NELNET INC
Form 10-Q
November 09, 2012

UNITED STATES
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 September 30, 2012

or

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

For the transition period from  to .

COMMISSION FILE NUMBER 001-31924

NELNET, INC.

(Exact name of registrant as specified in its charter)

| | |
|---|---|
| NEBRASKA<br>(State or other jurisdiction of incorporation or organization) | 84-0748903<br>(I.R.S. Employer Identification No.) |
| 121 SOUTH 13TH STREET, SUITE 201<br>LINCOLN, NEBRASKA<br>(Address of principal executive offices) | 68508<br>(Zip Code) |

(402) 458-2370
(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 [X] No [   ]

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes [X] No [  ]

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company.  See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer [ ] Accelerated filer [X]

Non-accelerated filer [ ] Smaller reporting company [ ]

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

As of October 31, 2012, there were 35,835,327 and 11,495,377 shares of Class A Common Stock and Class B Common Stock, par value $0.01 per share, outstanding, respectively (excluding 11,317,364 shares of Class A Common Stock held by wholly owned subsidiaries).

NELNET, INC.
FORM 10-Q
INDEX
September 30, 2012

PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

NELNET, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(Dollars in thousands, except share data)

| | As of September 30, 2012 (unaudited) | As of December 31, 2011 |
|---|---|---|
| Assets: | | |
| Student loans receivable (net of allowance for loan losses of $48,209 and $48,482, respectively) | $22,559,341 | 24,297,876 |
| Cash and cash equivalents: | | |
| Cash and cash equivalents - not held at a related party | 5,776 | 7,299 |
| Cash and cash equivalents - held at a related party | 87,898 | 35,271 |
| Total cash and cash equivalents | 93,674 | 42,570 |
| Investments | 92,860 | 50,780 |
| Restricted cash and investments | 905,561 | 614,322 |
| Restricted cash - due to customers | 98,327 | 109,809 |
| Accrued interest receivable | 267,856 | 308,401 |
| Accounts receivable (net of allowance for doubtful accounts of $1,796 and $1,284, respectively) | 71,399 | 63,654 |
| Goodwill | 117,118 | 117,118 |
| Intangible assets, net | 14,360 | 28,374 |
| Property and equipment, net | 32,752 | 34,819 |
| Other assets | 87,871 | 92,275 |
| Fair value of derivative instruments | 67,725 | 92,219 |
| Total assets | $24,408,844 | 25,852,217 |
| Liabilities: | | |
| Bonds and notes payable | $22,884,096 | 24,434,540 |
| Accrued interest payable | 16,636 | 19,634 |
| Other liabilities | 153,282 | 178,189 |
| Due to customers | 98,327 | 109,809 |
| Fair value of derivative instruments | 80,265 | 43,840 |
| Total liabilities | 23,232,606 | 24,786,012 |
| Equity: | | |
| Nelnet, Inc. shareholders' equity: | | |
| Preferred stock, $0.01 par value. Authorized 50,000,000 shares; no shares issued or outstanding | — | — |
| Common stock: | | |
| Class A, $0.01 par value. Authorized 600,000,000 shares; issued and outstanding 35,839,076 shares and 35,643,102 shares, respectively | 358 | 356 |
| Class B, convertible, $0.01 par value. Authorized 60,000,000 shares; issued and outstanding 11,495,377 shares | 115 | 115 |
| Additional paid-in capital | 52,843 | 49,245 |
| Retained earnings | 1,124,806 | 1,017,629 |
| Accumulated other comprehensive loss | (1,933) | — |

| | | |
|---|---|---|
| Employee notes receivable | (368 ) | (1,140 ) |
| Total Nelnet, Inc. shareholders' equity | 1,175,821 | 1,066,205 |
| Noncontrolling interest | 417 | — |
| Total equity | 1,176,238 | 1,066,205 |
| Commitments and contingencies | | |
| Total liabilities and equity | $24,408,844 | 25,852,217 |

See accompanying notes to consolidated financial statements.

NELNET, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME
(Dollars in thousands, except share data)
(unaudited)

| | Three months ended September 30, | | Nine months ended September 30, | |
|---|---|---|---|---|
| | 2012 | 2011 | 2012 | 2011 |
| Interest income: | | | | |
| Loan interest | $150,528 | 156,955 | 454,574 | 433,247 |
| Investment interest | 1,140 | 672 | 3,290 | 2,254 |
| Total interest income | 151,668 | 157,627 | 457,864 | 435,501 |
| Interest expense: | | | | |
| Interest on bonds and notes payable | 66,402 | 60,866 | 203,175 | 164,227 |
| Net interest income | 85,266 | 96,761 | 254,689 | 271,274 |
| Less provision for loan losses | 5,000 | 5,250 | 18,000 | 14,250 |
| Net interest income after provision for loan losses | 80,266 | 91,511 | 236,689 | 257,024 |
| Other income (expense): | | | | |
| Loan and guaranty servicing revenue | 53,285 | 42,549 | 155,164 | 124,697 |
| Tuition payment processing and campus commerce revenue | 17,928 | 16,774 | 56,675 | 50,904 |
| Enrollment services revenue | 30,661 | 35,505 | 92,035 | 101,688 |
| Other income | 12,699 | 3,931 | 32,453 | 17,249 |
| Gain on sale of loans and debt repurchases | 195 | — | 1,130 | 8,307 |
| Derivative market value and foreign currency adjustments and derivative settlements, net | (31,275) | (13,631) | (68,073) | (37,002) |
| Total other income | 83,493 | 85,128 | 269,384 | 265,843 |
| Operating expenses: | | | | |
| Salaries and benefits | 46,395 | 44,132 | 144,193 | 130,925 |
| Cost to provide enrollment services | 20,151 | 23,825 | 62,203 | 68,804 |
| Depreciation and amortization | 8,402 | 7,917 | 24,764 | 21,462 |
| Other | 29,989 | 28,904 | 93,160 | 83,776 |
| Total operating expenses | 104,937 | 104,778 | 324,320 | 304,967 |
| Income before income taxes | 58,822 | 71,861 | 181,753 | 217,900 |
| Income tax expense | (21,870) | (24,410) | (59,978) | (78,444) |
| Net income | 36,952 | 47,451 | 121,775 | 139,456 |
| Net income attributable to noncontrolling interest | 124 | — | 412 | — |
| Net income attributable to Nelnet, Inc. | $36,828 | 47,451 | 121,363 | 139,456 |
| Earnings per common share: | | | | |
| Net income attributable to Nelnet, Inc. shareholders - basic | $0.78 | 0.98 | 2.56 | 2.88 |
| Net income attributable to Nelnet, Inc. shareholders - diluted | $0.77 | 0.98 | 2.55 | 2.87 |
| Weighted average common shares outstanding: | | | | |
| Basic | 47,086,098 | 48,059,747 | 47,042,035 | 48,177,539 |
| Diluted | 47,321,797 | 48,253,888 | 47,267,036 | 48,367,923 |

See accompanying notes to consolidated financial statements.

NELNET, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Dollars in thousands)
(unaudited)

| | Three months ended September 30, | | Nine months ended September 30, | |
|---|---|---|---|---|
| | 2012 | 2011 | 2012 | 2011 |
| Net income | $36,952 | 47,451 | 121,775 | 139,456 |
| Other comprehensive income (loss): | | | | |
| Available-for-sale securities: | | | | |
| Unrealized holding gains arising during period, net | 133 | — | 1,745 | — |
| Less reclassification adjustment for gains recognized in net income, net | (2,618) | — | (4,848) | — |
| Income tax effect | 961 | — | 1,170 | — |
| Total other comprehensive income (loss) | (1,524) | — | (1,933) | — |
| Comprehensive income | 35,428 | 47,451 | 119,842 | 139,456 |
| Comprehensive income attributable to noncontrolling interest | 124 | — | 412 | — |
| Comprehensive income attributable to Nelnet, Inc. | $35,304 | 47,451 | 119,430 | 139,456 |

See accompanying notes to consolidated financial statements.

NELNET, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY
(Dollars in thousands, except share data)
(unaudited)

| | Nelnet, Inc. Shareholders | | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | Preferred stock shares | Common stock shares Class A | Common stock shares Class B | Preferred stock | Class A common stock | Class B common stock | Additional paid-in capital | Retained earnings | Accumulated other comprehensive loss | Employee notes receivable | Noncontrolling interest | Total equity |
| Balance as of June 30, 2011 | — | 37,044,372 | 11,495,377 | $ — | 370 | 115 | 74,646 | 914,823 | — | (1,170 ) | — | 988,784 |
| Net income | — | — | — | — | — | — | — | 47,451 | — | — | — | 47,451 |
| Cash dividend on Class A and Class B common stock - $0.10 per share | — | — | — | — | — | — | — | (4,811 ) | — | — | — | (4,811 ) |
| Issuance of common stock, net of forfeitures | — | 17,157 | — | — | 1 | — | 314 | — | — | — | — | 315 |
| Compensation expense for stock based awards | — | — | — | — | — | — | 310 | — | — | — | — | 310 |
| Repurchase of common stock | — | (1,097,441 ) | — | — | (11 ) | — | (20,585 ) | — | — | — | — | (20,596 ) |
| Payments received on employee stock notes receivable | — | — | — | — | — | — | — | — | — | 30 | — | 30 |
| Balance as of September 30, 2011 | — | 35,964,088 | 11,495,377 | $ — | 360 | 115 | 54,685 | 957,463 | — | (1,140 ) | — | 1,011,483 |
| Balance as of June 30, 2012 | — | 35,847,801 | 11,495,377 | $ — | 358 | 115 | 52,194 | 1,092,715 | (409 ) | (368 ) | 293 | 1,144,898 |
| Net income | — | — | — | — | — | — | — | 36,828 | — | — | 124 | 36,952 |
| Other comprehensive loss | — | — | — | — | — | — | — | — | (1,524 ) | — | — | (1,524 ) |
| Cash dividend on Class A and Class B common stock - $0.10 per share | — | — | — | — | — | — | — | (4,737 ) | — | — | — | (4,737 ) |
| Issuance of common stock, net of | — | (180 ) | — | — | — | — | 271 | — | — | — | — | 271 |

| | | | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| forfeitures | | | | | | | | | | | | |
| Compensation expense for stock based awards | — | — | — | — | — | — | 584 | — | — | — | — | 584 |
| Repurchase of common stock | — | (8,545 ) | — | — | — | — | (206 ) | — | — | — | — | (206 ) |
| Balance as of September 30, 2012 | — | 35,839,076 | 11,495,377 | $ — | 358 | 115 | 52,843 | 1,124,806 | (1,933 ) | (368 ) | 417 | 1,176,238 |
| Balance as of December 31, 2010 | — | 36,846,353 | 11,495,377 | $ — | 368 | 115 | 76,263 | 831,057 | — | (1,170 ) | — | 906,633 |
| Net income | — | — | — | — | — | — | — | 139,456 | — | — | — | 139,456 |
| Cash dividend on Class A and Class B common stock - $0.27 per share | — | — | — | — | — | — | — | (13,050 ) | — | — | — | (13,050 ) |
| Contingency payment related to business combination | — | — | — | — | — | — | (5,893 ) | — | — | — | — | (5,893 ) |
| Issuance of common stock, net of forfeitures | — | 239,620 | — | — | 3 | — | 4,427 | — | — | — | — | 4,430 |
| Compensation expense for stock based awards | — | — | — | — | — | — | 1,007 | — | — | — | — | 1,007 |
| Repurchase of common stock | — | (1,121,885 ) | — | — | (11 ) | — | (21,119 ) | — | — | — | — | (21,130 ) |
| Payments received on employee stock notes receivable | — | — | — | — | — | — | — | — | — | 30 | — | 30 |
| Balance as of September 30, 2011 | — | 35,964,088 | 11,495,377 | $ — | 360 | 115 | 54,685 | 957,463 | — | (1,140 ) | — | 1,011,483 |
| Balance as of December 31, 2011 | — | 35,643,102 | 11,495,377 | $ — | 356 | 115 | 49,245 | 1,017,629 | — | (1,140 ) | — | 1,066,205 |
| Issuance of noncontrolling interest | — | — | — | — | — | — | — | — | — | — | 5 | 5 |
| Net income | — | — | — | — | — | — | — | 121,363 | — | — | 412 | 121,775 |
| Other comprehensive loss | — | — | — | — | — | — | — | — | (1,933 ) | — | — | (1,933 ) |
| | — | — | — | — | — | — | — | (14,186 ) | — | — | — | (14,186 ) |

| | | | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| Cash dividend on Class A and Class B common stock - $0.30 per share | | | | | | | | | | | | |
| Issuance of common stock, net of forfeitures | — | 255,538 | — | — | 3 | — | 3,545 | — | — | — | — | 3,548 |
| Compensation expense for stock based awards | — | — | — | — | — | — | 1,573 | — | — | — | — | 1,573 |
| Repurchase of common stock | — | (59,564) | — | — | (1) | — | (1,520) | — | — | — | — | (1,521) |
| Payments received on employee stock notes receivable | — | — | — | — | — | — | — | — | — | 772 | — | 772 |
| Balance as of September 30, 2012 | — | 35,839,076 | 11,495,377 | $— | 358 | 115 | 52,843 | 1,124,806 | (1,933) | (368) | 417 | 1,176,238 |

See accompanying notes to consolidated financial statements.

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NELNET, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Dollars in thousands)
(unaudited)

| | Nine months ended September 30, | |
|---|---|---|
| | 2012 | 2011 |
| Net income attributable to Nelnet, Inc. | $121,363 | 139,456 |
| Net income attributable to noncontrolling interest | 412 | — |
| Net income | 121,775 | 139,456 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Depreciation and amortization, including loan and debt premiums/discounts and deferred origination costs | 53,677 | 54,462 |
| Provision for loan losses | 18,000 | 14,250 |
| Derivative market value adjustment | 67,349 | 18,683 |
| Foreign currency transaction adjustment | (6,186) | 10,902 |
| (Payments) proceeds to terminate and/or amend derivative instruments, net | (6,430) | 2,301 |
| Gain on sale of loans | (80) | (1,345) |
| Gain from debt repurchases | (1,050) | (6,962) |
| Gain from sale of available-for-sale securities, net | (4,848) | — |
| Change in investments - trading securities, net | (2,024) | (6,598) |
| Deferred income tax benefit | (29,141) | (15,916) |
| Non-cash compensation expense | 2,166 | 1,574 |
| Other non-cash items | 621 | (124) |
| Decrease in accrued interest receivable | 40,545 | 6,550 |
| Increase in accounts receivable | (7,745) | (6,280) |
| Decrease in other assets | 2,330 | 1,065 |
| Decrease in accrued interest payable | (2,998) | (3,207) |
| Increase in other liabilities | 14,636 | 3,135 |
| Net cash provided by operating activities | 260,597 | 211,946 |
| Cash flows from investing activities: | | |
| Purchases of student loans | (875,556) | (820,812) |
| Purchases of student loans from a related party | (299) | (59) |
| Net proceeds from student loan repayments, claims, capitalized interest, participations, and other | 2,500,005 | 1,778,729 |
| Proceeds from sale of student loans | 92,149 | 95,178 |
| Purchases of available-for-sale securities | (155,057) | — |
| Proceeds from sales of available-for-sale securities | 112,854 | — |
| Purchases of property and equipment, net | (7,370) | (9,776) |
| (Increase) decrease in restricted cash and investments, net | (291,239) | 101,009 |
| Business and asset acquisition contingency payments | — | (14,029) |
| Net cash provided by investing activities | 1,375,487 | 1,130,240 |
| Cash flows from financing activities: | | |
| Payments on bonds and notes payable | (2,795,019) | (2,386,461) |
| Proceeds from issuance of bonds and notes payable | 1,232,250 | 995,644 |
| Payments on bonds payable due to a related party | — | (107,050) |
| Payments of debt issuance costs | (7,630) | (2,282) |
| Dividends paid | (14,186) | (13,050) |

| | | |
|---|---|---|
| Repurchases of common stock | (1,521 ) | (21,130 ) |
| Proceeds from issuance of common stock | 349 | 406 |
| Payments received on employee stock notes receivable | 772 | 30 |
| Issuance of noncontrolling interest | 5 | — |
| Net cash used in financing activities | (1,584,980 ) | (1,533,893 ) |
| Net increase (decrease) in cash and cash equivalents | 51,104 | (191,707 ) |
| Cash and cash equivalents, beginning of period | 42,570 | 283,801 |
| Cash and cash equivalents, end of period | $93,674 | 92,094 |
| Supplemental disclosures of cash flow information: | | |
| Interest paid | $179,007 | 153,167 |
| Income taxes paid, net of refunds | $86,798 | 97,640 |
| Noncash activity: | | |
| Investing activity - Student loans acquired | $— | 1,716,681 |
| Operating activity - Other assets acquired and other liabilities assumed, net | $— | 50,336 |
| Financing activity - Borrowings assumed in acquisition of student loans and other assets | $— | 1,741,017 |

See accompanying notes to consolidated financial statements.

NELNET, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Information as of September 30, 2012 and for the three and nine months ended September 30, 2012 and 2011 is unaudited)
(Dollars in thousands, except per share amounts, unless otherwise noted)

1. Basis of Financial Reporting

The accompanying unaudited consolidated financial statements of Nelnet, Inc. and subsidiaries (the "Company") as of September 30, 2012 and for the three and nine month periods ended September 30, 2012 and 2011 have been prepared on the same basis as the audited consolidated financial statements for the year ended December 31, 2011 and, in the opinion of the Company's management, the unaudited consolidated financial statements reflect all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of results of operations for the interim periods presented. The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Actual results could differ from those estimates. Operating results for the three and nine months ended September 30, 2012 are not necessarily indicative of the results for the year ending December 31, 2012. The unaudited consolidated financial statements should be read in conjunction with the Company's Annual Report on Form 10-K for the year ended December 31, 2011.

Noncontrolling Interest

Noncontrolling interest reflects the proportionate share of membership interest (equity) and net income attributable to the holders of minority membership interests in Whitetail Rock Capital Management, LLC ("WRCM"), a subsidiary of the Company that issued minority membership interests on January 1, 2012.

2. Student Loans Receivable and Allowance for Loan Losses

Student loans receivable consisted of the following:

| | As of September 30, 2012 | | As of December 31, 2011 | |
|---|---|---|---|---|
| Federally insured loans | | | | |
| Stafford and other | $6,652,639 | | 7,480,182 | |
| Consolidation | 15,962,969 | | 16,852,527 | |
| Total | 22,615,608 | | 24,332,709 | |
| Non-federally insured loans | 29,272 | | 26,916 | |
| | 22,644,880 | | 24,359,625 | |
| Loan discount, net of unamortized loan premiums and deferred origination costs | (37,330 | ) | (13,267 | ) |
| Allowance for loan losses – federally insured loans | (35,614 | ) | (37,205 | ) |
| Allowance for loan losses – non-federally insured loans | (12,595 | ) | (11,277 | ) |
| | $22,559,341 | | 24,297,876 | |
| Allowance for federally insured loans as a percentage of such loans | 0.16 | % | 0.15 | % |
| Allowance for non-federally insured loans as a percentage of such loans | 43.03 | % | 41.90 | % |

Activity in the Allowance for Loan Losses

The provision for loan losses represents the periodic expense of maintaining an allowance sufficient to absorb losses, net of recoveries, inherent in the portfolio of student loans. Activity in the allowance for loan losses is shown below.

| | Three months ended September 30, | | Nine months ended September 30, | |
|---|---|---|---|---|
| | 2012 | 2011 | 2012 | 2011 |
| Balance at beginning of period | $49,657 | 42,300 | 48,482 | 43,626 |
| Provision for loan losses: | | | | |
| Federally insured loans | 5,000 | 5,000 | 18,000 | 13,500 |
| Non-federally insured loans | — | 250 | — | 750 |
| Total provision for loan losses | 5,000 | 5,250 | 18,000 | 14,250 |
| Charge-offs: | | | | |
| Federally insured loans | (5,449) | (3,978) | (16,943) | (13,418) |
| Non-federally insured loans | (1,058) | (1,175) | (2,355) | (3,395) |
| Total charge-offs | (6,507) | (5,153) | (19,298) | (16,813) |
| Recoveries - non-federally insured loans | 399 | 350 | 1,104 | 1,003 |
| Purchase (sale) of loans, net: | | | | |
| Federally insured loans | (928) | 2,200 | (2,647) | 2,200 |
| Non-federally insured loans | — | — | — | — |
| Total purchase (sale) of loans, net | (928) | 2,200 | (2,647) | 2,200 |
| Transfer from repurchase obligation related to loans purchased, net | 588 | 826 | 2,568 | 1,507 |
| Balance at end of period | $48,209 | 45,773 | 48,209 | 45,773 |
| Allocation of the allowance for loan losses: | | | | |
| Federally insured loans | $35,614 | 35,190 | 35,614 | 35,190 |
| Non-federally insured loans | 12,595 | 10,583 | 12,595 | 10,583 |
| Total allowance for loan losses | $48,209 | 45,773 | 48,209 | 45,773 |

Repurchase Obligations

As of September 30, 2012, the Company had participated a cumulative amount of $107.7 million of non-federally insured loans to third parties. Loans participated under these agreements have been accounted for by the Company as loan sales. Accordingly, the participation interests sold are not included in the Company's consolidated balance sheets. Per the terms of the servicing agreements, the Company's servicing operations are obligated to repurchase loans subject to the participation interests in the event such loans become 60 or 90 days delinquent.

In addition, on January 13, 2011, the Company sold a portfolio of non-federally insured loans for proceeds of $91.3 million (100% of par value).  The Company retained credit risk related to this portfolio and will pay cash to purchase back any loans which become 60 days delinquent.

The Company's estimate related to its obligation to repurchase these loans is included in "other liabilities" in the Company's consolidated balance sheets. The activity related to this accrual is detailed below.

| | Three months ended September 30, | | Nine months ended September 30, | |
|---|---|---|---|---|
| | 2012 | 2011 | 2012 | 2011 |
| Beginning balance | $17,243 | 20,689 | 19,223 | 12,600 |
| Transfer to the allowance for loan losses related to loans purchased, net | (588) | (826) | (2,568) | (1,507) |

| | | | | |
|---|---|---|---|---|
| Repurchase obligation associated with loans sold on January 13, 2011 | — | — | — | 6,270 |
| Current period expense | — | — | — | 2,500 |
| Ending balance | $16,655 | 19,863 | 16,655 | 19,863 |

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Student Loan Status and Delinquencies

Delinquencies have the potential to adversely impact the Company's earnings through increased servicing and collection costs and account charge-offs. The table below shows the Company's student loan delinquencies.

| | As of September 30, 2012 | | | As of December 31, 2011 | | | As of September 30, 2011 | | |
|---|---|---|---|---|---|---|---|---|---|
| Federally Insured Loans: | | | | | | | | | |
| Loans in-school/grace/deferment (a) | $3,254,654 | | | $3,664,899 | | | $4,358,786 | | |
| Loans in forbearance (b) | 2,997,330 | | | 3,330,452 | | | 3,390,367 | | |
| Loans in repayment status: | | | | | | | | | |
| Loans current | 14,091,408 | 86.1 | % | 14,600,372 | 84.2 | % | 14,555,949 | 86.1 | % |
| Loans delinquent 31-60 days (c) | 637,994 | 3.9 | | 844,204 | 4.9 | | 675,053 | 4.0 | |
| Loans delinquent 61-90 days (c) | 343,428 | 2.1 | | 407,094 | 2.3 | | 366,831 | 2.2 | |
| Loans delinquent 91-270 days (c) | 1,000,250 | 6.1 | | 1,163,437 | 6.7 | | 1,060,385 | 6.3 | |
| Loans delinquent 271 days or greater (c)(d) | 290,544 | 1.8 | | 322,251 | 1.9 | | 248,281 | 1.4 | |
| Total loans in repayment | 16,363,624 | 100.0 | % | 17,337,358 | 100.0 | % | 16,906,499 | 100.0 | % |
| Total federally insured loans | $22,615,608 | | | $24,332,709 | | | $24,655,652 | | |
| | | | | | | | | | |
| Non-Federally Insured Loans: | | | | | | | | | |
| Loans in-school/grace/deferment (a) | $2,315 | | | $2,058 | | | $2,944 | | |
| Loans in forbearance (b) | 382 | | | 371 | | | 473 | | |
| Loans in repayment status: | | | | | | | | | |
| Loans current | 18,951 | 71.3 | % | 16,776 | 68.5 | % | 19,209 | 74.9 | % |
| Loans delinquent 31-60 days (c) | 808 | 3.0 | | 706 | 2.9 | | 893 | 3.5 | |
| Loans delinquent 61-90 days (c) | 1,959 | 7.4 | | 1,987 | 8.1 | | 1,344 | 5.2 | |
| Loans delinquent 91 days or greater (c) | 4,857 | 18.3 | | 5,018 | 20.5 | | 4,198 | 16.4 | |
| Total loans in repayment | 26,575 | 100.0 | % | 24,487 | 100.0 | % | 25,644 | 100.0 | % |
| Total non-federally insured loans | $29,272 | | | $26,916 | | | $29,061 | | |

(a) Loans for borrowers who still may be attending school or engaging in other permitted educational activities and are not yet required to make payments on the loans, e.g., residency periods for medical students or a grace period for bar exam preparation for law students.

(b) Loans for borrowers who have temporarily ceased making full payments due to hardship or other factors, according to a schedule approved by the servicer consistent with the established loan program servicing procedures and policies.

(c) The period of delinquency is based on the number of days scheduled payments are contractually past due and relate to repayment loans, that is, receivables not charged off, and not in school, grace, deferment, or forbearance.

(d) A portion of loans included in loans delinquent 271 days or greater includes federally insured loans in claim status, which are loans that have gone into default and have been submitted to the guaranty agency.

3. Bonds and Notes Payable

The following tables summarize the Company’s outstanding debt obligations by type of instrument:

| | As of September 30, 2012 | | |
|---|---|---|---|
| | Carrying amount | Interest rate range | Final maturity |
| Variable-rate bonds and notes (a): | | | |
| Bonds and notes based on indices | $19,393,718 | 0.40% - 6.90% | 11/25/15 - 7/27/48 |
| Bonds and notes based on auction or remarketing | 969,925 | 0.18% - 2.10% | 5/1/28 - 5/25/42 |
| Total variable-rate bonds and notes | 20,363,643 | | |
| FFELP warehouse facilities | 499,352 | 0.23% - 0.38% | 1/31/15 - 6/30/15 |
| Department of Education Conduit | 1,988,035 | 0.79% | 5/8/14 |
| Secured line of credit | 50,000 | 1.71% | 4/11/14 |
| Unsecured line of credit | — | — | 2/17/16 |
| Unsecured debt - Junior Subordinated Hybrid Securities | 100,697 | 3.73% | 9/15/61 |
| Other borrowings | 28,316 | 3.66% - 5.72% | 11/14/12 - 3/1/22 |
| | 23,030,043 | | |
| Discount on bonds and notes payable | (145,947) | | |
| Total | $22,884,096 | | |

| | As of December 31, 2011 | | |
|---|---|---|---|
| | Carrying amount | Interest rate range | Final maturity |
| Variable-rate bonds and notes (a): | | | |
| Bonds and notes based on indices | $20,252,403 | 0.42% - 6.90% | 11/25/15 - 7/27/48 |
| Bonds and notes based on auction or remarketing | 970,575 | 0.11% - 2.19% | 5/1/28 - 5/25/42 |
| Total variable-rate bonds and notes | 21,222,978 | | |
| FFELP warehouse facilities | 824,410 | 0.26% - 0.70% | 7/1/14 |
| Department of Education Conduit | 2,339,575 | 0.74% | 5/8/14 |
| Unsecured line of credit | 64,390 | 0.69% | 5/8/12 |
| Unsecured debt - Junior Subordinated Hybrid Securities | 100,697 | 3.95% | 9/15/61 |
| Other borrowings | 43,119 | 3.78% - 5.72% | 11/14/12 - 3/1/22 |
| | 24,595,169 | | |
| Discount on bonds and notes payable | (160,629) | | |
| Total | $24,434,540 | | |

(a) Issued in asset-backed securitizations.

Secured Financing Transactions

The Company has historically relied upon secured financing vehicles as its most significant source of funding for student loans. The net cash flow the Company receives from the securitized student loans generally represents the excess amounts, if any, generated by the underlying student loans over the amounts required to be paid to the bondholders, after deducting servicing fees and any other expenses relating to the securitizations. The Company’s rights to cash flow from securitized student loans are subordinate to bondholder interests and may fail to generate any cash flow beyond what is due to bondholders. The Company’s secured student loan financing vehicles during the periods presented above include loan warehouse facilities, asset-backed securitizations, and the government’s Conduit Program.

The majority of the bonds and notes payable are primarily secured by the student loans receivable, related accrued interest, and by the amounts on deposit in the accounts established under the respective bond resolutions or financing agreements. Certain variable rate bonds and notes are secured by a letter of credit and reimbursement agreement issued by a third-party liquidity provider.

FFELP warehouse facilities

The Company funds a portion of its Federal Family Education Loan Program (the “FFEL Program” or “FFELP”) loan acquisitions using its FFELP warehouse facilities. Student loan warehousing allows the Company to buy and manage student loans prior to transferring them into more permanent financing arrangements.

As of September 30, 2012, the Company has three FFELP warehouse facilities as summarized below.

| | NHELP-II (a) | NHELP-I (b) | NFSLW-I (c) | Total |
|---|---|---|---|---|
| Maximum financing amount | $250,000 | 500,000 | 500,000 | 1,250,000 |
| Amount outstanding | 42,620 | 117,051 | 339,681 | 499,352 |
| Amount available | $207,380 | 382,949 | 160,319 | 750,648 |
| Expiration of liquidity provisions | January 31, 2013 | October 2, 2013 | June 28, 2013 | |
| Final maturity date | January 31, 2015 | April 2, 2015 | June 30, 2015 | |
| Maximum advance rates | 90.5 - 93.5% | 80 - 100% | 90 - 98% | |
| Minimum advance rates | 90.5 - 93.5% | 80 - 95% | 84.5 - 90% | |
| Advanced as equity support | $4,147 | 6,038 | 24,413 | 34,598 |

(a) The Company entered into this facility on February 1, 2012.

(b) The terms of this facility were amended on April 2, 2012. The table above reflects all amended terms.

(c) The terms of this facility were amended on June 29, 2012. The table above reflects these amended terms. On October 11, 2012, this facility was amended to increase the maximum financing amount to $800 million. The increased maximum financing amount is a temporary increase and must be reduced to $600 million by December 7, 2012.

Each FFELP warehouse facility is supported by 364-day liquidity provisions, which are subject to the respective expiration date shown in the table above. In the event the Company is unable to renew the liquidity provisions by such date, the facility would become a term facility at a stepped-up cost, with no additional student loans being eligible for financing, and the Company would be required to refinance the existing loans in the facility by the facility's final maturity date. The warehouse facilities provide for formula-based advance rates, depending on FFELP loan type, up to a maximum of the principal and interest of loans financed as shown in the table above. The advance rates for collateral may increase or decrease based on market conditions, but they are subject to minimums as disclosed above.

The FFELP warehouse facilities contain financial covenants relating to levels of the Company’s consolidated net worth, ratio of recourse indebtedness to adjusted EBITDA, and unencumbered cash. Any noncompliance with these covenants could result in a requirement for the immediate repayment of any outstanding borrowings under the facilities.

Asset-backed securitizations

On May 4, 2012, June 11, 2012, and July 27, 2012, the Company completed asset-backed securitizations of $343.9 million, $333.0 million, and $424.3 million, respectively. Notes issued in the June and July securitizations were issued at a discount of $3.6 million and $1.3 million, respectively. These discounts are being accreted using the effective interest method over the expected term of the notes issued in the securitizations. The notes issued in these asset-backed securities transactions carry interest rates based on a spread to one-month LIBOR. As part of the Company's issuance of these asset-backed securities, the Company purchased the Class B subordinated notes in the aggregate amount of $27.6 million (par value). These notes are not included in the Company's consolidated balance sheet. If the Company sells these notes to third parties, the Company would obtain cash proceeds equal to the market value of the notes on the date of such sale. Upon sale, these notes would be shown as “bonds and notes payable” in the Company's consolidated balance sheet. The Company believes the market value of such notes is currently less than par value. Any excess of the par value over the market value on the date of sale would be recognized by the Company as interest expense over the life of the bonds.

Secured line of credit

On April 12, 2012, the Company entered into a $50.0 million line of credit, which is collateralized by asset-backed security investments. The line of credit has a maturity date of April 11, 2014 and has covenants and cross default provisions similar to those under the Company's unsecured line of credit discussed below. As of September 30, 2012, $50.0 million was outstanding on this line of credit.

Unsecured Line of Credit

As of December 31, 2011, the Company had a $750.0 million unsecured line of credit with a maturity date of May 8, 2012. As of December 31, 2011, there was $64.4 million outstanding on this line. On February 17, 2012, the Company entered into a new $250.0 million unsecured line of credit. In conjunction with entering into this new agreement, the outstanding balance on the $750.0 million unsecured line of credit of $64.4 million was paid off in full and the agreement was terminated. As of September 30, 2012, the $250.0 million unsecured line of credit had no amounts outstanding and $250.0 million was available for future use. The $250.0 million line of credit has a maturity date of February 17, 2016.

The new line of credit agreement contains certain financial covenants that, if not met, lead to an event of default under the agreement. The covenants include maintaining:

- A minimum consolidated net worth
- A minimum adjusted EBITDA to corporate debt interest (over the last four rolling quarters)
- A limitation on subsidiary indebtedness
- A limitation on the percentage of non-federally insured loans in the Company’s portfolio

As of September 30, 2012, the Company was in compliance with all of these requirements. Many of these covenants are duplicated in the Company’s other lending facilities, including its FFELP warehouse facilities.

The Company’s new operating line of credit does not have any covenants related to unsecured debt ratings. However, changes in the Company’s ratings (as well as the amounts the Company borrows) have modest implications on the pricing level at which the Company obtains funding.

A default on the Company’s FFELP warehouse facilities would result in an event of default on the Company’s unsecured line of credit that would result in the outstanding balance on the line of credit becoming immediately due and payable.

4. Derivative Financial Instruments

The Company is exposed to certain risks relating to its ongoing business operations. The primary risks managed by using derivative instruments are interest rate risk and foreign currency exchange risk.

Interest Rate Risk

The Company is exposed to interest rate risk in the form of basis risk and repricing risk because the interest rate characteristics of the Company’s assets do not match the interest rate characteristics of the funding for those assets. The Company has adopted a policy of periodically reviewing the mismatch related to the interest rate characteristics of its assets and liabilities together with the Company’s outlook as to current and future market conditions. Based on those factors, the Company uses derivative instruments as part of its overall risk management strategy. Derivative instruments used as part of the Company’s interest rate risk management strategy currently include basis swaps and interest rate swaps.

Basis Swaps

Prior to April 1, 2012, the interest earned on the majority of the Company's FFELP student loan assets was indexed to the three-month commercial paper index. As allowed by recent legislation, effective April 1, 2012, the Company elected to change the index on which the Special Allowance Payments ("SAP") are calculated for the majority of the Company's FFELP loans from the commercial paper rate to the one-month LIBOR rate. Meanwhile, the Company funds the majority of its assets with three-month LIBOR indexed floating rate securities. The different interest rate characteristics of the Company's loan assets and liabilities funding these assets results in basis risk.

The Company also faces repricing risk due to the timing of the interest rate resets on its liabilities, which may occur as infrequently as once a quarter, in contrast to the timing of the interest rate resets on its assets, which generally occur daily. In a declining interest rate environment, this may cause the Company’s student loan spread to compress, while in a rising rate environment, it may cause the spread to increase.

As of September 30, 2012, the Company had $21.7 billion and $0.9 billion of FFELP loans indexed to the one-month LIBOR rate and the three-month treasury bill rate, respectively, both of which reset daily, and $17.8 billion of debt indexed to three-month LIBOR, which resets quarterly, and $1.7 billion of debt indexed to one-month LIBOR, which resets monthly.

The Company has used derivative instruments to hedge its basis risk and repricing risk. The Company has entered into basis swaps in which the Company receives three-month LIBOR set discretely in advance and pays one-month LIBOR plus or minus a spread as defined in the agreements (the 1:3 Basis Swaps).

The following table summarizes the Company's 1:3 Basis Swaps outstanding as of both September 30, 2012 and December 31, 2011:

| Maturity | | Notional amount | |
|---|---|---|---|
| 2021 | | $250,000 | |
| 2023 | | 1,250,000 | |
| 2024 | | 250,000 | |
| 2026 | | 800,000 | |
| 2028 | | 100,000 | |
| 2036 | | 700,000 | |
| 2039 | (a) | 150,000 | |
| 2040 | (b) | 200,000 | |
| | | $3,700,000 | (c) |

(a)This derivative has a forward effective start date in 2015.
(b)This derivative has a forward effective start date in 2020.
(c)The weighted average rate paid by the Company on the 1:3 Basis Swaps is one-month LIBOR plus 1.2 basis points.

Interest rate swaps – floor income hedges

FFELP loans originated prior to April 1, 2006 generally earn interest at the higher of a floating rate based on the SAP formula set by the Department of Education (the "Department") and the borrower rate, which is fixed over a period of time. The SAP formula is based on an applicable indice plus a fixed spread that is dependent upon when the loan was originated, the loan's repayment status, and funding sources for the loan. The Company generally finances its student loan portfolio with variable rate debt. In low and/or declining interest rate environments, when the fixed borrower rate is higher than the rate produced by the SAP formula, the Company's student loans earn at a fixed rate while the interest on the variable rate debt typically continues to decline. In these interest rate environments, the Company may earn additional spread income that it refers to as floor income.

Depending on the type of loan and when it was originated, the borrower rate is either fixed to term or is reset to an annual rate each July 1. As a result, for loans where the borrower rate is fixed to term, the Company may earn floor income for an extended period of time, which the Company refers to as fixed rate floor income, and for those loans where the borrower rate is reset annually on July 1, the Company may earn floor income to the next reset date, which the Company refers to as variable rate floor income. In accordance with legislation enacted in 2006, lenders are required to rebate fixed rate floor income and variable rate floor income to the Department for all FFELP loans first originated on or after April 1, 2006.

Absent the use of derivative instruments, a rise in interest rates may reduce the amount of floor income received and this may have an impact on earnings due to interest margin compression caused by increasing financing costs, until such time as the federally insured loans earn interest at a variable rate in accordance with their SAP formulas. In higher interest rate environments, where the interest rate rises above the borrower rate and fixed rate loans effectively become variable rate loans, the impact of the rate fluctuations is reduced.

As of September 30, 2012 and December 31, 2011, the Company had $8.9 billion and $10.9 billion, respectively, of student loan assets that were earning fixed rate floor income of which the weighted average estimated variable conversion rate for these loans, which is the estimated short-term interest rate at which loans would convert to a variable rate, was 2.05% and 1.79%, respectively.

The following tables summarize the outstanding derivative instruments used by the Company to economically hedge these loans.

As of September 30, 2012

| Maturity | | Notional amount | Weighted average fixed rate paid by the Company (a) | |
|---|---|---|---|---|
| 2013 | | $3,150,000 | 0.71 | % |
| 2014 | | 1,750,000 | 0.71 | |
| 2015 | (b) | 1,100,000 | 0.89 | |
| 2016 | | 750,000 | 0.85 | |
| 2017 | | 750,000 | 0.99 | |
| | | $7,500,000 | 0.78 | % |

As of December 31, 2011

| Maturity | Notional amount | Weighted average fixed rate paid by the Company (a) | |
|---|---|---|---|
| 2013 | $2,150,000 | 0.85 | % |
| 2014 | 750,000 | 0.85 | |
| 2015 | 100,000 | 2.26 | |
| 2020 | 50,000 | 3.23 | |
| | $3,050,000 | 0.93 | % |

(a) For all interest rate derivatives, the Company receives discrete three-month LIBOR.

(b) $500 million of these derivatives have a forward effective start date in 2013.

Interest rate swaps – unsecured debt hedges

As of September 30, 2012 and December 31, 2011, the Company had $100.7 million of unsecured Junior Subordinated Hybrid Securities debt outstanding. The interest rate on the Hybrid Securities through September 29, 2036 is equal to three-month LIBOR plus 3.375%, payable quarterly. As of September 30, 2012 and December 31, 2011, the Company had the following derivatives outstanding that are used to effectively convert the variable interest rate on the Hybrid Securities to a fixed rate.

| Maturity | Notional amount | Weighted average fixed rate paid by the Company (a) | |
|---|---|---|---|
| 2036 | $75,000 | 4.28 | % |

(a) For all interest rate derivatives, the Company receives discrete three-month LIBOR.

Foreign Currency Exchange Risk

During 2006, the Company completed separate debt offerings of student loan asset-backed securities that included €420.5 million and €352.7 million Euro Notes with interest rates based on a spread to the EURIBOR index. As a result of these transactions, the Company is exposed to market risk related to fluctuations in foreign currency exchange rates between the U.S. dollar and Euro. The principal and accrued interest on these notes are re-measured at each reporting period and recorded in the Company's consolidated balance sheet in U.S. dollars based on the foreign currency exchange rate on that date. Changes in the principal and accrued interest amounts as a result of foreign currency exchange rate fluctuations are included in the Company's consolidated statements of income.

The Company entered into cross-currency interest rate swaps in connection with the issuance of the Euro Notes. Under the terms of these derivative instrument agreements, the Company receives from a counterparty a spread to the EURIBOR indice based on notional amounts of €420.5 million and €352.7 million and pays a spread to the LIBOR indice based on notional amounts of $500.0 million and $450.0 million, respectively. In addition, under the terms of these agreements, all principal payments on the Euro Notes will effectively be paid at the exchange rate in effect between the U.S. dollar and Euro as of the issuance of the notes.

The following table shows the income statement impact as a result of the re-measurement of the Euro Notes and the change in the fair value of the related derivative instruments. These items are included in the Company's consolidated statements of income.

| | Three months ended September 30, | | Nine months ended September 30, | |
|---|---|---|---|---|
| | 2012 | 2011 | 2012 | 2011 |
| Re-measurement of Euro Notes | $(20,799) | 73,453 | 6,186 | (10,902) |
| Change in fair value of cross currency interest rate swaps | 24,586 | (53,142) | (24,934) | 28,125 |
| Total impact to consolidated statements of income - income (expense) (a) | $3,787 | 20,311 | (18,748) | 17,223 |

(a) The financial statement impact of the above items is included in "Derivative market value and foreign currency adjustments and derivative settlements, net" in the Company's consolidated statements of income.

The re-measurement of the Euro-denominated bonds generally correlates with the change in fair value of the cross-currency interest rate swaps. However, the Company will experience unrealized gains or losses related to the cross-currency interest rate swaps if the two underlying indices (and related forward curve) do not move in parallel. Management currently intends to hold the cross-currency interest rate swaps through the maturity of the Euro-denominated bonds.

Accounting for Derivative Financial Instruments

The Company records derivative instruments in the consolidated balance sheets as either an asset or liability measured at its fair value. Management has structured the majority of the Company’s derivative transactions with the intent that each is economically effective; however, the Company’s derivative instruments do not qualify for hedge accounting. As a result, the change in fair value of the Company’s derivatives at each reporting date are included in the Company’s consolidated statements of income. Changes or shifts in the forward yield curve and fluctuations in currency rates can significantly impact the valuation of the Company’s derivatives. Accordingly, changes or shifts to the forward yield curve and fluctuations in currency rates will impact the financial position and results of operations of the Company.

Any proceeds received or payments made by the Company to terminate a derivative in advance of its expiration date, or to amend the terms of an existing derivative, are included in the Company's consolidated statements of income and are accounted for as a change in fair value of such derivative.

The following table summarizes the fair value of the Company’s derivatives:

| | Fair value of asset derivatives | | Fair value of liability derivatives | |
|---|---|---|---|---|
| | As of September 30, 2012 | As of December 31, 2011 | As of September 30, 2012 | As of December 31, 2011 |
| 1:3 basis swaps | $9,859 | 10,988 | 1,517 | 641 |
| Interest rate swaps - floor income hedges | — | 592 | 52,379 | 18,384 |
| Interest rate swaps - hybrid debt hedges | — | — | 26,369 | 24,814 |
| Cross-currency interest rate swaps | 55,697 | 80,631 | — | — |
| Other | 2,169 | 8 | — | 1 |
| Total | $67,725 | 92,219 | 80,265 | 43,840 |

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The following table summarizes the effect of derivative instruments in the consolidated statements of income.

| | Three months ended September 30, | | Nine months ended September 30, | |
|---|---|---|---|---|
| | 2012 | 2011 | 2012 | 2011 |
| Settlements: | | | | |
| 1:3 basis swaps | $1,100 | 321 | 3,651 | 902 |
| T-Bill/LIBOR basis swaps | — | (69) | — | (263) |
| Interest rate swaps - floor income hedges | (5,595) | (3,482) | (12,237) | (16,045) |
| Interest rate swaps - hybrid debt hedges | (733) | (250) | (1,479) | (744) |
| Cross-currency interest rate swaps | 227 | 3,745 | 3,390 | 8,625 |
| Other | (50) | (8) | (235) | 108 |
| Total settlements - income (expense) | (5,051) | 257 | (6,910) | (7,417) |
| Change in fair value: | | | | |
| 1:3 basis swaps | (4,578) | 1,702 | (2,005) | (3,736) |
| T-Bill/LIBOR basis swaps | — | 87 | — | 208 |
| Interest rate swaps - floor income hedges | (29,903) | (15,423) | (41,681) | (20,137) |
| Interest rate swaps - hybrid debt hedges | 1,695 | (20,747) | (890) | (23,196) |
| Cross-currency interest rate swaps | 24,586 | (53,142) | (24,934) | 28,125 |
| Other | 2,775 | 182 | 2,161 | 53 |
| Total change in fair value - income (expense) | (5,425) | (87,341) | (67,349) | (18,683) |
| Re-measurement of Euro Notes (foreign currency transaction adjustment) - income (expense) | (20,799) | 73,453 | 6,186 | (10,902) |
| Derivative market value and foreign currency adjustments and derivative settlements, net - income (expense) | $(31,275) | (13,631) | (68,073) | (37,002) |

Derivative Instruments - Credit and Market Risk

By using derivative instruments, the Company is exposed to credit and market risk.

The Company manages credit and market risks associated with interest rates by establishing and monitoring limits as to the types and degree of risk that may be undertaken and by entering into transactions with high-quality counterparties that are reviewed periodically by the Company's risk committee. As of September 30, 2012, all of the Company's derivative counterparties had investment grade credit ratings. The Company also has a policy of requiring that all derivative contracts be governed by an International Swaps and Derivatives Association, Inc. Master Agreement.

Credit Risk

When the fair value of a derivative contract is positive (an asset in the Company's consolidated balance sheet), this generally indicates that the counterparty would owe the Company if the derivative was settled. If the counterparty fails to perform, credit risk with such counterparty is equal to the extent of the fair value gain in the derivative less any collateral held by the Company. If the Company was unable to collect from a counterparty, it would have a loss equal to the amount the derivative is recorded in the consolidated balance sheet. As of September 30, 2012, the trustee for certain of the Company's asset-backed securities transactions held $19.1 million of collateral from the counterparty on the cross-currency interest rate swaps.

The Company considers counterparties' credit risk when determining the fair value of derivative positions on its exposure net of collateral. However, the Company does not use the collateral to offset fair value amounts recognized for derivative instruments in the financial statements.

Market Risk

When the fair value of a derivative instrument is negative (a liability in the Company's consolidated balance sheet), the Company would owe the counterparty if the derivative was settled and, therefore, has no immediate credit risk. If the negative fair value of derivatives with a counterparty exceeds a specified threshold, the Company may have to make a collateral deposit with the counterparty. The threshold at which the Company may be required to post collateral is dependent upon the Company's unsecured credit rating. At the Company's current unsecured credit rating (Standard & Poor's: BBB- (stable outlook) and Moody's: Ba1

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(stable outlook)), the Company has substantially collateralized its corporate derivative liability position with its counterparties. As such, any downgrades from the current rating would not result in additional collateral requirements of a material nature. In addition, no counterparty has the right to terminate its contracts in the event of downgrades from the current rating. However, some long-dated derivative contracts have mutual optional termination provisions that can be exercised in 2016, 2017, and 2021. As of September 30, 2012, the fair value of derivatives with early termination provisions was a positive $0.5 million (an asset in the Company's consolidated balance sheet). As of September 30, 2012, the Company had $70.3 million posted as collateral to derivative counterparties, which is included in “restricted cash and investments” in the Company's consolidated balance sheet.

Interest rate movements have an impact on the amount of collateral the Company is required to deposit with its derivative instrument counterparties. With the Company's current derivative portfolio, the Company does not currently anticipate any movement in interest rates having a material impact on its capital or liquidity profile, nor expects that any movement in interest rates would have a material impact on its ability to meet potential collateral deposits with its counterparties. Due to the existing low interest rate environment, the Company's exposure to downward movements in interest rates on its interest rate swaps is limited. In addition, the historical high correlation between one-month and three-month LIBOR and the limited notional amount of 1:3 Basis Swaps derivatives outstanding limit the Company's exposure to interest rate movements on these derivatives.

The Company's cross-currency interest rate swaps are derivatives entered into as a result of certain asset-backed security financings. These derivatives are entered into at the securitization trust level with the counterparty. Trust related derivatives do not contain credit contingent features related to the Company or the trust's credit ratings.

5. Investments

The Company's available-for-sale investment portfolio consists of student loan asset-backed securities and equity and debt securities. These securities are carried at fair value, with the temporary changes in fair value, net of taxes, carried as a separate component of stockholders’ equity. The amortized cost of debt securities in this category (including the student loan asset-backed securities) is adjusted for amortization of premiums and accretion of discounts, which are amortized using the effective interest rate method. Other-than-temporary impairment is evaluated by considering several factors, including the length of time and extent to which the fair value has been less than the amortized cost basis, the financial condition and near-term prospects of the security (considering factors such as adverse conditions specific to the security and ratings agency actions), and the intent and ability to retain the investment to allow for an anticipated recovery in fair value. The entire fair value loss on a security that is other-than-temporary impairment is recorded in earnings if the Company intends to sell the security or if it is more likely than not that the Company will be required to sell the security before the expected recovery of the loss. However, if the impairment is other-than-temporary, and either of those two conditions does not exist, the portion of the impairment related to credit losses is recorded in earnings and the impairment related to other factors is recorded in other comprehensive income.

Securities classified as trading are accounted for at fair value with unrealized gains and losses included in "other income" in the consolidated statements of income.

Securities that the Company has the intent and ability to hold to maturity are classified as held-to-maturity and are accounted for at amortized cost unless the security is determined to have an other-than-temporary impairment. In that case, it is accounted for in the same manner as described above for available-for-sale investments.

A summary of the Company's investments and restricted investments follows:

| | As of September 30, 2012 | | | | As of December 31, 2011 |
|---|---|---|---|---|---|
| | Amortized cost | Gross unrealized gains | Gross unrealized losses | Fair value | |
| Investments: | | | | | |
| Available-for-sale investments (a): | | | | | |
| Student loan asset-backed and other debt securities | $81,591 | 589 | (5,023) | 77,157 | — |
| Equity securities | 3,634 | 1,517 | (186) | 4,965 | — |
| Total available-for-sale investments | $85,225 | 2,106 | (5,209) | 82,122 | — |
| Trading investments (a): | | | | | |
| Student loan asset-backed and other debt securities | | | | $10,738 | 43,933 |
| Equity securities | | | | — | 6,847 |
| Total trading investments | | | | $10,738 | 50,780 |
| Total available-for-sale and trading investments | | | | $92,860 | 50,780 |
| Restricted Investments (b): | | | | | |
| Guaranteed investment contracts - held-to-maturity | | | | $9,740 | 236,899 |

(a) The Company transferred the majority of its investments from trading to available-for-sale on January 1, 2012 to reflect management's intention regarding such securities.

(b) Restricted investments are included in “restricted cash and investments” in the Company's consolidated balance sheets. The Company's restricted investments include cash balances that the Company's indentured securitization trusts deposit in guaranteed investment contracts that are held for the related note holders. These investments are classified as held-to-maturity and the Company accounts for them at amortized cost, which approximates fair value.

On May 1, 2012, the majority of the Company's guaranteed investment contracts were terminated due to a downgrade in the credit rating of a guaranteed investment contract counterparty. The sales of these investments were at par and had no income statement impact. The proceeds from the sale of these investments were used to purchase permitted investments as specified by each underlying student loan asset-backed securitization trust indenture. The new investments remain as assets within their respective trust estates and continue to be classified as “restricted cash and investments” in the consolidated balance sheet.

The following table summarizes the amount included in "other income" in the consolidated statements of income related to the Company's investments classified as available-for-sale and trading.

| | Three months ended September 30, | | Nine months ended September 30, | |
|---|---|---|---|---|
| | 2012 | 2011 | 2012 | 2011 |
| Available-for-sale securities: | | | | |
| Gross realized gains | $2,640 | — | 5,127 | — |
| Gross realized losses | (22) | — | (279) | — |
| Trading securities: | | | | |
| Unrealized gains (losses), net | 1,149 | (4,645) | 483 | (2,820) |
| Realized gains (losses), net | 487 | 561 | 1,186 | (936) |

| | | | | |
|---|---|---|---|---|
| | $4,254 | (4,084) | 6,517 | (3,756) |

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As of September 30, 2012, the stated maturities of the Company's student loan asset-backed securities and debt securities classified as available-for-sale, are shown in the following table:

| Year of Maturity: | Amortized cost | Fair value |
|---|---|---|
| 2013-2016 | $200 | 200 |
| 2017-2021 | 629 | 629 |
| After 2021 | 80,762 | 76,328 |
| Total | $81,591 | 77,157 |

As of September 30, 2012, the stated maturities of the Company's restricted investments, which are classified as held-to-maturity, are shown in the following table.

| Year of Maturity: | |
|---|---|
| 2017-2021 | $7,437 |
| After 2021 | 2,303 |
| Total | $9,740 |

6. Intangible Assets

Intangible assets consist of the following:

| | Weighted average remaining useful life as of September 30, 2012 (months) | As of September 30, 2012 | As of December 31, 2011 |
|---|---|---|---|
| Customer relationships (net of accumulated amortization of $70,057 and $59,893, respectively) | 81 | $13,076 | 23,240 |
| Computer software (net of accumulated amortization of $7,214 and $5,103, respectively) | 3 | 704 | 2,815 |
| Trade names (net of accumulated amortization of $11,013 and $9,274, respectively) | 3 | 580 | 2,319 |
| | 74 | $14,360 | 28,374 |

The Company recorded amortization expense on its intangible assets of $4.6 million and $4.5 million for the three months ended September 30, 2012 and 2011, and $14.0 million and $12.4 million for the nine months ended September 30, 2012 and 2011, respectively. The Company will continue to amortize intangible assets over their remaining useful lives. As of September 30, 2012, the Company estimates it will record amortization expense as follows:

| | |
|---|---|
| 2012 (October 1 - December 31) | $4,618 |
| 2013 | 3,399 |
| 2014 | 2,102 |
| 2015 | 829 |
| 2016 | 639 |
| 2017 and thereafter | 2,773 |
| | $14,360 |

7. Goodwill

The following table summarizes the Company’s allocation of goodwill by operating segment as of September 30, 2012 and December 31, 2011:

| | |
|---|---|
| Student Loan and Guaranty Servicing | $8,596 |

| | |
|---|---|
| Tuition Payment Processing and Campus Commerce | 58,086 |
| Enrollment Services | 8,553 |
| Asset Generation and Management | 41,883 |
| | $117,118 |

8. Income Taxes

The Company's effective tax rate was 33.0 percent for the nine months ended September 30, 2012 compared to 36.0 percent in 2011. During the nine months ended September 30, 2012, state income tax laws were enacted that reduced the Company's income tax expense by $3.4 million.

9. Earnings per Common Share

Presented below is a summary of the components used to calculate basic and diluted earnings per share. The Company applies the two-class method of computing earnings per share, which requires the calculation of separate earnings per share amounts for unvested share-based awards and for common stock. Unvested share-based awards that contain nonforfeitable rights to dividends are considered securities which participate in undistributed earnings with common stock. Earnings per share attributable to common stock and a reconciliation of weighted average shares outstanding are shown in the table below.

| | Three months ended September 30, | | Nine months ended September 30, | |
|---|---|---|---|---|
| | 2012 | 2011 | 2012 | 2011 |
| Net income attributable to Nelnet, Inc. | $36,828 | 47,451 | 121,363 | 139,456 |
| Less earnings allocated to holders of unvested restricted stock | 290 | 303 | 911 | 873 |
| Net income available to Nelnet, Inc. common shareholders | $36,538 | 47,148 | 120,452 | 138,583 |
| | | | | |
| Weighted average common shares outstanding - basic | 47,086,098 | 48,059,747 | 47,042,035 | 48,177,539 |
| Dilutive effect of the assumed vesting of restricted stock awards | 235,699 | 194,141 | 225,001 | 190,384 |
| Weighted average common shares outstanding - diluted | 47,321,797 | 48,253,888 | 47,267,036 | 48,367,923 |
| | | | | |
| Earnings per common share: | | | | |
| Net income attributable to Nelnet, Inc. shareholders - basic | $0.78 | 0.98 | 2.56 | 2.88 |
| Net income attributable to Nelnet, Inc. shareholders - diluted | $0.77 | 0.98 | 2.55 | 2.87 |

There were no shares that were antidilutive and not included in average shares outstanding for the diluted earnings per share calculation.

10. Segment Reporting

The Company earns fee-based revenue through its Student Loan and Guaranty Servicing, Tuition Payment Processing and Campus Commerce, and Enrollment Services operating segments. In addition, the Company earns net interest income on its student loan portfolio in its Asset Generation and Management operating segment. The Company’s operating segments are defined by the products and services they offer and the types of customers they serve, and they reflect the manner in which financial information is currently evaluated by management.

The management reporting process measures the performance of the Company’s operating segments based on the management structure of the Company, as well as the methodology used by management to evaluate performance and allocate resources. Executive management (the "chief operating decision maker") evaluates the performance of the Company’s operating segments based on their profitability. Prior to 2012, management measured the profitability of the Company’s operating segments based on “base net income.” The Company's "base net income" was not a defined term within U.S. generally accepted accounting principles ("GAAP") and was not necessarily comparable to similarly titled measures reported by other companies. However, “base net income,” which consisted of GAAP net income excluding the derivative market value and foreign currency adjustments, amortization of intangible assets, compensation related to business combinations, and variable rate floor income, net of settlements on derivatives, was the primary financial performance measure used by management to develop the Company’s financial plans, track results, and establish corporate performance targets and incentive compensation. Unlike financial accounting, there is no comprehensive, authoritative guidance for management reporting. Accordingly, information regarding the Company’s operating segments was historically provided based on “base net income.” Due to the decrease in the number and dollar amount of differences between "base net income" and GAAP net income, during the first quarter of 2012, executive management discontinued utilizing "base net income" and began to evaluate the performance and profitability of the Company's operating segments based on financial results prepared in conformity with GAAP. As such, the Company has changed its operating segment income measurement from "base net income" to GAAP net income. Prior period segment operating results have been restated to conform to the current period presentation.

The accounting policies of the Company's operating segments are the same as those described in note 2 in the notes to the consolidated financial statements included in the Company's Annual Report filed on Form 10-K for the year ended December 31, 2011 (the "2011 Annual Report"). Intersegment revenues are charged by a segment that provides a product or service to another segment. Intersegment revenues and expenses are included within each segment consistent with the income statement presentation provided to management. Changes in management structure or allocation methodologies and procedures may result in changes in reported segment financial information. The Company allocates certain corporate overhead expenses to the individual operating segments. These expenses include certain corporate activities related to executive management, human resources, accounting, legal, occupancy, and marketing. These costs are allocated to each operating segment based on estimated use of such activities and services. In addition, income taxes are allocated based on 38% of income (loss) before taxes for each individual operating segment. The difference between the consolidated income tax expense and the sum of taxes calculated for each operating segment is included in income taxes in Corporate Activity and Overhead.

The following describes the products and services of each operating segment. In addition, the tables below include the results of each of the Company's operating segments reconciled to the consolidated financial statements.

Fee-Based Operating Segments

Student Loan and Guaranty Servicing

The following are the primary products and services the Company offers as part of its Student Loan and Guaranty Servicing segment:

- Servicing FFELP loans
- Origination and servicing of non-federally insured student loans
- Servicing federally-owned student loans for the Department of Education
- Servicing and support outsourcing for guaranty agencies
- Student loan servicing software and other information technology products and services

The Student Loan and Guaranty Servicing operating segment provides for the servicing of the Company's student loan portfolios and the portfolios of third parties. The loan servicing activities include loan origination activities, loan conversion activities, application processing, borrower updates, payment processing, due diligence procedures, funds management reconciliations, and claim processing. These activities are performed internally for the Company's portfolio in addition to generating external fee revenue when performed for third-party clients.

In June 2009, the Department named the Company as one of four private sector companies awarded a servicing contract to service federally-owned student loans. In September 2009, the Company began servicing loans under this contract. The contract spans five years, with one five-year renewal at the option of the Department.

This operating segment also provides servicing activities for guaranty agencies. These activities include providing software and data center services, borrower and loan updates, default aversion tracking services, claim processing services, and managing third-party collection agencies.

This operating segment also provides student loan servicing software, which is used internally by the Company and licensed to third-party student loan holders and servicers. These software systems have been adapted so that they can be offered as hosted servicing software solutions that can be used by third parties to service various types of student loans, including private, Federal Direct Loan Program, and FFEL Program loans.

Tuition Payment Processing and Campus Commerce

The Company’s Tuition Payment Processing and Campus Commerce operating segment provides products and services to help students and families manage the payment of education costs at all levels (K-12 and higher education). It also provides innovative education-focused technologies, services, and support solutions to help schools with the everyday challenges of collecting and processing commerce data.

In the K-12 market, this operating segment offers actively managed tuition payment plans and billing services as well as assistance with financial needs assessment and donor management. This operating segment offers two principal products to the higher education market: actively managed tuition payment plans and campus commerce technologies and payment processing.

Enrollment Services

The Enrollment Services operating segment offers products and services that are focused on helping colleges recruit and retain students and helping students plan and prepare for life after high school and/or military service. The following are the primary products and services the Company offers as part of the Enrollment Services segment:

- Inquiry Generation - Inquiry generation services include delivering qualified inquiries or clicks to third-party customers, primarily for-profit schools.
- Inquiry Management (Agency) - Agency services include managing the marketing activities for third-party customers, primarily for-profit schools, in order to provide qualified inquiries or clicks.
- Inquiry Management (Software) - Software services include the licensing of software to third-party customers, primarily for-profit schools. This software is also used internally by the Company. The inquiry management software has been adapted so that it can be offered as a hosted software solution that can be used by third parties to manage and obtain qualified inquiries or clicks.
- Digital Marketing - Digital marketing services include on-line information about colleges and universities and are sold primarily based on subscriptions. Digital marketing services also include editing services for admission essays.
- Content Solutions - Content solutions includes test preparation study guides, school directories and databases, career exploration guides, on-line courses, scholarship search and selection data, career planning, and on-line information about colleges and universities. Content solutions also includes providing list marketing services to help higher education institutions and businesses reach the middle school, high school, college bound high school, college, and young adult market places.

Asset Generation and Management Operating Segment

The Asset Generation and Management operating segment includes the acquisition, management, and ownership of the Company's student loan assets, which has historically been the Company's largest product and service offering. The Company generates a substantial portion of its earnings from the spread, referred to as the Company's student loan spread, between the yield it receives on its student loan portfolio and the associated costs to finance such portfolio. The student loan assets are held in a series of education lending subsidiaries and associated securitization trusts designed specifically for this purpose. In addition to the student loan spread earned on its portfolio, all costs and activity associated with managing the portfolio, such as servicing of the assets and debt maintenance, are included in this segment.

As a result of legislation effective July 1, 2010, all new federal student loan originations are made by the Department through the Federal Direct Loan Program and the Company no longer originates FFELP loans. This legislation does not alter or affect the terms and conditions of existing FFELP loans.

Corporate Activity and Overhead

Corporate Activity and Overhead includes the following items:

- The operating results of WRCM, the Company's SEC-registered investment advisory subsidiary
- Income earned on certain investment activities
- Interest expense incurred on unsecured debt transactions
- Other product and service offerings that are not considered operating segments

Corporate Activities and Overhead also includes certain corporate activities and overhead functions related to executive management, human resources, accounting, legal, occupancy, and marketing. These costs are allocated to each operating segment based on estimated use of such activities and services.

Segment Results of Operations

| | Three months ended September 30, 2012 | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | Fee-Based | | | | | | | |
| | Student Loan and Guaranty Servicing | Tuition Payment Processing and Campus Commerce | Enrollment Services | Total Fee-Based | Asset Generation and Management | Corporate Activity and Overhead | Eliminations | Total |
| Total interest income | $12 | 3 | — | 15 | 150,661 | 1,891 | (899) | 151,668 |
| Interest expense | — | — | — | — | 64,829 | 2,472 | (899) | 66,402 |
| Net interest income (loss) | 12 | 3 | — | 15 | 85,832 | (581) | — | 85,266 |
| Less provision for loan losses | — | — | — | — | 5,000 | — | — | 5,000 |
| Net interest income (loss) after provision for loan losses | 12 | 3 | — | 15 | 80,832 | (581) | — | 80,266 |
| Other income (expense): | | | | | | | | |
| Loan and guaranty servicing revenue | 53,285 | — | — | 53,285 | — | — | — | 53,285 |
| Intersegment servicing revenue | 15,855 | — | — | 15,855 | — | — | (15,855) | — |
| Tuition payment processing and campus commerce revenue | — | 17,928 | — | 17,928 | — | — | — | 17,928 |
| Enrollment services revenue | — | — | 30,661 | 30,661 | — | — | — | 30,661 |
| Other income | — | — | — | — | 5,834 | 6,865 | — | 12,699 |
| Gain on sale of loans and debt repurchases | — | — | — | — | 195 | — | — | 195 |
| Derivative market value and foreign currency adjustments, net | — | — | — | — | (30,694) | 4,470 | — | (26,224) |
| Derivative settlements, net | — | — | — | — | (4,319) | (732) | — | (5,051) |
| Total other income (expense) | 69,140 | 17,928 | 30,661 | 117,729 | (28,984) | 10,603 | (15,855) | 83,493 |
| Operating expenses: | | | | | | | | |
| Salaries and benefits | 27,716 | 8,578 | 5,147 | 41,441 | 462 | 4,492 | — | 46,395 |
| Cost to provide enrollment services | — | — | 20,151 | 20,151 | — | — | — | 20,151 |
| Depreciation and amortization | 4,691 | 1,703 | 1,633 | 8,027 | — | 375 | — | 8,402 |
| Other | 16,775 | 2,285 | 1,782 | 20,842 | 3,451 | 5,696 | — | 29,989 |
| Intersegment expenses, net | 1,262 | 1,379 | 1,000 | 3,641 | 16,064 | (3,850) | (15,855) | — |
| Total operating expenses | 50,444 | 13,945 | 29,713 | 94,102 | 19,977 | 6,713 | (15,855) | 104,937 |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Income (loss) before income taxes and corporate overhead allocation | 18,708 | 3,986 | 948 | 23,642 | 31,871 | 3,309 | — | 58,822 |
| Corporate overhead allocation | (1,337) | (446) | (446) | (2,229) | (909) | 3,138 | — | — |
| Income (loss) before income taxes | 17,371 | 3,540 | 502 | 21,413 | 30,962 | 6,447 | — | 58,822 |
| Income tax (expense) benefit | (6,601) | (1,345) | (191) | (8,137) | (11,765) | (1,968) | — | (21,870) |
| Net income (loss) | 10,770 | 2,195 | 311 | 13,276 | 19,197 | 4,479 | — | 36,952 |
| Net income attributable to noncontrolling interest | — | — | — | — | — | 124 | — | 124 |
| Net income (loss) attributable to Nelnet, Inc. | $10,770 | 2,195 | 311 | 13,276 | 19,197 | 4,355 | — | 36,828 |

| | Three months ended September 30, 2011 | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | Fee-Based | | | | | | | |
| | Student Loan and Guaranty Servicing | Tuition Payment Processing and Campus Commerce | Enrollment Services | Total Fee-Based | Asset Generation and Management | Corporate Activity and Overhead | Eliminations | Total |
| Total interest income | $15 | 11 | — | 26 | 157,071 | 1,285 | (755 ) | 157,627 |
| Interest expense | — | — | — | — | 59,049 | 2,572 | (755 ) | 60,866 |
| Net interest income (loss) | 15 | 11 | — | 26 | 98,022 | (1,287 ) | — | 96,761 |
| Less provision for loan losses | — | — | — | — | 5,250 | — | — | 5,250 |
| Net interest income (loss) after provision for loan losses | 15 | 11 | — | 26 | 92,772 | (1,287 ) | — | 91,511 |
| Other income (expense): | | | | | | | | |
| Loan and guaranty servicing revenue | 42,549 | — | — | 42,549 | — | — | — | 42,549 |
| Intersegment servicing revenue | 16,622 | — | — | 16,622 | — | — | (16,622 ) | — |
| Tuition payment processing and campus commerce revenue | — | 16,774 | — | 16,774 | — | — | — | 16,774 |
| Enrollment services revenue | — | — | 35,505 | 35,505 | — | — | — | 35,505 |
| Other income | — | — | — | — | 3,694 | 237 | — | 3,931 |
| Gain on sale of loans and debt repurchases | — | — | — | — | — | — | — | — |
| Derivative market value and foreign currency adjustments, net | — | — | — | — | 6,677 | (20,565 ) | — | (13,888 ) |
| Derivative settlements, net | — | — | — | — | 507 | (250 ) | — | 257 |
| Total other income (expense) | 59,171 | 16,774 | 35,505 | 111,450 | 10,878 | (20,578 ) | (16,622 ) | 85,128 |
| Operating expenses: | | | | | | | | |
| Salaries and benefits | 25,335 | 7,594 | 6,484 | 39,413 | 694 | 4,025 | — | 44,132 |
| Cost to provide enrollment services | — | — | 23,825 | 23,825 | — | — | — | 23,825 |
| Depreciation and amortization | 4,104 | 1,799 | 1,662 | 7,565 | — | 352 | — | 7,917 |
| Other | 14,420 | 2,302 | 2,129 | 18,851 | 3,311 | 6,742 | — | 28,904 |
| Intersegment expenses, net | 1,291 | 1,166 | 783 | 3,240 | 16,865 | (3,483 ) | (16,622 ) | — |
| Total operating expenses | 45,150 | 12,861 | 34,883 | 92,894 | 20,870 | 7,636 | (16,622 ) | 104,778 |
| | 14,036 | 3,924 | 622 | 18,582 | 82,780 | (29,501 ) | — | 71,861 |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Income (loss) before income taxes and corporate overhead allocation | | | | | | | | |
| Corporate overhead allocation | (963 ) | (321 ) | (321 ) | (1,605 ) | (1,605 ) | 3,210 | — | — |
| Income (loss) before income taxes | 13,073 | 3,603 | 301 | 16,977 | 81,175 | (26,291 ) | — | 71,861 |
| Income tax (expense) benefit | (4,967 ) | (1,369 ) | (114 ) | (6,450 ) | (30,846 ) | 12,886 | — | (24,410 ) |
| Net income (loss) | 8,106 | 2,234 | 187 | 10,527 | 50,329 | (13,405 ) | — | 47,451 |
| Net income attributable to noncontrolling interest | — | — | — | — | — | — | — | — |
| Net income (loss) attributable to Nelnet, Inc. | $8,106 | 2,234 | 187 | 10,527 | 50,329 | (13,405 ) | — | 47,451 |

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| | Nine months ended September 30, 2012 | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | Fee-Based | | | | | | | |
| | Student Loan and Guaranty Servicing | Tuition Payment Processing and Campus Commerce | Enrollment Services | Total Fee-Based | Asset Generation and Management | Corporate Activity and Overhead | Eliminations | Total |
| Total interest income | $44 | 8 | — | 52 | 455,413 | 5,226 | (2,827 ) | 457,864 |
| Interest expense | — | — | — | — | 199,675 | 6,327 | (2,827 ) | 203,175 |
| Net interest income (loss) | 44 | 8 | — | 52 | 255,738 | (1,101 ) | — | 254,689 |
| Less provision for loan losses | — | — | — | — | 18,000 | — | — | 18,000 |
| Net interest income (loss) after provision for loan losses | 44 | 8 | — | 52 | 237,738 | (1,101 ) | — | 236,689 |
| Other income (expense): | | | | | | | | |
| Loan and guaranty servicing revenue | 155,164 | — | — | 155,164 | — | — | — | 155,164 |
| Intersegment servicing revenue | 49,210 | — | — | 49,210 | — | — | (49,210 ) | — |
| Tuition payment processing and campus commerce revenue | — | 56,675 | — | 56,675 | — | — | — | 56,675 |
| Enrollment services revenue | — | — | 92,035 | 92,035 | — | — | — | 92,035 |
| Other income | — | — | — | — | 14,415 | 18,038 | — | 32,453 |
| Gain on sale of loans and debt repurchases | — | — | — | — | 1,130 | — | — | 1,130 |
| Derivative market value and foreign currency adjustments, net | — | — | — | — | (62,351 ) | 1,188 | — | (61,163 ) |
| Derivative settlements, net | — | — | — | — | (5,431 ) | (1,479 ) | — | (6,910 ) |
| Total other income (expense) | 204,374 | 56,675 | 92,035 | 353,084 | (52,237 ) | 17,747 | (49,210 ) | 269,384 |
| Operating expenses: | | | | | | | | |
| Salaries and benefits | 85,663 | 25,771 | 17,587 | 129,021 | 1,723 | 13,449 | — | 144,193 |
| Cost to provide enrollment services | — | — | 62,203 | 62,203 | — | — | — | 62,203 |
| Depreciation and amortization | 13,629 | 5,174 | 4,867 | 23,670 | — | 1,094 | — | 24,764 |
| Other | 52,980 | 7,557 | 5,483 | 66,020 | 10,203 | 16,937 | — | 93,160 |
| Intersegment expenses, net | 3,832 | 4,042 | 2,824 | 10,698 | 49,842 | (11,330 ) | (49,210 ) | — |
| Total operating expenses | 156,104 | 42,544 | 92,964 | 291,612 | 61,768 | 20,150 | (49,210 ) | 324,320 |
| | 48,314 | 14,139 | (929 ) | 61,524 | 123,733 | (3,504 ) | — | 181,753 |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Income (loss) before income taxes and corporate overhead allocation | | | | | | | | |
| Corporate overhead allocation | (4,115 ) | (1,372 ) | (1,372 ) | (6,859 ) | (3,701 ) | 10,560 | — | — |
| Income (loss) before income taxes | 44,199 | 12,767 | (2,301 ) | 54,665 | 120,032 | 7,056 | — | 181,753 |
| Income tax (expense) benefit | (16,796 ) | (4,851 ) | 874 | (20,773 ) | (45,610 ) | 6,405 | — | (59,978 ) |
| Net income (loss) | 27,403 | 7,916 | (1,427 ) | 33,892 | 74,422 | 13,461 | — | 121,775 |
| Net income attributable to noncontrolling interest | — | — | — | — | — | 412 | — | 412 |
| Net income (loss) attributable to Nelnet, Inc. | $27,403 | 7,916 | (1,427 ) | 33,892 | 74,422 | 13,049 | — | 121,363 |

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| | Nine months ended September 30, 2011 | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | Fee-Based | | | | | | | |
| | Student Loan and Guaranty Servicing | Tuition Payment Processing and Campus Commerce | Enrollment Services | Total Fee-Based | Asset Generation and Management | Corporate Activity and Overhead | Eliminations | Total |
| Total interest income | $42 | 19 | — | 61 | 433,994 | 3,578 | (2,132 ) | 435,501 |
| Interest expense | — | — | — | — | 158,034 | 8,325 | (2,132 ) | 164,227 |
| Net interest income (loss) | 42 | 19 | — | 61 | 275,960 | (4,747 ) | — | 271,274 |
| Less provision for loan losses | — | — | — | — | 14,250 | — | — | 14,250 |
| Net interest income (loss) after provision for loan losses | 42 | 19 | — | 61 | 261,710 | (4,747 ) | — | 257,024 |
| Other income (expense): | | | | | | | | |
| Loan and guaranty servicing revenue | 124,697 | — | — | 124,697 | — | — | — | 124,697 |
| Intersegment servicing revenue | 51,272 | — | — | 51,272 | — | — | (51,272 ) | — |
| Tuition payment processing and campus commerce revenue | — | 50,904 | — | 50,904 | — | — | — | 50,904 |
| Enrollment services revenue | — | — | 101,688 | 101,688 | — | — | — | 101,688 |
| Other income | — | — | — | — | 11,827 | 5,422 | — | 17,249 |
| Gain on sale of loans and debt repurchases | — | — | — | — | 1,400 | 6,907 | — | 8,307 |
| Derivative market value and foreign currency adjustments, net | — | — | — | — | (6,443 ) | (23,142 ) | — | (29,585 ) |
| Derivative settlements, net | — | — | — | — | (6,805 ) | (612 ) | — | (7,417 ) |
| Total other income (expense) | 175,969 | 50,904 | 101,688 | 328,561 | (21 ) | (11,425 ) | (51,272 ) | 265,843 |
| Operating expenses: | | | | | | | | |
| Salaries and benefits | 75,454 | 21,995 | 18,672 | 116,121 | 2,181 | 12,623 | — | 130,925 |
| Cost to provide enrollment services | — | — | 68,804 | 68,804 | — | — | — | 68,804 |
| Depreciation and amortization | 10,946 | 4,459 | 5,011 | 20,416 | — | 1,046 | — | 21,462 |
| Other | 43,604 | 7,263 | 6,889 | 57,756 | 9,988 | 16,032 | — | 83,776 |
| Intersegment expenses, net | 3,720 | 3,377 | 2,560 | 9,657 | 52,059 | (10,444 ) | (51,272 ) | — |
| Total operating expenses | 133,724 | 37,094 | 101,936 | 272,754 | 64,228 | 19,257 | (51,272 ) | 304,967 |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Income (loss) before income taxes and corporate overhead allocation | 42,287 | 13,829 | (248 ) | 55,868 | 197,461 | (35,429 ) | — | 217,900 |
| Corporate overhead allocation | (2,949 ) | (983 ) | (983 ) | (4,915 ) | (4,914 ) | 9,829 | — | — |
| Income (loss) before income taxes | 39,338 | 12,846 | (1,231 ) | 50,953 | 192,547 | (25,600 ) | — | 217,900 |
| Income tax (expense) benefit | (14,946 ) | (4,881 ) | 468 | (19,359 ) | (73,168 ) | 14,083 | — | (78,444 ) |
| Net income (loss) | 24,392 | 7,965 | (763 ) | 31,594 | 119,379 | (11,517 ) | — | 139,456 |
| Net income attributable to noncontrolling interest | — | — | — | — | — | — | — | — |
| Net income (loss) attributable to Nelnet, Inc. | $24,392 | 7,965 | (763 ) | 31,594 | 119,379 | (11,517 ) | — | 139,456 |

11. Related Party Transactions

The Company has entered into certain contractual arrangements with related parties as described in note 19 in the notes to the consolidated financial statements included in the Company's 2011 Annual Report. The following provides an update for related party transactions that have occurred during the first nine months of 2012.

Transactions with Union Financial Services, Inc.

Union Financial Services, Inc. (“UFS”) is a corporation which is owned 50 percent by Michael S. Dunlap, a significant shareholder, Chief Executive Officer, Chairman, and a member of the Board of Directors of the Company, and 50 percent by Stephen F. Butterfield, Vice Chairman and a member of the Board of Directors of the Company.

The Company owns a majority interest in an aircraft due to the frequent business travel needs of the Company's executives and the limited availability of commercial flights in Lincoln, Nebraska, where the Company's headquarters are located. UFS owns the remaining interest in the same aircraft. On March 1, 2012, the Company sold an additional 9.753 percent of its ownership in the aircraft to UFS for total consideration of approximately $156,000. The purchase price was determined by a third-party and the sale had no income statement impact to the Company. After this transaction, the Company and UFS own 65 percent and 35 percent of the aircraft, respectively.

Investment Services

Union Bank and Trust Company ("Union Bank"), an entity under common control, has established various trusts whereby Union Bank serves as trustee for the purpose of purchasing, holding, managing, and selling investments in student loan asset-backed securities. On May 9, 2011, WRCM, an SEC-registered investment advisor and a subsidiary of the Company, entered into a management agreement with Union Bank, effective as of May 1, 2011, under which WRCM performs various advisory and management services on behalf of Union Bank with respect to investments in securities by the trusts, including identifying securities for purchase or sale by the trusts. The agreement provides that Union Bank will pay to WRCM annual fees of 25 basis points on the outstanding balance of the investments in the trusts. As of September 30, 2012, the outstanding balance of investments in the trusts was $505.4 million. In addition, Union Bank will pay additional fees to WRCM of up to 50 percent of the gains from the sale of securities from the trusts.

On January 20, 2012, WRCM entered into a management agreement with Union Bank under which it was designated to serve as investment advisor with respect to the assets within several trusts established by Michael S. Dunlap. Union Bank serves as trustee for the trusts. Per the terms of this agreement, Union Bank pays WRCM five basis points of the aggregate value of the assets of the trusts as of the last day of each calendar quarter. Mr. Dunlap contributed a total of 3,375,000 shares of the Company's Class B common stock to the trusts upon the establishment thereof.

On February 9, 2012, WRCM established a private investment fund (the “Fund”) for the primary purpose of purchasing, selling, investing, and trading, directly or indirectly, in student loan asset-backed securities, and to engage in financial transactions related thereto. As of the date the Fund was established, the total amount invested in the Fund was $48.9 million, and Mr. Dunlap, UFS, Jeffrey R. Noordhoek (an executive officer of the Company), Farmers & Merchants Investment Inc. ("F&M") (which owns 81.4 percent of Union Bank and of which Mr. Dunlap along with his spouse owns 40.3 percent of its stock), Angela L. Muhleisen (who is a sister of Mr. Dunlap, as well as Director, Chairperson, President, and Chief Executive Officer of Union Bank, and owner of 38.6 percent of F&M stock) and her spouse, and WRCM had investments in the Fund in the amounts of $2.5 million, $1.0 million, $1.0 million, $2.0 million, $2.6 million, and $0.1 million, respectively. The management agreement for the Fund provides non-affiliated limited partners the ability to remove WRCM as manager of the Fund without cause. WRCM earns 50 basis points (annually) from the Fund on the outstanding balance of the investments in the Fund, of which WRCM pays approximately 50 percent of such amount to Union Bank as custodian. As of September 30, 2012, the outstanding balance of investments in the Fund was $52.3 million. In addition, WRCM earns up to 50 percent of the gains from the sale of securities from the Fund.

The Company recognized $2.6 million and $8.8 million of fee revenue for the three and nine months ended September 30, 2012, respectively, and $2.9 million and $4.1 million of fee revenue for the three and nine months ended September 30, 2011, respectively, related to the agreements discussed above, which is included in "other income" in the Company's consolidated statements of income.

12. Fair Value

The following tables present the Company’s financial assets and liabilities that are measured at fair value on a recurring basis.

| | As of September 30, 2012 | | |
|---|---|---|---|
| | Level 1 | Level 2 | Total |
| Assets: | | | |
| Investments: (a) | | | |
| Student loan asset-backed securities | $— | 87,061 | 87,061 |
| Equity securities | 4,965 | — | 4,965 |

| | | | |
|---|---|---|---|
| Debt securities | 834 | — | 834 |
| Total investments | 5,799 | 87,061 | 92,860 |
| Fair value of derivative instruments (b) | — | 67,725 | 67,725 |
| Total assets | $5,799 | 154,786 | 160,585 |
| Liabilities: | | | |
| Fair value of derivative instruments (b) | $— | 80,265 | 80,265 |
| Total liabilities | $— | 80,265 | 80,265 |

| | As of December 31, 2011 | | |
|---|---|---|---|
| | Level 1 | Level 2 | Total |
| Assets: | | | |
| Investments: (a) | | | |
| Student loan asset-backed securities | $— | 42,412 | 42,412 |
| Equity securities | 6,847 | — | 6,847 |
| Debt securities | 1,521 | — | 1,521 |
| Total investments | 8,368 | 42,412 | 50,780 |
| Fair value of derivative instruments (b) | — | 92,219 | 92,219 |
| Total assets | $8,368 | 134,631 | 142,999 |
| Liabilities: | | | |
| Fair value of derivative instruments (b) | $— | 43,840 | 43,840 |
| Total liabilities | $— | 43,840 | 43,840 |

(a) Investments represent investments recorded at fair value on a recurring basis. Level 1 investments are measured based upon quoted prices and include investments traded on an active exchange, such as the New York Stock Exchange, and corporate bonds, mortgage-backed securities, U.S. government bonds, and U.S. Treasury securities that trade in active markets. Level 2 investments include student loan asset-backed securities. The fair value for the student loan asset-backed securities is determined using indicative quotes from broker dealers or an income approach valuation technique (present value using the discount rate adjustment technique) that considers, among other things, rates currently observed in publicly traded debt markets for debt of similar terms issued by companies with comparable credit risk.

(b) All derivatives are accounted for at fair value on a recurring basis. The fair value of derivative financial instruments is determined by derivative pricing models using the stated terms of the contracts and observable yield curves, forward foreign currency exchange rates, and volatilities from active markets.

When determining the fair value of derivatives, the Company takes into account counterparty credit risk for positions where it is exposed to the counterparty on a net basis by assessing exposure net of collateral held. The net exposures for each counterparty are adjusted based on market information available for the specific counterparty.

There were no transfers into or out of level 1, level 2, or level 3 for the nine months ended September 30, 2012.

The following table summarizes the fair values of all of the Company's financial instruments in the consolidated balance sheets:

| | As of September 30, 2012 | | | | |
|---|---|---|---|---|---|
| | Fair value | Carrying value | Level 1 | Level 2 | Level 3 |
| Financial assets: | | | | | |
| Student loans receivable | $22,877,316 | 22,559,341 | — | — | 22,877,316 |
| Cash and cash equivalents | 93,674 | 93,674 | 93,674 | — | — |
| Investments | 92,860 | 92,860 | 5,799 | 87,061 | — |
| Restricted cash | 895,821 | 895,821 | 895,821 | — | — |
| Restricted cash – due to customers | 98,327 | 98,327 | 98,327 | — | — |
| Restricted investments | 9,740 | 9,740 | 9,740 | — | — |
| Accrued interest receivable | 267,856 | 267,856 | 267,856 | — | — |
| Derivative instruments | 67,725 | 67,725 | — | 67,725 | — |
| Financial liabilities: | | | | | |
| Bonds and notes payable | 22,190,514 | 22,884,096 | — | 22,190,514 | — |
| Accrued interest payable | 16,636 | 16,636 | 16,636 | — | — |

| | | | | | |
|---|---|---|---|---|---|
| Due to customers | 98,327 | 98,327 | 98,327 | — | — |
| Derivative instruments | 80,265 | 80,265 | — | 80,265 | — |

| | As of December 31, 2011 | | | | |
|---|---|---|---|---|---|
| | Fair value | Carrying value | Level 1 | Level 2 | Level 3 |
| Financial assets: | | | | | |
| Student loans receivable | $23,894,005 | 24,297,876 | — | — | 23,894,005 |
| Cash and cash equivalents | 42,570 | 42,570 | 42,570 | — | — |
| Investments | 50,780 | 50,780 | 8,368 | 42,412 | — |
| Restricted cash | 377,423 | 377,423 | 377,423 | — | — |
| Restricted cash – due to customers | 109,809 | 109,809 | 109,809 | — | — |
| Restricted investments | 236,899 | 236,899 | 236,899 | — | — |
| Accrued interest receivable | 308,401 | 308,401 | 308,401 | — | — |
| Derivative instruments | 92,219 | 92,219 | — | 92,219 | — |
| Financial liabilities: | | | | | |
| Bonds and notes payable | 23,003,453 | 24,434,540 | — | 23,003,453 | — |
| Accrued interest payable | 19,634 | 19,634 | 19,634 | — | — |
| Due to customers | 109,809 | 109,809 | 109,809 | — | — |
| Derivative instruments | 43,840 | 43,840 | — | 43,840 | — |

The methodologies for estimating the fair value of financial assets and liabilities that are measured at fair value on a recurring basis are discussed above. The fair values of the remaining financial assets and liabilities were estimated using the following methods and assumptions:

Student Loans Receivable

If the Company has the ability and intent to hold loans for the foreseeable future, such loans are held for investment and carried at amortized cost. Fair values for student loan receivables were determined by modeling loan cash flows using stated terms of the assets and internally-developed assumptions to determine aggregate portfolio yield, net present value, and average life. The significant assumptions used to project cash flows are prepayment speeds, default rates, cost of funds, required return on equity, and future interest rate and indice relationships. A number of significant inputs into the models are internally derived and not observable to market participants.

Cash and Cash Equivalents, Restricted Cash, Restricted Cash – Due to Customers, Restricted Investments, Accrued Interest Receivable/Payable and Due to Customers

The carrying amount approximates fair value due to the variable rate of interest and/or the short maturities of these instruments.

Bonds and Notes Payable

Bonds and notes payable are accounted for at cost in the financial statements except when denominated in a foreign currency. Foreign currency-denominated borrowings are re-measured at current currency spot rates in the financial statements. The fair value of bonds and notes payable was determined using indicative quotes from broker dealers or through standard bond pricing models using the stated terms of the borrowings, observable yield curves, and market credit spreads. Fair value adjustments for unsecured corporate debt are made based on indicative quotes from observable trades.

Limitations

The fair value estimates are made at a specific point in time based on relevant market information and information about the financial instruments. Because no market exists for a significant portion of the Company's financial instruments, fair value estimates are based on judgments regarding future expected loss experience, current economic conditions, risk characteristics of various financial instruments, and other factors. These estimates are subjective in nature and involve uncertainties and matters of significant judgment and therefore cannot be determined with precision. Therefore, the calculated fair value estimates in many instances cannot be substantiated by comparison to independent markets and, in many cases, may not be realizable in a current sale of the instrument.  Changes in assumptions could significantly affect the estimates.

## 13. Legal Proceedings

### General

The Company is subject to various claims, lawsuits, and proceedings that arise in the normal course of business. These matters principally consist of claims by student loan borrowers disputing the manner in which their student loans have been processed and disputes with other business entities. Other than as specifically discussed below, on the basis of present information, anticipated insurance coverage, and advice received from counsel, it is the opinion of the Company's management that the disposition or ultimate determination of these claims, lawsuits, and proceedings will not have a material adverse effect on the Company's business, financial position, or results of operations.

### Bais Yaakov of Spring Valley v. Peterson's Nelnet, LLC

On January 4, 2011, a complaint against Peterson's Nelnet, LLC ("Peterson's"), a subsidiary of the Company, was filed in the U.S. federal District Court for the District of New Jersey (the "District Court"). The complaint alleges that Peterson's sent six advertising faxes to the named plaintiff in 2008-2009 that were not the result of express invitation or permission granted by the plaintiff and did not include certain opt out language. The complaint also alleges that such faxes violated the federal Telephone Consumer Protection Act (the "TCPA"), purportedly entitling the plaintiff to $500 per violation, trebled for willful violations for each of the six faxes. The complaint further alleges that Peterson's had sent putative class members more than 10,000 faxes that violated the TCPA, amounting to more than $5 million in statutory penalty damages and more than $15 million if trebled for willful violations. The complaint seeks to establish a class action. As of the filing date of this report, the District Court has not established or recognized any class.

On April 14, 2012, the U.S. Court of Appeals for the Third Circuit, which has jurisdiction over the District Court, issued an order in an unrelated TCPA case which remanded that case to the District Court to determine whether the statutory provisions of the TCPA limit whether or to what extent a TCPA claim can be heard as a class action in federal court where applicable state law would impose limitations on a class action if the claim were brought in state court. The resolution of this issue may affect whether the claim against Peterson's can be pursued as a class action, and in light of the ruling, Peterson's requested and received the District Court's permission to file a renewed motion to dismiss the complaint. Peterson's filed that motion on May 29, 2012, and on October 17, 2012, the District Court denied the motion. On November 7, 2012, Peterson's filed a motion for reconsideration of the District Court's order, or in the alternative, to certify the District Court's order for interlocutory appeal, and intends to continue to contest the suit vigorously.

Due to the preliminary stage of this matter and the uncertainty and risks inherent in class determination and the overall litigation process, the Company believes that a meaningful estimate of a reasonably possible loss, if any, or range of reasonably possible losses, if any, cannot currently be made.

## 14. Subsequent Events

### Secured Financing Transactions and Student Loan Acquisitions

On October 11, 2012 and November 8, 2012, the Company completed asset-backed securitizations of $937.5 million and $1.2 billion, respectively. Notes issued in these transactions carry interest rates based on a spread to one-month LIBOR. The Company used the proceeds from the issuance of these notes to finance student loans previously financed in other secured borrowings, including the Company's warehouse facilities and the Department's Conduit Program. In addition, the proceeds from these notes were used to purchase a total of $1.1 billion of FFELP student loans from third parties from October 1, 2012 through November 8, 2012. The Company anticipates purchasing additional FFELP loans during the remainder of 2012.

Cash Dividend

On November 8, 2012, the Company's Board of Directors declared a cash dividend on its outstanding shares of Class A and Class B common stock of $1.10 per share. The dividend consists of a regular quarterly dividend of $0.10 per share, and a special cash dividend of $1.00 per share. Both dividend payments will be paid on November 27, 2012 to shareholders of record at the close of business on November 19, 2012.

ITEM 2. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

(Management’s Discussion and Analysis of Financial Condition and Results of Operations is for the three and nine months ended September 30, 2012 and 2011. All dollars are in thousands, except per share amounts, unless otherwise noted.)

The following discussion and analysis provides information that the Company’s management believes is relevant to an assessment and understanding of the consolidated results of operations and financial condition of the Company. The discussion should be read in conjunction with the Company’s consolidated financial statements included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2011.

Forward-looking and cautionary statements

This report contains forward-looking statements and information that are based on management’s current expectations as of the date of this document. Statements that are not historical facts, including statements about the Company’s plans and expectations for future financial condition, results of operations or economic performance, or that address management’s plans and objectives for future operations, and statements that assume or are dependent upon future events, are forward-looking statements. The words “may,” “should,” “could,” “would,” “predict,” “potential,” “continue,” “ex “anticipate,” “future,” “intend,” “plan,” “believe,” “estimate,” “assume,” “forecast,” “will,” and similar expressions, as well as in future tense, are intended to identify forward-looking statements.

The forward-looking statements are based on assumptions and analysis made by management in light of management’s experience and its perception of historical trends, current conditions, expected future developments, and other factors that management believes are appropriate under the circumstances. These statements are subject to known and unknown risks, uncertainties, assumptions, and other factors that may cause the actual results and performance to be materially different from any future results or performance expressed or implied by such forward-looking statements. These factors include, among others, the risks and uncertainties set forth in the “Risk Factors” section included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2011 and subsequent Quarterly Reports on Form 10-Q and elsewhere in this report, and include such risks and uncertainties as:

- risks related to the Company's student loan portfolio, such as interest rate basis and repricing risk resulting from the fact that the interest rate characteristics of the Company's student loan assets do not match the interest rate characteristics of the funding for those assets, the risk of loss of floor income on certain student loans originated under the Federal Family Education Loan Program (the “FFEL Program” or “FFELP”) of the U.S. Department of Education (the “Department”), risks related to the use of derivatives to manage exposure to interest rate fluctuations, and potential losses from loan defaults, changes in prepayment rates, guaranty rates, loan floor rates, and credit spreads;

- risks related to the Company's funding requirements, including the Company's ability to maintain credit facilities or obtain new facilities, the ability of lenders under the Company's credit facilities to fulfill their lending commitments under these facilities, the Company's ability to satisfy debt obligations secured by student loan assets and related collateral, and changes in the general interest rate environment and in the securitization markets for education loans, which may increase the costs or limit the availability of financings necessary to purchase, refinance, or continue to carry education loans;

- risks from changes in the student loan and educational credit and services marketplace resulting from the implementation of, or changes in, applicable laws, regulations, and government programs, including the discontinuance of private sector student loan originations under the FFEL Program effective July 1, 2010, and regulations effective July 1, 2011 that could affect enrollment at for-profit schools, the uncertain nature of the potential impact of the Department's loan consolidation initiative or similar consolidation programs, and the Company’s ability to maintain or increase volumes under its loan servicing contract with the Department to service federally-owned student loans and to comply with servicing agreements with third-party customers for the service of loans under the Federal Direct Loan and FFEL Programs;

- risks from changes in the demand or preferences for educational financing and related services by educational institutions, students, and their families;

- uncertainties inherent in forecasting future cash flows from student loan assets and related asset-backed securitizations;

- risks associated with litigation, complex government regulations, changes in general economic conditions (which have recently led to higher rates of student loan defaults), changes in credit market conditions, and related party transactions; and

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- uncertainties inherent in the estimates and assumptions about future events that management is required to make in the preparation of the Company's consolidated financial statements.

All forward-looking statements contained in this report are qualified by these cautionary statements and are made only as of the date of this document. Although the Company may from time to time voluntarily update or revise its prior forward-looking statements to reflect actual results or changes in the Company's expectations, the Company disclaims any commitment to do so except as required by securities laws.

OVERVIEW

The Company is an education services company focused primarily on providing fee-based processing services and quality education-related products and services in four core areas: loan financing, loan servicing, payment processing, and enrollment services (education planning). These products and services help students and families plan, prepare, and pay for their education and make the administrative and financial processes more efficient for schools and financial organizations. In addition, the Company earns net interest income on a portfolio of federally insured student loans.

A summary of consolidated results and financial and operational highlights is summarized below.

- Continued strong earnings. Net income of $53.1 million, or $1.12 per share, excluding derivative market value and foreign currency adjustments, for the third quarter of 2012, compared to $56.1 million, or $1.16 per share, for the same period a year ago. The decrease in year-over-year net income was expected as the Company's student loan portfolio runs off due to Congress' elimination of the FFEL Program in 2010. The decrease was partially offset by the growth of the Company's fee-based businesses. (a)(e)

- An increase in revenue from fee-based businesses to $117.7 million, or 5.6%, for the third quarter of 2012 as compared to the same period in 2011, and an increase to $353.1 million, or 7.5%, for the nine months ended September 30, 2012 compared to the same period in 2011
- An increase in book value per share to $24.85, or 16.6%, from September 30, 2011
- Strong liquidity represented by $260.6 million of net cash provided by operating activities during the first nine months of 2012 and $629.8 million of liquidity available for use as of September 30, 2012 (b)
- Achieved the first place ranking in the most recent annual survey results related to the servicing contract with the Department, which led to a larger allocation of loan volume to the Company for the fourth year of this contract (the period from August 15, 2012 through August 14, 2013). The Company is allocated 30 percent of new loan volume originated by the Department, up from 16 percent the prior two years.

- Purchased $1.1 billion of student loans from third parties subsequent to September 30, 2012 (from October 1, 2012 through November 8, 2012)

- Declared a cash dividend of $1.10 per share, consisting of a regular quarterly dividend of $0.10 per share and a special cash dividend of $1.00 per share, to be paid in the fourth quarter 2012.

The following tables set forth financial and other operating information of the Company.

| | Three months ended September 30, 2012 | Three months ended September 30, 2011 | Nine months ended September 30, 2012 | Nine months ended September 30, 2011 |
|---|---|---|---|---|
| Operating Data: | | | | |
| Core student loan spread | 1.44 % | 1.59 % | 1.43 % | 1.52 % |
| Net interest income | $85,266 | 96,761 | 254,689 | 271,274 |
| Fixed rate floor income, net of settlements on derivatives | 34,736 | 40,598 | 109,812 | 105,081 |
| Total revenue (c)(e) | 189,983 | 190,527 | 567,236 | 552,452 |
| Operating expenses | 104,937 | 104,778 | 324,320 | 304,967 |
| Net income | 36,828 | 47,451 | 121,363 | 139,456 |
| Net income, excluding derivative market value and foreign currency adjustments (a)(e) | 53,087 | 56,062 | 159,284 | 157,799 |
| Net income - per share | 0.78 | 0.98 | 2.56 | 2.88 |
| Net income, excluding derivative market value and foreign currency adjustments - per share (a)(e) | 1.12 | 1.16 | 3.36 | 3.25 |

| | As of September 30, 2012 | As of December 31, 2011 | As of September 30, 2011 |
|---|---|---|---|
| Balance Sheet Data: | | | |
| Total assets | $24,408,844 | 25,852,217 | 26,236,227 |
| Total equity | 1,176,238 | 1,066,205 | 1,011,483 |
| Tangible equity (d) | 1,044,760 | 920,713 | 861,291 |
| Book value per common share | 24.85 | 22.62 | 21.31 |
| Tangible book value per common share (d) | 22.07 | 19.53 | 18.15 |
| | | | |
| Ratios: | | | |
| Total equity to total assets | 4.82 % | 4.12 % | 3.86 % |

(a) "Derivative market value and foreign currency adjustments" include (i) the unrealized gains and losses that are caused by changes in fair values of derivatives which do not qualify for "hedge treatment" under GAAP; and (ii) the foreign currency transaction gains or losses caused by the re-measurement of the Company's Euro-denominated bonds to U.S. dollars. The derivative market value and foreign currency adjustments, net of tax, was an expense of $16.3 million ($0.34 per share) and $8.6 million ($0.18 per share) for the three months ended September 30, 2012 and 2011, respectively, and an expense of $37.9 million ($0.80 per share) and $18.3 million ($0.37 per share) for the nine months ended September 30, 2012 and 2011, respectively.

(b) See "Liquidity and Capital Resources - Sources of liquidity currently available" in this Item 2.

(c) Total revenue includes "net interest income after provision for loan losses" and "total other income" from the Company's consolidated statements of income, excluding the impact from changes in fair values of derivatives and foreign currency transaction adjustments of $26.2 million and $13.9 million for the three months ended September 30, 2012 and 2011, respectively, and $61.2 million and $29.6 million for the nine months ended September 30, 2012 and 2011, respectively.

(d) Tangible equity, a non-GAAP measure, equals "total equity" less "goodwill" and "intangible assets, net." Management believes presenting tangible equity and tangible book value per common share are useful measures of evaluating the strength of the Company's capital position. These measures may be calculated differently by other companies. Goodwill was $117.1 million as of September 30, 2012, December 31, 2011, and September 30, 2011, and intangible assets, net, was $14.4 million, $28.4 million, and $33.1 million as of September 30, 2012, December 31, 2011, and September 30, 2011, respectively.

(e) The Company provides non-GAAP information that reflects specific items management believes to be important in the evaluation of its financial position and performance, including specifically, but not limited to, the impact of unrealized gains and losses resulting from changes in fair values of derivative instruments which do not qualify for "hedge treatment" under GAAP, and foreign currency transaction gains or losses resulting from the re-measurement of the Company's Euro-denominated bonds to U.S. dollars. The Company believes these point-in-time estimates of asset and liability values related to these financial instruments that are subject to interest and currency rate fluctuations affect the period-to-period comparability of the results of operations.

The Company earns fee-based revenue through the following operating segments:

- Student Loan and Guaranty Servicing ("LGS") - referred to as Nelnet Diversified Solutions ("NDS")
- Tuition Payment Processing and Campus Commerce ("TPP&CC") - referred to as Nelnet Business Solutions ("NBS")
- Enrollment Services - commonly called Nelnet Enrollment Solutions ("NES")

In addition, the Company earns net interest income on its student loan portfolio in its Asset Generation and Management ("AGM") operating segment.

The information below provides the operating results for each reportable operating segment for the three and nine months ended September 30, 2012 and 2011 (dollars in millions).

(a) Total revenue includes "net interest income after provision for loan losses" and "total other income" from the Company's segment statements of income, excluding the impact from changes in fair values of derivatives and foreign currency transaction adjustments, which was an expense of $30.7 million and income of $6.7 million for the three months ended September 30, 2012 and 2011, respectively, and expenses of $62.4 million and $6.4 million for the nine months ended September 30, 2012 and 2011, respectively. Net income excludes changes in fair values of derivatives and foreign currency transaction adjustments, net of tax, which was an expense of $19.0 million and income of $4.1 million for the three months ended September 30, 2012 and 2011, respectively, and expenses of $38.7 million and $4.0 million for the nine months ended September 30, 2012 and 2011, respectively.

(b) Computed as income before income taxes divided by total revenue.

A summary of the results and financial highlights for each reportable operating segment for the three and nine months ended September 30, 2012 and a summary of the Company's liquidity and capital resources follows. See "Results of Operations" for each reportable operating segment and "Liquidity and Capital Resources" under this Item 2 for additional detail.

Student Loan and Guaranty Servicing

- An increase in government servicing revenue due to increased volume from the Department.

- An increase in guaranty servicing revenue due to an increase in rehabilitation collection revenue.

- An increase in software services revenue as a result of the Company beginning to provide hosted student loan servicing to a significant customer in October 2011.

- An increase in operating expenses due to incurring additional costs related to the government servicing contract and the hosted servicing software product.

- Achieved the first place ranking in the most recent annual survey results related to the servicing contract with the Department, which led to a larger allocation of loan volume to the Company for the fourth year of this contract (the period from August 15, 2012 through August 14, 2013). The Company is allocated 30 percent of new loan volume originated by the Department, up from 16 percent the prior two years.

Tuition Payment Processing and Campus Commerce

- An increase in revenue as a result of an increase in the number of managed tuition payment plans and campus commerce customers.

- A compression in margin due to an increase in amortization of intangible assets and continued investment in new products and services to meet customer needs and expand product and service offerings.

Enrollment Services

- Continued decrease in inquiry generation and inquiry management (agency) revenue due to the effects from regulatory uncertainty in the for-profit college industry, which has caused schools to decrease spending on marketing efforts.

- An increase in inquiry management (software) and digital marketing revenue due to an increase in client activity and the addition of new customers.

Asset Generation and Management

- The acquisition of $898.6 million of FFELP student loans during the first nine months of 2012.

- The loss of $875.4 million of FFELP student loans during the first nine months of 2012 as a result of the Department's special direct consolidation loan initiative, the student loan borrower application period for which expired June 30, 2012.

- A decrease in variable student loan spread as a result of the widening between the index rate in which the Company earns on its student loans and the index rate paid to fund such loans.

- Continued recognition of significant fixed rate floor income due to historically low interest rates.

Liquidity and Capital Resources

- As of September 30, 2012, the Company had $629.8 million of liquidity available for use.

- For the nine months ended September 30, 2012, the Company generated $260.6 million in net cash provided by operating activities.

- Forecasted future cash flows from the Company's FFELP student loan portfolio remain strong and are estimated to be $1.88 billion as of September 30, 2012.

- On February 17, 2012, the Company entered into a new $250.0 million unsecured line of credit that has a maturity date of February 17, 2016. In conjunction with entering into this new agreement, the outstanding balance on the previous $750.0 million unsecured line of credit of $64.4 million was paid off in full and that agreement was terminated.

- On April 12, 2012, the Company entered into a new $50.0 million secured line of credit, which is collateralized by asset-backed security investments, and has a maturity date of April 11, 2014.

- The Company will continue to use its strong liquidity position to capitalize on market opportunities, including FFELP student loan acquisitions; strategic acquisitions and investments in its core business areas of loan financing, loan servicing, payment processing, and enrollment services (education planning); and capital management initiatives, including stock repurchases, debt repurchases, and dividend distributions.

- On November 8, 2012, the Company's Board of Directors declared a cash dividend of $1.10 per share, consisting of a regular quarterly dividend of $0.10 per share and a special cash dividend of $1.00 per share, to be paid in the fourth quarter 2012. The Company expects to use operating cash currently available to fund this dividend.

Income Taxes

The Company's effective tax rate was 37.2 percent and 33.0 percent for the three and nine months ended September 30, 2012, respectively, compared to 34.0 percent and 36.0 percent for the same periods in 2011. During the nine months ended September 30, 2012, state tax laws were enacted that reduced the Company's income tax expense by $3.4 million. The Company currently expects the effective tax rate for the last three months of 2012 will be 36.0 percent to 37.0 percent.

RESULTS OF OPERATIONS

The Company’s operating results are primarily driven by the performance of its existing student loan portfolio and the revenues generated by its fee-based businesses and the costs to provide such services. The performance of the Company’s portfolio is driven by net interest income and losses related to credit quality of the assets, along with the cost to administer and service the assets and related debt.

Net Interest Income

The Company generates a significant portion of its earnings from the spread, referred to as its student loan spread, between the yield the Company receives on its student loan portfolio and the cost of funding these loans. This spread income is reported in the Company’s consolidated statements of income as net interest income. The amortization/accretion of loan premiums and discounts, including capitalized costs of origination, the 1.05% per year consolidation loan rebate fee paid to the Department, and yield adjustments from borrower benefit programs, are netted against loan interest income in the Company’s consolidated statements of income. The amortization of debt issuance costs is included in interest expense in the Company’s consolidated statements of income.

The Company’s portfolio of FFELP loans originated prior to April 1, 2006 earns interest at the higher of a variable rate based on the special allowance payment or SAP formula set by the Department and the borrower rate. The SAP formula is based on an applicable indice plus a fixed spread that is dependent upon when the loan was originated, the loan’s repayment status, and funding sources for the loan. The Company’s portfolio of FFELP loans originated on or after April 1, 2006 earns interest at a variable rate based on the SAP formula. For the portfolio of loans originated on or after April 1, 2006, when the borrower rate exceeds the variable rate based on the SAP formula, the Company must return the excess to the Department.

Because the Company generates a significant portion of its earnings from its student loan spread, the interest rate sensitivity of the Company’s balance sheet is important to its operations. The current and future interest rate environment can and will affect the Company’s interest earnings, net interest income, and net income. The effects of changing interest rate environments are further outlined in Item 3, “Quantitative and Qualitative Disclosures about Market Risk — Interest Rate Risk.”

Investment interest income, which is a component of net interest income, includes income from unrestricted interest-earning deposits and investments and funds in the Company’s special purpose entities which are utilized for its asset-backed securitizations.

Net interest income also includes interest expense on outstanding unsecured debt. The proceeds from the issuance of the unsecured debt were used by the Company to fund general business operations and certain asset and business acquisitions.

Other Income

The Company also earns fees and generates revenue from other sources as summarized below.

Student Loan and Guaranty Servicing Revenue – Student loan and guaranty servicing revenue consists of the following items:

- Loan and guaranty servicing fees - Loan servicing fees are determined according to individual agreements with customers and are calculated based on the dollar value of loans, number of loans, or number of borrowers serviced for each customer. Guaranty servicing fees are generally calculated based on the number of loans serviced, volume of loans serviced, or amounts collected. Revenue is recognized when earned pursuant to the applicable agreements, and when ultimate collection is assured.

- Software services revenue - Software services revenue is determined from individual agreements with customers and includes license and maintenance fees associated with student loan software products. Computer and software consulting and remote hosting revenues are recognized over the period in which services are provided to customers.

Tuition Payment Processing and Campus Commerce Revenue – Tuition payment processing and campus commerce revenue primarily includes actively managed tuition payment solutions and online payment processing. Fees for these services are recognized over the period in which services are provided to customers.

Enrollment Services Revenue – Enrollment services revenue primarily consists of the following items:

- Inquiry Generation - Inquiry generation services include delivering qualified inquiries or clicks to third-party customers, primarily for-profit schools.

- Inquiry Management (Agency) - Agency services include managing the marketing activities for third-party customers, primarily for-profit schools, in order to provide qualified inquiries or clicks.

- Inquiry Management (Software) - Software services include the licensing of software to third-party customers, primarily for-profit schools. This software is also used internally by the Company. The inquiry management software has been adapted so that it can be offered as a hosted software solution that can be used by third parties to manage and obtain qualified inquiries or clicks.

Inquiry generation and management revenue described above is derived primarily from fees which are earned through the delivery of qualified inquiries or clicks. The Company recognizes revenue when persuasive evidence of an arrangement exists, delivery has occurred, the fee is fixed or determinable, and collectability is reasonably assured. Delivery is deemed to have occurred at the time a qualified inquiry or click is delivered to the customer, provided that no significant obligations remain. From time to time, the Company may agree to credit certain inquiries or clicks if they fail to meet the contractual or other guidelines of a particular client. The Company has established a sales reserve based on historical experience. To date, such credits have been immaterial and within management's expectations.

For a portion of its inquiry generation and management revenue, the Company has agreements with providers of online media or traffic ("Publishers") used in the generation of inquiries or clicks. The Company receives a fee from its customers and pays a fee to Publishers either on a cost per inquiry, cost per click, or cost per number of impressions basis. The Company is the primary obligor in the transaction. As a result, the fees paid by the Company's customers are recognized as revenue and the fees paid to its Publishers are included in "cost to provide enrollment services" in the Company's consolidated statements of income.

- Digital Marketing - Digital marketing services include on-line information about colleges and universities and are sold primarily based on subscriptions. Revenues from sales of subscription services are recognized ratably over the term of the contract as earned. Subscription revenues received or receivable in advance of the delivery of services are included in deferred revenue. Digital marketing services also include editing services for admission essays. Fees for these services are recognized over the period in which services are provided to customers.

- Content Solutions - Content solutions includes test preparation study guides, school directories and databases, career exploration guides, on-line courses, scholarship search and selection data, career planning, and on-line information about colleges and universities. Several of these services are sold based on subscriptions. Revenues from sales of subscription services are recognized ratably over the term of the contract as earned. Subscription revenues received or receivable in advance of the delivery of services is included in deferred revenue. Revenue from the sale of print products is generally earned and recognized, net of estimated returns, upon shipment or delivery. All other services are recognized over the period in which services are provided to customers. Content solutions also includes providing list marketing services to help higher education institutions and businesses reach the middle school, high school, college bound high school, college, and young adult market places. Revenue from the sale of lists is generally earned and recognized, net of estimated returns, upon delivery.

Other income - Other income includes realized and unrealized gains and losses on investments and borrower late fee income, which is earned by the education lending subsidiaries and is recognized when payments are collected from the borrower. Other income also includes investment advisory income, which is recognized as these services are provided to customers.

Operating Expenses

Operating expenses includes indirect costs incurred to acquire student loans; costs incurred to manage and administer the Company's student loan portfolio and its financing transactions; costs incurred to service the Company's student loan portfolio and the portfolios of third parties; collection costs related to rehabilitation revenue; the cost to provide enrollment services; costs incurred to provide tuition payment processing and campus commerce products and services to third parties; the depreciation and amortization of capital assets and intangible assets; investments in products, services, and technology to meet customer needs and support continued revenue growth; and other general and administrative expenses. The cost to provide enrollment services, as discussed previously, consists of costs incurred to provide inquiry generation, agency, digital marketing, and content solutions services in the Company's Enrollment Services operating segment.

Consolidated Results - Summary and Comparison of Operating Results

Net Interest Income (net of settlements on derivatives)

| | Three months ended September 30, | | | | Nine months ended September 30, | | | |
|---|---|---|---|---|---|---|---|---|
| | | | Change | | | | Change | |
| | 2012 | 2011 | $ | % | 2012 | 2011 | $ | % |
| Interest income: | | | | | | | | |
| Loan interest | $150,528 | 156,955 | (6,427) | (4.1)% | $454,574 | 433,247 | 21,327 | 4.9 % |
| Investment interest | 1,140 | 672 | 468 | 69.6 | 3,290 | 2,254 | 1,036 | 46.0 |
| Total interest income | 151,668 | 157,627 | (5,959) | (3.8) | 457,864 | 435,501 | 22,363 | 5.1 |
| Interest expense: | | | | | | | | |
| Interest on bonds and notes payable | 66,402 | 60,866 | 5,536 | 9.1 | 203,175 | 164,227 | 38,948 | 23.7 |
| Net interest income | 85,266 | 96,761 | (11,495) | (11.9) | 254,689 | 271,274 | (16,585) | (6.1) |
| Provision for loan losses | 5,000 | 5,250 | (250) | (4.8) | 18,000 | 14,250 | 3,750 | 26.3 |
| Net interest income after provision for loan losses | 80,266 | 91,511 | (11,245) | (12.3) | 236,689 | 257,024 | (20,335) | (7.9) |
| Derivative settlements, net (a) | (5,051) | 257 | (5,308) | (2,065.4) | (6,910) | (7,417) | 507 | (6.8) |
| Net interest income after provision for loan losses (net of settlements on derivatives) | $75,215 | 91,768 | (16,553) | (18.0)% | $229,779 | 249,607 | (19,828) | (7.9)% |

(a) The Company maintains an overall risk management strategy that incorporates the use of derivative instruments to reduce the economic effect of interest rate volatility. Management has structured the majority of the Company’s derivative transactions with the intent that each is economically effective; however, the Company’s derivative instruments do not qualify for hedge accounting. Derivative settlements for each applicable period should be evaluated with the Company’s net interest income, as these amounts represent the current period economic impact related to outstanding derivatives.

Net interest income after provision for loan losses, net of settlements on derivatives, includes the following items:

| | Three months ended September 30, | | | | Nine months ended September 30, | | | |
|---|---|---|---|---|---|---|---|---|
| | | | Change | | | | Change | |
| | 2012 | 2011 | $ | % | 2012 | 2011 | $ | % |
| Variable student loan interest margin, net of settlements on derivatives (a) | $47,543 | 58,570 | (11,027) | (18.8)% | $142,484 | 165,458 | (22,974) | (13.9)% |
| Fixed rate floor income, net of settlements on derivatives (b) | 34,736 | 40,598 | (5,862) | (14.4) | 109,812 | 105,081 | 4,731 | 4.5 |
| Investment interest | 1,140 | 672 | 468 | 69.6 | 3,290 | 2,254 | 1,036 | 46.0 |
| Non-portfolio related derivative settlements | (732) | (250) | (482) | 192.8 | (1,480) | (611) | (869) | 142.2 |
| Corporate debt interest expense (c) | (2,472) | (2,572) | 100 | (3.9) | (6,327) | (8,325) | 1,998 | (24.0) |
| Provision for loan losses (d) | (5,000) | (5,250) | 250 | (4.8) | (18,000) | (14,250) | (3,750) | 26.3 |
| Net interest income after provision for loan losses (net of settlements on derivatives) | $75,215 | 91,768 | (16,553) | (18.0)% | $229,779 | 249,607 | (19,828) | (7.9)% |

(a) Variable student loan spread is impacted by variable rate student loan interest, consolidation rebate fees, amortization/accretion of loan premiums and discounts, and interest expense on bonds and notes. See "Asset Generation and Management Operating Segment – Results of Operations" in this Item 2 for additional information.

(b) The Company has a portfolio of student loans that are earning interest at a fixed borrower rate which exceeds the statutorily defined variable lender rates, generating fixed rate floor income. See Item 3, “Quantitative and Qualitative Disclosures about Market Risk – Interest Rate Risk” for additional information.

(c) Corporate debt interest expense includes interest expense incurred by the Company on its Junior Subordinated Hybrid Securities, its unsecured line of credit, and its secured line of credit. Interest expense for the nine months ended September 30, 2012 decreased primarily as a result of the repurchase of $62.6 million of Junior Subordinated Hybrid Securities in February 2011.

(d) The provision for loan losses represents the periodic expense of maintaining an allowance sufficient to absorb losses inherent in the Company's portfolio of loans.  The provision for loan losses recognized by the Company increased during the nine months ended September 30, 2012 compared to the same period in 2011 primarily due to an increase in delinquent loans.

Other Income

| | Three months ended September 30, | | | | Nine months ended September 30, | | | |
|---|---|---|---|---|---|---|---|---|
| | | | Change | | | | Change | |
| | 2012 | 2011 | $ | % | 2012 | 2011 | $ | % |
| Loan and guaranty servicing revenue (a) | $53,285 | 42,549 | 10,736 | 25.2 % | $155,164 | 124,697 | 30,467 | 24.4 % |
| Tuition payment processing and campus commerce revenue (b) | 17,928 | 16,774 | 1,154 | 6.9 | 56,675 | 50,904 | 5,771 | 11.3 |
| Enrollment services revenue (c) | 30,661 | 35,505 | (4,844 ) | (13.6 ) | 92,035 | 101,688 | (9,653 ) | (9.5 ) |
| Other income (d) | 12,699 | 3,931 | 8,768 | 223.0 | 32,453 | 17,249 | 15,204 | 88.1 |
| Gain on sale of loans and debt repurchases (e) | 195 | — | 195 | 100.0 | 1,130 | 8,307 | (7,177 ) | (86.4 ) |
| Derivative market value and foreign currency adjustments (f) | (26,224 ) | (13,888 ) | (12,336 ) | 88.8 | (61,163 ) | (29,585 ) | (31,578 ) | 106.7 |
| Derivative settlements, net (g) | (5,051 ) | 257 | (5,308 ) | (2,065.4 ) | (6,910 ) | (7,417 ) | 507 | (6.8 ) |
| Total other income | $83,493 | 85,128 | (1,635 ) | (1.9 )% | $269,384 | 265,843 | 3,541 | 1.3 % |

(a) "Loan and guaranty servicing revenue" increased for the three and nine months ended September 30, 2012 compared to the same periods in 2011 due to an increase in servicing revenue from the Department of Education, an increase in guaranty servicing revenue, and an increase in software services revenue. See Item 2 under "Student Loan and Guaranty Servicing Operating Segment – Results of Operations" for additional information.

(b) "Tuition payment processing and campus commerce revenue" increased due to an increase in the number of managed tuition payment plans and campus commerce customers as discussed in this Item 2 under "Tuition Payment Processing and Campus Commerce Operating Segment – Results of Operations."

(c) "Enrollment services revenue" decreased due to decreases in inquiry generation and inquiry management volume, as further discussed in this Item 2 under "Enrollment Services Operating Segment – Results of Operations." Enrollment services revenue has been negatively affected by the ongoing regulatory uncertainty in the for-profit college industry, which has caused schools to decrease spending on marketing efforts.

(d) The following table summarizes the components of "other income."

| | Three months ended September 30, | | Nine months ended September 30, | |
|---|---|---|---|---|
| | 2012 | 2011 | 2012 | 2011 |
| Borrower late fee income | $3,586 | 2,995 | 10,665 | 9,807 |
| Investment advisory fees (1) | 2,639 | 2,943 | 8,793 | 4,123 |
| Investments - realized and unrealized gains/(losses), net | 4,254 | (4,084 ) | 6,517 | (3,756 ) |
| Other | 2,220 | 2,077 | 6,478 | 7,075 |
| Other income | $12,699 | 3,931 | 32,453 | 17,249 |

(1) The Company provides investment advisory services under certain arrangements through its subsidiary, WRCM, and earns annual fees of 25 basis points on the outstanding balance of investments and up to 50 percent of the gains from the sale of securities for which it provides advisory services. As of September 30, 2012, the outstanding balance of investments subject to these arrangements was $557.7 million.

(e) During the nine months ended September 30, 2012, the Company recognized a gain of $1.1 million from the purchase of $21.7 million (par value) of the Company's asset-backed debt securities. During the three months ended March 31, 2011, the Company recognized a gain of $6.9 million from the purchase of $62.6 million (par value) of Junior Subordinated Hybrid Securities and $1.4 million from the sale of non-federally insured loans.

(f) The change in “derivative market value and foreign currency adjustments” is the result of the change in the fair value of the Company’s derivative portfolio and translation gains/losses resulting from the re-measurement of the Company’s Euro-denominated bonds to U.S. dollars. These changes are summarized below.

| | Three months ended September 30, | | Nine months ended September 30, | |
|---|---|---|---|---|
| | 2012 | 2011 | 2012 | 2011 |
| Change in fair value of derivatives - income (expense) | $(5,425) | (87,341) | (67,349) | (18,683) |
| Foreign currency transaction adjustment - income (expense) | (20,799) | 73,453 | 6,186 | (10,902) |
| Derivative market value and foreign currency adjustments - income (expense) | $(26,224) | (13,888) | (61,163) | (29,585) |

(g) As previously discussed, derivative settlements should be evaluated with the Company's net interest income.

Operating Expenses

As shown below, operating expenses, excluding the cost to provide enrollment services and collection costs related to loan rehabilitation revenue, increased $3.2 million (4.1%) for the three months ended September 30, 2012 and increased $23.1 million (10.3%) for the nine months ended September 30, 2012 compared to the same periods in 2011.

| | Three months ended September 30, | | | |
|---|---|---|---|---|
| | | | Change | |
| | 2012 | 2011 | $ | % |
| Salaries and benefits | $46,395 | 44,132 | 2,263 | 5.1 % |
| Depreciation and amortization | 8,402 | 7,917 | 485 | 6.1 |
| Other expenses | 25,026 | 24,613 | 413 | 1.7 |
| Operating expenses, excluding cost to provide enrollment services and collection costs related to loan rehabilitation revenue | 79,823 | 76,662 | $3,161 | 4.1 % |
| Cost to provide enrollment services | 20,151 | 23,825 | | |
| Collection costs related to loan rehabilitation revenue (a) | 4,963 | 4,291 | | |
| Total operating expenses | $104,937 | 104,778 | | |

| | Nine months ended September 30, | | | |
|---|---|---|---|---|
| | | | Change | |
| | 2012 | 2011 | $ | % |
| Salaries and benefits | $144,193 | 130,925 | 13,268 | 10.1 % |
| Depreciation and amortization | 24,764 | 21,462 | 3,302 | 15.4 |
| Other expenses | 78,161 | 71,666 | 6,495 | 9.1 |
| Operating expenses, excluding cost to provide enrollment services and collection costs related to loan rehabilitation revenue | 247,118 | 224,053 | $23,065 | 10.3 % |
| Cost to provide enrollment services | 62,203 | 68,804 | | |
| Collection costs related to loan rehabilitation revenue (a) | 14,999 | 12,110 | | |
| Total operating expenses | $324,320 | 304,967 | | |

(a) The Company incurred collection costs directly related to revenue earned from rehabilitation loans. These costs are included in "other" under the operating expense section of the consolidated statements of income and are shown separately in the above table for comparability purposes for the periods shown.

The increase in operating expenses for the three and nine months ended September 30, 2012 compared to the same periods in 2011 was due to the addition of resources and incurring other expenses to (i) support the growth in loan and guaranty servicing revenue and improve survey results related to the government servicing contract; (ii) support the hosted servicing software product; (iii) implement and comply with the Department's special direct consolidation loan initiative; and (iv) support the increase in the number of managed tuition payment plans and campus commerce customers.

OPERATING SEGMENTS

The results of each of the Company's reportable operating segments are included in note 10, "Segment Reporting," of the Notes to Consolidated Financial Statements included under Part I, Item 1, of this report. The following provides additional information and analysis of the results of operations for each reportable segment.

STUDENT LOAN AND GUARANTY SERVICING OPERATING SEGMENT – RESULTS OF OPERATIONS

For a discussion of the products and services the Company offers as part of its Student Loan and Guaranty Servicing segment, see "Fee-Based Operating Segments - Student Loan and Guaranty Servicing" in note 10 of the Notes to Consolidated Financial Statements included under Part I, Item 1, of this report.

Direct Loan Servicing Contract

In June 2009, the Company was one of four private sector companies awarded a student loan servicing contract by the Department to provide additional servicing capacity for loans owned by the Department. These loans include Federal Direct Loan Program loans and FFEL Program loans purchased by the Department. The Company earns a monthly fee from the Department for each unique borrower that has loans owned by the Department that are serviced by the Company. In September 2009, the Department began assigning FFELP purchased loans to the four servicers. Beginning with the second year of servicing, the Department began allocating new loan volume among the four servicers based on five performance metrics.

- Three metrics measure the satisfaction among separate customer groups, including borrowers, financial aid personnel at postsecondary schools participating in the federal student loan programs, and Federal Student Aid and other federal agency personnel or contractors who work with the servicers.

- Two performance metrics measure the success of default prevention efforts as reflected by the percentage of borrowers and percentage of dollars in each servicer’s portfolio that go into default.

Based on the most recent survey results, the Company was ranked first out of the four private sector companies and will be allocated 30 percent of new loan volume originated by the Department during the period from August 15, 2012 through August 14, 2013 (the fourth year of the servicing contract). The Department projects it will originate new loans for 3.6 million borrowers in total during the fourth year of this contract, which are currently being allocated to the four servicers.
The servicing contract with the Department spans five years (through June 2014), with one five-year renewal at the option of the Department. Servicing loans under this contract will increase revenue earned by this segment. Although the Company currently anticipates that the Department will exercise its option to renew the servicing contract for five years at the end of the current term in 2014, there can be no assurance of such renewal. In addition, as the federally-owned student loan portfolio becomes a larger portion of the Company's total student loan servicing portfolio, operating margins are expected to be lower than historical levels achieved.

| | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| Student Loan Servicing Volumes (dollars in millions) | | | | | | | | | |
| Company owned | $23,139 | $23,727 | $23,249 | $22,757 | $22,503 | $22,650 | $22,277 | $21,926 | $21,504 |
| % of total | 61.6% | 38.6% | 34.2% | 33.0% | 30.2% | 29.8% | 27.1% | 25.6% | 23.2% |
| Number of servicing borrowers: | | | | | | | | | |
| Government servicing: | 441,913 | 2,804,502 | 2,814,142 | 2,666,183 | 2,966,706 | 3,036,534 | 3,096,026 | 3,137,583 | 3,588,412 |
| FFELP servicing: | 2,311,558 | 1,912,748 | 1,870,538 | 1,837,272 | 1,812,582 | 1,799,484 | 1,779,245 | 1,724,087 | 1,659,020 |
| Total: | 2,753,471 | 4,717,250 | 4,684,680 | 4,503,455 | 4,779,288 | 4,836,018 | 4,875,271 | 4,861,670 | 5,247,432 |
| Number of remote hosted borrowers | 684,996 | 545,456 | 529,682 | 514,538 | 579,600 | 9,566,296 | 8,645,463 | 7,909,300 | 7,505,693 |

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Summary and Comparison of Operating Results

| | Three months ended September 30, | | | | Nine months ended September 30, | | | |
|---|---|---|---|---|---|---|---|---|
| | | | Change | | | | Change | |
| | 2012 | 2011 | $ | % | 2012 | 2011 | $ | % |
| Net interest income | $12 | 15 | (3) | (20.0)% | $44 | 42 | 2 | 4.8 % |
| Loan and guaranty servicing revenue | 53,285 | 42,549 | 10,736 | 25.2 | 155,164 | 124,697 | 30,467 | 24.4 |
| Intersegment servicing revenue | 15,855 | 16,622 | (767) | (4.6) | 49,210 | 51,272 | (2,062) | (4.0) |
| Total other income | 69,140 | 59,171 | 9,969 | 16.8 | 204,374 | 175,969 | 28,405 | 16.1 |
| Salaries and benefits | 27,716 | 25,335 | 2,381 | 9.4 | 85,663 | 75,454 | 10,209 | 13.5 |
| Depreciation and amortization | 4,691 | 4,104 | 587 | 14.3 | 13,629 | 10,946 | 2,683 | 24.5 |
| Other expenses | 16,775 | 14,420 | 2,355 | 16.3 | 52,980 | 43,604 | 9,376 | 21.5 |
| Intersegment expenses, net | 1,262 | 1,291 | (29) | (2.2) | 3,832 | 3,720 | 112 | 3.0 |
| Total operating expenses | 50,444 | 45,150 | 5,294 | 11.7 | 156,104 | 133,724 | 22,380 | 16.7 |
| Income before income taxes and corporate overhead allocation | 18,708 | 14,036 | 4,672 | 33.3 | 48,314 | 42,287 | 6,027 | 14.3 |
| Corporate overhead allocation | (1,337) | (963) | (374) | 38.8 | (4,115) | (2,949) | (1,166) | 39.5 |
| Income before income taxes | 17,371 | 13,073 | 4,298 | 32.9 | 44,199 | 39,338 | 4,861 | 12.4 |
| Income tax expense | (6,601) | (4,967) | (1,634) | 32.9 | (16,796) | (14,946) | (1,850) | 12.4 |
| Net income | $10,770 | 8,106 | 2,664 | 32.9 % | $27,403 | 24,392 | 3,011 | 12.3 % |
| Before Tax Operating Margin | 25.1 % | 22.1 % | | | 21.6 % | 22.4 % | | |

Loan and guaranty servicing revenue.

| | Three months ended September 30, | | | | Nine months ended September 30, | | | |
|---|---|---|---|---|---|---|---|---|
| | | | Change | | | | Change | |
| | 2012 | 2011 | $ | % | 2012 | 2011 | $ | % |
| FFELP servicing (a) | $6,077 | 6,712 | (635) | (9.5)% | $19,341 | 20,450 | (1,109) | (5.4)% |
| Private servicing (b) | 2,305 | 2,825 | (520) | (18.4) | 6,846 | 7,587 | (741) | (9.8) |
| Government servicing (c) | 19,140 | 12,816 | 6,324 | 49.3 | 50,063 | 37,018 | 13,045 | 35.2 |
| Guaranty servicing (d) | 17,248 | 15,574 | 1,674 | 10.7 | 53,806 | 45,897 | 7,909 | 17.2 |
| Software services (e) | 8,515 | 4,622 | 3,893 | 84.2 | 25,108 | 13,745 | 11,363 | 82.7 |
| Loan and guaranty servicing revenue | $53,285 | 42,549 | 10,736 | 25.2 % | $155,164 | 124,697 | 30,467 | 24.4 % |

(a) FFELP servicing revenue decreased in 2012 compared to 2011 due to third-party customers' FFELP portfolios decreasing in size due to runoff.

(b) Private servicing revenue has decreased in 2012 compared to 2011 due to a decrease in private student loan originations. The Company currently expects new and expanded private servicing opportunities which may increase revenue in future periods.

(c) Government servicing revenue increased during 2012 compared to 2011 due to an increase in volume from the Department.

(d) Guaranty servicing revenue increased during 2012 compared to 2011 due to an increase in revenue earned from rehabilitation collections on defaulted loan assets. For the three and nine months ended September 30, 2012, the Company earned $10.5 million and $32.1 million in revenue from rehabilitation collections, respectively, compared to $8.6 million and $24.2 million for the same periods in 2011. Excluding the rehabilitation collection revenue, guaranty servicing revenue decreased $0.3 million during the three months ended September 30, 2012 compared to 2011 and remained flat during the nine months ended September 30, 2012 compared to 2011. Guaranty servicing revenue will continue to decrease as FFELP portfolios run off and guaranty volume decreases.

(e) In October 2011, the Company began providing hosted student loan servicing to a significant customer, which resulted in an increase in software services revenue compared to the prior year. The contract with this customer expires in December 2013, at which time the Company expects the number of remote hosted borrowers to significantly decrease. The Company believes subsequent contracts may be executed to maintain a portion of these borrowers on the Company's platforms. As of September 30, 2012, 7.5 million borrowers were hosted on the Company's hosted servicing software solution platforms, a decrease of 2.1 million borrowers from December 31, 2011. The increase in remote hosted servicing revenue compared to prior periods was offset by a reduction in revenue due to a decrease in the number of other products and services provided to external customers as a result of legislative changes in the student loan industry.

Intersegment servicing revenue. Intersegment servicing revenue includes servicing revenue earned by the Student Loan and Guaranty Servicing operating segment as a result of servicing loans for the Asset Generation and Management operating segment.

Operating expenses. Excluding collection costs related to loan rehabilitation revenue, operating expenses increased $4.6 million (11.3%) and $19.5 million (16%) for the three and nine months ended September 30, 2012 compared to the same periods in 2011 due to incurring additional costs related to:

- Supporting the increase in government servicing volume
- Supporting initiatives to improve performance metrics under the government servicing contract
- Supporting the additional volume that was added to the Company's servicing platforms beginning in October 2011 related to the hosted servicing software solution

There is potential for continued compression of operating margin in this operating segment as a result of the government servicing portfolio growing as a percentage of the Company’s total servicing portfolio.

TUITION PAYMENT PROCESSING AND CAMPUS COMMERCE OPERATING SEGMENT – RESULTS OF OPERATIONS

For a discussion of the products and services the Company offers as part of its Tuition Payment Processing and Campus Commerce segment, see "Fee-Based Operating Segments - Tuition Payment Processing and Campus Commerce" in note 10 of the Notes to Consolidated Financial Statements included under Part I, Item 1, of this report.

This segment is subject to seasonal fluctuations which correspond, or are related to, the traditional school year. Payment plan revenue is recognized over the course of the academic term, but the peak operational activities take place in summer and early fall. Revenue associated with providing electronic commerce subscription services is recognized over the service period, with the highest revenue months being July through September and December and January. The Company’s operating expenses do not follow the seasonality of the revenues. This is primarily due to generally fixed year-round personnel costs and seasonal marketing costs. For example, revenue and pre-tax operating margin are generally higher in the first and third quarters and lower in the second and fourth quarters.

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Summary and Comparison of Operating Results

| | Three months ended September 30, | | | | Nine months ended September 30, | | | |
|---|---|---|---|---|---|---|---|---|
| | | | Change | | | | Change | |
| | 2012 | 2011 | $ | % | 2012 | 2011 | $ | % |
| Net interest income | $3 | 11 | (8) | (72.7)% | $8 | 19 | (11) | (57.9)% |
| Tuition payment processing and campus commerce revenue | 17,928 | 16,774 | 1,154 | 6.9 | 56,675 | 50,904 | 5,771 | 11.3 |
| Salaries and benefits | 8,578 | 7,594 | 984 | 13.0 | 25,771 | 21,995 | 3,776 | 17.2 |
| Depreciation and amortization | 1,703 | 1,799 | (96) | (5.3) | 5,174 | 4,459 | 715 | 16.0 |
| Other expenses | 2,285 | 2,302 | (17) | (0.7) | 7,557 | 7,263 | 294 | 4.0 |
| Intersegment expenses, net | 1,379 | 1,166 | 213 | 18.3 | 4,042 | 3,377 | 665 | 19.7 |
| Total operating expenses | 13,945 | 12,861 | 1,084 | 8.4 | 42,544 | 37,094 | 5,450 | 14.7 |
| Income before income taxes and corporate overhead allocation | 3,986 | 3,924 | 62 | 1.6 | 14,139 | 13,829 | 310 | 2.2 |
| Corporate overhead allocation | (446) | (321) | (125) | 38.9 | (1,372) | (983) | (389) | 39.6 |
| Income before income taxes | 3,540 | 3,603 | (63) | (1.7) | 12,767 | 12,846 | (79) | (0.6) |
| Income tax expense | (1,345) | (1,369) | 24 | (1.8) | (4,851) | (4,881) | 30 | (0.6) |
| Net income | $2,195 | 2,234 | (39) | (1.7)% | $7,916 | 7,965 | (49) | (0.6)% |
| Before Tax Operating Margin | 19.7% | 21.5% | | | 22.5% | 25.2% | | |

Tuition payment processing and campus commerce revenue. Tuition payment processing and campus commerce revenue increased for the three and nine months ended September 30, 2012 compared to the same periods in 2011 as a result of an increase in the number of managed tuition payment plans, as well as an increase in campus commerce customers.

Operating expenses. Operating expenses increased for the three and nine months ended September 30, 2012 compared to the same periods in 2011 as a result of incurring additional costs to support the increase in the number of managed tuition payment plans and campus commerce customers. In addition, the Company continues to invest in new products and services to meet customer needs and expand product and service offerings. These investments increased operating expenses in 2012 compared to 2011. The operating expenses for the nine months ended September 30, 2012 and 2011 include $1.7 million and $0.6 million, respectively, of amortization expense related to the acquisition of tuition payment plan contracts in June 2011. Excluding the amortization expense related to this acquisition, the before tax operating margin for the nine months ended September 30, 2012 and 2011 was 25.5% and 26.3%, respectively.

ENROLLMENT SERVICES OPERATING SEGMENT – RESULTS OF OPERATIONS

For a discussion of the products and services the Company offers as part of its Enrollment Services segment, see "Fee-Based Operating Segments - Enrollment Services" in note 10 of the Notes to Consolidated Financial Statements included under Part I, Item 1, of this report.

Summary and Comparison of Operating Results

| | Three months ended September 30, | | | | Nine months ended September 30, | | | |
|---|---|---|---|---|---|---|---|---|
| | | | Change | | | | Change | |
| | 2012 | 2011 | $ | % | 2012 | 2011 | $ | % |
| Enrollment services revenue | $30,661 | 35,505 | (4,844) | (13.6)% | $92,035 | 101,688 | (9,653) | (9.5)% |
| Salaries and benefits | 5,147 | 6,484 | (1,337) | (20.6) | 17,587 | 18,672 | (1,085) | (5.8) |
| Cost to provide enrollment services | 20,151 | 23,825 | (3,674) | (15.4) | 62,203 | 68,804 | (6,601) | (9.6) |
| Depreciation and amortization | 1,633 | 1,662 | (29) | (1.7) | 4,867 | 5,011 | (144) | (2.9) |
| Other expenses | 1,782 | 2,129 | (347) | (16.3) | 5,483 | 6,889 | (1,406) | (20.4) |
| Intersegment expenses, net | 1,000 | 783 | 217 | 27.7 | 2,824 | 2,560 | 264 | 10.3 |
| Total operating expenses | 29,713 | 34,883 | (5,170) | (14.8) | 92,964 | 101,936 | (8,972) | (8.8) |
| Income (loss) before income taxes and corporate overhead allocation | 948 | 622 | 326 | 52.4 | (929) | (248) | (681) | 274.6 |
| Corporate overhead allocation | (446) | (321) | (125) | 38.9 | (1,372) | (983) | (389) | 39.6 |
| Income (loss) before income taxes | 502 | 301 | 201 | 66.8 | (2,301) | (1,231) | (1,070) | 86.9 |
| Income tax (expense) benefit | (191) | (114) | (77) | 67.5 | 874 | 468 | 406 | 86.8 |
| Net income (loss) | $311 | 187 | 124 | 66.3 % | $(1,427) | (763) | (664) | 87.0 % |
| Before Tax Operating Margin | 1.6 % | 0.8 % | | | (2.5)% | (1.2)% | | |

Enrollment services revenue, cost to provide enrollment services, and gross profit.

| | Three months ended September 30, 2012 | | | | | |
|---|---|---|---|---|---|---|
| | Inquiry Generation (a) | Inquiry Management (Agency) (a) | Inquiry Management (Software) (b) | Digital Marketing (c) | Content Solutions (d) | Total |
| Enrollment services revenue | $4,479 | 18,750 | 961 | 1,177 | 5,294 | 30,661 |
| Cost to provide enrollment services | 2,692 | 16,646 | — | 57 | 756 | 20,151 |
| Gross profit | $1,787 | 2,104 | 961 | 1,120 | 4,538 | 10,510 |
| Gross profit % | 39.9% | 11.2% | | | | |

| | Three months ended September 30, 2011 | | | | | |
|---|---|---|---|---|---|---|
| | Inquiry Generation (a) | Inquiry Management (Agency) (a) | Inquiry Management (Software) (b) | Digital Marketing (c) | Content Solutions (d) | Total |
| Enrollment services revenue | $6,710 | 21,705 | 697 | 1,059 | 5,334 | 35,505 |
| Cost to provide enrollment services | 3,824 | 19,126 | — | 61 | 814 | 23,825 |
| Gross profit | $2,886 | 2,579 | 697 | 998 | 4,520 | 11,680 |
| Gross profit % | 43.0% | 11.9% | | | | |

| | Nine months ended September 30, 2012 | | | | | |
|---|---|---|---|---|---|---|
| | Inquiry Generation (a) | Inquiry Management (Agency) (a) | Inquiry Management (Software) (b) | Digital Marketing (c) | Content Solutions (d) | Total |
| Enrollment services revenue | $13,880 | 58,172 | 2,729 | 3,424 | 13,830 | 92,035 |
| Cost to provide enrollment services | 8,252 | 51,753 | — | 140 | 2,058 | 62,203 |
| Gross profit | $5,628 | 6,419 | 2,729 | 3,284 | 11,772 | 29,832 |
| Gross profit % | 40.5% | 11.0% | | | | |

| | Nine months ended September 30, 2011 | | | | | |
|---|---|---|---|---|---|---|
| | Inquiry Generation (a) | Inquiry Management (Agency) (a) | Inquiry Management (Software) (b) | Digital Marketing (c) | Content Solutions (d) | Total |
| Enrollment services revenue | $19,199 | 63,179 | 1,857 | 2,880 | 14,573 | 101,688 |
| Cost to provide enrollment services | 11,204 | 55,819 | — | 170 | 1,611 | 68,804 |
| Gross profit | $7,995 | 7,360 | 1,857 | 2,710 | 12,962 | 32,884 |
| Gross profit % | 41.6% | 11.6% | | | | |

(a) Inquiry generation revenue decreased $2.2 million (33.2%) and $5.3 million (27.7%) and inquiry management (agency) revenue decreased $3.0 million (13.6%) and $5.0 million (7.9%) for the three and nine months ended September 30, 2012, respectively, compared to the same periods in 2011.

Revenues from these services have been affected by the ongoing regulatory uncertainty in the for-profit college industry, which has caused schools to decrease spending on marketing efforts.

(b) Inquiry management (software) revenue increased $0.3 million (37.9%) and $0.9 million (47.0%) for the three and nine months ended September 30, 2012, respectively, compared to the same periods in 2011 due to an increase in client activity.

(c) Digital marketing revenue increased $0.1 million (11.1%) and $0.5 million (18.9%) for the three and nine months ended September 30, 2012, respectively, compared to the same periods in 2011 due to an increase in customers and average order size.

(d) Content solutions revenue decreased $0.7 million (5.1%) for the nine months ended September 30, 2012 compared to the same period in 2011 as a result of a decrease in list marketing services and a decrease in the size of a contract with a significant government customer.

Operating expenses. Excluding the cost to provide enrollment services, operating expenses for the three and nine months ended September 30, 2012 decreased $1.5 million (13.5%) and $2.4 million (7.2%) compared to the same periods in 2011 due to cost saving measures relating to the decline in revenue.

ASSET GENERATION AND MANAGEMENT OPERATING SEGMENT – RESULTS OF OPERATIONS

For a discussion of the products and services the Company offers as part of its Asset Generation and Management segment, see "Asset Generation and Management Operating Segment" in note 10 of the Notes to Consolidated Financial Statements included under Part I, Item 1, of this report.

Student Loan Portfolio

For a summary of the Company’s student loan portfolio as of September 30, 2012 and December 31, 2011, see note 2 of the Notes to Consolidated Financial Statements included under Part I, Item 1, of this report.

Loan Activity

The following table sets forth the activity of loans:

| | Three months ended September 30, | | Nine months ended September 30, | |
|---|---|---|---|---|
| | 2012 | 2011 | 2012 | 2011 |
| Beginning balance | $23,582,595 | 23,113,812 | 24,359,625 | 23,784,069 |
| Loan acquisitions (a) | 152,016 | 1,999,333 | 898,606 | 2,682,420 |
| Repayments, claims, capitalized interest, participations, and other | (466,355) | (325,064) | (1,345,883) | (1,315,403) |
| Consolidation loans lost to external parties (b) | (590,148) | (103,321) | (1,172,316) | (463,326) |
| Loans sold | (33,228) | (47) | (95,152) | (3,047) |
| Ending balance | $22,644,880 | 24,684,713 | 22,644,880 | 24,684,713 |

(a) As a result of legislation effective July 1, 2010, all new federal loan originations are made by the Department of Education through the Federal Direct Loan Program and the Company no longer originates FFELP loans. However, the Company believes there will continue to be opportunities to purchase FFELP loan portfolios from current FFELP participants looking to adjust their FFELP businesses.

(b) On October 25, 2011, the White House and the Department announced a short-term special direct consolidation loan initiative to eligible student loan borrowers, with a borrower application period beginning in January 2012 and ending June 30, 2012. The Department's initiative allowed student loan borrowers with at least one FFELP loan and at least one federal student loan owned by the Department to convert the FFELP loans to the Federal Direct Loan Program. As a result of this initiative, the amount of loans lost to external parties has increased compared to prior periods. For the three and nine month periods ended September 30, 2012, the Company lost FFELP loans of $506.5 million and $875.4 million, respectively, as a result of this initiative. All applications received by June 30, 2012 by eligible borrowers under this initiative continue to be processed. During the month ended October 31, 2012, the Company lost an additional $54.2 million of loans under this initiative.

Allowance for Loan Losses, Loan Repurchase Obligations, and Loan Delinquencies

The provision for loan losses represents the periodic expense of maintaining an allowance sufficient to absorb losses, net of recoveries, inherent in the portfolio of student loans.

In addition, the Company’s servicing operations are obligated to repurchase certain non-federally insured loans subject to participation interests in the event such loans become 60 or 90 days delinquent, and the Company has also retained credit risk related to certain non-federally insured loans sold and will pay cash to purchase back any of these loans which become 60 days delinquent. The Company’s estimate related to its obligation to repurchase these loans is included in “other liabilities” in the Company’s consolidated balance sheets.

Delinquencies have the potential to adversely impact the Company’s earnings through increased servicing and collection costs and account charge-offs.

For a summary of the activity in the allowance for loan losses and accrual related to the Company's loan repurchase obligations for the three and nine months ended September 30, 2012 and 2011 and a summary of the Company's student loan delinquency amounts as of September 30, 2012, December 31, 2011, and September 30, 2011, see note 2 of the Notes to Consolidated Financial Statements included under Part I, Item 1, of this report.

The delinquency trends in the Company's portfolio of federally insured loans increased as of December 31, 2011 compared to September 30, 2011 due to the sustained downturn in the economy. During the first nine months of 2012, the notional amount (and percentage) of delinquent loans has improved as the Company continues to allocate resources to improve the performance of its portfolio. However, the increase in the amount of loans delinquent during the first nine months of 2012 compared to the same period in 2011 has resulted in an increase in the federally insured provision for loan losses.

The Company's non-federally insured loan portfolio has decreased since 2008 as a result of loan sales, runoff, and the Company no longer originating non-federally insured loans. The amortization of the non-federally insured student loan portfolio has resulted in provision expense being less than charge-offs during the three and nine months ended September 30, 2012 and 2011.

Student Loan Spread Analysis

The following table analyzes the student loan spread on the Company’s portfolio of student loans, which represents the spread between earnings on student loan assets and the costs of the liabilities and derivative instruments used to fund those assets.

| | Three months ended | | | | | | Nine months ended | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | September 30, 2012 | | June 30, 2012 | | September 30, 2011 | | September 30, 2012 | | September 30, 2011 | |
| Variable student loan yield, gross | 2.65 | % | 2.63 | % | 2.57 | % | 2.63 | % | 2.58 | % |
| Consolidation rebate fees | (0.75 | ) | (0.75 | ) | (0.73 | ) | (0.75 | ) | (0.72 | ) |
| Premium and deferred origination costs amortization, net of discount accretion | — | | (0.01 | ) | (0.03 | ) | (0.01 | ) | (0.11 | ) |
| Variable student loan yield, net | 1.90 | | 1.87 | | 1.81 | | 1.87 | | 1.75 | |
| Student loan cost of funds - interest expense | (0.97 | ) | (0.98 | ) | (0.82 | ) | (0.99 | ) | (0.83 | ) |
| Student loan cost of funds - bonds and notes payable discount accretion | (0.11 | ) | (0.11 | ) | (0.11 | ) | (0.11 | ) | (0.04 | ) |
| Student loan cost of funds - derivative settlements | 0.02 | | 0.03 | | 0.06 | | 0.04 | | 0.05 | |
| Variable student loan spread | 0.84 | | 0.81 | | 0.94 | | 0.81 | | 0.93 | |
| Fixed rate floor income, net of settlements on derivatives | 0.60 | | 0.62 | | 0.65 | | 0.62 | | 0.59 | |
| Core student loan spread | 1.44 | % | 1.43 | % | 1.59 | % | 1.43 | % | 1.52 | % |

| | | | | | |
|---|---|---|---|---|---|
| Average balance of student loans | $23,028,904 | 23,863,104 | 24,794,416 | 23,670,300 | 23,891,512 |
| Average balance of debt outstanding | 23,467,899 | 23,953,317 | 24,979,332 | 23,833,140 | 24,118,465 |

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A trend analysis of the Company's core and variable student loan spreads is summarized below.

(a) Prior to April 1, 2012, the interest earned on the majority of the Company's FFELP student loan assets was indexed to the three-month commercial paper rate. As allowed by recent legislation, effective April 1, 2012, the Company elected to change the index on which the Special Allowance Payments are calculated for FFELP loans from the commercial paper rate to the one-month LIBOR rate. The Company funds the majority of its assets with three-month LIBOR indexed floating rate securities. The relationship between the indices in which the Company earns interest on its loans and funds such loans has a significant impact on student loan spread. This table (the right axis) shows the difference between the Company's liability base rate and the one-month LIBOR (Q2 2012 - Q3 2012) or commercial paper rate indices (Q1 2011 - Q1 2012) by quarter.

Variable student loan spread decreased during the three and nine months ended September 30, 2012 as compared to the same periods in 2011 as a result of the widening of the Asset/Liability Base Rate Spread as reflected in the above table.

The primary difference between variable student loan spread and core student loan spread is fixed rate floor income, net of settlements on derivatives. A summary of fixed rate floor income and its contribution to core student loan spread follows:

| | Three months ended | | | Nine months ended | |
|---|---|---|---|---|---|
| | September 30, 2012 | June 30, 2012 | September 30, 2011 | September 30, 2012 | September 30, 2011 |
| Fixed rate floor income, gross | $40,331 | 40,489 | 44,080 | 122,049 | 121,126 |
| Derivative settlements (a) | (5,595) | (3,505) | (3,482) | (12,237) | (16,045) |
| Fixed rate floor income, net | $34,736 | 36,984 | 40,598 | 109,812 | 105,081 |
| Fixed rate floor income contribution to spread, net | 0.60% | 0.62% | 0.65% | 0.62% | 0.59% |

(a) Includes settlement payments on derivatives used to hedge student loans earning fixed rate floor income.

The high levels of fixed rate floor income earned during 2012 and 2011 are due to historically low interest rates. If interest rates remain low, the Company anticipates continuing to earn significant fixed rate floor income in future periods. See Item 3, “Quantitative and Qualitative Disclosures about Market Risk,” which provides additional detail on the Company’s portfolio earning fixed rate floor income and the derivatives used by the Company to hedge these loans.

Summary and Comparison of Operating Results

| | Three months ended September 30, | | | | Nine months ended September 30, | | | |
|---|---|---|---|---|---|---|---|---|
| | | | Change | | | | Change | |
| | 2012 | 2011 | $ | % | 2012 | 2011 | $ | % |
| Net interest income after provision for loan losses | $80,832 | 92,772 | (11,940) | (12.9)% | $237,738 | 261,710 | (23,972) | (9.2)% |
| Other income | 5,834 | 3,694 | 2,140 | 57.9 | 14,415 | 11,827 | 2,588 | 21.9 |
| Gain on sale of loans and debt repurchases | 195 | — | 195 | 100.0 | 1,130 | 1,400 | (270) | (19.3) |
| Derivative market value and foreign currency adjustments, net | (30,694) | 6,677 | (37,371) | 559.7 | (62,351) | (6,443) | (55,908) | 867.7 |
| Derivative settlements, net | (4,319) | 507 | (4,826) | (951.9) | (5,431) | (6,805) | 1,374 | (20.2) |
| Total other income | (28,984) | 10,878 | (39,862) | (366.4) | (52,237) | (21) | (52,216) | |
| Salaries and benefits | 462 | 694 | (232) | (33.4) | 1,723 | 2,181 | (458) | (21.0) |
| Other expenses | 3,451 | 3,311 | 140 | 4.2 | 10,203 | 9,988 | 215 | 2.2 |
| Intersegment expenses, net | 16,064 | 16,865 | (801) | (4.7) | 49,842 | 52,059 | (2,217) | (4.3) |
| Total operating expenses | 19,977 | 20,870 | (893) | (4.3) | 61,768 | 64,228 | (2,460) | (3.8) |
| Income before income taxes and corporate overhead allocation | 31,871 | 82,780 | (50,909) | (61.5) | 123,733 | 197,461 | (73,728) | (37.3) |
| Corporate overhead allocation | (909) | (1,605) | 696 | (43.4) | (3,701) | (4,914) | 1,213 | (24.7) |
| Income before income taxes | 30,962 | 81,175 | (50,213) | (61.9) | 120,032 | 192,547 | (72,515) | (37.7) |
| Income tax expense | (11,765) | (30,846) | 19,081 | (61.9) | (45,610) | (73,168) | 27,558 | (37.7) |
| Net income | $19,197 | 50,329 | (31,132) | (61.9)% | $74,422 | 119,379 | (44,957) | (37.7)% |
| | | | | | | | | |
| Additional information: | | | | | | | | |
| Net income | $19,197 | 50,329 | (31,132) | (61.9)% | $74,422 | 119,379 | (44,957) | (37.7)% |
| Derivative market value and foreign currency adjustments, net | 30,694 | (6,677) | 37,371 | (559.7) | 62,351 | 6,443 | 55,908 | 867.7 |
| Tax effect | (11,664) | 2,537 | (14,201) | (559.7) | (23,693) | (2,448) | (21,245) | 867.7 |
| Net income, excluding derivative market value and foreign currency adjustments | $38,227 | 46,189 | (7,962) | (17.2)% | $113,080 | 123,374 | (10,294) | (8.3)% |

Net interest income after provision for loan losses (net of settlements on derivatives).

| | Three months ended September 30, | | | | Nine months ended September 30, | | | |
|---|---|---|---|---|---|---|---|---|
| | | | Change | | | | Change | |
| | 2012 | 2011 | $ | % | 2012 | 2011 | $ | % |
| Variable interest income, net of settlements on derivatives (a) | $154,821 | 164,580 | (9,759) | (5.9)% | $473,905 | 470,072 | 3,833 | 0.8 % |
| Consolidation rebate fees (b) | (43,348) | (45,863) | 2,515 | (5.5) | (132,827) | (128,976) | (3,851) | 3.0 |
| Premium and deferred origination costs amortization, net of discount accretion (c) | — | (1,854) | 1,854 | (100.0) | (1,746) | (19,736) | 17,990 | (91.2) |
| Interest on bonds and notes payable (d) | (57,638) | (51,340) | (6,298) | 12.3 | (177,413) | (148,949) | (28,464) | 19.1 |
| Bonds and notes payable discount accretion (e) | (6,292) | (6,953) | 661 | (9.5) | (19,435) | (6,953) | (12,482) | 179.5 |
| Variable student loan interest margin, net of settlements on derivatives | 47,543 | 58,570 | (11,027) | (18.8) | 142,484 | 165,458 | (22,974) | (13.9) |
| Fixed rate floor income, net of settlements on derivatives (f) | 34,736 | 40,598 | (5,862) | (14.4) | 109,812 | 105,081 | 4,731 | 4.5 |
| Investment interest | 133 | 116 | 17 | 14.7 | 838 | 748 | 90 | 12.0 |
| Intercompany interest | (899) | (755) | (144) | 19.1 | (2,827) | (2,132) | (695) | 32.6 |
| Provision for loan losses (g) | (5,000) | (5,250) | 250 | (4.8) | (18,000) | (14,250) | (3,750) | 26.3 |
| Net interest income after provision for loan losses (net of settlements on derivatives (h)) | $76,513 | 93,279 | (16,766) | (18.0)% | $232,307 | 254,905 | (22,598) | (8.9)% |

(a) Variable interest income, net of settlements on derivatives, decreased for the three months ended September 30, 2012 compared to the same period in 2011 as a result of a decrease in the average student loan portfolio of $1.8 billion (7.1%). The decrease was partially offset by an increase in the yield earned on student loans, net of settlements on derivatives, which increased to 2.67% for the three months ended September 30, 2012 from 2.63% for the same period in 2011.

Variable interest income, net of settlements on derivatives, increased for the nine months ended September 30, 2012 compared to the same period in 2011, as a result of an increase in the yield earned on student loans. The yield earned on student loans, net of settlements on derivatives, was 2.67% for the nine months ended September 30, 2012 compared to 2.63% during the same period in 2011. The increase was partially offset by a decrease in the average student loan portfolio of $0.2 billion (0.9%) for the nine months ended September 30, 2012 compared to the same period in 2011.

(b) Consolidation rebate fees decreased for the three months ended September 30, 2012 and increased for the nine months ended September 30, 2012 compared to the same periods in 2011. The increase for the nine month period was due to the purchase of the residual interest in $1.9 billion of consolidation loans in July 2011. The decrease for the three month period was due to a decrease in the average consolidation loan balance in 2012 as compared to

2011.

(c) The amortization/accretion of loan premiums/discounts and deferred origination costs decreased as a result of the ongoing purchase of loans at a discount, which reduced the net costs being amortized/accreted.

(d) Interest on bonds and notes payable increased as a result of an increase in the Company’s cost of funds to 0.97% and 0.99% for the three and nine months ended September 30, 2012 from 0.82% and 0.83% for the same periods in 2011. The increase was partially offset by a decrease in average debt outstanding of $1.5 billion (6.1%) and $0.2 billion (1.0%) for the three and nine months ended September 30, 2012, respectively, compared to the same periods in 2011.

(e) During July 2011, the Company recorded a discount on bonds and notes payable assumed as a result of the purchase of the residual interest in $1.9 billion of student loans and related debt. The bonds and notes payable discount is being accreted using the effective interest method over the lives of the bonds and notes payable.

(f) The high levels of fixed rate floor income earned during the three and nine months ended September 30, 2012 and 2011 are due to historically low interest rates.

(g) The provision for loan losses represents the periodic expense of maintaining an allowance sufficient to absorb probable losses inherent in the Company's portfolio of loans. The federally insured loan provision increased $4.5 million during the nine months ended September 30, 2012 compared to the same period in 2011 primarily due to an increase in delinquent loans.

(h) Derivative settlements for each applicable period should be evaluated with the Company's net interest income, as these amounts represent the current period economic impact related to outstanding derivatives.

Other income. The following table summarizes the components of "other income."

| | Three months ended September 30, | | Nine months ended September 30, | |
|---|---|---|---|---|
| | 2012 | 2011 | 2012 | 2011 |
| Borrower late fee income | $3,586 | 2,995 | 10,665 | 9,807 |
| Realized and unrealized gains (losses) on trading investments, net | 1,636 | (133) | 1,670 | (133) |
| Other | 612 | 832 | 2,080 | 2,153 |
| Other income | $5,834 | 3,694 | 14,415 | 11,827 |

Gain on sale of loans and debt repurchases. During 2012, the Company repurchased asset-backed securities of $21.7 million, resulting in a gain of $1.1 million. During 2011, the Company recognized a gain of $1.4 million from the sale of a portfolio of non-federally insured loans.

Derivative market value and foreign currency adjustments, net. The Company maintains an overall interest rate risk management strategy that incorporates the use of derivative instruments to reduce the economic effect of interest rate volatility. Derivative instruments primarily used by the Company to manage interest rate risk includes interest rate swaps and basis swaps. Management has structured the majority of the Company's derivative transactions with the intent that each is economically effective. However, the Company's derivatives do not qualify for hedge accounting treatment, and the stand-alone derivatives must be marked-to-market, the adjustments for which are included in "derivative market value and foreign currency adjustments, net" in the statements of income.

In addition, the Company has Euro-denominated bonds of which the principal and accrued interest are re-measured at each reporting period to U.S. dollars. Changes in the principal and accrued interest amounts as a result of foreign currency exchange rate fluctuations are included in "derivative market value and foreign currency adjustments, net." In connection with the issuance of the Euro-denominated bonds, the Company has entered into cross-currency interest rate swaps which do not qualify for hedge accounting treatment. The re-measurement of the Euro-denominated bonds generally correlates with the change in fair value of the cross-currency interest rate swaps. However, the Company will experience unrealized gains or losses related to the cross-currency interest rate swaps if the two underlying indices (and related forward curve) do not move in parallel.

The gains and/or losses included in "derivative market value and foreign currency adjustments and derivative settlements, net" in the Company's statements of income are primarily caused by interest rate and currency exchange rate volatility, as well as the volume and terms of derivatives not receiving hedge treatment.

Included in the table of operating results above is additional information which reflects the operating results of this segment excluding the unrealized gains and losses from the Company's derivative portfolio and the foreign currency transaction adjustments.

Other expenses.  Other expenses increased during the three and nine months ended September 30, 2012 compared to the same periods in 2011 as a result of an increase in fees paid to third parties for the servicing of a portion of the Company's student loan portfolio primarily due to the acquisition of the residual interest in $1.9 billion of loans in July 2011.

Intersegment expenses, net.  Intersegment expenses primarily include fees paid to the Student Loan and Guaranty Servicing operating segment for the servicing of the Company’s student loan portfolio.

LIQUIDITY AND CAPITAL RESOURCES

The Company's fee generating businesses are non-capital intensive and all produce positive operating cash flows. As such, a minimal amount of debt and equity capital is allocated to the fee-based segments and any liquidity or capital needs are satisfied using cash flow from operations. Therefore, the Liquidity and Capital Resources discussion is concentrated on the Company's liquidity and capital needs to meet existing debt obligations in the Asset Generation and Management operating segment.

The Company may issue equity and debt securities in the future in order to improve capital, increase liquidity, refinance upcoming maturities, or provide for general corporate purposes. Moreover, the Company may from time-to-time repurchase certain amounts of its outstanding secured and unsecured debt securities, including debt securities which the Company may issue in the future, for cash and/or through exchanges for other securities. Such repurchases or exchanges may be made in open market transactions, privately negotiated transactions, or otherwise. Any such repurchases or exchanges will depend on prevailing market conditions, the Company's liquidity requirements, contractual restrictions, compliance with securities laws, and other factors. The amounts involved in any such transactions may be material.

The Company has historically utilized operating cash flow, secured financing transactions (which include warehouse facilities, asset-backed securitizations, and liquidity programs offered by the Department), operating lines of credit, and other borrowing arrangements to fund its Asset Generation and Management operations and student loan acquisitions. In addition, the Company has used operating cash flow, borrowings on its unsecured line of credit, and unsecured debt offerings to fund corporate activities, business acquisitions, and repurchases of common stock. The Company has also used its common stock to partially fund certain business acquisitions.

As of September 30, 2012, the Company had $629.8 million of liquidity available for use (as summarized below). In addition, the Company generates a significant amount of cash from operations. The Company will continue to use its strong liquidity position to capitalize on market opportunities, including FFELP student loan acquisitions; strategic acquisitions and investments in its core business areas of loan financing, loan servicing, payment processing, and enrollment services (education planning); and capital management initiatives, including stock repurchases, debt repurchases, and dividend distributions.

Sources of liquidity currently available

Liquidity generally refers to the ability of the Company to generate adequate amounts of cash to meet the Company's needs for cash. The following table details the Company's sources of liquidity currently available under existing balances and arrangements:

| | As of September 30, 2012 |
|---|---|
| Sources of primary liquidity: | |
| Cash and cash equivalents | $93,674 |
| Investments | 92,860 |
| Unencumbered private student loan assets | 20,972 |
| Asset-backed security investments - Class B subordinated notes (a) | 104,113 |
| Asset-backed security investments (b) | 68,145 |
| Available balance on unsecured line of credit | 250,000 |
| Total sources of primary liquidity | $629,764 |

(a) As part of the Company's issuance of asset-backed securitizations in 2008 and 2012, the Company purchased the Class B subordinated notes of $76.5 million (par value) and $27.6 million (par value), respectively. These notes are not included in the Company's consolidated balance sheet. Upon a sale of these notes to third parties, the Company would obtain cash proceeds equal to the market value of the notes on the date of such sale. The amount included in the table above is the par value of these subordinated notes and may not represent market value upon sale of the notes.

(b) The Company has repurchased its own asset-backed securities (bonds and notes payable). For accounting purposes, these notes are effectively retired and are not included in the Company's consolidated balance sheet. However, as of September 30, 2012, $68.1 million of these securities are legally outstanding at the trust level and the Company could sell these notes to third parties or redeem the notes at par as cash is generated by the trust estate. Upon a sale to third parties, the Company would obtain cash proceeds equal to the market value of the notes on the date of such sale. The amount included in the table above is the par value of these notes and may not represent market value upon sale of the notes.

Cash generated from operations

The Company has historically generated positive cash flow from operations. For the nine months ended September 30, 2012 and year ended December 31, 2011, the Company had net cash flow from operating activities of $260.6 million and $310.9 million, respectively.

Cash Dividends

Dividends of $0.10 per share on the Company's Class A and Class B common stock were paid on March 15, 2012, June 15, 2012, and September 15, 2012 to all holders of record as of March 1, 2012, June 1, 2012, and August 31, 2012, respectively.

On November 8, 2012, the Company's Board of Directors declared a cash dividend on its outstanding shares of Class A and Class B common stock of $1.10 per share. The dividend consists of a regular quarterly dividend of $0.10 per share, and a special cash dividend of $1.00 per share. Both dividend payments will be paid on November 27, 2012 to shareholders of record at the close of business on November 19, 2012. The Company expects to use operating cash currently available to fund this dividend.

The Company will continue to evaluate the payment of future quarterly dividend payments based on future earnings, capital requirements, financial condition, and other factors. In addition, the payment of dividends is subject to the terms of the Company's outstanding Hybrid Securities, which generally provide that if the Company defers interest payments on those securities it cannot pay dividends on its capital stock.

Liquidity Needs and Sources of Liquidity Available to Satisfy Debt Obligations Secured by Student Loan Assets and Related Collateral

The Company had the following debt obligations outstanding that are secured by student loan assets and related collateral.

| | As of September 30, 2012 | |
|---|---|---|
| | Carrying amount | Final maturity |
| Bonds and notes issued in asset-backed securitizations | $20,363,643 | 11/25/15 - 7/27/48 |
| FFELP warehouse facilities | 499,352 | 1/31/15 - 6/30/15 |
| Department of Education Conduit | 1,988,035 | 5/8/14 |
| Secured line of credit | 50,000 | 4/11/14 |
| Other borrowings | 28,316 | 11/14/12 - 3/1/22 |
| | $22,929,346 | |

Bonds and notes issued in asset-backed securitizations

The majority of the Company's portfolio of student loans is funded in asset-backed securitizations that are structured to substantially match the maturity of the funded assets, thereby minimizing liquidity risk. In addition, due to (i) the difference between the yield the Company receives on the loans and cost of financing within these transactions, and (ii) the excess servicing and administration fees the Company earns from these transactions, the Company has created a portfolio that will generate earnings and significant cash flow over the life of these transactions.

As of September 30, 2012, based on cash flow models developed to reflect management's current estimate of, among other factors, prepayments, defaults, deferment, forbearance, and interest rates, the Company currently expects future undiscounted cash flows from its portfolio to be approximately $1.88 billion as detailed below. The $1.88 billion includes approximately $407.1 million (as of September 30, 2012) of overcollateralization included in the asset-backed securitizations. These excess net asset positions are reflected variously in the following balances in the consolidated balance sheet: "student loans receivable," "restricted cash and investments," and "accrued interest receivable."

The forecasted cash flow presented below includes all loans currently funded in asset-backed securitizations. As of September 30, 2012, the Company had $20.2 billion of loans included in asset-backed securitizations, which represented 89 percent of its total FFELP student loan portfolio. The forecasted cash flow does not include cash flows that the Company expects to receive related to loans funded through the Department of Education’s Conduit Program and other warehouse facilities or loans acquired subsequent to September 30, 2012.

FFELP Asset-backed Securitization Cash Flow Forecast (a)
$1.88 billion
(dollars in millions)

(a) The Company uses various assumptions, including prepayments and future interest rates, when preparing its cash flow forecast.  These assumptions are further discussed below.

Prepayments:  The primary variable in establishing a life of loan estimate is the level and timing of prepayments. Prepayment rates equal the amount of loans that prepay annually as a percentage of the beginning of period balance, net of scheduled principal payments.  A number of factors can affect estimated prepayment rates, including the level of consolidation activity and default rates.  Should any of these factors change, management may revise its assumptions, which in turn would impact the projected future cash flow. The Company’s cash flow forecast above assumes prepayment rates that are generally consistent with those utilized in the Company’s recent asset-backed securities transactions. If management used a prepayment rate assumption two times greater than what was used to forecast the cash flow, the cash flow forecast would be reduced by approximately $300 million to $360 million.

Interest rates:  The Company funds the majority of its student loans with three-month LIBOR indexed floating rate securities.  Meanwhile, the interest earned on the Company’s student loan assets are indexed primarily to a one-month LIBOR rate.  The different interest rate characteristics of the Company’s loan assets and liabilities funding these assets result in basis risk.  The Company’s cash flow forecast assumes three-month LIBOR will exceed one-month LIBOR by 12 basis points for the life of the portfolio, which approximates the historical relationship between these indices.  If the forecast is computed assuming a spread of 24 basis points between three-month and one-month LIBOR for the life of the portfolio, the cash flow forecast would be reduced by approximately $60 million to $100 million.

The Company uses the current forward interest rate yield curve to forecast cash flows.  A change in the forward interest rate curve would impact the future cash flows generated from the portfolio.  An increase in future interest rates will reduce the amount of fixed rate floor income the Company is currently receiving.  The Company attempts to mitigate the impact of a rise in short-term rates by hedging interest rate risks. As of September 30, 2012, the net fair value of the Company’s interest rate derivatives used to hedge loans earning fixed rate floor income was a liability of $52.4 million. See Item 3, "Quantitative and Qualitative Disclosures about Market Risk — Interest Rate Risk."

FFELP Warehouse Facilities

The Company funds a portion of its FFELP loan acquisitions using its FFELP warehouse facilities. Student loan warehousing allows the Company to buy and manage student loans prior to transferring them into more permanent financing arrangements.

As of September 30, 2012, the Company had three FFELP warehouse facilities as summarized below.

| | NHELP-II (a) | NHELP-I (b) | NFSLW-I (c) | Total |
|---|---|---|---|---|
| Maximum financing amount | $250,000 | 500,000 | 500,000 | 1,250,000 |
| Amount outstanding | 42,620 | 117,051 | 339,681 | 499,352 |
| Amount available | $207,380 | 382,949 | 160,319 | 750,648 |
| Expiration of liquidity provisions | January 31, 2013 | October 2, 2013 | June 28, 2013 | |
| Final maturity date | January 31, 2015 | April 2, 2015 | June 30, 2015 | |
| Maximum advance rates | 90.5 - 93.5% | 80 - 100% | 90 - 98% | |
| Minimum advance rates | 90.5 - 93.5% | 80 - 95% | 84.5 - 90% | |
| Advanced as equity support | $4,147 | 6,038 | 24,413 | 34,598 |

(a) The Company entered into this facility on February 1, 2012.

(b) The terms of this facility were amended on April 2, 2012. The table above reflects all amended terms.

(c) The terms of this facility were amended on June 29, 2012. The table above reflects these amended terms. On October 11, 2012, this facility was amended to increase the maximum financing amount to $800 million. The increased maximum financing amount is a temporary increase and must be reduced to $600 million by December 7, 2012.

Each FFELP warehouse facility is supported by 364-day liquidity provisions, which are subject to the respective expiration date shown in the table above. In the event the Company is unable to renew the liquidity provisions by such date, the facility would become a term facility at a stepped-up cost, with no additional student loans being eligible for financing, and the Company would be required to refinance the existing loans in the facility by the facility's final maturity date. The warehouse facilities provide for formula-based advance rates, depending on FFELP loan type, up to a maximum of the principal and interest of loans financed as shown in the table above. The advance rates for collateral may increase or decrease based on market conditions, but they are subject to minimums as disclosed above.

The FFELP warehouse facilities contain financial covenants relating to levels of the Company’s consolidated net worth, ratio of adjusted EBITDA to corporate debt interest, and unencumbered cash. Any noncompliance with these covenants could result in a requirement for the immediate repayment of any outstanding borrowings under the facilities.

Upon termination or expiration of the warehouse facilities, the Company would expect to access the securitization market, obtain replacement warehouse facilities, use operating cash, rely on sales of assets, or transfer collateral to satisfy any remaining obligations.

Department of Education Conduit Program

In May 2009, the Department implemented a program under which it finances eligible FFELP Stafford and PLUS loans in a conduit vehicle established to provide funding for student lenders (the "Conduit Program"). Funding for the Conduit Program is provided by the capital markets at a cost based on market rates, with the Company being advanced 97 percent of the student loan face amount. Excess amounts needed to fund the remaining 3 percent of the student loan balances were contributed by the Company. The Conduit Program expires on May 8, 2014. The Student Loan Short-Term Notes ("Student Loan Notes") issued by the Conduit Program are supported by a combination of (i) notes backed by FFELP loans, (ii) a liquidity agreement with the Federal Financing Bank, and (iii) a put agreement provided by the Department. If the conduit does not have sufficient funds to pay all Student Loan Notes, then those Student Loan Notes will be repaid with funds from the Federal Financing Bank. The Federal Financing Bank will hold the notes for a short period of time and, if at the end of that time, the Student Loan Notes still cannot be paid off, the underlying FFELP loans that serve as collateral for the Conduit Program will be sold to the Department through a put agreement at a price of 97 percent of the face amount of the loans. As of September 30, 2012, the Company had $2.0 billion borrowed under the Conduit Program and $70.8 million advanced as equity support in the Conduit Program. Effective July 1, 2010, no additional loans could be funded using the Conduit Program.

The Company expects to access the securitization market prior to the Conduit Program's maturity to refinance the student loan collateral included in the Conduit Program with debt that is structured to match the maturity of those assets.

Secured line of credit

On April 12, 2012, the Company entered into a $50.0 million line of credit, which is collateralized by asset-backed security investments. The line of credit has a maturity date of April 11, 2014 and has covenants and cross default provisions similar to those under the Company's unsecured line of credit discussed below. As of September 30, 2012, $50.0 million was outstanding on this line of credit.

Other Uses of Liquidity

Effective July 1, 2010, the Reconciliation Act of 2010 prohibits new loan originations under the FFEL Program and requires that all new federal loan originations be made through the Federal Direct Loan Program.  As a result, the Company no longer originates new FFELP loans. The Company believes there will continue to be opportunities to purchase FFELP loan portfolios from current FFELP participants looking to adjust their FFELP businesses.

The Company plans to fund FFELP student loan acquisitions from third parties using its Union Bank participation agreement (as described below); using its FFELP warehouse facilities (as described above); and continuing to access the asset-backed securities market.

The Board of Directors has authorized a stock repurchase program to repurchase up to a total of five million shares of the Company's Class A common stock during the three-year period ending May 24, 2015. Shares may be repurchased from time to time depending on various factors, including share prices and other potential uses of liquidity. As of September 30, 2012, a total of 4,991,240 shares remain authorized for repurchase under this program.

Union Bank Participation Agreement

The Company maintains an agreement with Union Bank, as trustee for various grantor trusts, under which Union Bank has agreed to purchase from the Company participation interests in student loans. As of September 30, 2012, $500.3 million of loans were subject to outstanding participation interests held by Union Bank, as trustee, under this agreement. The agreement automatically renews annually and is terminable by either party upon five business days notice. This agreement provides beneficiaries of Union Bank's grantor trusts with access to investments in interests in student loans, while providing liquidity to the Company.  The Company can participate loans to Union Bank to the extent of availability under the grantor trusts, up to $750 million or an amount in excess of $750 million if mutually agreed to by both parties.  Loans participated under this agreement have been accounted for by the Company as loan sales.  Accordingly, the participation interests sold are not included in the Company's consolidated balance sheets.

Asset-backed securities transactions

During the nine months ended September 30, 2012, the Company completed three asset-backed securitizations totaling $1.1 billion. In addition, on October 11, 2012 and November 8, 2012, the Company completed asset-backed securitizations of $937.5 million and $1.2 billion, respectively. The notes issued in these asset-backed securitizations carry interest rates based on a spread to one-month LIBOR.

Depending on market conditions, the Company anticipates continuing to access the asset-backed securities market.  Asset-backed securities transactions would be used to refinance student loans included in the FFELP warehouse facilities, the Department's Conduit Program, and/or existing asset-backed security transactions.  The

FFELP warehouse facilities and Conduit Program have advance rates that are less than par. As of September 30, 2012, the Company had $34.6 million advanced in the FFELP warehouse facilities and $70.8 million advanced in the Department Conduit Program. Depending on the terms of the asset-backed security transactions, refinancing loans included in these facilities could produce positive cash flow to the Company by reducing required advance rates, and are contemplated by management when making student loan financing decisions.

Although the Company has demonstrated its ability to access the asset-backed securities market and expects asset-backed securities transactions to remain a primary source of funding over the long term, the Company also expects its transaction volumes to be more limited and pricing less favorable than prior to the credit market dislocation that began in August 2007, with significantly reduced opportunities to place subordinated tranches of asset-backed securities with investors.

Liquidity Impact Related to Hedging Activities

The Company utilizes derivative instruments to manage interest rate sensitivity. By using derivative instruments, the Company is exposed to market risk which could impact its liquidity. When the fair value of a derivative instrument is negative (a liability in the Company's balance sheet), it would owe the counterparty if the derivative was settled. If the negative fair value of derivatives with a counterparty exceeds a specified threshold, the Company may have to make a collateral deposit with the counterparty. The threshold at which the Company may be required to post collateral is dependent upon its unsecured credit rating. Based on the Company's current unsecured credit ratings (Standard & Poor's: BBB- (stable outlook) and Moody's: Ba1 (stable outlook)), the Company has substantially collateralized its corporate derivative liability position with counterparties. As such, any downgrades from the current rating would not result in additional collateral requirements of a material nature. In addition, no counterparty has the right to terminate its contracts in the event of downgrades from the current rating. However, some long-dated derivative contracts have mutual optional termination provisions that can be exercised in 2016, 2017, and 2021. As of September 30, 2012, the fair value of derivatives with early termination provisions was a positive $0.5 million (an asset in the Company's balance sheet).

Based on the derivative portfolio outstanding as of September 30, 2012, the Company does not currently anticipate any movement in interest rates having a material impact on its capital or liquidity profile, nor does the Company expect that any movement in interest rates would have a material impact on its ability to meet potential collateral deposits with its counterparties. However, if interest rates move materially and negatively impact the fair value of the Company's derivative portfolio or if the Company enters into additional derivatives for which the fair value becomes negative, the Company could be required to deposit additional collateral with its derivative instrument counterparties. The collateral deposits, if significant, could negatively impact the Company's liquidity and capital resources. As of September 30, 2012, the fair value of the Company's derivatives, which had a negative fair value (a liability in the Company's balance sheet), was $80.3 million, and the Company had $70.3 million posted as collateral to derivative counterparties.

Description of Other Debt Facilities

Unsecured Line of Credit

The Company had a $750.0 million unsecured line of credit with a maturity date of May 8, 2012. On February 17, 2012, the Company entered into a new $250.0 million unsecured line of credit. In conjunction with entering into this new agreement, the outstanding balance on the $750.0 million unsecured line of credit of $64.4 million was paid in full and the agreement was terminated. As of September 30, 2012, the $250.0 million unsecured line of credit had no amounts outstanding and $250.0 million was available for future use. The $250.0 million line of credit has a maturity date of February 17, 2016. Upon the maturity date in 2016, there can be no assurance that the Company will be able to renew this line of credit, increase the amount outstanding under the line, if necessary, or find alternative funding.

The new line of credit agreement contains certain financial covenants that, if not met, would lead to an event of default under the agreement. The covenants include maintaining:

- A minimum consolidated net worth
- A minimum adjusted EBITDA to corporate debt interest (over the last four rolling quarters)
- A limitation on subsidiary indebtedness
- 

- A limitation on the percentage of non-federally insured loans in the Company’s portfolio

As of September 30, 2012, the Company was in compliance with all of these requirements. Many of these covenants are duplicated in the Company’s other lending facilities, including its FFELP warehouse facilities.

The Company’s new operating line of credit does not have any covenants related to unsecured debt ratings. However, changes in the Company’s ratings (as well as the amounts the Company borrows) have modest implications on the pricing level at which the Company obtains funding.

A default on the Company’s FFELP warehouse facilities would result in an event of default on the Company’s unsecured line of credit that would result in the outstanding balance on the line of credit becoming immediately due and payable.

Junior Subordinated Hybrid Securities

In September 2006, the Company issued $200.0 million aggregate principal amount of Junior Subordinated Hybrid Securities ("Hybrid Securities"). The Hybrid Securities are unsecured obligations of the Company. As of September 30, 2012, $100.7 million of Hybrid Securities were outstanding. The interest rate on the Hybrid Securities from the date they were issued through the optional redemption date, September 28, 2011, was 7.40%, payable semi-annually. Beginning September 29, 2011 through September 29, 2036, the "scheduled maturity date," the interest rate on the Hybrid Securities is equal to three-month LIBOR plus 3.375%, payable quarterly, which was 3.73% at September 30, 2012. The principal amount of the Hybrid Securities will become due on the scheduled maturity date only to the extent that the Company has received proceeds from the sale of certain qualifying capital securities prior to such date (as defined in the Hybrid Securities' prospectus). If any amount is not paid on the scheduled maturity date, it will remain outstanding and bear interest at a floating rate as defined in the prospectus, payable monthly. On September 15, 2061, the Company must pay any remaining principal and interest on the Hybrid Securities in full whether or not the Company has sold qualifying capital securities. At the Company's option, the Hybrid Securities are redeemable in whole or in part, any time on or after September 29, 2011, at their principal amount plus accrued and unpaid interest, provided in the case of a redemption in part that the principal amount outstanding after such redemption is at least $50.0 million.

RECENT ACCOUNTING PRONOUNCEMENTS

In June 2011, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2011-04, Fair Value Measurement, "Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs." The objective of this ASU is to clarify the FASB's intent about the application of existing fair value measurement and disclosure requirements and to update certain principles and requirements for measuring fair value or for disclosing information about fair value measurements. The guidance clarifies: (i) the application of the highest and best use and valuation premise concepts; (ii) measuring the fair value of an instrument classified in a reporting entity's shareholders' equity; and (iii) disclosure of quantitative information about the unobservable inputs used in a fair value measurement that is categorized within Level 3 of the fair value hierarchy. The guidance updates or changes certain measurement and disclosure requirements, including: (i) the measurement of the fair value of financial instruments that are managed within a portfolio; (ii) the application of premiums and discounts in a fair value measurement; and (iii) additional disclosures about fair value measurements, which includes the requirement for more information for fair value measurements categorized within Level 3 of the fair value hierarchy, as well as categorization by level in the hierarchy for items that are not measured at fair value in the statement of financial position but for which the fair value is required to be disclosed. This guidance is to be applied prospectively and is effective during interim and annual periods beginning after December 15, 2011. This guidance was effective for the Company in the first quarter of 2012, and the adoption of ASU 2011-04 resulted in additional disclosures in note 12, "Fair Value," included in the notes to the consolidated financial statements included in this report.

In June 2011, the FASB issued ASU 2011-05, Comprehensive Income, "Presentation of Comprehensive Income." The objective of this ASU is to improve the comparability, consistency, and transparency of financial reporting and to increase the prominence of items reported in other comprehensive income. The new guidance requires that all non-owner changes in stockholders' equity be presented either in a single continuous statement of comprehensive income or in two separate but consecutive statements. The new guidance will be applied retrospectively for fiscal years, and interim periods within those years, beginning after December 15, 2011. This guidance was effective for the Company in the first quarter of 2012. The Company has presented other comprehensive income in two separate but consecutive statements in the attached consolidated financial statements included in this report.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK
(All dollars are in thousands, except share amounts, unless otherwise noted)

Interest Rate Risk

The Company's primary market risk exposure arises from fluctuations in its borrowing and lending rates, the spread between which could impact the Company due to shifts in market interest rates.

The following table sets forth the Company's loan assets and debt instruments by interest rate characteristics:

| | As of September 30, 2012 | | | As of December 31, 2011 | | |
|---|---|---|---|---|---|---|
| | Dollars | Percent | | Dollars | Percent | |
| Fixed-rate loan assets | $8,861,459 | 39.1 | % | $10,899,733 | 44.7 | % |
| Variable-rate loan assets | 13,783,421 | 60.9 | | 13,459,892 | 55.3 | |
| Total | $22,644,880 | 100.0 | % | $24,359,625 | 100.0 | % |
| | | | | | | |
| Fixed-rate debt instruments | $15,387 | 0.1 | % | $29,517 | 0.1 | % |
| Variable-rate debt instruments | 23,014,656 | 99.9 | | 24,565,652 | 99.9 | |
| Total | $23,030,043 | 100.0 | % | $24,595,169 | 100.0 | % |

FFELP loans originated prior to April 1, 2006 generally earn interest at the higher of a floating rate based on the Special Allowance Payment or SAP formula set by the Department and the borrower rate, which is fixed over a period of time. The SAP formula is based on an applicable indice plus a fixed spread that is dependent upon when the loan was originated, the loan's repayment status, and funding sources for the loan. The Company generally finances its student loan portfolio with variable rate debt. In low and/or declining interest rate environments, when the fixed borrower rate is higher than the rate produced by the SAP formula, the Company's student loans earn at a fixed rate while the interest on the variable rate debt typically continues to decline. In these interest rate environments, the Company may earn additional spread income that it refers to as floor income.

Depending on the type of loan and when it was originated, the borrower rate is either fixed to term or is reset to an annual rate each July 1. As a result, for loans where the borrower rate is fixed to term, the Company may earn floor income for an extended period of time, which the Company refers to as fixed rate floor income, and for those loans where the borrower rate is reset annually on July 1, the Company may earn floor income to the next reset date, which the Company refers to as variable rate floor income. In accordance with legislation enacted in 2006, lenders are required to rebate fixed rate floor income and variable rate floor income to the Department for all new FFELP loans first originated on or after April 1, 2006. A summary of fixed rate floor income follows.

| | Three months ended September 30, | | | | Nine months ended September 30, | | | |
|---|---|---|---|---|---|---|---|---|
| | 2012 | | 2011 | | 2012 | | 2011 | |
| Fixed rate floor income, gross | $40,331 | | 44,080 | | 122,049 | | 121,126 | |
| Derivative settlements (a) | (5,595 | ) | (3,482 | ) | (12,237 | ) | (16,045 | ) |
| Fixed rate floor income, net | $34,736 | | 40,598 | | 109,812 | | 105,081 | |

(a) Includes settlement payments on derivatives used to hedge student loans earning fixed rate floor income.

The high levels of fixed rate floor income earned during 2012 and 2011 are due to historically low interest rates. If interest rates remain low, the Company anticipates continuing to earn significant fixed rate floor income in future periods.

Absent the use of derivative instruments, a rise in interest rates may reduce the amount of floor income received and this may have an impact on earnings due to interest margin compression caused by increasing financing costs, until such time as the federally insured loans earn interest at a variable rate in accordance with their special allowance payment formulas. In higher interest rate environments, where the interest rate rises above the borrower rate and fixed rate loans effectively become variable rate loans, the impact of the rate fluctuations is reduced.

The following graph depicts fixed rate floor income for a borrower with a fixed rate of 6.75% and a SAP rate of 2.64%:

The following table shows the Company’s student loan assets that were earning fixed rate floor income as of September 30, 2012:

| Fixed interest rate range | Borrower/ lender weighted average yield | Estimated variable conversion rate (a) | Loan balance |
|---|---|---|---|
| 3.0 - 3.49% | 3.20% | 0.56% | $2,056,472 |
| 3.5 - 3.99% | 3.65% | 1.01% | 1,871,109 |
| 4.0 - 4.49% | 4.20% | 1.56% | 1,416,670 |
| 4.5 - 4.99% | 4.72% | 2.08% | 801,024 |
| 5.0 - 5.49% | 5.24% | 2.60% | 538,545 |
| 5.5 - 5.99% | 5.66% | 3.02% | 337,149 |
| 6.0 - 6.49% | 6.18% | 3.54% | 384,131 |
| 6.5 - 6.99% | 6.70% | 4.06% | 339,631 |
| 7.0 - 7.49% | 7.17% | 4.53% | 135,562 |
| 7.5 - 7.99% | 7.70% | 5.06% | 230,588 |
| 8.0 - 8.99% | 8.17% | 5.53% | 510,145 |
| > 9.0% | 9.04% | 6.40% | 240,433 |
| | | | $8,861,459 |

(a) The estimated variable conversion rate is the estimated short-term interest rate at which loans would convert to a variable rate. As of September 30, 2012, the weighted average estimated variable conversion rate was 2.05%. As of September 30, 2012, the short-term interest rate was 24 basis points.

The following table summarizes the outstanding derivative instruments as of September 30, 2012 used by the Company to hedge loans earning fixed rate floor income.

| Maturity | | Notional amount | Weighted average fixed rate paid by the Company (a) | |
|---|---|---|---|---|
| 2013 | | $3,150,000 | 0.71 | % |
| 2014 | | 1,750,000 | 0.71 | |
| 2015 | (b) | 1,100,000 | 0.89 | |
| 2016 | | 750,000 | 0.85 | |
| 2017 | | 750,000 | 0.99 | |
| | | $7,500,000 | 0.78 | % |

(a) For all interest rate derivatives, the Company receives discrete three-month LIBOR.
(b) $500 million of these derivatives have a forward effective start date in 2013.

The Company is also exposed to interest rate risk in the form of basis risk and repricing risk because the interest rate characteristics of the Company’s assets do not match the interest rate characteristics of the funding for those assets. The following table presents the Company’s FFELP student loan assets and related funding for those assets arranged by underlying indices as of September 30, 2012:

| Index | Frequency of variable resets | Assets | Debt outstanding that funded student loan assets |
|---|---|---|---|
| 1 month LIBOR (a) (b) | Daily | $21,749,172 | — |
| 3 month Treasury bill | Varies | 866,436 | — |
| 3 month LIBOR (b) (c) | Quarterly | — | 17,789,923 |
| 1 month LIBOR | Monthly | — | 1,720,846 |
| Auction-rate or remarketing (d) | Varies | — | 969,925 |
| Asset-backed commercial paper (e) | Varies | — | 2,370,336 |
| Other (f) | | 263,738 | 28,316 |
| | | $22,879,346 | 22,879,346 |

(a) Prior to April 1, 2012, the interest earned on the majority of the Company's FFELP student loan assets was indexed to the three-month commercial paper rate index. As allowed by recent legislation, effective April 1, 2012, the Company elected to change the index on which the Special Allowance Payments are calculated for FFELP loans from the commercial paper rate to the one-month LIBOR rate.

(b) The Company has certain basis swaps outstanding in which the Company receives three-month LIBOR and pays one-month LIBOR plus or minus a spread as defined in the agreements (the "1:3 Basis Swaps"). The Company entered into these derivative instruments to better match the interest rate characteristics on its student loan assets and the debt funding such assets. The following table summarizes these derivatives as of September 30, 2012:

| Maturity | Notional amount | |
|---|---|---|
| 2021 | $250,000 | |
| 2023 | 1,250,000 | |
| 2024 | 250,000 | |
| 2026 | 800,000 | |
| 2028 | 100,000 | |
| 2036 | 700,000 | |
| 2039 | 150,000 | |
| 2040 | 200,000 | |
| | $3,700,000 | (1) |

(1) The weighted average rate paid by the Company on the 1:3 Basis Swaps is one-month LIBOR plus 1.2 basis points.

(c) The Company has Euro-denominated notes that reprice on the EURIBOR index. The Company has entered into derivative instruments (cross-currency interest rate swaps) that convert the EURIBOR index to three-month LIBOR. As a result, these notes are reflected in the three-month LIBOR category in the above table. See “Foreign Currency Exchange Risk.”

(d) The interest rates on certain of the Company's asset-backed securities are set and periodically reset via a "dutch auction" (“Auction Rate Securities”) or through a remarketing utilizing remarketing agents (“Variable Rate Demand Notes”). As of September 30, 2012, the Company was sponsor for $750.7 million of Auction Rate Securities and $219.2 million of Variable Rate Demand Notes.

For Auction Rate Securities, investors and potential investors submit orders through a broker-dealer as to the principal amount of notes they wish to buy, hold, or sell at various interest rates. The broker-dealers submit their clients' orders to the auction agent, who then determines the clearing interest rate for the upcoming period. Interest rates on these Auction Rate Securities are reset periodically, generally every 7 to 35 days, by the auction agent or agents. During the first quarter of 2008, as part of the credit market crisis, auction rate securities from various issuers failed to receive sufficient order interest from potential investors to clear successfully, resulting in failed auction status. Currently, all of the Company’s Auction Rate Securities are in a failed auction status and the Company believes they will remain in a failed status for an extended period of time and possibly permanently. As a result of a failed auction, the Auction Rate Securities will generally pay interest to the holder at a maximum rate as defined by the indenture. While these rates will vary, they will generally be based on a spread to LIBOR or Treasury Securities, or the Net Loan Rate as defined in the financing documents.

For Variable Rate Demand Notes, the remarketing agents set the price, which is then offered to investors. If there are insufficient potential bid orders to purchase all of the notes offered for sale, the Variable Rate Demand Notes will generally pay interest to the holder at a rate as defined in the indenture.

(e) Asset-backed commercial paper consists of $382.3 million funded in the Company’s warehouse facilities and $2.0 billion funded through the Department’s Conduit Program. Funding for the Conduit Program is provided by the capital markets at a cost based on market rates.

(f) Assets include restricted cash and investments and other assets. Debt outstanding includes other debt obligations secured by student loan assets and related collateral.

Sensitivity Analysis

The following tables summarize the effect on the Company’s earnings, based upon a sensitivity analysis performed by the Company assuming hypothetical increases in interest rates of 100 basis points and 300 basis points while funding spreads remain constant. In addition, a sensitivity analysis was performed assuming the funding indice increases 10 basis points and 30 basis points while holding the asset indice constant, if the funding indice is different than the asset indice. The effect on earnings was performed on the Company’s variable rate assets (including loans earning fixed rate floor income) and liabilities. The analysis includes the effects of the Company’s interest rate and basis swaps in existence during these periods.

| | Three months ended September 30, 2012 | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | Interest rates | | | | Asset and funding indice mismatches | | | |
| | Change from increase of 100 basis points | | Change from increase of 300 basis points | | Increase of 10 basis points | | Increase of 30 basis points | |
| | Dollar | Percent | Dollar | Percent | Dollar | Percent | Dollar | Percent |
| Effect on earnings: | | | | | | | | |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Decrease in pre-tax net income before impact of derivative settlements | $(16,272) | (27.6)% | $(28,968) | (49.3)% | $(5,899) | (10.0)% | $(17,697) | (30.1)% |
| Impact of derivative settlements | 14,308 | 24.3 | 42,925 | 73.0 | 542 | 0.9 | 1,626 | 2.8 |
| Increase (decrease) in net income before taxes | $(1,964) | (3.3)% | $13,957 | 23.7% | $(5,357) | (9.1)% | $(16,071) | (27.3)% |
| Increase (decrease) in basic and diluted earnings per share | $(0.03) | | $0.18 | | $(0.07) | | $(0.21) | |

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| | Three months ended September 30, 2011 | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | Interest rates | | | | Asset and funding indice mismatches | | | |
| | Change from increase of 100 basis points | | Change from increase of 300 basis points | | Increase of 10 basis points | | Increase of 30 basis points | |
| | Dollar | Percent | Dollar | Percent | Dollar | Percent | Dollar | Percent |
| Effect on earnings: | | | | | | | | |
| Decrease in pre-tax net income before impact of derivative settlements | $(18,867) | (26.3)% | $(34,639) | (48.2)% | $(6,296) | (8.8)% | $(18,888) | (26.3)% |
| Impact of derivative settlements | 10,784 | 15.0 | 32,351 | 45.0 | — | — | — | — |
| Increase (decrease) in net income before taxes | $(8,083) | (11.3)% | $(2,288) | (3.2)% | $(6,296) | (8.8)% | $(18,888) | (26.3)% |
| Increase (decrease) in basic and diluted earnings per share | $(0.10) | | $(0.03) | | $(0.08) | | $(0.24) | |

| | Nine months ended September 30, 2012 | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | Interest rates | | | | Asset and funding indice mismatches | | | |
| | Change from increase of 100 basis points | | Change from increase of 300 basis points | | Increase of 10 basis points | | Increase of 30 basis points | |
| | Dollar | Percent | Dollar | Percent | Dollar | Percent | Dollar | Percent |
| Effect on earnings: | | | | | | | | |
| Decrease in pre-tax net income before impact of derivative settlements | $(48,817) | (26.9)% | $(85,859) | (47.2)% | $(17,881) | (9.8)% | $(53,642) | (29.5)% |
| Impact of derivative settlements | 29,619 | 16.3 | 88,858 | 48.8 | 1,078 | 0.6 | 3,234 | 1.8 |
| Increase (decrease) in net income before taxes | $(19,198) | (10.6)% | $2,999 | 1.6% | $(16,803) | (9.2)% | $(50,408) | (27.7)% |
| Increase (decrease) in basic and diluted earnings per share | $(0.25) | | $0.04 | | $(0.22) | | $(0.66) | |

| | Nine months ended September 30, 2011 | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | Interest rates | | | | Asset and funding indice mismatches | | | |
| | Change from increase of 100 basis points | | Change from increase of 300 basis points | | Increase of 10 basis points | | Increase of 30 basis points | |
| | Dollar | Percent | Dollar | Percent | Dollar | Percent | Dollar | Percent |
| Effect on earnings: | | | | | | | | |
| Decrease in pre-tax net income before impact of derivative settlements | $(50,845) | (23.3)% | $(91,147) | (41.8)% | $(18,039) | (8.3)% | $(54,118) | (24.8)% |
| Impact of derivative settlements | 43,052 | 19.8 | 129,156 | 59.3 | — | — | — | — |
| | $(7,793) | (3.5)% | $38,009 | 17.5% | $(18,039) | (8.3)% | $(54,118) | (24.8)% |

| | | | | |
|---|---|---|---|---|
| Increase (decrease) in net income before taxes | | | | |
| Increase (decrease) in basic and diluted earnings per share | $(0.10) | $0.49 | $(0.23) | $(0.70) |

Foreign Currency Exchange Risk

During 2006, the Company completed separate debt offerings of student loan asset-backed securities that included 420.5 million and 352.7 million Euro-denominated notes with interest rates based on a spread to the EURIBOR index. As a result of this transaction, the Company is exposed to market risk related to fluctuations in foreign currency exchange rates between the U.S. dollar and Euro. The principal and accrued interest on these notes is re-measured at each reporting period and recorded in the Company's balance sheet in U.S. dollars based on the foreign currency exchange rate on that date. Changes in the principal and accrued interest amounts as a result of foreign currency exchange rate fluctuations are included in the "derivative market value and foreign currency adjustments and derivative settlements, net" in the Company's consolidated statements of income.

The Company entered into cross-currency interest rate swaps in connection with the issuance of the Euro Notes. Under the terms of these derivative instrument agreements, the Company receives from a counterparty a spread to the EURIBOR indice based on notional amounts of €420.5 million and €352.7 million and pays a spread to the LIBOR indice based on notional amounts of $500.0 million and $450.0 million, respectively. In addition, under the terms of these agreements, all principal payments on the Euro Notes will effectively be paid at the exchange rate in effect between the U.S. dollar and Euro as of the issuance of the notes. The Company did not qualify these derivative instruments as hedges under accounting authoritative guidance; consequently, the change in fair value is included in the Company's operating results.

The following table summarizes the financial statement impact as a result of the remeasurement of the Euro Notes and change in the fair value of the related derivative instruments. These amounts are included in "derivative market value and foreign currency adjustments and derivative settlements, net" in the Company's consolidated statements of income.

| | Three months ended September 30, | | Nine months ended September 30, | |
|---|---|---|---|---|
| | 2012 | 2011 | 2012 | 2011 |
| Re-measurement of Euro Notes | $(20,799) | 73,453 | 6,186 | (10,902) |
| Change in fair value of cross currency interest rate swaps | 24,586 | (53,142) | (24,934) | 28,125 |
| Total impact to statements of income - income (expense) | $3,787 | 20,311 | (18,748) | 17,223 |

The re-measurement of the Euro-denominated bonds generally correlates with the change in fair value of the cross-currency interest rate swaps. However, the Company will experience unrealized gains or losses related to the cross-currency interest rate swaps if the two underlying indices (and related forward curve) do not move in parallel. Management intends to hold the cross-currency interest rate swaps through the maturity of the Euro-denominated bonds.

Financial Statement Impact – Derivatives and Foreign Currency Transaction Adjustments

The following table summarizes all of the components of "derivative market value and foreign currency adjustments and derivative settlements, net" included in the consolidated statements of income.

| | Three months ended September 30, | | Nine months ended September 30, | |
|---|---|---|---|---|
| | 2012 | 2011 | 2012 | 2011 |
| Derivative settlements, net | $(5,051) | 257 | (6,910) | (7,417) |
| Change in fair value of derivatives | (5,425) | (87,341) | (67,349) | (18,683) |
| Foreign currency transaction adjustment (Euro Notes) | (20,799) | 73,453 | 6,186 | (10,902) |
| Derivative market value and foreign currency adjustments and derivative settlements, net - income (expense) | $(31,275) | (13,631) | (68,073) | (37,002) |

ITEM 4. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

Under supervision and with the participation of certain members of the Company's management, including the chief executive and chief financial officers, the Company completed an evaluation of the effectiveness of the design and operation of its disclosure controls and procedures (as defined in SEC Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934). Based on this evaluation, the Company's principal executive and principal financial officers concluded that the disclosure controls and procedures were effective as of the end of the period covered by this report to provide reasonable assurance that information required to be disclosed in reports the Company files or submits under the Securities Exchange Act of 1934 is recorded, processed, summarized, and reported, within the time periods specified in the SEC's rules and forms, and is accumulated and communicated to the Company's management, including the chief executive and chief financial officers, as appropriate to allow timely decisions regarding required disclosure.

Changes in Internal Control over Financial Reporting

There was no change in the Company’s internal control over financial reporting during the Company’s last fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Company’s internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS
General
The Company is subject to various claims, lawsuits, and proceedings that arise in the normal course of business. These matters principally consist of claims by student loan borrowers disputing the manner in which their student loans have been processed and disputes with other business entities. In addition, from time to time the Company receives information and document requests from state or federal regulators concerning its business practices. The Company cooperates with these inquiries and responds to the requests. While the Company cannot predict the ultimate outcome of any inquiry or investigation, the Company believes its activities have materially complied with applicable law, including the Higher Education Act, the rules and regulations adopted by the Department of Education thereunder, and the Department's guidance regarding those rules and regulations. Other than as specifically discussed below, on the basis of present information, anticipated insurance coverage, and advice received from counsel, it is the opinion of the Company's management that the disposition or ultimate determination of these claims, lawsuits, and proceedings will not have a material adverse effect on the Company's business, financial position, or results of operations.
Bais Yaakov of Spring Valley v. Peterson's Nelnet, LLC

On January 4, 2011, a complaint against Peterson's Nelnet, LLC (“Peterson's”), a subsidiary of the Company, was filed in the U.S. federal District Court for the District of New Jersey (the “District Court”). The complaint alleges that Peterson's sent six advertising faxes to the named plaintiff in 2008-2009 that were not the result of express invitation or permission granted by the plaintiff and did not include certain opt out language. The complaint also alleges that such faxes violated the federal Telephone Consumer Protection Act (the “TCPA”), purportedly entitling the plaintiff to $500 per violation, trebled for willful violations for each of the six faxes. The complaint further alleges that Peterson's had sent putative class members more than 10,000 faxes that violated the TCPA, amounting to more than $5 million in statutory penalty damages and more than $15 million if trebled for willful violations. The complaint seeks to establish a class action for two different classes of plaintiffs: Class A, to whom Peterson's sent unsolicited fax advertisements containing opt out notices similar to those contained in the faxes received by the named plaintiff; and Class B, to whom Peterson's sent fax advertisements containing opt out notices similar to those contained in the faxes received by the named plaintiff. As of the filing date of this report, the District Court has not established or recognized any class.

On February 16, 2011, Peterson's filed a motion to dismiss the complaint based on a lack of federal question or diversity jurisdiction with respect to the complaint, which was denied by the District Court on April 15, 2011, shortly after a similar motion to dismiss that had been granted in an unrelated case involving alleged TCPA violations related to faxes, titled Landsman & Funk PC v. Skinder-Strauss Associates (the “Landsman Case”), was reversed by the U.S. Court of Appeals for the Third Circuit (the “Appeals Court”), which has jurisdiction over the District Court. On April 29, 2011, Peterson's filed an answer to the complaint, but also filed a motion for reconsideration of the motion to dismiss. On May 17, 2011, the Appeals Court granted a petition for rehearing of the motion to dismiss in the Landsman Case, and on May 31, 2011, Peterson's filed a motion for stay pending the outcome of that rehearing. On September 12, 2011, the motion for stay was granted, and the motion for reconsideration was denied by the District Court. On January 18, 2012, the U.S. Supreme Court issued a decision in an unrelated TCPA case which held that federal courts have federal question jurisdiction over private causes of action under the TCPA. On January 20, 2012, the named plaintiff requested that the stay be lifted on the basis of the Supreme Court's decision, and on January 25, 2012, the District Court denied that request since the stay was based on the outcome of the Appeals Court rehearing in the Landsman Case. On April 14, 2012, the Appeals Court issued an order in the Landsman Case vacating its prior order for rehearing, and remanding that case to the District Court to determine whether the statutory provisions of the TCPA limit whether or to what extent a TCPA claim can be heard as a class action in federal court where applicable state law would impose limitations on a class action if the claim were brought in state court. The resolution of this issue may affect whether the claim against Peterson's can be pursued as a class action, and in light of the ruling, Peterson's requested and received the District Court's permission to file a renewed motion to dismiss the complaint. Peterson's filed that motion on May 29, 2012, and on October 17, 2012, the District Court denied the motion. On November 7, 2012, Peterson's filed a motion for reconsideration of the District Court's order, or in the alternative, to certify the District Court's order for interlocutory appeal, and intends to continue to contest the suit vigorously.

Due to the preliminary stage of this matter and the uncertainty and risks inherent in class determination and the overall litigation process, the Company believes that a meaningful estimate of a reasonably possible loss, if any, or range of reasonably possible losses, if any, cannot currently be made.

ITEM 1A. RISK FACTORS

There have been no material changes from the risk factors described in the Company's Annual Report on Form 10-K for the year ended December 31, 2011 in response to Item 1A of Part I of such Form 10-K.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

Stock Repurchases

The following table summarizes the repurchases of Class A common stock during the third quarter of 2012 by the Company or any "affiliated purchaser" of the Company, as defined in Rule 10b-18(a)(3) under the Securities Exchange Act of 1934.

| Period | Total number of shares purchased (a) | Average price paid per share | Total number of shares purchased as part of publicly announced plans or programs (b) | Maximum number of shares that may yet be purchased under the plans or programs (b) |
|---|---|---|---|---|
| July 1 - July 31, 2012 | 1,161 | $23.10 | 539 | 4,995,988 |
| August 1 - August 31, 2012 | 616 | 24.08 | 616 | 4,995,372 |
| September 1 - September 30, 2012 | 6,768 | 24.25 | 4,132 | 4,991,240 |
| Total | 8,545 | $24.08 | 5,287 | |

(a) The total number of shares includes: (i) shares purchased pursuant to the stock repurchase program discussed in footnote (b) below; and (ii) shares owned and tendered by employees to satisfy tax withholding obligations upon the vesting of restricted shares. Shares of Class A common stock purchased pursuant to the stock repurchase program included 539 shares, 616 shares, and 4,132 shares in July, August, and September 2012, respectively, that had been issued to the Company's 401(k) plan and allocated to employee participant accounts pursuant to the plan's provisions for Company matching contributions in shares of Company stock, and were purchased by the Company from the plan pursuant to employee participant instructions to dispose of such shares. Shares of Class A common stock tendered by employees to satisfy tax withholding obligations included 622 shares, 0 shares, and 2,636 shares in July, August, and September 2012, respectively. Unless otherwise indicated, shares owned and tendered by employees to satisfy tax withholding obligations were purchased at the closing price of the Company's shares on the date of vesting.

(b) On May 9, 2012, the Company announced that its Board of Directors had authorized a stock repurchase program to repurchase up to a total of five million shares of the Company's Class A common stock during the three-year period ending May 24, 2015.

Working capital and dividend restrictions/limitations

The Company's credit facilities, including its revolving line of credit which is available through February 17, 2016, impose restrictions on the Company's minimum consolidated net worth, the ratio of the Company's adjusted EBITDA to corporate debt interest, the indebtedness of the Company's subsidiaries, and the ratio of non-FFELP loans to all loans in the Company's portfolio. In addition, trust indentures and other financing agreements governing debt issued by the Company's education lending subsidiaries may have general limitations on the amounts of funds that can be transferred to the Company by its subsidiaries through cash dividends.

The supplemental indenture for the Company's Hybrid Securities issued in September 2006 provides that so long as any Hybrid Securities remain outstanding, if the Company gives notice of its election to defer interest payments but the related deferral period has not yet commenced or a deferral period is continuing, then the Company will not, and will not permit any of its subsidiaries to:

- declare or pay any dividends or distributions on, or redeem, purchase, acquire or make a liquidation payment regarding, any of the Company’s capital stock.

- except as required in connection with the repayment of principal, and except for any partial payments of deferred interest that may be made through the alternative payment mechanism described in the Hybrid Securities indenture, make any payment of principal of, or interest or premium, if any, on, or repay, repurchase, or redeem any of the Company’s debt securities that rank pari passu with or junior to the Hybrid Securities.

- make any guarantee payments regarding any guarantee by the Company of the subordinated debt securities of any of the Company’s subsidiaries if the guarantee ranks pari passu with or junior in interest to the Hybrid Securities.

In addition, if any deferral period lasts longer than one year, the limitation on the Company’s ability to redeem or repurchase any of its securities that rank pari passu with or junior in interest to the Hybrid Securities will continue until the first anniversary of the date on which all deferred interest has been paid or canceled.

If the Company is involved in a business combination where immediately after its consummation more than 50% of the surviving entity’s voting stock is owned by the shareholders of the other party to the business combination, then the immediately preceding sentence will not apply to any deferral period that is terminated on the next interest payment date following the date of consummation of the business combination.

However, at any time, including during a deferral period, the Company will be permitted to:

- pay dividends or distributions in additional shares of the Company’s capital stock.

- declare or pay a dividend in connection with the implementation of a shareholders’ rights plan, or issue stock under such a plan, or redeem or repurchase any rights distributed pursuant to such a plan.

- purchase common stock for issuance pursuant to any employee benefit plans.

ITEM 6. EXHIBITS

| | |
|---|---|
| 31.1* | Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 of Chief Executive Officer Michael S. Dunlap. |
| 31.2* | Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 of Chief Financial Officer Terry J. Heimes. |
| 32** | Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| 101.INS** | XBRL Instance Document |
| 101.SCH** | XBRL Taxonomy Extension Schema Document |
| 101.CAL** | XBRL Taxonomy Extension Calculation Linkbase Document |
| 101.DEF** | XBRL Taxonomy Extension Definition Linkbase Document |
| 101.LAB** | XBRL Taxonomy Extension Label Linkbase Document |
| 101.PRE** | XBRL Taxonomy Extension Presentation Linkbase Document |

* Filed herewith
** Furnished herewith

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 thereunto duly authorized.

NELNET, INC.

| | | | |
|---|---|---|---|
| Date: November 8, 2012 | By: | /s/ MICHAEL S. DUNLAP |
| | Name: | Michael S. Dunlap |
| | Title: | Chairman and Chief Executive Officer<br>Principal Executive Officer |
| | By: | /s/ TERRY J. HEIMES |
| | Name: | Terry J. Heimes |
| | Title: | Chief Financial Officer<br>Principal Financial Officer and Principal Accounting Officer |