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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 private foundations)

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990 and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Open to Public Inspection

A For the 2013 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) Room/suite
1250 HANCOCK STREET 205N

City or town, state or province, country, and ZIP or foreign postal code
QUINCY, MA 02169

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

D Employer identification number
04-2755323

E Telephone number
781-348-4200

G Gross receipts $ 179,935,865.

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

H(b) Are all subordinates 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

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 2013 (Part V, line 2a)	5	30
6	Total number of volunteers (estimate if necessary)	6	0
7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	-225,187.
b	Net unrelated business taxable income from Form 990-T, line 34	7b	-225,187.

		Prior Year	Current Year
8	Contributions and grants (Part VIII, line 1h)	0.	0.
9	Program service revenue (Part VIII, line 2g)	769,350.	525,815.
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	5,406,424.	15,896,074.
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)	6,175,774.	16,421,889.
13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	12,260,341.	16,756,915.
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)	3,219,089.	3,600,137.
16a	Professional fundraising fees (Part IX, column (A), line 11e)	0.	0.
b	Total fundraising expenses (Part IX, column (D), line 25) ▶		
17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	3,651,531.	3,964,558.
18	Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	19,130,961.	24,321,610.
19	Revenue less expenses Subtract line 18 from line 12	-12,955,187.	-7,899,721.

		Beginning of Current Year	End of Year
20	Total assets (Part X, line 16)	488,648,057.	543,288,540.
21	Total liabilities (Part X, line 26)	8,708,824.	10,896,151.
22	Net assets or fund balances Subtract line 21 from line 20	479,939,233.	532,392,389.

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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 11/11/14

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

Paid Preparer Use Only

Print/Type preparer's name: CRAIG KLEIN	Preparer's signature	Date: 11/6/14	Check ☐ if self-employed — PTIN: 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

SCANNED DEC 22 2014

SEE SCHEDULE O FOR ORGANIZATION MISSION STATEMENT CONTINUATION

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line 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 $ 21,022,986. including grants of $ 16,756,915.) (Revenue $ 525,815.)

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 ESSENTIALY THE UNDERSERVED - IS PREPARED FOR SUCCESS. RESEARCH FROM NEUROSCIENCE AND DEVELOPMENT THEORY SUGGESTS A MOVE AWAY FROM "ONE-SIZE-FITS-ALL" EDUCATION PRACTICES, TOWARD CUSTOMIZED, INNOVATIVE APPROACHES TO LEARNING, UNCONSTRAINED BY THE CLASSROOM, 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 OCCURS ANYWHERE, ANYTIME, AND IS NOT CONSTRAINED TO THE

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 ▶ 21,022,986.

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 other assistance to or for any foreign organization? *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 other assistance to or for foreign individuals? *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 or other assistance to any domestic organization or government 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 or 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 25a*	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	Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? If so, 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 or note to any line 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	30		
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," to line 3b, 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		X
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		5b		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		5c		
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?				
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		
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 or note to any line 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 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.	1a 14		
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 or note to any line 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 (do not check more than one box, unless person is both an officer and a director/trustee)						(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
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) ALLEN BOSTON DIRECTOR	4.00	X						24,504.	0.	0.
(2) HENRY BOURGEOIS DIRECTOR	3.00	X						24,504.	0.	0.
(3) JAMES P. COMER DIRECTOR	2.00	X						20,504.	0.	0.
(4) GREGORY GUNN DIRECTOR	3.00	X						20,000.	0.	0.
(5) KAREN HAMMOND DIRECTOR	4.00	X						24,000.	0.	0.
(6) CHRISTINA KISHIMOTO DIECTOR	3.00	X						20,000.	0.	0.
(7) STEPHEN KOSSAKOSKI DIRECTOR	3.00	X						20,504.	0.	0.
(8) JOANNA LAU DIRECTOR	4.00	X						24,000.	0.	0.
(9) JAMES W. MACALLEN DIRECTOR 1/1/13 - 6/16/13	4.00	X						10,000.	0.	0.
(10) CLAUDIO MARTINEZ DIRECTOR	2.00	X						20,000.	0.	0.
(11) JANET PHLEGAR DIRECTOR	3.00	X						28,000.	0.	0.
(12) JOHN REMONDI DIRECTOR	3.00	X						20,504.	0.	0.
(13) DUDLEY WILLIAMS DIRECTOR/BOARD CHAIR	4.00	X						32,504.	0.	0.
(14) DAVID WOLK DIRECTOR	3.00	X						20,504.	0.	0.
(15) NICHOLAS C. DONOHUE PRESIDENT & CEO	40.00			X				367,547.	0.	61,894.
(16) MICHAEL CAREY TREASURER & DIR. OF FIN.	40.00			X				207,501.	0.	42,798.
(17) PAMELA WHITE CLERK	40.00			X				84,093.	0.	26,852.

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 (do not check more than one box, unless person is both an officer and a director/trustee)						(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
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) MARY HARRISON VP OF PROGRAMS	40.00				X			208,281.	0.	50,326.
(19) BETH MILLER DIR, OF RESEARCH & EVALUAT	40.00					X		153,075.	0.	46,125.
(20) CHARLES TOULMIN DIRECTOR OF POLICY	40.00					X		137,525.	0.	43,133.
(21) LYNN D'AMBROSE SENIOR PROGRAM OFFICER	40.00					X		127,754.	0.	33,509.
(22) JESSICA SPOHN SENIOR PROGRAM OFFICER	40.00					X		118,097.	0.	39,235.
(23) PAUL MARSH IT MANAGER	40.00					X		117,063.	0.	39,130.
1b Sub-total ▶								1,830,464.	0.	383,002.
c Total from continuation sheets to Part VII, Section A ▶								0.	0.	0.
d Total (add lines 1b and 1c) ▶								1,830,464.	0.	383,002.

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	203,902.
THE PHILANTHROPIC INITIATIVE 75 ARLINGTON STREET, BOSTON, MA 02116	COMMUNICATIONS CONSULTANT	167,546.
SOLOMON MCCOWN, 177 MILK STREET, SUITE 610, BOSTON, MA 02109	COMMUNICATIONS CONSULTANT	110,000.

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 ▶ 3

Part VIII Statement of Revenue

Check if Schedule O contains a response or note to any line 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 - 514
Contributions, Gifts, Grants and Other Similar Amounts	1a 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				
	2a STUDENT LOAN INCOME	611710	525,815.	525,815.		
	b					
	c					
	d					
	e					
	f All other program service revenue					
	g Total. Add lines 2a-2f	▶	525,815.			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)	▶	3,454,077.		-225,187.	3,679,264.
	4 Income from investment of tax-exempt bond proceeds	▶				
	5 Royalties	▶				
		(i) Real	(ii) Personal			
	6a Gross rents					
	b Less. rental expenses					
	c Rental income or (loss)					
	d Net rental income or (loss)	▶				
		(i) Securities	(ii) Other			
	7a Gross amount from sales of assets other than inventory	175,955,973.				
	b Less. cost or other basis and sales expenses	163,513,976.				
	c Gain or (loss)	12,441,997.				
	d Net gain or (loss)	▶	12,441,997.			12,441,997.
	8a 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	▶				
	9a Gross income from gaming activities. See Part IV, line 19	a				
	b Less. direct expenses	b				
	c Net income or (loss) from gaming activities	▶				
	10a 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				
	11a					
	b					
	c					
	d All other revenue					
	e Total. Add lines 11a-11d	▶				
	12 Total revenue. See instructions.	▶	16,421,889.	525,815.	-225,187.	16,121,261.

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 or note to any line 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	16,756,915.	16,756,915.		
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	1,355,009.	585,731.	769,278.	
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	1,592,797.	1,210,278.	382,519.	
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	203,262.	152,967.	50,295.	
9	Other employee benefits	293,372.	211,729.	81,643.	
10	Payroll taxes	155,697.	103,544.	52,153.	
11	Fees for services (non-employees).				
a	Management				
b	Legal	38,387.		38,387.	
c	Accounting	67,465.		67,465.	
d	Lobbying	49,500.		49,500.	
e	Professional fundraising services. See Part IV, line 17				
f	Investment management fees	1,259,739.		1,259,739.	
g	Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	1,295,972.	1,072,624.	223,348.	
12	Advertising and promotion	250.		250.	
13	Office expenses	92,710.	59,377.	33,333.	
14	Information technology	70,786.	45,140.	25,646.	
15	Royalties				
16	Occupancy	318,374.	203,027.	115,347.	
17	Travel	233,582.	146,617.	86,965.	
18	Payments of travel or entertainment expenses for any federal, state, or local public officials				
19	Conferences, conventions, and meetings	290,930.	290,930.		
20	Interest				
21	Payments to affiliates				
22	Depreciation, depletion, and amortization	56,812.	36,229.	20,583.	
23	Insurance	45,657.	29,115.	16,542.	
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	UNCOLLECTIBLE STU LOANS	61,292.	61,292.		
b	REGIONAL ASSOC & MSHP	49,502.	49,502.		
c	PROF. DVLPMT/MEMBERSHIP	17,384.	7,969.	9,415.	
d					
e	All other expenses	16,216.		16,216.	
25	**Total functional expenses** Add lines 1 through 24e	24,321,610.	21,022,986.	3,298,624.	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 or note to any line in this Part X ☐

				(A) Beginning of year		(B) End of year
Assets	1	Cash - non-interest-bearing		2,708,950.	1	5,102,693.
	2	Savings and temporary cash investments			2	
	3	Pledges and grants receivable, net			3	
	4	Accounts receivable, net		8,908,381.	4	6,740,508.
	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		720,288.	7	618,931.
	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 999,874.			
	b	Less accumulated depreciation	10b 732,599.	206,903.	10c	267,275.
	11	Investments - publicly traded securities		201,018,654.	11	232,686,727.
	12	Investments - other securities. See Part IV, line 11		275,084,881.	12	297,872,406.
	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)		488,648,057.	16	543,288,540.
Liabilities	17	Accounts payable and accrued expenses		711,087.	17	793,252.
	18	Grants payable		7,997,737.	18	10,102,899.
	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		8,708,824.	26	10,896,151.
Net Assets or Fund Balances		**Organizations that follow SFAS 117 (ASC 958), check here ▶ ☒ and complete lines 27 through 29, and lines 33 and 34.**				
	27	Unrestricted net assets		479,939,233.	27	532,392,389.
	28	Temporarily restricted net assets			28	
	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		479,939,233.	33	532,392,389.
	34	Total liabilities and net assets/fund balances		488,648,057.	34	543,288,540.

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response or note to any line in this Part XI ☐

1	Total revenue (must equal Part VIII, column (A), line 12)	1	16,421,889.
2	Total expenses (must equal Part IX, column (A), line 25)	2	24,321,610.
3	Revenue less expenses. Subtract line 2 from line 1	3	-7,899,721.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	479,939,233.
5	Net unrealized gains (losses) on investments	5	60,352,877.
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	532,392,389.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response or note to any line 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? 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	2a		X
b	Were the organization's financial statements audited by an independent accountant? 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	2b	X	
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? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	2c	X	
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.**

▶ **Information about Schedule A (Form 990 or 990-EZ) and its instructions is at** *www.irs.gov/form990.*

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization	Employer identification number
NELLIE MAE EDUCATION FOUNDATION, INC.	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
11g(i)	(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?		X
11g(ii)	(ii) A family member of a person described in (i) above?		X
11g(iii)	(iii) A 35% controlled entity of a person described in (i) or (ii) above?		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							16,756,915.
Total PART IV									16,756,915.

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) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(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) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(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 2013 (line 6, column (f) divided by line 11, column (f)) 14 %

15 Public support percentage from 2012 Schedule A, Part II, line 14 15 %

16a **33 1/3% support test - 2013.** 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 - 2012.** 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 - 2013.** 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 - 2012.** 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) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(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) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(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 2013 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2012 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for **2013** (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from **2012** Schedule A, Part III, line 17	18	%

19a **33 1/3% support tests - 2013.** 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 - 2012.** 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.** 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. ▶ Information about Schedule C (Form 990 or 990-EZ) and its instructions is at *www.irs.gov/form990.*

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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-

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		
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-		

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

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) 2010	(b) 2011	(c) 2012	(d) 2013	(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		49,500.
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?		X	
i Other activities?		X	
j Total Add lines 1c through 1i			49,500.
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**

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 2013 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.
▶ Information about Schedule D (Form 990) and its instructions is at *www.irs.gov/form990.*

OMB No 1545-0047

2013

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.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11a. 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.	43,250.	5,170.
d Equipment		447,082.	228,028.	219,054.
e Other		504,372.	461,321.	43,051.
Total. Add lines 1a through 1e. *(Column (d) must equal Form 990, Part X, column (B), line 10(c).)* ▶				267,275.

Part VII Investments - Other Securities.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11b 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	60,706,320.	END-OF-YEAR MARKET VALUE
(B) FOREIGN EQUITY	68,203,714.	END-OF-YEAR MARKET VALUE
(C) MULTI STRATEGY INVESTMENT		
(D) FUND OF FUNDS	59,539,812.	END-OF-YEAR MARKET VALUE
(E) INVESTMENT FUND -		
(F) DISTRESSED CREDIT	21,570,212.	END-OF-YEAR MARKET VALUE
(G) INVESTMENT FUND - FIXED		
(H) INCOME	6,069,855.	END-OF-YEAR MARKET VALUE
Total (Col. (b) must equal Form 990, Part X, col. (B) line 12.) ▶	297,872,406.	

Part VIII Investments - Program Related.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11c See Form 990, Part X, line 13.

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

Part IX Other Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11d See Form 990, Part X, line 15

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

Part X Other Liabilities.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11e or 11f 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)	
Total. *(Column (b) must equal Form 990, Part X, col. (B) line 25.)* ▶	

2. Liability for uncertain tax positions. 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]

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

Complete if the organization answered "Yes" to Form 990, Part IV, line 12a.

1	Total revenue, gains, and other support per audited financial statements			1	75,515,027.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12.				
a	Net unrealized gains on investments	2a	60,352,877.		
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	60,352,877.
3	Subtract line 2e from line 1			3	15,162,150.
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	1,259,739.		
b	Other (Describe in Part XIII)	4b			
c	Add lines 4a and 4b			4c	1,259,739.
5	Total revenue. Add lines 3 and 4c. *(This must equal Form 990, Part I, line 12)*			5	16,421,889.

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

Complete if the organization answered "Yes" to Form 990, Part IV, line 12a

1	Total expenses and losses per audited financial statements			1	23,061,871.
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	23,061,871.
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	1,259,739.		
b	Other (Describe in Part XIII)	4b			
c	Add lines 4a and 4b			4c	1,259,739.
5	Total expenses. Add lines 3 and 4c. *(This must equal Form 990, Part I, line 18.)*			5	24,321,610.

Part XIII Supplemental Information.

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 ASSESSED, IF ANY, ARE ACCRUED AS INCOME TAX EXPENSE.

THE FOUNDATION HAS IDENTIFIED ITS TAX STATUS AS A TAX EXEMPT ENTITY AND

Part XIII Supplemental Information *(continued)*

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
INVESTMENT FUND - LONG/SHORT EQUITY	21,909,129.	FMV
INVESTMENT FUND - MULTI-STRATEGY	9,389,996.	FMV
REAL ASSETS	25,142,329.	FMV
REAL ESTATE FUND	6,923,002.	FMV
DIRECT REAL ASSET - TIMBER	2,744,759.	FMV
PRIVATE COMMODITY	5,105,631.	FMV
NATURAL RESOURCES FUND OF FUNDS	9,524,184.	FMV
PRIVATE EQUITY	1,043,463.	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" on Form 990, Part IV, line 14b, 15, or 16.

▶ Attach to Form 990. ▶ See separate instructions.

▶ Information about Schedule F (Form 990) and its instructions is at *www.irs.gov/form990.*

OMB No 1545-0047

2013

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" on 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 AND THE CARIBBEAN	0	0	INVESTMENTS		94,362,862.
3 a Sub-total	0	0			94,362,862.
b Total from continuation sheets to Part I	0	0			0.
c **Totals** (add lines 3a and 3b)	0	0			94,362,862.

Part II **Grants and Other Assistance to Organizations or Entities Outside the United States.** Complete if the organization answered "Yes" on 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" on 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

Part V **Supplemental Information**

Provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method, amounts of investments vs. expenditures per region), Part II, line 1 (accounting method); Part III (accounting method), and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information.

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.**

▶ **Information about Schedule I (Form 990) and its instructions is at** *www.irs.gov/form990*

OMB No 1545-0047

2013

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)	1,798,444.	0.			DISTRICT LEVEL SYSTEMS CHANGE IMPLEMENTATION
SANFORD SCHOOL DEPARTMENT 917 MAIN STREET, SUITE 200 SANFORD, ME 04073	GOV'T UNIT	PUBLIC SCHOOL	1,446,863.	0.			DISTRICT LEVEL SYSTEMS CHANGE IMPLEMENTATION
BURLINGTON SCHOOL DISTRICT 150 COLCHESTER AVENUE BURLINGTON, VT 05401	03-6000410	PUBLIC SCHOOL	1,472,912.	0.			DISTRICT LEVEL SYSTEMS CHANGE IMPLEMENTATION
PITTSFIELD SCHOOL DISTRICT SAU 51, 23 ONEIDA STREET, UNIT 1 PITTSFIELD, NH 03263	GOV'T UNIT	PUBLIC SCHOOL	765,000.	0.			DISTRICT LEVEL SYSTEMS CHANGE IMPLEMENTATION
JOBS FOR THE FUTURE 88 BROAD STREET, 8TH FLOOR BOSTON, MA 02110	06-1164568	501(C)(3)	600,000.	0.			BUILDING THE KNOWLEDGE BASE FOR STUDENT CENTERED APPROACHES IN LEARNING
CHELSEA PUBLIC SCHOOLS 500 BROADWAY CHELSEA, MA 02150	GOV'T UNIT	PUBLIC SCHOOL	450,000.	0.			NEW APPROACHES IN URBAN DISTRICTS - ASSESSMENT

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table ▶ 153.

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) (2013)**

SEE PART IV FOR COLUMN (H) DESCRIPTIONS

332101
10-29-13

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
MERIDEN PUBLIC SCHOOLS 22 LIBERTY STREET MERIDEN, CT 06540	GOV'T UNIT	PUBLIC SCHOOL	450,000.	0.			NEW APPROACHES IN URBAN DISTRICTS - ASSESSMENT/BLENDED LEARNING
PROVIDENCE PUBLIC SCHOOLS 797 WESTMINSTER ST. PROVIDENCE, RI 02903	GOV'T UNIT	PUBLIC SCHOOL	450,000.	0.			NEW APPROACHES IN URBAN DISTRICTS - ASSESSMENT
HARTFORD PUBLIC SCHOOLS 960 MAIN STREET, 8TH FLOOR HARTFORD, CT 06103	GOV'T UNIT	PUBLIC SCHOOL	450,000.	0.			NEW APPROACHES IN URBAN DISTRICTS - BLENDED LEARNING
MANCHESTER PUBLIC SCHOOLS 134 EAST MIDDLE TURNPIKE MANCHESTER, CT 06040	06-6001633	PUBLIC SCHOOL	449,650.	0.			NEW APPROACHES IN URBAN DISTRICTS - BLENDED LEARNING
REVERE PUBLIC SCHOOLS 101 SCHOOL STREET REVERE, MA 02151	04-6001412	PUBLIC SCHOOL	448,675.	0.			NEW APPROACHES IN URBAN DISTRICTS - ASSESSMENT/BLENDED LEARNING
NEW HAVEN PUBLIC SCHOOLS 54 MEADOW STREET NEW HAVEN, CT 06510	GOV'T UNIT	PUBLIC SCHOOL	400,000.	0.			NEW APPROACHES IN URBAN DISTRICTS - BLENDED LEARNING
EDUCATION DEVELOPMENT CENTER 43 FOUNDRY AVE. WALTHAM, MA 02453	04-2241718	501(C)(3)	371,570.	0.			DISTRICT LEVEL SYSTEMS CHANGE EVALUATION
GREAT SCHOOLS PARTNERSHIP 482 CONGRESS STREET, SUITE 500 PORTLAND, ME 04101	26-3834610	501(C)(3)	350,000.	0.			NEW ENGLAND SECONDARY SCHOOL CONSORTIUM
VIRTUAL LEARNING ACADEMY CHARTER SCHOOL - 30 LINDEN STREET, P.O. BOX 1050 - EXETER, NH 03833	56-2668724	501(C)(3)	300,000.	0.			NEXT GENERATION LEARNING CHALLENGES MATCHING GRANT

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
NORWALK PUBLIC SCHOOLS 125 EAST AVE., P.O. BOX 6001 NORWALK, CT 06852	GOV'T UNIT	PUBLIC SCHOOL	251,363.	0.			BUILDING A COLLABORATIVE CULTURE
BROWN UNIVERSITY/ANNENBERG CENTER FOR SCHOOL REFORM - BOX 1985 - PROVIDENCE, RI 02912	05-0258809	501(C)(3)	250,000.	0.			SUPPORTING COMMUNITY ORGANIZING AND ENGAGEMENT
DANBURY PUBLIC SCHOOLS 63 BEAVER BROOK ROAD DANBURY, CT 06810	GOV'T UNIT	PUBLIC SCHOOL	250,000.	0.			BUILDING A COLLABORATIVE CULTURE
NEW HAVEN PUBLIC SCHOOLS 54 MEADOW STREET NEW HAVEN, CT 06510	GOV'T UNIT	PUBLIC SCHOOL	250,000.	0.			BUILDING COLLABORATIVE CULTURE YEAR 3
EDUCATION DEVELOPMENT CENTER 43 FOUNDRY AVE. WALTHAM, MA 02453	04-2241718	501(C)(3)	236,674.	0.			BUILDING A COLLABORATIVE CULTURE EVALUATION
NEW HAMPSHIRE DEPARTMENT OF EDUCATION - 101 PLEASANT STREET - CONCORD, NH 03301	GOV'T UNIT	STATE AGENCY	230,000.	0.			BUILDING STATEWIDE PERFORMANCE BASED ASSESSMENT SYSTEM AT SCALE IN NEW HAMPSHIRE
BOSTON BEYOND 89 SOUTH STREET, SUITE 601 BOSTON, MA 02111	20-1308560	501(C)(3)	200,000.	0.			BOSTON SUMMER LEARNING PROJECT
EDUCATION CONNECTION 355 GOSHEN RD., P.O. BOX 909 LITCHFIELD, CT 06759	06-0842189	501(C)(3)	200,000.	0.			IMPACT OF THE STEM21 COMPETENCY-BASED EDUCATION MODEL ON UNDERSERVED STUDENT
AMERICAN INSTITUTES FOR RESEARCH IN EDUCATION - 1000 THOMAS JEFFERSON ST., NW - WASHINGTON, DC 20007	25-0965219	501(C)(3)	199,514.	0.			RESEARCH ON STUDENT-CENTERED APPROACHES TO 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
RESEARCH FOR ACTION 100 SOUTH BROAD STREET, STE. 700 PHILADELPHIA, PA 19110	23-2710950	501(C)(3)	199,476.	0.			LINKING EXTENDED LEARNING OPPORTUNITIES TO POSTSECONDARY PREPAREDNESS IN NEW
UNIVERSITY OF SOUTHERN MAINE P.O. BOX 9300 PORTLAND, ME 04104	01-6000769	501(C)(3)	195,000.	0.			PORTLAND LEAD COMMUNITY PARTNER
UNIVERSITY OF MASSACHUSETTS-DONAHUE INSTITUTE - 100 VENTURE WAY, STE. 5 - HADLEY, MA 01035	04-3167352	STATE AGENCY	167,882.	0.			COMPETENCY EDUCATION THROUGH ONLINE COURSES FOR CREDIT RECOVERY AND ACCELERATION
EDUCATE MAINE 15 MONUMENT SQUARE, SUITE #3E PORTLAND, ME 04330	20-3559947	501(C)(3)	155,000.	0.			AWARENESS, ADVOCACY FOR PROFICIENCY BASED LEARNING & COMMON CORE STATE STANDARDS
UNITED WAY OF RHODE ISLAND, RIASPA 50 VALLEY STREET PROVIDENCE, RI 02909	05-0276059	501(C)(3)	153,483.	0.			RETHINKING LEARNING IN RI: SHIFTING THE POLICY LANDSCAPE TO SUPPORT ELOS FOR CREDIT
CAPSS EDUCATION FOUNDATION 26 CAYA AVENUE WEST HARTFORD, CT 06110	45-5636114	501(C)(3)	150,000.	0.			EDUCATIONAL TRANSFORMATION PROJECT
COUNCIL OF CHIEF STATE SCHOOL OFFICERS - ONE MASSACHUSETTS AVE. NW, STE. 700 - WASHINGTON, DC 20001	53-0198090	501(C)(3)	150,000.	0.			INNOVATION LAB NETWORK CCR
INTERNATIONAL ASSOCIATION OF K-12 ONLINE LEARNING (INACOL) - 1934 OLD GALLOWS RD., SUITE 350 - VIENNA, VA 22182	20-0310109	501(C)(3)	150,000.	0.			COMPETENCYWORKS
NATIONAL GOVERNOR'S ASSOCIATION FOR BEST PRACTICES - 444 NORTH CAPITOL STREET, NW SUITE 267 - WASHINGTON, DC 20001	23-7391796	501(C)(3)	150,000.	0.			SUPPORTING STATE CREATION AND IMPLEMENTATION OF COMPETENCY-BASED EDUCATION 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
OUR PIECE OF THE PIE, INC. 20-28 SARGEANT STREET HARTFORD, CT 06105	06-0939659	501(C)(3)	150,000.	0.			DATA INTEGRATION
UNIVERSITY OF MASSACHUSETTS-DONAHUE INSTITUTE - 100 VENTURE WAY, STE. 5 - HADLEY, MA 01035	04-3167352	STATE AGENCY	148,750.	0.			MEASURE THE EXTENT OF HIGH SCHOOLS ARE IMPLEMENTING POLICIES AND PRACTICES THAT SUPPORT
MASSINC 18 TREMONT STREET, SUITE 1120 BOSTON, MA 02108	04-3271457	501(C)(3)	145,665.	0.			GATEWAY CITIES INNOVATION INSTITUTE VISION
PITTSFIELD YOUTH WORKSHOP P.O. BOX 206 PITTSFIELD, NH 03263	02-0414050	501(C)(3)	130,370.	0.			DISTRICT LEVEL SYSTEMS CHANGE LEAD COMMUNITY PARTNER
SCHOTT FOUNDATION FOR PUBLIC EDUCATION - 675 MASSACHUSETTS AVENUE, 8TH FLOOR - CAMBRIDGE, MA 02139	04-3457065	501(C)(3)	130,000.	0.			MA OPPORTUNITY TO LEARN CAMPAIGN - STATEWIDE ADVOCACY
STRATEGIES FOR A STRONGER SANFORD P.O. BOX 958 SANFORD, ME 04073	80-0144697	501(C)(3)	130,000.	0.			DISTRICT LEVEL SYSTEMS CHANGE LEAD COMMUNITY PARTNER
VOICES FOR VERMONT'S CHILDREN 149 STATE STREET, P.O. BOX 261 MONTPELIER, VT 05601	22-2611535	501(C)(3)	130,000.	0.			DISTRICT LEVEL SYSTEMS CHANGE LEAD COMMUNITY PARTNER
MASSACHUSETTS BUSINESS ALLIANCE FOR EDUCATION - 400 ATLANTIC AVENUE - BOSTON, MA 02110	04-3274599	501(C)(3)	125,000.	0.			BRIGHTLINES STUDY OF MA SYSTEMS AND NEXT STEPS
RENNIE CENTER FOR EDUCATION 131 MOUNT AUBURN ST., 1ST FLOOR CAMBRIDGE, MA 02138	51-0548106	501(C)(3)	125,000.	0.			2014 PUBLIC OPINION POLL

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 ASPEN INSTITUTE 1 DUPONT CIRCLE NW, SUITE 700 WASHINGTON, DC 20036	84-0399006	501(C)(3)	104,000.	0.			ASPEN FORUM FOR COMMUNITY SOLUTIONS/OPPORTUNITY YOUTH INCENTIVE FUND
COMMUNITY COLLEGE OF VERMONT PO BOX 489, 660 ELM STREET MONTPELIER, VT 05601	03-0213787	STATE AGENCY	100,000.	0.			IMPLEMENTING A FULLY ACCESSIBLE DUAL ENROLLMENT PROGRAM IN VERMONT
PROTEUS FUND 15 RESEARCH DRIVE, SUITE B AMHERST, MA 01002	04-3243004	501(C)(3)	100,000.	0.			DIVERSITY FELLOWSHIP
PROVIDENCE AFTER SCHOOL ALLIANCE (PASA) - 140 BROADWAY - PROVIDENCE, RI 02903	26-0319193	501(C)(3)	100,000.	0.			LEADERSHIP AWARD
MAINE DEPARTMENT OF EDUCATION 23 STATE HOUSE STATION AUGUSTA, ME 04333	GOV'T UNIT	STATE AGENCY	92,000.	0.			CENTER FOR BEST PRACTICE: NEXT STAGE
BRANDEIS UNIVERSITY P.O. BOX 549110 WALTHAM, MA 02454	04-2103552	501(C)(3)	80,000.	0.			DISTRICT LEVEL SYSTEMS CHANGE LOGIC MODELS
BOSTON BEYOND 89 SOUTH STREET, SUITE 601 BOSTON, MA 02111	20-1308560	501(C)(3)	75,000.	0.			CORE FUNDING
NATIONAL CENTER ON INNOVATIVE EDUCATION IN KENTUCKY - EDUCATIONAL, SCHOOL, AND COUNSELING PSYCHOLOGY; 249 DICKEY	61-6001218	STATE AGENCY	75,000.	0.			NATIONAL CENTER FOR INNOVATION IN EDUCATION (NCIE)
THE BOSTON FOUNDATION 75 ARLINGTON STREET, 10TH FLOOR BOSTON, MA 02116	04-2104021	501(C)(3)	75,000.	0.			BOSTON OPPORTUNITY AGENDA

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
UNIVERSITY OF WASHINGTON FOUNDATION, CENTER ON REINVENTING PUBLIC EDUCATION - UNIVERSITY OF WASHINGTON FOUNDATION, 407	94-3079432	501(C)(3)	75,000.	0.			SUCCEEDING WITH SCL AND PERSONALIZED LEARNING?
UNIVERSITY OF MASSACHUSETTS-BOSTON 100 MORRISSEY BLVD BOSTON, MA 02125	04-3167352	STATE AGENCY	70,000.	0.			STUDENT-CENTERED LEARNING OPPORTUNITIES FOR ADOLESCENT ENGLISH LEARNERS IN FLIPPED
GREAT SCHOOLS PARTNERSHIP 482 CONGRESS STREET, SUITE 500 PORTLAND, ME 04101	26-3834610	501(C)(3)	62,370.	0.			THE GLOSSARY OF EDUCATION REFORM, PHASE III
GRANITE STATE ORGANIZING PROJECT 383 BEECH STREET MANCHESTER, NH 03101	47-0873896	501(C)(3)	60,000.	0.			YOUNG ORGANIZERS UNITED
YOUTH IN ACTION 672 BROAD STREET PROVIDENCE, RI 02907	05-0495230	501(C)(3)	60,000.	0.			STUDENTS CONSTRUCTING CLASSROOMS
YOUNG VOICES 150 MILLER AVE PROVIDENCE, RI 02905	43-2103674	501(C)(3)	55,000.	0.			STUDENT POWER IN PUSHING FOR SCL
AS 220 95 MATHEWSON STREET PROVIDENCE, RI 02903	22-2754566	501(C)(3)	50,000.	0.			PROVIDENCE STUDENT UNION
HARVARD GRADUATE SCHOOL OF EDUCATION - 13 APPIAN WAY - CAMBRIDGE, MA 02138	04-2103580	501(C)(3)	50,000.	0.			APPLYING THEORIES OF SYSTEMS CHANGE
NEW VENTURE FUND 1201 CONNECTICUT AVE., NW SUITE 300 WASHINGTON, DC 20036	20-5806345	501(C)(3)	50,000.	0.			BUILDING 21

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
GREAT SCHOOLS PARTNERSHIP 482 CONGRESS STREET, SUITE 500 PORTLAND, ME 04101	26-3834610	501(C)(3)	45,000.	0.			SMARTER BALANCED ASSESSMENT CONSORTIUM (SBAC) WORKING GROUP
CENTRAL FALLS PUBLIC SCHOOLS 21 HEDLEY AVE. CENTRAL FALLS, RI 02863	GOV'T UNIT	PUBLIC SCHOOL	40,000.	0.			THE RI COLLEGE LAB DISTRICT PROJECT
COMMUNITY FOUNDATION OF WESTERN MASSACHUSETTS - P.O. BOX 15769, 1500 MAIN ST., STE. 2300 - SPRINGFIELD, MA 01115	22-3089640	501(C)(3)	40,000.	0.			FUNDER COLLABORATIVE FOR READING SUCCESS
EDUCATE MAINE 15 MONUMENT SQUARE, SUITE #3E PORTLAND, ME 04330	20-3559947	501(C)(3)	40,000.	0.			HAROLD ALFOND COLLEGE CHALLENGE SCHOLARSHIP PROGRAM
GREATER HARTFORD CONSORTIUM FOR HIGHER EDUCATION - 31 PRATT STREET, 4TH FLOOR - HARTFORD, CT 06103	23-7288868	501(C)(3)	40,000.	0.			CAREER BEGINNINGS PROGRAM
READING IS FUNDAMENTAL 1730 RHODE ISLAND AVENUE, NW PO BOX WASHINGTON, DC 20036	52-0976257	501(C)(3)	40,000.	0.			MULTICULTURAL BOOK COLLECTION
VIRTUAL LEARNING ACADEMY CHARTER SCHOOL - 30 LINDEN STREET, P.O. BOX 1050 - EXETER, NH 00383	56-2668724	501(C)(3)	40,000.	0.			CAREER PATHWAY DEVELOPMENT
YALE UNIVERSITY CHILD STUDY CENTER 47 COLLEGE STREET, STE 203, P.O. BO NEW HAVEN, CT 06520	06-0646973	501(C)(3)	40,000.	0.			MCSC COMER SCHOOL DEVELOPMENT PROGRAM
PORTLAND HEALTH AND HUMAN SERVICES SOCIAL SERVICES DIVISION, 190-192 LANCASTER STREET - PORTLAND, ME 04101	01-6000032	GOVERNMENT AGENCY	38,079.	0.			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
FRAMEWORKS INSTITUTE 1776 I STREET, NW 9TY FLOOR WASHINGTON, DC 20036	71-0891642	501(C)(3)	37,500.	0.			CORE STORY ON EDUCATION
BOSTON PARENT ORGANIZING NETWORK 207 GREEN ST. JAMICA PLAIN, MA 02130	27-0936408	501(C)(3)	30,000.	0.			BPON YOUTH INITIATIVE
COMMUNITY LABOR UNITED 6 BEACON STREET BOSTON, MA 02111	20-3404034	501(C)(3)	30,000.	0.			YOUTH-LED ORGANIZING
HYDE SQUARE TASK FORCE 207 GREEN STREET JAMAICA PLAIN, MA 02130	04-3118543	501(C)(3)	30,000.	0.			WORK WILL FOCUS ON TRAINING BOSTON PUBLIC SCHOOL YOUTH IN COMMUNITY BASED PROJECTS AND
SCHOOL AND MAIN INSTITUTE 225 FRIEND STREET, 8TH FLOOR, SUITE BOSTON, MA 02114	04-3403302	501(C)(3)	30,000.	0.			UNDERSTANDING COMPETENCY-BASED EDUCATION THROUGH THE WORK OF PRACTITIONERS
UNIVERSITY OF WASHINGTON FOUNDATION, CENTER ON REINVENTING PUBLIC EDUCATION - UNIVERSITY OF WASHINGTON FOUNDATION, 407	94-3079432	501(C)(3)	28,000.	0.			FINANCING SCHOOLS FOR INNOVATION: DO BUDGET CONSTRAINTS, REAL AND IMAGINED, IMPACT THE WAY
ASSOCIATED GRANT MAKERS 133 FEDERAL STREET, SUITE 802 BOSTON, MA 02110	04-2457605	501(C)(3)	25,000.	0.			SUMMER FUND
BELLWETHER EDUCATION PARTNERS 517 BOSTON POST ROAD, #171 SUDBURY, MA 01776	26-1914515	501(C)(3)	25,000.	0.			BOA PLATFORM DEVELOPMENT
GRANTMAKERS FOR EDUCATION 720 SW WASHINGTON STREET, STE. 605 PORTLAND, OR 97205	33-0919329	501(C)(3)	25,000.	0.			CONFERENCE SPONSORSHIP

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
HARVARD MEDICAL SCHOOL 25 SHATTUCK STREET BOSTON, MA 02115	04-2103580	501(C)(3)	25,000.	0.			MEDSCIENCE
MASSACHUSETTS BUDGET 15 COURT SQUARE, SUITE 700 BOSTON, MA 02108	04-2967537	501(C)(3)	25,000.	0.			ROADMAP FOR REFORMING MASSACHUSETTS SCHOOL FINANCE SYSTEM
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 '14
COUNCIL OF CHIEF STATE SCHOOL OFFICERS - ONE MASSACHUSETTS AVE. NW, STE. 700 - WASHINGTON, DC 20001	53-0198090	501(C)(3)	24,539.	0.			ADVANCING DATA SYSTEMS TO SUPPORT COMPETENCY-BASED, STUDENT-CENTERED EDUCATION SYSTEMS
BALLET THEATRE OF BOSTON 400 HARVARD STREET CAMBRIDGE, MA 02138	04-2773619	501(C)(3)	20,000.	0.			YOUTH IMMIGRANT LEADERSHIP NETWORK
BALLET THEATRE OF BOSTON 400 HARVARD STREET CAMBRIDGE, MA 02138	04-2773619	501(C)(3)	20,000.	0.			YOUTH IMMIGRANT LEADERSHIP NETWORK
CASTLETON STATE COLLEGE 62 ALUMNI DRIVE CASTLETON, VT 05735	03-0213787	STATE AGENCY	20,000.	0.			STUDENT ENRICHMENT PROGRAMS
CASTLETON STATE COLLEGE 62 ALUMNI DRIVE CASTLETON, VT 05735	03-0213787	STATE AGENCY	20,000.	0.			STUDENT ENRICHMENT PROGRAMS
YEAR UP - PROVIDENCE 10 DORRANCE STREET, SUITE 1108 PROVIDENCE, RI 02903	04-3534407	501(C)(3)	20,000.	0.			STUDENT PROGRAMS

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
NH ADVANTAGE FOUNDATION 587 BAY RD. DURHAM, NH 03824	20-2209844	501(C)(3)	18,000.	0.			10,000 MENTORS
AS 220 95 MATHEWSON STREET PROVIDENCE, RI 02903	22-2754566	501(C)(3)	15,000.	0.			SUPPORT PROVIDENCE STUDENT UNION ORGANIZING TO ADVOCATE FOR SCHOOL CHANGE
CHARLES HAMILTON HOUSTON INSTITUTE, HARVARD UNIVERSITY, HARVARD LAW SCHOOL - 125 MT. AUBURN STREET, 3RD FLOOR -	04-2103580	501(C)(3)	15,000.	0.			WHERE INNOVATION MEETS INTEGRATION-SPONSORSHIP
CONVERGENCE CENTER FOR EDUCATION 1101 17TH STREET, NW, SUITE 1350 WASHINGTON, DC 20036	32-0280279	501(C)(3)	15,000.	0.			RE-IMAGINING EDUCATION PROJECT
THE COLLEGE CRUSADE OF RHODE ISLAND - 134 THURBERS AVENUE, SUITE 111 - PROVIDENCE, RI 02905	22-3031765	501(C)(3)	15,000.	0.			READABOUT LITERACY PROGRAM
NEW HAMPSHIRE DEPARTMENT OF EDUCATION - 101 PLEASANT STREET - CONCORD, NH 03301	GOV'T UNIT	STATE AGENCY	12,594.	0.			NH EDUCATORS ATTEND QPA SUMMER INSTITUTE
UNIVERSITY OF MASSACHUSETTS-BOSTON 100 MORRISSEY BOULEVARD BOSTON, MA 02125	04-3167352	STATE AGENCY	12,500.	0.			COLLABORATIVE RESEARCH: BUILDING THE CAPACITY OF CBO'S & RESEARCHERS TO PRODUCE KNOWLEDGE TO
BIG BROTHER BIG SISTER OF MERCER COUNTY - 535 E. FRANKLIN STREET - TRENTON, NJ 08610	06-1653897	501(C)(3)	10,000.	0.			YOUTH MENTORING-LAWRENCE
BRYANT UNIVERSITY 1150 DOUGLAS PIKE SMITHFIELD, RI 02917	05-0258810	501(C)(3)	10,000.	0.			TRUSTEE SCHOLARSHIP FUND

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
HARTFORD KNIGHTS CORP. CT PARENTS UNION, P.O. BOX 3004 MERIDEN, CT 06451	83-0368833	501(C)(3)	10,000.	0.			TIS THE SEASON TO BE READING
HYDE SQUARE TASK FORCE 207 GREEN STREET JAMAICA PLAIN, MA 02130	04-3118543	501(C)(3)	10,000.	0.			YOUTH ORGANIZING PROJECT
JOHN F. KENNEDY LIBRARY FOUNDATION COLUMBIA POINT BOSTON, MA 02125	04-6113130	501(C)(3)	10,000.	0.			LIBRARY EDUCATION EVENTS
MORGAN STATE UNIVERSITY P.O. BOX 64261 BALTIMORE, MD 21264	23-7089143	501(C)(3)	10,000.	0.			GRAVES SCHOOL HONORS PROGRAM
NEW ENGLAND RESOURCE CENTER FOR HIGHER EDUCATION - 45 TEMPLE PLACE - BOSTON, MA 02109	04-2207418	STATE AGENCY	10,000.	0.			2013 NEW ENGLAND HIGHER EDUCATION EXCELLENCE AWARDS
RIDER UNIVERSITY 2083 LAWRENCEVILLE ROAD LAWRENCEVILLE, NJ 08648	21-0650678	501(C)(3)	10,000.	0.			ASPIRING ACCOUNTING PROFESSIONAL PROGRAM
WILLISTON NORTHAMPTON SCHOOL 19 PAYSON AVE. EASTHAMPTON, MA 01027	04-1975990	501(C)(3)	10,000.	0.			WILLISTON +
BALLET THEATRE OF BOSTON 400 HARVARD STREET CAMBRIDGE, MA 02138	04-2773619	501(C)(3)	9,000.	0.			YOUTH IMMIGRANT LEADERSHIP NETWORK
BRYANT UNIVERSITY 1150 DOUGLAS PIKE SMITHFIELD, RI 02917	05-0258810	501(C)(3)	9,000.	0.			TRUSTEE SCHOLARSHIP FUND

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
CASTLETON STATE COLLEGE 62 ALUMNI DRIVE CASTLETON, VT 05735	03-0213787	STATE AGENCY	9,000.	0.			STUDENT ENRICHMENT PROGRAMS
MOSES BROWN SCHOOL 250 LLOYD AVENUE PROVIDENCE, RI 02906	05-0393999	501(C)(3)	9,000.	0.			SCHOLARSHIP PROGRAMS
XAVERIAN BROTHERS HIGH SCHOOL 800 CLAPBOARDTREE STREET WESTWOOD, MA 02090	04-2314036	501(C)(3)	9,000.	0.			ANNUAL FUND
EDUCATORS FOR SOCIAL RESPONSIBILITY - 355 GOSHEN RD, P.O. BOX 909 - CAMBRIDGE, MA 02138	04-2764204	501(C)(3)	8,000.	0.			EDUCATIONAL PROJECTS
THE CENTER FOR THE ARTS IN NATICK 14 SUMMER STREET NATICK, MA 01760	04-3364016	501(C)(3)	8,000.	0.			EDUCATIONAL PROGRAMS
HANOVER PERMANENT SCHOLARSHIP FUND P.O. BOX 67 HANOVER, MA 02339	04-2625836	501(C)(3)	7,500.	0.			JENNA ATTURIO MEMORIAL SCHOLARSHIP
OUR PIECE OF THE PIE, INC. 20-28 SARGEANT STREET HARTFORD, CT 06105	06-0939659	501(C)(3)	7,500.	0.			FUNDRAISER FOR DISCONNECTED YOUTH
NATICK EDUCATION FOUNDATION P.O. BOX 2221 NATICK, MA 01760	04-3166767	501(C)(3)	7,100.	0.			EDUCATIONAL GRANTS
ASSOCIATED GRANT MAKERS 133 FEDERAL STREET, SUITE 802 BOSTON, MA 02110	04-2457605	501(C)(3)	7,000.	0.			SOCIAL JUSTICE FUNDERS' NETWORK

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
SKIDMORE COLLEGE 815 NORTH BROADWAY SARATOGA SPRINGS, NY 12866	14-1338562	501(C)(3)	6,500.	0.			AOP SCHOLARSHIP
MORGAN STATE UNIVERSITY P.O. BOX 64261 BALTIMORE, MD 21264	23-7089143	501(C)(3)	6,000.	0.			SCHOOL OF BUSINESS, GRAVES HONORS PROGRAM
MCREL 4601 DTC BOULEVARD, SUITE 500 DENVER, CO 08037	43-0837728	501(C)(3)	5,500.	0.			SUMMIT FOR INNOVATIVE EDUCATION
STRATEGIES FOR A STRONGER SANFORD P.O. BOX 958 SANFORD, ME 04073	80-0144697	501(C)(3)	5,300.	0.			MAYAN ATTENDANCE
STRATEGIES FOR A STRONGER SANFORD P.O. BOX 958 SANFORD, ME 04073	80-0144697	501(C)(3)	5,040.	0.			ATTENDANCE AT FREE MINDS FREE PEOPLE
AMERICAN YOUTH POLICY FORUM 1836 JEFFERSON PLACE, NW WASHINGTON, DC 20036	31-1576455	501(C)(3)	5,000.	0.			AYPF'S 20TH ANNIVERSARY
ARTISTS FOR HUMANITY 100 WEST SECOND STREET SOUTH BOSTON, MA 02127	04-3138434	501(C)(3)	5,000.	0.			ANNUAL EVENT
ASSOCIATION OF MARSHALL SCHOLARS, INC. - 1120 CHESTER AVENUE, STE. 470 - CLEVELAND, OH 44114	22-2973653	501(C)(3)	5,000.	0.			MARSHALL SCHOLARSHIP ENDOWMENT FUND
BOSTON ARTS ACADEMY FOUNDATION 174 IPSWICH STREET BOSTON, MA 02215	04-3454898	501(C)(3)	5,000.	0.			SUMMER INSTITUTE

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(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
BOSTON EDUCATIONAL DEVELOPMENT FOUNDATION - 26 COURT STREET, 6TH FLOOR - BOSTON, MA 02108	22-2514422	501(C)(3)	5,000.	0.			BOSTON GREEN ACADEMY GALA
BOSTON PLAN FOR EXCELLENCE 27-43 WORMWOOD STREET BOSTON, MA 02210	22-2667403	501(C)(3)	5,000.	0.			BOSTON TEACHER RESIDENCY ANNIVERSARY CELEBRATION
BREAKTHROUGH GREATER BOSTON P.O. BOX 381486 CAMBRIDGE, MA 02238	04-3307783	501(C)(3)	5,000.	0.			BREAKTHROUGHS IN EDUCATION
BRIDGE OVER TROUBLED WATER 47 WEST STREET BOSTON, MA 02111	04-2472126	501(C)(3)	5,000.	0.			HELPING HAND GALA
CATHEDRAL HIGH SCHOOL 74 UNION PARK STREET BOSTON, MA 02118	56-2438574	501(C)(3)	5,000.	0.			ADOPT-A-STUDENT
CENTER FOR COMMUNITY CHANGE 1536 U STREET, NW WASHINGTON, DC 20009	52-0888113	501(C)(3)	5,000.	0.			THE CHANGE CHAMPION AWARDS
CHICAGO FREEDOM SCHOOL 719 S. STATE, #3N CHICAGO, IL 60605	20-4735643	501(C)(3)	5,000.	0.			FREE MINDS, FREE PEOPLE
CITIZEN SCHOOLS MUSEUM WHARF, 308 CONGRESS STREET BOSTON, MA 02210	04-3259160	501(C)(3)	5,000.	0.			FUNDRAISER FOR ENRICHMENT PROGRAMS
CITY OF BOSTON - MAYOR'S OFFICE OF NEW BOSTONIANS - C/O BOSTON ADULT LITERACY FUND, 1 MILK STREET - BOSTON, MA 02108	GOV'T UNIT	GOVERNMENT AGENCY	5,000.	0.			WE ARE BOSTON 2013

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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COLUMBIA UNIVERSITY/TEACHERS COLLEGE - COLUMBIA UNIVERSITY, 525 W. 120TH ST, BOX 75 - NEW YORK, NY 10025	13-1624202	501(C)(3)	5,000.	0.			125TH ANNIVERSARY CELEBRATION
COMMUNITY LEARNING CENTER 19 BROOKLINE STREET CAMBRIDGE, MA 02139	04-3148659	501(C)(3)	5,000.	0.			BRIDGE TO COLLEGE PROGRAM
CONNECTICUT COUNCIL FOR PHILANTHROPY - 221 MAIN STREET - HARTFORD, CT 06106	23-7024016	501(C)(3)	5,000.	0.			CT PHILANTHROPY SUMMIT
HIGHLAND GREEN FOUNDATION 1101 BEDFORD STREET STAMFORD, CT 06902	27-4830140	501(C)(3)	5,000.	0.			CREATIVE LEARNING @ FIRST PRESBYTERIAN CHURCH
LESLEY UNIVERSITY 29 EVERETT STREET CAMBRIDGE, MA 02138	04-2103589	501(C)(3)	5,000.	0.			THRESHOLD BUILDING RENOVATIONS
LET'S GET READY 89 SOUTH STREET BOSTON, MA 02111	31-1698832	501(C)(3)	5,000.	0.			NEW ENGLAND FALL BENEFIT
MAINE AFTERSCHOOL NETWORK, UNIVERSITY OF MAINE-FARMINGTON - 186 HIGH STREET, EDUCATION BUILDING, RM 335 - FARMINGTON, ME	01-6000769	501(C)(3)	5,000.	0.			POSITIVE YOUTH DEVELOPMENT INSTITUTE SPONSORSHIP
MAINE STATE SCIENCE FAIR 600 MAIN ST., BOX 65 BAR HARBOR, ME 04609	46-1842377	501(C)(3)	5,000.	0.			MAINE STATE SCIENCE FAIR
MASSINC 18 TREMONT STREET, SUITE 1120 BOSTON, MA 02108	04-3271457	501(C)(3)	5,000.	0.			GATEWAY CITIES INNOVATION AWARDS

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
MORGAN STATE UNIVERSITY P.O. BOX 64261 BALTIMORE, MD 21264	23-7089143	501(C)(3)	5,000.	0.			GRAVES SCHOOL HONORS PROGRAM
NAVICATE/LINKING LEARNING TO EDUCATION - 52 INSTITUTE ROAD - BURLINGTON, VT 05408	03-0366744	501(C)(3)	5,000.	0.			LEARN TO EARN WORKSHOPS
NEON, INC. 98 SOUTH MAIN STREET NORWALK, CT 06854	06-0834804	501(C)(3)	5,000.	0.			CULTURAL FINE ART AND LITERARY PROGRAM
NEW HAMPSHIRE COLLEGE 3 BARRELL COURT, SUITE 100 CONCORD, NH 03301	02-0271139	501(C)(3)	5,000.	0.			NH FORUM ON THE FUTURE
NH JOBS FOR AMERICA'S GRADUATES 175 AMMON DRIVE, SUITE 212 MANCHESTER, NH 03103	GOV'T UNIT	GOVERNMENT AGENCY	5,000.	0.			TRIP TO NATIONAL LEADERSHIP AWARDS
ROCA, INC. 101 PARK STREET CHELSEA, MA 02150	22-3223641	501(C)(3)	5,000.	0.			ANNUAL BREAKFAST
SIMMONS COLLEGE 300 THE FENWAY BOSTON, MA 02115	04-2103629	501(C)(3)	5,000.	0.			SCHOLARSHIP SUPPORT
SOUTH SHORE YMCA 79 CODDINGTON STREET QUINCY, MA 02169	04-2105881	501(C)(3)	5,000.	0.			YOUTH IN GOVERNMENT
SPRINGFIELD SCHOOL VOLUNTEERS 1550 MAIN STREET, FLOOR 3 SPRINGFIELD, MA 01102	04-2643527	501(C)(3)	5,000.	0.			SPRINGFIELD RENAISSANCE SCHOOL

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(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
STAMFORD PUBLIC EDUCATION FOUNDATION - 733 SUMMER STREET, SUITE 203 - STAMFORD, CT 06902	06-1462359	501(C)(3)	5,000.	0.			EXCELLENCE IN EDUCATION AWARDS
STAMFORD PUBLIC SCHOOLS 888 WASHINGTON BOULEVARD, P.O. BOX STAMFORD, CT 06904	GOV'T UNIT	PUBLIC SCHOOL	5,000.	0.			RITES OF PASSAGE PROGRAM
THE OPPPORTUNITY ALLIANCE 50 MONUMENT SQUARE PORTLAND, ME 04101	01-0274725	501(C)(3)	5,000.	0.			MAINE YOUTH LEADERSHIP SUMMIT

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.** Provide the information required in Part I, line 2, Part III, column (b), and any other additional information

PART I, LINE 2:

EXPLANATION: 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):

Part IV Supplemental Information

NAME OF ORGANIZATION OR GOVERNMENT: EDUCATION CONNECTION

(H) PURPOSE OF GRANT OR ASSISTANCE: IMPACT OF THE STEM21 COMPETENCY-BASED EDUCATION MODEL ON UNDERSERVED STUDENT ENGAGEMENT, SELF-REGULATION, AND ACADEMIC GROWTH IN SCIENCE & MATHEMATICS ACHIEVEMENT.

NAME OF ORGANIZATION OR GOVERNMENT: RESEARCH FOR ACTION

(H) PURPOSE OF GRANT OR ASSISTANCE: LINKING EXTENDED LEARNING OPPORTUNITIES TO POSTSECONDARY PREPAREDNESS IN NEW HAMPSHIRE

NAME OF ORGANIZATION OR GOVERNMENT: UNIVERSITY OF MASSACHUSETTS-DONAHUE INSTITUTE

(H) PURPOSE OF GRANT OR ASSISTANCE: MEASURE THE EXTENT OF HIGH SCHOOLS ARE IMPLEMENTING POLICIES AND PRACTICES THAT SUPPORT STUDENT CENTERED LEARNING ENVIRONMENTS ($148,750)

NAME OF ORGANIZATION OR GOVERNMENT: UNIVERSITY OF MASSACHUSETTS-BOSTON

(H) PURPOSE OF GRANT OR ASSISTANCE: STUDENT-CENTERED LEARNING OPPORTUNITIES FOR ADOLESCENT ENGLISH LEARNERS IN FLIPPED CLASSROOMS ($70,000)

NAME OF ORGANIZATION OR GOVERNMENT: HYDE SQUARE TASK FORCE

(H) PURPOSE OF GRANT OR ASSISTANCE: WORK WILL FOCUS ON TRAINING BOSTON PUBLIC SCHOOL YOUTH IN COMMUNITY BASED PROJECTS AND ADVOCACY SKILLS

NAME OF ORGANIZATION OR GOVERNMENT: UNIVERSITY OF WASHINGTON FOUNDATION, CENTER ON REINVENTING PUBLIC EDUCATION

(H) PURPOSE OF GRANT OR ASSISTANCE: FINANCING SCHOOLS FOR INNOVATION: DO

Part IV Supplemental Information

BUDGET CONSTRAINTS, REAL AND IMAGINED, IMPACT THE WAY SCHOOLS UTILIZE THEIR RESOURCES

NAME OF ORGANIZATION OR GOVERNMENT: UNIVERSITY OF MASSACHUSETTS-BOSTON

(H) PURPOSE OF GRANT OR ASSISTANCE: COLLABORATIVE RESEARCH: BUILDING THE CAPACITY OF CBO'S & RESEARCHERS TO PRODUCE KNOWLEDGE TO SUPPORT COMMUNITY ACTION

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" on Form 990, Part IV, line 23.
▶ Attach to Form 990. ▶ See separate instructions.
▶ Information about Schedule J (Form 990) and its instructions is at *www.irs.gov/form990.*

OMB No 1545-0047

2013

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 directors, trustees, and officers, including 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?	4c		X
	If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III			
	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?	5b		X
	If "Yes" to line 5a or 5b, describe in Part III			
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?	6b		X
	If "Yes" to line 6a or 6b, describe in Part III			
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		

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)	367,547.	0.	0.	39,727.	22,167.	429,441.	0.
PRESIDENT & CEO	(ii)	0.	0.	0.	0.	0.	0.	0.
(2) MICHAEL CAREY	(i)	207,501.	0.	0.	33,964.	8,834.	250,299.	0.
TREASURER & DIR. OF FIN.	(ii)	0.	0.	0.	0.	0.	0.	0.
(3) MARY HARRISON	(i)	208,281.	0.	0.	34,020.	16,306.	258,607.	0.
VP OF PROGRAMS	(ii)	0.	0.	0.	0.	0.	0.	0.
(4) BETH MILLER	(i)	153,075.	0.	0.	23,958.	22,167.	199,200.	0.
DIR. OF RESEARCH & EVALUAT	(ii)	0.	0.	0.	0.	0.	0.	0.
(5) CHARLES TOULMIN	(i)	137,525.	0.	0.	20,966.	22,167.	180,658.	0.
DIRECTOR OF POLICY	(ii)	0.	0.	0.	0.	0.	0.	0.
(6) LYNN D'AMBROSE	(i)	127,754.	0.	0.	18,531.	14,978.	161,263.	0.
SENIOR PROGRAM OFFICER	(ii)	0.	0.	0.	0.	0.	0.	0.
(7) JESSICA SPOHN	(i)	118,097.	0.	0.	17,068.	22,167.	157,332.	0.
SENIOR PROGRAM OFFICER	(ii)	0.	0.	0.	0.	0.	0.	0.
(8) PAUL MARSH	(i)	117,063.	0.	0.	16,963.	22,167.	156,193.	0.
IT MANAGER	(ii)	0.	0.	0.	0.	0.	0.	0.
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	(ii)							

Part III Supplemental Information

Provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II Also complete this part for any additional information.

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.

▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at *www.irs.gov/form990.*

OMB No 1545-0047

2013

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:

TRADITIONAL SCHOOL DAY NOR THE SCHOOL WALLS; LEARNING IS COMPETENCY-BASED, AND PROGRESSION IS DEPENDENT ON THE MASTERY OF SKILLS, NOT THE ACHIEVEMENT OF A BIRTHDAY; LEARNING IS PERSONALIZED, MEETING STUDENTS WHERE THEY ARE RATHER THAN A ONE-SIZE-FITS-ALL APPROACH; AND STUDENTS TAKE OWNERSHIP OVER THEIR OWN LEARNING. THE FOUNDATION IS CURRENTLY FOCUSING ITS SUPPORT ON INFLUENCING STATE AND FEDERAL POLICIES THAT CREATE OR IMPROVE THE CONDITIONS FOR STUDENT-CENTERED LEARNING TO EXIST AT SCALE; GROWING PUBLIC UNDERSTANDING, SUPPORT 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 THROUGHTOUT THE NEW ENGLAND REGION.

WE AWARD GRANTS PRIMARILY THROUGH OUR FOUR STRATEGIC INITIATIVES:

DISTRICT LEVEL SYSTEMS CHANGE - 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 CORE COMPONENTS OF PUBLIC EDUCATION AT THE DISTRICT LEVEL ACCROSS 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. THE FOUNDATION DISTRIBUTED 34 GRANTS ($11.2 MILLION DOLLARS) TO NEW ENGLAND PUBLIC SCHOOL DISTRICTS AND OTHER EDUCATIONAL ORGANIZATIONS SUPPORTING THE SCHOOL DISTRICTS' WORK AROUND STUDENT-CENTERED APPROACHES TO LEARNING.

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. THE FOUNDATION SUPPORTED 18 GRANTEE ORGANIZATIONS WITH $2.2 MILLION DOLLARS IN GRANTS. THE PRIMARY FOCUS OF THE GRANT PROGRAMS WERE TO PROMOTE STUDENT-CENTERED APPROACHES TO LEARNING THROUGH ADVOCACY AND POLICY PROGRAMS AT THE FEDERAL, STATE, AND LOCAL LEVELS.

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. THE FOUNDATION SUPPORTED 8 GRANTEE ORGANIZATIONS WITH $1.7 MILLION DOLLARS TO BUILD AND DEVELOP KNOWLEDGE ON STUDENT-CENTERED APPROACHES TO LEARNING.

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 SUPPORT FOR CHANGES, ULTIMATELY LEADING TO ACTIVE DEMAND. THE FOUNDATION DISTRIBUTED 41 GRANTS, $441,000 IN TOTAL, TO EDUCATIONAL ORGANIZATIONS TO PROMOTE AND PROVIDE A FORUM TO BUILD PUBLIC UNDERSTANDING ON STUDENT-CENTERED APPROACHES TO LEARNING.

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

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

Employer identification number: 04-2755323

BUSINESS RELATIONSHIP EACH BOARD MEMBER, STAFF MEMBER AND OR FAMILY MEMBER MAY HAVE WITH THE FOUNDATION. 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 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.

Form **8868**
(Rev. January 2014)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

▶ **Information about Form 8868 and its instructions is at *www.irs.gov/form8868*.**

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . . ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only . . . . . ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization or other filer, see instructions.	Enter filer's identifying number: Employer identification number (EIN) or
File by the due date for filing your return See instructions	NELLIE MAE EDUCATION FOUNDATION, INC.	04-2755323
	Number, street, and room or suite no. If a P.O box, see instructions 1250 HANCOCK STREET, NO. 205N	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. QUINCY, MA 02169	

Enter the Return code for the return that this application is for (file a separate application for each return) . . [0 1]

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ MICHAEL CAREY 1250 HANCOCK STREET, 205N - QUINCY, MA 02169
  Telephone No. ▶ 781-348-4271 Fax No. ▶ 781-348-4299
- If the organization does not have an office or place of business in the United States, check this box . . . . . ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ▶ [ ]. If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2014, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [X] calendar year 2013 or
▶ [ ] tax year beginning _____, and ending _____.

2 If the tax year entered in line 1 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 0.
b	If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 0.
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	3c	$ 0.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
File by the due date for filing your return See instructions	NELLIE MAE EDUCATION FOUNDATION, INC.	04-2755323
	Number, street, and room or suite no. If a P.O box, see instructions. 1250 HANCOCK STREET, NO. 205N	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. QUINCY, MA 02169	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 1

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ MICHAEL CAREY 1250 HANCOCK STREET, 205N - QUINCY, MA 02169
  Telephone No. ▶ 781-348-4271 Fax No. ▶ 781-348-4299
- If the organization does not have an office or place of business in the United States, check this box ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ▶ ☐. If it is for part of the group, check this box ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2014.

5 For calendar year 2013, or other tax year beginning _____, and ending _____

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS REQUIRED TO GATHER THE INFORMATION REQUIRED TO FILE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 0.
b	If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 0.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ _____ Title ▶ Managing Director / CPA Date ▶ 8/9/14

323842
12-31-13