DECREASE IN CASH AND CASH EQUIVALENTS	(764)	(44,790)
CASH AND CASH EQUIVALENTS—Beginning of period	6,461	50,257

CASH AND CASH EQUIVALENTS—End of period	$	5,697	$	5,467

See notes to unaudited condensed consolidated financial statements.

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LINCOLN EDUCATIONAL SERVICES CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)
(Unaudited)
(Continued)

	Six Months Ended June 30,			
		2007		**2006**
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:				
Cash paid during the year for:				
Interest	$	1,000	$	932
Income taxes	$	9,287	$	10,294
SUPPLEMENTAL SCHEDULE OF NONCASH INVESTING AND FINANCING ACTIVITIES:				
Cash paid during the year for:				
Fair value of assets acquired	$	-	$	48,987
Net cash paid for the acquisition		-		(39,973)
Liabilities assumed	$	-	$	9,014

See notes to unaudited condensed consolidated financial statements.

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LINCOLN EDUCATIONAL SERVICES CORPORATION AND SUBSIDIARIES
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
SIX MONTHS ENDED JUNE 30, 2007 AND 2006
(In thousands, except share and per share amounts and unless otherwise stated)
(Unaudited)

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Business Activities– Lincoln Educational Services Corporation and subsidiaries (the "Company") is a diversified provider of career-oriented post-secondary education. The Company offers recent high school graduates and working adults degree and diploma programs in five principal areas of study: Automotive Technology, Health Sciences (which includes programs for licensed practical nursing (LPN), medical administrative assistants, medical assistants, pharmacy technicians, medical coding and billing and dental assisting), Business and Information Technology, Hospitality Services (spa and culinary) and Skilled Trades. The Company currently has 37 campuses in 17 states across the United States.

Basis of Presentation– The accompanying unaudited condensed consolidated financial statements have been prepared by the Company pursuant to the rules and regulations of the Securities and Exchange Commission and in accordance with accounting principles generally accepted in the United States of America ("GAAP"). Certain information and footnote disclosures normally included in annual financial statements have been omitted or condensed pursuant to such regulations. These statements, when read in conjunction with the December 31, 2006 consolidated financial statements of the Company, reflect all adjustments, consisting solely of normal recurring adjustments, necessary to present fairly the consolidated financial position, results of operations, and cash flows for such periods. The results of operations for the three and six months ended June 30, 2007 are not necessarily indicative of the results that may be expected for the fiscal year ending December 31, 2007.

The unaudited condensed consolidated financial statements as of June 30, 2007 and the condensed consolidated financial statements as of December 31, 2006 and for the three and six months ended June 30, 2007 and 2006 include the accounts of the Company. All significant intercompany accounts and transactions have been eliminated.

Use of Estimates in the Preparation of Financial Statements– The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the period. On an ongoing basis, the Company evaluates the estimates and assumptions, including those related to revenue recognition, bad debts, fixed assets, goodwill and other intangible assets, stock-based compensation, income taxes, benefit plans and certain accruals. Actual results could differ from those estimates.

2. RECENT ACCOUNTING PRONOUNCEMENTS

In February 2007, the Financial Accounting Standards Board ("FASB") issued Statement of Financial Accounting Standards ("SFAS") No. 159 "*The Fair Value Option for Financial Assets and Financial Liabilities*", providing companies with an option to report selected financial assets and liabilities at fair value. The objective of SFAS No. 159 is to reduce both complexity in accounting for financial instruments and the volatility in earnings caused by measuring related assets and liabilities differently. Generally accepted accounting principles have required different measurement attributes for different assets and liabilities that can create artificial volatility in earnings. SFAS No. 159 helps to mitigate this type of accounting-induced volatility by enabling companies to report related assets and liabilities at fair value, which would likely reduce the need for companies to comply with detailed rules for hedge accounting. SFAS No. 159 also establishes presentation and disclosure requirements designed to facilitate comparisons between companies that choose different measurement attributes for similar types of assets and liabilities. SFAS No. 159 requires companies to provide additional information that will help investors and other users of financial statements to more easily understand the effect of the Company's choice to use fair value on its earnings. It also requires entities to display the fair value of those assets and liabilities for which the Company has chosen to use fair value on the face of the balance sheet. SFAS No. 159 will be effective for the Company as of January 1, 2008. The Company is currently evaluating the impact of the adoption of this Statement on its consolidated financial statements.

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In September 2006, the FASB issued SFAS No. 158, *"Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans, an amendment of FASB Statements No. 87, 88, 106, and 132(R)."* Among other items, SFAS No. 158 requires recognition of the overfunded or underfunded status of an entity's defined benefit postretirement plan as an asset or liability in the financial statements, requires the measurement of defined benefit postretirement plan assets and obligations as of the end of the employer's fiscal year, and requires recognition of the funded status of defined benefit postretirement plans in other comprehensive income. The Company adopted SFAS No. 158 on December 31, 2006. The incremental effects of applying SFAS No. 158 on the Company's December 31, 2006 consolidated financial statements, on a line by line basis, are as follows:

	Balances Before Adoption of Statement 158	Adjustments	Balances After Adoption of Statement 158
Pension plan assets, net	$ 5,169	$ (4,062)	$ 1,107
Deferred income taxes	1,037	1,651	2,688
Accumulated other comprehensive income	-	2,411	2,411

In September 2006, the FASB issued SFAS No. 157, "*Fair Value Measurements."* SFAS No. 157 defines fair value, establishes a framework for measuring fair value in GAAP, and expands disclosures about fair value measurements. This Statement applies under other accounting pronouncements that require or permit fair value measurements, the Board having previously concluded in those accounting pronouncements that fair value is the relevant measurement attribute. Accordingly, this Statement does not require any new fair value measurements. The provisions of SFAS No. 157 are effective for the Company as of January 1, 2008. The adoption of the provision of SFAS No. 157 is not expected to have a material effect on the Company's consolidated financial statements.

In September 2006, the Securities and Exchange Commission ("SEC") issued Staff Accounting Bulletin ("SAB") No. 108 which provides interpretive guidance on how the effects of the carryover or reversal of prior year unrecorded misstatements should be considered in quantifying a current year misstatement. SAB No. 108 is effective for the Company as of January 1, 2007. The adoption of the provision of SAB No. 108 had no effect on the Company's consolidated financial statements.

In June 2006, the FASB issued FASB Interpretation ("FIN") No. 48, "*Accounting for Uncertainty in Income Taxes*." FIN No. 48 clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements in accordance with FASB SFAS No. 109, "*Accounting for Income Taxes*", which was adopted by the Company on January 1, 2007. FIN No. 48 prescribes a recognition threshold and a measurement attribute for the financial statement recognition and measurement of tax positions taken or expected to be taken in a tax return. For those benefits to be recognized, a tax position must be more-likely-than-not to be sustained upon examination by taxing authorities. The amount recognized is measured as the largest amount of benefit that is greater than 50 percent likely of being realized upon ultimate settlement. The adoption of FIN No. 48 resulted in a cumulative effect adjustment to retained earnings as of January 1, 2007 of $0.1 million.

In March 2006, the FASB issued SFAS No. 156, "*Accounting for Servicing of Financial Assets.*" SFAS No. 156 provides guidance addressing the recognition and measurement of separately recognized servicing assets and liabilities, common with mortgage securitization activities, and provides an approach to simplify efforts to obtain hedge accounting treatment. SFAS No. 156 was adopted on January 1, 2007. The adoption of the provision of SFAS No. 156 had no effect on the Company's consolidated financial statements.

In February 2006, the FASB issued SFAS No. 155, "*Accounting for Certain Hybrid Financial Instruments*." SFAS No. 155 is effective beginning January 1, 2007. The adoption of the provision of SFAS No. 155 had no effect on the Company's consolidated financial statements.

3. STOCK-BASED COMPENSATION

The Company currently accounts for stock-based employee compensation arrangements in accordance with the provisions of SFAS No. 123R, "*Share Based Payment.*" Reflected in the accompanying statements of income is compensation expense, including amortization of deferred compensation, of approximately $0.5 million and $0.4 million for the three months ended June 30, 2007 and 2006, respectively, and $0.9 million and 0.7 million for the six months ended June 30, 2007 and 2006, respectively. The Company uses the Black-Scholes valuation model and utilizes straight-line amortization of compensation expense over the requisite service period of the grant. The Company makes an estimate of expected forfeitures upon grant issuance.

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4. WEIGHTED AVERAGE COMMON SHARES

The weighted average numbers of common shares used to compute basic and diluted income per share for the three and six months ended June 30, 2007 and 2006, respectively, were as follows:

	Three Months Ended June 30, (In thousands)		Six Months Ended June 30, (In thousands)	
	2007	2006	2007	2006
Basic shares outstanding	25,483	25,303	25,471	25,245
Dilutive effect of stock options	-	781	-	816
Diluted shares outstanding	25,483	26,084	25,471	26,061

For the three months ended June 30, 2007 and 2006, options to acquire 377,500 and 215,000 shares, respectively, and for the six months ended June 30, 2007 and 2006, options to acquire 723,708 and 215,000 shares, respectively, were excluded from the above table as the result on reported earnings per share would have been antidilutive.

5. BUSINESS ACQUISITIONS

On May 22, 2006, the Company acquired all of the outstanding stock of New England Institute of Technology at Palm Beach, Inc. (“FLA”) for approximately $40.1 million. The purchase price was $32.9 million, net of cash acquired plus the assumption of a mortgage note for $7.2 million. The FLA purchase price has been allocated to identifiable net assets with the excess of the purchase price over the estimated fair value of the net assets acquired recorded as goodwill.

The following unaudited pro forma results of operations for the three and six months ended June 30, 2006 assumes that the acquisition of FLA occurred January 1, 2006. The unaudited pro forma results of operations are based on historical results of operations, but include adjustments for depreciation, amortization, interest, and taxes, but do not necessarily reflect the actual results that would have occurred.

	Three months ended June 30, 2006		
	Historical 2006	Pro forma impact FLA 2006	Pro forma 2006
Revenues	$ 75,363	$ 2,289	$ 77,652
Net Income	$ 966	$ (460)	$ 506
Earnings per share - basic	$ 0.04		$ 0.02
Earnings per share - diluted	$ 0.04		$ 0.02

	Six months ended June 30, 2006		
	Historical 2006	Pro forma impact FLA 2006	Pro forma 2006
Revenues	$ 150,876	$ 7,148	$ 158,024
Net Income	$ 3,728	$ (302)	$ 3,426

Earnings per share - basic	$	0.15	$	0.14
Earnings per share - diluted	$	0.14	$	0.13

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6. GOODWILL AND OTHER INTANGIBLE ASSETS

The Company accounts for its intangible assets in accordance with SFAS No. 142,*"Goodwill and Other Intangible Assets*." The Company reviews intangible assets with an indefinite useful life for impairment when indicators of impairment exist. Annually, or more frequently if necessary, the Company evaluates goodwill for impairment, with any resulting impairment reflected as an operating expense.

Goodwill balance as of December 31, 2006	$	84,995
Goodwill impairment		(2,135)
Goodwill balance as of June 30, 2007	$	82,860

As described further in Note 13, during the three months ended June 30, 2007, the Company recorded a goodwill impairment charge as a result of its decision to cease operations at three of its campuses.

Intangible assets, which are included in other assets in the accompanying condensed consolidated balance sheets, consist of the following:

		At June 30, 2007		At December 31, 2006	
	Weighted Average Amortization Period (years)	Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
Student Contracts	1	$ 2,215	$ 2,146	$ 2,200	$ 2,010
Trade name	Indefinite	1,270	-	1,270	-
Accreditation	Indefinite	307	-	-	-
Curriculum	10	700	173	700	138
Non-compete	5	201	45	201	25
Total		$ 4,693	$ 2,364	$ 4,371	$ 2,173

The increase in accreditation assets was due to the purchase of a new nursing program on March 5, 2007.

Amortization of intangible assets was approximately $0.1 million and $0.1 million for the three months ended June 30, 2007 and 2006, respectively, and $0.2 million and $0.4 million for the six months ended June 30, 2007 and 2006, respectively

7. LONG-TERM DEBT

The Company has a credit agreement with a syndicate of banks. Under the terms of the credit agreement, the syndicate provided the Company with a $100 million credit facility. The credit agreement permits the issuance of up to $20 million in letters of credit, the amount of which reduces the availability of permitted borrowings under the credit agreement. The Company incurred approximately $0.8 million of deferred finance charges under the existing credit agreement. At June 30, 2007, the Company had outstanding letters of credit aggregating $4.4 million, comprised primarily of letters of credit for the Department of Education and real estate leases.

The obligations of the Company under the credit agreement are secured by a lien on substantially all of the assets of the Company and its subsidiaries and any assets that it or its subsidiaries may acquire in the future, including a pledge of substantially all of the subsidiaries' common stock. Outstanding borrowings bear interest at the rate of adjusted LIBOR plus 1.0% to 1.75%, as defined, or a base rate (as defined in the credit agreement). In addition to paying interest on outstanding principal under the credit agreement, the Company and its subsidiaries are required to pay a commitment fee to the lender with respect to the unused amounts available under the credit agreement at a rate equal to 0.25% to 0.40% per year, as defined.

During the quarter ended June 30, 2007, the Company borrowed an additional $8.5 million under the credit agreement. As of June 30, 2007, the Company had $21.5 million in debt outstanding under its credit agreement. Interest on these borrowings at June 30, 2007 ranged from 6.32% to 6.34%.

The credit agreement contains various covenants, including a number of financial covenants. Furthermore, the credit agreement contains customary events of default as well as an event of default in the event of the suspension or termination of Title IV Program funding for the Company’s and its subsidiaries' campuses aggregating 10% or more of the Company’s EBITDA (as defined) or its consolidated total assets and such suspension or termination is not cured within a specified period. As of June 30, 2007, the Company was in compliance with the financial covenants contained in the credit agreement.

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8. EQUITY

Pursuant to the Company's 2005 Non-Employee Directors Restricted Stock Plan (the "Non-Employee Directors Plan"), each of the Company's seven non-employee directors received an award of 3,069 restricted shares of common stock equal to $0.06 million on July 29, 2005. On January 1, 2006, one non-employee director resigned, forfeiting 3,069 restricted shares of common stock awarded on July 29, 2005. Two newly appointed non-employee directors each received an award of 3,625 restricted shares of common stock equal to $0.06 million on March 1, 2006. On May 23, 2006, the date of the Company's 2006 annual meeting, each non-employee director received an annual restricted award of 1,781 restricted shares of common stock equal to $0.03 million. Beginning in 2007, each non-employee director received, on April 26, 2007, the date of the Company's 2007 annual meeting, an annual restricted award of 2,825 restricted shares of common stock equal to $0.04 million. The number of shares granted to each non-employee director was based on the fair market value of a share of common stock on that date. The restricted shares vest ratably on the first, second and third anniversaries of the grant date; however, there is no vesting period on the right to vote or the right to receive dividends on these restricted shares. As of June 30, 2007, there were a total of 62,512 shares awarded and 13,308 shares vested under the Non-Employee Directors Plan. The recognized restricted stock expense for the three months ended June 30, 2007 and 2006 was $0.08 million and $0.05 million, respectively, and for the six months ended June 30, 2007 and 2006 was $0.1 million and $0.07 million, respectively. The deferred compensation or unrecognized restricted stock expense as of June 30, 2007 and 2006 was $0.6 million and $0.6 million, respectively.

The fair value of the stock options used to compute stock-based compensation is the estimated present value at the date of grant using the Black-Scholes option pricing model. The weighted average fair values of options granted during 2007 were $6.78 using the following weighted average assumptions for grants:

	June 30, 2007
Expected volatility	55.10%
Expected dividend yield	0%
Expected life (term)	6 Years
Risk-free interest rate	4.13-4.84%
Weighted-average exercise price during the year	$11.96

The following is a summary of transactions pertaining to the option plans:

	Shares	**Weighted Average Exercise Price Per Share**	**Weighted Average Remaining Contractual Term**	**Aggregate Intrinsic Value (in thousands)**
Outstanding, December 31, 2006	1,728,225	$ 8.85		
Granted	185,500	11.96		
Cancelled	(13,000)	15.19		
Exercised	(22,241)	4.98		$ 158
Outstanding, June 30, 2007	1,878,484	9.16	6.07 years	12,289
Exercisable as of June 30, 2007	1,230,244		6.18 years	11,422

As of June 30, 2007, we estimate that pre-tax compensation expense for all unvested stock option awards, in the amount of approximately $3.6 million which will be expensed over the weighted-average period of approximately 1.9 years.

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The following table presents a summary of options outstanding at June 30, 2007:

	As of June 30, 2007				
	Stock Options Outstanding			Stock Options Exercisable	
Range of Exercise Prices	Shares	Contractual Weighted Average life (years)	Weighted Average Price	Shares	Weighted Exercise Price
$1.55	50,898	1.98	$ 1.55	50,898	$ 1.55
$3.10	894,878	4.53	3.10	887,838	3.10
$4.00-$13.99	215,500	9.14	11.10	14,400	4.63
$14.00-$19.99	576,708	7.75	15.28	205,208	14.29
$20.00-$25.00	140,500	7.26	22.41	71,900	22.74
	1,878,484	6.18	9.16	1,230,244	6.07

9. RECOURSE LOAN AGREEMENT

The Company entered into an agreement effective March 28, 2005 to June 30, 2006 with SLM Financial Corporation (SLM) to provide up to $6.0 million of private recourse loans to qualifying students. The following table reflects selected information with respect to the recourse loan agreements, including total cumulative loan disbursements and purchase activity under the agreement:

Disbursement Year	Loans Disbursed	Loans the Company May be Required to Purchase (1)
2005-2006	$4,869	$1,461

(1) Represents the maximum amount of loans under the agreement that we may be required to purchase in the future based on cumulative loans disbursed and purchased.

Under the recourse loan agreement, the Company was required to fund 30% of all loans disbursed into a SLM reserve account. The amount of our loan purchase obligation may not exceed this deposit. We recorded such amounts in accounts receivable on our consolidated balance sheet. Amounts on deposit may ultimately be utilized to purchase loans in default, in which case recoverability of such amounts would be in question. Accordingly, the Company recorded an allowance and bad debt expense for the full amount of deposit. Approved funding under this agreement terminated by its terms on June 30, 2006. There were no new disbursements for the six months ended June 30, 2007. Bad debt expense was $0 and $0.4 million for the three months ended June 30, 2007 and 2006, respectively, and $0 and 1.0 million for the six months ended June 30, 2007 and 2006, respectively

10. INCOME TAXES

The effective tax rate for the three months ended June 30, 2007 and 2006 was 42.5% and 39.2% and for the six months ended June 30, 2007 and 2006 was 42.3% and 40.1%, respectively.

11. COMMITMENTS AND CONTINGENCIES

Litigation and Regulatory Matters – In the ordinary conduct of the Company's business, it is subject to periodic lawsuits, investigations and claims, including, but not limited to, claims involving students or graduates and routine employment matters. Although the Company cannot predict with certainty the ultimate resolution of lawsuits, investigations and claims asserted against it, the Company does not believe that any currently pending legal proceeding to which it is a party will have a material adverse effect on the Company's business, financial condition, results of operation or cash flows.

12. PENSION PLAN

The Company sponsors a noncontributory defined benefit pension plan covering substantially all of the Company's union employees. Benefits are provided based on employees' years of service and earnings. This plan was frozen on December 31, 1994 for non-union employees. While the Company does not expect to make any contributions to the plan in 2007, after considering the funded status of the plan, movements in the discount rate, investment performance and related tax consequences, the Company may choose to make contributions to the plan in any given year. For the three months ended June 30, 2007 the net periodic benefit income was $46,500. For the three months ended June 30, 2006 the net periodic benefit cost was $24,000. For the six months ended June 30, 2007 the net periodic benefit income was $21,500. For the six months ended June 30, 2006 the net periodic benefit cost was $25,000.

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13. IMPAIRMENT OF GOODWILL AND LONG-LIVED ASSETS

On July 31, 2007 our Board of Directors approved a plan (the "Plan") to cease operations at three of our campuses which include Plymouth Meeting, PA, Norcross, GA and Henderson, NV. While the Company believes that these campuses offer effective and valuable academic programs, the campuses' financial results have not met the Company's expectations and the continued operation of these campuses is inconsistent with our strategic goals. As a result of the above, the Company reviewed the related goodwill and long-lived assets for possible impairment in accordance with SFAS No. 142, "*Goodwill and Other Intangible Assets"* and SFAS No. 144 "*Accounting for the Impairment or Disposal of Long-Lived Assets."*

As a result of the goodwill review, the Company recognized a non-cash impairment charge of approximately $2.1 million as of June 30, 2007. Additionally, under SFAS No. 144, long-lived assets shall be tested for recoverability whenever events or changes in circumstances indicate that their carrying amount may not be recoverable. As a result of the Plan, some of our long-lived assets will be abandoned. Accordingly, the Company determined that certain long-lived assets would not be recoverable at June 30, 2007 and recorded a non-cash charge of $0.9 million to reduce the carrying value of these assets to their estimated fair value.

While the Company has not yet evaluated what additional charges will be incurred due to the Plan to cease operations at these campuses, we anticipate recording additional charges in the future for retention benefits expected to be paid to employees as well as other costs including lease termination costs, early contract termination costs and employee retention costs. We are currently evaluating the amount and timing of the charges that will be recorded, but at this time the Company can not reasonably estimate the amount of such charges.

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Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion may contain forward-looking statements regarding us, our business, prospects and our results of operations that are subject to certain risks and uncertainties posed by many factors and events that could cause our actual business, prospects and results of operations to differ materially from those that may be anticipated by such forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, those described in the "Risk Factors" section of our Annual Report on Form 10-K for the year ended December 31, 2006, as filed with the Securities and Exchange Commission. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this report. We undertake no obligation to revise any forward-looking statements in order to reflect events or circumstances that may subsequently arise. Readers are urged to carefully review and consider the various disclosures made by us in this report and in our other reports filed with the Securities and Exchange Commission that advise interested parties of the risks and factors that may affect our business.

The interim financial statements filed on this Form 10-Q and the discussions contained herein should be read in conjunction with the annual financial statements and notes included in our Form 10-K for the year ended December 31, 2006, as filed with the Securities and Exchange Commission, which includes audited consolidated financial statements for our three fiscal years ended December 31, 2006.

General

We are a leading and diversified for-profit provider of career-oriented post-secondary education. We offer recent high school graduates and adults degree and diploma programs in five principal areas of study: automotive technology, health sciences, skilled trades, business and information technology and hospitality services. As of June 30, 2007, we enrolled 16,580 students at our 37 campuses across 17 states. Our campuses primarily attract students from their local communities and surrounding areas, although our four destination campuses attract students from across the United States, and in some cases, from abroad. We continue to expand our product offerings and our geographic reach. On March 27, 2006 we opened our new automotive campus in Queens, New York and on May 22, 2006, we completed the acquisition of New England Institute of Technology at Palm Beach, Inc. ("FLA"), which was subsequently re-branded Lincoln College of Technology.

Impairment of Goodwill and Long-lived Assets

On July 31, 2007 our Board of Directors approved a plan (the "Plan") to cease operations at our Plymouth Meeting, PA, Norcross, GA and our Henderson, NV campuses. While we believe that these campuses offer effective and valuable academic programs, given the current competitive environment the campuses' financial results have not met expectations. While it may be possible to improve the operations at these campuses with additional investments, we believe that this capital will produce better returns elsewhere. Accordingly, we have concluded that the continued operation of these campuses is inconsistent with our strategic goals. As a result of the above, we reviewed the related goodwill and long-lived assets for possible impairment in accordance with SFAS No. 142, "*Goodwill and Other Intangible Assets*" and SFAS No. 144 "*Accounting for the Impairment or Disposal of Long-Lived Assets.*"

As a result of the goodwill review, we recognized a non-cash impairment charge of approximately $2.1 million as of June 30, 2007. Additionally, under SFAS No. 144, long-lived assets shall be tested for recoverability whenever events or changes in circumstances indicate that their carrying amount may not be recoverable. As a result of the Plan, some of our long-lived assets will be abandoned. Accordingly, we determined that certain long-lived assets would not be recoverable at June 30, 2007 and recorded a non-cash charge of $0.9 million to reduce the carrying value of these assets to their estimated fair value.

While we have not yet evaluated what additional charges will be incurred due to the Plan, we anticipate recording additional charges in the future for retention benefits expected to be paid to employees as well as other costs including lease termination costs, early contract termination costs and employee retention costs. We are currently evaluating the amount and timing of the charges that will be recorded, but at this time we can not reasonably estimate the amount of such charges. In accordance with SFAS No. 144, we expect to classify the operations of these campuses as discontinued operations in our consolidated financial statements once we no longer have any continuing involvement and all operations have ceased.

In connection with the Plan, we expect to offer our students several options of completing their education, including: (i) transferring to another one of our campuses; (ii) making arrangements for students to transfer to other educational companies; or (iii) ultimately to teach-out the remaining students. As a result of the Plan, we have stopped accepting new students at these campuses and will cease all marketing and sales activities.

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Critical Accounting Policies and Estimates

Our discussions of our financial condition and results of operations are based upon our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”). The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the period. On an ongoing basis, we evaluate our estimates and assumptions, including those related to revenue recognition, bad debts, fixed assets, goodwill and other intangible assets, stock-based compensation, income taxes and certain accruals. Actual results could differ from those estimates. The critical accounting policies discussed herein are not intended to be a comprehensive list of all of our accounting policies. In many cases, the accounting treatment of a particular transaction is specifically dictated by GAAP and does not result in significant management judgment in the application of such principles. There are also areas in which management’s judgment in selecting any available alternative would not produce a materially different result from the result derived from the application of our critical accounting policies. We believe that the following accounting policies are most critical to us in that they represent the primary areas where financial information is subject to the application of management’s estimates, assumptions and judgment in the preparation of our consolidated financial statements.

Revenue recognition. Revenues are derived primarily from programs taught at our campuses. Tuition revenues and one-time fees, such as nonrefundable application fees and course material fees, are recognized on a straight-line basis over the length of the applicable program, which is the period of time from a student’s start date through his or her graduation date, including internships or externships that take place prior to graduation. If a student withdraws from a program prior to a specified date, any paid but unearned tuition is refunded. Refunds are calculated and paid in accordance with federal, state and accrediting agency standards. Other revenues, such as textbook sales, tool sales and contract training revenues are recognized as services are performed or goods are delivered. On an individual student basis, tuition earned in excess of cash received is recorded as accounts receivable and cash received in excess of tuition earned is recorded as unearned tuition.

Allowance for uncollectible accounts. Based upon experience and judgment, we establish an allowance for uncollectible accounts with respect to tuition receivables. We use an internal group of collectors, augmented by third-party collectors as deemed appropriate, in our collection efforts. In establishing our allowance for uncollectible accounts, we consider, among other things, a student’s status (in-school or out-of-school), whether or not additional financial aid funding will be collected from Title IV Programs or other sources, whether or not a student is currently making payments and overall collection history. Changes in trends in any of these areas may impact the allowance for uncollectible accounts. The receivables balances of withdrawn students with delinquent obligations are reserved based on our collection history. Although we believe that our reserves are adequate, if the financial condition of our students deteriorates, resulting in an impairment of their ability to make payments, or if we underestimate the allowances required, additional allowances may be necessary, which will result in increased selling, general and administrative expenses in the period such determination is made.

Our bad debt expense as a percentage of revenue for the three months ended June 30, 2007 and 2006 was 5.6% and 5.7%, respectively and for the six months ended June 30, 2007 and 2006 was 5.2% and 4.9%, respectively. Our exposure to changes in our bad debt expense could impact our operations. A 1% increase in our bad debt expense as a percentage of revenues for the three and six months ended June 30, 2007 and 2006 would have resulted in an increase in bad debt expense of $0.8 million, respectively.

Because a substantial portion of our revenues is derived from Title IV programs, any legislative or regulatory action that significantly reduces the funding available under Title IV programs or the ability of our students or campuses to participate in Title IV programs could have a material effect on the realizability of our receivables.

Goodwill. We test our goodwill for impairment annually, or whenever events or changes in circumstances indicate an impairment may have occurred, by comparing its fair value to its carrying value. Impairment may result from, among other things, deterioration in the performance of the acquired business, adverse market conditions, adverse changes in applicable laws or regulations, including changes that restrict the activities of the acquired business, and a variety of other circumstances. If we determine that impairment has occurred, we are required to record a write-down of the carrying value and charge the impairment as an operating expense in the period the determination is made. In evaluating the recoverability of the carrying value of goodwill and other indefinite-lived intangible assets, we must make assumptions regarding estimated future cash flows and other factors to determine the fair value of the acquired assets. Changes in strategy or market conditions could significantly impact these judgments in the future and require an adjustment to the recorded balances.

On July 31, 2007 our Board of Directors approved a plan (the "Plan") to cease operations at three of our campuses which include Plymouth Meeting, PA, Norcross, GA and Henderson, NV. While we believe that these campuses offer effective and valuable academic programs, the campuses' financial results have not met our expectations and the continued operation of these campuses is inconsistent with our strategic goals. As a result of the above, we reviewed the related goodwill and long-lived assets for possible impairment in accordance with SFAS No. 142, "*Goodwill and Other Intangible Assets"* and SFAS No. 144 "*Accounting for the Impairment or Disposal of Long-Lived Assets."*

As a result of the goodwill review, we recognized a non-cash impairment charge of approximately $2.1 million as of June 30, 2007. Additionally, under SFAS No. 144, long-lived assets shall be tested for recoverability whenever events or changes in circumstances indicate that their carrying amount may not be recoverable. As a result of the Plan, some of our long-lived assets will be abandoned. Accordingly, we determined that certain long-lived assets would not be recoverable at June 30, 2007 and recorded a non-cash charge of $0.9 million to reduce the carrying value of these assets to their estimated fair value.

While we have not yet evaluated what additional charges will be incurred due to the Plan to cease operations at these campuses, we anticipate recording additional charges in the future for retention benefits expected to be paid to employees as well as other costs including lease termination costs, early contract termination costs and our employee retention costs. We are currently evaluating the amount and timing of the charges that will be recorded, but at this time we cannot reasonably estimate the amount of such charges.

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Goodwill represents a significant portion of our total assets. As of June 30, 2007, goodwill represented approximately $82.9 million, or 35.1%, of our total assets. At December 31, 2006, we tested our goodwill for impairment utilizing a market capitalization approach and determined that we did not have an impairment. Except for the planned cessation of operations at the three campuses mentioned above, no additional events have occurred subsequent to December 31, 2006 that would mandate retesting.

Stock-based compensation. We currently account for stock-based employee compensation arrangements in accordance with the provisions of SFAS No. 123R, "*Share Based Payment*." We use a fair value-based method of accounting for options as prescribed by SFAS No. 123 "*Accounting for Stock-Based Compensation*". Because no public market for our common stock existed prior to our initial public offering, our board of directors determined the fair value of our common stock based upon several factors, including our operating performance, forecasted future operating results, and our expected valuation in an initial public offering.

Bonus costs. We accrue the estimated cost of our bonus programs using current financial and statistical information as compared to targeted financial achievements and actual student graduate outcomes. Although we believe our estimated liability recorded for bonuses is reasonable, actual results could differ and require adjustment of the recorded balance.

Effect of Inflation

Inflation has not had a material effect on our operations.

Recent Accounting Pronouncements

In February 2007, the Financial Accounting Standards Board ("FASB") issued Statement of Financial Accounting Standards ("SFAS") No. 159 "*The Fair Value Option for Financial Assets and Financial Liabilities*", providing companies with an option to report selected financial assets and liabilities at fair value. The objective of SFAS No. 159 is to reduce both complexity in accounting for financial instruments and the volatility in earnings caused by measuring related assets and liabilities differently. Generally accepted accounting principles have required different measurement attributes for different assets and liabilities that can create artificial volatility in earnings. SFAS No. 159 helps to mitigate this type of accounting-induced volatility by enabling companies to report related assets and liabilities at fair value, which would likely reduce the need for companies to comply with detailed rules for hedge accounting. SFAS No. 159 also establishes presentation and disclosure requirements designed to facilitate comparisons between companies that choose different measurement attributes for similar types of assets and liabilities. SFAS No. 159 requires companies to provide additional information that will help investors and other users of financial statements to more easily understand the effect of the Company's choice to use fair value on its earnings. It also requires entities to display the fair value of those assets and liabilities for which the Company has chosen to use fair value on the face of the balance sheet. SFAS No. 159 will be effective for us as of January 1, 2008. We are currently evaluating the impact of the adoption of SFAS No. 159 on our consolidated financial statements.

In September 2006, the FASB issued SFAS No. 158, *"Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans, an amendment of FASB Statements No. 87, 88, 106, and 132(R)."* Among other items, SFAS No. 158 requires recognition of the overfunded or underfunded status of an entity's defined benefit postretirement plan as an asset or liability in the financial statements, requires the measurement of defined benefit postretirement plan assets and obligations as of the end of the employer's fiscal year, and requires recognition of the funded status of defined benefit postretirement plans in other comprehensive income. The Company adopted SFAS No. 158 on December 31, 2006. The incremental effects of applying SFAS No. 158 on the Company's December 31, 2006 consolidated financial statements, on a line by line basis, are as follows:

	Balances Before Adoption of Statement 158	Adjustments	Balances After Adoption of Statement 158
Pension plan assets, net	$ 5,169	$ (4,062)	$ 1,107
Deferred income taxes	1,037	1,651	2,688
Accumulated other comprehensive income	-	2,411	2,411

In September 2006, the FASB issued SFAS No. 157, *"Fair Value Measurements."* SFAS No. 157 defines fair value, establishes a framework for measuring fair value in GAAP, and expands disclosures about fair value measurements. This Statement applies under other accounting pronouncements that require or permit fair value measurements, the Board having previously concluded in those accounting pronouncements that fair value is the relevant measurement attribute. Accordingly, this Statement does not require any new fair value measurements. The provisions of SFAS No. 157 are effective for the Company as of January 1, 2008. The adoption of the provision of SFAS No. 157 is not expected to have a material effect on our consolidated financial statements.

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In September 2006, the Securities and Exchange Commission issued Staff Accounting Bulletin (“SAB”) No. 108 which provides interpretive guidance on how the effects of the carryover or reversal of prior year unrecorded misstatements should be considered in quantifying a current year misstatement. SAB No. 108 is effective for the Company as of January 1, 2007. The adoption of the provision of SAB No. 108 had no effect on our consolidated financial statements.

In June 2006, FASB issued FASB Interpretation (“FIN”) No. 48, “*Accounting for Uncertainty in Income Taxes*.” FIN No. 48 clarifies the accounting for uncertainty in income taxes recognized in an enterprise’s financial statements in accordance with FASB SFAS No. 109, “*Accounting for Income Taxes*”, which was adopted by us on January 1, 2007. FIN No. 48 prescribes a recognition threshold and a measurement attribute for the financial statement recognition and measurement of tax positions taken or expected to be taken in a tax return. For those benefits to be recognized, a tax position must be more-likely-than-not to be sustained upon examination by taxing authorities. The amount recognized is measured as the largest amount of benefit that is greater than 50 percent likely of being realized upon ultimate settlement. The adoption of FIN No. 48 resulted in a negative cumulative effect adjustment to retained earnings as of January 1, 2007 of approximately $0.1 million.

In March 2006, FASB issued SFAS No. 156, “*Accounting for Servicing of Financial Assets.*” SFAS No. 156 provides guidance addressing the recognition and measurement of separately recognized servicing assets and liabilities, common with mortgage securitization activities, and provides an approach to simplify efforts to obtain hedge accounting treatment. SFAS No. 156 will be adopted on January 1, 2007. The adoption of the provision of SFAS No. 156 had no effect on our consolidated financial statements.

In February 2006, the FASB issued SFAS No. 155, “*Accounting for Certain Hybrid Financial Instruments*.” SFAS No. 155 is effective beginning January 1, 2007. The adoption of the provision of SFAS No. 155 had no effect on our consolidated financial statements.

Results of Operations

The following table sets forth selected consolidated statements of operations data as a percentage of revenues for each of the periods indicated.

	Three Months Ended June 30,		**Six Months Ended June 30,**	
	2007	**2006**	**2007**	**2006**
Revenues	100.0%	100.0%	100.0%	100.0%
Costs and expenses:				
Educational services and facilities	45.6%	43.3%	45.7%	42.9%
Selling, general and administrative	53.6%	54.3%	55.4%	52.8%
Impairment of goodwill and long-lived assets	3.9%	0.0%	1.9%	0.0%
Total costs and expenses	103.1%	97.6%	103.0%	95.7%
Operating (loss) income	(3.0)%	2.4%	(3.0)%	4.3%
Interest expense, net	(0.9)%	(0.3)%	(0.6)%	(0.1)%
(Loss) income before income taxes	(3.9)%	2.1%	(3.7)%	4.2%
(Benefit) provision for income taxes	(1.6)%	0.8%	(1.6)%	1.7%
Net (loss) income	(2.2)%	1.3%	(2.1)%	2.5%

Three Months Ended June 30, 2007 Compared to Three Months Ended June 30, 2006

Revenues. Revenues increased by $0.9 million, or 1.2%, to $76.3 million for the three months ended June 30, 2007 from $75.4 million for the comparable period in 2006. Included in revenue is approximately $4.0 million from the acquisition of New England Institute of Technology at Palm Beach, Inc., or FLA, which represents an increase of $2.1 million over the three months ended June 30, 2006. On a same school basis, our revenues declined 1.6% as compared to the quarter ended June 30, 2006. The decrease in revenue for the quarter was attributable to a 5.1% decline in average student population, which decreased on a same school basis to 15,994 for the quarter ended June 30, 2007 from 16,853 for the quarter ended June 30, 2006. Including FLA, our average undergraduate student enrollment decreased by 2.7% to 16,905. For a general discussion of trends in our student enrollment, see “Seasonality and Trends” below.

Educational services and facilities expenses. Our educational services and facilities expenses for the quarter ended June 30, 2007 were $34.8 million, representing an increase of $2.2 million, or 6.6%, as compared to $32.6 million for the quarter ended June 30, 2006. The acquisition of FLA resulted in $1.0 million of this increase. The remainder of the increase in educational services and facilities expenses was due to: (i) books and tool expenses, which increased by $0.3 million, or 10.4%, as compared to the quarter ended June 30, 2006 due to higher tool sales during the period; and (ii) facilities expenses, which increased by approximately $0.9 million over the same quarter in 2006. Approximately $0.5 million of the increase in facilities expenses was due to additional square footage at some of our facilities and higher utility, insurance and property taxes. The remainder of the increase was attributable to higher repairs and maintenance expense at our facilities ($0.2 million) and increased depreciation expense ($0.2 million) over the same period in prior year. As a percentage of revenue, educational services and facilities expenses for the second quarter of 2007 increased to 45.6% from 43.3% in 2006.

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Selling, general and administrative expenses. Our selling, general and administrative expenses for the quarter ended June 30, 2007 were $40.9 million, representing a decrease of $0.1 million, or .03%, as compared to $41.0 million for the quarter ended June 30, 2006. Included in the $40.9 million is an increase of $1.3 million related to the acquisition of FLA. On a same school basis, selling, general and administrative expenses decreased by $1.4 million from the comparable period in 2006, due to decreases of $0.2 million in sales expenses, resulting from delays in replacing sales representatives, a $0.2 million decrease in student services due to lower student population during the quarter versus prior year, and due to a $1.0 million reduction in marketing and administrative expenses. The decrease in administrative expenses during the quarter is due to decreased expenses associated with pay incentives and other variable compensation due to lower than anticipated student enrollments during the quarter. As a percentage of revenue, selling, general and administrative expenses for the second quarter of 2007 decreased to 53.6% from 54.3% in 2006.

For the quarter ended June 30, 2007, our bad debt expense was 5.6% as compared to 5.7% for the same quarter in 2006.

Impairment of goodwill and long-lived assets. As of June 30, 2007, we recorded a non-cash charge of $3.0 million related to the impairment of goodwill and other long term assets due to the planned cessation of operations at three of our campuses. See “Impairment of Goodwill and Long-lived Assets”.

Net interest expense. Our net interest expense for the quarter ended June 30, 2007 was $0.6 million, representing an increase of $0.4 million from the quarter ended June 30, 2006. This increase was primarily due to the decrease in our average cash balances as of June 30, 2007 as compared to June 30, 2006 and due to higher amounts outstanding under our credit agreement. As of June 30, 2007, we had $21.5 million outstanding under our credit agreement as compared to June 30, 2006 when we had $17.2 million comprised of $10.0 million outstanding under our credit agreement and a mortgage note assumed in connection with our acquisition of FLA for $7.2 million.

Income taxes. For the quarter ended June 30, 2007 we recorded a benefit of $1.3 million, or 42.5% of pretax loss, as compared to $0.6 million, or 39.2% of pretax income, for the quarter ended June 30, 2006. The increase in our effective tax rate for the three months ended June 30, 2007 was primarily attributable to the tax benefit associated with the exercise of stock options.

Six Months Ended June 30, 2007 Compared to Six Months Ended June 30, 2006

Revenues. Revenues increased by $3.5 million, or 2.3%, to $154.4 million for the six months ending June 30, 2007 from $150.9 million for the comparable period in 2006. Included in revenue is approximately $8.3 million from the acquisition of FLA, which represents an increase of $6.4 million over the six months ended June 30, 2006. On a same school basis, our revenues declined 1.9% as compared to the six months ended June 30, 2006. The decrease in revenue for the period was attributable to a 6.2% decline in average student population, which decreased on a same school basis to 16,201 for the six months ended June 30, 2007 from 17,265 for the six months ended June 30, 2006. Including FLA, our average undergraduate student enrollment decreased by 2.1% to 17,158. For a general discussion of trends in our student enrollment, see “Seasonality and Trends” below.

Educational services and facilities expenses. Our educational services and facilities expenses for the six months ended June 30, 2007 were $70.5 million, representing an increase of $5.8 million, or 8.9%, as compared to $64.7 million for the six months ended June 30, 2006. The acquisition of FLA resulted in $2.9 million of this increase. The remainder of the increase in educational services and facilities expenses was primarily due to: (i) instructional expenses, which increased $.1 million, or 0.4% due to yearly compensation increases; (ii) books and tool expenses, which increased by $0.4 million, or 5.6%, as compared to the six months ended June 30, 2006 due higher tool sales during the period; and (iii) facilities expenses, which increased by approximately $2.2 million over the same period in 2006. Approximately $1.0 million of the increase in facilities expenses was due to additional square footage at some of our facilities and higher utility, insurance and property taxes. The remainder of the increase was attributable to higher repairs and maintenance expense at our facilities ($1.0 million) and increased depreciation expense ($0.2 million) over the same period in prior year. Of the $1.0 million increase in repairs and maintenance expenses as of June 30, 2007, $0.8 million was due to repairs and maintenance expenses at one of our campuses during the first quarter of 2007. As a percentage of revenue, educational services and facilities expenses for the second quarter of 2007 increased to 45.7% from 42.9% in 2006.

Selling, general and administrative expenses. Our selling, general and administrative expenses for the six months ended June 30, 2007 were $85.6 million, representing an increase of $6.0 million, or 7.5%, as compared to $79.6 million for the six months ended June 30, 2006. Included in the $85.6 million is an incremental of $3.4 million related to the acquisition of FLA. On a same school basis, selling, general and administrative expenses increased by $2.6 million from the comparable period in 2006, due to increases of $0.4 million in sales expense, resulting from yearly compensation increases and a higher number of sales representatives as compared to the same period in 2006, a $1.0 million increase in marketing expenditures, and a $1.2 million increase in administrative expenses. The increase in administrative expenses during the period is due to yearly compensation increases and increased expenses associated with pay incentives. As a percentage of revenue, selling, general and administrative expenses for the six months ended June 30, 2007 increased to 55.4% from 52.8% in 2006.

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For the six months ended June 30, 2007, our bad debt expense was 5.2% as compared to 4.9% for the same period in 2006.

Impairment of goodwill and long-lived assets. As of June 30, 2007, we recorded a non-cash charge of $3.0 million related to the impairment of goodwill and other long term assets due to the planned cessation of operations at three of our campuses. See “Impairment of Goodwill and Long-lived Assets”.

Net interest expense. Our net interest expense for the six months ended June 30, 2007 was $1.1 million, representing an increase of $0.8 million from the six months ended June 30, 2006. This increase was primarily due to the decrease in our average cash balances during the period as compared to the six months ended June 30, 2006.

Income taxes. For the six months ended June 30, 2007 we recorded a benefit of $2.4 million, or 42.3% of pretax loss, as compared to a provision of $2.6 million, or 40.9% of pretax income, for the six months ended June 30, 2006. The increase in our effective tax rate for the period is primarily attributable to the tax benefit associated with the exercise of stock options.

Liquidity and Capital Resources

Our primary capital requirements are for facility expansion and maintenance, acquisitions and the development of new programs. Our principal sources of liquidity have been cash provided by operating activities and borrowings under our credit agreement. The following chart summarizes the principal elements of our cash flow for the six months ended June 30, 2007 and 2006:

	Six Months Ended June 30,			
	2007		2006	
	(in thousands)			
Net cash used in operating activities	$	(10,295)	$	(11,394)
Net cash used in investing activities	$	(12,081)	$	(43,471)
Net cash provided by financing activities	$	21,612	$	10,075

At June 30, 2007 we had cash and cash equivalents of $5.7 million, compared to $6.5 million as of December 31, 2006. For the six months ended June 30, 2007, cash and cash equivalents decreased by approximately $0.8 million from December 31, 2006. This decrease was mainly attributable to normal seasonal patterns of lower student populations in the first half of the year. Historically, we have financed our operating activities and organic growth primarily through cash generated from operations. In addition, we have financed acquisitions primarily through borrowings under our credit facility and cash generated from operations. During the first six months of 2007, we borrowed $21.5 million under our credit facility. We currently anticipate that we will be able to meet both our short-term cash needs, as well as our need to fund operations and meet our obligations beyond the next twelve months with cash generated by operations, existing cash balances and borrowings under our credit agreement. At June 30, 2007, we had borrowings available under our credit agreement of approximately $58.5 million, including a $15.6 million sub-limit on letters of credit.

Our primary source of cash is tuition collected from our students. Our students fund their tuition payments from a variety of sources including Title IV Programs, federal and state grants, private loans and their personal resources. A significant majority of our students’ tuition payments are derived from Title IV Programs. Students must apply for a new loan for each academic period. Federal regulations dictate the timing of disbursements of funds under Title IV Programs, and loan funds are generally provided by lenders in two disbursements for each academic year. The first disbursement is usually received approximately 30 days after the start of a student’s academic year and the second disbursement is typically received at the beginning of the sixteenth week after the start of the student’s academic year.

Certain types of grants and other funding are not subject to a 30-day delay. Our programs range from 30 to 84 weeks and may cover one or two academic years. In certain instances, if a student withdraws from a program prior to a specified date, any paid but unearned tuition or prorated Title IV financial aid is refunded with the amount varying by state.

The majority of students enrolled at our campuses rely on funds received under various government-sponsored student financial aid programs to pay a substantial portion of their tuition and other education-related expenses. The largest of these programs is Title IV, which represented approximately 80% of our cash receipts relating to revenues in 2006. As a result of the significance of the Title IV funds received by our students, we are highly dependent on these funds to operate our business. Any reduction in the level of Title IV funds that our students are eligible to receive or any impact on our ability to receive Title IV funds would have a significant impact on our operations and our financial condition.

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Operating Activities

Net cash used in operating activities was $10.3 million for the six months ended June 30, 2007 compared to $11.4 million for the six months ended June 30, 2006. The $1.1 million decrease in cash used in operating activities was primarily due decreases in cash used for working capital items during the period offset by a decrease in net income during the period.

Investing Activities

Net cash used in investing activities decreased by $31.4 million to $12.1 million for the six months ended June 30, 2007 from $43.5 million for the six months ended June 30, 2006. Our decrease in cash used in investing activities was primarily due to the purchase of FLA in May of 2006, offset by increased purchases of property and equipment. Our capital expenditures primarily result from facility expansion, leasehold improvements, and investments in classroom and shop technology and in operating systems.

We currently lease a majority of our campuses. In October 2005, we completed the purchase of our Grand Prairie, Texas facility, which we opened in July 2006. In addition, with our purchase of FLA on May 22, 2006, we acquired real estate valued at approximately $19.8 million. Our growth strategy is primarily focused on internal growth, including campus expansions; however, we have in the past and expect to continue to consider strategic acquisitions. To the extent that these potential strategic acquisitions are large enough to require financing beyond available cash from operations and borrowings under our credit facilities, we may incur additional debt or issue additional debt or equity securities.

Capital expenditures are expected to increase as we upgrade and expand current equipment and facilities and open new facilities to meet increased student enrollments. Additionally, we are evaluating several other expansion opportunities. We now anticipate capital expenditures to be approximately 12% of revenues in 2007. We expect to be able to fund these capital expenditures with cash generated from operating activities.

Financing Activities

Net cash provided by financing activities was $21.6 million for the six months ended June 30, 2007 compared to net provided of $10.1 million for the six months ended June 30, 2006. This increase in 2007 was attributable to our borrowing $21.5 million under our credit agreement during 2007. Due to normal seasonal patterns, our student populations are generally at the lowest levels during the first half of the year and increase during the second half of the year. As a result, during the first half of the year, we typically borrow funds to finance our operations and repay those funds in the second half of the year.

Under the terms of our credit agreement, the lending syndicate provided us with a $100 million credit facility with a term of five years. The credit agreement permits the issuance of letters of credit of up to $20 million, the amount of which reduces the availability of permitted borrowings under the agreement.

The following table sets forth our long-term debt at the dates indicated:

	June 30, 2007	December 31, 2006
Credit agreement	$ 21,500	$ -
Finance obligation	9,672	9,672
Automobile loans	27	37
	117	151

Capital leases-computers (with rates ranging from 6.7% to 10.7%)		
Subtotal	31,316	9,860
Less current portion	(94)	(91)
	$ 31,222	$ 9,769

Contractual Obligations

Long-Term Debt. As of June 30, 2007, our long-term debt consisted of amounts borrowed under our credit agreement, the finance obligation in connection with our sale-leaseback transaction in 2001 and amounts due under capital lease obligations.

Lease Commitments. We lease offices, educational facilities and various equipment for varying periods through the year 2023 at basic annual rentals (excluding taxes, insurance, and other expenses under certain leases).

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The following table contains supplemental information regarding our total contractual obligations as of June 30, 2007, measured from the end of our fiscal year, December 31, 2006 (in thousands):

	Payments Due by Period				
	Total	Less than 1 year	1-3 years	4-5 years	After 5 years
Credit agreement	$ 21,500	$ -	$ 21,500	$ -	$ -
Capital leases (including interest)	126	79	47	-	-
Operating leases	142,971	17,665	29,727	24,841	70,738
Rent on finance obligation	12,787	1,334	2,669	2,669	6,115
Automobile loans (including interest)	27	22	5		
Total contractual cash obligations	$ 177,411	$ 19,100	$ 53,948	$ 27,510	$ 76,853

Capital Expenditures. We have entered into commitments to expand or renovate campuses. These commitments are in the range of $3.0 to $5.0 million in the aggregate and are due within the next 12 months. We expect to fund these commitments from cash generated from operations.

Off-Balance Sheet Arrangements

We had no off-balance sheet arrangements as of June 30, 2007, except for our letters of credit of $4.4 million which are primarily comprised of letters of credit for the DOE and security deposits in connection with certain of our real estate leases. These off-balance sheet arrangements do not adversely impact our liquidity or capital resources.

Seasonality and Trends

Our net revenues and operating results normally fluctuate as a result of seasonal variations in our business, principally due to changes in total student population. Student population varies as a result of new student enrollments, graduations and student attrition. Historically, our campuses have had lower student populations in our first and second quarters and we have experienced large class starts in the third and fourth quarters and student attrition in the first half of the year. Our second half growth is largely dependent on a successful high school recruiting season. We recruit our high school students several months ahead of their scheduled start dates, and thus, while we have visibility on the number of students who have expressed interest in attending our campuses, we cannot predict with certainty the actual number of new student enrollments and the related impact on revenue. Our expenses, however, do not vary significantly over the course of a year with changes in our student population and net revenues. During the first half of the year, we make significant investments in marketing, staff, programs and facilities to ensure that we have the proper staffing to meet our second half targets and, as a result, such expenses do not fluctuate significantly on a quarterly basis. To the extent new student enrollments, and related revenues, in the second half of the year fall short of our estimates, our operating results could suffer. We expect quarterly fluctuations in operating results to continue as a result of seasonal enrollment patterns. Such patterns may change, however, as a result of new school openings, new program introductions, increased enrollments of adult students and/or acquisitions.

Similar to other public for-profit post secondary education companies, the increase in our average undergraduate enrollments has not met our historical or anticipated growth rates in 2005 and 2006. As a result of the slow down in 2005 and 2006, we entered 2007 with fewer students enrolled than we had in January 2006. This trend has continued throughout 2007 and resulted in a shortfall in our expected enrollments during the first half of 2007. The slow down that has occurred in the for-profit post secondary education sector appears to have had a greater impact on companies, like ours, that are more dependent on their on-ground business as opposed to on-line students. We believe that the slow down can be attributed to many factors, including: (a) the economy and the labor market; (b) the availability of student financing; (c) the dependency on television to attract students to our school; (d) turnover of our sales representatives; and (e) increased competition in the marketplace.

Despite soft organic enrollment trends and increased volatility in the near term, we believe that our growth initiatives as well as the steps we have taken to address the challenging trends that our industry and we are currently facing will produce positive growth over the long-term. While our operating strategy, business model and infrastructure are well suited for the short-term and we have ample operating flexibility, we continue to be prudent and realistic and have taken the necessary steps to ensure that operations that have not grown as rapidly as expected are right sized. We also continue to make investments in areas that are demonstrating solid growth.

Operating income is negatively impacted during the initial start-up phase of new campus expansions. We incur sales and marketing costs as well as campus personnel costs in advance of the opening of each campus. Typically we begin to incur such costs approximately 15 months in advance of the campus opening with the majority of such costs being incurred in the nine-month period prior to a campus opening. During 2006, we continued expansion efforts for one new campus, located in Queens, New York, which opened on March 27, 2006.

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Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The Company is exposed to certain market risks as part of its on-going business operations. The Company has a credit agreement with a syndicate of banks. The obligations of the Company under the credit agreement are secured by a lien on substantially all of the assets of the Company and its subsidiaries and any assets that it or its subsidiaries may acquire in the future, including a pledge of substantially all of the subsidiaries' common stock. Outstanding borrowings bear interest at the rate of adjusted LIBOR plus 1.0% to 1.75%, as defined, or a base rate (as defined in the credit agreement). As of June 30, 2007, the Company has $21.5 million outstanding under the credit agreement. Interest on these borrowings at June 30, 2007 ranged from 6.32% to 6.34%.

Based on our outstanding debt balance, a change of one percent in the interest rate would cause a change in interest expense of approximately $0.2 million, or less than $.01 per basic share, on an annual basis. Changes in interest rates could have an impact on our operations, which are greatly dependent on students' ability to obtain financing. Any increase in interest rates could greatly impact our ability to attract students and have an adverse impact on the results of our operations.

The remainder of our interest rate risk is associated with miscellaneous capital equipment leases, which are not material.

Item 4. CONTROLS AND PROCEDURES

(a) *Evaluation of disclosure controls and procedures.* Our Chief Executive Officer and Chief Financial Officer, after evaluating the effectiveness of our disclosure controls and procedures (as defined in Securities Exchange Act Rule 13a-15(e)) as of the end of the quarterly period covered by this report, have concluded that our disclosure controls and procedures are adequate and effective to reasonably ensure that material information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specific by Securities and Exchange Commissions' Rules and Forms and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

(b) *Changes in Internal Control Over Financial Reporting.* There were no changes made during our most recently completed fiscal quarter in our internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. LEGAL PROCEEDINGS

In the ordinary conduct of our business, we are periodically subject to lawsuits, investigations and claims, including, but not limited to, claims involving students or graduates and routine employment matters. Although we cannot predict with certainty the ultimate resolution of lawsuits, investigations and claims asserted against us, we do not believe that any currently pending legal proceeding to which we are a party will have a material adverse effect on our business or financial condition, results of operations or cash flows.

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Item 4. SUBMISSION OF MATTERS TO VOTE OF SECURITY HOLDERS

At our annual meeting held on April 26, 2007, the shareholders voted to approve all of management's proposals as follows:

1. For the election of nine directors to hold office until our next annual meeting, the voting for each nominee was:

	Votes For	Votes Withheld
David F. Carney	24,596,223	4,677
Alexis P. Michas	24,436,346	164,554
James J. Burke, Jr.	24,436,346	164,554
Steven W. Hart	24,428,313	172,587
Jerry G. Rubenstein	24,598,189	2,711
Paul E. Glaske	24,585,989	14,911
Peter S. Burgess	24,598,189	2,711
J. Barry Morrow	24,597,689	3,211
Celia H. Currin	24,597,689	3,211

2. For ratifying the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for our fiscal year ending December 31, 2007:

Votes For	Votes Against	Abstained
24,593,636	5,764	1,500

Item 6. EXHIBITS

EXHIBIT INDEX

The following exhibits are filed with or incorporated by reference into this Form 10-Q.

Exhibit Number	Description
3.1	Amended and Restated Certificate of Incorporation of the Company (1).
3.2	Amended and Restated By-laws of the Company (2).
4.1	Stockholders' Agreement, dated as of September 15, 1999, among Lincoln Technical Institute, Inc., Back to School Acquisition, L.L.C., and Five Mile River Capital Partners LLC. (1).
4.2	Letter agreement, dated August 9, 2000, by Back to School Acquisition, L.L.C., amending the Stockholders' Agreement (1).
4.3	Letter agreement, dated August 9, 2000, by Lincoln Technical Institute, Inc., amending the Stockholders' Agreement (1).

4.4	Management Stockholders Agreement, dated as of January 1, 2002, by and among Lincoln Technical Institute, Inc., Back to School Acquisition, L.L.C. and the Stockholders and other holders of options under the Management Stock Option Plan listed therein (1).
4.5	Registration Rights Agreement between the Company and Back to School Acquisition, L.L.C. (2).
4.6	Specimen Stock Certificate evidencing shares of common stock (1).
10.1	Credit Agreement, dated as of February 15, 2005, among the Company, the Guarantors from time to time parties thereto, the Lenders from time to time parties thereto and Harris Trust and Savings Bank, as Administrative Agent (1).

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10.2	Amended and Restated Employment Agreement, dated as of February 1, 2007, between the Company and David F. Carney (4).
10.3	Amended and Restated Employment Agreement, dated as of February 1, 2007, between the Company and Lawrence E. Brown (4).
10.4	Amended and Restated Employment Agreement, dated as of February 1, 2007, between the Company and Scott M. Shaw (4).
10.5	Amended and Restated Employment Agreement, dated as of February 1, 2007, between the Company and Cesar Ribeiro (4).
10.6	Amended and Restated Employment Agreement, dated as of February 1, 2007, between the Company and Shaun E. McAlmont (4).
10.7	Lincoln Educational Services Corporation 2005 Long Term Incentive Plan (1).
10.8	Lincoln Educational Services Corporation 2005 Non Employee Directors Restricted Stock Plan (1).
10.9	Lincoln Educational Services Corporation 2005 Deferred Compensation Plan (1).
10.10	Lincoln Technical Institute Management Stock Option Plan, effective January 1, 2002 (1).
10.11	Form of Stock Option Agreement, dated January 1, 2002, between Lincoln Technical Institute, Inc. and certain participants (1).
10.12	Management Stock Subscription Agreement, dated January 1, 2002, among Lincoln Technical Institute, Inc. and certain management investors (1).
10.13	Stockholder's Agreement among Lincoln Educational Services Corporation, Back to School Acquisition L.L.C., Steven W. Hart and Steven W. Hart 2003 Grantor Retained Annuity Trust (2).
10.14	Stock Purchase Agreement, dated as of March 30, 2006, among Lincoln Technical Institute, Inc., and Richard I. Gouse, Andrew T. Gouse, individually and as Trustee of the Carolyn Beth Gouse Irrevocable Trust, Seth A. Kurn and Steven L. Meltzer (3).
31.1 *	Certification of Chairman & Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2 *	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32 *	Certification of Chairman & Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

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(1) Incorporated by reference to the Company's Registration Statement on Form S-1 (Registration No. 333-123664).

(2) Incorporated by reference to the Company's Form 8-K dated June 28, 2005.

(3) Incorporated by reference to the Company's Form 10-Q for the quarterly period ended March 31, 2006.

(4) Incorporated by reference to the Company's Form 10-K for the fiscal year ended December 31, 2006.

* Filed herewith.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: August 9, 2007

LINCOLN EDUCATIONAL SERVICES CORPORATION

By: /s/ Cesar Ribeiro
Cesar Ribeiro
Chief Financial Officer
(Principal Accounting and Financial Officer)