

ITT EDUCATIONAL SERVICES INC  
Form 10-Q  
October 21, 2011  
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**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, 2011**

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 **1-13144**

**ITT EDUCATIONAL SERVICES, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)  
**13000 North Meridian Street**

**36-2061311**  
(I.R.S. Employer Identification No.)

**Carmel, Indiana**  
(Address of principal executive offices)

**46032-1404**  
(Zip Code)

Registrant's telephone number, including area code: **(317) 706-9200**

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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 (§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. (Check one):

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

**26,663,022**

Number of shares of Common Stock, \$.01 par value, outstanding at September 30, 2011

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

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**ITT EDUCATIONAL SERVICES, INC.**

Carmel, Indiana

Quarterly Report to Securities and Exchange Commission

September 30, 2011

**PART I**

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Condensed Consolidated Statements of Cash Flows (unaudited) for the three and nine months ended September 30, 2011 and 2010

Condensed Consolidated Statements of Shareholders' Equity for the nine months ended September 30, 2011 and 2010 (unaudited) and the year ended December 31, 2010

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**Table of Contents****ITT EDUCATIONAL SERVICES, INC.****CONDENSED CONSOLIDATED BALANCE SHEETS**

(Dollars in thousands, except per share data)

	September 30, 2011 (unaudited)	As of December 31, 2010	September 30, 2010 (unaudited)
<b>Assets</b>			
Current assets:			
Cash and cash equivalents	\$172,577	\$163,779	\$119,956
Short-term investments	146,799	149,160	142,483
Restricted cash	413	255	108
Accounts receivable, net	56,140	68,937	85,246
Deferred income taxes	6,760	9,079	17,488
Prepaid expenses and other current assets	19,565	22,887	17,494
<b>Total current assets</b>	<b>402,254</b>	<b>414,097</b>	<b>382,775</b>
Property and equipment, net	201,010	198,213	197,383
Deferred income taxes	37,068	21,814	18,189
Other assets	46,422	40,656	29,383
<b>Total assets</b>	<b>\$686,754</b>	<b>\$674,780</b>	<b>\$627,730</b>
<b>Liabilities and Shareholders Equity</b>			
Current liabilities:			
Accounts payable	\$88,825	\$67,920	\$79,620
Accrued compensation and benefits	16,772	28,428	19,545
Other current liabilities	12,809	15,441	12,051
Deferred revenue	226,046	244,362	195,168
<b>Total current liabilities</b>	<b>344,452</b>	<b>356,151</b>	<b>306,384</b>
Long-term debt	150,000	150,000	150,000
Other liabilities	63,840	40,559	29,004
<b>Total liabilities</b>	<b>558,292</b>	<b>546,710</b>	<b>485,388</b>
Shareholders equity:			
Preferred stock, \$.01 par value, 5,000,000 shares authorized, none issued	0	0	0
Common stock, \$.01 par value, 300,000,000 shares authorized, 37,068,904, 37,068,904 and 54,068,904 issued	371	371	541
Capital surplus	186,009	173,935	170,699
Retained earnings	751,705	524,678	1,270,248
Accumulated other comprehensive (loss)	(4,498)	(4,509)	(9,147)

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Treasury stock, 10,405,882, 7,075,563 and 22,151,915 shares, at cost	(805,125)	(566,405)	(1,289,999)
Total shareholders' equity	128,462	128,070	142,342
Total liabilities and shareholders' equity	\$686,754	\$674,780	\$627,730

The accompanying notes are an integral part of these condensed consolidated financial statements.

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**Table of Contents****ITT EDUCATIONAL SERVICES, INC.****CONDENSED CONSOLIDATED STATEMENTS OF INCOME**

(Amounts in thousands, except per share data)

(unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	2010	2011	2010
<b>Revenue</b>	\$360,638	\$400,597	\$1,131,686	\$1,186,403
<b>Costs and expenses:</b>				
Cost of educational services	141,262	134,478	421,460	402,623
Student services and administrative expenses	109,512	114,706	329,721	332,620
<b>Total costs and expenses</b>	<b>250,774</b>	<b>249,184</b>	<b>751,181</b>	<b>735,243</b>
<b>Operating income</b>	<b>109,864</b>	<b>151,413</b>	<b>380,505</b>	<b>451,160</b>
Interest income	716	634	2,341	1,876
Interest (expense)	(378)	(490)	(1,442)	(1,424)
Income before provision for income taxes	110,202	151,557	381,404	451,612
Provision for income taxes	42,884	58,380	149,700	174,944
<b>Net income</b>	<b>\$67,318</b>	<b>\$93,177</b>	<b>\$231,704</b>	<b>\$276,668</b>
<b>Earnings per share:</b>				
Basic	\$2.51	\$2.84	\$8.34	\$8.15
Diluted	\$2.48	\$2.82	\$8.27	\$8.06
<b>Weighted average shares outstanding:</b>				
Basic	26,839	32,777	27,791	33,954
Diluted	27,098	33,011	28,035	34,336

The accompanying notes are an integral part of these condensed consolidated financial statements.



**Table of Contents****ITT EDUCATIONAL SERVICES, INC.****CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**

(Dollars in thousands)

(unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	2010	2011	2010
<b>Cash flows from operating activities:</b>				
Net income	\$67,318	\$93,177	\$231,704	\$276,668
Adjustments to reconcile net income to net cash flows from operating activities:				
Depreciation and amortization	6,486	6,205	20,368	19,687
Provision for doubtful accounts	13,864	22,151	44,018	67,950
Deferred income taxes	(5,831)	(6,568)	(13,008)	(16,031)
Excess tax benefit from stock option exercises	(167)	(1,313)	(1,145)	(3,253)
Stock-based compensation expense	4,166	3,708	12,838	12,707
Other	(820)	268	(3,237)	758
Changes in operating assets and liabilities:				
Restricted cash	(26)	(38)	(158)	1,783
Accounts receivable	(22,963)	(9,007)	(31,221)	(67,770)
Accounts payable	22,817	3,504	20,905	18,345
Other operating assets and liabilities	5,035	6,756	29,071	29,096
Deferred revenue	(40,801)	(1,939)	(18,316)	23,235
Net cash flows from operating activities	49,078	116,904	291,819	363,175
<b>Cash flows from investing activities:</b>				
Facility expenditures and land purchases	(1,454)	(1,775)	(3,129)	(4,368)
Capital expenditures, net	(7,827)	(8,090)	(20,013)	(20,629)
Proceeds from sales and maturities of investments and repayment of notes	52,317	81,517	312,709	281,343
Purchase of investments and note advances	(48,613)	(100,741)	(330,306)	(323,515)
Net cash flows from investing activities	(5,577)	(29,089)	(40,739)	(67,169)
<b>Cash flows from financing activities:</b>				
Excess tax benefit from stock option exercises	167	1,313	1,145	3,253
Proceeds from exercise of stock options	303	5,210	5,286	7,830
Repurchase of common stock and shares tendered for taxes	(29,629)	(114,906)	(248,713)	(315,921)
Net cash flows from financing activities	(29,159)	(108,383)	(242,282)	(304,838)
Net change in cash and cash equivalents	14,342	(20,568)	8,798	(8,832)
Cash and cash equivalents at beginning of period	158,235	140,524	163,779	128,788
<b>Cash and cash equivalents at end of period</b>	<b>\$172,577</b>	<b>\$119,956</b>	<b>\$172,577</b>	<b>\$119,956</b>

The accompanying notes are an integral part of these condensed consolidated financial statements.



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## ITT EDUCATIONAL SERVICES, INC.

## CONDENSED CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY

(Dollars and shares in thousands)

					Accumulated		Common Stock in Treasury Shares	Common Stock in Treasury Amount	Total
	Common Stock Shares	Common Stock Amount	Capital Surplus	Retained Earnings	Comprehensive Income/(Loss)	Other			
<b>Balance as of December 31, 2009</b>	54,069	\$541	\$154,495	\$1,006,903	(\$10,093)		(18,623)	(\$995,261)	\$156,585
For the nine months ended September 30, 2010 (unaudited):									
Net income				276,668					276,668
Other comprehensive income:									
Prior service costs, net of \$8 of income tax					13				13
Net actuarial pension loss, net of \$561 of income tax					877				877
Unrealized gain					56				56
Comprehensive income									277,614
Exercise of stock options and equity awards				(13,324)			208	21,154	7,830
Tax benefit from exercise of stock options and equity award vesting			3,497						3,497
Stock-based compensation			12,707						12,707
Common shares repurchased							(3,728)	(314,950)	(314,950)
Issuance of shares for Directors compensation				1			1	29	30
Shares tendered for taxes							(10)	(971)	(971)
<b>Balance as of September 30, 2010</b>	54,069	541	170,699	1,270,248	(9,147)		(22,152)	(1,289,999)	142,342
For the three months ended December 31, 2010 (unaudited):									
Net income				97,498					97,498
Other comprehensive income:									
Prior service costs, net of \$4,050 of income tax					6,327				6,327
Net actuarial pension loss, net of \$1,112 of income tax					(1,737)				(1,737)
Unrealized gain					48				48
Comprehensive income									102,136
Exercise of stock options and equity awards				(307)			6	370	63
Tax benefit from exercise of stock options and equity award vesting			130						130
Stock-based compensation			3,106						3,106
Common shares repurchased							(1,930)	(119,706)	(119,706)

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Shares tendered for taxes						0	(1)	(1)
Common shares retired	(17,000)	(170)		(842,761)		17,000	842,931	0
<b>Balance as of December 31, 2010</b>	<b>37,069</b>	<b>371</b>	<b>173,935</b>	<b>524,678</b>	<b>(4,509)</b>	<b>(7,076)</b>	<b>(566,405)</b>	<b>128,070</b>
For the nine months ended								
September 30, 2011 (unaudited):								
Net income				231,704				231,704
Other comprehensive income:								
Prior service costs, net of \$455 of income tax					(711)			(711)
Net actuarial pension loss, net of \$528 of income tax					824			824
Unrealized (loss)					(102)			(102)
Comprehensive income								231,715
Exercise of stock options and equity awards								
				(4,678)		148	9,964	5,286
Tax benefit from exercise of stock options and equity award vesting			1,169					1,169
Stock-based compensation			10,905					10,905
Common shares repurchased						(3,470)	(248,099)	(248,099)
Issuance of shares for Directors compensation				1		1	29	30
Shares tendered for taxes						(9)	(614)	(614)
<b>Balance as of September 30, 2011</b>	<b>37,069</b>	<b>\$371</b>	<b>\$186,009</b>	<b>\$751,705</b>	<b>(\$4,498)</b>	<b>(10,406)</b>	<b>(\$805,125)</b>	<b>\$128,462</b>

The accompanying notes are an integral part of these condensed consolidated financial statements.

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**ITT EDUCATIONAL SERVICES, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**September 30, 2011**

**(Dollars in thousands, except per share data and unless otherwise stated)**

**1. The Company and Basis of Presentation**

We are a leading provider of technology-oriented postsecondary education in the United States based on revenue and student enrollment. As of September 30, 2011, we were offering master, bachelor and associate degree programs to approximately 79,000 students at ITT Technical Institute and Daniel Webster College locations. As of September 30, 2011, we had 140 college locations (including 136 campuses and four learning sites) in 39 states. All of our college locations are authorized by the applicable education authorities of the states in which they operate and are accredited by an accrediting commission recognized by the U.S. Department of Education ( ED ). We have provided career-oriented education programs since 1969 under the ITT Technical Institute name and since June 2009 under the Daniel Webster College name. Our corporate headquarters are located in Carmel, Indiana.

The accompanying unaudited condensed consolidated financial statements include our wholly-owned subsidiaries accounts and have been prepared in accordance with generally accepted accounting principles in the United States of America for interim periods and pursuant to the rules and regulations of the U.S. Securities and Exchange Commission ( SEC ). Certain information and footnote disclosures, including significant accounting policies, normally included in a complete presentation of financial statements prepared in accordance with those principles, rules and regulations have been omitted. The Condensed Consolidated Balance Sheet as of December 31, 2010 was derived from audited financial statements but, as presented in this report, may not include all disclosures required by accounting principles generally accepted in the United States. Arrangements where we may have a variable interest in another party are evaluated in accordance with the provisions of Financial Accounting Standards Board ( FASB ) Accounting Standards Codification ( ASC or Codification ) 810, Consolidation ( ASC 810 ), to determine whether we would be required to include the financial results of the other party in our consolidated financial statements. Based on our most recent evaluation, we were not required to include the financial results of any variable interest entity in our condensed consolidated financial statements. See Note 8 Variable Interests, for additional discussion of our variable interests.

In the opinion of our management, the financial statements contain all adjustments necessary to fairly state our financial condition and results of operations. The interim financial information should be read in conjunction with the audited consolidated financial statements and notes thereto contained in our Annual Report on Form 10-K as filed with the SEC for the year ended December 31, 2010.

**2. New Accounting Guidance**

In September 2011, the FASB issued Accounting Standards Update ( ASU ) No. 2011-08, which is included in the Codification under ASC 350, Intangibles Goodwill and Other ( ASC 350 ). This update allows an entity to assess qualitative factors to determine whether it is necessary to perform the two-step quantitative goodwill impairment test. This guidance will be effective for our interim and annual reporting periods beginning January 1, 2012. The adoption of this guidance will not have a material impact on our condensed consolidated financial statements.

In June 2011, the FASB issued ASU No. 2011-05, which is included in the Codification under ASC 220, Comprehensive Income. This update requires total comprehensive income, the components of net income and the components of other comprehensive income to be presented either in a single continuous statement or in two separate but consecutive statements. This guidance will be effective for our interim and annual reporting periods beginning January 1, 2012. Currently, we present total comprehensive income and the components of other comprehensive income in the statement of shareholders equity. The adoption of this guidance will require us to present comprehensive income on a different statement.

In May 2011, the FASB issued ASU No. 2011-04, which is included in the Codification under ASC 820, Fair Value Measurement. This update provides guidance and clarification about the application of existing fair value measurements and disclosure requirements. This guidance will be effective for our interim and annual reporting periods beginning January 1, 2012. We have not yet determined the effect that the adoption of this guidance will have on our financial statements.

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In December 2010, the FASB issued ASU No. 2010-29, which is included in the Codification under ASC 805, Business Combinations. This update provides guidance on the disclosure of supplemental pro forma information for business combinations. This guidance became effective for our interim and annual reporting periods beginning January 1, 2011. The adoption of this guidance did not have a material impact on our condensed consolidated financial statements.

Also in December 2010, the FASB issued ASU No. 2010-28, which is included in the Codification under ASC 350. This update provides guidance on applying the goodwill impairment test for reporting units with zero or negative carrying amounts. This guidance became effective for our interim and annual reporting periods beginning January 1, 2011. The adoption of this guidance did not have a material impact on our condensed consolidated financial statements.

**Table of Contents****3. Fair Value**

Fair value for financial reporting is defined as the price that would be received upon the sale of an asset or paid upon the transfer of a liability in an orderly transaction between market participants at the measurement date. The fair value measurement of our financial assets utilized assumptions categorized as observable inputs under the accounting guidance. Observable inputs are assumptions based on independent market data sources.

The following table sets forth information regarding the fair value measurement of our financial assets as of September 30, 2011:

Description	As of September 30, 2011	Fair Value Measurements at Reporting Date Using		
		(Level 1) Quoted Prices in Active Markets for Identical Assets	(Level 2) Significant Other Observable Inputs	(Level 3) Significant Unobservable Inputs
Cash equivalents:				
Money market funds	\$167,993	\$167,993	\$0	\$0
Short-term investments:				
U.S. Treasury obligations	90,629	90,629	0	0
Government agency obligations	31,565	0	31,565	0
Corporate obligations	24,605	0	24,605	0
Other assets:				
Money market fund	7,307	7,307	0	0
	\$322,099	\$265,929	\$56,170	\$0

We used quoted prices in active markets for identical assets as of the measurement date to value our financial assets that were categorized as Level 1. For assets that were categorized as Level 2, we used:

- quoted prices for similar assets in active markets;
- quoted prices for identical or similar assets in markets that were not active or in which little public information had been released;
- inputs other than quoted prices that were observable for the assets; or
- inputs that were principally derived from or corroborated by observable market data by correlation or other means.

The carrying amounts for cash and cash equivalents, restricted cash, accounts receivable, accounts payable, other current liabilities and deferred revenue approximate fair value because of the immediate or short-term maturity of these financial instruments. Investments classified as available-for-sale are recorded at their market value.

The fair value of the notes receivable included in Other assets on our Condensed Consolidated Balance Sheet as of September 30, 2011 is estimated by discounting the future cash flows using current rates for similar arrangements. As of September 30, 2011, each of the carrying value and the estimated fair value of these financial instruments was approximately \$18,000.

The fair value of our long-term debt is estimated by discounting the future cash flows using current rates for similar loans with similar characteristics and remaining maturities. As of September 30, 2011, each of the carrying value and the estimated fair value of our long-term debt was approximately \$150,000.

**4. Equity Compensation**

The stock-based compensation expense and related income tax benefit recognized in our Condensed Consolidated Statements of Income in the periods indicated were as follows:

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	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	2010	2011	2010
Stock-based compensation expense	\$4,166	\$3,708	\$12,838	\$12,707
Income tax (benefit)	(\$1,604)	(\$1,428)	(\$4,943)	(\$4,893)

We did not capitalize any stock-based compensation cost in the three or nine months ended September 30, 2011 or 2010.

As of September 30, 2011, we estimated that pre-tax compensation expense for unvested stock-based compensation grants in the amount of approximately \$22,940 net of estimated forfeitures, will be recognized in future periods. This expense will be recognized over the remaining service period applicable to the grantees which, on a weighted-average basis, is approximately 1.9 years.



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The stock options granted, forfeited, exercised and expired in the period indicated were as follows:

	Nine Months Ended September 30, 2011				
	# of Shares	Weighted Average Exercise Price	Aggregate Exercise Price	Weighted Average Remaining Contractual Term	Aggregate Intrinsic Value <sup>(1)</sup>
Outstanding at beginning of period	1,724,791	\$77.95	\$134,447		
Granted	159,500	\$69.43	11,074		
Forfeited	0	\$0	0		
Exercised	(112,110)	\$47.15	(5,286)		
Expired	0	\$0	0		
Outstanding at end of period	1,772,181	\$79.13	\$140,235	3.8	\$7,941
Exercisable at end of period	1,326,000	\$72.38	\$95,970	3.1	\$7,941

- (1) The aggregate intrinsic value of the stock options was calculated by identifying those stock options that had a lower exercise price than the closing market price of our common stock on September 30, 2011 and multiplying the difference between the closing market price of our common stock and the exercise price of each of those stock options by the number of shares subject to those stock options that were outstanding or exercisable, as applicable.

The following table sets forth information regarding the stock options granted and exercised in the periods indicated:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	2010	2011	2010
Shares subject to stock options granted	0	0	159,500	305,000
Weighted average grant date fair value per share	\$0	\$0	\$28.90	\$43.59
Shares subject to stock options exercised	8,800	101,550	112,110	172,879
Intrinsic value of stock options exercised	\$469	\$3,410	\$3,039	\$8,582
Proceeds received from stock options exercised	\$303	\$5,210	\$5,286	\$7,830
Tax benefits realized from stock options exercised	\$180	\$1,313	\$1,169	\$3,255

The intrinsic value of a stock option is the difference between the fair market value of the stock and the option exercise price.

The fair value of each stock option grant was estimated on the date of grant using the following assumptions:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	2010	2011	2010
Risk-free interest rates	Not applicable	Not applicable	1.8%	2.2%
Expected lives (in years)	Not applicable	Not applicable	4.7	4.6
Volatility	Not applicable	Not applicable	48%	43%
Dividend yield	Not applicable	Not applicable	None	None

The following table sets forth the number of restricted stock units ( RSUs ) that were granted, forfeited and vested in the period indicated:

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	00000000	00000000	00000000	00000000
	<b>Nine Months Ended September 30, 2011</b>			
		<b>Weighted Average Grant Date Fair Value</b>		
	# of RSUs		Fair Value	
Unvested at beginning of period	128,803		\$99.22	
Granted	249,575		\$70.05	
Forfeited	(19,441)		\$83.93	
Vested	(36,321)		\$82.21	
Unvested at end of period	322,616		\$79.49	

In the nine months ended September 30, 2011, we awarded 50,363 RSUs that have a time-based restriction period that ends on the first anniversary of the date of grant. Each of these RSUs had a grant date fair value of \$69.43 and will be settled in cash. All other RSUs awarded in the nine months ended September 30, 2011 have a time-based restriction period that ends on the third anniversary of the date of grant and will be settled in shares of our common stock. The total fair market value of the RSUs that vested during the nine months ended September 30, 2011 was \$2,440.

**Table of Contents****5. Stock Repurchases**

As of September 30, 2011, 6,366,725 shares remained available for repurchase under the share repurchase program (the Repurchase Program ) authorized by our Board of Directors. The terms of the Repurchase Program provide that we may repurchase shares of our common stock, from time to time depending on market conditions and other considerations, in the open market or through privately negotiated transactions in accordance with Rule 10b-18 of the Securities Exchange Act of 1934, as amended (the Exchange Act ). Unless earlier terminated by our Board of Directors, the Repurchase Program will expire when we repurchase all shares authorized for repurchase thereunder.

The following table sets forth information regarding the shares of our common stock that we repurchased in the periods indicated:

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2011	2010	2011	2010
Number of shares	370,000	1,775,000	3,470,000	3,727,500
Total cost	\$29,579	\$114,891	\$248,099	\$314,950
Average cost per share	\$79.94	\$64.73	\$71.50	\$84.49

**6. Debt**

We are a party to a Second Amended and Restated Credit Agreement dated as of January 11, 2010, as amended (the Credit Agreement ), to borrow up to \$150,000 under two revolving credit facilities: one in the maximum principal amount of \$50,000; and the other in the maximum principal amount of \$100,000. The Credit Agreement was amended as of June 27, 2011 to:

- extend the maturity date;
- decrease the margin applicable to the interest rate that is based on the London Interbank Offered Rate ( LIBOR ) and adjusted for any reserve percentage obligations under the Federal Reserve System regulations; and
- decrease the facility fee.

We can borrow under each credit facility on either a secured or unsecured basis at our election, except if an event that would be a default under the Credit Agreement has occurred and is continuing, we may not elect to borrow on an unsecured basis. Both revolving credit facilities under the Credit Agreement mature on July 1, 2014.

Borrowings under the Credit Agreement bear interest, at our option, at the LIBOR plus an applicable margin or at an alternative base rate, as defined under the Credit Agreement. As of September 30, 2011, we pay a facility fee equal to 0.25% per annum on the daily amount of the commitment (whether used or unused) under the Credit Agreement. As of September 30, 2011, the borrowings under the Credit Agreement were \$150,000, all of which were secured and bore interest at a rate of 0.68% per annum. Approximately \$157,950 of our investments and cash equivalents served as collateral for the secured borrowings as of September 30, 2011.

The following table sets forth the interest expense (including the facility fee) that we recognized on our borrowings under the Credit Agreement and under the prior credit agreement that was replaced by the Credit Agreement in the periods indicated:

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2011	2010	2011	2010
	\$378	\$490	\$1,442	\$1,424

**Table of Contents****7. Investments**

Our available-for-sale investments were classified as short-term investments on our September 30, 2011, December 31, 2010 and September 30, 2010 Condensed Consolidated Balance Sheets. The following table sets forth the aggregate fair value, amortized cost basis and the net unrealized gains and losses included in accumulated other comprehensive income (loss) of our available-for-sale investments as of the dates indicated:

	September 30, 2011			As of: December 31, 2010			September 30, 2010		
	Aggregate Fair Value	Amortized Cost	Net Unrealized Gains (Losses)	Aggregate Fair Value	Amortized Cost	Net Unrealized Gains (Losses)	Aggregate Fair Value	Amortized Cost	Net Unrealized Gains (Losses)
Available-for-Sale Investments:									
Government obligations	\$90,629	\$90,611	\$18	\$110,560	\$110,550	\$10	\$90,374	\$90,348	\$26
Government agency obligations	31,565	31,565	0	24,394	24,399	(5)	36,165	36,153	12
Corporate obligations	24,605	24,645	(40)	8,903	8,908	(5)	10,683	10,688	(5)
	\$146,799	\$146,821	(\$22)	\$143,857	\$143,857	\$0	\$ 137,222	\$ 137,189	\$ 33

We also held a certificate of deposit with a total principal value of \$5,303 as of December 31, 2010 and \$5,261 as of September 30, 2010. We did not hold a certificate of deposit as of September 30, 2011. This investment was included in Short-term investments on our Condensed Consolidated Balance Sheets as of the applicable dates. We had \$146,799 of debt securities classified as available-for-sale as of September 30, 2011, and all of those debt securities had contractual maturities within one year.

The following table sets forth the unrealized gains and losses on available-for-sale investments that were included in other comprehensive income (loss) in the periods indicated:

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2011	2010	2011	2010
Unrealized gains	\$0	\$0	\$0	\$56
Unrealized losses	(\$15)	(\$14)	(\$102)	\$0

The following table sets forth the components of investment income included in Interest income in our Condensed Consolidated Statements of Income in the periods indicated:

	0000	0000	0000	0000	0000	0000
	Three Months		Nine Months		Ended	
	Ended	September 30,	Ended	September 30,	September 30,	September 30,
	2011	2010	2011	2010	2011	2010
Interest income on investments	\$91	\$188	\$362	\$551		
Realized net gains on the sale of investments	23	51	219	150		
	\$114	\$239	\$581	\$701		

**8. Variable Interests**

On January 20, 2010, we entered into agreements with unrelated third parties to establish the PEAKS Private Student Loan Program ( PEAKS Program ), which is a private education loan program for our students. Under the PEAKS Program, an unaffiliated lender originated private education loans to our eligible students and, subsequently, sells those loans to an unaffiliated trust that purchases, owns and collects private education loans ( PEAKS Trust ). The PEAKS Trust issued senior debt in the aggregate principal amount of \$300,000 ( PEAKS Senior Debt ) to investors. The lender disburses the proceeds of the private education loans to us for application to the students' account balances with us that represent their unpaid education costs. We transfer a portion of the amount of each private education loan disbursed to us under the PEAKS Program to the PEAKS Trust in exchange for a subordinated note issued by the PEAKS Trust ( Subordinated Note ). No new private education loans were or will be originated under the PEAKS Program after July 2011, but immaterial amounts related to loans originated prior to that date will be disbursed and purchased through approximately 2012.

The Subordinated Note is non-interest bearing and has been recorded net of an unamortized discount based on an imputed interest rate of 9.0% in Other assets on our Condensed Consolidated Balance Sheet. The discount will be amortized over the term of the Subordinated Note, which is expected to be approximately 15 years. The face value of the Subordinated Note as of September 30, 2011 was approximately \$83,000.

The PEAKS Trust utilizes the proceeds from the issuance of the PEAKS Senior Debt and the Subordinated Note to purchase the private education loans made by the lender to our students. The assets of the PEAKS Trust (which include, among other assets, the private education loans owned by the PEAKS Trust) serve as collateral for, and are intended to be the principal source of, the repayment of the PEAKS Senior Debt and the Subordinated Note. We guarantee payment of the principal, interest and certain call premiums owed on the PEAKS Senior Debt, and the administrative fees and expenses of the PEAKS Trust ( PEAKS Guarantee ). See Note 11 Contingencies, for further discussion of the PEAKS Guarantee.

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We did not explicitly or implicitly provide any financial or other support to the PEAKS Trust during the three or nine months ended September 30, 2011 or 2010 that we were not contractually required to provide, and we do not intend to provide any such support to the PEAKS Trust in the foreseeable future, other than what we are contractually required to provide.

The PEAKS Trust is a variable interest entity as defined under ASC 810. We held variable interests in the PEAKS Trust as of September 30, 2011 as a result of the Subordinated Note and PEAKS Guarantee. To determine whether we were the primary beneficiary of the PEAKS Trust, we:

- assessed the risks that the PEAKS Trust was designed to create and pass through to its variable interest holders;
- identified the variable interests in the PEAKS Trust;
- identified the other variable interest holders and their involvement in the activities of the PEAKS Trust;
- identified the activities that most significantly impact the PEAKS Trust's economic performance;
- determined whether we have the power to direct those activities; and
- determined whether we have the right to receive the benefits from, or the obligation to absorb the losses of, the PEAKS Trust that could potentially be significant to the PEAKS Trust.

We determined that the activities of the PEAKS Trust that most significantly impact the economic performance of the PEAKS Trust involve:

- establishing the underwriting criteria of, and the interest rates and fees charged on, the private education loans acquired by the PEAKS Trust; and

- the servicing (which includes the collection) of the private education loans owned by the PEAKS Trust.

To make that determination, we analyzed various possible scenarios of student loan portfolio performance to evaluate the potential economic impact on the PEAKS Trust. In our analysis, we made what we believe are conservative assumptions based on historical data for the following key variables:

- the composition of the credit profiles of the borrowers;
- the interest rates and fees charged on the loans;
- the default rates and the timing of defaults associated with similar types of loans; and
- the prepayment and the speed of repayment associated with similar types of loans.

Based on our analysis, we concluded that we are not the primary beneficiary of the PEAKS Trust, because we do not have the power to direct the activities that most significantly impact the economic performance of the PEAKS Trust. As a result, we are not required under ASC 810 to include the financial results of the PEAKS Trust in our condensed consolidated financial statements for the three or nine months ended September 30, 2011. Our conclusion that we are not the primary beneficiary of the PEAKS Trust did not change from the prior reporting period. Therefore, there was no effect on our condensed consolidated financial statements.

On February 20, 2009, we entered into agreements with an unaffiliated entity (the 2009 Entity) to create a program that makes private education loans available to our students to help pay the students' cost of education that student financial aid from federal, state and other sources do not cover (the 2009 Loan Program). Under the 2009 Loan Program, an unaffiliated lender makes private education loans to our eligible students and, subsequently, sells those loans to the 2009 Entity. The 2009 Entity purchases the private education loans from the lender utilizing funds received from its owners in exchange for participation interests in the private education loans acquired by the 2009 Entity. The lender disburses the proceeds of the private education loans to us for application to the students' account balances with us that represent their unpaid education costs.

In connection with the 2009 Loan Program, we entered into a risk sharing agreement (the 2009 RSA) with the 2009 Entity under which we have guaranteed the repayment of any private education loans that are charged off above a certain percentage of the private education loans made under the 2009 Loan Program, based on the annual dollar volume. See Note 11 - Contingencies, for further discussion of the 2009 RSA.

In addition, we have made advances to the 2009 Entity under a revolving promissory note (the Revolving Note). We provided advances to the 2009 Entity under the Revolving Note that we were not contractually required to provide, as set forth in the following table:

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<b>Three Months Ended</b>		<b>Nine Months Ended</b>	
<b>September 30,</b>		<b>September 30,</b>	
<b>2011</b>	<b>2010</b>	<b>2011</b>	<b>2010</b>
\$350	\$215	\$550	\$2,934

Substantially all of the assets of the 2009 Entity serve as collateral for the Revolving Note. The Revolving Note bears interest, is subject to customary terms and conditions and may be repaid at any time without penalty prior to its 2026 maturity date.

The advances under the Revolving Note were used by the 2009 Entity primarily to purchase additional private education loans under the 2009 Loan Program that otherwise may not have been originated. We have no immediate plans to significantly increase the amount of advances that we make to the 2009 Entity under the Revolving Note, but we may decide to do so in the foreseeable future.

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The 2009 Entity is a variable interest entity as defined under ASC 810. We held variable interests in the 2009 Entity as of September 30, 2011 as a result of the Revolving Note and 2009 RSA. To determine whether we were the primary beneficiary of the 2009 Entity, we:

- assessed the risks that the 2009 Entity was designed to create and pass through to its variable interest holders;
- identified the variable interests in the 2009 Entity;
- identified the other variable interest holders and their involvement in the activities of the 2009 Entity;
- identified the activities that most significantly impact the 2009 Entity's economic performance;
- determined whether we have the power to direct those activities; and
- determined whether we have the right to receive the benefits from, or the obligation to absorb the losses of, the 2009 Entity that could potentially be significant to the 2009 Entity.

To identify the activities of the 2009 Entity that most significantly impact the economic performance of the 2009 Entity, we analyzed various possible scenarios of private education loan portfolio performance. In our analysis, we made what we believe are conservative assumptions based on historical data for the following key variables:

- the composition of the credit profiles of the borrowers;
- the interest rates and fees charged on the loans;
- the default rates and the timing of defaults associated with similar types of loans; and
- the prepayment and the speed of repayment associated with similar types of loans.

We determined that the activities of the 2009 Entity that most significantly impact its economic performance involve:

- establishing the underwriting criteria of, and the interest rates and fees charged on, the private education loans acquired by the 2009 Entity; and
- the servicing (which includes the collection) of the private education loans owned by the 2009 Entity.

Based on our analysis, we concluded that we are not the primary beneficiary of the 2009 Entity, because we do not direct those activities. As a result, we are not required under ASC 810 to include the financial results of the 2009 Entity in our condensed consolidated financial statements for the three or nine months ended September 30, 2011. Our conclusion that we are not the primary beneficiary of the 2009 Entity did not change from the prior reporting period. Therefore, there was no effect on our condensed consolidated financial statements.

The carrying value of the Subordinated Note and the Revolving Note as of September 30, 2011 was approximately \$18,000 and is included in Other assets on our Condensed Consolidated Balance Sheet.

**9. Earnings Per Common Share**

Earnings per common share for all periods have been calculated in conformity with ASC 260, Earnings Per Share. This data is based on historical net income and the weighted average number of shares of our common stock outstanding during each period as set forth in the following table:

	<b>Three Months Ended September 30, 2011</b>		<b>Nine Months Ended September 30, 2011</b>	
	<b>2010</b>	<b>2010</b>	<b>2011</b>	<b>2010</b>
	<b>(In thousands)</b>			
Shares:				
Weighted average number of shares of common stock outstanding	26,839	32,777	27,791	33,954
Shares assumed issued (less shares assumed purchased for treasury) for stock-based compensation	259	234	244	382



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Outstanding shares for diluted earnings per share calculation	27,098	33,011	28,035	34,336
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A total of 1,108,014 shares at September 30, 2011 and 1,000,832 shares at September 30, 2010 were excluded from the calculation of our diluted earnings per common share because the effect was anti-dilutive.

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**Table of Contents****10. Employee Pension Benefits**

The following table sets forth the components of net periodic pension benefit of the ESI Pension Plan and ESI Excess Pension Plan for the periods indicated:

	Three Months		Nine Months	
	Ended September 30, 2011	2010	Ended September 30, 2011	2010
Interest cost	\$608	\$ 846	\$1,804	\$2,286
Expected return on assets	(1,273)	(1,081)	(3,567)	(3,301)
Recognized net actuarial loss	400	684	1,352	1,438
Amortization of prior service (credit) cost	(474)	7	(1,166)	21
Net periodic pension (benefit)	(\$739)	\$ 456	(\$1,577)	\$ 444

The benefit accruals under the ESI Pension Plan and ESI Excess Pension Plan were frozen effective March 31, 2006. As a result, no service cost has been included in the net periodic pension benefit.

The rates at which interest is credited under the ESI Pension Plan and ESI Excess Pension Plan were changed effective January 1, 2011. This was the primary cause of the lower interest cost in the three and nine months ended September 30, 2011 compared to the three and nine months ended September 30, 2010. This change also resulted in the recognition of a prior service credit, which is being amortized and is included in the net periodic pension benefit in the three and nine months ended September 30, 2011.

We made no contributions to the ESI Pension Plan or the ESI Excess Pension Plan in the three or nine months ended September 30, 2011 and 2010. We do not expect to make any contributions to the ESI Pension Plan or the ESI Excess Pension Plan in 2011.

**11. Contingencies**

As part of our normal operations, one of our insurers issues surety bonds for us that are required by various education authorities that regulate us. We are obligated to reimburse our insurer for any of those surety bonds that are paid by the insurer. As of September 30, 2011, the total face amount of those surety bonds was approximately \$30,000.

We are also subject to various claims and contingencies, including those related to litigation, business transactions, guarantee arrangements, employee-related matters and taxes, among others. We record a liability for these claims and contingencies if it is probable that a loss will result and the amount of the loss can be reasonably estimated. As of September 30, 2011, our recorded liability for these claims and contingencies was approximately \$32,000 and is included on our Condensed Consolidated Balance Sheet.

**Litigation.** We are subject to various litigation in the ordinary course of our business. We cannot assure you of the ultimate outcome of any litigation involving us. Although we believe that our estimates related to any litigation are reasonable, deviations from our estimates could produce a materially different result. Any litigation alleging violations of education or consumer protection laws and/or regulations, misrepresentation, fraud or deceptive practices may also subject our affected campuses to additional regulatory scrutiny. The following is a description of pending litigation that falls outside the scope of litigation incidental to the ordinary course of our business.

On November 3, 2010, a complaint in a securities class action lawsuit was filed against us and two of our current executive officers in the United States District Court for the Southern District of New York under the following caption: *Operating Engineers Construction Industry and Miscellaneous Pension Fund, Individually and On Behalf of All Others Similarly Situated v. ITT Educational Services, Inc., et al.* (the Securities Litigation). On January 21, 2011, the court named the Wyoming Retirement System as the lead plaintiff in the Securities Litigation. On April 1, 2011, an amended complaint was filed in the Securities Litigation under the following caption: *In re ITT Educational Services, Inc. Securities and Shareholder Derivative Litigation*. The amended complaint alleges, among other things, that:

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the defendants violated Section 10(b) and 20(a) of the Exchange Act and Rule 10b-5 promulgated thereunder by creating and implementing a systemically predatory business model that operated as a fraud or deceit on purchasers of our common stock during the class period by misrepresenting our financials and future business prospects;  
the defendants' misrepresentations and material omissions caused our common stock to trade at artificially inflated prices throughout the class period; and

the market's expectations were ultimately corrected on August 13, 2010 when the ED published the loan repayment rate of our students under a formula contained in proposed regulations published by the ED on July 26, 2010.

The putative class period in this action is from October 23, 2008 through August 13, 2010. The plaintiff seeks, among other things, the designation of this action as a class action, and an award of unspecified compensatory damages, interest, costs, expenses, attorneys' fees and expert fees. All of the defendants intend to defend themselves vigorously against the allegations made in the complaint. There can be no assurance, however, that the ultimate outcome of this or other actions (including other actions under federal or state securities laws) will not have a material adverse effect on our financial condition, results of operations or cash flows.

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On November 12, 2010, a complaint in a shareholder derivative lawsuit was filed against three of our current executive officers and all of our current Directors in the United States District Court for the Southern District of New York under the following caption: *Antonio Cosing, Derivatively and On Behalf of ITT Educational Services, Inc. v. Kevin M. Modany, et al.* (the Cosing Lawsuit). The complaint alleges, among other things, that from October 23, 2008 through August 13, 2010, the defendants breached their fiduciary duties to us, abused their ability to control and influence us, grossly mismanaged us, caused us to waste corporate assets and were unjustly enriched, by making false and misleading statements and engaging in fraudulent business practices. The complaint seeks, among other things, unspecified damages, equitable and/or injunctive relief, restitution, disgorgement of profits, benefits and other compensation, an order directing us to reform our corporate governance and internal procedures, costs, disbursements and attorneys' fees. All of the individual defendants intend to defend themselves vigorously against the allegations in the complaint. On December 14, 2010, the Cosing Lawsuit was consolidated into the Securities Litigation.

On November 22, 2010, another complaint in a shareholder derivative lawsuit was filed against seven of our current officers and all of our current Directors in the United States District Court for the Southern District of Indiana under the following caption: *Roger B. Orensteen, derivatively on behalf of ITT Educational Services, Inc. v. Kevin M. Modany, et al.* (the Orensteen Lawsuit). The complaint alleges, among other things, that, from January 2008 through August 2010, the defendants violated Sections 10(b) and 20(a) of the Exchange Act, breached their fiduciary duties to us, abused their ability to control and influence us, grossly mismanaged us, caused us to waste corporate assets and were unjustly enriched, by making false and misleading statements and engaging in fraudulent business practices. The complaint seeks, among other things, unspecified damages, restitution, disgorgement of profits, benefits and other compensation, an order directing us to reform our corporate governance and internal procedures, costs, disbursements and attorneys' fees. All of the individual defendants intend to defend themselves vigorously against the allegations in the complaint.

On December 3, 2010, another complaint in a shareholder derivative lawsuit was filed against two of our current executive officers and all of our current Directors in the United States District Court for the Southern District of New York under the following caption: *J. Kent Gregory, derivatively on behalf of ITT Educational Services, Inc. v. Kevin M. Modany, et al.* (the Gregory Lawsuit). The complaint alleges, among other things, that the defendants breached their fiduciary duties to us, were unjustly enriched by us and misappropriated information about us, by making false and misleading statements and engaging in fraudulent business practices. The complaint seeks, among other things, unspecified damages, restitution, disgorgement of profits, benefits and other compensation, an order directing us to reform our corporate governance and internal procedures, costs, disbursements and attorneys' fees. All of the individual defendants intend to defend themselves vigorously against the allegations in the complaint. The Gregory Lawsuit was consolidated into the Cosing Lawsuit on December 13, 2010 and further consolidated into the Securities Litigation on December 14, 2010.

**Guarantees.** We entered into the PEAKS Guarantee in connection with the PEAKS Program. Under the PEAKS Guarantee, we guarantee payment of the principal, interest and certain call premiums owed on the PEAKS Senior Debt, and the administrative fees and expenses of the PEAKS Trust. The PEAKS Senior Debt bears interest at a variable rate based on the LIBOR plus an applicable margin and matures in January 2020. The PEAKS Guarantee agreement contains, among other things, representations and warranties and events of default customary for guarantees. In addition, under the PEAKS Program, some or all of the holders of the PEAKS Senior Debt could require us to purchase their PEAKS Senior Debt in certain limited circumstances that pertain to our continued eligibility to participate in the federal student financial aid programs under Title IV (the Title IV Programs) of the Higher Education Act of 1965, as amended (the HEA). We believe that the likelihood of those limited circumstances occurring is remote. Our guarantee and purchase obligations under the PEAKS Program remain in effect until the PEAKS Senior Debt and the PEAKS Trust's fees and expenses are paid in full. At such time, we will be entitled to repayment of the amount of any payments made under the PEAKS Guarantee to the extent that funds are remaining in the PEAKS Trust.

The maximum future payments that we could be required to make under the PEAKS Guarantee include:

- up to \$300,000 in principal of PEAKS Senior Debt;
- accrued interest on the PEAKS Senior Debt;
- certain call premiums associated with the PEAKS Senior Debt; and
- the fees and expenses of the PEAKS Trust.

We are not able to estimate the undiscounted maximum potential amount of future payments that we could be required to make under the PEAKS Guarantee, because those payments will be affected by:

- the amount of the private education loans made under the PEAKS Program;
- the fact that those loans will consist of a large number of loans of individually immaterial amounts;

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the repayment performance of those loans, the proceeds from which will be used to repay the PEAKS Senior Debt and to pay the fees and expenses of the PEAKS Trust;

the fact that the interest rate on the PEAKS Senior Debt is a variable rate based on the LIBOR plus a margin;

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whether certain call premiums will be payable in connection with the PEAKS Senior Debt; and the amount of fees and expenses of the PEAKS Trust.

No new private education loans were or will be originated under the PEAKS Program after July 2011, but immaterial amounts related to loans originated prior to that date will be disbursed and purchased through approximately 2012.

We entered into the 2009 RSA in connection with the 2009 Loan Program. Under the 2009 RSA, we have guaranteed the repayment of the principal amount (including capitalized origination fees) and accrued interest payable on any private education loans that are charged off above a certain percentage of the private education loans made under the 2009 Loan Program, based on the annual dollar volume. The total initial principal amount of private education loans that the 2009 Entity is expected to purchase under the 2009 Loan Program is approximately \$141,000. Our obligations under the 2009 RSA will remain in effect until all private education loans made under the 2009 Loan Program are paid in full or charged off. The standard repayment term for a private education loan made under the 2009 Loan Program is ten years, with repayment generally beginning six months after a student graduates or three months after a student withdraws or is terminated from his or her program of study.

Pursuant to the 2009 RSA, we are required to maintain collateral to secure our guarantee obligation in an amount equal to a percentage of the outstanding balance of the private education loans disbursed to our students under the 2009 Loan Program. As of September 30, 2011, the total collateral maintained in a restricted bank account was not material. This amount is included in Other assets on our Condensed Consolidated Balance Sheet as of September 30, 2011. The 2009 RSA also requires that we comply with certain covenants, including that we maintain certain financial ratios which are measured on a quarterly basis. We were in compliance with these covenants as of September 30, 2011.

We also are a party to the 2007 RSA with a different lender for certain private education loans that were made to our students in 2007 and early 2008. We guaranteed the repayment of any private education loans that the lender charges off above a certain percentage of the total dollar volume of private education loans made under this agreement. We will have the right to pursue repayment from the borrowers for those charged off private education loans under the 2007 RSA that we pay to the lender pursuant to our guarantee obligation. The 2007 RSA was terminated effective February 22, 2008, such that no private education loans have been or will be made under the 2007 RSA after that date. Based on information that we have received to date from the lender, we believe that the total original principal amount of private education loans made under the 2007 RSA, net of amounts refunded under those loans, was approximately \$180,000. Our obligations under the 2007 RSA will remain in effect until all private education loans under the agreement are paid in full or charged off by the lender. The standard repayment term for a private education loan made under the 2007 RSA is ten years, with repayment generally beginning six months after a student graduates, withdraws or is terminated from his or her program of study.

As of September 30, 2011, we had not made any guarantee payments under the PEAKS Guarantee, the 2009 RSA or the 2007 RSA. At the end of each reporting period, we assess whether we should recognize a contingent liability related to our obligations under the PEAKS Guarantee, the 2009 RSA and the 2007 RSA and, if so, in what amount. Our recorded liability for the obligations related to these guarantee arrangements is included on our Condensed Consolidated Balance Sheet.

**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.**

**Forward-Looking Statements**

*All statements, trend analyses and other information contained in this report that are not historical facts are forward-looking statements within the meaning of the safe harbor provision of the Private Securities Litigation Reform Act of 1995 and as defined in Section 27A of the Securities Act of 1933 (the "Securities Act") and Section 21E of the Exchange Act. Forward-looking statements are made based on our management's current expectations and beliefs concerning future developments and their potential effects on us. You can identify those statements by the use of words such as could, should, would, may, will, project, believe, anticipate, expect, plan, estimate, forecast, potential, intend, continue and contemplate, as well as similar words and expressions. Forward-looking statements involve risks and uncertainties and do not guarantee future performance. We cannot assure you that future developments affecting us will be those anticipated by our management. Among the factors that could cause actual results to differ materially from those expressed in our forward-looking statements are the following:*

*changes in federal and state governmental laws and regulations with respect to education and accreditation standards, or the interpretation or enforcement of those laws and regulations, including, but not limited to, the level of government funding for, and our eligibility to participate in, student financial aid programs utilized by our students;  
business conditions and growth in the postsecondary education industry and in the general economy;*

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*our failure to comply with the extensive education laws and regulations and accreditation standards that we are subject to;*  
*effects of any change in our ownership resulting in a change in control, including, but not limited to, the consequences of such*  
*changes on the accreditation and federal and state regulation of our campuses;*  
*our ability to implement our growth strategies;*  
*our failure to maintain or renew required federal or state authorizations or accreditations of our campuses or programs of study;*

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*receptivity of students and employers to our existing program offerings and new curricula;  
loss of access by our students to lenders for education loans;  
our ability to collect internally funded financing from our students;  
our exposure under our guarantees related to private student loan programs; and  
our ability to successfully defend litigation and other claims brought against us.*

*Readers are also directed to other risks and uncertainties discussed in other documents we file with the SEC, including, without limitation, those discussed in Item 1A. Risk Factors. of our Annual Report on Form 10-K for the fiscal year ended December 31, 2010 filed with the SEC and in Part II, Item 1A. Risk Factors of our Quarterly Reports on Form 10-Q for the fiscal quarters ended March 31, 2011 and June 30, 2011. We undertake no obligation to update or revise any forward-looking information, whether as a result of new information, future developments or otherwise.*

## **Overview**

You should keep in mind the following points as you read this report:

References in this document to we, us, our and ITT/ESI refer to ITT Educational Services, Inc. and its subsidiaries. The terms ITT Technical Institute or Daniel Webster College (in singular or plural form) refer to an individual campus owned and operated by ITT/ESI, including its learning sites, if any. The terms institution or campus group (in singular or plural form) mean a main campus and its additional locations, branch campuses and/or learning sites, if any.

This management's discussion and analysis of financial condition and results of operations should be read in conjunction with the same titled section contained in our Annual Report on Form 10-K for the fiscal year ended December 31, 2010 filed with the SEC for discussion of, among other matters, the following items:

- cash receipts from financial aid programs;
- nature of capital additions;
- seasonality of revenue;
- components of income statement captions;
- federal regulations regarding:
  - timing of receipt of funds from the Title IV Programs;
  - percentage of applicable revenue that may be derived from the Title IV Programs;
  - return of Title IV Program funds for withdrawn students; and
  - default rates;
- private loan programs;
- investments; and
- repurchase of shares of our common stock.

This management's discussion and analysis of financial condition and results of operations is based on our condensed consolidated financial statements, which have been prepared in conformity with generally accepted accounting principles in the United States. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amount of assets, liabilities, revenue, expenses, and contingent assets and liabilities. Actual results may differ from those estimates and judgments under different assumptions or conditions.

In this management's discussion and analysis of financial condition and results of operations, when we discuss factors that contributed to a change in our financial condition or results of operations, we disclose the primary factors that materially contributed to that change.

## **Background**

We are a leading provider of technology-oriented postsecondary education programs in the United States based on revenue and student enrollment. As of September 30, 2011, we were offering master, bachelor and associate degree programs to approximately 79,000 students. As of September 30, 2011, we had 140 college locations (including 136 campuses and four learning sites) in 39 states. All of our college locations are authorized by the applicable education authorities of the states in which they operate, and are accredited by an accrediting commission recognized by the ED. We design our education programs, after consultation with employers and other constituents, to help graduates prepare for careers in various fields involving their areas of study. We have provided career-oriented education programs since 1969 under the ITT Technical Institute name and since June 2009 under the Daniel Webster College name.



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In the third quarter of 2011, we began operations at five new ITT Technical Institute campuses. Our overall expansion plans include:

- increasing student enrollment in existing programs at existing campuses;
- increasing the number and types of program offerings that are delivered in residence and/or online;
- operating new campuses across the United States;

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adding learning sites to existing campuses; and  
investing in other education-related opportunities.

**Critical Accounting Policies and Estimates**

The preparation of our condensed consolidated financial statements requires us to make estimates and judgments that affect the reported amount of assets, liabilities, revenue, expenses, and contingent assets and liabilities. Actual results may differ from those estimates and judgments under different assumptions or conditions. We have discussed the critical accounting policies that we believe affect our more significant estimates and judgments used in the preparation of our consolidated financial statements in the Management's Discussion and Analysis of Financial Condition and Results of the Operations Critical Accounting Policies and Estimates section of our Annual Report on Form 10-K for the fiscal year ended December 31, 2010 filed with the SEC. There have been no material changes to those critical accounting policies or the underlying accounting estimates or judgments.

**New Accounting Guidance**

In September 2011, the FASB issued ASU No. 2011-08, which is included in the Codification under ASC 350. This update allows an entity to assess qualitative factors to determine whether it is necessary to perform the two-step quantitative goodwill impairment test. This guidance will be effective for our interim and annual reporting periods beginning January 1, 2012. The adoption of this guidance will not have a material impact on our condensed consolidated financial statements.

In June 2011, the FASB issued ASU No. 2011-05, which is included in the Codification under ASC 220. This update requires total comprehensive income, the components of net income and the components of other comprehensive income to be presented either in a single continuous statement or in two separate but consecutive statements. This guidance will be effective for our interim and annual reporting periods beginning January 1, 2012. Currently, we present total comprehensive income and the components of other comprehensive income in the statement of shareholders' equity. The adoption of this guidance will require us to present comprehensive income on a different statement.

In May 2011, the FASB issued ASU 2011-04, which is included in the Codification under ASC 820. This update provides guidance and clarification about the application of existing fair value measurements and disclosure requirements. This guidance will be effective for our interim and annual reporting periods beginning January 1, 2012. We have not yet determined the effect that the adoption of this guidance will have on our financial statements.

In December 2010, the FASB issued ASU No. 2010-29, which is included in the Codification under ASC 805. This update provides guidance on the disclosure of supplemental pro forma information for business combinations. This guidance became effective for our interim and annual reporting periods beginning January 1, 2011. The adoption of this guidance did not have a material impact on our condensed consolidated financial statements.

Also in December 2010, the FASB issued ASU No. 2010-28, which is included in the Codification under ASC 350. This update provides guidance on applying the goodwill impairment test for reporting units with zero or negative carrying amounts. This guidance became effective for our interim and annual reporting periods beginning January 1, 2011. The adoption of this guidance did not have a material impact on our condensed consolidated financial statements.

**Results of Operations**

The following table sets forth the percentage relationship of certain statement of income data to revenue for the periods indicated:

	<b>Three Months Ended</b>		<b>Nine Months Ended</b>	
	<b>September 30,</b>		<b>September 30,</b>	
	<b>2011</b>	<b>2010</b>	<b>2011</b>	<b>2010</b>
Revenue	100.0%	100.0%	100.0%	100.0%
Cost of educational services	39.2%	33.6%	37.2%	33.9%
Student services and administrative expenses	30.4%	28.6%	29.1%	28.0%
Operating income	30.5%	37.8%	33.6%	38.0%
Interest income, net	0.1%	0.0%	0.1%	0.0%

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Income before provision for income taxes	30.6%	37.8%	33.7%	38.1%
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The following table sets forth our total student enrollment as of the dates indicated:

Total Student Enrollment as of:	2011		2010	
	Total Student Enrollment	Increase / (Decrease) To Prior Year	Total Student Enrollment	Increase To Prior Year
March 31	84,030	(0.6%)	84,555	28.9%
June 30	78,743	(7.0%)	84,695	21.2%
September 30	79,219	(10.0%)	88,004	11.1%
December 31	Not applicable	Not applicable	84,686	4.9%

Total student enrollment includes all new and continuing students. A continuing student is any student who, in the academic term being measured, is enrolled in a program of study at one of our campuses and was enrolled in the same program at any of our campuses at the end of the immediately preceding academic term. A new student is any student who, in the academic term being measured, enrolls in and begins attending any program of study at one of our campuses:

for the first time at that campus;

after graduating in a prior academic term from a different program of study at that campus; or

after having withdrawn or been terminated from a program of study at that campus.

The following table sets forth our new student enrollment in the periods indicated:

New Student Enrollment in the Three Months Ended:	0000	0000	0000	0000	0000	0000
		2011	Increase / (Decrease) To Prior Year	2010	New Student Enrollment	Increase / (Decrease) To Prior Year
March 31	21,761	(5.6%)	23,064	21.8%		
June 30	17,351	(19.9%)	21,673	10.1%		
September 30	22,909	(14.1%)	26,664	(3.9%)		
December 31	Not applicable	Not applicable	17,722	(9.4%)		
Total for the year	Not applicable	Not applicable	89,123	3.7%		

We believe that the 14.1% decrease in new student enrollment in the three months ended September 30, 2011 compared to the three months ended September 30, 2010 resulted primarily from reductions in the levels of advertising in the traditional media sources that we utilize due to increased costs of those sources, which resulted in a reduction in the number of prospective students who inquired about our programs of study.

At the vast majority of our campuses, we generally organize the academic schedule for programs of study offered on the basis of four 12-week academic quarters in a calendar year. The academic quarters typically begin in early March, mid-June, early September and late November or early December. To measure the persistence of our students, the number of continuing students in any academic term is divided by the total student enrollment in the immediately preceding academic term.

The following table sets forth the rates of our students' persistence as of the dates indicated:

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	0000000.	0000000.	0000000.	0000000.	0000000.
	Student Persistence as of <sup>(1)</sup> :				
Year	March 31	June 30	September 30	December 31	
2009	75.3%	75.3%	73.6%	77.3%	
2010	76.1%	74.5%	72.4%	76.1%	
2011	73.5%	73.1%	71.5%	Not applicable	

(1) Students enrolled at Daniel Webster College have been included beginning with the rate as of September 30, 2009. The inclusion of Daniel Webster College students in our students' persistence did not have a material impact. The decrease in student persistence as of September 30, 2011 compared to September 30, 2010 was primarily due to a higher number of students who graduated at the end of the academic period that began in June 2011 compared to the end of the same academic period in the prior year.

**Three Months Ended September 30, 2011 Compared with Three Months Ended September 30, 2010.** Revenue decreased \$40.0 million, or 10.0%, to \$360.6 million in the three months ended September 30, 2011 compared to \$400.6 million in the three months ended September 30, 2010. The primary factors that contributed to this decrease included, in order of significance:

- a 7.0% decrease in total student enrollment as of June 30, 2011 compared to June 30, 2010;
- a 10.0% decrease in total student enrollment as of September 30, 2011 compared to September 30, 2010; and

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an increase in the amount of institutional scholarships and other awards that we granted to our students in the three months ended September 30, 2011 compared to the same prior year period.

The primary factors that contributed to the decrease in total student enrollment as of June 30, 2011 compared to June 30, 2010 included, in order of significance:

the 19.9% decrease in new student enrollment in the three months ended June 30, 2011 compared to the same prior year period; and an increase in the number of students who graduated in the three months ended June 30, 2011 compared to the same prior year period.

The primary factors that contributed to the decrease in total student enrollment as of September 30, 2011 compared to September 30, 2010 included, in order of significance:

the 14.1% decrease in new student enrollment in the three months ended September 30, 2011 and the 19.9% decrease in new student enrollment in the three months ended June 30, 2011 compared to the same prior year periods; and an increase in the number of students who graduated in the three months ended September 30, 2011 compared to the same prior year period.

Cost of educational services increased \$6.8 million, or 5.0%, to \$141.3 million in the three months ended September 30, 2011 compared to \$134.5 million in the three months ended September 30, 2010. The primary factors that contributed to this increase included, in order of significance:

costs associated with operating new campuses; and an increase in legal expenses.

Cost of educational services as a percentage of revenue increased 560 basis points to 39.2% in the three months ended September 30, 2011 compared to 33.6% in the three months ended September 30, 2010. The primary factors that contributed to this increase included, in order of significance:

a decline in revenue; and costs associated with operating new campuses.

Student services and administrative expenses decreased \$5.2 million, or 4.5%, to \$109.5 million in the three months ended September 30, 2011 compared to \$114.7 million in the three months ended September 30, 2010. The principal cause of this decrease was a reduction in the amount of bad debt expense, which was partially offset by an increase in media advertising expenditures.

Student services and administrative expenses increased to 30.4% of revenue in the three months ended September 30, 2011 compared to 28.6% of revenue in the three months ended September 30, 2010. The principal causes of this increase were the decline in revenue and an increase in media expenses, which were partially offset by a decrease in bad debt expense. Bad debt expense as a percentage of revenue decreased to 3.8% in the three months ended September 30, 2011 compared to 5.5% in the three months ended September 30, 2010, primarily as a result of a decrease in the amount of internal student financing that we provided to our students in the three months ended September 30, 2011 compared to the three months ended September 30, 2010. The decrease in the amount of internal student financing was primarily due to the amount of institutional scholarships and other awards and the private education loan programs available to our students in the three months ended September 30, 2011.

Operating income decreased \$41.5 million, or 27.4%, to \$109.9 million in the three months ended September 30, 2011 compared to \$151.4 million in the three months ended September 30, 2010, primarily as a result of the impact of the factors discussed above in connection with revenue, cost of educational services, and student services and administrative expenses. Our operating margin decreased to 30.5% in the three months ended September 30, 2011 compared to 37.8% in the three months ended September 30, 2010, primarily due to the impact of the factors discussed above.

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Interest income increased \$0.1 million, or 12.9%, to \$0.7 million in the three months ended September 30, 2011 compared to \$0.6 million in the three months ended September 30, 2010, primarily due to amortization of the discount on the Subordinated Note. Interest expense decreased \$0.1 million, or 22.9%, to \$0.4 million in the three months ended September 30, 2011 compared to \$0.5 million in the three months ended September 30, 2010, primarily due to a lower effective interest rate on our revolving credit facilities.

Our combined federal and state effective income tax rate was 38.9% in the three months ended September 30, 2011 compared to 38.5% in the three months ended September 30, 2010. Our combined effective income tax rate increased primarily due to changes in state income tax laws.

***Nine Months Ended September 30, 2011 Compared with Nine Months Ended September 30, 2010.*** Revenue decreased \$54.7 million, or 4.6%, to \$1,131.7 million in the nine months ended September 30, 2011 compared to \$1,186.4 million in the nine months ended September 30, 2010. The primary factors that contributed to this decrease included, in order of significance:

a 7.0% decrease in total student enrollment as of June 30, 2011 compared to June 30, 2010;

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a 10.0% decrease in total student enrollment as of September 30, 2011 compared to September 30, 2010;  
the impact of the private education loan programs utilized by our students on the accounting for revenue earned; and  
an increase in the amount of institutional scholarships and other awards that we granted to our students in the nine months ended September 30, 2011 compared to the same prior year period.

The decrease in revenue was partially offset by:

a 4.9% increase in total student enrollment at December 31, 2010 compared to December 31, 2009; and  
a 5.0% increase in tuition rates in March 2010.

While we have typically increased the tuition rates for our programs of study annually, we have not increased, and do not intend to increase, the tuition rates in 2011. In addition, we believe that the amount of scholarships and other awards available to our students will continue to increase in 2011. We believe that the combination of these two factors, as well as the continued impact of private education loan programs on the accounting for revenue earned, will result in a decrease in the average revenue per student in 2011 compared to 2010.

Cost of educational services increased \$18.8 million, or 4.7%, to \$421.5 million in the nine months ended September 30, 2011 compared to \$402.6 million in the nine months ended September 30, 2010. The primary factors that contributed to this increase included, in order of significance:

an increase in compensation and benefit costs associated with a greater number of employees;  
costs associated with operating new campuses; and  
an increase in legal expenses.

Cost of educational services as a percentage of revenue increased 330 basis points to 37.2% in the nine months ended September 30, 2011 compared to 33.9% in the nine months ended September 30, 2010. The primary factors that contributed to this increase included, in order of significance:

a decline in revenue;  
an increase in compensation and benefit costs;  
costs associated with operating new campuses; and  
an increase in legal expenses.

Student services and administrative expenses decreased \$2.9 million, or 0.9%, to \$329.7 million in the nine months ended September 30, 2011 compared to \$332.6 million in the nine months ended September 30, 2010. The principal cause of this decrease was a reduction in bad debt expense, which was partially offset by an increase in media advertising expenditures.

Student services and administrative expenses increased to 29.1% of revenue in the nine months ended September 30, 2011 compared to 28.0% of revenue in the nine months ended September 30, 2010. The principal causes of this increase were the decline in revenue and an increase in media expenses and compensation, which were substantially offset by a decrease in bad debt expense. Bad debt expense as a percentage of revenue decreased to 3.9% in the nine months ended September 30, 2011 compared to 5.7% in the nine months ended September 30, 2010. The primary factor that contributed to the decrease in bad debt expense as a percentage of revenue was a decrease in the amount of internal student financing that we provided to our students in the nine months ended September 30, 2011 compared to the nine months ended September 30, 2010. The decrease in the amount of internal student financing was primarily due to the amount of institutional scholarships and other awards and the private education loan programs available to our students in the nine months ended September 30, 2011. We believe that our bad debt expense as a percentage of revenue will be in the range of 4.0% to 6.0% in 2011.

Operating income decreased \$70.7 million, or 15.7%, to \$380.5 million in the nine months ended September 30, 2011 compared to \$451.2 million in the nine months ended September 30, 2010, primarily as a result of the impact of the factors discussed above in connection with revenue, cost of educational services, and student services and administrative expenses. Our operating margin decreased to 33.6% in the nine months ended September 30, 2011 compared to 38.0% in the nine months ended September 30, 2010, primarily due to the impact of the factors discussed above.



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Interest income increased \$0.5 million, or 24.8%, to \$2.3 million in the nine months ended September 30, 2011 compared to \$1.9 million in the nine months ended September 30, 2010, primarily due to amortization of the discount on the Subordinated Note. Interest expense was \$1.4 million in both the nine months ended September 30, 2011 and 2010.

Our combined federal and state effective income tax rate was 39.2% in the nine months ended September 30, 2011 compared to 38.7% in the nine months ended September 30, 2010. Our combined effective income tax rate increased primarily due to changes in state income tax laws and the conclusion of certain state income tax audits.

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**Financial Condition, Liquidity and Capital Resources**

Cash and cash equivalents were \$172.6 million as of September 30, 2011 compared to \$163.8 million as of December 31, 2010 and \$120.0 million as of September 30, 2010. We also had short-term investments of \$146.8 million as of September 30, 2011 compared to \$149.2 million as of December 31, 2010 and \$142.5 million as of September 30, 2010. In total, our cash and cash equivalents and short-term investments were \$319.4 million as of September 30, 2011 compared to \$312.9 million as of December 31, 2010 and \$262.4 million as of September 30, 2010. Cash and cash equivalents and short-term investments as of September 30, 2011:

increased \$6.4 million compared to December 31, 2010, primarily due to cash generated from operations, which was partially offset by repurchases of our common stock; and  
increased \$56.9 million compared to September 30, 2010, primarily due to cash generated from operations, which was partially offset by repurchases of our common stock.

We are required to recognize the funded status of our defined benefit postretirement plans on our balance sheet. We recorded an asset of \$13.5 million for the ESI Pension Plan, a non-contributory defined benefit pension plan commonly referred to as a cash balance plan, and a liability of \$0.3 million for the ESI Excess Pension Plan, a nonqualified, unfunded retirement plan, on our Condensed Consolidated Balance Sheet as of September 30, 2011.

We do not expect to make any contributions to the ESI Pension Plan or the ESI Excess Pension Plan in 2011. In 2010, we made no contributions to either the ESI Pension Plan or ESI Excess Pension Plan.

**Operations.** Cash flows from operating activities decreased \$67.8 million to \$49.1 million in the three months ended September 30, 2011 compared to \$116.9 million in the three months ended September 30, 2010, primarily due to lower student enrollments.

Cash flows from operating activities decreased \$71.4 million to \$291.8 million in the nine months ended September 30, 2011 compared to \$363.2 million in the nine months ended September 30, 2010, primarily due to lower student enrollments and a decrease in funds received from private education loans made to our students by third party lenders.

Accounts receivable less allowance for doubtful accounts was \$56.1 million as of September 30, 2011 compared to \$85.2 million as of September 30, 2010. Days sales outstanding decreased 5.3 days to 14.3 days at September 30, 2011 compared to 19.6 days at September 30, 2010. Our accounts receivable balance and days sales outstanding at September 30, 2011 decreased primarily due to, in order of significance:

an increase in the amount of scholarships and other awards provided to our students; and  
an increase in the amount of funds received from private education loan programs available to our students.

The amount of scholarships and other awards provided to our students increased 36.2% to \$63.9 million in the nine months ended September 30, 2011 compared to \$46.9 million in the nine months ended September 30, 2010. We believe that our days sales outstanding at the end of 2011 will be in the range of 10 to 15 days.

**Investing.** In the three months ended September 30, 2011, we spent \$1.5 million to renovate, expand and construct buildings at eight of our locations, compared to \$1.8 million for similar expenditures at seven of our locations in the three months ended September 30, 2010. In the nine months ended September 30, 2011, we spent \$3.1 million to renovate, expand or construct buildings at 11 of our locations compared to \$4.4 million for similar expenditures at 17 of our locations in the nine months ended September 30, 2010.

Capital expenditures, excluding facility and land purchases and facility construction, totaled:

\$7.8 million in the three months ended September 30, 2011 compared to \$8.1 million in the three months ended September 30, 2010;  
and  
\$20.0 million in the nine months ended September 30, 2011 compared to \$20.6 million in the nine months ended September 30, 2010.

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These expenditures consisted primarily of classroom and laboratory equipment (such as computers and electronic equipment), classroom and office furniture, software and leasehold improvements.

We plan to continue to upgrade and expand our current facilities and equipment in 2011. Cash generated from operations is expected to be sufficient to fund our capital expenditure requirements.

**Financing.** We are a party to the Credit Agreement which provides that we may borrow up to \$150.0 million under two revolving credit facilities: one in the maximum principal amount of \$50.0 million; and the other in the maximum principal amount of \$100.0 million. Borrowings under the Credit Agreement are used to allow us to continue repurchasing shares of our common stock while maintaining compliance with certain financial ratios required by the ED, the state education authorities that regulate our locations and the accrediting agencies that accredit our locations.

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Both revolving credit facilities under the Credit Agreement mature on July 1, 2014. We can borrow under each credit facility on either a secured or unsecured basis at our election, except if an event that would be a default under the Credit Agreement has occurred and is continuing, we may not elect to borrow on an unsecured basis. The availability of borrowings under the Credit Agreement is subject to our ability at the time of borrowing to satisfy certain specified conditions. These conditions include the absence of default by us, as defined in the Credit Agreement, and that the representations and warranties contained in the Credit Agreement and related loan documents continue to be true and correct. Under the Credit Agreement, we are also required to maintain:

- a certain maximum leverage ratio at the end of each of our fiscal quarters;
- a quarterly minimum ratio of cash and investments to indebtedness; and
- a minimum ED financial responsibility composite ratio as of the end of each fiscal year.

We were in compliance with the applicable ratio requirements as of September 30, 2011.

Borrowings under the Credit Agreement bear interest, at our option, at the LIBOR plus an applicable margin or at an alternative base rate as defined under the Credit Agreement. As of September 30, 2011, we pay a facility fee equal to 0.25% per annum on the daily amount of the commitment (whether used or unused) under the Credit Agreement. As of September 30, 2011, the borrowings under the Credit Agreement were \$150.0 million, all of which were secured, and bore interest at a rate of 0.68% per annum. Approximately \$158.0 million of our investments and cash equivalents served as collateral for the secured borrowings as of September 30, 2011.

Our Board of Directors has authorized us to repurchase shares of our common stock in the open market or through privately negotiated transactions in accordance with Rule 10b-18 of the Exchange Act under the Repurchase Program. The following table sets forth information regarding our share repurchase activity in the periods indicated:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	2010	2011	2010
Number of shares repurchased	370,000	1,775,000	3,470,000	3,727,500
Total cost of shares repurchased (in millions)	\$29.6	\$114.9	\$248.1	\$315.0
Average cost per share	\$79.94	\$64.73	\$71.50	\$84.49

Approximately 6.4 million shares remained available for repurchase under the Repurchase Program as of September 30, 2011. Pursuant to the Board's stock repurchase authorization, we plan to repurchase additional shares of our common stock from time to time in the future depending on market conditions and other considerations.

We believe that cash generated from operations and our investments will be adequate to satisfy our working capital, loan repayment and capital expenditure requirements for the foreseeable future. We also believe that any reduction in cash and cash equivalents or investments that may result from their use to provide student financing, purchase facilities, construct facilities, repay loans or repurchase shares of our common stock will not have a material adverse effect on our expansion plans, planned capital expenditures, ability to meet any applicable regulatory financial responsibility standards or ability to conduct normal operations.

**Contractual Obligations**

The following table sets forth our specified contractual obligations as of September 30, 2011:

Contractual Obligations	Total	Payments Due by Period			More than 5 Years
		Less than 1 Year	1-3 Years (In thousands)	3-5 Years	
Operating lease obligations	\$184,175	\$51,511	\$83,104	\$40,835	\$8,725
	\$153,873	\$1,412	\$152,461	\$0	\$0

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Long-term debt, including scheduled interest payments

Total	\$338,048	\$52,923	\$235,565	\$40,835	\$8,725
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The long-term debt represents our revolving credit facilities under the Credit Agreement and assumes that the \$150.0 million outstanding balance under the facilities as of September 30, 2011 will be outstanding at all times through the date of maturity. The amounts shown include the principal payments that will be due upon maturity as well as interest payments and facility fees. Interest payments have been calculated based on their scheduled payment dates using the interest rate charged on our borrowings as of September 30, 2011.

### **Off-Balance Sheet Arrangements**

As of September 30, 2011, we leased our non-owned facilities under operating lease agreements. A majority of the operating leases contain renewal options that can be exercised after the initial lease term. Renewal options are generally for periods of one to five years. All operating leases will expire over the next 13 years and management believes that:

those leases will be renewed or replaced by other leases in the normal course of business;  
we may purchase the facilities represented by those leases; or  
we may purchase or build other replacement facilities.

There are no material restrictions imposed by the lease agreements, and we have not entered into any significant guarantees related to the leases. We are required to make additional payments under the terms of certain operating leases for taxes, insurance and other operating expenses incurred during the operating lease period.

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As part of our normal course of operations, one of our insurers issues surety bonds for us that are required by various education authorities that regulate us. We are obligated to reimburse our insurer for any of those surety bonds that are paid by the insurer. As of September 30, 2011, the total face amount of those surety bonds was approximately \$30 million.

On January 20, 2010, we entered into agreements with unrelated parties to establish the PEAKS Program. Under the PEAKS Program, an unaffiliated lender originated private education loans to our eligible students and, subsequently, sells those loans to the PEAKS Trust. The PEAKS Trust issued PEAKS Senior Debt in the aggregate principal amount of \$300.0 million to investors. The assets of the PEAKS Trust (which include, among other assets, the student loans held by the PEAKS Trust) serve as collateral for, and are intended to be the principal source of, the repayment of the PEAKS Senior Debt. The PEAKS Senior Debt bears interest at a variable rate based on the LIBOR plus a margin and matures in January 2020.

In connection with the PEAKS Program, we transfer to the PEAKS Trust a portion of the amount of each private student loan disbursed to us, in exchange for a Subordinated Note. The Subordinated Note does not bear interest, and principal is due on the Subordinated Note following the repayment of the PEAKS Senior Debt, the payment of fees and expenses of the PEAKS Trust and the reimbursement of the amount of any payments made by us under the PEAKS Guarantee. The PEAKS Trust utilizes the proceeds from the issuance of the PEAKS Senior Debt and the Subordinated Note to purchase the student loans from the lender.

Under the PEAKS Guarantee, we guarantee payment of the principal, interest and certain call premiums owed on the PEAKS Senior Debt, and the administrative fees and expenses of the PEAKS Trust. The PEAKS Guarantee contains, among other things, representations and warranties and events of default customary for guarantees. In addition, under the PEAKS Program, some or all of the holders of the PEAKS Senior Debt could require us to purchase their PEAKS Senior Debt in certain limited circumstances that pertain to our continued eligibility to participate in the Title IV Programs. We believe that the likelihood of those limited circumstances occurring is remote. Our guarantee and purchase obligations under the PEAKS Program remain in effect until the PEAKS Senior Debt and the PEAKS Trust's fees and expenses are paid in full. At such time, we will be entitled to repayment of the amount of any payments made under our guarantee and payment of the Subordinated Note, in each case only to the extent of available funds remaining in the PEAKS Trust.

We entered into the PEAKS Program to offer our students another source of private education loans that they could use to help pay their education costs owed to us and to supplement the limited amount of private education loans available to our students under other private education loans programs, including the 2009 Loan Program. Under the PEAKS Program, our students had access to a greater amount of private education loans, which resulted in a reduction in the amount of internal financing that we provided to our students. No new private education loans were or will be originated under the PEAKS Program after July 2011, but immaterial amounts related to loans originated prior to that date will be disbursed and purchased through approximately 2012.

In February 2009, we entered into the 2009 Loan Program. In connection with the 2009 Loan Program, we entered into the 2009 RSA under which we have guaranteed the repayment of the principal amount (including capitalized origination fees) and accrued interest payable on any private education loans that are charged off above a certain percentage of the private education loans made under the 2009 Loan Program, based on the annual dollar volume. The total initial principal amount of private education loans that the 2009 Entity is expected to purchase under the 2009 Loan Program is approximately \$141.0 million. No private education loans will be made under the 2009 Loan Program after December 31, 2011. Our obligations under the 2009 RSA will remain in effect until all private education loans made under the 2009 Loan Program are paid in full or charged off. The standard repayment term for a private education loan made under the 2009 Loan Program is ten years, with repayment generally beginning six months after a student graduates or three months after a student withdraws or is terminated from his or her program of study.

Pursuant to the 2009 RSA, we are required to maintain collateral to secure our guarantee obligation in an amount equal to a percentage of the outstanding balance of the private education loans disbursed to our students under the 2009 Loan Program. As of September 30, 2011, the total collateral maintained in a restricted bank account was not material. The 2009 RSA also requires that we comply with certain covenants, including that we maintain certain financial ratios which are measured on a quarterly basis. We were in compliance with these covenants as of September 30, 2011.

In addition, beginning in the second quarter of 2009, we have made advances to the unaffiliated third party that is holding the private education loans made to our students under the 2009 Loan Program. We made the advances, which bear interest, so that the third party could use those funds to provide additional funding for the private education loans, instead of retaining the funds ourselves and providing internal student financing, which is non-interest bearing. The Revolving Note bears interest at a rate based on the prime rate plus an applicable margin. Substantially all of the assets of the third party serve as collateral for the Revolving Note. The Revolving Note is subject to customary terms and conditions and may be repaid at any time without penalty prior to its 2026 maturity date.

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We also are a party to the 2007 RSA with a different lender for certain private education loans that were made to our students in 2007 and early 2008. We guaranteed the repayment of any private education loans that the lender charges off above a certain percentage of the total dollar volume of private education loans made under this agreement. We will have the right to pursue repayment from the borrowers for those charged off private education loans under the 2007 RSA that we pay to the lender pursuant to our guarantee obligation. The 2007 RSA was terminated effective February 22, 2008, such that no private education loans have been or will be made under the 2007 RSA after that date. Based on information that we have received to date from the lender, we believe that the total original principal amount of private education loans made under the 2007 RSA, net of amounts refunded under those loans, was approximately \$180.0 million. Our obligations under the 2007 RSA will remain in effect until all private education loans under the agreement are paid in full or charged off by the lender. The standard repayment term for a private education loan made under the 2007 RSA is ten years, with repayment generally beginning six months after a student graduates, withdraws or is terminated from his or her program of study.

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As of September 30, 2011, we had not made any guarantee payments under the PEAKS Guarantee, the 2009 RSA or the 2007 RSA. See Notes 8 and 11 of the Notes to Condensed Consolidated Financial Statements for further discussion of the PEAKS Program, the 2009 RSA and the 2007 RSA.

At the end of each reporting period, we assess whether we should recognize a contingent liability related to the various claims and contingencies that we are subject to, including those related to litigation, business transactions, guarantee arrangements, employee-related matters and taxes, among others. As of September 30, 2011, our recorded liability for these claims and contingencies was approximately \$32.0 million and is included on our Condensed Consolidated Balance Sheet.

### **Item 3. Quantitative and Qualitative Disclosures about Market Risk.**

In the normal course of our business, we are subject to fluctuations in interest rates that could impact the return on our investments and the cost of our financing activities. Our primary interest rate risk exposure results from changes in short-term interest rates and the LIBOR.

Our investments consist primarily of government and government agency obligations and marketable debt securities. We estimate that the market risk associated with these investments can best be measured by a potential decrease in the fair value of these investments from a hypothetical 10% increase in interest rates. If such a hypothetical increase in rates were to occur, the reduction in the market value of our portfolio of marketable securities would not be material.

Changes in the LIBOR would affect the borrowing costs associated with our revolving credit facilities. We estimate that the market risk can best be measured by a hypothetical 100 basis point increase in the LIBOR. If such a hypothetical increase in the LIBOR were to occur, the effect on our results from operations and cash flow would not have been material for the three and nine months ended September 30, 2011.

### **Item 4. Controls and Procedures.**

#### **(a) Evaluation of Disclosure Controls and Procedures.**

We are responsible for establishing and maintaining disclosure controls and procedures ( DCP ) that are designed to ensure that information required to be disclosed by us in the reports filed by us under the Exchange Act is: (a) recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms; and (b) accumulated and communicated to our management, including our principal executive and principal financial officers, to allow timely decisions regarding required disclosures. In designing and evaluating our DCP, we recognize that any controls and procedures, no matter how well designed and implemented, can provide only reasonable assurance of achieving the desired control objectives, and that our management's duties require it to make its best judgment regarding the design of our DCP. As of the end of our third fiscal quarter of 2011, we conducted an evaluation, under the supervision (and with the participation) of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our DCP pursuant to Rule 13a-15 of the Exchange Act. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our DCP were effective.

#### **(b) Changes in Internal Control Over Financial Reporting.**

There were no changes in our internal control over financial reporting that occurred during our most recently completed fiscal quarter 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.**



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We are subject to various claims and contingencies in the ordinary course of our business, including those related to litigation, business transactions, employee-related matters and taxes, among others. We cannot assure you of the ultimate outcome of any litigation involving us. Any litigation alleging violations of education or consumer protection laws and/or regulations, misrepresentation, fraud or deceptive practices may also subject our affected campuses to additional regulatory scrutiny.

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On November 3, 2010, a complaint in a securities class action lawsuit was filed against us and two of our current executive officers in the United States District Court for the Southern District of New York under the following caption: *Operating Engineers Construction Industry and Miscellaneous Pension Fund, Individually and On Behalf of All Others Similarly Situated v. ITT Educational Services, Inc., et al.* (the Securities Litigation). On January 21, 2011, the court named the Wyoming Retirement System as the lead plaintiff in the Securities Litigation. On April 1, 2011, an amended complaint was filed in the Securities Litigation under the following caption: *In re ITT Educational Services, Inc. Securities and Shareholder Derivative Litigation*. The amended complaint alleges, among other things, that:

- the defendants violated Section 10(b) and 20(a) of the Exchange Act and Rule 10b-5 promulgated thereunder by creating and implementing a systemically predatory business model that operated as a fraud or deceit on purchasers of our common stock during the class period by misrepresenting our financials and future business prospects;
- the defendants' misrepresentations and material omissions caused our common stock to trade at artificially inflated prices throughout the class period; and
- the market's expectations were ultimately corrected on August 13, 2010 when the ED published the loan repayment rate of our students under a formula contained in proposed regulations published by the ED on July 26, 2010.

The putative class period in this action is from October 23, 2008 through August 13, 2010. The plaintiff seeks, among other things, the designation of this action as a class action, and an award of unspecified compensatory damages, interest, costs, expenses, attorneys' fees and expert fees. All of the defendants intend to defend themselves vigorously against the allegations made in the complaint. There can be no assurance, however, that the ultimate outcome of this or other actions (including other actions under federal or state securities laws) will not have a material adverse effect on our financial condition, results of operations or cash flows.

On November 12, 2010, a complaint in a shareholder derivative lawsuit was filed against three of our current executive officers and all of our current Directors in the United States District Court for the Southern District of New York under the following caption: *Antonio Cosing, Derivatively and On Behalf of ITT Educational Services, Inc. v. Kevin M. Modany, et al.* (the Cosing Lawsuit). The complaint alleges, among other things, that from October 23, 2008 through August 13, 2010, the defendants breached their fiduciary duties to us, abused their ability to control and influence us, grossly mismanaged us, caused us to waste corporate assets and were unjustly enriched, by:

- causing us to encourage our students to lie on their financial aid applications;
- causing us to lie to our students concerning the costs, quality, value and duration of their programs of study, their job prospects and income expectations upon graduation, and the availability of student financial aid;
- causing us to issue a series of materially false and misleading statements regarding our financial results; and
- causing or allowing us to lack the requisite internal controls.

The complaint seeks:

- unspecified damages;
- extraordinary equitable and/or injunctive relief, including attaching, impounding, imposing a constructive trust on or otherwise restricting the proceeds of, the defendants' assets;
- restitution;
- disgorgement of profits, benefits and other compensation received by the individual defendants;
- an order directing us to take all necessary actions to reform and improve our corporate governance and internal procedures; and
- costs and disbursements, including attorneys', accountants' and experts' fees, costs and expenses.

All of the individual defendants intend to defend themselves vigorously against the allegations in the complaint. On December 14, 2010, the Cosing Lawsuit was consolidated into the Securities Litigation.

On November 22, 2010, another complaint in a shareholder derivative lawsuit was filed against seven of our current officers and all of our current Directors in the United States District Court for the Southern District of Indiana under the following caption: *Roger B. Orensteen, derivatively on behalf of ITT Educational Services, Inc. v. Kevin M. Modany, et al.* The complaint alleges, among other things, that, from January 2008 through August 2010, the defendants violated Sections 10(b) and 20(a) of the Exchange Act, breached their fiduciary duties to us, abused their ability to control and influence us, grossly mismanaged us, caused us to waste corporate assets and were unjustly enriched, by:

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employing devices, schemes and artifices to defraud;  
making untrue statements of material facts, or omitting material facts necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading;  
engaging in acts, practices and a course of business that operated as a fraud or deceit upon the plaintiff or others similarly situated in connection with their purchase of our common stock;  
selling shares of our stock while in possession of material adverse, non-public information;  
causing us to repurchase shares of our stock at artificially inflated prices;  
reviewing and approving false financial statements with respect to us and ineffective internal control over our financial reporting;  
receiving compensation based on artificially inflated financial results and other performance metrics; and  
subjecting us to hundreds of millions of dollars of liability.

The complaint seeks:

unspecified damages;

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an order directing us to take all necessary actions to reform and improve our corporate governance and internal procedures; restitution; disgorgements of profits, benefits and other compensation received by the individual defendants; and costs and disbursements, including attorneys' fees, accountants' and experts' fees, costs and expenses.

All of the individual defendants intend to defend themselves vigorously against the allegations in the complaint.

On December 3, 2010, another complaint in a shareholder derivative lawsuit was filed against two of our current executive officers and all of our current Directors in the United States District Court for the Southern District of New York under the following caption: *J. Kent Gregory, derivatively on behalf of ITT Educational Services, Inc. v. Kevin M. Modany, et al.* (the Gregory Lawsuit). The complaint alleges, among other things, that the defendants breached their fiduciary duties to us, were unjustly enriched by us and misappropriated information about us, by:

knowingly, recklessly or negligently signing or approving the issuance of false annual and quarterly financial statements about us that misrepresented and failed to disclose material information about our growth prospects, tuition costs and student loan repayment rates; receiving compensation from us that was tied to our performance during times when they knew or should have known that our financial results and performance were artificially inflated; and selling our stock when they knew that our financial results were overstated.

The complaint seeks:

unspecified damages; an order directing us to take all necessary actions to reform and improve our corporate governance and internal procedures; restitution; disgorgement of profits, benefits and other compensation received by the individual defendants; and costs and disbursements, including reasonable attorneys' fees, accountants' and experts' fees, costs and expenses.

All of the individual defendants intend to defend themselves vigorously against the allegations in the complaint. The Gregory Lawsuit was consolidated into the Cosing Lawsuit on December 13, 2010 and further consolidated into the Securities Litigation on December 14, 2010.

Although the derivative actions are brought nominally on behalf of us, we expect to incur defense costs and other expenses in connection with the derivative lawsuits, and there can be no assurance that the ultimate outcome of these or other actions will not have a material adverse effect on our financial condition, results of operations or cash flows.

The officers named in one or more of the securities class action and shareholder derivative lawsuits described above include: Jeffrey R. Cooper, Clark D. Elwood, Nina F. Esbin, Eugene W. Feichtner, Daniel M. Fitzpatrick, Kevin M. Modany and Martin Van Buren.

Certain of our officers and Directors are or may become a party in certain of the actions described above. Our By-laws and Restated Certificate of Incorporation obligate us to indemnify our officers and Directors to the fullest extent permitted by Delaware law, provided that their conduct complied with certain requirements. We are obligated to advance defense costs to our officers and Directors, subject to the individual's obligation to repay such amount if it is ultimately determined that the individual was not entitled to indemnification. In addition, our indemnity obligation can, under certain circumstances, include indemnifiable judgments, penalties, fines and amounts paid in settlement in connection with those actions.

**Item 1A. Risk Factors.**

You should carefully consider the risks and uncertainties we describe in this Report, our Annual Report on Form 10-K for the fiscal year ended December 31, 2010 and our Quarterly Reports on Form 10-Q for the fiscal quarters ended March 31, 2011 and June 30, 2011 before deciding to invest in, or retain, shares of our common stock. These are not the only risks and uncertainties that we face. Additional risks and uncertainties that we do not currently know about, we currently believe are immaterial or we have not predicted may also harm our business operations or adversely affect us. If any of these risks or uncertainties actually occurs, our business, financial condition, results of operations, cash flows or stock price could be materially adversely affected. There have been no material changes from the risk factors discussed in our Annual Report on Form 10-K for the fiscal year ended December 31, 2010 and our Quarterly Reports on Form 10-Q for the fiscal quarters ended March 31 and June 30, 2011.



**Table of Contents****Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.**

The following table sets forth information regarding purchases made by us of shares of our common stock on a monthly basis in the three months ended September 30, 2011:

Period	Issuer Purchases of Equity Securities			Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs <sup>(1)</sup>
	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs <sup>(1)</sup>	
July 1, 2011 through July 31, 2011	60,000	\$84.93	60,000	6,676,725
August 1, 2011 through August 31, 2011	310,000	\$78.98	310,000	6,366,725
September 1, 2011 through September 30, 2011	0	0	0	6,366,725
<b>Total</b>	<b>370,000</b>	<b>\$79.94</b>	<b>370,000</b>	

- (1) The shares that remained available for repurchase under the Repurchase Program were 6,366,725 as of September 30, 2011. Our Board of Directors has authorized us to repurchase the following number of shares of our common stock pursuant to the Repurchase Program:

Number of Shares	Board Authorization Date
2,000,000	April 1999
2,000,000	April 2000
5,000,000	October 2002
5,000,000	April 2006
5,000,000	April 2007
5,000,000	January 2010
5,000,000	October 2010
5,000,000	July 2011

The terms of the Repurchase Program provide that we may repurchase shares of our common stock, from time to time depending on market conditions and other considerations, in the open market or through privately negotiated transactions in accordance with Rule 10b-18 of the Exchange Act. Unless earlier terminated by our Board of Directors, the Repurchase Program will expire when we repurchase all shares authorized for repurchase thereunder.

**Item 6. Exhibits.**

A list of exhibits required to be filed as part of this report is set forth in the Index to Exhibits, which immediately precedes the exhibits, and is incorporated herein by reference.

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**SIGNATURES**

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

**ITT Educational Services, Inc.**

Date: October 21, 2011

By: /s/ Daniel M. Fitzpatrick

**Daniel M. Fitzpatrick**

*Executive Vice President, Chief Financial Officer  
(Duly Authorized Officer, Principal Financial Officer*

*and Principal Accounting Officer)*

**Table of Contents****INDEX TO EXHIBITS**

Exhibit No.	Description
3.1	Restated Certificate of Incorporation, as Amended to Date (incorporated herein by reference from the same exhibit number to ITT/ESI's 2005 second fiscal quarter report on Form 10-Q)
3.2	Restated By-Laws, as Amended to Date (incorporated herein by reference from the same exhibit number to ITT/ESI's Current Report on Form 8-K filed on July 22, 2011)
31.1	Chief Executive Officer's Certification Pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934
31.2	Chief Financial Officer's Certification Pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934
32.1	Chief Executive Officer's Certification Pursuant to 18 U.S.C. Section 1350
32.2	Chief Financial Officer's Certification Pursuant to 18 U.S.C. Section 1350
101	The following materials from ITT Educational Services, Inc.'s Quarterly Report on Form 10-Q for the quarter ended September 30, 2011, formatted in XBRL (eXtensible Business Reporting language): (i) Condensed Consolidated Balance Sheets; (ii) Condensed Consolidated Statements of Income; (iii) Condensed Consolidated Statements of Cash Flows; (iv) Condensed Consolidated Statements of Shareholders' Equity; and (v) Notes to Condensed Consolidated Financial Statements