Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

▶ The organization may have to use a copy of this return to satisfy state reporting requirements.

OMB No 1545-0047

2012

Open to Public Inspection

A For the 2012 calendar year, or tax year beginning and ending

B Check if applicable: ☐ Address change ☐ Name change ☐ Initial return ☐ Terminated ☐ Amended return ☐ Application pending

C Name of organization: NELLIE MAE EDUCATION FOUNDATION, INC.

Doing Business As

Number and street (or P.O. box if mail is not delivered to street address): 1250 HANCOCK STREET — Room/suite: 205N

City, town, or post office, state, and ZIP code: QUINCY, MA 02169

D Employer identification number: 04-2755323

E Telephone number: 781-348-4200

G Gross receipts $ 163,634,433.

F Name and address of principal officer: NICHOLAS C. DONOHUE, SAME AS C ABOVE

H(a) Is this a group return for affiliates? ☐ Yes ☒ No

H(b) Are all affiliates included? ☐ Yes ☐ No
If "No," attach a list. (see instructions)

H(c) Group exemption number ▶

I Tax-exempt status: ☒ 501(c)(3) ☐ 501(c) ( ) ◀ (insert no.) ☐ 4947(a)(1) or ☐ 527

J Website: ▶ WWW.NMEFOUNDATION.ORG

K Form of organization: ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶

L Year of formation: 1998 **M** State of legal domicile: MA

Part I Summary

Activities & Governance

1 Briefly describe the organization's mission or most significant activities: TO STIMULATE TRANSFORMATIVE CHANGE OF PUBLIC EDUCATION SYSTEMS ACROSS NEW ENGLAND BY SUPPORTING

2 Check this box ▶ ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets.

3	Number of voting members of the governing body (Part VI, line 1a)	3	14
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	14
5	Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	31
6	Total number of volunteers (estimate if necessary)	6	0
7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	-33,691.
b	Net unrelated business taxable income from Form 990-T, line 34	7b	-33,691.

			Prior Year	Current Year
Revenue	8	Contributions and grants (Part VIII, line 1h)	359,575.	0.
	9	Program service revenue (Part VIII, line 2g)	755,637.	769,350.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	9,543,549.	5,406,424.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	0.	0.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	10,658,761.	6,175,774.
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	14,662,357.	12,260,341.
	14	Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	3,312,148.	3,219,089.
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	0.	0.
	b	Total fundraising expenses (Part IX, column (D), line 25) ▶ 0.		
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	3,286,113.	3,651,531.
	18	Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	21,260,618.	19,130,961.
	19	Revenue less expenses Subtract line 18 from line 12	-10,601,857.	-12,955,187.
			Beginning of Current Year	**End of Year**
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	452,722,307.	488,648,057.
	21	Total liabilities (Part X, line 26)	12,676,984.	8,708,824.
	22	Net assets or fund balances Subtract line 21 from line 20	440,045,323.	479,939,233.

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Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

▶ Signature of officer — Date 11/13/13

▶ NICHOLAS C. DONOHUE, PRESIDENT & CEO
Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
CRAIG KLEIN		11/7/13		P00734640

Firm's name ▶ CBIZ TOFIAS — Firm's EIN ▶ 26-3753134

Firm's address ▶ 500 BOYLSTON STREET, BOSTON, MA 02116 — Phone no. 617-761-0600

May the IRS discuss this return with the preparer shown above? (see instructions) ☒ Yes ☐ No

SEE SCHEDULE O FOR ORGANIZATION MISSION STATEMENT CONTINUATION

SCANNED DEC 11 2013

Part III **Statement of Program Service Accomplishments**

Check if Schedule O contains a response to any question in this Part III [X]

1 Briefly describe the organization's mission:
THE MISSION OF THE FOUNDATION IS, THROUGH SUPPORTING EDUCATIONAL ORGANIZATIONS, TO STIMULATE TRANSFORMATIVE CHANGE OF PUBLIC EDUCATION SYSTEMS ACROSS NEW ENGLAND BY GROWING A GREATER VARIETY OF HIGHER EDUCATIONAL OPPORTUNITIES THAT ENABLE ALL LEARNERS - ESPECIALLY AND

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? [ ] Yes [X] No
If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? [ ] Yes [X] No
If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code ________) (Expenses $ 16,044,135. including grants of $ 12,260,341.) (Revenue $ 769,350.)
THE NELLIE MAE EDUCATION FOUNDATION ("FOUNDATION") IS COMMITTED TO RESHAPING PUBLIC EDUCATION IN NEW ENGLAND TO BE MORE EQUITABLE AND MORE EFFECTIVE SO EVERY LEARNER--ESPECIALLY AND ESSENTIALLY THE UNDERSERVED--IS PREPARED FOR SUCCESS. RESEARCH FROM NEUROSCIENCE AND DEVELOPMENTAL THEORY SUPPORTS A MOVE AWAY FROM "ONE-SIZE-FITS-ALL" EDUCATION PRACTICES, TOWARD CUSTOMIZED, INNOVATIVE APPROACHES TO LEARNING, UNCONSTRAINED BY THE SCHOOL CALENDAR OR CREDIT HOURS. THE FOUNDATION SUPPORTS EDUCATIONAL INSTITUTIONS, COMMUNITY ORGANIZATIONS, FOUNDATIONS, GOVERNMENT AGENCIES AND OTHERS TO PROMOTE CHANGE IN THE CURRENT PUBLIC EDUCATION SYSTEM THROUGH STUDENT-CENTERED APPROACHES TO LEARNING. THE FOUR PRINCIPLES OF STUDENT-CENTERED APPROACHES ARE: LEARNING OPPORTUNITIES TRANSCEND THE TRADITIONAL SCHOOL DAY AND YEAR;

4b (Code ________) (Expenses $ ________ including grants of $ ________) (Revenue $ ________)

4c (Code ________) (Expenses $ ________ including grants of $ ________) (Revenue $ ________)

4d Other program services (Describe in Schedule O.)
(Expenses $ ________ including grants of $ ________) (Revenue $ ________)

4e **Total program service expenses** ▶ 16,044,135.

SEE SCHEDULE O FOR CONTINUATION(S)

Part IV | Checklist of Required Schedules

			Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? *If "Yes," complete Schedule A*	1	X	
2	Is the organization required to complete *Schedule B, Schedule of Contributors*?	2		X
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? *If "Yes," complete Schedule C, Part I*	3		X
4	**Section 501(c)(3) organizations.** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? *If "Yes," complete Schedule C, Part II*	4	X	
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? *If "Yes," complete Schedule C, Part III*	5		X
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? *If "Yes," complete Schedule D, Part I*	6		X
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? *If "Yes," complete Schedule D, Part II*	7		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*	8		X
9	Did the organization report an amount in Part X, line 21, for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? *If "Yes," complete Schedule D, Part IV*	9		X
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? *If "Yes," complete Schedule D, Part V*	10		X
11	If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable			
a	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? *If "Yes," complete Schedule D, Part VI*	11a	X	
b	Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VII*	11b	X	
c	Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VIII*	11c		X
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part IX*	11d		X
e	Did the organization report an amount for other liabilities in Part X, line 25? *If "Yes," complete Schedule D, Part X*	11e		X
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? *If "Yes," complete Schedule D, Part X*	11f	X	
12a	Did the organization obtain separate, independent audited financial statements for the tax year? *If "Yes," complete Schedule D, Parts XI and XII*	12a	X	
b	Was the organization included in consolidated, independent audited financial statements for the tax year? *If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional*	12b		X
13	Is the organization a school described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*	13		X
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		X
b	Did the organization have aggregate revenues or expenses of more than $10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at $100,000 or more? *If "Yes," complete Schedule F, Parts I and IV*	14b	X	
15	Did the organization report on Part IX, column (A), line 3, more than $5,000 of grants or assistance to any organization or entity located outside the United States? *If "Yes," complete Schedule F, Parts II and IV*	15		X
16	Did the organization report on Part IX, column (A), line 3, more than $5,000 of aggregate grants or assistance to individuals located outside the United States? *If "Yes," complete Schedule F, Parts III and IV*	16		X
17	Did the organization report a total of more than $15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? *If "Yes," complete Schedule G, Part I*	17		X
18	Did the organization report more than $15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? *If "Yes," complete Schedule G, Part II*	18		X
19	Did the organization report more than $15,000 of gross income from gaming activities on Part VIII, line 9a? *If "Yes," complete Schedule G, Part III*	19		X
20a	Did the organization operate one or more hospital facilities? *If "Yes," complete Schedule H*	20a		X
b	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b		

Part IV Checklist of Required Schedules *(continued)*

			Yes	No
21	Did the organization report more than $5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? *If "Yes," complete Schedule I, Parts I and II*	21	X	
22	Did the organization report more than $5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? *If "Yes," complete Schedule I, Parts I and III*	22		X
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? *If "Yes," complete Schedule J*	23	X	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than $100,000 as of the last day of the year, that was issued after December 31, 2002? *If "Yes," answer lines 24b through 24d and complete Schedule K. If "No", go to line 25*	24a		X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a	**Section 501(c)(3) and 501(c)(4) organizations.** Did the organization engage in an excess benefit transaction with a disqualified person during the year? *If "Yes," complete Schedule L, Part I*	25a		X
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? *If "Yes," complete Schedule L, Part I*	25b		X
26	Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? *If "Yes," complete Schedule L, Part II*	26		X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? *If "Yes," complete Schedule L, Part III*	27		X
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):			
a	A current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	28a		X
b	A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	28b		X
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? *If "Yes," complete Schedule L, Part IV*	28c		X
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	29		X
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	30		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	31		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	32		X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? *If "Yes," complete Schedule R, Part I*	33		X
34	Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1*	34		X
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a		X
b	If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? *If "Yes," complete Schedule R, Part V, line 2*	35b		
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If "Yes," complete Schedule R, Part V, line 2*	36		X
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? *If "Yes," complete Schedule R, Part VI*	37		X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? **Note.** All Form 990 filers are required to complete Schedule O	38	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V ☐

				Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	1a 42			
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b 0			
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		1c	X	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a 31			
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?		2b	X	
	Note. If the sum of lines 1a and 2a is greater than 250, you may be required to *e-file* (see instructions)				
3a	Did the organization have unrelated business gross income of $1,000 or more during the year?		3a	X	
b	If "Yes," has it filed a Form 990-T for this year? *If "No," provide an explanation in Schedule O*		3b	X	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		4a		X
b	If "Yes," enter the name of the foreign country: ▶				
	See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts				
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		5a		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		5b		X
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		5c		
6a	Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?		6a		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		6b		
7	**Organizations that may receive deductible contributions under section 170(c).**				
a	Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?		7a		X
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		7b		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		7c		X
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d			
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		7e		X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		7f		X
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		7g		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		7h		
8	**Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		8		X
9	**Sponsoring organizations maintaining donor advised funds.**				
a	Did the organization make any taxable distributions under section 4966?		9a		
b	Did the organization make a distribution to a donor, donor advisor, or related person?		9b		
10	**Section 501(c)(7) organizations.** Enter				
a	Initiation fees and capital contributions included on Part VIII, line 12	10a			
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b			
11	**Section 501(c)(12) organizations.** Enter:				
a	Gross income from members or shareholders	11a			
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b			
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?		12a		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b			
13	**Section 501(c)(29) qualified nonprofit health insurance issuers.**				
a	Is the organization licensed to issue qualified health plans in more than one state?		13a		
	Note. See the instructions for additional information the organization must report on Schedule O				
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b			
c	Enter the amount of reserves on hand	13c			
14a	Did the organization receive any payments for indoor tanning services during the tax year?		14a		X
b	If "Yes," has it filed a Form 720 to report these payments? *If "No," provide an explanation in Schedule O*		14b		

Part VI Governance, Management, and Disclosure *For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.*

Check if Schedule O contains a response to any question in this Part VI [X]

Section A. Governing Body and Management

				Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year (1a) 14. If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.				
b	Enter the number of voting members included in line 1a, above, who are independent (1b) 14				
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		2		X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?		3		X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		4		X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		5		X
6	Did the organization have members or stockholders?		6		X
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?		7a		X
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		7b		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:				
a	The governing body?		8a	X	
b	Each committee with authority to act on behalf of the governing body?		8b	X	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? *If "Yes," provide the names and addresses in Schedule O*		9		X

Section B. Policies *(This Section B requests information about policies not required by the Internal Revenue Code.)*

			Yes	No
10a	Did the organization have local chapters, branches, or affiliates?	10a		X
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	X	
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990.			
12a	Did the organization have a written conflict of interest policy? *If "No," go to line 13*	12a	X	
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	X	
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? *If "Yes," describe in Schedule O how this was done*	12c	X	
13	Did the organization have a written whistleblower policy?	13	X	
14	Did the organization have a written document retention and destruction policy?	14	X	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?			
a	The organization's CEO, Executive Director, or top management official	15a	X	
b	Other officers or key employees of the organization	15b	X	
	If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions)			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a		X
b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	16b		

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ▶MA

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply

[X] Own website [ ] Another's website [X] Upon request [ ] Other *(explain in Schedule O)*

19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: ▶

MICHAEL CAREY - 781-348-4271
1250 HANCOCK STREET, 205N, QUINCY, MA 02169

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response to any question in this Part VII ☐

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid
- List all of the organization's **current** key employees, if any See instructions for definition of "key employee "
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than $100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than $100,000 of reportable compensation from the organization and any related organizations
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than $10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors, institutional trustees; officers; key employees; highest compensated employees; and former such persons

☐ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position: Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
(1) ALLEN BOSTON DIRECTOR	3.00	X						20,236.	0.	0.
(2) HENRY BOURGEOIS DIRECTOR	2.00	X						24,236.	0.	0.
(3) JAMES P. COMER DIRECTOR	2.00	X						20,090.	0.	0.
(4) GREGORY GUNN DIRECTOR	3.00	X						20,000.	0.	0.
(5) KAREN HAMMOND DIRECTOR	3.00	X						24,000.	0.	0.
(6) CHRISTINA KISHIMOTO DIECTOR	1.00	X						13,000.	0.	0.
(7) STEPHEN KOSSAKOSKI DIRECTOR	2.00	X						13,236.	0.	0.
(8) JOANNA LAU DIRECTOR	3.00	X						24,471.	0.	0.
(9) JAMES W. MACALLEN DIRECTOR	3.00	X						24,000.	0.	0.
(10) CLAUDIO MARTINEZ DIRECTOR	2.00	X						20,000.	0.	0.
(11) JANET PHLEGAR DIRECTOR	2.00	X						24,000.	0.	0.
(12) JOHN REMONDI DIRECTOR	1.00	X						12,000.	0.	0.
(13) DUDLEY WILLIAMS DIRECTOR	3.00	X						30,000.	0.	0.
(14) DAVID WOLK DIRECTOR	3.00	X						24,000.	0.	0.
(15) NICHOLAS C. DONOHUE PRESIDENT & CEO	40.00			X				355,563.	0.	60,149.
(16) MICHAEL CAREY TREASURER & DIR. OF FIN.	40.00			X				183,364.	0.	31,429.
(17) PAMELA WHITE CLERK	40.00			X				81,694.	0.	24,438.

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees *(continued)*

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position: Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
(18) MARY HARRISON VP OF PROGRAMS	40.00				X			199,457.	0.	54,162.
(19) BETH MILLER DIR. OF RESEARCH & EVALUAT	40.00					X		142,164.	0.	43,228.
(20) LYNN D'AMBROSE SENIOR PROGRAM OFFICER	40.00					X		123,034.	0.	32,354.
(21) CHARLES TOULMIN DIRECTOR OF POLICY	40.00					X		116,984.	0.	38,267.
(22) PAUL MARSH IT MANAGER	40.00					X		113,711.	0.	35,535.
(23) JESSICA SPOHN SENIOR PROGRAM OFFICER	40.00					X		103,344.	0.	33,702.

	(D)	(E)	(F)
1b Sub-total ▶	1,712,584.	0.	353,264.
c Total from continuation sheets to Part VII, Section A ▶	0.	0.	0.
d Total (add lines 1b and 1c) ▶	1,712,584.	0.	353,264.

2 Total number of individuals (including but not limited to those listed above) who received more than $100,000 of reportable compensation from the organization ▶ 8

		Yes	No
3 Did the organization list any **former** officer, director, or trustee, key employee, or highest compensated employee on line 1a? *If "Yes," complete Schedule J for such individual*	3		X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than $150,000? *If "Yes," complete Schedule J for such individual*	4	X	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? *If "Yes," complete Schedule J for such person*	5		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than $100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
PRIME BUCHHOLZ & ASSOCIATES 273 CORPORATE DRIVE, PORTSMOUTH, NH 03801	INVESTMENT COUNSEL	196,002.
FENTON COMMUNICATIONS, 1000 VERMONT AVE NW, SUITE 200, WASHINGTON, DC 20005	COMMUNICATIONS CONSULTANT	149,892.

2 Total number of independent contractors (including but not limited to those listed above) who received more than $100,000 of compensation from the organization ▶ 2

Part VIII **Statement of Revenue**

Check if Schedule O contains a response to any question in this Part VIII ☐

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a					
	b Membership dues	1b					
	c Fundraising events	1c					
	d Related organizations	1d					
	e Government grants (contributions)	1e					
	f All other contributions, gifts, grants, and similar amounts not included above	1f					
	g Noncash contributions included in lines 1a-1f $						
	h Total. Add lines 1a-1f ▶						
Program Service Revenue		Business Code					
	2 a STUDENT LOAN INCOME	611710		769,350.	769,350.		
	b						
	c						
	d						
	e						
	f All other program service revenue						
	g Total. Add lines 2a-2f ▶			769,350.			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts) ▶			4,188,502.			4,188,502.
	4 Income from investment of tax-exempt bond proceeds ▶						
	5 Royalties ▶						
		(i) Real	(ii) Personal				
	6 a Gross rents						
	b Less. rental expenses						
	c Rental income or (loss)						
	d Net rental income or (loss) ▶						
	7 a Gross amount from sales of assets other than inventory	(i) Securities 158,676,581.	(ii) Other				
	b Less: cost or other basis and sales expenses	157,458,659.					
	c Gain or (loss)	1,217,922.					
	d Net gain or (loss) ▶			1,217,922.		-33,691.	1,251,613.
	8 a Gross income from fundraising events (not including $ of contributions reported on line 1c). See Part IV, line 18	a					
	b Less: direct expenses	b					
	c Net income or (loss) from fundraising events ▶						
	9 a Gross income from gaming activities. See Part IV, line 19	a					
	b Less direct expenses	b					
	c Net income or (loss) from gaming activities ▶						
	10 a Gross sales of inventory, less returns and allowances	a					
	b Less: cost of goods sold	b					
	c Net income or (loss) from sales of inventory ▶						
	Miscellaneous Revenue	Business Code					
	11 a						
	b						
	c						
	d All other revenue						
	e Total. Add lines 11a-11d ▶						
	12 Total revenue. See instructions. ▶			6,175,774.	769,350.	-33,691.	5,440,115.

Part IX | Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response to any question in this Part IX ☐

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	12,260,341.	12,260,341.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	1,289,478.	576,158.	713,320.	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	1,346,351.	1,006,533.	339,818.	
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	178,899.	132,487.	46,412.	
9 Other employee benefits	264,244.	187,607.	76,637.	
10 Payroll taxes	140,117.	91,010.	49,107.	
11 Fees for services (non-employees):				
a Management				
b Legal	31,982.		31,982.	
c Accounting	66,374.		66,374.	
d Lobbying	56,000.		56,000.	
e Professional fundraising services. See Part IV, line 17				
f Investment management fees	1,240,058.		1,240,058.	
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	1,296,493.	1,135,944.	160,549.	
12 Advertising and promotion	45.	28.	17.	
13 Office expenses	127,753.	78,987.	48,766.	
14 Information technology	33,339.	20,497.	12,842.	
15 Royalties				
16 Occupancy	305,404.	187,762.	117,642.	
17 Travel	165,129.	106,223.	58,906.	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	136,423.	136,423.		
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	50,540.	31,072.	19,468.	
23 Insurance	39,997.	24,590.	15,407.	
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a REGIONAL ASSOC & MSHP	101,927.	101,927.		
b PROF. DVLPMT/MEMBERSHIP	11,659.	5,027.	6,632.	
c UNCOLLECTIBLE STU LOANS	-38,632.	-38,632.		
d				
e All other expenses	27,040.	151.	26,889.	
25 **Total functional expenses.** Add lines 1 through 24e	19,130,961.	16,044,135.	3,086,826.	0.
26 **Joint costs.** Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here ▶ ☐ if following SOP 98-2 (ASC 958-720)				

Part X Balance Sheet

Check if Schedule O contains a response to any question in this Part X ☐

			(A) Beginning of year		(B) End of year
Assets	1	Cash - non-interest-bearing	3,174,995.	1	2,708,950.
	2	Savings and temporary cash investments		2	
	3	Pledges and grants receivable, net		3	
	4	Accounts receivable, net	11,616,421.	4	8,908,381.
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L		6	
	7	Notes and loans receivable, net	841,875.	7	720,288.
	8	Inventories for sale or use		8	
	9	Prepaid expenses and deferred charges		9	
	10a	Land, buildings, and equipment cost or other basis. Complete Part VI of Schedule D — 10a 882,690.			
	b	Less: accumulated depreciation — 10b 675,787.	241,552.	10c	206,903.
	11	Investments - publicly traded securities	176,126,861.	11	201,018,654.
	12	Investments - other securities. See Part IV, line 11	260,720,603.	12	275,084,881.
	13	Investments - program-related. See Part IV, line 11		13	
	14	Intangible assets		14	
	15	Other assets See Part IV, line 11		15	
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)	452,722,307.	16	488,648,057.
Liabilities	17	Accounts payable and accrued expenses	803,229.	17	711,087.
	18	Grants payable	11,873,755.	18	7,997,737.
	19	Deferred revenue		19	
	20	Tax-exempt bond liabilities		20	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L		22	
	23	Secured mortgages and notes payable to unrelated third parties		23	
	24	Unsecured notes and loans payable to unrelated third parties		24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D		25	
	26	**Total liabilities.** Add lines 17 through 25	12,676,984.	26	8,708,824.
Net Assets or Fund Balances		**Organizations that follow SFAS 117 (ASC 958), check here ▶ [X] and complete lines 27 through 29, and lines 33 and 34.**			
	27	Unrestricted net assets	439,859,323.	27	479,939,233.
	28	Temporarily restricted net assets	186,000.	28	0.
	29	Permanently restricted net assets		29	
		Organizations that do not follow SFAS 117 (ASC 958), check here ▶ ☐ and complete lines 30 through 34.			
	30	Capital stock or trust principal, or current funds		30	
	31	Paid-in or capital surplus, or land, building, or equipment fund		31	
	32	Retained earnings, endowment, accumulated income, or other funds		32	
	33	Total net assets or fund balances	440,045,323.	33	479,939,233.
	34	Total liabilities and net assets/fund balances	452,722,307.	34	488,648,057.

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI ☐

1	Total revenue (must equal Part VIII, column (A), line 12)	1	6,175,774.
2	Total expenses (must equal Part IX, column (A), line 25)	2	19,130,961.
3	Revenue less expenses. Subtract line 2 from line 1	3	-12,955,187.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	440,045,323.
5	Net unrealized gains (losses) on investments	5	52,849,097.
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	479,939,233.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII ☐

			Yes	No
1	Accounting method used to prepare the Form 990: ☐ Cash ☒ Accrual ☐ Other ______ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?	2a		X
	If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both. ☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis			
b	Were the organization's financial statements audited by an independent accountant?	2b	X	
	If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both. ☒ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis			
c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?	2c	X	
	If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.			
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a		X
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	3b		

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047
2012
Open to Public Inspection

Name of the organization NELLIE MAE EDUCATION FOUNDATION, INC.
Employer identification number 04-2755323

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**
2 ☐ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E.)
3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**
4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state. ____
5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II.)
6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**
7 ☐ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
8 ☐ A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II)
9 ☐ An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2).** (Complete Part III.)
10 ☐ An organization organized and operated exclusively to test for public safety See **section 509(a)(4).**
11 ☒ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h.

a ☒ Type I b ☐ Type II c ☐ Type III - Functionally integrated d ☐ Type III - Non-functionally integrated

e ☒ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).

f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box ☐

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

		Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?	11g(i)		X
(ii) A family member of a person described in (i) above?	11g(ii)		X
(iii) A 35% controlled entity of a person described in (i) or (ii) above?	11g(iii)		X

h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document? Yes	(iv) No	(v) Did you notify the organization in col. (i) of your support? Yes	(v) No	(vi) Is the organization in col. (i) organized in the U.S.? Yes	(vi) No	(vii) Amount of monetary support
SEE PART IV		2,6,7 & 9							12,260,341.
Total PART IV									12,260,341.

Part II **Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 **Total.** Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 **Public support.** Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 **Total support.** Add lines 7 through 10						

12 Gross receipts from related activities, etc (see instructions) | 12 |

13 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ▶ ☐

Section C. Computation of Public Support Percentage

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f)) | 14 | %

15 Public support percentage from 2011 Schedule A, Part II, line 14 | 15 | %

16a **33 1/3% support test - 2012.** If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

b **33 1/3% support test - 2011.** If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

17a **10% -facts-and-circumstances test - 2012.** If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ▶ ☐

b **10% -facts-and-circumstances test - 2011.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ▶ ☐

18 **Private foundation.** If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ▶ ☐

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants ")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 **Total.** Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of $5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 **Public support** (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 **Total support.** (Add lines 9, 10c, 11, and 12)						

14 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ▶ ☐

Section C. Computation of Public Support Percentage

15 Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2011 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for **2012** (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from **2011** Schedule A, Part III, line 17	18	%

19a **33 1/3% support tests - 2012.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

b **33 1/3% support tests - 2011.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

20 **Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ▶ ☐

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

PART I - QUESTION 11H - COLUMNS (I)(II)(VI)(VII):

NELLIE MAE EDUCATION FOUNDATION, INC. (THE "FOUNDATION") IS ORGANIZED AND OPERATED AS AN ORGANIZATION EXEMPT FROM TAXATION UNDER IRC SECTION 501(C)(3). IT IS NOT A PRIVATE FOUNDATION BECAUSE IT IS A SUPPORTING ORGANIZATION AS DESCRIBED IN IRC SECTION 509(A)(3). IN PRIOR YEARS, THE FOUNDATION WAS ALSO PUBLICLY SUPPORTED AS DESCRIBED IN IRC SECTION 509(A)(2))

PURSUANT TO ITS ARTICLES OF ORGANIZATION, THE FOUNDATION OPERATES EXCLUSIVELY FOR THE BENEFIT OF, AND TO PROMOTE THE CHARITABLE AND EDUCATIONAL PURPOSES OF, EDUCATIONAL ORGANIZATIONS, INCLUDING UNIVERSITIES, COLLEGES, SECONDARY SCHOOLS, ELEMENTARY SCHOOLS, AND OTHER EDUCATIONAL ORGANIZATIONS WHICH ARE DESCRIBED IN IRC SECTION 501(C)(3) AND WHICH ARE NOT PRIVATE FOUNDATIONS AS DESCRIBED IN IRC SECTION 509(A). THE FOUNDATION'S ACTIVITIES INCLUDE MAKING GRANTS TO THE PUBLIC CHARITIES IT SUPPORTS AND PROVIDING SERVICES TO THOSE ORGANIZATIONS. A MAJORITY OF THE FOUNDATION'S DIRECTORS ARE REPRESENTATIVES OF ORGANIZATIONS THAT WOULD BE ELIGIBLE TO RECEIVE SUPPORT FROM THE FOUNDATION. IN ADDITION, THE COMMITTEE THAT NOMINATES BOARD MEMBERS IS COMPOSED ENTIRELY OF DIRECTORS WHO ARE ALSO OFFICERS, DIRECTORS, KEY EMPLOYEES OR PERSONS SERVING IN A LEADERSHIP ROLE IN PUBLIC CHARITIES THAT WOULD BE ELIGIBLE TO RECEIVE SUPPORT FROM THE FOUNDATION. THE FOUNDATION ONLY SUPPORTS PUBLIC CHARITIES DESCRIBED IN IRC SECTION 509(A)(1) OR 509(A)(2) AND ONLY ORGANIZATIONS THAT ARE ORGANIZED IN THE UNITED STATES.

SCHEDULE C (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Political Campaign and Lobbying Activities

For Organizations Exempt From Income Tax Under section 501(c) and section 527

▶ **Complete if the organization is described below.** ▶ **Attach to Form 990 or Form 990-EZ.**
▶ **See separate instructions.**

OMB No 1545-0047

2012

Open to Public Inspection

If the organization answered "Yes," to Form 990, Part IV, line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then
- Section 501(c)(3) organizations: Complete Parts I-A and B. Do not complete Part I-C.
- Section 501(c) (other than section 501(c)(3)) organizations· Complete Parts I-A and C below. Do not complete Part I-B.
- Section 527 organizations Complete Part I-A only.

If the organization answered "Yes," to Form 990, Part IV, line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then
- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)) Complete Part II-A. Do not complete Part II-B
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)): Complete Part II-B Do not complete Part II-A.

If the organization answered "Yes," to Form 990, Part IV, line 5 (Proxy Tax), or Form 990-EZ, Part V, line 35c (Proxy Tax), then
- Section 501(c)(4), (5), or (6) organizations Complete Part III.

Name of organization	**Employer identification number**
NELLIE MAE EDUCATION FOUNDATION, INC.	04-2755323

Part I-A **Complete if the organization is exempt under section 501(c) or is a section 527 organization.**

1 Provide a description of the organization's direct and indirect political campaign activities in Part IV.
2 Political expenditures ▶ $ ______
3 Volunteer hours ______

Part I-B **Complete if the organization is exempt under section 501(c)(3).**

1 Enter the amount of any excise tax incurred by the organization under section 4955 ▶ $ ______
2 Enter the amount of any excise tax incurred by organization managers under section 4955 ▶ $ ______
3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? ☐ Yes ☐ No
4a Was a correction made? ☐ Yes ☐ No
b If "Yes," describe in Part IV

Part I-C **Complete if the organization is exempt under section 501(c), except section 501(c)(3).**

1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ▶ $ ______
2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ▶ $ ______
3 Total exempt function expenditures. Add lines 1 and 2 Enter here and on Form 1120-POL, line 17b ▶ $ ______
4 Did the filing organization file **Form 1120-POL** for this year? ☐ Yes ☐ No
5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments For each organization listed, enter the amount paid from the filing organization's funds. Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC) If additional space is needed, provide information in Part IV

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds. If none, enter -0-	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization If none, enter -0-.

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ. **Schedule C (Form 990 or 990-EZ) 2012**
LHA

232041
01-07-13

Part II-A **Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).**

A Check ▶ ☐ if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures)

B Check ▶ ☐ if the filing organization checked box A and "limited control" provisions apply.

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)	(a) Filing organization's totals	(b) Affiliated group totals
1a Total lobbying expenditures to influence public opinion (grass roots lobbying)		
b Total lobbying expenditures to influence a legislative body (direct lobbying)		
c Total lobbying expenditures (add lines 1a and 1b)		
d Other exempt purpose expenditures		
e Total exempt purpose expenditures (add lines 1c and 1d)		
f Lobbying nontaxable amount. Enter the amount from the following table in both columns.		

If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:
Not over $500,000	20% of the amount on line 1e.
Over $500,000 but not over $1,000,000	$100,000 plus 15% of the excess over $500,000.
Over $1,000,000 but not over $1,500,000	$175,000 plus 10% of the excess over $1,000,000.
Over $1,500,000 but not over $17,000,000	$225,000 plus 5% of the excess over $1,500,000
Over $17,000,000	$1,000,000.

	(a)	(b)
g Grassroots nontaxable amount (enter 25% of line 1f)		
h Subtract line 1g from line 1a If zero or less, enter -0-		
i Subtract line 1f from line 1c. If zero or less, enter -0-		

j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year? ☐ Yes ☐ No

4-Year Averaging Period Under Section 501(h)
(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f on page 4.)

Lobbying Expenditures During 4-Year Averaging Period

Calendar year (or fiscal year beginning in)	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) Total
2a Lobbying nontaxable amount					
b Lobbying ceiling amount (150% of line 2a, column(e))					
c Total lobbying expenditures					
d Grassroots nontaxable amount					
e Grassroots ceiling amount (150% of line 2d, column (e))					
f Grassroots lobbying expenditures					

Part II-B **Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).**

For each "Yes," response to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity	(a) Yes	(a) No	(b) Amount
1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:			
a Volunteers?		X	
b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?		X	
c Media advertisements?		X	
d Mailings to members, legislators, or the public?		X	
e Publications, or published or broadcast statements?		X	
f Grants to other organizations for lobbying purposes?		X	
g Direct contact with legislators, their staffs, government officials, or a legislative body?	X		56,000.
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?		X	
i Other activities?		X	
j Total Add lines 1c through 1i			56,000.
2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?		X	
b If "Yes," enter the amount of any tax incurred under section 4912			
c If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

Part III-A **Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).**

		Yes	No
1 Were substantially all (90% or more) dues received nondeductible by members?	1		
2 Did the organization make only in-house lobbying expenditures of $2,000 or less?	2		
3 Did the organization agree to carry over lobbying and political expenditures from the prior year?	3		

Part III-B **Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) and if either (a) BOTH Part III-A, lines 1 and 2, are answered "No," OR (b) Part III-A, line 3, is answered "Yes."**

1 Dues, assessments and similar amounts from members	1	
2 Section 162(e) nondeductible lobbying and political expenditures **(do not include amounts of political expenses for which the section 527(f) tax was paid).**		
a Current year	2a	
b Carryover from last year	2b	
c Total	2c	
3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3	
4 If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	4	
5 Taxable amount of lobbying and political expenditures (see instructions)	5	

Part IV **Supplemental Information**

Complete this part to provide the descriptions required for Part I-A, line 1, Part I-B, line 4, Part I-C, line 5; Part II-A (affiliated group list); Part II-A, line 2, and Part II-B, line 1 Also, complete this part for any additional information

PART II-B, LINE 1, LOBBYING ACTIVITIES:

A LOBBYING FIRM WAS HIRED DURING 2012 TO MONITOR ACTIVITY ON PROPOSED STATE LEGISLATION AFFECTING THE FOUNDATION'S PRACTICES AND TO MEET WITH COMMITTEE AND COMMITTEE STAFF MEMBERS TO DISCUSS SUCH LEGISLATION.

SCHEDULE D (Form 990)

Department of the Treasury Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization: NELLIE MAE EDUCATION FOUNDATION, INC.

Employer identification number: 04-2755323

Part I **Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.** Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

		(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year		
2	Aggregate contributions to (during year)		
3	Aggregate grants from (during year)		
4	Aggregate value at end of year		

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? ☐ Yes ☐ No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? ☐ Yes ☐ No

Part II **Conservation Easements.** Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply).

☐ Preservation of land for public use (e.g., recreation or education)
☐ Preservation of an historically important land area
☐ Protection of natural habitat
☐ Preservation of a certified historic structure
☐ Preservation of open space

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

			Held at the End of the Tax Year
a	Total number of conservation easements	2a	
b	Total acreage restricted by conservation easements	2b	
c	Number of conservation easements on a certified historic structure included in (a)	2c	
d	Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d	

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ ______

4 Number of states where property subject to conservation easement is located ▶ ______

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ ______

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ $ ______

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

Part III **Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.** Complete if the organization answered "Yes" to Form 990, Part IV, line 8

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenues included in Form 990, Part VIII, line 1 ▶ $ ______

(ii) Assets included in Form 990, Part X ▶ $ ______

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items

a Revenues included in Form 990, Part VIII, line 1 ▶ $ ______

b Assets included in Form 990, Part X ▶ $ ______

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets *(continued)*

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):

a ☐ Public exhibition
b ☐ Scholarly research
c ☐ Preservation for future generations
d ☐ Loan or exchange programs
e ☐ Other ______

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☐ No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIII and complete the following table

		Amount
c Beginning balance	1c	
d Additions during the year	1d	
e Distributions during the year	1e	
f Ending balance	1f	

2a Did the organization include an amount on Form 990, Part X, line 21? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIII Check here if the explanation has been provided in Part XIII ☐

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

a Board designated or quasi-endowment ▶ ______%

b Permanent endowment ▶ ______%

c Temporarily restricted endowment ▶ ______%

The percentages in lines 2a, 2b, and 2c should equal 100%

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

		Yes	No
(i) unrelated organizations	3a(i)		
(ii) related organizations	3a(ii)		
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?	3b		

4 Describe in Part XIII the intended uses of the organization's endowment funds

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements		48,420.	41,888.	6,532.
d Equipment		329,898.	189,807.	140,091.
e Other		504,372.	444,092.	60,280.
Total. Add lines 1a through 1e. *(Column (d) must equal Form 990, Part X, column (B), line 10(c).)* ▶				206,903.

Schedule D (Form 990) 2012

Part VII Investments - Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) DOMESTIC EQUITY	43,765,229.	END-OF-YEAR MARKET VALUE
(B) FOREIGN EQUITY	78,190,482.	END-OF-YEAR MARKET VALUE
(C) HEDGE FUND OF FUNDS	51,629,936.	END-OF-YEAR MARKET VALUE
(D) HEDGE FUNDS - DISTRESSED		
(E) CREDIT	18,227,643.	END-OF-YEAR MARKET VALUE
(F) HEDGE FUNDS - FIXED		
(G) INCOME	6,941,525.	END-OF-YEAR MARKET VALUE
(H) HEDGE FUNDS - LONG/SHORT		
(I) EQUITY	19,425,013.	END-OF-YEAR MARKET VALUE
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.) ▶	275,084,881.	

Part VIII Investments - Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 13.) ▶		

Part IX Other Assets. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. *(Column (b) must equal Form 990, Part X, col (B) line 15.)* ▶	

Part X Other Liabilities. See Form 990, Part X, line 25

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. *(Column (b) must equal Form 990, Part X, col. (B) line 25)* ▶	

2. FIN 48 (ASC 740) Footnote. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII [X]

SEE PART XIV FOR CONTINUATIONS

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements			1	57,784,812.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:				
a	Net unrealized gains on investments	2a	52,849,096.		
b	Donated services and use of facilities	2b			
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIII)	2d			
e	Add lines 2a through 2d			2e	52,849,096.
3	Subtract line 2e from line 1			3	4,935,716.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	1,240,058.		
b	Other (Describe in Part XIII)	4b			
c	Add lines 4a and 4b			4c	1,240,058.
5	Total revenue. Add lines 3 and 4c. *(This must equal Form 990, Part I, line 12.)*			5	6,175,774.

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements			1	17,890,903.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:				
a	Donated services and use of facilities	2a			
b	Prior year adjustments	2b			
c	Other losses	2c			
d	Other (Describe in Part XIII.)	2d			
e	Add lines 2a through 2d			2e	0.
3	Subtract line 2e from line 1			3	17,890,903.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	1,240,058.		
b	Other (Describe in Part XIII.)	4b			
c	Add lines 4a and 4b			4c	1,240,058.
5	Total expenses. Add lines 3 and 4c. *(This must equal Form 990, Part I, line 18)*			5	19,130,961.

Part XIII Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, lines 2d and 4b, and Part XII, lines 2d and 4b Also complete this part to provide any additional information

PART X, LINE 2: THE FOUNDATION ACCOUNTS FOR THE EFFECT OF ANY UNCERTAIN TAX POSITIONS BASED ON A "MORE LIKELY THAN NOT" THRESHOLD TO THE RECOGNITION OF THE TAX POSITIONS BEING SUSTAINED BASED ON THE TECHNICAL MERITS OF THE POSITION UNDER SCRUTINY BY THE APPLICABLE TAXING AUTHORITY. IF A TAX POSITION OR POSITIONS ARE DEEMED TO RESULT IN UNCERTAINTIES OF THOSE POSITIONS, THE UNRECOGNIZED TAX BENEFIT IS ESTIMATED BASED ON A "CUMULATIVE PROBABILITY ASSESSMENT" THAT AGGREGATES THE ESTIMATED TAX LIABILITY FOR ALL UNCERTAIN TAX POSITIONS. INTEREST AND PENALTIES

Part XIII Supplemental Information *(continued)*

ASSESSED, IF ANY, ARE ACCRUED AS INCOME TAX EXPENSE. THE FOUNDATION HAS IDENTIFIED ITS TAX STATUS AS A TAX EXEMPT ENTITY AND ITS DETERMINATIONS AS TO ITS INCOME BEING RELATED OR UNRELATED AS ITS ONLY SIGNIFICANT TAX POSITIONS AND HAS DETERMINED THAT SUCH TAX POSITIONS DO NOT RESULT IN AN UNCERTAINTY REQUIRING RECOGNITION. THE FOUNDATION IS NOT CURRENTLY UNDER EXAMINATION BY ANY TAXING JURISDICTION. FEDERAL AND STATE INCOME TAX RETURNS ARE GENERALLY OPEN FOR THREE YEARS FOLLOWING THE DATE FILED.

Part XIII Supplemental Information *(continued)*

Part VII Investments - Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
HEDGE FUND - MULTI-STRATEGY	8,310,001.	FMV
REAL ASSETS	26,100,344.	FMV
REAL ESTATE FUND	4,384,363.	FMV
DIRECT REAL ASSET - TIMBER	2,808,583.	FMV
PRIVATE COMMODITY	5,098,829.	FMV
NATURAL RESOURCES FUND OF FUNDS	10,202,933.	FMV

SCHEDULE F (Form 990)

Department of the Treasury
Internal Revenue Service

Statement of Activities Outside the United States

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 14b, 15, or 16.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047
2012
Open to Public Inspection

Name of the organization: NELLIE MAE EDUCATION FOUNDATION, INC.

Employer identification number: 04-2755323

Part I **General Information on Activities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 14b

1 **For grantmakers.** Does the organization maintain records to substantiate the amount of its grants and other assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? ☐ Yes ☐ No

2 **For grantmakers.** Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the United States.

3 Activities per Region. (The following Part I, line 3 table can be duplicated if additional space is needed)

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e g , fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
CENTRAL AMERICA & CARIBBEAN	0	0	INVESTMENTS		85,603,157.
3 a Sub-total	0	0			85,603,157.
b Total from continuation sheets to Part I	0	0			0.
c **Totals** (add lines 3a and 3b)	0	0			85,603,157.

LHA **For Paperwork Reduction Act Notice, see the Instructions for Form 990.**

Part II **Grants and Other Assistance to Organizations or Entities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than $5,000. Part II can be duplicated if additional space is needed

1 (a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter ▶

3 Enter total number of other organizations or entities ▶

Part III Grants and Other Assistance to Individuals Outside the United States. Complete if the organization answered "Yes" to Form *990, Part IV, line 16.*

Part III can be duplicated if additional space is needed

(a) Type of grant or assistance	**(b)** Region	**(c)** Number of recipients	**(d)** Amount of cash grant	**(e)** Manner of cash disbursement	**(f)** Amount of non-cash assistance	**(g)** Description of non-cash assistance	**(h)** Method of valuation (book, FMV, appraisal, other)

Part IV Foreign Forms

1 Was the organization a U.S. transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926)* .. [X] Yes [ ] No

2 Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U S Owner (see Instructions for Forms 3520 and 3520-A)* ..... [ ] Yes [X] No

3 Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U S. Persons With Respect To Certain Foreign Corporations. (see Instructions for Form 5471)* .. [X] Yes [ ] No

4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund (see Instructions for Form 8621)* . [X] Yes [ ] No

5 Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons With Respect To Certain Foreign Partnerships (see Instructions for Form 8865)* . [X] Yes [ ] No

6 Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to file Form 5713, International Boycott Report. (see Instructions for Form 5713)* . [ ] Yes [X] No

SCHEDULE I
(Form 990)

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations, Governments, and Individuals in the United States

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990.

OMB No 1545-0047
2012
Open to Public Inspection

Name of the organization: NELLIE MAE EDUCATION FOUNDATION, INC.

Employer identification number 04-2755323

Part I **General Information on Grants and Assistance**

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? [X] Yes [ ] No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II **Grants and Other Assistance to Governments and Organizations in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than $5,000. Part II can be duplicated if additional space is needed

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
JOBS FOR MAINE'S GRADUATES 45 COMMERCE DRIVE, SUITE 9 AUGUSTA, ME 04330	01-0482628	501(C)(3)	563,096.	0.			DLSC IMPLEMENTATION
JOBS FOR THE FUTURE 88 BROAD STREET, 8TH FLOOR BOSTON, MA 02110	06-1164568	501(C)(3)	500,000.	0.			RESEARCH DEVELOPMENT INTERMEDIARY
EDUCATION DEVELOPMENT CENTER (EDCI) - 43 FOUNDRY AVENUE - WALTHAM, MA 02453	04-2241718	501(C)(3)	424,543.	0.			DLSC EVALUATION
CENTER FOR COLLABORATIVE EDUCATION 33 HARRISON AVENUE, 6TH FLOOR BOSTON, MA 02111	04-3241676	501(C)(3)	400,000.	0.			PERFORMANCE ASSESSMENT SYSTEMS
EDUCATION DEVELOPMENT CENTER (EDCI) - 43 FOUNDRY AVENUE - WALTHAM, MA 02453	04-2241718	501(C)(3)	350,000.	0.			CROSS DISTRICT LEARNING INTERMEDIARY
GREAT SCHOOLS PARTNERSHIP 482 CONGRESS STREET, SUITE 500 PORTLAND, ME 04101	26-3834610	501(C)(3)	300,000.	0.			NEW ENGLAND SECONDARY SCHOOL CONSORTIUM

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table ▶ 204.

3 Enter total number of other organizations listed in the line 1 table ▶ 0.

LHA **For Paperwork Reduction Act Notice, see the Instructions for Form 990.** **Schedule I (Form 990) (2012)**

SEE PART IV FOR COLUMN (H) DESCRIPTIONS

232101
12-18-12

Part II **Continuation of Grants and Other Assistance to Governments and Organizations in the United States** (Schedule I (Form 990), Part II)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
AMERICAN INSTITUTES FOR RESEARCH PELAVIN RESEARCH CENTER; 1000 THOMAS JEFFERSON STREET, NW - WASHINGTON, DC 2	25-0965219	501(C)(3)	281,957.	0.			CREATING AND SUSTAINING SCL ENVIRONMENTS FOR UNDERSERVED SECONDARY MATHEMATICS IN NEW
EXPEDITIONARY LEARNING SCHOOLS OUTWARD BOUND - 7 NORTH PLEASANT ST., STE. 3A - AMHERST, MA 01002	04-2375956	501(C)(3)	263,080.	0.			AN EVALUATION OF SCL IN EXPEDITIONARY LEARNING SCHOOLS
NORWALK PUBLIC SCHOOLS 125 EAST AVE PO BOX 6001 NORWALK, CT 06852	GOV'T UNIT	PUBLIC SCHOOL	254,897.	0.			BUILDING A COLLABORATIVE CULLTURE
BURLINGTON SCHOOL DISTRICT 150 COLCHESTER AVENUE BURLINGTON, VT 05401	03-6000410	PUBLIC SCHOOL	252,666.	0.			DLSC IMPLEMENTATION
DANBURY PUBLIC SCHOOLS 63 BEAVER BROOK ROAD DANBURY, CT 06810	GOV'T UNIT	PUBLIC SCHOOL	250,000.	0.			BUILDING A COLLABORATIVE CULTURE
EDUCATION CONNECTION PO BOX 909 LITCHFIELD, CT 06759	06-0842189	501(C)(3)	249,783.	0.			A MIXED METHODS EVALUATION OF THE IMPACT OF BLENDED INSTRUCTION MODEL ON UNDERSERVED
NEW HAVEN PUBLIC SCHOOLS 54 MEADOW STREET NEW HAVEN, CT 06510	GOV'T UNIT	PUBLIC SCHOOL	249,141.	0.			BUILDING A COLLABORATIVE CULTURE
LELAND STANFORD JUNIOR UNIVERSITY OFFICE OF SPONSORED RESEARCH, 340 P STANFORD, CA 94305	94-1156365	PUBLIC UNIV.	240,186.	0.			DOCUMENTING SUCCESSFUL SCL MODELS
BROWN UNIVERSITY/ANNENBERG CENTER FOR SCHOOL REFORM - BOX 1985 - PROVIDENCE, RI 02912	05-0258809	501(C)(3)	223,735.	0.			SUPPORTING COMMUNITY ORGANIZING AND ENGAGEMENT

Part II **Continuation of Grants and Other Assistance to Governments and Organizations in the United States** (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
EDUCATION DEVELOPMENT CENTER (EDCI) - 43 FOUNDRY AVENUE - WALTHAM, MA 02453	04-2241718	501(C)(3)	208,110.	0.			BUILDING A COLLABORATIVE CULTURE EVALUATION
NEW ENGLAND RESOURCE CENTER FOR HIGHER EDUCATION (NERCHE) - UNIVERSITY OF MASSACHUSETTS, 100 MORRISSEY BOULEVARD - BOSTON, MA	GOV'T UNIT	PUBLIC UNIV.	201,607.	0.			PROJECT COMPASS
BOSTON BEYOND 89 SOUTH STREET, SUITE 601 BOSTON, MA 02111	20-1308560	501(C)(3)	200,000.	0.			THE BOSTON SUMMER LEARNING PROJECT
MASSACHUSETTS AFTERSCHOOL PARTNERSHIP - 128A TREMONT STREET, 4TH FLOOR FRONT - BOSTON, MA 02108	20-5116880	501(C)(3)	200,000.	0.			AFTER SCHOOL AND OUT OF SCHOOL TIME COORDINATING COUNCIL SUPPORT PROJECT
SANFORD SCHOOL DEPARTMENT 917 MAIN STREET, SUITE 200 SANFORD, ME 04073	GOV'T UNIT	PUBLIC SCHOOL	181,503.	0.			DLSC IMPLEMENTATION
EDUCATE MAINE 295 WATER STREET, STE. 5 AUGUSTA, ME 04330	20-3559947	501(C)(3)	175,000.	0.			SANDARDS-BASED EDUCATION POLICY INITIATIVE
SCHOTT FOUNDATION FOR PUBLIC EDUCATION - 675 MASSACHUSETTS AVENUE, 8TH FLOOR - CAMBRIDGE, MA 02139	04-3457065	501(C)(3)	165,000.	0.			MASSACHUSETTS OPPORTUNITY TO LEARN CAMPAIGN
MASSINC 18 TREMONT STREET, SUITE 1120 BOSTON, MA 02108	04-3271457	501(C)(3)	151,105.	0.			GATEWAY CITIES INSTITUTE - EDUCATION
E-P EDUCATION SERVICES 15 BRITTANY COURT CHESHIRE, CT 06410	06-0889523	501(C)(3)	150,000.	0.			COMMUNICATIONS, PROFESSIONAL DEVELOPMENT AND ADVOCACY SUPPORT

Part II **Continuation of Grants and Other Assistance to Governments and Organizations in the United States** (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
PROJECT R.I.G.H.T. 320A BLUE HILL AVENUE DORCHESTER, MA 02121	04-3265420	501(C)(3)	150,000.	0.			BOSTON UNITED FOR STUDENTS COALITION
INTERNATIONAL ASSOCIATION OF K-12 ONLINE LEARNING (INACOL) - 1934 OLD GALLOWS RD, SUITE 350 - VIENNA, VA 22182	20-0310109	501(C)(3)	149,600.	0.			COMPETENCY WORKS
PITTSFIELD YOUTH WORKSHOP P.O. BOX 206 PITTSFIELD, NH 03263	02-0414050	501(C)(3)	130,000.	0.			DLSC LEAD COMMUNITY PARTNER
PORTLAND HEALTH & HUMAN SERVICES SOCIAL SERVICES DIVISION, 190-192 LANCASTER STREET - PORTLAND, ME 04101	01-6000032	GOVT AGENCY	130,000.	0.			DLSC LEAD COMMUNITY PARTNER
STRATEGIES FOR A STRONG SANFORD P.O. BOX 958 SANFORD, ME 04073	80-0144697	501(C)(3)	130,000.	0.			DLSC LEAD COMMUNITY PARTNER
VOICES FOR VERMONT'S CHILDREN P.O. BOX 261 MONTPELIER, VT 05601	22-2611535	501(C)(3)	120,000.	0.			DLSC LEAD COMMUNITY PARTNER
JOBS FOR MAINE'S GRADUATES 45 COMMERCE DRIVE, SUITE 9 AUGUSTA, ME 04330	01-0482628	501(C)(3)	103,500.	0.			COMMUNICATIONS PLAN
BOSTON DAY & EVENING ACADEMY 20 KEARSARGE AVENUE ROXBURY, MA 02119	31-1708923	501(C)(3)	100,000.	0.			LARRY O'TOOLE LEADERSHIP AWARD
BOSTON EDUCATIONAL DEVELOPMENT FOUNDATION - 26 COURT STREET, 6TH FLOOR - BOSTON, MA 02108	22-2514422	501(C)(3)	100,000.	0.			RACE TO THE TOP DISTRICT APPLICATION

Part II **Continuation of Grants and Other Assistance to Governments and Organizations in the United States** (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
BRANDEIS UNIVERSITY P.O. BOX 549110 WALTHAM, MA 02454	04-2103552	501(C)(3)	100,000.	0.			PROJECT COMPASS DATA COMMUNITY OF PRACTICE
PROTEUS FUND 15 RESEARCH DRIVE, SUITE B AMHERST, MA 01002	04-3243004	501(C)(3)	100,000.	0.			DIVERSITY FELLOWSHIP
UNIVERSITY OF WASHINGTON FOUNDATION - 407 GERBERDING HALL, CAMPUS BOX 351210 - SEATTLE, WA 98195	94-3079432	501(C)(3)	100,000.	0.			FINANCING SCHOOLS FOR INNOVATION: DO BUDGET CONSTRAINTS, REAL AND IMAGINED, IMPACT THE WAY
BURLINGTON SCHOOL DISTRICT 150 COLCHESTER AVENUE BURLINGTON, VT 05401	03-6000410	PUBLIC SCHOOL	93,627.	0.			PUBLIC ENGAGEMENT AND COMMUNICATION PLAN
MAINE DEPARTMENT OF EDUCATION 23 STATE HOUSE STATION AUGUSTA, ME 04333	GOV'T UNIT	STATE AGENCY	92,000.	0.			VIRTUTAL CENTER FOR BEST PRACTICES AND POLICIES
GREAT SCHOOLS PARTNERSHIP 482 CONGRESS STREET, SUITE 500 PORTLAND, ME 04101	26-3834610	501(C)(3)	86,381.	0.			THE GLOSSARY OF EDUCATION REFORM FOR JOURNALISTS
VOICES FOR VERMONT'S CHILDREN P.O. BOX 261 MONTPELIER, VT 05601	22-2611535	501(C)(3)	85,300.	0.			DLSC LEAD COMMUNITY PARTNER
CENTRAL FALLS SCHOOL DISTRICT 54 MEADOW STREET NEW HAVEN, CT 06510	GOV'T UNIT	PUBLIC SCHOOL	80,651.	0.			STUDENT CENTERED SYSTEMS PLANNING INITIATIVE
MAINE SCHOOL ADMINISTRATIVE DISTRICT #60 (MSAD #60) - P.O. BOX 819 - NORTH BERWICK, ME 03906	GOV'T UNIT	PUBLIC SCHOOL	80,000.	0.			COMPETENCY BASED EDUCATION SYSTEM

Part II **Continuation of Grants and Other Assistance to Governments and Organizations in the United States** (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
RANDOLPH PUBLIC SCHOOLS 40 HIGHLAND AVENUE RANDOLPH, MA 02368	GOV'T UNIT	PUBLIC SCHOOL	80,000.	0.			FRESHMAN ACADEMY
GRANITE STATE ORGANIZING PROJECT 383 BEECH STREET MANCHESTER, NH 03101	47-0873896	501(C)(3)	79,000.	0.			YOUTH ORGANIZERS UNITED
HYDE SQUARE TASK FORCE 375 CENTRE STREET JAMAICA PLAIN, MA 02130	04-3118543	501(C)(3)	79,000.	0.			BOSTON PARENT ORGANIZING NETWORK
YOUNG VOICES 150 MILLER AVE PROVIDENCE, RI 02905	43-2103674	501(C)(3)	79,000.	0.			STUDENTS' AND PARENTS' GRASSROOTS MOVEMENT
YOUTH IN ACTION 672 BROAD STREET PROVIDENCE, RI 02907	05-0495230	501(C)(3)	79,000.	0.			STUDENT CENTERED CLASSROOMS
ASIA SOCIETY 725 PARK AVENUE NEW YORK, NY 10021	13-3234632	501(C)(3)	75,000.	0.			EXPANDING HORIZONS THROUGH EXPANDED LEARNING
BOSTON BEYOND 89 SOUTH STREET, SUITE 601 BOSTON, MA 02111	20-1308560	501(C)(3)	75,000.	0.			BOSTON AFERSCHOOL AND BEYOND
GOODWIN COLLEGE ONE RIVERSIDE DRIVE EAST HARTFORD, CT 06118	06-1627882	501(C)(3)	75,000.	0.			CONNECTICUT RIVER EXTENDED LEARNING INSTITUTE
JFY NETWORKS 44 SCHOOL STREET, SUITE 1010 BOSTON, MA 02109	04-2607239	501(C)(3)	75,000.	0.			JFYNET/OE PORTAL TO STUDENT CENTERED LEARNING

Part II **Continuation of Grants and Other Assistance to Governments and Organizations in the United States** (Schedule I (Form 990), Part II)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
OUR PIECE OF THE PIE, INC. 20-28 SARGEANT STREET HARTFORD, CT 06105	06-0939659	501(C)(3)	75,000.	0.			STUDENT DATA INTEGRATION PROJECT
SEARSPORT DISTRICT HIGH SCHOOL 24 MORTLAND STREET SEARSPORT, ME 04974	GOV'T UNIT	PUBLIC SCHOOL	75,000.	0.			TAKING A MULTIPLE PATHWAYS STRANDARDS-BASED SYSTEM TO SCALE
THE BOSTON FOUNDATION 75 ARLINGTON STREET, 10TH FLOOR BOSTON, MA 02116	04-2104021	501(C)(3)	75,000.	0.			BOSTON OPPORTUNITY AGENDA ADMINISTRATIVE SUPPORT
UNIVERSITY OF WASHINGTON FOUNDATION - 407 GERBERDING HALL, CAMPUS BOX 351210 - SEATTLE, WA 98195	94-3079432	501(C)(3)	65,451.	0.			DO LEADING CMOS USE SCL TO SUCCEED WITH HIGH NEEDS STUDENTS? A REVIEW OF INTERVIEWS AND
VISUAL UNDERSTANDING IN EDUCATION VISUAL THINKING STRATEGIES, 109 SOUTH 5TH STREET - BROOKLYN, NY 11249	04-3299055	501(C)(3)	56,462.	0.			VTS MIDDLE SCHOOL PROGRAM MODEL DEVELOPMENT PROJECT
SANFORD SCHOOL DEPARTMENT 917 MAIN STREET, SUITE 200 SANFORD, ME 04073	GOV'T UNIT	PUBLIC SCHOOL	56,400.	0.			COMMUNICATION PLAN IMPLEMENTATION
JOBS FOR MAINE'S GRADUATES 45 COMMERCE DRIVE, SUITE 9 AUGUSTA, ME 04330	01-0482628	501(C)(3)	56,000.	0.			COMMUNICATIONS PLAN
PITTSFIELD SCHOOL DISTRICT SAU 51, 23 ONEIDA STREET, UNIT 1 PITTSFIELD, NH 03263	GOV'T UNIT	PUBLIC SCHOOL	53,300.	0.			COMMUNICATION PLAN IMPLEMENTATION
GREAT SCHOOLS PARTNERSHIP 482 CONGRESS STREET, SUITE 500 PORTLAND, ME 04101	26-3834610	501(C)(3)	52,437.	0.			EDUCATION JOURNALIST GLOSSARY AND ONLINE RESOURCE TOOL

Part II **Continuation of Grants and Other Assistance to Governments and Organizations in the United States** (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
STRATEGIES FOR A STRONG SANFORD P.O. BOX 958 SANFORD, ME 04073	80-0144697	501(C)(3)	52,113.	0.			DLSC LEAD COMMUNITY PARTNER
ASIA SOCIETY 725 PARK AVENUE NEW YORK, NY 10021	13-3234632	501(C)(3)	50,000.	0.			EXPANDED LEARNING
BOSTON EDUCATIONAL DEVELOPMENT FOUNDATION - 26 COURT STREET, 6TH FLOOR - BOSTON, MA 02108	22-2514422	501(C)(3)	50,000.	0.			DIPLOMA PLUS CHARLESTOWN - PBP: INTERDISCIPLINARY WEEK
CENTER FOR COLLABORATIVE EDUCATION 33 HARRISON AVENUE, 6TH FLOOR BOSTON, MA 02111	04-3241676	501(C)(3)	50,000.	0.			STRENGTHENING GRADUATION BY PROFICIENCY IN RI'S HIGH SCHOOLS
CONNECTICUT COUNCIL FOR EDUCATION REFORM - 195 CHURCH STREET, 8TH FLOOR - NEW HAVEN, CT 06510	27-4704040	501(C)(3)	50,000.	0.			ALLIANCE DISTRICT PROJECT
DANBURY PUBLIC SCHOOLS 63 BEAVER BROOK ROAD DANBURY, CT 06810	GOV'T UNIT	PUBLIC SCHOOL	50,000.	0.			CROSS DISTRICT LEARNING
EXPEDITIONARY LEARNING - NEW YORK 247 W. 35TH STREET, 8TH FLOOR NEW YORK, NY 10001	06-1576405	501(C)(3)	50,000.	0.			PROFICIENCY BASED PATHWAYS: PATHWAYS TO SUCCESS
MASSACHUSETTS 2020 24 SCHOOL STREET, 3RD FLOOR BOSTON, MA 02108	04-3534001	501(C)(3)	50,000.	0.			LAWRENCE TRANSITION
NATIONAL CENTER ON EDUCATION AND THE ECONOMY (NCEE) - 2000 PENNSYLVANIA AVENUE, NW, STE. 5300 - WASHINGTON, DC 20006	52-1539258	501(C)(3)	50,000.	0.			PROFICIENCY BASED PATHWAYS: EXCELLENCE FOR ALL

Part II **Continuation of Grants and Other Assistance to Governments and Organizations in the United States** (Schedule I (Form 990), Part II)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
NEW ENGLAND LITERACY RESOURCE CENTER (WORLD EDUCATION, INC.) - 44 FARNSWORTH STREET - BOSTON, MA 02210	13-1804349	501(C)(3)	50,000.	0.			WORDS2LEARN: USING MOBILE PHONES TO ACCELERATE LEARNING
NEW HAVEN PUBLIC SCHOOLS 54 MEADOW STREET NEW HAVEN, CT 06510	GOV'T UNIT	PUBLIC SCHOOL	50,000.	0.			CROSS DISTRICT LEARNING
NORWALK PUBLIC SCHOOLS 125 EAST AVE PO BOX 6001 NORWALK, CT 06852	GOV'T UNIT	PUBLIC SCHOOL	50,000.	0.			CROSS DISTRICT LEARNING
OUR PIECE OF THE PIE, INC. 20-28 SARGEANT STREET HARTFORD, CT 06105	06-0939659	501(C)(3)	50,000.	0.			DATA INTEGRATION IMPLEMENTATION SUPPORT
TECHNICAL EDUCATION RESEARCH CENTERS, INC. (TERC) - 2067 MASSACHUSETTS AVENUE - CAMBRIDGE, MA 02140	04-6134355	501(C)(3)	50,000.	0.			PROFICIENCY BASED PATHWAYS: DEVELOPMENT OF COMPETENCY BASED ONLINE SUPPORT IN TARGETED MATH
VERGENNES UNION HIGH SCHOOL ADDISON NORTHWEST SUPERVISORY UNION, 48 GREEN STREET - VERGENNES, VT 05491	GOV'T UNIT	PUBLIC SCHOOL	50,000.	0.			PROFICIENCY BASED PATHWAYS: PERFORMANCE BASED GRADUATION REQUIREMENTS
YOUTH IN ACTION 672 BROAD STREET PROVIDENCE, RI 02907	05-0495230	501(C)(3)	50,000.	0.			STRENGTHENING THE CAPACITY OF THE COMMUNITY ORGANIZING COHORT
PITTSFIELD SCHOOL DISTRICT SAU 51, 23 ONEIDA STREET, UNIT 1 PITTSFIELD, NH 03263	GOV'T UNIT	PUBLIC SCHOOL	49,250.	0.			RACE TO THE TOP APPLICATION
PORTLAND HEALTH & HUMAN SERVICES SOCIAL SERVICES DIVISION, 190-192 LANCASTER STREET - PORTLAND, ME 04101	01-6000032	GOVT AGENCY	46,250.	0.			DLSC LEAD COMMUNITY PARTNER

Part II **Continuation of Grants and Other Assistance to Governments and Organizations in the United States** (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
THE RHODE ISLAND FOUNDATION ONE UNION STATION PROVIDENCE, RI 02903	22-2604963	501(C)(3)	45,000.	0.			RI EDUCATION PUBLIC AWARENESS CAMPAIGN
BALLET THEATRE OF BOSTON 400 HARVARD STREET CAMBRIDGE, MA 02138	04-2773619	501(C)(3)	40,000.	0.			YOUTH IMMIGRANT LEADERSHIP NETWORK
COMMUNITY FOUNDATION OF WESTERN MASSACHUETTS - P.O. BOX 15769 - SPRINGFIELD, MA 01115	22-3089640	501(C)(3)	40,000.	0.			FUNDER COLLABORATIVE FOR READING SUCCESS
YALE UNIVERSITY CHILD STUDY CENTER 47 COLLEGE ST., STE. 203, P.O. BOX NEW HAVEN, CT 06520	06-0646973	501(C)(3)	40,000.	0.			MSCS COMER SCHOOL DEVELOPMENT PROGRAM
BURLINGTON SCHOOL DISTRICT 150 COLCHESTER AVENUE BURLINGTON, VT 05401	03-6000410	PUBLIC SCHOOL	36,125.	0.			COMMUNICATIONS PLAN
PITTSFIELD YOUTH WORKSHOP P.O. BOX 206 PITTSFIELD, NH 03263	02-0414050	501(C)(3)	35,347.	0.			DLSC LEAD COMMUNITY PARTNER
MASSACHUSETTS DEPARTMENT OF HIGHER EDUCATION - ONE ASHBURTON PLACE, ROOM 1401 - BOSTON, MA 02108	GOV'T UNIT	501(C)(3)	35,000.	0.			LEAP CONFERENCE
INTERNATIONAL ASSOCIATION OF K-12 ONLINE LEARNING (INACOL) - 1934 OLD GALLOWS RD, SUITE 350 - VIENNA, VA 22182	20-0310109	501(C)(3)	33,000.	0.			DISTRIBUTION OF KNOWLEDGE FROM PROFICIENCY-BASED PATHWAYS PROJECT
CENTER FOR COLLABORATIVE EDUCATION 33 HARRISON AVENUE, 6TH FLOOR BOSTON, MA 02111	04-3241676	501(C)(3)	30,250.	0.			QUALITY PERFORMANCE ASSESSMENTS TRAINING GUIDE/TOOL KIT

Part II **Continuation of Grants and Other Assistance to Governments and Organizations in the United States** (Schedule I (Form 990), Part II)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
MASSINC 18 TREMONT STREET, SUITE 1120 BOSTON, MA 02108	04-3271457	501(C)(3)	30,000.	0.			OPEN MINDS
PROVIDENCE AFTER SCHOOL ALLIANCE 140 BROADWAY PROVIDENCE, RI 02903	26-0319193	501(C)(3)	30,000.	0.			AFTERZONE'S SUMMER SCHOLARS PROGRAM
READING IS FUNDAMENTAL 1730 RHODE ISLAND AVENUE, NW, P.O. WASHINGTON, DC 20036	52-0976257	501(C)(3)	30,000.	0.			$10,000 TO THE MULTICULTURAL BOOK COLLECTION AND $20,000 TO THE GENERAL FUND
VIRTUAL LEARNING ACADEMY CHARTER SCHOOL - 30 LINDEN STREET, P.O. BOX 1050 - EXETER, NH 03833	56-2668724	501(C)(3)	30,000.	0.			COURSE AND COMPETENCY DEVELOPMENT
HYDE SQUARE TASK FORCE 375 CENTRE STREET JAMAICA PLAIN, MA 02130	04-3118543	501(C)(3)	29,000.	0.			YOUTH COMMUNITY ORGANIZING
COMMUNITY LABOR UNITED NONPROFIT CENTER, 89 SOUTH ST., #70 BOSTON, MA 02111	20-3404034	501(C)(3)	29,000.	0.			BOSTON YOUTH ORGANIZING PROJECT
YOUTH ON BOARD (YOUTHBUILD USA) 58 DAY STREET SOMERVILLE, MA 02144	22-3076454	501(C)(3)	29,000.	0.			BOSTON STUDENT ADVISORY COUNCIL
NEW HAMPSHIRE DEPARTMENT OF EDUCATION - 101 PLEASANT STREET - CONCORD, NH 03301	GOV'T UNIT	STATE AGENCY	25,550.	0.			NH FLEXIBILITY WAIVER
GREAT SCHOOLS PARTNERSHIP 482 CONGRESS STREET, SUITE 500 PORTLAND, ME 04101	26-3834610	501(C)(3)	25,350.	0.			IMPLICATIONS OF PROFICIENCY-BASED LEARNING ON STATE ASSESSMENT SYSTEMS

Part II **Continuation of Grants and Other Assistance to Governments and Organizations in the United States** (Schedule I (Form 990), Part II)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
CENTER FOR COLLABORATIVE EDUCATION 33 HARRISON AVENUE, 6TH FLOOR BOSTON, MA 02111	04-3241676	501(C)(3)	25,000.	0.			QPA COMMUNICATIONS STRATEGY
FINANCE AUTHORITY OF MAINE P.O. BOX 949 AUGUSTA, ME 04332	01-0392006	501(C)(3)	25,000.	0.			HAROLD ALFOND COLLEGE CHALLENGE PROGRAM
HARVARD MEDICAL SCHOOL 25 SHATTUCK STREET BOSTON, MA 02115	04-2103580	501(C)(3)	25,000.	0.			MEDSCIENCE PROGRAM
INNOVATE-EDUCATE 263 STAAB STREET SANTA FE, NM 87501	26-3205739	501(C)(3)	25,000.	0.			COLLOQUIUM SERIES ON REDESIGNING THE CURRICULUM
PUBLIC INTEREST PROJECTS 45 WEST 36TH STREET, 6TH FLOOR NEW YORK, NY 10018	13-3191113	501(C)(3)	25,000.	0.			JUST AND FAIR SCHOOLS FUND
THE COLLEGE CRUSADE 134 THURBERS AVENUE, SUITE 111 PROVIDENCE, RI 02905	22-3031765	501(C)(3)	25,000.	0.			READABOUT LITERACY PROGRAM
THOMPSON ISLAND OUTWARD BOUND P.O. BOX 127 BOSTON, MA 02127	04-3027900	501(C)(3)	25,000.	0.			CONNECTIONS
NATIONAL CENTER FOR THE IMPROVEMENT OF EDUCATIONAL ASSESSMENT, INC. - P.O. BOX 351 - DOVER, NH 03821	02-0501917	501(C)(3)	23,000.	0.			COMMON CORE AND SCL
BOSTON DAY & EVENING ACADEMY 20 KEARSARGE AVENUE ROXBURY, MA 02119	31-1708923	501(C)(3)	20,000.	0.			REAL INSTITUTE

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CASTLETON STATE COLLEGE 62 ALUMNI DRIVE CASTLETON, VT 05735	03-0213787	501(C)(3)	20,000.	0.			STUDENT ENRICHMENT PROGRAMS
CASTLETON STATE COLLEGE 62 ALUMNI DRIVE CASTLETON, VT 05735	03-0213787	501(C)(3)	20,000.	0.			STUDENT ENRICHMENT PROGRAMS
NATIONAL CENTER ON EDUCATION AND THE ECONOMY (NCEE) - 2000 PENNSYLVANIA AVENUE, NW, STE. 5300 - WASHINGTON, DC 20006	52-1539258	501(C)(3)	20,000.	0.			BOARD EXAMINATION SYSTEMS PILOT - TECHNICAL ASSISTANCE
NEW HAVEN PUBLIC SCHOOLS 54 MEADOW STREET NEW HAVEN, CT 06510	GOV'T UNIT	PUBLIC SCHOOL	20,000.	0.			SCHOOL YEAR DISTRICT-STUDENT CENTERED LEARNING CONSORTIUM
OUR PIECE OF THE PIE, INC. 20-28 SARGEANT STREET HARTFORD, CT 06105	06-0939659	501(C)(3)	20,000.	0.			NETWORK OF KEY STAKEHOLDERS AND COMMUNITY OF PRACTICE
RANDOLPH COMMUNITY PARTNERS RANDOLPH HIGH SCHOOL, RM 133, 70 MEMORIAL PARKWAY - RANDOLPH, MA 02368	76-0710382	501(C)(3)	20,000.	0.			RANDOLPH PARTNERSHIP
UNITED WAY OF YORK COUNTY P.O. BOX 727 KENNEBUCK, ME 04043	01-0276862	501(C)(3)	20,000.	0.			MSAD PARTNERSHIP PLAN
YOUNG VOICES 150 MILLER AVE PROVIDENCE, RI 02905	43-2103674	501(C)(3)	20,000.	0.			YOUTH AND FAMILY ORGANIZING
PITTSFIELD SCHOOL DISTRICT SAU 51, 23 ONEIDA STREET, UNIT 1 PITTSFIELD, NH 03263	GOV'T UNIT	PUBLIC SCHOOL	19,000.	0.			COMMUNICATION PLAN DEVELOPMENT

Part II **Continuation of Grants and Other Assistance to Governments and Organizations in the United States** (Schedule I (Form 990), Part II)

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BIG PICTURE COMPANY 325 PUBLIC STREET PROVIDENCE, RI 02905	05-0485883	501(C)(3)	15,000.	0.			BIG PICTURE PPI - TECHNICAL ASSISTANCE
BURLINGTON SCHOOL DISTRICT 150 COLCHESTER AVENUE BURLINGTON, VT 05401	03-6000410	PUBLIC SCHOOL	15,000.	0.			COMMUNICATIONS PLAN
EDUCATE MAINE 295 WATER STREET, STE. 5 AUGUSTA, ME 04330	20-3559947	501(C)(3)	15,000.	0.			HAROLD ALFOND COLLEGE CHALLENGE PROGRAM
ESSEX COUNTY COMMUNITY FOUNDATION 175 ANDOVER STREET, STE. 101 DANVERS, MA 01923	04-3407816	501(C)(3)	15,000.	0.			BETTY BELAND GREATER LAWRENCE SUMMER FUND
JOHN F. KENNEDY LIBRARY FOUNDATION COLUMBIA POINT BOSTON, MA 02125	04-6113130	501(C)(3)	15,000.	0.			PROFILES OF COURAGE AWARD
MCLEAN HOSPITAL HARVARD GRADUATE SCHOOL OF EDUCATION; 8 STORY STREET, 3RD FLOOR - CAMBRIDGE,	04-2697981	501(C)(3)	15,000.	0.			PEAR CONFERENCE
YALE SCHOOL OF MANAGEMENT P.O. BOX 208200 NEW HAVEN, CT 06520	06-0546973	501(C)(3)	15,000.	0.			YALE EDUCATION LEADERSHIP MANAGEMENT CONFERENCE
YALE SCHOOL OF MANAGEMENT P.O. BOX 208200 NEW HAVEN, CT 06520	06-0546973	501(C)(3)	15,000.	0.			YALE EDUCATION LEADERSHIP MANAGEMENT CONFERENCE
EDUCATION CONNECTION PO BOX 909 LITCHFIELD, CT 06759	06-0842189	501(C)(3)	11,720.	0.			A MIXED METHODS EVALUATION OF THE IMPACT OF BLENDED INSTRUCTION MODEL ON UNDERSERVED

Part II **Continuation of Grants and Other Assistance to Governments and Organizations in the United States** (Schedule I (Form 990), Part II.)

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WHAT KIDS CAN DO, INC. P.O. BOX 603252 PROVIDENCE, RI 02906	05-0512364	501(C)(3)	11,500.	0.			YOUR BRAIN ON INFORMATION ANIMATED VIDEO
BIG BROTHER BIG SISTER OF MERCER COUNTY - 535 E. FRANKLIN STREET - TRENTON, NJ 08610	06-1653897	501(C)(3)	10,000.	0.			UNITED YOUTH MENTOR LINK
BLUE ENGINE 150 COURT STREET, 2ND FLOOR BROOKLYN, NY 11201	27-1182991	501(C)(3)	10,000.	0.			GENERAL SUPPORT
BOSTON CHINATOWN NEIGHBORHOOD CENTER - 885 WASHINGTON STREET - BOSTON, MA 02111	23-7209691	501(C)(3)	10,000.	0.			ANNUAL NEW YEAR'S BANQUET
BOSTON EDUCATIONAL DEVELOPMENT FOUNDATION - 26 COURT STREET, 6TH FLOOR - BOSTON, MA 02108	22-2514422	501(C)(3)	10,000.	0.			BRIDGING THE GAP CONFERENCE
BRYANT UNIVERSITY 1150 DOUGLAS PIKE SMITHFIELD, RI 02917	05-0258810	501(C)(3)	10,000.	0.			SCHOLARSHIPS
CATHEDRAL HIGH SCHOOL 74 UNION PARK STREET BOSTON, MA 02118	56-2438574	501(C)(3)	10,000.	0.			ADOPT-A-STUDENT PROGRAM
CATHOLIC SCHOOLS FOUNDATION 260 FRANKLIN STREET, STE. 630 BOSTON, MA 02110	22-2485502	501(C)(3)	10,000.	0.			INNER-CITY SCHOLARSHIP FUND
CONNECTICUT COUNCIL FOR EDUCATION REFORM - 195 CHURCH STREET, 8TH FLOOR - NEW HAVEN, CT 06510	27-4704040	501(C)(3)	10,000.	0.			GREAT EXPECTATIONS: RAISING EDUCATIONAL ACHIEVEMENT

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EUGENIO MARIA DE HOSTOS COMMUNITY COLLEGE FOUNDATION - 500 GRAND CONCOURSE - BRONX, NY 10451	13-3116643	501(C)(3)	10,000.	0.			HOSTOS FOUNDATION SCHOLARSHIP FUND
EXPLORE SCHOOLS, INC. 20 JAY STREET, STE. 504 BROOKLYN, NY 11201	26-3282250	501(C)(3)	10,000.	0.			GENERAL SUPPORT
HYDE SQUARE TASK FORCE 375 CENTRE STREET JAMAICA PLAIN, MA 02130	04-3118543	501(C)(3)	10,000.	0.			ANNUAL HSTF BREAKFAST
INTERNATIONAL DOCUMENT ASSOCIATION 1201 WEST 5TH ST., STE. M270 LOS ANGELES, CA 90017	95-3911227	501(C)(3)	10,000.	0.			FIRST GENERATION
MAINE PHILANTHROPY CENTER USM GLICKMAN FAMILY LIBRARY, RM 321, P.O. BOX 9301 - PORTLAND, ME 04104	01-0503126	501(C)(3)	10,000.	0.			2012 PHILANTHROPY PARTNERS CONFERENCE
MCLEAN HOSPITAL HARVARD GRADUATE SCHOOL OF EDUCATION; 8 STORY STREET, 3RD FLOOR - CAMBRIDGE,	04-2697981	501(C)(3)	10,000.	0.			PEAR CONFERENCE
MORGAN STATE UNIVERSITY FOUNDATION P.O. BOX 64261 BALTIMORE, MD 21264	23-7089143	501(C)(3)	10,000.	0.			SCHOOL OF BUSINESS HONORS PROGRAM
MUSEUM OF SCIENCE SCIENCE PARK BOSTON, MA 02114	04-2103916	501(C)(3)	10,000.	0.			THE SCIENCE BEHIND THE STARS
PEOPLE FOR PEOPLE, INC. 800 NORTH BROAD STREET PHILADELPHIA, PA 19130	23-2676655	501(C)(3)	10,000.	0.			MENTORING PROGRAM

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RIDER UNIVERSITY 2083 LAWRENCEVILLE ROAD LAWRENCEVILLE, NJ 08648	21-0650678	501(C)(3)	10,000.	0.			ASPIRING ACCOUNTING PROFESSIONALS PROGRAM
SOUTH SHORE YMCA 79 CODDINGTON STREET QUINCY, MA 02169	04-2105881	501(C)(3)	10,000.	0.			YOUTH IN GOVERNMENT
STAMFORD PUBLIC EDUCATION FOUNDATION - 62 PALMER HILL ROAD - STAMFORD, CT 06902	06-1462359	501(C)(3)	10,000.	0.			HOPE UNITED
THE MATCH SCHOOL FOUNDATION (MEDIA AND TECHNOLOGY CHARTER HIGH SCHOOL) - 1001 COMMONWEALTH AVENUE - BOSTON, MA 02215	04-3476160	501(C)(3)	10,000.	0.			GENERAL SUPPORT
THE STEPPINGSTONE FOUNDATION 155 FEDERAL STREET, STE. 800 BOSTON, MA 02110	04-3086666	501(C)(3)	10,000.	0.			NPEA CONFERENCE
UNITED WAY OF WESTERN CONNECTICUT 85 WEST STREET DANBURY, CT 00810	06-0646577	501(C)(3)	10,000.	0.			SANDY HOOK SCHOOL SUPPORT FUND
VOICES FOR VERMONT'S CHILDREN P.O. BOX 261 MONTPELIER, VT 05601	22-2611535	501(C)(3)	10,000.	0.			DLSC LEAD COMMUNITY PARTNER
WILLISTON NORTHAMPTON SCHOOL 19 PAYSON AVE EASTHAMPTON, MA 01027	04-1975990	501(C)(3)	10,000.	0.			WILLISTON+
YEAR UP - NEW YORK 55 EXCHANGE PLACE #403 NEW YORK, NY 10005	04-3534407	501(C)(3)	10,000.	0.			GENERAL SUPPORT

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YEAR UP-PROVIDENCE 10 DORRANCE STREET, SUITE 1108 PROVIDENCE, RI 02903	04-3534407	501(C)(3)	10,000.	0.			SCHOLARSHIPS
CASTLETON STATE COLLEGE 62 ALUMNI DRIVE CASTLETON, VT 05735	03-0213787	501(C)(3)	9,000.	0.			STUDENT ENRICHMENT PROGRAMS
MOSES BROWN SCHOOL 25- LLOYD AVENUE PROVIDENCE, RI 02906	05-0393999	501(C)(3)	9,000.	0.			ANNUAL FUND
MOUSE, INC. 50 WEST 23RD STREET, STE. 702 NEW YORK, NY 10010	13-3973196	501(C)(3)	9,000.	0.			GENERAL SUPPORT
SPRINGFIELD SCHOOL VOLUNTEERS 195 STATE STREET SPRINGFIELD, MA 01102	04-2643527	501(C)(3)	9,000.	0.			SPRINGFIELD RENAISSANCE SCHOOL
WILLISTON NORTHAMPTON SCHOOL 19 PAYSON AVE EASTHAMPTON, MA 01027	04-1975990	501(C)(3)	9,000.	0.			FACULTY DEVELOPMENT FUND
EDITORIAL PROJECTS IN EDUCATION SUITE 100, 6935 ARLINGTON ROAD BETHESDA, MD 20814	53-0246895	501(C)(3)	8,505.	0.			POWERING UP SUCCESS
NATICK EDUCATION FOUNDATION P.O. BOX 2221 NATICK, MA 01760	04-3166767	501(C)(3)	8,500.	0.			EDUCAITONAL PROGRAMS
THE CENTER FOR THE ARTS IN NATICK 14 SUMMER STREET NATICK, MA 01760	04-3364016	501(C)(3)	8,500.	0.			EDUCATIONAL PROGRAMS

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BURLINGTON SCHOOL DISTRICT 150 COLCHESTER AVENUE BURLINGTON, VT 05401	03-6000410	PUBLIC SCHOOL	8,160.	0.			BACK TO SCHOOL STRATEGY
EDUCATORS FOR SOCIAL RESPONSIBILITY - 23 GARDEN STREET - CAMBRIDGE, MA 02138	04-2764204	501(C)(3)	8,000.	0.			EDUCATIONAL PROGRAMS
AS 220 95 MATHEWSON STREET PROVIDENCE, RI 02903	22-2754566	501(C)(3)	7,500.	0.			HOPE UNITED
HANOVER PERMANENT SCHOLARSHIP FOUNDATION - P.O. BOX 67 - HANOVER, MA 02339	04-2625836	501(C)(3)	7,500.	0.			JENNA A. ATTURIO MEMORIAL SCHOLARSHIP
JFY NETWORKS 44 SCHOOL STREET, SUITE 1010 BOSTON, MA 02109	04-2607239	501(C)(3)	7,500.	0.			JFYNET INNOVATION AWARDS
SOUTH SHORE YMCA 79 CODDINGTON STREET QUINCY, MA 02169	04-2105881	501(C)(3)	7,500.	0.			GIRL POWER
YEAR UP - PROVIDENCE 10 DORRANCE STREET, SUITE 1108 PROVIDENCE, RI 02903	04-3534407	501(C)(3)	7,500.	0.			SCHOLARSHIPS
EDITORIAL PROJECTS IN EDUCATION SUITE 100, 6935 ARLINGTON ROAD BETHESDA, MD 20814	53-0246895	501(C)(3)	7,495.	0.			LEADERSHIP FORUM
XAVERIAN BROTHERS HIGH SCHOOL 800 CLAPBOARDTREE STREET WESTWOOD, MA 02090	04-2314036	501(C)(3)	6,750.	0.			FUND FOR XAVERIAN

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COLUMBIA UNIVERSITY 622 WEST 113TH STREET, 3RD FLOOR NEW YORK, NY 10025	13-5598093	501(C)(3)	6,000.	0.			COLUMBIA COLLEGE FUND
MORGAN STATE UNIVERSITY FOUNDATION P.O. BOX 64261 BALTIMORE, MD 21264	23-7089143	501(C)(3)	6,000.	0.			GRAVES SCHOOL HONOR'S PROGRAM
NATIONAL COLLEGE ACCESS NETWORK (NCAN) - 1001 CONNECTICUT AVE, NW, SUITE 632 - WASHINGTON, DC 20036	31-1793562	501(C)(3)	6,000.	0.			ANNUAL CONFERENCE
THE FOUNDATION CENTER 79 FIFTH AVENUE NEW YORK, NY 10003	13-1837418	501(C)(3)	6,000.	0.			GENERAL PROGRAM FUNDING
THE HAYMARKET PEOPLE'S FUND 42 SEAVENS AVENUE BOSTON, MA 02130	04-2586725	501(C)(3)	6,000.	0.			ANTI-RACISM JOURNEY
YEAR-UP - BOSTON 93 SUMMER STREET, 5TH FLOOR BOSTON, MA 02110	04-3534407	501(C)(3)	6,000.	0.			GENERAL SUPPORT
BOSTON EDUCATIONAL DEVELOPMENT FOUNDATION - 26 COURT STREET, 6TH FLOOR - BOSTON, MA 02108	22-2514422	501(C)(3)	5,000.	0.			MUNIZ ACADEMY PRINCIPAL'S FUND FOR EDUCATIONAL PURPOSES
BREAKTHROUGH CAMBRIDGE P.O. BOX 381486 CAMBRIDGE, MA 02238	04-3307783	501(C)(3)	5,000.	0.			20TH ANNIVERSARY GALA
CATHOLIC SCHOOLS FOUNDATION 260 FRANKLIN STREET, STE. 630 BOSTON, MA 02110	22-2485502	501(C)(3)	5,000.	0.			INNER-CITY SCHOLARSHIP FUND

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CATHOLIC SCHOOLS FOUNDATION 260 FRANKLIN STREET, STE. 630 BOSTON, MA 02110	22-2485502	501(C)(3)	5,000.	0.			INNER-CITY SCHOLARSHIP FUND
CITIZENS SCHOOL MUSEUM WHARF, 308 CONGRESS STREET BOSTON, MA 02210	04-3259160	501(C)(3)	5,000.	0.			A WOW AFFAIR
COLLEGE BOUND DORCHESTER 18 SAMOSET STREET DORCHESTER, MA 02124	04-2383512	501(C)(3)	5,000.	0.			WE ARE COLLEGE BOUND
COMMUNITY LEARNING CENTER 19 BROOKLINE STREET CAMBRIDGE, MA 02139	04-3148659	501(C)(3)	5,000.	0.			BRIDGE TO COLLEGE PROGRAM
CONNECTICUT APPLESEED CENTER FOR LAW & JUSTICE, INC. - 25 DUDLEY ROAD - WILTON, CT 06897	06-1501061	501(C)(3)	5,000.	0.			CONNECTING THROUGH LITERACY INCARCERATED PARENTS, CHILDREN AND CAREGIVERS (CLICC)
CONNECTICUT COUNCIL FOR PHILANTHROPY - 221 MAIN STREET - HARTFORD, CT 06106	23-7024016	501(C)(3)	5,000.	0.			CT PHILANTHROPY SUMMIT
CTE, INC. 34 WOODLAND AVENUE STAMFORD, CT 06902	06-0797967	501(C)(3)	5,000.	0.			CULTURAL FINE ART AND LITERACY PROGRAM
GIRLS SCOUTS OF EASTERN MASSACHUSETTS - 95 BERKELEY STREET - BOSTON, MA 02116	04-2703281	501(C)(3)	5,000.	0.			LEADING WOMEN AWARDS
GRANITE STATE ORGANIZING PROJECT 383 BEECH STREET MANCHESTER, NH 03101	47-0873896	501(C)(3)	5,000.	0.			PROFESSIONAL DEVELOPMENT SERIES

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HARTFORD KNIGHTS CORP. CT PARENT'S UNION, P.O. BOX 3004 MERIDEN, CT 06451	83-0368833	501(C)(3)	5,000.	0.			THE PARENT EXPRESS BUS/TIS THE SEASON TO BE READING
INTERNATIONAL INSTITUTE OF NEW ENGLAND (BOSTON) - ONE MILK STREET - BOSTON, MA 02109	04-2104325	501(C)(3)	5,000.	0.			WORKFORCE DEVELOPMENT, HONORING JEANNE SHAHEEN
KIDS CONNECT, INC. 43 MAIN STREET NATICK, MA 01760	04-3459158	501(C)(3)	5,000.	0.			LEARNING TO SUCCEED
LET'S GET READY 89 SOUTH STREET BOSTON, MA 02111	31-1698832	501(C)(3)	5,000.	0.			LET'S GET READY EVENT
MAINE DEVELOPMENT FOUNDATION 295 WATER STREET, STE. 5 AUGUSTA, ME 04330	01-0355563	501(C)(3)	5,000.	0.			ANNUAL MEETING
MASSACHUSETTS ASSOCIATION FOR BILINGUAL EDUCATION (MABE) - 15 MILFORD STREET - HULL, MA 02045	04-2879833	501(C)(3)	5,000.	0.			SOUTHERN NEW ENGLAND CONFERENCE
MASSACHUSETTS WORKFORCE BOARD ASSOCIATION - 40 COURT STREET, 11TH FLOOR - BOSTON, MA 02108	04-3345830	501(C)(3)	5,000.	0.			JOBS AND WORKFORCE SUMMIT
MAYOR'S OFFICE OF NEW BOSTONIANS - CITY OF BOSTON - C/O BOSTON ADULT LITERACY FUND, 1 MILK STREET - BOSTON, MA 02108	GOV'T UNIT	GOVT AGENCY	5,000.	0.			WE ARE BOSTON 2012
NATIONAL COLLEGE TRANSITION NETWORK/WORLD EDUCATION - LEARNING FORWARD, 504 S. LOCUST STREET - OXFORD, OH 45056	13-1804349	501(C)(3)	5,000.	0.			LEARNING FORWARD CONFERENCE

Part II **Continuation of Grants and Other Assistance to Governments and Organizations in the United States** (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
NEW ENGLAND BOARD OF HIGHER EDUCATION (NEBHE) - 45 TEMPLE PLACE - BOSTON, MA 02109	04-2207418	501(C)(3)	5,000.	0.			2012 EXCELLENCE AWARDS DINNER
NEW ENGLAND EDUCATIONAL OPPORTUNITY ASSOCIATION (NEOA) / BOSTON UNIVERSITY - 31 ST. JAMES AVENUE - BOSTON, MA 02116	22-2589628	501(C)(3)	5,000.	0.			NEOA ANNUAL CONFERENCE
SCOTTY MONTEIRO JR FOUNDATION 154 SWIFT BEACH ROAD WAREHAM, MA 02571	45-4167522	501(C)(3)	5,000.	0.			ANTI-BULLING EDUCATION
SIMMONS COLLEGE 300 THE FENWAY BOSTON, MA 02115	04-2103629	501(C)(3)	5,000.	0.			ELL - TEACHER TRAINING
STAMFORD PUBLIC SCHOOLS 888 WASHINGTON STREET, P.O. BOX 93 STAMFORD, CT 00904	GOV'T UNIT	PUBLIC SCHOOL	5,000.	0.			RITES OF PASSAGE PROGRAM
THE POSSE FOUNDATION 45 FRANKLIN ST., 3RD FLOOR BOSTON, MA 02110	13-3840394	501(C)(3)	5,000.	0.			THE POWER OF 10
UNITED WAY OF MASSACHUSETTS BAY 51 SLEEPER STREET BOSTON, MA 02210	04-2382233	501(C)(3)	5,000.	0.			COMMUNITY AMBASSADOR PROGRAM
VERGENNES UNION HIGH SCHOOL ADDISON NORTHWEST SUPERVISORY UNION, 48 GREEN STREET - VERGENNES, VT 05491	GOV'T UNIT	PUBLIC SCHOOL	5,000.	0.			STUDENTS A& TEACHERS UNDERSTANDING & DESIGNING INIDVIDUAL OPTIONS (STUDIO)
WORLD EDUCATION / NATIONAL STAFF DEVELOPMENT CENTER - 44 FARNSWORTH STREET - BOSTON, MA 02210	13-1804349	501(C)(3)	5,000.	0.			NATIONAL COLLEGE TRANSITION NETWORK

Part III **Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 22.
Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance

Part IV **Supplemental Information.** Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

SCHEDULE I, PART I, LINE 2: AS PART OF THE GRANT AGREEMENT, THE GRANTEE IS REQUIRED TO SUBMIT A PROGRESS REPORT AND A FINAL REPORT TO THE FOUNDATION. DEPENDING ON THE SIZE AND COMPLEXITY OF THE GRANT, THE GRANTEE WOULD SUBMIT A NARRATIVE AND BUDGET SPENT TO DATE WITH THE PROGRESS AND FINAL REPORTS. THE REPORTS INCLUDE NARRATIVES TO REPORT QUESTIONS INCLUDING THE MEASURABLE PROGRESS OF THE ORIGINAL GOALS AND OBJECTIVES OF THE GRANT.

PART II, LINE 1, COLUMN (H):

NAME OF ORGANIZATION OR GOVERNMENT: AMERICAN INSTITUTES FOR RESEARCH

Part IV Supplemental Information

(H) PURPOSE OF GRANT OR ASSISTANCE: CREATING AND SUSTAINING SCL ENVIRONMENTS FOR UNDERSERVED SECONDARY MATHEMATICS IN NEW ENGLAND

NAME OF ORGANIZATION OR GOVERNMENT: EDUCATION CONNECTION

(H) PURPOSE OF GRANT OR ASSISTANCE: A MIXED METHODS EVALUATION OF THE IMPACT OF BLENDED INSTRUCTION MODEL ON UNDERSERVED STUDENT ENGAGEMENT, 21ST CENTURY AND INQUIRY SKILL ACQUISITION AND ACADEMIC ACHIEVEMENT

NAME OF ORGANIZATION OR GOVERNMENT: UNIVERSITY OF WASHINGTON FOUNDATION

(H) PURPOSE OF GRANT OR ASSISTANCE: FINANCING SCHOOLS FOR INNOVATION: DO BUDGET CONSTRAINTS, REAL AND IMAGINED, IMPACT THE WAY SCHOOLS UTILIZE THEIR RESOURCES?

NAME OF ORGANIZATION OR GOVERNMENT: UNIVERSITY OF WASHINGTON FOUNDATION

(H) PURPOSE OF GRANT OR ASSISTANCE: DO LEADING CMOS USE SCL TO SUCCEED WITH HIGH NEEDS STUDENTS? A REVIEW OF INTERVIEWS AND LITERATURE

NAME OF ORGANIZATION OR GOVERNMENT:
TECHNICAL EDUCATION RESEARCH CENTERS, INC. (TERC)

(H) PURPOSE OF GRANT OR ASSISTANCE: PROFICIENCY BASED PATHWAYS: DEVELOPMENT OF COMPETENCY BASED ONLINE SUPPORT IN TARGETED MATH CONCEPTS

NAME OF ORGANIZATION OR GOVERNMENT: EDUCATION CONNECTION

(H) PURPOSE OF GRANT OR ASSISTANCE: A MIXED METHODS EVALUATION OF THE IMPACT OF BLENDED INSTRUCTION MODEL ON UNDERSERVED STUDENT ENGAGEMENT, 21ST CENTURY AND INQUIRY SKILL ACQUISITION AND ACADEMIC ACHIEVEMENT

SCHEDULE J (Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees
▶ **Complete if the organization answered "Yes" to Form 990, Part IV, line 23.**
▶ **Attach to Form 990.** ▶ **See separate instructions.**

OMB No 1545-0047
2012
Open to Public Inspection

Name of the organization: NELLIE MAE EDUCATION FOUNDATION, INC.
Employer identification number: 04-2755323

Part I Questions Regarding Compensation

			Yes	No
1a	Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items. ☐ First-class or charter travel ☐ Housing allowance or residence for personal use ☐ Travel for companions ☐ Payments for business use of personal residence ☐ Tax indemnification and gross-up payments ☐ Health or social club dues or initiation fees ☐ Discretionary spending account ☐ Personal services (e g , maid, chauffeur, chef)			
b	If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain	1b		
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?	2		
3	Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III ☒ Compensation committee ☐ Written employment contract ☒ Independent compensation consultant ☒ Compensation survey or study ☒ Form 990 of other organizations ☒ Approval by the board or compensation committee			
4	During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization			
a	Receive a severance payment or change-of-control payment?	4a		X
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b		X
c	Participate in, or receive payment from, an equity-based compensation arrangement? If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.	4c		X
	Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.			
5	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:			
a	The organization?	5a		X
b	Any related organization? If "Yes" to line 5a or 5b, describe in Part III.	5b		X
6	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of			
a	The organization?	6a		X
b	Any related organization? If "Yes" to line 6a or 6b, describe in Part III.	6b		X
7	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III	7		X
8	Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53 4958-4(a)(3)? If "Yes," describe in Part III	8		X
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?	9		

LHA **For Paperwork Reduction Act Notice, see the Instructions for Form 990.** **Schedule J (Form 990) 2012**

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12-10-12

Part II **Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees.** Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) NICHOLAS C. DONOHUE	(i)	355,563.	0.	0.	38,987.	21,162.	415,712.	0.
PRESIDENT & CEO	(ii)	0.	0.	0.	0.	0.	0.	0.
(2) MICHAEL CAREY	(i)	183,364.	0.	0.	29,351.	2,078.	214,793.	0.
TREASURER & DIR. OF FIN.	(ii)	0.	0.	0.	0.	0.	0.	0.
(3) MARY HARRISON	(i)	199,457.	0.	0.	33,000.	21,162.	253,619.	0.
VP OF PROGRAMS	(ii)	0.	0.	0.	0.	0.	0.	0.
(4) BETH MILLER	(i)	142,164.	0.	0.	22,066.	21,162.	185,392.	0.
DIR. OF RESEARCH & EVALUAT	(ii)	0.	0.	0.	0.	0.	0.	0.
(5) LYNN D'AMBROSE	(i)	123,034.	0.	0.	18,011.	14,343.	155,388.	0.
SENIOR PROGRAM OFFICER	(ii)	0.	0.	0.	0.	0.	0.	0.
(6) CHARLES TOULMIN	(i)	116,984.	0.	0.	17,105.	21,162.	155,251.	0.
DIRECTOR OF POLICY	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)							
	(ii)							
	(i)							
	(ii)							
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	(ii)							
	(i)							
	(ii)							

SCHEDULE O (Form 990 or 990-EZ)
Department of the Treasury Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on Form 990 or 990-EZ or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

OMB No 1545-0047
2012
Open to Public Inspection

Name of the organization: NELLIE MAE EDUCATION FOUNDATION, INC.
Employer identification number: 04-2755323

FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

EDUCATIONAL ORGANIZATIONS.

FORM 990, PART III, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

ESSENTIALLY UNDERSERVED LEARNERS - TO OBTAIN THE SKILLS, KNOWLEDGE AND SUPPORTS NECESSARY TO BECOME CIVICALLY ENGAGED, ECONOMICALLY SELF-SUFFICIENT LIFE-LONG LEARNERS.

FORM 990, PART III, LINE 4A, PROGRAM SERVICE ACCOMPLISHMENTS:

LEARNING HAPPENS THROUGH EXPERIENCES BEYOND SCHOOL WALLS; STUDENTS ARE ENGAGED IN AUTHENTIC TASKS THAT INCORPORATE NEW BASIC SKILLS; AND PROGRESS IS BASED ON ACTUAL MASTERY, NOT AGE, CREDITS OR HOURS ON A TASK. THE FOUNDATION IS CURRENTLY FOCUSING ITS INVESTMENTS ON INFLUENCING STATE AND FEDERAL POLICIES THAT SUPPORT STUDENT-CENTERED LEARNING AT SCALE; GROWING PUBLIC UNDERSTANDING AND DEMAND FOR STUDENT-CENTERED APPROACHES; BUILDING A STRONG KNOWLEDGE BASE TO INFORM OUR WORK THROUGH RESEARCH AND EVALUATION; AND SUPPORTING THE IMPLEMENTATION OF STUDENT-CENTERED APPROACHES IN SCHOOLS AND DISTRICTS THROUGHOUT THE NEW ENGLAND REGION.

WE AWARD GRANTS PRIMARILY THROUGH OUR FOUR STRATEGIC INITIATIVES:

DISTRICT LEVEL SYSTEMS CHANGE - WHICH INCLUDES THE PROMOTION AND INTEGRATION OF STUDENT-CENTERED APPROACHES, AS WELL AS POLICY AND ADVOCACY WORK AT THE DISTRICT LEVEL. THE OBJECTIVE IS TO PROMOTE STUDENT-CENTERED APPROACHES TO TEACHING, LEARNING AND ASSESSMENT AS

Name of the organization: NELLIE MAE EDUCATION FOUNDATION, INC.

Employer identification number: 04-2755323

CORE COMPONENTS OF PUBLIC EDUCATION AT THE DISTRICT LEVEL ACROSS THE REGION. WE WORK TO REDUCE POLICY BARRIERS TO INTEGRATING AND TESTING RIGOROUS, STUDENT-CENTERED LEARNING APPROACHES. WE SUPPORT ADVOCACY: TO GROW THE CAPACITY OF STUDENTS, PARENTS, EDUCATORS AND OTHER STAKEHOLDERS WITHIN DISTRICTS AND COMMUNITIES TO WORK TOGETHER TO DEMAND, IMPLEMENT, AND SUSTAIN STUDENT-CENTERED LEARNING APPROACHES AT THE DISTRICT LEVEL ACROSS THE REGION.

STATE LEVEL SYSTEMS CHANGE - FOCUSES ON PROMOTING STATE AND FEDERAL EDUCATION POLICIES THAT SUPPORT STUDENT-CENTERED LEARNING AT SCALE. BUILD AND STRENGTHEN STATE AND REGIONAL COALITIONS AND THEIR CAPACITY TO ADVOCATE FOR POLICY CHANGES PROMOTING STUDENT-CENTERED LEARNING, INCREASING EQUITY, AND REMOVING BARRIERS TO INNOVATION AND BUILD CAPACITY OF GROUPS TO PROMOTE THESE CHANGES ON THE FEDERAL LEVEL.

RESEARCH AND DEVELOPMENT - REFLECTS OUR COMMITMENT TO BUILDING AND DEEPENING KNOWLEDGE REGARDING THE WORK OF TRANSFORMING EDUCATION. SUPPORT PROJECTS THAT GATHER AND SYNTHESIZE KNOWLEDGE REGARDING STUDENT-CENTERED APPROACHES, DEVELOP NEW KNOWLEDGE IN EMERGING AREAS OF PRACTICE, SYSTEMS CHANGE, POLICY AND COMMUNITY ENGAGEMENT THROUGH RESEARCH AND EVALUATION, AND IDENTIFICATION OF NEEDED TOOLS.

PUBLIC UNDERSTANDING - FOCUS ON INCREASED AWARENESS OF STUDENT-CENTERED LEARNING APPROACHES AND THE PUBLIC WILL TO IMPLEMENT THEM. PROVIDE SUPPORT TO EDUCATION COMMUNITIES, TRANSFORM PUBLIC PERCEPTIONS AND EXPECTATIONS OF SCHOOLING AND GROW DEMAND FOR CHANGES.

FORM 990, PART VI, SECTION B, LINE 11: REVIEW OF FORM 990 - MANAGEMENT OF

Name of the organization: NELLIE MAE EDUCATION FOUNDATION, INC.
Employer identification number: 04-2755323

THE FOUNDATION PLAYED AN ACTIVE AND KEY ROLE IN THE PREPARATION AND REVIEW OF FORM 990. MANAGEMENT DRAFTED THE FORM 990 AND FORWARDED TO THE FOUNDATION'S INDEPENDENT CPA FIRM, WHICH REVIEWED THE FILING FOR COMPLETENESS, ACCURACY, AND FINALIZATION BEFORE FILING. THE FORM 990 WAS REVIEWED AND APPROVED BY THE AUDIT COMMITTEE AND WAS PROVIDED TO THE FULL BOARD BEFORE IT WAS FILED.

FORM 990, PART VI, SECTION B, LINE 12C: THE FOUNDATION'S CONFLICT OF INTEREST POLICY REQUIRES AN ANNUAL CONFLICT OF INTEREST DISCLOSURE FORM FROM BOARD AND STAFF MEMBERS REGARDING OUTSIDE AFFILIATIONS AS A DIRECTOR, TRUSTEE OR OFFICER. THE POLICY REQUIRES DISCLOSURE OF ANY TRANSACTIONS, FINANCIAL ARRANGEMENT OR BUSINESS RELATIONSHIP EACH BOARD MEMBER, STAFF MEMBER AND OR FAMILY MEMBER MAY HAVE WITH THE FOUNDATION. ANY EMPLOYMENT, ENGAGEMENT, OR FINANCIAL ARRANGEMENT BY THE FOUNDATION WITH A DIRECTOR, STAFF, OFFICER OR MEMBER OF HIS/HER IMMEDIATE FAMILY IS PROHIBITED. UPON SUBMISSION OF THE CONFLICT DISCLOSURE FORM, A LISTING OF EACH BOARD AND STAFF MEMBER IS COMPILED ALONG WITH AFFILIATIONS. THE LIST IS MONITORED DURING THE YEAR FOR ANY UPDATES. BOARD MEMBERS ARE REQUIRED TO RECUSE THEMSELVES FROM VOTING ON TRANSACTIONS IN WHICH THE INDIVIDUAL OR A MEMBER OF HIS OR HER IMMEDIATE FAMILY OR AN AFFILIATED ENTITY OF ANY SUCH PERSON HAS A FINANCIAL INTEREST. STAFF MEMBERS ARE REQUIRED TO RECUSE THEMSELVES FROM THE GRANT MAKING PROCESS IF ANY SUCH AFFILIATION EXISTS. ANY POTENTIAL CONFLICTS ARE DETERMINED BY THE BOARD WHICH WILL IMPOSE RESTRICTIONS UPON AFFECTED PARTIES ACCORDINGLY.

FORM 990, PART VI, SECTION B, LINE 15: THE EXECUTIVE FINANCE COMMITTEE OF THE BOARD OF DIRECTORS CONSIDERS COMPARABILITY DATA, PROVIDED BY AN INDEPENDENT CONSULTANT, WHEN DETERMINING COMPENSATION FOR STAFF MEMBERS AND

Name of the organization: NELLIE MAE EDUCATION FOUNDATION, INC.

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THE BOARD OF DIRECTORS. DOCUMENTATION INCLUDING THE RELIED UPON COMPARABILITY DATA, DELIBERATION PROCESS, AND DECISIONS ARE INCLUDED IN BOARD MATERIALS AND ARE RECORDED IN COMMITTEE AND BOARD MINUTES. IN ALL CASES, COMPENSATION IS DETERMINED BY INDEPENDENT PERSONS. THIS PROCESS WAS MOST RECENTLY UNDERTAKEN IN 2012.

FORM 990, PART VI, SECTION C, LINE 19: MANAGEMENT WILL PROVIDE UPON REQUEST GOVERNING DOCUMENTS AND THE CONFLICT OF INTEREST POLICY TO THE PUBLIC. CURRENTLY THE FOUNDATION'S AUDITED FINANCIAL STATEMENTS AND TAX RETURNS APPEAR ON THE ORGANIZATION'S WEBSITE AND ARE AVAILABLE UPON REQUEST.