

LINCOLN EDUCATIONAL SERVICES CORP  
Form 10-Q  
November 07, 2014

---

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

---

Form 10-Q

(Mark One)

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

For the quarterly period ended September 30, 2014

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 000-51371

---

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

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

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

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

No change  
(Former name, former address and former fiscal year, if changed since last report)

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  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

Edgar Filing: LINCOLN EDUCATIONAL SERVICES CORP - Form 10-Q

(§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  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

Non-accelerated filer  (Do not check if a smaller reporting company) 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

As of November 5, 2014, there were 24,052,486 shares of the registrant’s common stock outstanding.

---

---

LINCOLN EDUCATIONAL SERVICES CORPORATION AND SUBSIDIARIES

INDEX TO FORM 10-Q

FOR THE QUARTERLY PERIOD ENDED SEPTEMBER 30, 2014

PART I. FINANCIAL INFORMATION

Item 1.	<u>Financial Statements</u>	1
	<u>Condensed Consolidated Balance Sheets at September 30, 2014 (unaudited) and December 31, 2013</u>	1
	<u>Condensed Consolidated Statements of Operations for the three and nine months ended September 30, 2014 and 2013 (unaudited)</u>	3
	<u>Condensed Consolidated Statements of Comprehensive Loss for the three and nine months ended September 30, 2014 and 2013 (unaudited)</u>	4
	<u>Condensed Consolidated Statement of Changes in Stockholders' Equity for the nine months ended September 30, 2014 (unaudited)</u>	5
	<u>Condensed Consolidated Statements of Cash Flows for the nine months ended September 30, 2014 and 2013 (unaudited)</u>	6
	<u>Notes to Unaudited Condensed Consolidated Financial Statements</u>	8
Item 2.	<u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	16
Item 3.	<u>Quantitative and Qualitative Disclosures About Market Risk</u>	28
Item 4.	<u>Controls and Procedures</u>	28
<u>PART</u>	<u>OTHER INFORMATION</u>	28
<u>II.</u>		
Item 1.	<u>Legal Proceedings</u>	28
Item 6.	<u>Exhibits</u>	29

Index

## PART I – FINANCIAL INFORMATION

## Item 1. Financial Statements

LINCOLN EDUCATIONAL SERVICES CORPORATION AND SUBSIDIARIES  
CONDENSED CONSOLIDATED BALANCE SHEETS

(In thousands, except share amounts)

	September 30, 2014 (Unaudited)	December 31, 2013
<b>ASSETS</b>		
<b>CURRENT ASSETS:</b>		
Cash and cash equivalents	\$ 12,702	\$ 12,886
Restricted cash	-	54,500
Accounts receivable, less allowance of \$13,678 and \$13,787 at September 30, 2014 and December 31, 2013, respectively	18,193	16,127
Inventories	2,222	2,269
Prepaid income taxes and income taxes receivable	1,356	8,517
Assets held for sale	6,310	6,310
Prepaid expenses and other current assets	2,683	3,013
Total current assets	43,466	103,622
<b>PROPERTY, EQUIPMENT AND FACILITIES - At cost, net of accumulated depreciation and amortization of \$150,055 and \$146,795 at September 30, 2014 and December 31, 2013, respectively</b>	<b>117,173</b>	<b>127,332</b>
<b>OTHER ASSETS:</b>		
Noncurrent receivables, less allowance of \$1,322 and \$982 at September 30, 2014 and December 31, 2013, respectively	8,475	6,869
Deferred finance charges	175	1,163
Goodwill	23,511	62,465
Other assets, net	2,647	4,498
Total other assets	34,808	74,995
<b>TOTAL</b>	<b>\$ 195,447</b>	<b>\$ 305,949</b>

See notes to unaudited condensed consolidated financial statements.

IndexLINCOLN EDUCATIONAL SERVICES CORPORATION AND SUBSIDIARIES  
CONDENSED CONSOLIDATED BALANCE SHEETS

(In thousands, except share amounts)

(Continued)

	September 30, 2014 (Unaudited)	December 31, 2013
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>CURRENT LIABILITIES:</b>		
Current portion of credit agreement	\$ 7,500	\$-
Current portion of capital lease obligations	462	435
Unearned tuition	34,858	30,195
Accounts payable	9,818	14,603
Accrued expenses	15,140	10,655
Other short-term liabilities	723	693
Total current liabilities	68,501	56,581
<b>NONCURRENT LIABILITIES:</b>		
Long-term credit agreement	-	54,500
Long-term capital lease obligations	25,159	25,509
Long-term finance obligation	9,672	9,672
Pension plan liabilities	1,111	1,522
Deferred income taxes, net	-	4,528
Accrued rent	7,081	7,695
Other long-term liabilities	627	746
Total liabilities	112,151	160,753
<b>COMMITMENTS AND CONTINGENCIES</b>		
<b>STOCKHOLDERS' EQUITY:</b>		
Preferred stock, no par value - 10,000,000 shares authorized, no shares issued and outstanding at September 30 2014 and December 31, 2013	-	-
Common stock, no par value - authorized: 100,000,000 shares at September 30, 2014 and December 31, 2013; issued and outstanding: 29,971,661 shares at September 30, 2014 and 29,919,761 shares at December 31, 2013	141,377	141,377
Additional paid-in capital	26,551	24,177
Treasury stock at cost - 5,910,541 shares at September 30, 2014 and December 31, 2013	(82,860 )	(82,860 )
Retained earnings	1,452	66,064
Accumulated other comprehensive loss	(3,224 )	(3,562 )
Total stockholders' equity	83,296	145,196
<b>TOTAL</b>	<b>\$ 195,447</b>	<b>\$ 305,949</b>

See notes to unaudited condensed consolidated financial statements.

IndexLINCOLN EDUCATIONAL SERVICES CORPORATION AND SUBSIDIARIES  
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS(In thousands, except per share amounts)  
(Unaudited)

	Three Months Ended		Nine Months Ended	
	September 30, 2014	2013	September 30, 2014	2013
REVENUE	\$84,658	\$88,527	\$241,777	\$256,548
COSTS AND EXPENSES:				
Educational services and facilities	43,253	44,377	127,486	130,348
Selling, general and administrative	42,280	43,232	134,634	138,892
Gain on sale of assets	-	(301 )	(61 )	(508 )
Impairment of goodwill and long-lived assets	41,437	-	41,437	3,908
Total costs & expenses	126,970	87,308	303,496	272,640
OPERATING (LOSS) INCOME	(42,312 )	1,219	(61,719 )	(16,092 )
OTHER:				
Interest income	53	20	125	37
Interest expense	(1,637 )	(1,088 )	(4,131 )	(3,382 )
Other income	149	-	149	18
(LOSS) INCOME FROM CONTINUING OPERATIONS BEFORE INCOME TAXES	(43,747 )	151	(65,576 )	(19,419 )
(BENEFIT) PROVISION FOR INCOME TAXES	(5,666 )	74	(4,805 )	(7,526 )
(LOSS) INCOME FROM CONTINUING OPERATIONS	(38,081 )	77	(60,771 )	(11,893 )
LOSS FROM DISCONTINUED OPERATIONS, NET OF INCOME TAXES	-	(2,353 )	-	(7,248 )
NET LOSS	\$(38,081 )	\$(2,276 )	\$(60,771 )	\$(19,141 )
Basic				
Loss per share from continuing operations	\$(1.67 )	\$-	\$(2.67 )	\$(0.53 )
Loss per share from discontinued operations	-	(0.10 )	-	(0.32 )
Net loss per share	\$(1.67 )	\$(0.10 )	\$(2.67 )	\$(0.85 )
Diluted				
Loss per share from continuing operations	\$(1.67 )	\$-	\$(2.67 )	\$(0.53 )
Loss per share from discontinued operations	-	(0.10 )	-	(0.32 )
Net loss per share	\$(1.67 )	\$(0.10 )	\$(2.67 )	\$(0.85 )
Weighted average number of common shares outstanding:				
Basic	22,843	22,528	22,789	22,480
Diluted	22,843	22,811	22,789	22,480

See notes to unaudited condensed consolidated financial statements.

Index

LINCOLN EDUCATIONAL SERVICES CORPORATION AND SUBSIDIARIES  
 CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS

(In thousands)  
 (Unaudited)

	Three Months		Nine Months Ended	
	Ended		September 30,	
	September 30,	September 30,	September 30,	September 30,
	2014	2013	2014	2013
Net loss	\$(38,081)	\$(2,276)	\$(60,771)	\$(19,141)
Other comprehensive income				
Employee pension plan adjustments, net of taxes	113	150	338	450
Comprehensive loss	\$(37,968)	\$(2,126)	\$(60,433)	\$(18,691)

See notes to unaudited condensed consolidated financial statements.

IndexLINCOLN EDUCATIONAL SERVICES CORPORATION AND SUBSIDIARIES  
CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY

(In thousands, except share amounts)

(Unaudited)

	Common Stock		Additional	Treasury	Retained	Accumulated	
	Shares	Amount	Paid-in	Stock	Earnings	Other	Total
			Capital		Loss	Comprehensive	
BALANCE - January 1, 2014	29,919,761	\$ 141,377	\$ 24,177	\$(82,860)	\$ 66,064	\$ (3,562 )	\$ 145,196
Net loss	-	-	-	-	(60,771)	-	(60,771 )
Employee pension plan adjustments, net of taxes	-	-	-	-	-	338	338
Stock-based compensation expense							
Restricted stock	79,582	-	2,408	-	-	-	2,408
Stock options	-	-	78	-	-	-	78
Net share settlement for equity-based compensation	(27,682 )	-	(112 )	-	-	-	(112 )
Cash dividend of \$0.16 per common share	-	-	-	-	(3,841 )	-	(3,841 )
BALANCE - September 30, 2014	29,971,661	\$ 141,377	\$ 26,551	\$(82,860)	\$ 1,452	\$ (3,224 )	\$ 83,296

See notes to unaudited condensed consolidated financial statements.



IndexLINCOLN EDUCATIONAL SERVICES CORPORATION AND SUBSIDIARIES  
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(In thousands)

(Unaudited)

	Nine Months Ended September 30,	
	2014	2013
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net loss	\$(60,771)	\$(19,141)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:		
Depreciation and amortization	14,756	17,570
Amortization of deferred finance charges	615	312
Deferred income taxes	(4,528 )	(144 )
Gain on disposition of assets	(61 )	(508 )
Impairment of goodwill and long-lived assets	41,437	6,194
Fixed asset donation	(62 )	(37 )
Provision for doubtful accounts	11,836	11,539
Stock-based compensation expense	2,486	2,455
Deferred rent	(499 )	(233 )
(Increase) decrease in assets:		
Accounts receivable	(15,508)	(19,516)
Inventories	47	297
Prepaid income taxes and income taxes receivable	7,161	(11,821)
Prepaid expenses and current assets	281	650
Other assets and charges	286	(864 )
Increase (decrease) in liabilities:		
Accounts payable	(5,026 )	(2,795 )
Accrued expenses	4,370	5,672
Pension plan liabilities	(180 )	(672 )
Unearned tuition	4,663	1,144
Other liabilities	18	561
Total adjustments	62,092	9,804
Net cash provided by (used in) operating activities	1,321	(9,337 )
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Capital expenditures	(4,796 )	(3,531 )
Proceeds from sale of property and equipment	67	747
Net cash used in investing activities	(4,729 )	(2,784 )
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Payments on borrowings	(64,500)	(42,500)
Reclassifications of payments of borrowings from restricted cash	54,500	-
Proceeds from borrowings	17,500	5,000
Net share settlement for equity-based compensation	(112 )	(389 )
Dividends paid	(3,841 )	(5,028 )
Payment of deferred finance fees	-	(112 )
Principal payments under capital lease obligations	(323 )	(308 )
Net cash provided by (used in) financing activities	3,224	(43,337)
<b>NET DECREASE IN CASH AND CASH EQUIVALENTS</b>	<b>(184 )</b>	<b>(55,458)</b>
<b>CASH AND CASH EQUIVALENTS—Beginning of period</b>	<b>12,886</b>	<b>61,708</b>

CASH AND CASH EQUIVALENTS—End of period	\$12,702	\$6,250
---	----------	---------

See notes to unaudited condensed consolidated financial statements.

6

---

Index

LINCOLN EDUCATIONAL SERVICES CORPORATION AND SUBSIDIARIES  
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(In thousands)  
(Unaudited)  
(Continued)

Nine Months  
Ended  
September 30,  
2014 2013

SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:

Cash paid during the year for:

Interest	\$3,315	\$3,082
Income taxes	\$120	\$375

SUPPLEMENTAL SCHEDULE OF NONCASH INVESTING AND FINANCING ACTIVITIES:

Liabilities accrued for or noncash purchases of fixed assets	\$1,333	\$895
--	---------	-------

See notes to unaudited condensed consolidated financial statements.

Index

LINCOLN EDUCATIONAL SERVICES CORPORATION AND SUBSIDIARIES  
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2014 AND 2013  
(In thousands, except share and per share amounts and unless otherwise stated)  
(Unaudited)

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Business Activities – Lincoln Educational Services Corporation and Subsidiaries (the “Company”) is a provider of diversified career-oriented post-secondary education. The Company offers recent high school graduates and working adults career-oriented programs in five areas of study: Automotive Technology, Health Sciences, Skilled Trades, Hospitality Services and Business and Information Technology. The Company currently has 31 campuses and five training sites in 15 states across the United States.

For the last several years, the Company and the proprietary school sector has faced various forms of adversity which have contributed to deteriorating earnings growth. Government regulations have negatively impacted earnings by making it more difficult for potential students to obtain loans, which when coupled with the overall economic environment have hindered potential students from enrolling in our schools. In light of these factors, the Company has incurred significant operating losses as a result of lower student population. The Company also experienced a significant decline in market capitalization during the quarter ended September 30, 2014. Despite these events, management believes that its likely sources of cash should be sufficient to fund operations for the next twelve months. The Company’s available sources of cash primarily include results of operations, cash and cash equivalents and available borrowings under the revolving line of credit. The Company’s revolving credit facility expires in April 2015. To fund the Company’s business plans, including any anticipated future losses, purchase commitments, capital expenditures, and principal and interest payments on borrowings, the Company has the ability to leverage up to \$50 million of its existing properties. In addition, the Company is also continuing to take actions to improve cash flow by aligning its cost structure to its student population. However, if the Company is unable to leverage certain of its properties and improve operating performance, the Company’s business plans may be adversely affected and the Company will have to modify its business plans to conserve available cash.

Basis of Presentation – The accompanying unaudited condensed consolidated financial statements have been prepared by the Company pursuant to the rules and regulations of the Securities and Exchange Commission and in accordance with accounting principles generally accepted in the United States of America (“GAAP”). Certain information and footnote disclosures normally included in annual financial statements have been omitted or condensed pursuant to such regulations. These statements, which should be read in conjunction with the December 31, 2013 consolidated financial statements of the Company, reflect all adjustments, consisting of normal recurring adjustments and impairments necessary to present fairly the consolidated financial position, results of operations and cash flows for such periods. The results of operations for the three and nine months ended September 30, 2014 are not necessarily indicative of the results that may be expected for the fiscal year ending December 31, 2014.

The unaudited condensed consolidated financial statements include the accounts of the Company and its subsidiaries. All significant intercompany accounts and transactions have been eliminated.

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

New Accounting Pronouncements –In July 2013, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2013-11, Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists. The amendments in this ASU provide guidance on the financial statement presentation of unrecognized tax benefit when a net operating loss carryforward, a similar tax loss or a tax credit carryforward exists. This ASU is effective for fiscal years, and interim periods within those years, beginning after December 15, 2013. The adoption of this ASU did not materially impact the presentation of the Company’s financial condition, results of operation and disclosures.

In April 2014, FASB issued amended guidance on the use and presentation of discontinued operations in an entity's consolidated financial statements. The new guidance restricts the presentation of discontinued operations to business circumstances when the disposal of business operations represents a strategic shift that has or will have a major effect on an entity's operations and financial results. The guidance becomes effective on January 1, 2015. Adoption is on a prospective basis.

In May 2014, FASB issued a new standard related to revenue recognition, which requires an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers. The new standard will replace most of the existing revenue recognition standards in GAAP when it becomes effective on January 1, 2017. Early adoption is not permitted.

## Index

The new standard can be applied retrospectively to each prior reporting period presented or retrospectively with the cumulative effect of the change recognized at the date of the initial application. The Company is assessing the potential impact of the new standard on financial reporting and has not yet selected a transition method.

**Stock-Based Compensation** – The Company measures the value of stock options on the grant date at fair value, using the Black-Scholes option valuation model. The Company amortizes the fair value of stock options, net of estimated forfeitures, utilizing straight-line amortization of compensation expense over the requisite service period of the grant.

The Company measures the value of service and performance-based restricted stock on the fair value of a share of common stock on the date of the grant. The Company amortizes the fair value of service-based restricted stock utilizing straight-line amortization of compensation expense over the requisite service period of the grant.

The Company amortizes the fair value of the performance-based restricted stock based on the determination of the probable outcome of the performance condition. If the performance condition is expected to be met, then the Company amortizes the fair value of the number of shares expected to vest utilizing straight-line basis over the requisite performance period of the grant. However, if the associated performance condition is not expected to be met, then the Company does not recognize the stock-based compensation expense.

**Income Taxes** – The Company accounts for income taxes in accordance with FASB ASC Topic 740, “Income Taxes” (“ASC 740”). This statement requires an asset and liability approach for measuring deferred taxes based on temporary differences between the financial statement and tax bases of assets and liabilities existing at each balance sheet date using enacted tax rates for years in which taxes are expected to be paid or recovered.

In accordance with ASC 740, the Company assesses its deferred tax asset to determine whether all or any portion of the asset is more likely than not unrealizable. A valuation allowance is required to be established or maintained when, based on currently available information, it is more likely than not that all or a portion of a deferred tax asset will not be realized. In accordance with ASC 740, the Company’s assessment considers whether there has been sufficient income in recent years and whether sufficient income is expected in future years in order to utilize the deferred tax asset. In evaluating the realizability of deferred income tax assets, the Company considered, among other things, historical levels of income, expected future income, the expected timing of the reversals of existing temporary reporting differences, and the expected impact of tax planning strategies that may be implemented to prevent the potential loss of future income tax benefits. Significant judgment is required in determining the future tax consequences of events that have been recognized in the Company’s consolidated financial statements and/or tax returns. Differences between anticipated and actual outcomes of these future tax consequences could have a material impact on the Company’s consolidated financial position or results of operations. Changes in, among other things, income tax legislation, statutory income tax rates, or future income levels could materially impact the Company’s valuation of income tax assets and liabilities and could cause the Company’s income tax provision to vary significantly among financial reporting periods.

The Company recognizes accrued interest and penalties related to unrecognized tax benefits in income tax expense. During the three and nine months ended September 30, 2014 and 2013, the interest and penalties expense associated with uncertain tax positions did not materially impact the Company’s results of operations or financial position.

**Reclassifications** – During the nine months ended September 30, 2014, the Company reclassified amounts reflected in the 2013 consolidated balance sheet, to conform to the revised 2014 classification. For the year ended December 31, 2013, the Company had reported \$89.7 million in long-term debt and lease obligations on the consolidated balance sheet. The Company reclassified \$54.5 million of long-term credit agreement, \$25.5 million of long-term capital lease obligations, and \$9.7 million of long-term finance obligations into their own liability classifications on the consolidated balance sheet.

2. **WEIGHTED AVERAGE COMMON  
SHARES**

The weighted average number of common shares used to compute basic and diluted loss per share for the three and nine months ended September 30, 2014 and 2013 was as follows:

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2014	2013	2014	2013
Basic shares outstanding	22,843,247	22,528,478	22,789,254	22,480,308
Dilutive effect of stock options	-	282,678	-	-
Diluted shares outstanding	22,843,247	22,811,156	22,789,254	22,480,308

9

---

Index

For the three months ended September 30, 2014 and 2013, options to acquire 132,595 and 282,678 shares, respectively, were excluded from the above table because the Company reported a net loss for each quarter and therefore their impact on reported loss per share would have been antidilutive. For the nine months ended September 30, 2014 and 2013, options to acquire 121,269 and 234,073 shares, respectively, were excluded from the above table because the Company reported a net loss for this period and therefore their impact on reported loss per share would have been antidilutive. For the three and nine months ended September 30, 2014 and 2013, options to acquire 476,625 and 785,768 shares, respectively, were excluded from the above table because they have an exercise price that is greater than the average market price of the Company's common stock and therefore their impact on reported loss per share would have been antidilutive.

In 2011 and 2013, the Company issued performance shares that vest when certain performance conditions are satisfied. As of September 30, 2014, these performance conditions were not met. As a result, the Company has determined these shares to be contingently issuable. Accordingly, 398,250 shares of outstanding performance shares have been excluded from the computation of diluted earnings per share for the three and nine months ended September 30, 2014, and 441,552 shares have been excluded for the three and nine months ended September 30, 2013. Refer to Note 6 for more information on performance shares.

**3. DISCONTINUED OPERATIONS**

On June 18, 2013, the Company's Board of Directors approved a plan to cease operations at four campuses in Ohio and one campus in Kentucky consisting of the Company's Dayton institution and its branch campuses. Federal legislation implemented on July 1, 2012 that prohibits "ability to benefit" students from participating in federal student financial aid programs led to a dramatic decrease in the number of students attending these five campuses. Accordingly, the Company ceased operations at these campuses as of December 31, 2013. The results of operations of these campuses are reflected as discontinued operations in the consolidated financial statements.

The results of operations at these five campuses for the three and nine months ended September 30, 2013 was as follows (in thousands):

	Three Months Ended September 30, 2013	Nine Months Ended September 30, 2013
Revenue	\$ (18 )	\$ 7,261
Operating expenses	(3,898 )	(19,322 )
Operating loss	\$ (3,916 )	\$ (12,061 )

Amounts include impairments of goodwill and long-lived assets for these campuses of \$2.3 million for the nine months ended September 30, 2013.

**4. GOODWILL AND LONG-LIVED ASSETS**

The Company reviews long-lived assets for recoverability whenever events or changes in circumstances indicate that its carrying amount may not be recoverable.

The Company concluded as of September 30, 2014, there was sufficient evidence to conclude that there were impairments of certain long-lived assets at six of the Company's campuses. Long-lived assets had been tested at these campuses as a result of certain financial indicators such as the Company's history of losses, current respective period



losses, as well as future projected losses at these campuses. The long-lived assets impairment resulted in a pre-tax charge of \$1.9 million for leasehold improvements and \$0.5 million for intangible assets as of September 30, 2014.

The Company concluded as of June 30, 2013, there was sufficient evidence to conclude that there were impairments of certain long-lived assets at two of the Company's campuses. Long-lived assets had been tested at these campuses as a result of certain financial indicators such as the Company's history of losses, current respective period losses, as well as future projected losses at these campuses. The long-lived assets impairment resulted in a pre-tax charge of \$1.4 million (of which \$0.7 million is included in discontinued operations) and \$1.7 million (of which \$1.6 million is included in discontinued operations) for leasehold improvements as of June 30, 2013 and March 31, 2013, respectively.

The Company reviews goodwill and intangible assets for impairment when indicators of impairment exist. Annually, or more frequently if necessary, the Company evaluates goodwill and intangible assets with indefinite lives for impairment, with any resulting impairment reflected as an operating expense. The Company concluded that as of September 30, 2014 there was an indicator of potential impairment as a result of a decrease in market capitalization and, accordingly, the Company tested goodwill for impairment. The test indicated that 10 of the Company's reporting units were impaired, which resulted in a pre-tax non-cash charge of \$39.0 million for the three months ended September 30, 2014.

Index

As of June 30, 2013, the Company concluded that current period losses at two reporting units, which resulted in a deterioration of current and projected cash flows, was an indicator of potential impairment and, accordingly, tested goodwill for impairment. The test indicated that these two reporting units were impaired, which resulted in a pre-tax non-cash charge of \$3.1 million for the three months ended June 30, 2013.

The carrying amount of goodwill at September 30, 2014 is as follows:

	Gross Goodwill Balance	Accumulated Impairment Losses	Net Goodwill Balance
Balance as of January 1, 2014	\$ 117,176	\$ (54,711 )	\$ 62,465
Impairment	-	(38,954 )	(38,954 )
Balance as of September 30, 2014	\$ 117,176	\$ (93,665 )	\$ 23,511

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

	Indefinite		Accreditation	Curriculum	Non-competes	Total
	Trade Name	Trade Name				
Gross carrying amount at December 31, 2013	\$ 180	\$ 335	\$ 1,166	\$ 1,124	\$ 200	\$ 3,005
Impairment	(180 )	(25 )	(102 )	(574 )	(200 )	(1,081 )
Gross carrying amount at September 30, 2014	-	310	1,064	550	-	1,924
Accumulated amortization at December 31, 2013	-	228	-	828	68	1,124
Amortization	-	37	-	78	27	142
Impairment	-	(12 )	-	(448 )	(95 )	(555 )
Accumulated amortization at September 30, 2014	-	253	-	458	-	711
Net carrying amount at September 30, 2014	\$ -	\$ 57	\$ 1,064	\$ 92	\$ -	\$ 1,213
Weighted average amortization period (years)	-	7	Indefinite	10	-	-

Amortization of intangible assets was less than \$0.1 million and \$0.1 million for the three months ended September 30, 2014 and 2013, and approximately \$0.1 million and \$0.2 million for the nine months ended September 30, 2014 and 2013.

Index

The following table summarizes the estimated future amortization expense:

Year Ending December 31.

Remainder of 2014	\$21
2015	65
2016	22
2017	20
2018	20
Thereafter	1
	\$149

## 5. LONG-TERM DEBT AND LEASE OBLIGATIONS

Long-term debt and lease obligations consist of the following:

	September 30, 2014	December 31, 2013
Credit agreement (a)	\$ 7,500	\$ 54,500
Finance obligation (b)	9,672	9,672
Capital lease-property (rate of 8.0%) (c)	25,621	25,944
	42,793	90,116
Less current maturities	(7,962 )	(435 )
	\$ 34,831	\$ 89,681

(a) On April 5, 2012, the Company, as borrower, and certain of its wholly-owned subsidiaries, as guarantors, entered into a secured revolving credit agreement with a syndicate of four lenders led by Bank of America, N.A., as administrative agent and letter of credit issuer (the "Credit Facility"). The April 5, 2012 agreement, along with subsequent amendments dated June 18, 2013 and December 20, 2013, are collectively referred to as the "Credit Agreement."

As of December 31, 2013, the aggregate principal amount available under the Credit Facility was \$60 million. Under the terms of the Credit Agreement, amended January 16, 2014, this amount was reduced to \$40 million. The Credit Facility may be used to finance capital expenditures and permitted acquisitions, to pay transaction expenses, for the issuance of letters of credit and for general corporate purposes. The Credit Agreement includes a \$25 million letter of credit sublimit. The term of the Credit Facility is 36 months, maturing on April 5, 2015.

The Credit Agreement provides that the lenders will receive first priority lien on substantially all of the tangible and intangible non-real property assets of the Company and its subsidiaries as well as a first priority lien on substantially all real property owned by the Company and its subsidiaries and that all net proceeds of future sales of real property by the Company and its subsidiaries be used to prepay revolving loans and permanently reduce the principal amount of revolving loans available under the Credit Facility.

Amounts borrowed as revolving loans under the Credit Facility will bear interest, at the Company's option, at either (i) an interest rate based on LIBOR and adjusted for any reserve percentage obligations under Federal Reserve Bank regulations (the "Eurodollar Rate") for specified interest periods or (ii) the Base Rate (as defined in the Credit Agreement), in each case, plus an applicable margin rate as determined under the Credit Agreement. The "Base Rate", as defined under the Credit Agreement, is the highest of (a) the rate of interest announced from time to time by Bank of America, N.A. as its prime rate, (b) the Federal Funds rate plus 0.50% and (c) a daily rate equal to the one-month

LIBOR rate plus 1.0%. Pursuant to the Credit Agreement, the margin interest rate is subject to adjustment within a range of 2.50% to 6.00% based upon changes in the Company's consolidated leverage ratio and depending on whether the Company has chosen the Eurodollar Rate or the Base Rate option. Letters of credit will require a fee equal to the applicable margin rate multiplied by the daily amount available to be drawn under each issued letter of credit plus an agreed upon fronting fee and customary issuance, presentation, amendment and other processing fees associated with letters of credit.

At September 30, 2014, the Company had outstanding letters of credit aggregating \$5.3 million, which were primarily comprised of letters of credit for the Department of Education, or DOE, matters and real estate leases.

The Credit Agreement contains representations, warranties and covenants including consolidated adjusted net worth, consolidated leverage ratio, consolidated fixed charge coverage ratio, minimum financial responsibility composite score, cohort default rate and other financial covenants, certain restrictions on capital expenditures as well as affirmative and negative covenants and events of default customary for facilities of this type. In addition, the Company is paying fees to the lenders that are customary for facilities of this type. As of September 30, 2014 the Company is in compliance with all financial covenants.

Index

During the three months ended September 30, 2014 the Company had net repayments of \$7.5 under the Credit Facility. The Company had \$7.5 million outstanding under the Credit Facility as of September 30, 2014. The interest rates on these borrowings ranged from 4.2% to 7.3%. The Company had \$54.5 million outstanding under the Credit Agreement as of December 31, 2013 which was repaid on January 3, 2014. The interest rate on this borrowing was 7.3%.

(b) The Company completed a sale and a leaseback of several facilities on December 28, 2001. The Company retains a continuing involvement in the lease and, as a result, it is prohibited from utilizing sale-leaseback accounting. Accordingly, the Company has treated this transaction as a finance lease. The lease expires on December 31, 2016.

(c) In 2009, the Company assumed real estate capital leases in Fern Park, Florida and Hartford, Connecticut. These leases bear interest at 8% and expire in 2032 and 2031, respectively.

Scheduled maturities of long-term debt and lease obligations at September 30, 2014 are as follows:

Year ending December 31,

2014	\$7,962
2015	515
2016	10,405
2017	794
2018	860
Thereafter	22,257
	\$42,793

6. STOCKHOLDERS' EQUITY

Restricted Stock

The Company has two stock incentive plans: a Long-Term Incentive Plan (the "LTIP") and a Non-Employee Directors Restricted Stock Plan (the "Non-Employee Directors Plan").

Under the LTIP, certain employees received awards of restricted shares of common stock based on service and performance. The number of shares granted to each employee is based on the fair market value of a share of common stock on the date of grant.

All service-based restricted shares granted prior to February 23, 2011 vest ratably on the first through fifth anniversaries of the grant date. The service-based restricted shares granted on or after February 23, 2011 vest ratably on the grant date and the first through fourth anniversaries of the grant date.

On June 2, 2014, performance-based shares were granted which vest over three years based upon the attainment of (i) a specified operating income margin during any one or more of the fiscal years in the period beginning January 1, 2015 and ending December 31, 2017 and (ii) the attainment of earnings before interest, taxes, depreciation and amortization targets during each of the fiscal years ended December 31, 2015 through 2017. There is no vesting period on the right to vote or the right to receive dividends on any of the restricted shares.

On April 29, 2013, performance-based shares were granted which vest over four years based upon the attainment of (i) a specified operating income margin during any one or more of the fiscal years in the period beginning January 1, 2013 and ending December 31, 2016 and (ii) the attainment of earnings before interest, taxes, depreciation and amortization targets during each of the fiscal years ended December 31, 2013 through 2016. There is no vesting period on the right to vote or the right to receive dividends on any of the restricted shares.

On April 29, 2011, performance-based shares were granted which vest over four years based upon the attainment of (i) a specified operating income margin during any one or more of the fiscal years in the period beginning January 1, 2011 and ending December 31, 2014 and (ii) the attainment of earnings before interest, taxes, depreciation and amortization targets during each of the fiscal years ended December 31, 2011 through 2014. There is no vesting period on the right to vote or the right to receive dividends on any of the restricted shares.

13

---

Index

Pursuant to the Non-Employee Directors Plan, each non-employee director of the Company receives an annual award of restricted shares of common stock on the date of the Company's annual meeting of shareholders. The number of shares granted to each non-employee director is based on the fair market value of a share of common stock on that date. The restricted shares vest on the first anniversary of the grant date; however, there is no vesting period on the right to vote or the right to receive dividends on these restricted shares.

For the nine months ended September 30, 2014 and 2013, the Company completed a net share settlement for 27,682 and 60,552 restricted shares, respectively, on behalf of certain employees that participate in the LTIP upon the vesting of the restricted shares pursuant to the terms of the LTIP. The net share settlement was in connection with income taxes incurred on restricted shares that vested and were transferred to the employee during 2014 and/or 2013, creating taxable income for the employee. At the employees' request, the Company will pay these taxes on behalf of the employees in exchange for the employees returning an equivalent value of restricted shares to the Company. These transactions resulted in a decrease of approximately \$0.1 million and \$0.4 million for the nine months ended September 30, 2014 and 2013, respectively, to equity on the consolidated balance sheets as the cash payment of the taxes effectively was a repurchase of the restricted shares granted in previous years.

The following is a summary of transactions pertaining to restricted stock:

	Shares	Weighted Average Grant Date Fair Value Per Share
Nonvested restricted stock outstanding at December 31, 2013	1,247,946	\$ 6.77
Granted	229,955	3.83
Canceled	(150,372 )	9.00
Vested	(156,694 )	4.52
Nonvested restricted stock outstanding at September 30, 2014	1,170,835	5.80

The restricted stock expense for the three months ended September 30, 2014 and 2013 was \$0.8 million and \$0.1 million, respectively. The restricted stock expense for the nine months ended September 30, 2014 and 2013 was \$2.4 million and \$2.3 million, respectively. The unrecognized restricted stock expense as of September 30, 2014 and December 31, 2013 was \$4.5 million and \$6.8 million, respectively. As of September 30, 2014, outstanding restricted shares under the LTIP had aggregate intrinsic value of \$3.3 million.

Stock Options

The fair value of the stock options used to compute stock-based compensation is the estimated present value at the date of grant using the Black-Scholes option pricing model. The following is a summary of transactions pertaining to stock options:

	Shares	Weighted Average Exercise Price Per Share	Weighted Average Remaining Contractual Term	Aggregate Intrinsic Value (in thousands)
Outstanding at December 31, 2013	547,125	\$ 14.73	4.56 years	\$ -
Canceled	(70,500 )	20.76		-

Edgar Filing: LINCOLN EDUCATIONAL SERVICES CORP - Form 10-Q

Outstanding at September 30, 2014	476,625	13.84	4.14 years	-
Vested or expected to vest	467,493	13.96	4.07 years	-
Exercisable as of September 30, 2014	430,965	14.48	3.79 years	-

As of September 30, 2014, the unrecognized pre-tax compensation expense for all unvested stock option awards was less than \$0.1 million. This amount will be expensed over the weighted-average period of approximately 1.26 years.



Index

The following table presents a summary of stock options outstanding:

At September 30, 2014					
Range of Exercise Prices	Stock Options Outstanding			Stock Options Exercisable	
	Shares	Contractual Weighted Average Life (years)	Weighted Average Price	Shares	Weighted Average Exercise Price
\$4.00-\$13.99	244,792	5.36	\$ 9.63	199,132	\$ 10.05
\$14.00-\$19.99	173,333	2.48	17.55	173,333	17.55
\$20.00-\$25.00	58,500	3.92	20.48	58,500	20.48
	476,625	4.14	13.84	430,965	14.48

**7. INCOME TAXES**

The benefit for income taxes for the three months ended September 30, 2014 was \$5.7 million, or 13.0% of pretax loss, compared to a provision for income taxes of \$0.1 million, or 49.0%, of pretax income for the quarter ended September 30, 2013. The benefit for income taxes for the nine months ended September 30, 2014 was \$4.8 million, or 7.3% of pretax loss, compared to a benefit for income taxes of \$7.5 million, or 38.8%, of pretax loss for the nine months ended September 30, 2013.

Previously, the company had a deferred tax liability related to an indefinite life intangible that was not available to offset the net deferred tax asset of the Company when evaluating the amount of the valuation allowance needed. As a result of the Company's impairment of goodwill this quarter, the deferred tax liability related to the indefinite life intangible reversed resulting in a decrease in the valuation allowance needed. This release of the valuation allowance resulted in an income tax benefit.

The Company assesses the available positive and negative evidence to estimate if sufficient future taxable income will be generated to use the existing deferred tax assets. A significant piece of objective negative evidence was the cumulative losses incurred by the Company in recent years. On the basis of this evaluation the realization of the Company's deferred tax assets was not deemed to be more likely than not and thus the Company maintained a valuation allowance on its net deferred tax assets as of September 30, 2014.

**8. CONTINGENCIES**

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

**9. PENSION PLAN**

The Company sponsors a noncontributory defined benefit pension plan covering some of the Company's employees who were employed by the Company prior to 1995. Benefits are provided based on employees' years of service and earnings. This plan was frozen on December 31, 1994. The total amount of the Company's contributions paid under its pension plan was \$0.2 million for the nine months ended September 30, 2014 and \$0.7 million for the nine months

ended September 30, 2013. The net periodic benefit cost was less than \$0.1 million and \$0.2 million for the three months ended September 30, 2014 and 2013, respectively, and \$0.1 million and \$0.5 million for the nine months ended September 30, 2014 and 2013 respectively.

#### 10. DIVIDENDS

In August 2014, the Company's Board of Directors declared a quarterly cash dividend of \$0.02 per share of common stock outstanding, which was paid on September 30, 2014 to shareholders of record on September 12, 2014. The establishment of future record and payment dates is subject to the final determination of the Company's Board of Directors.

Index

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

The following discussion may contain forward-looking statements regarding us, our business, prospects and our results of operations that are subject to certain risks and uncertainties posed by many factors and events that could cause our actual business, prospects and results of operations to differ materially from those that may be anticipated by such forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, those described in the "Risk Factors" section of our Annual Report on Form 10-K for the year ended December 31, 2013, as filed with the Securities and Exchange Commission ("SEC") and in our other filings with the SEC. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this report. We undertake no obligation to revise any forward-looking statements in order to reflect events or circumstances that may subsequently arise. Readers are urged to carefully review and consider the various disclosures made by us in this report and in our other reports filed with the SEC that advise interested parties of the risks and factors that may affect our business.

The interim financial statements filed on this Form 10-Q and the discussions contained herein should be read in conjunction with the annual financial statements and notes included in our Form 10-K for the year ended December 31, 2013, as filed with the SEC, which includes audited consolidated financial statements for our three fiscal years ended December 31, 2013.

General

We are a leading provider of diversified career-oriented post-secondary education. We offer recent high school graduates and working adults career-oriented programs in five areas of study: automotive technology, health sciences, skilled trades, hospitality services and business and information technology. Each area of study is specifically designed to appeal to and meet the educational objectives of our student population, while also satisfying the criteria established by industry and employers. The resulting diversification limits dependence on any one industry for enrollment growth or placement opportunities and broadens potential branches for introducing new programs. As of September 30, 2014, we enrolled 15,364 students in diploma and degree programs and 181 in short programs at our 31 campuses and five training sites in 15 states. Our campuses primarily attract students from their local communities and surrounding areas, although our five destination campuses attract students from across the United States, and in some cases, from abroad.

Discontinued Operations

On June 18, 2013, our Board of Directors approved a plan to cease operations at four campuses in Ohio and one campus in Kentucky consisting of our Dayton institution and its branch campuses. Federal legislation implemented on July 1, 2012 that prohibits "ability to benefit" students from participating in federal student financial aid programs led to a dramatic decrease in the number of students attending these five campuses. Accordingly, the Company ceased operations at these campuses as of December 31, 2013. The results of operations of these campuses are reflected as discontinued operations in the consolidated financial statements.

The results of operations at these five campuses for the three and nine months ended September 30, 2013 was as follows (in thousands):

Three	Nine
Months	Months
Ended	Ended
September	September
30,	30,

	2013	2013
Revenue	\$ (18 )	\$ 7,261
Operating expenses	(3,898 )	(19,322 )
Operating loss	\$ (3,916 )	\$ (12,061 )

Amounts include impairments of goodwill and long-lived assets for these campuses of \$2.3 million for the nine months ended September 30, 2013.

#### Critical Accounting Policies and Estimates

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

Index

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

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

Our bad debt expense as a percentage of revenue for the three months ended September 30, 2014 and 2013 was 5.1% and 4.7%, respectively. Our bad debt expense as a percentage of revenue for the nine months ended September 30, 2014 and 2013 was 4.9% and 4.0%, respectively. Bad debt was negatively impacted for the three and nine months ended September 30, 2014 due to a slight deterioration in our collection history coupled with a realignment of efforts to accelerate the packaging of third quarter starts. Our exposure to changes in our bad debt expense could impact our operations. A 1% increase in our bad debt expense as a percentage of revenues for the nine months ended September 30, 2014 and 2013 would have resulted in an increase in bad debt expense of \$2.4 million and \$2.6 million, respectively.

We do not believe that there is any direct correlation between tuition increases, the credit we extend to students and our loan commitments. Our loan commitments to our students are made on a student-by-student basis and are predominantly a function of the specific student's financial condition. We only extend credit to the extent there is a financing gap between the tuition charged for the program and the amount of grants, loans and parental loans each student receives. Each student's funding requirements are unique. Factors that determine the amount of aid available to a student are student status (whether they are dependent or independent students), Pell Grants awarded, Plus loans awarded or denied to parents and family contributions. As a result, it is extremely difficult to predict the number of students that will need us to extend credit to them. Our tuition increases have ranged historically from 2% to 5% annually and have not meaningfully impacted overall funding requirements.

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

Goodwill. We test our goodwill for impairment annually, or whenever events or changes in circumstances indicate an impairment may have occurred, by comparing its fair value to its carrying value. Impairment may result from, among other things, deterioration in the performance of the acquired business, adverse market conditions, adverse changes in applicable laws or regulations, including changes that restrict the activities of the acquired business, and a variety of other circumstances. If we determine that impairment has occurred, we are required to record a write-down of the carrying value and charge the impairment as an operating expense in the period the determination is made. In

evaluating the recoverability of the carrying value of goodwill and other indefinite-lived intangible assets, we must make assumptions regarding estimated future cash flows and other factors to determine the fair value of the acquired assets. Changes in strategy or market conditions could significantly impact these judgments in the future and require an adjustment to the recorded balances.

Goodwill represents a significant portion of our total assets. As of September 30, 2014, goodwill represented approximately \$23.5 million, or 12.0%, of our total assets.

Index

As of September 30, 2014, we concluded that there was an indicator of potential impairment as a result of a decrease in our market capitalization and, accordingly, we tested goodwill for impairment. The tests indicated that 10 reporting units were impaired, which resulted in a pre-tax non-cash charge of \$39.0 million for the three months ended September 30, 2014. As of June 30, 2013, we concluded that current period losses at two reporting units, which resulted in a deterioration of current and projected cash flows, was an indicator of potential impairment and, accordingly, tested goodwill and long-lived assets for impairment. The tests indicated that these two reporting units were impaired, which resulted in a pre-tax non-cash charge of \$3.1 million for the three months ended June 30, 2013.

Long-lived assets. We review the carrying value of our long-lived assets and identifiable intangibles for possible impairment whenever events or changes in circumstances indicate that the carrying amounts may not be recoverable. We evaluate long-lived assets for impairment by examining estimated future cash flows. These cash flows are evaluated by using weighted probability techniques as well as comparisons of past performance against projections. Assets may also be evaluated by identifying independent market values. If we determine that an asset's carrying value is impaired, we will record a write-down of the carrying value of the asset and charge the impairment as an operating expense in the period in which the determination is made.

We concluded as of September 30, 2014, there was sufficient evidence to conclude that there were impairments of certain long-lived assets at six of our campuses. Long lived assets had been tested at these campuses as a result of certain financial indicators such as our history of losses, our current respective period losses, as well as future projected losses at these campuses. The long-lived assets impairment resulted in a pre-tax charge of \$1.9 million for leasehold improvements and \$0.5 million for intangibles assets.

We concluded as of June 30, 2013 and March 31, 2013, there was sufficient evidence to conclude that there were impairments of certain long-lived assets at four and two of our campuses, respectively. Long lived assets had been tested at these campuses as a result of certain financial indicators such as our history of losses, our current respective period losses, as well as future projected losses at these campuses. The long-lived assets impairment resulted in a pre-tax charge of \$1.4 million (of which \$0.7 million is included in discontinued operations) and \$1.7 million (of which \$1.6 million is included in discontinued operations) for leasehold improvements as of June 30, 2013 and March 31, 2013, respectively.

Bonus costs. We accrue the estimated cost of our bonus programs using current financial information as compared to target financial achievements and key performance objectives. Although our recorded liability for bonuses is based on our best estimate of the obligation, actual results could differ and require adjustment of the recorded balance.

Income taxes. We account for income taxes in accordance with FASB ASC Topic 740, "Income Taxes" ("ASC 740"). This statement requires an asset and liability approach for measuring deferred taxes based on temporary differences between the financial statement and tax bases of assets and liabilities existing at each balance sheet date using enacted tax rates for years in which taxes are expected to be paid or recovered.

In accordance with ASC 740, we assess our deferred tax asset to determine whether all or any portion of the asset is more likely than not unrealizable. A valuation allowance is required to be established or maintained when, based on currently available information, it is more likely than not that all or a portion of a deferred tax asset will not be realized. In accordance with ASC 740, our assessment considers whether there has been sufficient income in recent years and whether sufficient income is expected in future years in order to utilize the deferred tax asset. In evaluating the realizability of deferred income tax assets, we considered, among other things, historical levels of income, expected future income, the expected timing of the reversals of existing temporary reporting differences, and the expected impact of tax planning strategies that may be implemented to prevent the potential loss of future income tax benefits. Significant judgment is required in determining the future tax consequences of events that have been recognized in our consolidated financial statements and/or tax returns. Differences between anticipated and actual outcomes of these future tax consequences could have a material impact on our consolidated financial position or

results of operations. Changes in, among other things, income tax legislation, statutory income tax rates, or future income levels could materially impact our valuation of income tax assets and liabilities and could cause our income tax provision to vary significantly among financial reporting periods. On the basis of this evaluation the realization of our deferred tax assets was not deemed to be more likely than not and thus we have provided a valuation allowance on our net deferred tax assets.

Previously, we had a deferred tax liability related to an indefinite life intangible that was not available to offset the net deferred tax asset when evaluating the amount of the valuation allowance needed. As a result of our impairment of goodwill this quarter, the deferred tax liability related to the indefinite life intangible reversed resulting in a decrease in the valuation allowance needed. This release of the valuation allowance resulted in an income tax benefit for the three and nine months ended September 30, 2014.

We recognize accrued interest and penalties related to unrecognized tax benefits in income tax expense. During the three and nine months ended September 30, 2014 and 2013, there were no interest and penalties expense associated with uncertain tax positions.



Index

## Effect of Inflation

Inflation has not had a material effect on our operations.

## Results of Continuing Operations

Certain reported amounts in our analysis have been rounded for presentation purposes.

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

	Three Months		Nine Months	
	Ended		Ended	
	September 30,		September 30,	
	2014	2013	2014	2013
Revenue	100.0%	100.0%	100.0%	100.0%
Costs and expenses:				
Educational services and facilities	51.1 %	50.1 %	52.7 %	50.8 %
Selling, general and administrative	49.9 %	48.8 %	55.7 %	54.1 %
Gain on sale of assets	0.0 %	-0.3 %	0.0 %	-0.2 %
Impairment of goodwill and long-lived assets	49.0 %	0.0 %	17.1 %	1.6 %
Total costs and expenses	150.0%	98.6 %	125.5%	106.3%
Operating (loss) income	-50.0 %	1.4 %	-25.5 %	-6.3 %
Interest expense, net	-1.7 %	-1.2 %	-1.6 %	-1.3 %
(Loss) income from continuing operations before income taxes	-51.7 %	0.2 %	-27.1 %	-7.6 %
(Benefit) provision for income taxes	-6.7 %	0.1 %	-2.0 %	-3.0 %
(Loss) income from continuing operations	-45.0 %	0.1 %	-25.1 %	-4.6 %

## Three Months Ended September 30, 2014 Compared to Three Months Ended September 30, 2013

Revenue. Revenue decreased by \$3.9 million, or 4.4%, to \$84.7 million for the quarter ended September 30, 2014 from \$88.5 million for the quarter ended September 30, 2013. The decrease was primarily attributable to a 4.0% decrease in average student population, which decreased to 14,361 for the quarter ended September 30, 2014 from 14,956 for the quarter ended September 30, 2013 and a 0.4% decrease in average revenue per student. We began 2014 with approximately 1,800 or 11.4%, fewer students than we had on January 1, 2013.

Average revenue per student decreased 0.4% for the quarter ended September 30, 2014 compared to the quarter ended September 30, 2013 primarily due to an increase in institutional scholarships. For a general discussion of trends in our student enrollment, see “- Seasonality and Trends” below.

Educational services and facilities expense. Our educational services and facilities expense decreased by \$1.1 million, or 2.5%, to \$43.3 million for the quarter ended September 30, 2014 from \$44.4 million for the quarter ended September 30, 2013. This decrease in educational services and facilities expense was primarily due to a \$0.8 million, or 3.8%, decrease in instructional expenses and a \$0.2 million, or 3.2%, decrease in books and tools expense. Educational services and facilities expenses, as a percentage of revenue, increased to 51.1% for the quarter ended September 30, 2014 from 50.1% for the quarter ended September 30, 2013.

The decrease in instructional expenses was primarily due to a reduction in the number of instructors and other related costs at our campuses resulting from a lower average student population. The decrease in books and tools expense is also attributable to the decrease in average student population of approximately 600 students for the quarter ended

September 30, 2014 compared to the quarter ended September 30, 2013.

Our educational expenses contain a high fixed cost component and are not as scalable as some of our other expenses. As our student population decreases, we typically experience a reduction in average class size and, therefore, are not always able to align these expenses with the corresponding decrease in population.

**Selling, general and administrative expense.** Our selling, general and administrative expense decreased by \$0.9 million, or 2.2%, to \$42.3 million for the quarter ended September 30, 2014 from \$43.2 million for the quarter ended September 30, 2013. The administrative expenses portion of selling, general and administrative expense increased by \$0.2 million, or 0.7% which was offset by a decrease of \$0.7 million, or 4.7%, in sales and marketing expenses and a \$0.4 million, or 8.7% decrease in student services expenses. As a percentage of revenues, selling, general and administrative expense for the quarter ended September 30, 2014 increased to 49.9% from 48.8% for the quarter ended September 30, 2013.

Index

The increase in administrative expenses was primarily due to severance and higher benefit costs.

Bad debt expense as a percentage of revenue was 5.1% for the quarter ended September 30, 2014, compared to 4.7% for the quarter ended September 30, 2013. Bad debt was negatively impacted during the three months ended September 30, 2014 due to a slight deterioration in our collection history coupled with a realignment of our efforts to accelerate the packaging of our third quarter starts.

The decrease in sales and marketing expenses was primarily due to a reduction in marketing expenses as well as a reduction in the number of admissions representatives as we continued to align our cost structure to our student population.

As of September 30, 2014, we had outstanding loan commitments to our students of \$34.6 million, as compared to \$31.3 million at June 30, 2014. Loan commitments, net of interest that would be due on the loans through maturity, were \$24.6 million at September 30, 2014, as compared to \$22.5 million at June 30, 2014. The increase in loan commitments is primarily due to the seasonality in our business which produces greater student starts in the third quarter of the year compared to other quarters.

Impairment of goodwill and long-lived assets. As of September 30, 2014, we tested goodwill and long-lived assets for impairment and determined that an impairment of approximately \$41.4 million existed for 10 reporting units related to goodwill and six asset groups related to long-lived assets and intangible assets. As of September 30, 2013, we concluded that there was no indicator of potential impairment for reporting units with goodwill and, accordingly, we did not test goodwill for impairment.

Income taxes. Our benefit for income taxes for the quarter ended September 30, 2014 was \$5.7 million, or 13.0% of pretax loss, compared to a provision for income taxes of \$0.1 million, or 49.0%, of pretax income for the quarter ended September 30, 2013.

Previously, we had a deferred tax liability related to an indefinite life intangible that was not available to offset the net deferred tax asset when evaluating the amount of the valuation allowance needed. As a result of our impairment of goodwill this quarter, the deferred tax liability related to the indefinite life intangible reversed resulting in a decrease in the valuation allowance needed. This release of the valuation allowance resulted in an income tax benefit.

We assess the available positive and negative evidence to estimate if sufficient future taxable income will be generated to use the existing deferred tax assets. A significant piece of objective negative evidence was the cumulative losses incurred by us in recent years. On the basis of this evaluation, the realization of our deferred tax assets was not deemed to be more likely than not and thus we maintained a valuation allowance on our net deferred tax assets as of September 30, 2014.

Nine Months Ended September 30, 2014 Compared to Nine Months Ended September 30, 2013

Revenue. Revenue decreased by \$14.8 million, or 5.8%, to \$241.8 million for the nine months ended September 30, 2014 from \$256.5 million for the nine months ended September 30, 2013. The decrease was primarily attributable to a 6.0% decrease in average student population, which decreased to 14,109 for the nine months ended September 30, 2014 from 15,009 for the nine months ended September 30, 2013 partially offset by a 0.3% increase in average revenue per student. We began 2014 with approximately 1,800, or 11.4%, fewer students than we had on January 1, 2013.

Average revenue per student increased 0.3% for the nine months ended September 30, 2014 compared to the nine months ended September 30, 2013 primarily due improved student retention partially offset by an increase in institutional scholarships. For a general discussion of trends in our student enrollment, see “- Seasonality and Trends”

below.

Educational services and facilities expense. Our educational services and facilities expense decreased by \$2.9 million, or 2.2%, to \$127.5 million for the nine months ended September 30, 2014 from \$130.3 million for the nine months ended September 30, 2013. This decrease in educational services and facilities expense was primarily due to a \$2.7 million, or 4.2%, decrease in instructional expenses. Educational services and facilities expenses, as a percentage of revenue, increased to 52.7% for the nine months ended September 30, 2014 from 50.8% for the nine months ended September 30, 2013.

The decrease in instructional expenses was primarily due to a reduction in the number of instructors and other related costs at our campuses resulting from a lower average student population.

Our educational expenses contain a high fixed cost component and are not as scalable as some of our other expenses. As our student population decreases, we typically experience a reduction in average class size and, therefore, are not always able to align these expenses with the corresponding decrease in population.

20

---

## Index

**Selling, general and administrative expense.** Our selling, general and administrative expense for the nine months ended September 30, 2014 was \$134.6 million, a decrease of \$4.3 million, or 3.1%, from \$138.9 million for the nine months ended September 30, 2013. The decrease in our selling, general and administrative expense was primarily due to a \$1.8 million, or 2.4%, decrease in administrative expenses and a \$1.9 million, or 3.8%, decrease in sales and marketing expense. As a percentage of revenues, selling, general and administrative expense for the nine months ended September 30, 2014 increased to 55.7% from 54.1% for the nine months ended September 30, 2013.

The decrease in administrative expenses was primarily due to a \$3.1 million decrease in compensation and benefits and a \$0.4 million in net periodic benefit cost offset by a \$1.6 million increase in bad debt expense and a \$0.5 million increase resulting from the consolidation of two of our campuses.

Bad debt expense as a percentage of revenue was 4.9% for the nine months ended September 30, 2014, as compared to 4.0% the nine months ended September 30, 2013. Bad debt was negatively impacted during the nine months ended September 30, 2014 due to a slight deterioration in our collection history coupled with a realignment of our efforts to accelerate the packaging of third quarter starts.

The decrease in sales and marketing expenses was primarily due to a reduction in marketing expenses as well as a reduction in the number of admissions representatives as we continued to align our cost structure to our student population.

As of September 30, 2014, we had outstanding loan commitments to our students of \$34.6 million, as compared to \$36.5 million at December 31, 2013. Loan commitments, net of interest that would be due on the loans through maturity, were \$24.6 million at September 30, 2014, as compared to \$26.5 million at December 31, 2013. The decrease in loan commitments is primarily due to lower student population.

**Impairment of goodwill and long-lived assets.** As of September 30, 2014, we tested goodwill and long-lived assets for impairment and determined that an impairment of approximately \$41.4 million existed for 10 reporting units related to goodwill and six asset groups related to long-lived assets and intangible assets. As of June 30, 2013 and March 31, 2013, we tested goodwill and long-lived assets for impairment and determined that an impairment of approximately \$6.2 million (\$2.3 million included in discontinued operations) existed for two reporting units related to goodwill and six asset groups related to long-lived assets.

**Income taxes.** Our benefit for income taxes for the nine months ended September 30, 2014 was \$4.8 million, or 7.3% of pretax loss, compared to a benefit for income taxes of \$7.5 million, or 38.8%, of pretax loss for the nine months ended September 30, 2013.

Previously, we had a deferred tax liability related to an indefinite life intangible that was not available to offset the net deferred tax asset when evaluating the amount of the valuation allowance needed. As a result of our impairment of goodwill this quarter, the deferred tax liability related to the indefinite life intangible reversed resulting in a decrease in the valuation allowance needed. This release of the valuation allowance resulted in an income tax benefit.

We assess the available positive and negative evidence to estimate if sufficient future taxable income will be generated to use the existing deferred tax assets. A significant piece of objective negative evidence was the cumulative losses incurred by us in recent years. On the basis of this evaluation, the realization of our deferred tax assets was not deemed to be more likely than not and thus we maintained a valuation allowance on our net deferred tax assets as of September 30, 2014.

## Liquidity and Capital Resources

Our primary capital requirements are for facility maintenance and expansion, acquisitions and the development of new programs. Our principal sources of liquidity have been cash provided from operations and borrowings under our Credit Facility.

Index

The following chart summarizes the principal elements of our cash flows (in thousands):

	Nine Months Ended September 30,	
	2014	2013
Net cash provided by (used in) operating activities	\$1,321	\$(9,337 )
Net cash used in investing activities	(4,729)	(2,784 )
Net cash provided by (used in) financing activities	3,224	(43,337)

As of September 30, 2014, we had cash and cash equivalents of \$12.7 million, representing a decrease of approximately \$0.2 million as compared to \$12.9 million of cash and cash equivalents as of December 31, 2013. This decrease is primarily due to a net loss during the nine months ended September 30, 2014 of \$60.8 million partially offset by non-cash charges of \$41.4 million of goodwill and long-lived asset impairments and \$17.5 million of borrowings under our Credit Facility during the first nine months of 2014. In addition, we repaid \$54.5 million of borrowings under our Credit Facility in the first quarter of 2014 which was included in restricted cash as of December 31, 2013 and during the third quarter of 2013 we repaid an additional \$10.0 million under our Credit Facility. Historically, we have financed our operating activities and organic growth primarily through cash generated from operations. We have financed acquisitions primarily through borrowings under our Credit Facility and cash generated from operations. We currently anticipate that we will be able to meet our short-term cash needs, as well as our need to fund operations and meet our obligations beyond the next twelve months with cash generated by operations, existing cash balances, borrowings under our Credit Facility and leveraging our owned real property. In addition, we may also consider accessing the financial markets in the future as a source of liquidity for capital requirements, acquisitions and general corporate purposes to the extent such requirements are not satisfied by cash on hand, borrowings under our Credit Facility or operating cash flows. However, we cannot assure you that we will be able to raise additional capital on favorable terms, if at all. As of September 30, 2014, we had \$7.5 million outstanding under our Credit Agreement. As of September 30, 2014, we had outstanding letters of credit aggregating \$5.3 million, which primarily comprised of letters of credit for the DOE and security deposits in connection with certain of our real estate leases.

Our primary source of cash is tuition collected from our students. The majority of students enrolled at our schools rely on funds received under various government-sponsored student financial aid programs to pay a substantial portion of their tuition and other education-related expenses. The largest of these programs are Title IV Programs which represented approximately 80% of our cash receipts relating to revenues in 2013. Students must apply for a new loan for each academic period. Federal regulations dictate the timing of disbursements of funds under Title IV Programs and loan funds are generally provided by lenders in two disbursements for each academic year. The first disbursement is usually received approximately 31 days after the start of a student's academic year and the second disbursement is typically received at the beginning of the sixteenth week from the start of the student's academic year. Certain types of grants and other funding are not subject to a 30-day delay. In certain instances, if a student withdraws from a program prior to a specified date, any paid but unearned tuition or prorated Title IV financial aid is refunded according to federal, state and accrediting agency standards.

As a result of the significance of the Title IV funds received by our students, we are highly dependent on these funds to operate our business. Any reduction in the level of Title IV funds that our students are eligible to receive or any impact on our ability to be able to receive Title IV funds would have a significant impact on our operations and our financial condition. See "Risk Factors" in Item 1A, included in our Annual Report on Form 10-K for the year ended December 31, 2013.

#### Operating Activities

Net cash provided by operating activities was \$1.3 million for the nine months ended September 30, 2014 as compared to net cash used in operating activities of \$9.3 million for nine months ended September 30, 2013. The \$10.7 million increase in net cash primarily resulted from \$7.4 million net tax refunds and other working capital items.

#### Investing Activities

Net cash used in investing activities for the nine months ended September 30, 2014 was \$4.7 million compared to \$2.8 million for the nine months ended September 30, 2013. Our primary use of cash in investing activities was capital expenditures.

Capital expenditures are expected to approximate 1% to 3% of revenues in 2014 as compared to 1.9% in 2013. We expect to fund these capital expenditures with cash generated from operating activities and with borrowings under our credit facility.

We currently lease a majority of our campuses. We own our campuses in Grand Prairie, Texas; West Palm Beach, Florida; Nashville, Tennessee; Cincinnati (Tri-County), Ohio; Suffield, Connecticut; and Denver, Colorado. Our Cincinnati (Tri-County), Ohio and Suffield, Connecticut locations are held for sale. Although our current growth strategy is to continue our organic growth, strategic acquisitions of operations will be considered. To the extent that these potential strategic acquisitions are large enough to require financing beyond available cash from operations and borrowings under our Credit Facility, we may incur additional debt and/or issue additional debt or equity securities.



Index

Financing Activities

Net cash provided by financing activities was \$3.2 million for the nine months ended September 30, 2014, as compared to net cash used in financing activities of \$43.3 million for the nine months ended September 30, 2013. The increase of \$46.6 million was primarily attributable to \$7.5 million of net proceeds from borrowing for the nine months ended September 30, 2014 as compared to net payments on borrowings of \$37.5 million for the nine months ended September 30, 2013.

Credit Agreement

On April 5, 2012, we, as borrower, and certain of our wholly-owned subsidiaries, as guarantors, entered into a secured revolving credit agreement with a syndicate of four lenders led by Bank of America, N.A., as administrative agent and letter of credit issuer (the "Credit Facility"). The April 5, 2012 agreement, along with subsequent amendments dated June 18, 2013 and December 20, 2013, are collectively referred to as the "Credit Agreement."

As of December 31, 2013, the aggregate principal amount available under the Credit Facility was \$60 million. Under the terms of the Credit Agreement, effective January 16, 2014, this amount was reduced to \$40 million. The Credit Facility may be used to finance capital expenditures and permitted acquisitions, to pay transaction expenses, for the issuance of letters of credit and for general corporate purposes. The Credit Agreement includes a \$25 million letter of credit sublimit. Borrowings under the Credit Facility are secured by a first priority lien on substantially all of our and our subsidiaries' the tangible and intangible assets of the Company and its subsidiaries including real estate. The term of the Credit Facility is 36 months, maturing on April 5, 2015.

The Credit Agreement provides that the lenders will receive first priority lien on substantially all of our tangible and intangible non-real property assets of our and our subsidiaries as well as a first priority lien on substantially all real property owned by us and our subsidiaries and that all net proceeds of future sales of real property by our and our subsidiaries be used to prepay revolving loans and permanently reduce the principal amount of revolving loans available under the Credit Facility.

Amounts borrowed as revolving loans under the Credit Facility will bear interest, at our option, at either (i) an interest rate based on LIBOR and adjusted for any reserve percentage obligations under Federal Reserve Bank regulations (the "Eurodollar Rate") for specified interest periods or (ii) the Base Rate (as defined in the Credit Agreement), in each case, plus an applicable margin rate as determined under the Credit Agreement. The "Base Rate", as defined under the Credit Agreement, is the highest of (a) the rate of interest announced from time to time by Bank of America, N.A. as its prime rate, (b) the Federal Funds rate plus 0.50% and (c) a daily rate equal to the one-month LIBOR rate plus 1.0%. Pursuant to the Amendment, the margin interest rate is subject to adjustment within a range of 2.50% to 6.00% based upon changes in our consolidated leverage ratio and depending on whether we have chosen the Eurodollar Rate or the Base Rate option. Letters of credit will require a fee equal to the applicable margin rate multiplied by the daily amount available to be drawn under each issued letter of credit plus an agreed upon fronting fee and customary issuance, presentation, amendment and other processing fees associated with letters of credit.

The Credit Agreement contains representations, warranties and covenants including consolidated adjusted net worth, consolidated leverage ratio, consolidated fixed charge coverage ratio, minimum financial responsibility composite score, cohort default rate and other financial covenants, certain restrictions on capital expenditures as well as affirmative and negative covenants and events of default customary for facilities of this type. In addition, we are paying fees to the lenders that are customary for facilities of this type. As of September 30, 2014 we are in compliance with all financial covenants.

The following table sets forth our long-term debt (in thousands):

	September 30, 2014	December 31, 2013
Credit agreement	\$ 7,500	\$ 54,500
Finance obligation	9,672	9,672
Capital lease-property (rate of 8.0%)	25,621	25,944
	42,793	90,116
Less current maturities	(7,962 )	(435 )
	\$ 34,831	\$ 89,681

We believe that our working capital, cash flows from operations, borrowings available from our Credit Facility and leveraging our owned real property will provide us with adequate resources for our ongoing operations through the next twelve months as well as our currently identified and planned capital expenditures.

Index

## Contractual Obligations

Long-term Debt. As of September 30, 2014, our long-term debt consisted of borrowings under our Credit Facility, the finance obligation in connection with our sale-leaseback transaction in 2001 and amounts due under capital lease obligations.

Lease Commitments. We lease offices, educational facilities and equipment for varying periods through the year 2032 at base annual rentals (excluding taxes, insurance, and other expenses under certain leases).

The following table contains supplemental information regarding our total contractual obligations as of September 30, 2014 (in thousands):

	Payments Due by Period				
	Total	Less than 1 year	2-3 years	4-5 years	After 5 years
Credit agreement	\$7,500	\$7,500	\$-	\$-	\$-
Capital leases (including interest)	48,166	2,494	5,188	5,356	35,128
Operating leases	106,341	20,614	32,135	27,190	26,402
Rent on finance obligation	3,517	1,563	1,954	-	-
Total contractual cash obligations	\$165,524	\$32,171	\$39,277	\$32,546	\$61,530

## Off-Balance Sheet Arrangements

We had no off-balance sheet arrangements as of September 30, 2014, except for our letters of credit of \$5.3 million which are primarily comprised of letters of credit for the DOE and security deposits in connection with certain of our real estate leases. These off-balance sheet arrangements do not adversely impact our liquidity or capital resources.

## Regulatory Update

The DOE notified us by letter dated October 7, 2014 that it had reviewed our financial statements for the 2013 fiscal year and calculated our composite score at 1.4, rather than our calculation of 1.5. As a result, it concluded that we did not meet the DOE standards for financial responsibility. We disagree with the DOE's calculation because they excluded our pension plan liability of approximately \$1.5 million for the year ended December 31, 2013 from the calculation for post-employment and retirement liabilities. We are in discussions with the DOE related to their calculation.

The DOE indicated that we may continue to participate in the title IV programs by choosing one of two alternatives: 1) the "Zone Alternative" under which we are required to make disbursements to students under the Heightened Cash Monitoring 1 (HCM1) payment method and to notify the DOE within 10 days after the occurrence of certain oversight and financial events or 2) submit a letter of credit to the DOE equal to 50 percent of the Title IV funds received by our institutions during the most recent fiscal year. The DOE requested that we notify the DOE of our selection of one of these two alternatives within 14 days of our receipt of the notice. We chose the "Zone Alternative" option because, among other things, it does not require us to submit a letter of credit to the DOE and because the HCM1 payment method is less burdensome than the HCM2 or reimbursement methods of payment that the DOE has the authority to impose. Under the HCM1 payment method, we are required to make Title IV disbursements to eligible students and parents before we request or receive funds for the amount of those disbursements from the DOE. As long as the student accounts are credited before the funding requests are initiated, we are permitted to draw down funds through the DOE's electronic system for grants management and payments for the amount of disbursements made to eligible students. Unlike the HCM2 and reimbursement payment methods, the HCM1 payment method typically does not

require schools to submit documentation to the DOE and wait for DOE approval before drawing down Title IV funds. We believe that, prior to moving to the HCM1 payment method on October 22, 2014, our procedures for processing Title IV payments were similar to those now required under the HCM1 payment method. As of this date, we have not identified any impact on our ability to make disbursements of Title IV funds to our students or to receive funds for the amount of those disbursements from the DOE.

The DOE regulations generally permit institutions with a composite score of between 1.0 and 1.4 to participate under the Zone Alternative for a period of up to three consecutive years. If our composite score drops below 1.0 in a subsequent year or if our composite score remains between 1.0 and 1.4 for more than three consecutive years, we may be required to meet alternative requirements for continuing to participate in the Title IV programs such as submission of a letter of credit and other requirements and conditions.

Index

Seasonality and Trends

Seasonality

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

90/10 Rule

Under the HEA reauthorization, a proprietary institution that derives more than 90% of its total revenue from Title IV Programs, or 90/10 Rule percentage, for two consecutive fiscal years becomes immediately ineligible to participate in Title IV Programs and may not reapply for eligibility until the end of at least two fiscal years. An institution with revenues exceeding 90% for a single fiscal year ending after August 14, 2008 will be placed on provisional certification and may be subject to other enforcement measures. If an institution violated the 90/10 Rule and became ineligible to participate in Title IV Programs but continued to disburse Title IV Program funds, the DOE would require the institution to repay all Title IV Program funds received by the institution after the effective date of the loss of eligibility.

We have calculated that, for our 2013 fiscal year, our institutions' 90/10 Rule percentages ranged from 69% to 85%. For 2013 and 2012 none of our existing institutions derived more than 90% of their revenues from Title IV Programs. We regularly monitor compliance with this requirement to minimize the risk that any of our institutions would derive more than the maximum percentage of its revenues from Title IV Programs for any fiscal year. Our calculations may be subject to review by the DOE.

Effective July 1, 2008, the annual Stafford loans available for undergraduate students under the Federal Family Education Loan Program, or FFEL program, increased. This increase, coupled with increases in grants from the Pell program and other Title IV loan limits, resulted in some of our schools experiencing an increase in the proportion of revenues they receive from Title IV Programs. The HEA reauthorization provided temporary relief from the impact of the loan limit increases by counting as non-Title IV revenue in the 90/10 Rule calculation amounts received from loans received between July 1, 2008 and June 30, 2011 that are attributable to the increased annual loan limits. The HEA authorization also provided other relief by allowing institutions to include as non-Title IV revenue in its 90/10 Rule calculation the net present value of certain institutional loans subject to certain limitations and conditions. Because of the increases in Title IV student loan limits and grants in recent years, it will be increasingly difficult for us to comply with the 90/10 Rule without increasing tuition prices above the applicable maximums for Title IV student loans and grants, because this is one of the more effective methods of reducing the 90/10 Rule percentage, although this method may not be successful. Moreover, the above-mentioned relief from certain loan limit increases expired for loans received on or after July 1, 2011, and the above-mentioned institutional loan relief expired for

institutional loans made on or after July 1, 2012. If Congress or the DOE were to amend the 90/10 Rule to treat other forms of federal financial aid as Title IV revenue for 90/10 purposes, to lower the 90% threshold, or to otherwise change the calculation methodology (each of which has been proposed by some members of Congress in proposed legislation), or to make other changes, those changes could make it more difficult for our institutions to comply with the 90/10 Rule. If any of our institutions loses eligibility to participate in Title IV Programs, that loss would cause an event of default under our credit agreement, and would also adversely affect our students' access to various government-sponsored student financial aid programs, which could have a material adverse effect on the rate at which our students enroll in our programs and on our business and results of operations.

## Index

### Cohort Default Rates

The HEA limits participation in Title IV Programs by institutions whose former students defaulted on the repayment of federally guaranteed or funded student loans above a prescribed rate (the “cohort default rate”). The DOE calculates these rates based on the number of students who have defaulted, not the dollar amount of such defaults.

Under the HEA, an institution whose FFEL and Federal Direct Loan, or FDL, cohort default rate is 25% or greater for three consecutive federal fiscal years loses eligibility to participate in the FFEL, FDL, and Pell programs for the remainder of the federal fiscal year in which the DOE determines that such institution has lost its eligibility and for the two subsequent federal fiscal years. An institution whose FFEL and FDL cohort default rate for any single federal fiscal year exceeds 40% loses its eligibility to participate in the FFEL and FDL programs for the remainder of the federal fiscal year in which the DOE determines that such institution has lost its eligibility and for the two subsequent federal fiscal years. If an institution’s cohort default rate equals or exceeds 25% in any of its three most recent fiscal years, the institution may be placed on provisional certification status.

The HEA increased the measuring period for each cohort default rate calculation by one year. Starting with the 2009 cohort, the DOE calculates both the current two-year and the new three-year cohort default rates. Beginning with the 2011 three-year cohort default rate, which is expected to be published for each of our institutions in September 2014, the three-year rates will be applied for purposes of measuring compliance with the requirements instead of the two-year rates currently used for those purposes. If the 2011 three-year cohort default rate exceeds 40%, the institution will cease to be eligible to participate in the FDL and Federal Stafford Loan programs for the remainder of the fiscal year in which the DOE determines that such institution has lost its eligibility and for the two subsequent fiscal years. If the institution’s three-year cohort default rate exceeds 30% (an increase from the current 25% threshold applicable to the two-year cohort default rates) for three consecutive years, beginning with the 2009 cohort, the institution will cease to be eligible to participate in the Pell, FDL, and FFEL programs for the remainder of the fiscal year in which the DOE determines that such institution has lost its eligibility and for the two subsequent fiscal years. If an institution’s three-year cohort default rate equals or exceeds 30% in two of the three most recent years for which the DOE has issued three-year rates, the institution may be placed on provisional certification status.

The most recent two-year cohort default rates published by the DOE are for the 2011 federal fiscal year. The rates for our existing institutions for the 2011 federal fiscal year range from 13.2% to 21.5%. None of our existing institutions have final two-year cohort default rates over 25% for the 2011, 2010 or 2009 federal fiscal years.

In September 2014, the DOE released the final three-year cohort default rates for the 2011 federal fiscal year. These are the most recent three-year rates published by the DOE. The three-year rates for our existing institutions range from 16.6% to 26.5%. None of our institutions had a final three-year cohort default rate over 30% for the 2011 federal fiscal year.

While we strive to improve the cohort default rates for each of our institutions, the current economic climate, combined with the demographics of the students that we traditionally serve, makes this objective even more challenging. As a result, we have significantly increased our default management personnel to help enhance the financial literacy of our students and graduates, with the goal of helping students stay current in their loan payments. We have also engaged third-party consultants to assist those institutions who have historically had the highest cohort default rates.

### Gainful Employment and Other Recent and Proposed DOE Regulations

The DOE issued final regulations on October 29, 2010, with a general effective date of July 1, 2011, and which included, but were not limited to: revisions to the incentive compensation rule, the definition of high school diploma for the purpose of establishing institutional eligibility to participate in the Title IV programs and student eligibility to

receive Title IV aid, ability to benefit students, misrepresentation of information provided to students and prospective students, incentive compensation, state authorization as a component of institutional eligibility, agreements between institutions of higher education, verification of information included on student aid applications, satisfactory academic progress, monitoring grade point averages, retaking coursework, return of Title IV funds with respect to term based programs with modules or compressed courses and with respect to taking attendance, and the timeliness and method of disbursements of Title IV funds. The topics covered in these regulations also included a new federal definition of a “credit hour” for federal student aid purposes. The new definition has resulted in changes to the number of credit hours awarded for certain of our educational programs and in changes to the amount of federal student aid available to students enrolled in such programs. The implementation of all of the October 2010 final regulations required us to change certain of our practices to comply with these requirements. The changes to our practices, or our inability to comply with the final regulations on or after their effective date, have had and may continue to have a material adverse effect on our business and results of operations.



## Index

On October 31, 2014, the DOE published a final gainful employment regulation that will apply to all educational programs that are subject to the DOE requirement of preparing students for gainful employment in a recognized occupation. Such educational programs include all of the Title IV-eligible educational programs at each of our institutions.

The final regulation requires each educational program to achieve threshold rates in two debt measure categories related to an annual debt to annual earnings ratio and an annual debt to discretionary income ratio. The final regulation eliminates the debt measure category related to program cohort default rates that was contained in the proposed regulation. The various formulas are calculated under complex methodologies and definitions outlined in the final regulation and, in some cases, are based on data that may not be readily accessible to institutions. The final regulation outlines various scenarios under which programs could lose Title IV eligibility for failure to achieve threshold rates in one or more measures over certain periods of time ranging from two to four years. The final regulation also requires an institution to provide warnings to current and prospective students in programs which may lose Title IV eligibility at the end of an award or fiscal year. In addition, the final regulation, among other requirements, would impose extensive reporting and disclosure obligations on institutions offering gainful employment programs. The final regulation has a general effective date of July 1, 2015.

The DOE also published final regulations on October 23, 2014, with an effective date of July 1, 2015, regarding the definition of "adverse credit" for borrowers of certain loans. The DOE also published final regulations on October 20, 2014, with an effective date of July 1, 2015, addressing topics related to, among other things, the scope of campus crime statistics that Title IV participating institutions are required to distribute to current and prospective students and employees.

We are in the process of evaluating the effect of the final gainful employment regulation and the other new regulations on us. The implementation of the final gainful employment regulation and any other new regulations by DOE could have a material adverse effect on the rate at which students enroll in our programs and on our business and results of operations.

## ATB Students

ATB students are non-GED and non-high school graduates who are allowed to enroll in post-secondary institutions by passing a DOE approved exam. ATB students are traditionally a higher risk population who complete their programs at a lower rate and default on their student loans at a higher rate than non-ATB students. On December 23, 2011, President Obama signed into law the Appropriations Act. This law eliminates the ability of ATB students who first enroll after July 1, 2012 to participate in federal student financial aid programs. As a result, we stopped enrolling ATB students as of July 1, 2012. This reduction in ATB students has negatively impacted our total enrollment and our revenue.

## Outlook

We have experienced significant deterioration in student enrollments over the last several years. This can be attributed to changes to admissions advisor compensation policies, coupled with the current economic slowdown. In addition, to the 90/10 Rule, cohort default rates, the elimination of ATB, gainful employment and other recent and proposed DOE regulations, mentioned above, have all led to the deterioration in student starts. We began to see stabilization in our student starts from our continuing operations and experienced positive student starts in both the first and second quarters of the year. In particular our automotive and skill trade programs appear to have stabilized while our other programs continue to experience challenges. Some of this can be attributable to parents' hesitation to take on debt, parental loan denials, as well as large financing gaps that exist in certain programs. We continue to explore ways to help these students achieve their goals, including reducing tuition of certain programs or providing need based scholarships.

While our student starts leveled off in the first half of the year, we continue to be challenged by the current economic environment as well as the continued hesitation of our student and their parents to incur debt. In addition, recent events in our industry, including the closing and potential sale of one of our competitors has compounded the negative publicity in our industry and has caused a major disruption to our business. We now expect that these events, coupled with the continued economic challenges, will delay the recovery in starts we expected in 2014. We expect that this trend will improve as the economy improves but cannot predict when this will occur.

27

---

## Index

The continued deterioration in our student population produced negative operating margins in 2013 and the first half of 2014. While we experienced negative margins we anticipate that we will be able to meet our short-term cash needs, as well as our need to fund operations and meet our obligations during the next twelve months with cash generated by operations, existing cash balances, borrowings under our Credit Facility and leveraging our owned real property.

### Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to certain market risks as part of our on-going business operations. We have a Credit Agreement with a syndicate of banks. Our obligations under the Credit Agreement are secured by a lien on substantially all of our assets and our subsidiaries and any assets that we or our subsidiaries may acquire in the future, including a pledge of substantially all of our subsidiaries' common stock. Outstanding borrowings bear interest at the rate of 4.2% to 7.3% (as calculated in the credit agreement) as of September 30, 2014. As of September 30, 2014, we had \$7.5 million outstanding under our credit agreement.

Our interest rate risk is associated with miscellaneous capital equipment leases, which is not significant.

Based on our outstanding debt balance as of September 30, 2014, a change of one percent in the interest rate would have caused a change in our interest expense of approximately \$0.1 million, or less than \$0.01 per basic share, on an annual basis. Changes in interest rates could have an impact however on our operations, which are greatly dependent on students' ability to obtain financing. Any increase in interest rates could greatly impact our ability to attract students and have an adverse impact on the results of our operations. The remainder of our interest rate risk is associated with miscellaneous capital equipment leases, which is not significant.

### Item 4. CONTROLS AND PROCEDURES

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

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

## PART II. OTHER INFORMATION

### Item 1. LEGAL PROCEEDINGS

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

On November 21, 2012, we received a Civil Investigation Demand from the Attorney General of the Commonwealth of Massachusetts relating to their investigation of whether we and certain of our academic institutions have complied

with certain Massachusetts state consumer protection and finance laws. On July 29, 2013 and January 17, 2014, we received follow-up Civil Investigative Demands. Pursuant to the Civil Investigative Demands, the Attorney General has requested from us and certain of our academic institutions documents and detailed information from the time period January 1, 2008 to the present. The Company has responded to this request and intends to continue cooperating with the Attorney General's Office.

Index

Item 6. EXHIBITS

EXHIBIT INDEX

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

Exhibit

Number Description

- 3.1 Amended and Restated Certificate of Incorporation of the Company <sup>(1)</sup>.
- 3.2 Amended and Restated By-laws of the Company <sup>(2)</sup>.
- 4.1 Management Stockholders Agreement, dated as of January 1, 2002, by and among Lincoln Technical Institute, Inc., Back to School Acquisition, L.L.C. and the Stockholders and other holders of options under the Management Stock Option Plan listed therein <sup>(1)</sup>.
- 4.2 Assumption Agreement and First Amendment to Management Stockholders Agreement, dated as of December 20, 2007, by and among Lincoln Educational Services Corporation, Lincoln Technical Institute, Inc., Back to School Acquisition, L.L.C. and the Management Investors parties therein <sup>(3)</sup>.
- 4.3 Registration Rights Agreement, dated as of June 27, 2005, between the Company and Back to School Acquisition, L.L.C. <sup>(2)</sup>.
- 4.4 Specimen Stock Certificate evidencing shares of common stock <sup>(1)</sup>.
- 10.1 Credit Agreement, dated as of April 5, 2012, among the Company, the Guarantors from time to time parties thereto, the Lenders from time to time parties thereto and Bank of America, N.A., as Administrative Agent <sup>(5)</sup>.
- 10.2 First Amendment to the Credit Agreement, dated as of June 18, 2013, among the Company, the Guarantors from time to time parties thereto, the Lenders from time to time parties thereto and Bank of America, N.A., as Administrative Agent <sup>(11)</sup>.
- 10.3 Second Amendment to the Credit Agreement, dated as of December 20, 2013, among the Company, the Guarantors from time to time parties thereto, the Lenders from time to time parties thereto and Bank of America, N.A., as Administrative Agent <sup>(12)</sup>.
- 10.4 Employment Agreement, dated as of January 8, 2013, between the Company and Scott M. Shaw <sup>(8)</sup>.
- 10.5 Employment Agreement, dated as of January 8, 2013, between the Company and Cesar Ribeiro <sup>(8)</sup>.
- 10.6 Employment Agreement, dated as of January 8, 2013, between the Company and Shaun E. McAlmont <sup>(8)</sup>.
- 10.7 Employment Agreement, dated as of January 8, 2013, between the Company and Piper P. Jameson <sup>(8)</sup>.
- 10.8 Employment Agreement, dated as of June 2, 2014, between the Company and Kenneth M. Swisstack <sup>(14)</sup>.
- 10.9 Lincoln Educational Services Corporation Amended and Restated 2005 Long-Term Incentive Plan <sup>(7)</sup>.
- 10.10 Lincoln Educational Services Corporation 2005 Non-Employee Directors Restricted Stock Plan <sup>(13)</sup>.

- 10.11 Lincoln Educational Services Corporation 2005 Deferred Compensation Plan <sup>(1)</sup>.
- 10.12 Lincoln Technical Institute Management Stock Option Plan, effective January 1, 2002 <sup>(1)</sup>.
- 10.13 Form of Stock Option Agreement, dated January 1, 2002, between Lincoln Technical Institute, Inc. and certain participants <sup>(1)</sup>.
- 10.14 Form of Stock Option Agreement under our 2005 Long-Term Incentive Plan <sup>(4)</sup>.
- 10.15 Form of Restricted Stock Agreement under our 2005 Long-Term Incentive Plan <sup>(10)</sup>.
- 10.16 Form of Performance-Based Restricted Stock Award Agreement under our Amended & Restated 2005 Long-Term Incentive Plan <sup>(9)</sup>.

29

---

Index

10.17 Management Stock Subscription Agreement, dated January 1, 2002, among Lincoln Technical Institute, Inc. and certain management investors <sup>(1)</sup>.

10.18 Stock Repurchase Agreement, dated as of December 15, 2009, among Lincoln Educational Services Corporation and Back to School Acquisition, L.L.C <sup>(6)</sup>.

31.1 \*Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

31.2 \*Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

32 \* Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

101\*\* The following financial statements from Lincoln Educational Services Corporation's Quarterly Report on Form 10-Q for the quarter ended September 30, 2014, filed on November 7, 2014, formatted in XBRL: (i) Condensed Consolidated Statements of Operations, (ii) Condensed Consolidated Balance Sheets, (iii) Condensed Consolidated Statements of Cash Flows, (iv) Condensed Consolidated Statement of Changes in Stockholders' Equity, and (v) the Notes to Condensed Consolidated Financial Statements, tagged as blocks of text and in detail.

---

(1) Incorporated by reference to the Company's Registration Statement on Form S-1 (Registration No. 333-123644).

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

(3) Incorporated by reference to the Company's Registration Statement on Form S-3 (Registration No. 333-148406).

(4) Incorporated by reference to the Company's Annual Report on Form 10-K for the year ended December 31, 2007.

(5) Incorporated by reference to the Company's Form 8-K filed April 11, 2012.

(6) Incorporated by reference to the Company's Form 8-K filed December 21, 2009.

(7) Incorporated by reference to the Company's Form 8-K filed May 6, 2013.

(8) Incorporated by reference to the Company's Form 8-K filed January 10, 2013.

(9) Incorporated by reference to the Company's Form 8-K filed May 5, 2011.

(10) Incorporated by reference to the Company's Annual Report on Form 10-K for the year ended December 31, 2012.

(11) Incorporated by reference to the Company's Form 8-K filed June 20, 2013.

(12) Incorporated by reference to the Company's Form 8-K filed December 27, 2013.

(13) Registration Statement on Form S-8 (Registration No. 333-188240).

(14) Incorporated by reference to the Company's Quarterly Report on Form 10-Q filed August 8, 2014..

\*Filed herewith.

\*\* As provided in Rule 406T of Regulation S-T, this information is furnished and not filed for purposes of Sections 11 and 12 of the Securities Act of 1933 and Section 18 of the Securities Exchange Act of 1934.

30

---



Index

SIGNATURES

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

LINCOLN EDUCATIONAL  
SERVICES CORPORATION

Date: November 7, 2014 By: /s/ Brian Meyers

Brian Meyers  
Acting Principal Financial Officer  
(Duly Authorized Officer, Acting  
Principal Accounting and Acting  
Principal Financial Officer)