

NELNET INC
Form 10-Q
August 08, 2013

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

FORM 10-Q

(Mark One)

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

For the quarterly period ended June 30, 2013

or

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

For the transition period from to .

COMMISSION FILE NUMBER 001-31924

NELNET, INC.

(Exact name of registrant as specified in its charter)

NEBRASKA

(State or other jurisdiction of incorporation or organization)

84-0748903

(I.R.S. Employer Identification No.)

121 SOUTH 13TH STREET, SUITE 201

LINCOLN, NEBRASKA

(Address of principal executive offices)

(402) 458-2370

(Registrant's telephone number, including area code)

68508

(Zip Code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes [X] No []

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting

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company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer []

Accelerated filer [X]

Non-accelerated filer []

Smaller reporting company []

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes[] No[X]

As of July 31, 2013, there were 34,870,722 and 11,495,377 shares of Class A Common Stock and Class B Common Stock, par value \$0.01 per share, outstanding, respectively (excluding 11,317,364 shares of Class A Common Stock held by wholly owned subsidiaries).

NELNET, INC.
FORM 10-Q
INDEX
June 30, 2013

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PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

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

| | As of June 30, 2013 (unaudited) | As of December 31, 2012 |
|--|---------------------------------------|-------------------------------|
| Assets: | | |
| Student loans receivable (net of allowance for loan losses of \$51,611 and \$51,902, respectively) | \$24,575,636 | 24,830,621 |
| Cash and cash equivalents: | | |
| Cash and cash equivalents - not held at a related party | 7,819 | 7,567 |
| Cash and cash equivalents - held at a related party | 60,765 | 58,464 |
| Total cash and cash equivalents | 68,584 | 66,031 |
| Investments | 177,241 | 83,312 |
| Restricted cash and investments | 679,727 | 815,462 |
| Restricted cash - due to customers | 84,182 | 96,516 |
| Accrued interest receivable | 296,538 | 307,518 |
| Accounts receivable (net of allowance for doubtful accounts of \$1,410 and \$1,529, respectively) | 66,016 | 63,638 |
| Goodwill | 117,118 | 117,118 |
| Intangible assets, net | 7,731 | 9,393 |
| Property and equipment, net | 34,392 | 31,869 |
| Other assets | 97,016 | 88,976 |
| Fair value of derivative instruments | 98,996 | 97,441 |
| Total assets | \$26,303,177 | 26,607,895 |
| Liabilities: | | |
| Bonds and notes payable | \$24,690,952 | 25,098,835 |
| Accrued interest payable | 14,760 | 14,770 |
| Other liabilities | 168,791 | 161,671 |
| Due to customers | 84,182 | 96,516 |
| Fair value of derivative instruments | 24,897 | 70,890 |
| Total liabilities | 24,983,582 | 25,442,682 |
| Commitments and contingencies | | |
| Equity: | | |
| Nelnet, Inc. shareholders' equity: | | |
| Preferred stock, \$0.01 par value. Authorized 50,000,000 shares; no shares issued or outstanding | — | — |
| Common stock: | | |
| Class A, \$0.01 par value. Authorized 600,000,000 shares; issued and outstanding 34,988,110 shares and 35,116,913 shares, respectively | 350 | 351 |
| Class B, convertible, \$0.01 par value. Authorized 60,000,000 shares; issued and outstanding 11,495,377 shares | 115 | 115 |
| Additional paid-in capital | 27,004 | 32,540 |

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| | | |
|--|--------------|------------|
| Retained earnings | 1,289,416 | 1,129,389 |
| Accumulated other comprehensive earnings | 2,597 | 2,813 |
| Total Nelnet, Inc. shareholders' equity | 1,319,482 | 1,165,208 |
| Noncontrolling interest | 113 | 5 |
| Total equity | 1,319,595 | 1,165,213 |
| Total liabilities and equity | \$26,303,177 | 26,607,895 |

Supplemental information - assets and liabilities of consolidated variable interest entities:

| | | |
|---|--------------|--------------|
| Student loans receivable | \$24,647,724 | 24,920,130 |
| Restricted cash and investments | 677,245 | 753,511 |
| Fair value of derivative instruments | 62,745 | 82,841 |
| Other assets | 295,486 | 306,454 |
| Bonds and notes payable | (24,900,550) | (25,209,341) |
| Other liabilities | (275,426) | (348,364) |
| Net assets of consolidated variable interest entities | \$507,224 | 505,231 |

See accompanying notes to consolidated financial statements.

NELNET, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME

(Dollars in thousands, except share data)

(unaudited)

| | Three months ended June 30, | | Six months ended June 30, | |
|--|--------------------------------|------------|------------------------------|------------|
| | 2013 | 2012 | 2013 | 2012 |
| Interest income: | | | | |
| Loan interest | \$ 158,063 | 150,988 | 313,602 | 304,046 |
| Investment interest | 1,483 | 1,055 | 3,100 | 2,150 |
| Total interest income | 159,546 | 152,043 | 316,702 | 306,196 |
| Interest expense: | | | | |
| Interest on bonds and notes payable | 58,127 | 67,476 | 116,485 | 136,773 |
| Net interest income | 101,419 | 84,567 | 200,217 | 169,423 |
| Less provision for loan losses | 5,000 | 7,000 | 10,000 | 13,000 |
| Net interest income after provision for loan losses | 96,419 | 77,567 | 190,217 | 156,423 |
| Other income (expense): | | | | |
| Loan and guaranty servicing revenue | 60,078 | 52,391 | 115,679 | 101,879 |
| Tuition payment processing and campus commerce revenue | 18,356 | 16,834 | 41,767 | 38,747 |
| Enrollment services revenue | 24,823 | 29,710 | 53,780 | 61,374 |
| Other income | 12,288 | 8,800 | 21,704 | 19,754 |
| Gain on sale of loans and debt repurchases | 7,355 | 935 | 8,762 | 935 |
| Derivative market value and foreign currency adjustments and derivative settlements, net | 40,188 | (21,618) | 41,260 | (36,798) |
| Total other income | 163,088 | 87,052 | 282,952 | 185,891 |
| Operating expenses: | | | | |
| Salaries and benefits | 47,432 | 48,703 | 95,337 | 97,798 |
| Cost to provide enrollment services | 16,787 | 20,374 | 36,429 | 42,052 |
| Depreciation and amortization | 4,320 | 8,226 | 8,697 | 16,362 |
| Other | 34,365 | 30,908 | 69,306 | 63,171 |
| Total operating expenses | 102,904 | 108,211 | 209,769 | 219,383 |
| Income before income taxes | 156,603 | 56,408 | 263,400 | 122,931 |
| Income tax expense | 54,746 | 14,878 | 93,193 | 38,108 |
| Net income | 101,857 | 41,530 | 170,207 | 84,823 |
| Net income attributable to noncontrolling interest | 614 | 136 | 885 | 288 |
| Net income attributable to Nelnet, Inc. | \$ 101,243 | 41,394 | 169,322 | 84,535 |
| Earnings per common share: | | | | |
| Net income attributable to Nelnet, Inc. shareholders - basic and diluted | \$ 2.17 | 0.87 | 3.63 | 1.78 |
| Weighted average common shares outstanding - basic and diluted | 46,626,853 | 47,434,915 | 46,642,356 | 47,369,776 |

See accompanying notes to consolidated financial statements.

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

| | Three months ended June 30, | | Six months ended June 30, | |
|--|--------------------------------|----------|------------------------------|----------|
| | 2013 | 2012 | 2013 | 2012 |
| Net income | \$ 101,857 | 41,530 | 170,207 | 84,823 |
| Other comprehensive income (loss): | | | | |
| Available-for-sale securities: | | | | |
| Unrealized holding gains (losses) arising during period, net | (3,335 |) (586 |) 1,185 | 1,596 |
| Less reclassification adjustment for gains recognized in net income, net | (559 |) (966 |) (1,516 |) (2,214 |
| Income tax effect | 1,441 | 538 | 115 | 209 |
| Total other comprehensive loss | (2,453 |) (1,014 |) (216 |) (409 |
| Comprehensive income | 99,404 | 40,516 | 169,991 | 84,414 |
| Comprehensive income attributable to noncontrolling interest | 614 | 136 | 885 | 288 |
| Comprehensive income attributable to Nelnet, Inc. | \$ 98,790 | 40,380 | 169,106 | 84,126 |

See accompanying notes to consolidated financial statements.

NELNET, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY

(Dollars in thousands, except share data)

(unaudited)

| | Nelnet, Inc. Shareholders | | Class Preferred stock | Class Common stock | Class Common stock | Additional paid-in capital | Retained earnings | Accumulated other comprehensive earnings | Employee notes receivable | Noncontrolling interest | Totaling equity |
|---|--------------------------------------|----------------------------|-----------------------------|--------------------------|--------------------------|----------------------------------|----------------------|---|---------------------------------|----------------------------|--------------------|
| | Common stock Class A shares | Common stock Class B | | | | | | | | | |
| Balance as of March 31, 2012 | -35,821,057 | 11,495,377 | \$-358 | 115 | 50,948 | 1,056,058 | 605 | (368) | 157 | 1,107,873 | |
| Net income | — | — | — | — | — | 41,394 | — | — | 136 | 41,530 | |
| Other comprehensive loss | — | — | — | — | — | — | (1,014) | — | — | (1,014) | |
| Cash dividend on Class A and Class B | — | — | — | — | — | (4,737) | — | — | — | (4,737) | |
| common stock - \$0.10 per share | | | | | | | | | | | |
| Issuance of common stock, net of forfeitures | -35,134 | — | — | 1 | — | 851 | — | — | — | 852 | |
| Compensation expense for stock based awards | — | — | — | — | 593 | — | — | — | — | 593 | |
| Repurchase of common stock | -(8,390) | — | — | (1) | — | (198) | — | — | — | (199) | |
| Balance as of June 30, 2012 | -35,847,801 | 11,495,377 | \$-358 | 115 | 52,194 | 1,092,715 | (409) | (368) | 293 | 1,144,898 | |
| Balance as of March 31, 2013 | -35,029,341 | 11,495,377 | \$-350 | 115 | 27,786 | 1,192,822 | 5,050 | — | 281 | 1,226,404 | |
| Net income | — | — | — | — | — | 101,243 | — | — | 614 | 101,857 | |
| Other comprehensive loss | — | — | — | — | — | — | (2,453) | — | — | (2,453) | |
| Distribution to noncontrolling interest | — | — | — | — | — | — | — | — | (782) | (782) | |
| Cash dividend on Class A and Class B | — | — | — | — | — | (4,649) | — | — | — | (4,649) | |
| common stock - \$0.10 per share | | | | | | | | | | | |
| Issuance of common stock, net of | -24,390 | — | — | 1 | — | 694 | — | — | — | 695 | |

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| | | | | | | | | | | |
|--|-------------|------------|--------|------|--------|-----------|--------|---------|--------|-----------|
| forfeitures | | | | | | | | | | |
| Compensation expense for stock based awards | — | — | — | — | 808 | — | — | — | — | 808 |
| Repurchase of common stock | —(65,621) | — | — | (1) | — | (2,284) | — | — | — | (2,285) |
| Balance as of June 30, 2013 | —34,988,110 | 11,495,377 | \$—350 | 115 | 27,004 | 1,289,416 | 2,597 | — | 113 | 1,319,595 |
| Balance as of December 31, 2011 | —35,643,102 | 11,495,377 | \$—356 | 115 | 49,245 | 1,017,629 | — | (1,140) | — | 1,066,205 |
| Issuance of noncontrolling interest | — | — | — | — | — | — | — | — | 5 | 5 |
| Net income | — | — | — | — | — | 84,535 | — | — | 288 | 84,823 |
| Other comprehensive loss | — | — | — | — | — | — | (409) | — | — | (409) |
| Cash dividend on Class A and Class B common stock - \$0.20 per share | — | — | — | — | — | (9,449) | — | — | — | (9,449) |
| Issuance of common stock, net of forfeitures | —255,718 | — | — | 3 | — | 3,275 | — | — | — | 3,278 |
| Compensation expense for stock based awards | — | — | — | — | 988 | — | — | — | — | 988 |
| Repurchase of common stock | —(51,019) | — | — | (1) | — | (1,314) | — | — | — | (1,315) |
| Reduction of employee stock notes receivable | — | — | — | — | — | — | — | 772 | — | 772 |
| Balance as of June 30, 2012 | —35,847,801 | 11,495,377 | \$—358 | 115 | 52,194 | 1,092,715 | (409) | (368) | 293 | 1,144,898 |
| Balance as of December 31, 2012 | —35,116,913 | 11,495,377 | \$—351 | 115 | 32,540 | 1,129,389 | 2,813 | — | 5 | 1,165,213 |
| Issuance of noncontrolling interest | — | — | — | — | — | — | — | — | 5 | 5 |
| Net income | — | — | — | — | — | 169,322 | — | — | 885 | 170,207 |
| Other comprehensive loss | — | — | — | — | — | — | (216) | — | — | (216) |
| Distribution to noncontrolling | — | — | — | — | — | — | — | — | (782) | (782) |

| | | | | | | | | | | | | |
|---|-------------|------------|--------|-----|--------|-----------|-------|--------|---|--------|-----------|---|
| interest | | | | | | | | | | | | |
| Cash dividend on Class A and Class B | — | — | — | — | — | (9,295 |) | — | — | (9,295 |) | |
| common stock - \$0.20 per share | | | | | | | | | | | | |
| Issuance of common stock, net of forfeitures | -150,353 | — | — | 2 | — | 1,967 | — | — | — | — | 1,969 | |
| Compensation expense for stock based awards | — | — | — | — | — | 1,483 | — | — | — | — | 1,483 | |
| Repurchase of common stock | -(279,156 |) | — | — | (3 |) | — | (8,986 |) | — | (8,989 |) |
| Balance as of June 30, 2013 | -34,988,110 | 11,495,377 | \$-350 | 115 | 27,004 | 1,289,416 | 2,597 | — | — | 113 | 1,319,595 | |

See accompanying notes to consolidated financial statements.

NELNET, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS

(Dollars in thousands)

(unaudited)

| | Six months ended June 30, | |
|--|------------------------------|--------------|
| | 2013 | 2012 |
| Net income attributable to Nelnet, Inc. | \$ 169,322 | 84,535 |
| Net income attributable to noncontrolling interest | 885 | 288 |
| Net income | 170,207 | 84,823 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Depreciation and amortization, including debt discounts and student loan premiums and deferred origination costs | 39,160 | 58,381 |
| Student loan discount accretion | (17,769) | (22,857) |
| Provision for loan losses | 10,000 | 13,000 |
| Derivative market value adjustment | (43,729) | 61,923 |
| Foreign currency transaction adjustment | (14,072) | (26,984) |
| Payments to terminate and/or amend derivative instruments, net of proceeds | (3,819) | — |
| Gain on sale of loans | (34) | (33) |
| Gain from debt repurchases | (8,728) | (902) |
| Gain from sales of available-for-sale securities, net | (1,516) | (2,214) |
| Deferred income tax expense (benefit) | 21,244 | (20,483) |
| Other | 1,531 | 1,886 |
| Decrease in accrued interest receivable | 10,980 | 22,268 |
| Increase in accounts receivable | (2,378) | (3,347) |
| Decrease in other assets | 566 | 2,264 |
| Decrease in accrued interest payable | (10) | (1,447) |
| Decrease in other liabilities | (8,447) | (5,011) |
| Net cash provided by operating activities | 153,186 | 161,267 |
| Cash flows from investing activities: | | |
| Purchases of student loans | (1,158,245) | (729,775) |
| Net proceeds from student loan repayments, claims, capitalized interest, participations, and other | 1,393,949 | 1,449,610 |
| Proceeds from sale of student loans | 11,287 | 59,965 |
| Purchases of available-for-sale securities | (132,496) | (53,662) |
| Proceeds from sales of available-for-sale securities | 37,656 | 28,216 |
| Purchases of cost-method investments | (3,893) | — |
| Purchases of property and equipment, net | (9,558) | (4,405) |
| Decrease (increase) in restricted cash | 135,735 | (298,633) |
| Net cash provided by investing activities | 274,435 | 451,316 |
| Cash flows from financing activities: | | |
| Payments on bonds and notes payable | (3,538,437) | (1,520,127) |
| Proceeds from issuance of bonds and notes payable | 3,143,612 | 936,560 |
| Payments of debt issuance costs | (11,485) | (5,593) |
| Dividends paid | (9,295) | (9,449) |
| Repurchases of common stock | (8,989) | (1,315) |
| Proceeds from issuance of common stock | 303 | 249 |
| Payments received on employee stock notes receivable | — | 772 |
| Issuance of noncontrolling interest | 5 | 5 |

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| | | |
|--|-----------|--------------|
| Distribution to noncontrolling interest | (782 |) — |
| Net cash used in financing activities | (425,068 |) (598,898) |
| Net increase in cash and cash equivalents | 2,553 | 13,685 |
| Cash and cash equivalents, beginning of period | 66,031 | 42,570 |
| Cash and cash equivalents, end of period | \$68,584 | 56,255 |
| Supplemental disclosures of cash flow information: | | |
| Interest paid | \$100,292 | 120,823 |
| Income taxes paid, net of refunds | \$69,866 | 57,113 |

See accompanying notes to consolidated financial statements.

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NELNET, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Information as of June 30, 2013 and for the three and six months ended June 30, 2013 and 2012 is unaudited)

(Dollars in thousands, except per share amounts, unless otherwise noted)

1. Basis of Financial Reporting

The accompanying unaudited consolidated financial statements of Nelnet, Inc. and subsidiaries (the "Company") as of June 30, 2013 and for the three and six months ended June 30, 2013 and 2012 have been prepared on the same basis as the audited consolidated financial statements for the year ended December 31, 2012 and, in the opinion of the Company's management, the unaudited consolidated financial statements reflect all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of results of operations for the interim periods presented. The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Actual results could differ from those estimates. Operating results for the three and six months ended June 30, 2013 are not necessarily indicative of the results for the year ending December 31, 2013. The unaudited consolidated financial statements should be read in conjunction with the Company's Annual Report on Form 10-K for the year ended December 31, 2012 (the "2012 Annual Report").

2. Student Loans Receivable and Allowance for Loan Losses

Student loans receivable consisted of the following:

| | As of June 30, 2013 | | As of December 31, 2012 | |
|--|------------------------|---|----------------------------|---|
| Federally insured loans | | | | |
| Stafford and other | \$7,010,404 | | 7,261,114 | |
| Consolidation | 17,678,330 | | 17,708,732 | |
| Total | 24,688,734 | | 24,969,846 | |
| Non-federally insured loans | 29,634 | | 26,034 | |
| | 24,718,368 | | 24,995,880 | |
| Loan discount, net of unamortized loan premiums and deferred origination costs | (91,121 |) | (113,357 |) |
| Allowance for loan losses – federally insured loans | (39,848 |) | (40,120 |) |
| Allowance for loan losses – non-federally insured loans | (11,763 |) | (11,782 |) |
| | \$24,575,636 | | 24,830,621 | |
| Allowance for federally insured loans as a percentage of such loans | 0.16 | | % 0.16 | % |
| Allowance for non-federally insured loans as a percentage of such loans | 39.69 | | % 45.26 | % |

Activity in the Allowance for Loan Losses

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

| | Three months ended | | Six months ended June | |
|---|--------------------|---------|-----------------------|----------|
| | June 30, | 2012 | 30, | 2012 |
| | 2013 | | 2013 | 2012 |
| Balance at beginning of period | \$49,409 | 48,435 | 51,902 | 48,482 |
| Provision for loan losses: | | | | |
| Federally insured loans | 5,000 | 7,000 | 11,000 | 13,000 |
| Non-federally insured loans | — | — | (1,000) | — |
| Total provision for loan losses | 5,000 | 7,000 | 10,000 | 13,000 |
| Charge-offs: | | | | |
| Federally insured loans | (3,340) | (5,999) | (9,330) | (11,494) |
| Non-federally insured loans | (592) | (528) | (1,364) | (1,297) |
| Total charge-offs | (3,932) | (6,527) | (10,694) | (12,791) |
| Recoveries - non-federally insured loans | 442 | 354 | 810 | 705 |
| Purchase (sale) of federally insured loans, net | 275 | (792) | (1,943) | (1,719) |
| Transfer from repurchase obligation related to non-federally insured loans purchased, net | 417 | 1,187 | 1,536 | 1,980 |
| Balance at end of period | \$51,611 | 49,657 | 51,611 | 49,657 |
| Allocation of the allowance for loan losses: | | | | |
| Federally insured loans | \$39,848 | 36,992 | 39,848 | 36,992 |
| Non-federally insured loans | 11,763 | 12,665 | 11,763 | 12,665 |
| Total allowance for loan losses | \$51,611 | 49,657 | 51,611 | 49,657 |

Repurchase Obligations

As of June 30, 2013, the Company had participated a cumulative amount of \$98.7 million (par value) of non-federally insured loans to third parties. Loans participated under these agreements have been accounted for by the Company as loan sales. Accordingly, the participation interests sold are not included in the Company's consolidated balance sheets. Per the terms of the servicing agreements, the Company's servicing operations are obligated to repurchase loans subject to the participation interests in the event such loans become 60 or 90 days delinquent.

In addition, in 2011, the Company sold a portfolio of non-federally insured loans for proceeds of \$91.3 million (100% of par value). The Company retained credit risk related to this portfolio and will pay cash to purchase back any loans which become 60 days delinquent. As of June 30, 2013, the balance of this portfolio was \$68.3 million (par value).

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

| | Three months ended June 30, | | Six months ended June 30, | |
|--|-----------------------------|---------|---------------------------|---------|
| | 2013 | 2012 | 2013 | 2012 |
| Beginning balance | \$15,011 | 18,430 | 16,130 | 19,223 |
| Repurchase obligation transferred to the allowance for loan losses related to loans purchased, net | (417) | (1,187) | (1,536) | (1,980) |
| Ending balance | \$14,594 | 17,243 | 14,594 | 17,243 |

Student Loan Status and Delinquencies

Delinquencies have the potential to adversely impact the Company's earnings through increased servicing and collection costs and account charge-offs. The percent of non-federally insured loans that were delinquent 31 days or greater as of June 30, 2013, December 31, 2012, and June 30, 2012 was 27.1 percent, 28.6 percent, and 22.7 percent, respectively. The table below shows the Company's federally insured student loan delinquency amounts.

Rehabilitation Loans Purchased and Delinquent Loans Funded in FFELP Warehouse Facilities

Rehabilitation loans are student loans that have previously defaulted, but for which the borrower has made a specified number of on-time payments. Although rehabilitation loans benefit from the same guarantees as other federally insured student loans, rehabilitation loans have generally experienced re-default rates that are higher than default rates for federally insured student loans that have not previously defaulted. The Company has purchased a significant amount of rehabilitation loans during 2012 and 2013. Upon purchase, these loans are recorded at fair value, which generally approximates the federal guarantee rate under the Federal Family Education Loan Program ("FFEL Program" or "FFELP"). As such, there is minimal credit risk related to rehabilitation loans purchased; therefore, these loans are presented separately in the following delinquency tables.

In addition, the Company has purchased delinquent federally insured loans that are funded in the Company's FFELP warehouse facilities. Upon purchase, these loans are recorded at fair value, which generally approximates the federal guarantee rate. As such, there is minimal credit risk related to these loans. Loans delinquent 121 days or greater and funded in the Company's FFELP warehouse facilities are included with rehabilitated loans purchased in the following delinquency tables.

| | As of June 30, 2013 | | As of December 31, 2012 | | As of June 30, 2012 | | | |
|---|---------------------|-------|-------------------------|-------|---------------------|-------|---|--|
| Federally insured loans, excluding rehabilitation loans purchased: | | | | | | | | |
| Loans in-school/grace/deferment | \$2,753,719 | | \$2,949,320 | | \$3,299,197 | | | |
| Loans in forbearance | 2,930,795 | | 2,992,023 | | 3,095,648 | | | |
| Loans in repayment status: | | | | | | | | |
| Loans current | 14,357,812 | 87.7 | % 14,583,044 | 87.6 | % 14,238,827 | 87.1 | % | |
| Loans delinquent 31-60 days | 599,846 | 3.7 | 652,351 | 3.9 | 612,302 | 3.7 | | |
| Loans delinquent 61-90 days | 404,256 | 2.5 | 330,885 | 2.0 | 371,558 | 2.3 | | |
| Loans delinquent 91-120 days | 204,975 | 1.3 | 247,381 | 1.5 | 195,926 | 1.2 | | |
| Loans delinquent 121-270 days | 600,018 | 3.7 | 603,942 | 3.6 | 649,113 | 4.0 | | |
| Loans delinquent 271 days or greater | 187,615 | 1.1 | 220,798 | 1.4 | 279,926 | 1.7 | | |
| Total loans in repayment | 16,354,522 | 100.0 | % 16,638,401 | 100.0 | % 16,347,652 | 100.0 | % | |
| Total federally insured loans, excluding rehabilitation loans purchased | \$22,039,036 | | \$22,579,744 | | \$22,742,497 | | | |
| Rehabilitation loans purchased: | | | | | | | | |
| Loans in-school/grace/deferment | \$230,076 | | \$150,317 | | \$80,405 | | | |
| Loans in forbearance | 389,306 | | 330,278 | | 127,377 | | | |
| Loans in repayment status: | | | | | | | | |
| Loans current | 997,567 | 49.1 | % 670,205 | 35.1 | % 408,224 | 68.0 | % | |
| Loans delinquent 31-60 days | 176,731 | 8.7 | 113,795 | 6.0 | 55,470 | 9.2 | | |
| Loans delinquent 61-90 days | 127,083 | 6.3 | 79,691 | 4.2 | 37,733 | 6.3 | | |

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| | | | | | | |
|--------------------------------------|--------------|-------|--------------|-------|--------------|-------|
| Loans delinquent 91-120 days | 86,757 | 4.3 | 186,278 | 9.8 | 20,953 | 3.5 |
| Loans delinquent 121-270 days | 416,553 | 20.5 | 633,001 | 33.1 | 52,501 | 8.7 |
| Loans delinquent 271 days or greater | 225,625 | 11.1 | 226,537 | 11.8 | 25,964 | 4.3 |
| Total loans in repayment | 2,030,316 | 100.0 | % 1,909,507 | 100.0 | % 600,845 | 100.0 |
| Total rehabilitation loans purchased | 2,649,698 | | 2,390,102 | | 808,627 | |
| Total federally insured loans | \$24,688,734 | | \$24,969,846 | | \$23,551,124 | |

3. Bonds and Notes Payable

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

| | As of June 30, 2013 | | |
|---|-------------------------|---------------------|---------------------|
| | Carrying amount | Interest rate range | Final maturity |
| Variable-rate bonds and notes issued in asset-backed securitizations: | | | |
| Bonds and notes based on indices | \$22,773,607 | 0.28% - 6.90% | 11/25/15 - 8/26/52 |
| Bonds and notes based on auction or remarketing | 905,850 | 0.09% - 2.10% | 5/1/28 - 5/25/42 |
| Total variable-rate bonds and notes | 23,679,457 | | |
| FFELP warehouse facilities | 1,029,005 | 0.19% - 0.27% | 4/2/15 - 6/12/16 |
| Unsecured line of credit | — | — | 3/28/18 |
| Unsecured debt - Junior Subordinated Hybrid Securities | 99,232 | 3.65% | 9/15/61 |
| Other borrowings | 61,853 | 1.69% - 5.10% | 11/14/13 - 11/11/15 |
| | 24,869,547 | | |
| Discount on bonds and notes payable | (178,595) | | |
| Total | \$24,690,952 | | |
| | As of December 31, 2012 | | |
| | Carrying amount | Interest rate range | Final maturity |
| Variable-rate bonds and notes issued in asset-backed securitizations: | | | |
| Bonds and notes based on indices | \$21,185,140 | 0.32% - 6.90% | 11/25/15 - 8/26/52 |
| Bonds and notes based on auction or remarketing | 969,925 | 0.15% - 2.14% | 5/1/28 - 5/25/42 |
| Total variable-rate bonds and notes | 22,155,065 | | |
| FFELP warehouse facilities | 1,554,151 | 0.21% - 0.29% | 1/31/15 - 6/30/15 |
| Department of Education Conduit | 1,344,513 | 0.82% | 1/19/14 |
| Unsecured line of credit | 55,000 | 1.71% | 2/17/16 |
| Unsecured debt - Junior Subordinated Hybrid Securities | 99,232 | 3.68% | 9/15/61 |
| Other borrowings | 62,904 | 1.50% - 5.10% | 11/14/13 - 11/11/15 |
| | 25,270,865 | | |
| Discount on bonds and notes payable | (172,030) | | |
| Total | \$25,098,835 | | |

FFELP Warehouse Facilities

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

As of June 30, 2013, the Company had four FFELP warehouse facilities as summarized below.

| | NHELP-I | NHELP-III (a) | NHELP-II (b) | NFSLW-I (c) | Total |
|------------------------------------|-----------------|------------------|-------------------|---------------|-----------|
| Maximum financing amount | \$500,000 | 500,000 | 500,000 | 500,000 | 2,000,000 |
| Amount outstanding | 172,486 | 315,730 | 257,556 | 283,233 | 1,029,005 |
| Amount available | \$327,514 | 184,270 | 242,444 | 216,767 | 970,995 |
| Expiration of liquidity provisions | October 2, 2013 | January 16, 2014 | February 28, 2014 | June 12, 2014 | |
| Final maturity date | April 2, 2015 | January 17, 2016 | February 28, 2016 | June 12, 2016 | |
| Maximum advance rates | 80.0 - 100.0% | 92.2 - 95.0% | 84.5 - 94.5% | 92.0 - 98.0% | |
| Minimum advance rates | 80.0 - 95.0% | 92.2 - 95.0% | 84.5 - 94.5% | 84.0 - 90.0% | |
| Advanced as equity support | \$4,866 | 16,346 | 26,524 | 13,543 | 61,279 |

(a) The Company entered into this facility on January 16, 2013.

(b) On June 3, 2013, the Company amended this facility to change the terms of the advance rates.

(c) On June 13, 2013, the Company amended this facility to change the terms of the advance rates and extend the expiration of the liquidity provisions and its final maturity date.

Each FFELP warehouse facility is supported by 364-day liquidity provisions, which are subject to the respective expiration date shown in the previous table. In the event the Company is unable to renew the liquidity provisions by such date, the facility would become a term facility at a stepped-up cost, with no additional student loans being eligible for financing, and the Company would be required to refinance the existing loans in the facility by the facility's final maturity date. The NHELP-I and NFSLW-I warehouse facilities provide for formula-based advance rates, depending on FFELP loan type, up to a maximum of the principal and interest of loans financed as shown in the table above. The advance rates for collateral may increase or decrease based on market conditions, but they are subject to minimums as disclosed above. The NHELP-III and NHELP-II warehouse facilities have static advance rates that require initial equity for loan funding, but do not require increased equity based on market movements.

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

Asset-backed Securitizations

The following table summarizes the asset-backed securitization transactions completed during the six months ended June 30, 2013.

| | 2013-1 | 2013-2 (a) | 2013-3 | 2013-4 | Total |
|-------------------------------------|-----------|------------|----------|----------|-------------|
| Date securities issued | 1/31/13 | 2/28/13 | 4/30/13 | 6/21/13 | |
| Total original principal amount | \$437,500 | 1,122,000 | 765,000 | 453,000 | \$2,777,500 |
| Class A senior notes: | | | | | |
| Total original principal amount | \$428,000 | 1,122,000 | 745,000 | 440,000 | 2,735,000 |
| Bond discount | — | (3,325) | — | (1,690) | (5,015) |
| Issue price | \$428,000 | 1,118,675 | 745,000 | 438,310 | 2,729,985 |
| Cost of funds (1-month LIBOR plus:) | 0.60 | % 0.50 | % 0.50 | % 0.50 | % |
| Final maturity date | 6/25/41 | 7/25/40 | 2/25/37 | 12/26/42 | |
| Class B subordinated notes: | | | | | |
| Total original principal amount | \$9,500 | | 20,000 | 13,000 | 42,500 |
| Bond discount | (1,525) | | (1,762) | (1,804) | (5,091) |
| Issue price | \$7,975 | | 18,238 | 11,196 | 37,409 |
| Cost of funds (1-month LIBOR plus:) | 1.50 | % | 1.50 | % 1.50 | % |
| Final maturity date | 3/25/48 | | 7/25/47 | 1/25/47 | |

(a) Total original principal amount excludes the Class B subordinated tranche totaling \$34.0 million that was retained at issuance.

During the second quarter 2013, the Company sold \$61.6 million (face amount) of its Class B subordinated notes that were retained at issuance from prior completed asset-backed securitizations for total proceeds of \$55.2 million. Upon sale, these notes were recognized in the consolidated balance sheet in an amount equal to the cash proceeds received. The difference between the face amount and the proceeds received for these bonds (\$6.4 million) was recorded as bond discount and will be recognized as interest expense over the remaining life of the bonds. After the completion of these sales, the Company has \$76.5 million (face amount) of its own Class B subordinated notes remaining that are not included in the Company's consolidated balance sheet.

Department of Education Conduit

In May 2009, the U.S. Department of Education (the "Department") implemented a program under which it financed eligible FFELP loans in a conduit vehicle established to provide funding for student lenders (the "Conduit Program"). As of December 31, 2012, the Company had \$1.3 billion borrowed under this facility. On February 28, 2013, all student loans funded in the Conduit Program were refinanced in the 2013-2 asset-backed securitization and the Company's FFELP warehouse facilities. After these transactions, no loans remained financed by the Company in the Conduit Program and the facility was paid down in full. No additional loans can be financed in this facility, and the Conduit Program has expired for future use by the Company.

Unsecured Line of Credit

On February 17, 2012, the Company entered into a \$250.0 million unsecured line of credit. On March 28, 2013, the facility was amended to increase the line of credit to \$275.0 million and extend the maturity date from February 17, 2016 to March 28, 2018. There were no significant financial covenant changes made as part of this amendment. As of June 30, 2013, no amounts were outstanding on the unsecured line of credit and \$275.0 million was available for

future use.

Debt Repurchases

The Company repurchased \$56.4 million (face amount) and \$69.4 million (face amount) of its own asset-backed debt securities during the three and six months ended June 30, 2013, respectively, and recognized gains on such purchases of \$7.4 million and \$8.7 million, respectively. During the three and six months ended June 30, 2012, the Company repurchased \$17.6 million (face amount) of its own asset-backed debt securities and recognized a gain of \$0.9 million.

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4. Derivative Financial Instruments

The Company uses derivative financial instruments primarily to manage interest rate risk and foreign currency exchange risk.

Interest Rate Risk

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

Basis Swaps

Interest earned on the majority of the Company's FFELP student loan assets is indexed to the one-month LIBOR rate. Meanwhile, the Company funds the majority of its assets with three-month LIBOR indexed floating rate securities. The different interest rate characteristics of the Company's loan assets and liabilities funding these assets results in basis risk.

The Company also faces repricing risk due to the timing of the interest rate resets on its liabilities, which may occur as infrequently as once a quarter, in contrast to the timing of the interest rate resets on its assets, which generally occur daily. As of June 30, 2013, the Company had \$23.7 billion and \$1.0 billion of FFELP loans indexed to the one-month LIBOR rate and the three-month treasury bill rate, respectively, the indices for which reset daily, and \$15.6 billion of debt indexed to three-month LIBOR, the indices for which reset quarterly, and \$7.7 billion of debt indexed to one-month LIBOR, the indices for which reset monthly.

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

The following table summarizes the Company's 1:3 Basis Swaps outstanding:

| Maturity | | As of June 30, 2013 Notional amount | As of December 31, 2012 Notional amount |
|----------|-----|--|--|
| 2021 | | \$250,000 | \$250,000 |
| 2022 | | 1,900,000 | 1,900,000 |
| 2023 | | 3,650,000 | 3,150,000 |
| 2024 | | 250,000 | 250,000 |
| 2026 | | 800,000 | 800,000 |
| 2028 | | 100,000 | 100,000 |
| 2036 | | 700,000 | 700,000 |
| 2039 | (a) | 150,000 | 150,000 |
| 2040 | (b) | 200,000 | 200,000 |
| | | \$8,000,000 | (c) \$7,500,000 (c) |

(a) This derivative has a forward effective start date in 2015.

(b) This derivative has a forward effective start date in 2020.

(c) The weighted average rate paid by the Company on the 1:3 Basis Swaps as of June 30, 2013 and December 31, 2012, was one-month LIBOR plus 3.5 basis points and one-month LIBOR plus 3.3 basis points, respectively.

Interest Rate Swaps – Floor Income Hedges

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

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

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

As of June 30, 2013 and December 31, 2012, the Company had \$11.1 billion and \$11.3 billion, respectively, of student loan assets that were earning fixed rate floor income. The weighted average estimated variable conversion rate for these loans, which is the estimated short-term interest rate at which the loans would convert to a variable rate, was 1.82%.

The following table summarizes the outstanding derivative instruments used by the Company to economically hedge a majority of loans earning fixed rate floor income.

| Maturity | As of June 30, 2013 | | As of December 31, 2012 | | |
|----------|---------------------|---|-------------------------|---|---|
| | Notional amount | Weighted average fixed rate paid by the Company (a) | Notional amount | Weighted average fixed rate paid by the Company (a) | |
| 2013 | \$2,000,000 | 0.71 | % \$3,150,000 | 0.71 | % |
| 2014 | 1,750,000 | 0.71 | 1,750,000 | 0.71 | |
| 2015 | 1,100,000 | 0.89 | 1,100,000 | 0.89 | |
| 2016 | 750,000 | 0.85 | 750,000 | 0.85 | |
| 2017 | 1,250,000 | 0.86 | 750,000 | 0.99 | |
| | \$6,850,000 | 0.78 | % \$7,500,000 | 0.78 | % |

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

Interest Rate Swaps – Unsecured Debt Hedges

As of both June 30, 2013 and December 31, 2012, the Company had \$99.2 million of unsecured Junior Subordinated Hybrid Securities debt outstanding. The interest rate on the Hybrid Securities through September 29, 2036 is equal to three-month LIBOR plus 3.375%, payable quarterly. The Company had the following derivatives outstanding that are used to effectively convert the variable interest rate on a substantial portion of the Hybrid Securities to a fixed rate of

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7.7%.

| Maturity | As of June 30, 2013 | | As of December 31, 2012 | |
|----------|---------------------|---|-------------------------|---|
| | Notional amount | Weighted average fixed rate paid by the Company (a) | Notional amount | Weighted average fixed rate paid by the Company (a) |
| 2036 | \$50,000 | 4.32 | % \$75,000 | 4.28 % |

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

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Foreign Currency Exchange Risk

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

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

The following table shows the income statement impact as a result of the re-measurement of the Euro Notes and the change in the fair value of the related derivative instruments.

| | Three months ended June 30, | | Six months ended June 30, | |
|--|-----------------------------|----------|---------------------------|-----------|
| | 2013 | 2012 | 2013 | 2012 |
| Re-measurement of Euro Notes | \$(14,691 |) 59,226 | 14,072 | 26,984 |
| Change in fair value of cross currency interest rate swaps | 14,748 | (62,546 |) (20,096 |) (49,520 |
| Total impact to consolidated statements of income - income (expense) (a) | \$57 | (3,320 |) (6,024 |) (22,536 |

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

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

Consolidated Financial Statement Impact Related to Derivatives

The following table summarizes the fair value of the Company's derivatives as reflected in the consolidated balance sheet:

| | Fair value of asset derivatives | | Fair value of liability derivatives | |
|---|---------------------------------|-------------------------|-------------------------------------|-------------------------|
| | As of June 30, 2013 | As of December 31, 2012 | As of June 30, 2013 | As of December 31, 2012 |
| 1:3 basis swaps | \$22,587 | 12,239 | — | 1,215 |
| Interest rate swaps - floor income hedges | 13,664 | — | 16,220 | 45,913 |
| Interest rate swaps - hybrid debt hedges | — | — | 8,677 | 23,762 |
| Cross-currency interest rate swaps | 62,745 | 82,841 | — | — |

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| | | | | |
|-------|----------|--------|--------|--------|
| Other | — | 2,361 | — | — |
| Total | \$98,996 | 97,441 | 24,897 | 70,890 |

During the three and six months ended June 30, 2013, the Company terminated certain derivatives for net payments of \$3.7 million and \$3.8 million, respectively. Any proceeds received or payments made to terminate a derivative in advance of its expiration date are accounted for as a change in fair value of such derivative. There were no terminations of derivatives during the first six months of 2012.

Offsetting of Derivative Assets/Liabilities

The Company records derivative instruments in the consolidated balance sheets on a gross basis as either an asset or liability measured at its fair value. Certain of the Company's derivative instruments are subject to right of offset provisions with counterparties. The following tables include the gross amounts related to the Company's derivative portfolio recognized in the consolidated balance sheets, reconciled to the net amount when excluding derivatives subject to enforceable master netting arrangements and cash collateral received/pledged:

| Derivative assets | Gross amounts of recognized assets presented in the consolidated balance sheet | Gross amounts not offset in the consolidated balance sheet | | |
|---------------------------------|--|---|------------------------------|-----------------------|
| | | Derivatives subject to enforceable master netting arrangement | Cash collateral received (a) | Net asset (liability) |
| Balance as of June 30, 2013 | \$98,996 | (20,297 |) (64,417 |) 14,282 |
| Balance as of December 31, 2012 | 97,441 | (13,234 |) (19,993 |) 64,214 |

| Derivative liabilities | Gross amounts of recognized liabilities presented in the consolidated balance sheet | Gross amounts not offset in the consolidated balance sheet | | |
|---------------------------------|---|---|-----------------------------|-----------------------|
| | | Derivatives subject to enforceable master netting arrangement | Cash collateral pledged (b) | Net asset (liability) |
| Balance as of June 30, 2013 | \$(24,897 |) 20,297 | 4,810 | 210 |
| Balance as of December 31, 2012 | (70,890 |) 13,234 | 63,128 | 5,472 |

As of June 30, 2013 and December 31, 2012, the trustee for certain of the Company's asset-backed securitization (a) transactions held \$64.4 million and \$20.0 million, respectively, of collateral from the counterparty on the cross-currency interest rate swaps.

As of June 30, 2013 and December 31, 2012, the Company had \$4.8 million and \$63.1 million, respectively, (b) posted as collateral to derivative counterparties, which is included in "restricted cash and investments" in the Company's consolidated balance sheet.

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

| | Three months ended June 30, | | Six months ended June 30, | |
|---|-----------------------------|----------|---------------------------|-----------|
| | 2013 | 2012 | 2013 | 2012 |
| Settlements: | | | | |
| 1:3 basis swaps | \$782 | 1,169 | 1,692 | 2,551 |
| Interest rate swaps - floor income hedges | (8,534) |) (3,505 |) (16,839 |) (6,642 |
| Interest rate swaps - hybrid debt hedges | (512) |) (723 |) (1,157 |) (746 |
| Cross-currency interest rate swaps | (93) |) 1,055 | (237 |) 3,163 |
| Other | — | (82 |) — | (185 |
| Total settlements - income (expense) | (8,357 |) (2,086 |) (16,541 |) (1,859 |
| Change in fair value: | | | | |
| 1:3 basis swaps | 9,630 | (428 |) 11,563 | 2,574 |
| Interest rate swaps - floor income hedges | 33,408 | (6,143 |) 42,830 | (11,778 |
| Interest rate swaps - hybrid debt hedges | 5,450 | (8,783 |) 9,090 | (2,585 |
| Cross-currency interest rate swaps | 14,748 | (62,546 |) (20,096 |) (49,520 |
| Other | — | (858 |) 342 | (614 |
| Total change in fair value - income (expense) | 63,236 | (78,758 |) 43,729 | (61,923 |
| Re-measurement of Euro Notes (foreign currency transaction adjustment) - income (expense) | (14,691 |) 59,226 | 14,072 | 26,984 |
| Derivative market value and foreign currency adjustments and derivative settlements, net - income (expense) | \$40,188 | (21,618 |) 41,260 | (36,798 |

5. Investments

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

| | As of June 30, 2013 | | | | As of December 31, 2012 | | | |
|---|---------------------|------------------------|-----------------------------|------------|-------------------------|------------------------|-------------------------|------------|
| | Amortized cost | Gross unrealized gains | Gross unrealized losses (a) | Fair value | Amortized cost | Gross unrealized gains | Gross unrealized losses | Fair value |
| Investments: | | | | | | | | |
| Available-for-sale investments: | | | | | | | | |
| Student loan asset-backed and other debt securities (b) | \$ 161,051 | 5,931 | (3,173 |) 163,809 | 64,970 | 3,187 | (179 |) 67,978 |
| Equity securities | 2,043 | 1,392 | (28 |) 3,407 | 3,449 | 1,604 | (180 |) 4,873 |
| Total available-for-sale investments | \$ 163,094 | 7,323 | (3,201 |) 167,216 | 68,419 | 4,791 | (359 |) 72,851 |
| Trading investments: | | | | | | | | |
| Student loan asset-backed and other debt securities | | | | 10,025 | | | | 10,461 |
| Total available-for-sale and trading investments | | | | \$ 177,241 | | | | 83,312 |
| Restricted Investments (c): | | | | | | | | |
| Guaranteed investment contracts - held-to-maturity | | | | \$ 8,385 | | | | 8,830 |

(a) As of June 30, 2013, the Company considered the decline in market value of its available-for-sale investments to be temporary in nature and did not consider any of its investments other-than-temporarily impaired.

- (b) As of June 30, 2013, the stated maturities of the majority of the Company's student loan asset-backed and other debt securities classified as available-for-sale were greater than 10 years.
- (c) Restricted investments are included in "restricted cash and investments" in the Company's consolidated balance sheets.

The amounts reclassified from accumulated other comprehensive income related to the realized gains and losses on available-for-sale-securities is summarized below.

| Affected line item in the consolidated statements of income - income (expense): | Three months ended June 30, | | Six months ended June 30, | |
|---|-----------------------------|--------|---------------------------|--------|
| | 2013 | 2012 | 2013 | 2012 |
| Other income | \$559 | 966 | 1,516 | 2,214 |
| Income tax expense | (207 |) (357 |) (561 |) (819 |
| Net | \$352 | 609 | 955 | 1,395 |

6. Earnings per Common Share

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

| | Three months ended June 30, 2013 | | | 2012 | | |
|--|-------------------------------------|---|------------|------------------------|---|------------|
| | Common shareholders | Unvested restricted stock shareholders | Total | Common shareholders | Unvested restricted stock shareholders | Total |
| Numerator: | | | | | | |
| Net income attributable to Nelnet, Inc. | \$100,339 | 904 | 101,243 | 41,058 | 336 | 41,394 |
| Denominator: | | | | | | |
| Weighted-average common shares outstanding - basic and diluted | 46,210,571 | 416,282 | 46,626,853 | 47,049,055 | 385,860 | 47,434,915 |
| Earnings per share - basic and diluted | \$2.17 | 2.17 | 2.17 | 0.87 | 0.87 | 0.87 |
| | Six months ended June 30, 2013 | | | 2012 | | |
| | Common shareholders | Unvested restricted stock shareholders | Total | Common shareholders | Unvested restricted stock shareholders | Total |
| Numerator: | | | | | | |
| Net income attributable to Nelnet, Inc. | \$167,868 | 1,454 | 169,322 | 83,916 | 619 | 84,535 |
| Denominator: | | | | | | |
| Weighted-average common shares outstanding - basic and diluted | 46,241,277 | 401,079 | 46,642,356 | 47,020,811 | 348,965 | 47,369,776 |
| Earnings per share - basic and diluted | \$3.63 | 3.63 | 3.63 | 1.78 | 1.78 | 1.78 |

Unvested restricted stock awards are the Company's only potential common shares and, accordingly, there were no awards that were antidilutive and not included in average shares outstanding for the diluted earnings per share calculation.

As of June 30, 2013, a cumulative amount of 126,460 shares have been deferred by non-employee directors under the Directors Stock Compensation Plan and will become issuable upon the termination of service by the respective non-employee director on the board of directors. These shares are included in the Company's weighted average shares outstanding calculation.

7. Segment Reporting

The Company earns fee-based revenue through its Student Loan and Guaranty Servicing, Tuition Payment Processing and Campus Commerce, and Enrollment Services operating segments. In addition, the Company earns net interest income on its student loan portfolio in its Asset Generation and Management operating segment. The Company's operating segments are defined by the products and services they offer and the types of customers they serve, and they reflect the manner in which financial information is currently evaluated by management. See note 1 of the notes to the consolidated financial statements included in the 2012 Annual Report for a description of each operating segment, including the primary products and services offered.

The management reporting process measures the performance of the Company's operating segments based on the management structure of the Company, as well as the methodology used by management to evaluate performance and allocate resources. Executive management (the "chief operating decision maker") evaluates the performance of the Company's operating segments based on their financial results prepared in conformity with U.S. generally accepted accounting principles.

The accounting policies of the Company's operating segments are the same as those described in note 2 of the notes to the consolidated financial statements included in the 2012 Annual Report. Intersegment revenues are charged by the segment that provides a product or service to another segment. Intersegment revenues and expenses are included within each segment consistent with the income statement presentation provided to management. Changes in management structure or allocation methodologies and procedures may result in changes in reported segment financial information. Income taxes are allocated based on 38% of income (loss) before taxes for each individual operating segment. The difference between the consolidated income tax expense and the sum of taxes calculated for each operating segment is included in income taxes in Corporate Activity and Overhead.

Corporate Activity and Overhead

Corporate Activity and Overhead includes the following items:

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

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

Segment Results of Operations

The following tables include the results of each of the Company's operating segments reconciled to the consolidated financial statements.

| | Three months ended June 30, 2013 | | | | | | | |
|---|--|---|------------------------|------------------------|--|--|--------------|----------|
| | Fee-Based | | | | | | | |
| | Student Loan and Guaranty Servicing | Tuition Payment Processing and Campus Commerce | Enrollment Services | Total Fee- Based | Asset Generation and Management | Corporate Activity and Overhead | Eliminations | Total |
| Total interest income | \$9 | — | — | 9 | 158,175 | 2,196 | (834) | 159,546 |
| Interest expense | — | — | — | — | 56,920 | 2,041 | (834) | 58,127 |
| Net interest income (loss) | 9 | — | — | 9 | 101,255 | 155 | — | 101,419 |
| Less provision for loan losses | — | — | — | — | 5,000 | — | — | 5,000 |
| Net interest income (loss) after provision for loan losses | 9 | — | — | 9 | 96,255 | 155 | — | 96,419 |
| Other income (expense): | | | | | | | | |
| Loan and guaranty servicing revenue | 60,078 | — | — | 60,078 | — | — | — | 60,078 |
| Intersegment servicing revenue | 13,903 | — | — | 13,903 | — | — | (13,903) | — |
| Tuition payment processing and campus commerce revenue | — | 18,356 | — | 18,356 | — | — | — | 18,356 |
| Enrollment services revenue | — | — | 24,823 | 24,823 | — | — | — | 24,823 |
| Other income | — | — | — | — | 3,030 | 9,258 | — | 12,288 |
| Gain on sale of loans and debt repurchases | — | — | — | — | 7,355 | — | — | 7,355 |
| Derivative market value and foreign currency adjustments, net | — | — | — | — | 43,096 | 5,449 | — | 48,545 |
| Derivative settlements, net | — | — | — | — | (7,845) | (512) | — | (8,357) |
| Total other income (expense) | 73,981 | 18,356 | 24,823 | 117,160 | 45,636 | 14,195 | (13,903) | 163,088 |
| Operating expenses: | | | | | | | | |
| Salaries and benefits | 28,091 | 9,427 | 4,809 | 42,327 | 592 | 4,513 | — | 47,432 |
| Cost to provide enrollment services | — | — | 16,787 | 16,787 | — | — | — | 16,787 |
| Depreciation and amortization | 2,731 | 1,132 | 61 | 3,924 | — | 396 | — | 4,320 |
| Other | 18,031 | 2,192 | 1,243 | 21,466 | 7,923 | 4,976 | — | 34,365 |
| | 851 | 1,494 | 1,130 | 3,475 | 14,108 | (3,680) | (13,903) | — |

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| | | | | | | | | | |
|--|----------|----------|--------|-----------|-----------|--------|-----------|-----------|--|
| Intersegment expenses, net | | | | | | | | | |
| Total operating expenses | 49,704 | 14,245 | 24,030 | 87,979 | 22,623 | 6,205 | (13,903) | 102,904 | |
| Income (loss) before income taxes and corporate overhead allocation | 24,286 | 4,111 | 793 | 29,190 | 119,268 | 8,145 | — | 156,603 | |
| Corporate overhead allocation | (1,513) | (504) | (504) | (2,521) | (1,081) | 3,602 | — | — | |
| Income (loss) before income taxes | 22,773 | 3,607 | 289 | 26,669 | 118,187 | 11,747 | — | 156,603 | |
| Income tax (expense) benefit | (8,655) | (1,370) | (109) | (10,134) | (44,911) | 299 | — | (54,746) | |
| Net income (loss) | 14,118 | 2,237 | 180 | 16,535 | 73,276 | 12,046 | — | 101,857 | |
| Net income attributable to noncontrolling interest | — | — | — | — | — | 614 | — | 614 | |
| Net income (loss) attributable to Nelnet, Inc. | \$14,118 | 2,237 | 180 | 16,535 | 73,276 | 11,432 | — | 101,243 | |

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Three months ended June 30, 2012

Fee-Based

| | Student Loan and Guaranty Servicing | Tuition Payment Processing and Campus Commerce | Enrollment Services | Total Fee- Based | Asset Generation and Management | Corporate Activity and Overhead | Eliminations | Total |
|---|--|---|------------------------|------------------------|--|--|--------------|-----------|
| Total interest income | \$12 | 1 | — | 13 | 151,240 | 1,747 | (957) | 152,043 |
| Interest expense | — | — | — | — | 66,017 | 2,416 | (957) | 67,476 |
| Net interest income (loss) | 12 | 1 | — | 13 | 85,223 | (669) | — | 84,567 |
| Less provision for loan losses | — | — | — | — | 7,000 | — | — | 7,000 |
| Net interest income (loss) after provision for loan losses | 12 | 1 | — | 13 | 78,223 | (669) | — | 77,567 |
| Other income (expense): | | | | | | | | |
| Loan and guaranty servicing revenue | 52,391 | — | — | 52,391 | — | — | — | 52,391 |
| Intersegment servicing revenue | 16,401 | — | — | 16,401 | — | — | (16,401) | — |
| Tuition payment processing and campus commerce revenue | — | 16,834 | — | 16,834 | — | — | — | 16,834 |
| Enrollment services revenue | — | — | 29,710 | 29,710 | — | — | — | 29,710 |
| Other income | — | — | — | — | 3,581 | 5,219 | — | 8,800 |
| Gain on sale of loans and debt repurchases | — | — | — | — | 935 | — | — | 935 |
| Derivative market value and foreign currency adjustments, net | — | — | — | — | (10,053) | (9,479) | — | (19,532) |
| Derivative settlements, net | — | — | — | — | (1,339) | (747) | — | (2,086) |
| Total other income (expense) | 68,792 | 16,834 | 29,710 | 115,336 | (6,876) | (5,007) | (16,401) | 87,052 |
| Operating expenses: | | | | | | | | |
| Salaries and benefits | 28,905 | 8,575 | 6,161 | 43,641 | 542 | 4,520 | — | 48,703 |
| Cost to provide enrollment services | — | — | 20,374 | 20,374 | — | — | — | 20,374 |
| Depreciation and amortization | 4,525 | 1,731 | 1,617 | 7,873 | — | 353 | — | 8,226 |
| Other | 17,539 | 2,456 | 1,745 | 21,740 | 3,120 | 6,048 | — | 30,908 |
| Intersegment expenses, net | 1,185 | 1,330 | 976 | 3,491 | 16,635 | (3,725) | (16,401) | — |
| Total operating expenses | 52,154 | 14,092 | 30,873 | 97,119 | 20,297 | 7,196 | (16,401) | 108,211 |
| | 16,650 | 2,743 | (1,163) | 18,230 | 51,050 | (12,872) | — | 56,408 |

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| | | | | | | | | |
|--|----------|--------|----------|----------|-----------|----------|---|-----------|
| Income (loss) before income taxes and corporate overhead allocation | | | | | | | | |
| Corporate overhead allocation | (1,275) | (425) | (425) | (2,125) | (1,400) | 3,525 | — | — |
| Income (loss) before income taxes | 15,375 | 2,318 | (1,588) | 16,105 | 49,650 | (9,347) | — | 56,408 |
| Income tax (expense) benefit | (5,843) | (881) | 603 | (6,121) | (18,866) | 10,109 | — | (14,878) |
| Net income (loss) | 9,532 | 1,437 | (985) | 9,984 | 30,784 | 762 | — | 41,530 |
| Net income attributable to noncontrolling interest | — | — | — | — | — | 136 | — | 136 |
| Net income (loss) attributable to Nelnet, Inc. | \$9,532 | 1,437 | (985) | 9,984 | 30,784 | 626 | — | 41,394 |

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Six months ended June 30, 2013

Fee-Based

| | Student Loan and Guaranty Servicing | Tuition Payment Processing and Campus Commerce | Enrollment Services | Total Fee- Based | Asset Generation and Management | Corporate Activity and Overhead | Eliminations | Total |
|---|--|---|------------------------|------------------------|--|--|--------------|-----------|
| Total interest income | \$19 | — | — | 19 | 313,829 | 4,507 | (1,653) | 316,702 |
| Interest expense | — | — | — | — | 114,402 | 3,736 | (1,653) | 116,485 |
| Net interest income (loss) | 19 | — | — | 19 | 199,427 | 771 | — | 200,217 |
| Less provision for loan losses | — | — | — | — | 10,000 | — | — | 10,000 |
| Net interest income (loss) after provision for loan losses | 19 | — | — | 19 | 189,427 | 771 | — | 190,217 |
| Other income (expense): | | | | | | | | |
| Loan and guaranty servicing revenue | 115,679 | — | — | 115,679 | — | — | — | 115,679 |
| Intersegment servicing revenue | 28,856 | — | — | 28,856 | — | — | (28,856) | — |
| Tuition payment processing and campus commerce revenue | — | 41,767 | — | 41,767 | — | — | — | 41,767 |
| Enrollment services revenue | — | — | 53,780 | 53,780 | — | — | — | 53,780 |
| Other income | — | — | — | — | 7,226 | 14,478 | — | 21,704 |
| Gain on sale of loans and debt repurchases | — | — | — | — | 8,762 | — | — | 8,762 |
| Derivative market value and foreign currency adjustments, net | — | — | — | — | 48,371 | 9,430 | — | 57,801 |
| Derivative settlements, net | — | — | — | — | (15,384) | (1,157) | — | (16,541) |
| Total other income (expense) | 144,535 | 41,767 | 53,780 | 240,082 | 48,975 | 22,751 | (28,856) | 282,952 |
| Operating expenses: | | | | | | | | |
| Salaries and benefits | 56,535 | 18,786 | 10,576 | 85,897 | 1,154 | 8,286 | — | 95,337 |
| Cost to provide enrollment services | — | — | 36,429 | 36,429 | — | — | — | 36,429 |
| Depreciation and amortization | 5,520 | 2,270 | 122 | 7,912 | — | 785 | — | 8,697 |
| Other | 36,421 | 4,479 | 2,894 | 43,794 | 15,436 | 10,076 | — | 69,306 |
| Intersegment expenses, net | 1,786 | 2,919 | 2,279 | 6,984 | 29,250 | (7,378) | (28,856) | — |
| Total operating expenses | 100,262 | 28,454 | 52,300 | 181,016 | 45,840 | 11,769 | (28,856) | 209,769 |
| | 44,292 | 13,313 | 1,480 | 59,085 | 192,562 | 11,753 | — | 263,400 |

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| | | | | | | | | |
|--|-----------|----------|--------|-----------|-----------|--------|---|-----------|
| Income (loss) before income taxes and corporate overhead allocation | | | | | | | | |
| Corporate overhead allocation | (2,510) | (836) | (836) | (4,182) | (1,793) | 5,975 | — | — |
| Income (loss) before income taxes | 41,782 | 12,477 | 644 | 54,903 | 190,769 | 17,728 | — | 263,400 |
| Income tax (expense) benefit | (15,878) | (4,741) | (244) | (20,863) | (72,492) | 162 | — | (93,193) |
| Net income (loss) | 25,904 | 7,736 | 400 | 34,040 | 118,277 | 17,890 | — | 170,207 |
| Net income attributable to noncontrolling interest | — | — | — | — | — | 885 | — | 885 |
| Net income (loss) attributable to Nelnet, Inc. | \$25,904 | 7,736 | 400 | 34,040 | 118,277 | 17,005 | — | 169,322 |

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Six months ended June 30, 2012

Fee-Based

| | Student Loan and Guaranty Servicing | Tuition Payment Processing and Campus Commerce | Enrollment Services | Total Fee- Based | Asset Generation and Management | Corporate Activity and Overhead | Eliminations | Total |
|---|--|---|------------------------|------------------------|--|--|--------------|-----------|
| Total interest income | \$32 | 5 | — | 37 | 304,752 | 3,335 | (1,928) | 306,196 |
| Interest expense | — | — | — | — | 134,846 | 3,855 | (1,928) | 136,773 |
| Net interest income (loss) | 32 | 5 | — | 37 | 169,906 | (520) | — | 169,423 |
| Less provision for loan losses | — | — | — | — | 13,000 | — | — | 13,000 |
| Net interest income (loss) after provision for loan losses | 32 | 5 | — | 37 | 156,906 | (520) | — | 156,423 |
| Other income (expense): | | | | | | | | |
| Loan and guaranty servicing revenue | 101,879 | — | — | 101,879 | — | — | — | 101,879 |
| Intersegment servicing revenue | 33,355 | — | — | 33,355 | — | — | (33,355) | — |
| Tuition payment processing and campus commerce revenue | — | 38,747 | — | 38,747 | — | — | — | 38,747 |
| Enrollment services revenue | — | — | 61,374 | 61,374 | — | — | — | 61,374 |
| Other income | — | — | — | — | 8,581 | 11,173 | — | 19,754 |
| Gain on sale of loans and debt repurchases | — | — | — | — | 935 | — | — | 935 |
| Derivative market value and foreign currency adjustments, net | — | — | — | — | (31,657) | (3,282) | — | (34,939) |
| Derivative settlements, net | — | — | — | — | (1,112) | (747) | — | (1,859) |
| Total other income (expense) | 135,234 | 38,747 | 61,374 | 235,355 | (23,253) | 7,144 | (33,355) | 185,891 |
| Operating expenses: | | | | | | | | |
| Salaries and benefits | 57,947 | 17,193 | 12,440 | 87,580 | 1,261 | 8,957 | — | 97,798 |
| Cost to provide enrollment services | — | — | 42,052 | 42,052 | — | — | — | 42,052 |
| Depreciation and amortization | 8,938 | 3,471 | 3,234 | 15,643 | — | 719 | — | 16,362 |
| Other | 36,205 | 5,272 | 3,701 | 45,178 | 6,752 | 11,241 | — | 63,171 |
| Intersegment expenses, net | 2,570 | 2,663 | 1,824 | 7,057 | 33,778 | (7,480) | (33,355) | — |
| Total operating expenses | 105,660 | 28,599 | 63,251 | 197,510 | 41,791 | 13,437 | (33,355) | 219,383 |
| | 29,606 | 10,153 | (1,877) | 37,882 | 91,862 | (6,813) | — | 122,931 |

| | | | | | | | | |
|---|-----------|----------|----------|-----------|-----------|-------|---|-----------|
| Income (loss) before income taxes and corporate overhead allocation | | | | | | | | |
| Corporate overhead allocation | (2,778) | (926) | (926) | (4,630) | (2,792) | 7,422 | — | — |
| Income (loss) before income taxes | 26,828 | 9,227 | (2,803) | 33,252 | 89,070 | 609 | — | 122,931 |
| Income tax (expense) benefit | (10,195) | (3,506) | 1,065 | (12,636) | (33,845) | 8,373 | — | (38,108) |
| Net income (loss) | 16,633 | 5,721 | (1,738) | 20,616 | 55,225 | 8,982 | — | 84,823 |
| Net income attributable to noncontrolling interest | — | — | — | — | — | 288 | — | 288 |
| Net income (loss) attributable to Nelnet, Inc. | \$16,633 | 5,721 | (1,738) | 20,616 | 55,225 | 8,694 | — | 84,535 |

8. Major Customer

The Company earns loan servicing revenue from a servicing contract with the Department that spans five years (through June 2014). Revenue earned by the Company's Student Loan and Guaranty Servicing operating segment related to this contract was \$22.1 million and \$16.1 million for the three months ended June 30, 2013 and 2012, respectively, and \$42.5 million and \$30.9 million for the six months ended June 30, 2013, and 2012, respectively. The Department has the option to renew the contract for an additional five years, and although the Company currently anticipates that the Department will exercise its option to renew the servicing contract for five years at the end of the current term in 2014, there can be no assurance of such renewal.

9. Related Party Transactions

The Company has entered into certain contractual arrangements with related parties as described in note 19 of the notes to the consolidated financial statements included in the Company's 2012 Annual Report. The following provides an update for related party transactions that have occurred during the first six months of 2013.

On February 1, 2013, WRCM established a third private investment fund ("SLABS Fund III") for the primary purpose of investing and trading in student loan asset-backed securities, and engaging in financial transactions related thereto. The initial amount invested in SLABS Fund III was \$34.5 million, and Michael S. Dunlap, Chief Executive Officer, Chairman, and a significant shareholder of the Company, Angela L. Muhleisen (who is a sister of Mr. Dunlap, as well as Director, Chairperson, President, and

Chief Executive Officer of Union Bank and Trust Company ("Union Bank"), an entity under common control with the Company), and WRCM had investments in the fund in the amounts of \$3.0 million, \$2.0 million, and \$0.1 million, respectively. The management agreement for the fund provides non-affiliated limited partners the ability to remove WRCM as manager of the fund without cause. WRCM earns 50 basis points (annually) from SLABS Fund III on the outstanding balance of the investments in the fund, of which WRCM pays approximately 50 percent of such amount to Union Bank as custodian. In addition, WRCM earns up to 50 percent of the gains from the sale of securities from the fund. As of June 30, 2013, the outstanding balance of investments in SLABS Fund III was \$34.6 million.

During the second quarter 2013, the Company purchased an aircraft for total consideration of \$5.8 million and sold an interest in such aircraft to Union Financial Services, Inc. ("UFS") for \$2.0 million. After the completion of this transaction, the Company and UFS own 65 percent and 35 percent of the aircraft, respectively. UFS is owned 50 percent by Mr. Dunlap and 50 percent by Stephen F. Butterfield, Vice Chairman and a member of the Board of Directors of the Company.

10. Fair Value

The following tables present the Company's financial assets and liabilities that are measured at fair value on a recurring basis. There were no transfers into or out of level 1, level 2, or level 3 for the six months ended June 30, 2013.

| | As of June 30, 2013 | | | As of December 31, 2012 | | |
|--------------------------------------|---------------------|---------|---------|-------------------------|---------|---------|
| | Level 1 | Level 2 | Total | Level 1 | Level 2 | Total |
| Assets: | | | | | | |
| Investments: | | | | | | |
| Student loan asset-backed securities | \$— | 173,303 | 173,303 | — | 77,652 | 77,652 |
| Equity securities | 3,407 | — | 3,407 | 4,873 | — | 4,873 |
| Debt securities | 531 | — | 531 | 787 | — | 787 |
| Total investments | 3,938 | 173,303 | 177,241 | 5,660 | 77,652 | 83,312 |
| Fair value of derivative instruments | — | 98,996 | 98,996 | — | 97,441 | 97,441 |
| Total assets | \$3,938 | 272,299 | 276,237 | 5,660 | 175,093 | 180,753 |
| Liabilities: | | | | | | |
| Fair value of derivative instruments | \$— | 24,897 | 24,897 | — | 70,890 | 70,890 |
| Total liabilities | \$— | 24,897 | 24,897 | — | 70,890 | 70,890 |

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

| | As of June 30, 2013 | | | | |
|------------------------------------|---------------------|----------------|---------|------------|------------|
| | Fair value | Carrying value | Level 1 | Level 2 | Level 3 |
| Financial assets: | | | | | |
| Student loans receivable | \$25,230,818 | 24,575,636 | — | — | 25,230,818 |
| Cash and cash equivalents | 68,584 | 68,584 | 68,584 | — | — |
| Investments | 177,241 | 177,241 | 3,938 | 173,303 | — |
| Restricted cash | 671,342 | 671,342 | 671,342 | — | — |
| Restricted cash – due to customers | 84,182 | 84,182 | 84,182 | — | — |
| Restricted investments | 8,385 | 8,385 | 8,385 | — | — |
| Accrued interest receivable | 296,538 | 296,538 | — | 296,538 | — |
| Derivative instruments | 98,996 | 98,996 | — | 98,996 | — |
| Financial liabilities: | | | | | |
| Bonds and notes payable | 24,253,072 | 24,690,952 | — | 24,253,072 | — |
| Accrued interest payable | 14,760 | 14,760 | — | 14,760 | — |

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| | | | | | |
|------------------------|--------|--------|--------|--------|---|
| Due to customers | 84,182 | 84,182 | 84,182 | — | — |
| Derivative instruments | 24,897 | 24,897 | — | 24,897 | — |

24

| | As of December 31, 2012 | | | | |
|------------------------------------|-------------------------|----------------|---------|------------|------------|
| | Fair value | Carrying value | Level 1 | Level 2 | Level 3 |
| Financial assets: | | | | | |
| Student loans receivable | \$25,418,623 | 24,830,621 | — | — | 25,418,623 |
| Cash and cash equivalents | 66,031 | 66,031 | 66,031 | — | — |
| Investments | 83,312 | 83,312 | 5,660 | 77,652 | — |
| Restricted cash | 806,632 | 806,632 | 806,632 | — | — |
| Restricted cash – due to customers | 96,516 | 96,516 | 96,516 | — | — |
| Restricted investments | 8,830 | 8,830 | 8,830 | — | — |
| Accrued interest receivable | 307,518 | 307,518 | — | 307,518 | — |
| Derivative instruments | 97,441 | 97,441 | — | 97,441 | — |
| Financial liabilities: | | | | | |
| Bonds and notes payable | 24,486,008 | 25,098,835 | — | 24,486,008 | — |
| Accrued interest payable | 14,770 | 14,770 | — | 14,770 | — |
| Due to customers | 96,516 | 96,516 | 96,516 | — | — |
| Derivative instruments | 70,890 | 70,890 | — | 70,890 | — |

The methodologies for estimating the fair value of financial assets and liabilities are described in note 20 of the notes to the consolidated financial statements included in the 2012 Annual Report.

11. Legal Proceedings

General

The Company is subject to various legal proceedings that arise in the normal course of business, including the legal proceedings discussed below. These matters frequently involve claims by student loan borrowers disputing the manner in which their student loans have been serviced or the accuracy of reports to credit bureaus, claims by student loan borrowers or other consumers alleging that state or Federal consumer protection laws have been violated in the process of collecting loans or conducting other business activities, and disputes with other business entities. From time to time, lawsuits may be brought as, or subsequently amended to assert claims in the form of, putative class action cases.

In evaluating each of its legal proceedings, the Company considers many factors that involve significant risks and uncertainties inherent in the overall litigation process, including (i) the amount of damages and the nature of any other relief sought in the proceeding, if specified; (ii) whether the proceeding is at an early stage; (iii) the impact of discovery; (iv) whether novel or unsettled legal theories are at issue; (v) the outcome of pending motions or appeals; (vi) whether there are significant factual issues to be resolved; (vii) whether class action status is sought and the Company's views of the likelihood of a class being certified by the court and the ultimate size of the class; (viii) the jurisdiction in which the proceeding is pending; and (ix) the Company's views of the merits of the claims and of the strength of the Company's defenses. In assessing whether a legal proceeding may be material, the Company considers these and other quantitative and qualitative factors, including whether disclosure of the proceeding might be important to a reader of the Company's financial statements in light of all of the information about the Company that is available to the reader.

Actions Requesting Certifications of Classes

Proceedings or complaints that involve or ask for certifications of classes generally expand the scope of legal defense costs, as well as alleged potential claim amounts. The Company is currently subject to three legal proceedings in which the plaintiffs have made allegations that one or more putative classes should be certified by the applicable

court. It is significant to note that no putative class has actually been certified in any proceedings, the Company's position is that class certification would be inappropriate in each such proceeding described below, and the Company intends to vigorously contest such certification. With respect to each of the legal proceedings described below, due to the preliminary stage of these matters and the uncertainty and risks inherent in class determination and the overall litigation process, the Company believes that a meaningful estimate of a reasonably possible loss, if any, or range of reasonably possible losses, if any, cannot currently be made.

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

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

On April 14, 2012, the U.S. Court of Appeals for the Third Circuit (the "Appeals Court"), which has appellate jurisdiction over the New Jersey District Court, issued an order in an unrelated TCPA case which remanded that case to the New Jersey District Court to determine whether the statutory provisions of the TCPA limit whether or to what extent a TCPA claim can be heard as a class action in federal court where applicable state law would impose limitations on a class action if the claim were brought in state court. The New Jersey District Court denied a subsequent motion by Peterson's to dismiss the complaint, but granted a motion enabling Peterson's to file a petition for permission to seek an interim appeal with the Appeals Court regarding questions of law that may affect the outcome of the case, which petition the Appeals Court denied on May 8, 2013. Peterson's intends to continue to contest the suit vigorously.

Than Zaw v. Nelnet, Inc.

On January 18, 2013, a Third Amended Complaint was served on Nelnet in connection with a lawsuit by Than Zaw against Nelnet (erroneously referred to in the lawsuit as Nelnet Business Solutions, Inc.) in the Superior Court of the State of California, Contra Costa County (the "Court"). The lawsuit was originally instituted on December 30, 2010, and alleges that Nelnet violated the California Fair Debt Collection Practices Act in its interactions with the plaintiff, a California resident. The plaintiff's Third Amended Complaint adds additional allegations claiming that Nelnet violated Section 632 of the California Penal Code by allegedly recording one or more telephone calls to plaintiff without plaintiff's consent, and seeks \$5,000 in statutory damages per alleged violation. The Third Amended Complaint further alleges that Nelnet improperly recorded telephone calls to other California residents without such persons' consent, and seeks to establish a class action with respect to the California Section 632 claim. As of the filing date of this report, the Court has not established, recognized, or certified a class. Nelnet has filed an answer to the Third Amended Complaint, and intends to defend itself vigorously in this lawsuit.

Grant Keating v. Peterson's Nelnet, LLC et al

On August 6, 2012, an Amended Complaint was served on Peterson's, CUnet, LLC ("CUnet"), a subsidiary of Nelnet, and on Nelnet (collectively, the "Defendants"), in connection with a lawsuit by Grant Keating in the United States District Court for the Northern District of Ohio (the "Ohio District Court"). The lawsuit was originally instituted on August 24, 2011, and alleges that that the Defendants sent an advertising text message to the named plaintiff in June 2011 using an automatic telephone dialing system, and without the Plaintiff's express consent. The complaint also alleges that this text message violated the TCPA, purportedly entitling the plaintiff to \$500, trebled for a willful violation. The complaint further alleges that the Defendants sent putative class members similar text messages using an automatic telephone dialing system, without such purported class members' consent. The complaint seeks to establish a class action. As of the filing date of this report, the Ohio District Court has not established, recognized, or certified a class. The Defendants have filed answers to the Amended Complaint, and intend to defend themselves

vigorously in this lawsuit.

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

(Management's Discussion and Analysis of Financial Condition and Results of Operations is for the three and six months ended June 30, 2013 and 2012. All dollars are in thousands, except per share amounts, unless otherwise noted.)

The following discussion and analysis provides information that the Company's management believes is relevant to an assessment and understanding of the consolidated results of operations and financial condition of the Company. The discussion should be read in conjunction with the Company's consolidated financial statements included in the 2012 Annual Report.

Forward-looking and cautionary statements

This report contains forward-looking statements, including statements about the Company's plans and expectations for future financial condition, results of operations, or economic performance, or that address management's plans and objectives for future operations, and statements that assume or are dependent upon future events. The words "may," "should," "could," "would," "predict," "potential," "continue," "expect," "anticipate," "future," "intend," "plan," "believe," "forecast," "will," and similar expressions, as well as statements in future tense, are intended to identify forward-looking statements. These statements are subject to known and unknown risks, uncertainties, and other factors that may cause actual results and performance to be materially different from any future results or performance expressed or implied by such statements. These factors include, among others, the risks and uncertainties set forth in the "Risk Factors" section of the 2012 Annual Report and elsewhere in this report, in particular such risks and uncertainties as:

- student loan portfolio risks such as interest rate basis and repricing risk resulting from the fact that the interest rate characteristics of the student loan assets do not match the interest rate characteristics of the funding for those assets, the risk of loss of floor income on certain student loans originated under the FFELP Program, risks related to the use of derivatives to manage exposure to interest rate fluctuations, and risks from changes in levels of student loan prepayment or default rates;

- financing and liquidity risks, including risks of changes in the general interest rate environment and in the securitization and other financing markets for student loans, which may increase the costs or limit the availability of financings necessary to purchase, refinance, or continue to hold student loans;

- risks from changes in the educational credit and services markets resulting from changes in applicable laws, regulations, and government programs, such as the expected decline over time in FFELP loan interest income and fee-based revenues due to the discontinuation of new FFELP loan originations in 2010 and potential government initiatives to consolidate existing FFELP loans to the Federal Direct Loan Program, and the Company's ability to maintain or increase volumes under its loan servicing contract with the Department and to comply with agreements with third-party customers for the servicing of FFELP and Federal Direct Loan Program loans;

- risks related to a breach of or failure in the Company's operational or information systems or infrastructure, or those of third-party vendors;

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

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

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

OVERVIEW

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

A reconciliation of the Company's GAAP net income to net income, excluding derivative market value and foreign currency adjustments, is provided below.

| | Three months ended June 30, | | Six months ended June 30, | |
|--|-----------------------------|----------|---------------------------|----------|
| | 2013 | 2012 | 2013 | 2012 |
| GAAP net income | \$ 101,243 | 41,394 | 169,322 | 84,535 |
| Derivative market value and foreign currency adjustments, net of tax | (30,098 |) 12,110 | (35,837 |) 21,662 |
| Net income, excluding derivative market value and foreign currency adjustments (a) | \$ 71,145 | 53,504 | 133,485 | 106,197 |
| Earnings per share: | | | | |
| GAAP net income | \$2.17 | 0.87 | 3.63 | 1.78 |
| Derivative market value and foreign currency adjustments, net of tax | (0.64 |) 0.26 | (0.77 |) 0.46 |
| Net income, excluding derivative market value and foreign currency adjustments (a) | \$ 1.53 | 1.13 | 2.86 | 2.24 |

The Company provides non-GAAP information that reflects specific items management believes to be important in the evaluation of its financial position and performance. "Derivative market value and foreign currency adjustments" include (i) the unrealized gains and losses that are caused by changes in fair values of derivatives (a) which do not qualify for "hedge treatment" under GAAP; and (ii) the foreign currency transaction gains or losses caused by the re-measurement of the Company's Euro-denominated bonds to U.S. dollars. The Company believes these point-in-time estimates of asset and liability values related to these financial instruments that are subject to interest and currency rate fluctuations affect the period-to-period comparability of the results of operations.

The increase in earnings for the 2013 periods compared to the 2012 periods was due to an increase in net interest income earned from the Company's student loan portfolio, an increase in revenue from the Company's fee-based operating segments, and a decrease in operating expenses. Included in the three and six months ended June 30, 2013 operating results is a gain of \$7.4 million (\$0.10 per share after tax) and \$8.7 million (\$0.12 per share after tax), respectively, from the repurchase of \$56.4 million and \$69.4 million, respectively, of the Company's own asset-backed debt securities. During the second quarter of 2012, the Company repurchased \$17.6 million of its own debt for a gain of \$0.9 million (\$0.01 per share after tax).

The Company earns net interest income on its FFELP student loan portfolio in its Asset Generation and Management ("AGM") operating segment. This segment is expected to generate a stable net interest margin and significant amounts of cash as the FFELP portfolio amortizes. As of June 30, 2013, the Company had a \$24.6 billion student loan portfolio that will amortize over the next approximately 20 years. The Company actively seeks to acquire additional FFELP loan portfolios to leverage its servicing scale and expertise to generate incremental earnings and cash flow.

In addition, the Company earns fee-based revenue through the following reportable operating segments:

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

As shown in the following table, revenue and net income earned from the Company's reportable fee-based operating segments was \$117.2 million and \$16.5 million, respectively, for the second quarter of 2013, compared to \$115.3 million and \$10.0 million, respectively, for the same period a year ago, and \$240.1 million and \$34.0 million, respectively, for the six months ended June 30, 2013, compared to \$235.4 million and \$20.6 million for the same period a year ago.

The information below provides the operating results for each reportable operating segment for the three and six months ended June 30, 2013 and 2012 (dollars in millions).

Revenue includes intersegment revenue of \$13.9 million and \$16.4 million for the three months ended June 30, (a) 2013 and 2012, respectively, and \$28.9 million and \$33.4 million for the six months ended June 30, 2013 and 2012, respectively, earned by LGS as a result of servicing loans for AGM.

Total revenue includes "net interest income after provision for loan losses" and "total other income" from the Company's segment statements of income, excluding the impact from changes in fair values of derivatives and foreign currency transaction adjustments, which was income of \$43.1 million and an expense of \$10.1 million for (b) the three months ended June 30, 2013 and 2012, respectively, and income of \$48.4 million and an expense of \$31.7 million for the six months ended June 30, 2013 and 2012, respectively. Net income excludes changes in fair values of derivatives and foreign currency transaction adjustments, net of tax, which was income of \$26.7 million and an expense of \$6.2 million for the three months ended June 30, 2013 and 2012, respectively, and income of \$30.0 million and an expense of \$19.6 million for the six months ended June 30, 2013 and 2012, respectively.

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

Student Loan and Guaranty Servicing

As of June 30, 2013, the Company was servicing \$116.8 billion in student loans, as compared with \$85.5 billion of loans as of June 30, 2012. Revenue increased in the three and six months ended June 30, 2013 compared to the same periods in 2012 due to growth in servicing volume under the Company's contract with the Department and an increase in collection revenue from getting defaulted FFELP loan assets current on behalf of guaranty agencies. These increases were partially offset by decreases in traditional FFELP and guaranty servicing revenue and software services revenue.

As of June 30, 2013, the Company was servicing \$89.2 billion of loans for 4.4 million borrowers on behalf of the Department, compared with \$56.0 billion of loans for 3.1 million borrowers as of June 30, 2012. Revenue from this contract increased to \$22.1 million and \$42.5 million for the three and six months ended June 30, 2013, respectively, up from \$16.1 million and \$30.9 million for the same respective periods in 2012. The servicing contract with the Department spans five years (through June 2014), with a five-year renewal at the option of the Department. Although the Company currently anticipates that the Department will exercise its option to renew the servicing contract for an additional five years at the end of the current term in 2014, there can be no assurance of such renewal.

Before tax operating margin increased in the three and six months ended June 30, 2013 compared to the same periods in 2012. The Company made investments and incurred certain costs in 2012 to improve performance metrics under the government servicing contract and to implement and comply with the Department's special direct consolidation loan initiative. In addition, intangible assets for this segment were fully amortized in 2012. The decrease in these costs in 2013 compared to 2012 was partially offset by an increase in costs incurred in 2013 to support the increase in volume under the government servicing contract.

Tuition Payment Processing and Campus Commerce

Revenue increased in the three and six months ended June 30, 2013 compared to the same periods in 2012 due to an increase in the number of managed tuition payment plans and campus commerce customers.

Before tax operating margin increased in the three and six months ended June 30, 2013 compared to the same periods in 2012. The increase was the result of efficiencies gained in the operations of the business and a decrease in amortization expense related to intangible assets. These decreases in expenses in 2013 compared to 2012 were partially offset by an increase in salaries and benefits due to adding personnel to support the increase in the number of tuition payment plans and campus commerce customers.

This segment is subject to seasonal fluctuations. Based on the timing of when revenue is recognized and when expenses are incurred, revenue and operating margin are higher in the first quarter as compared to the remainder of the year.

Enrollment Services

Revenue decreased in the three and six months ended June 30, 2013 compared to the same periods in 2012 due to a decrease in inquiry generation and management revenue as a result of the regulatory uncertainty regarding recruiting and marketing to potential students in the for-profit college industry, which has caused schools to decrease spending on marketing efforts. Additionally, clients are shifting marketing budgets to more efficient or lower cost channels, which has caused a reduction in volume.

Before tax operating margin increased in the three and six months ended June 30, 2013 compared to the same periods in 2012 due to cost saving measures initiated by the Company in reaction to the ongoing decline in revenue in this segment.

Asset Generation and Management

The Company acquired \$1.1 billion of FFELP student loans during the first six months of 2013, including \$403.0 million purchased during the second quarter.

During the six months ended June 30, 2013, the Company completed asset-backed securitization transactions for a total original principal amount of \$2.8 billion, including \$1.2 billion during the second quarter.

Core student loan spread increased to 1.52% for the three months ended June 30, 2013, compared to 1.50% for the three months ended March 31, 2013, and increased to 1.51% for the six months ended June 30, 2013, compared to 1.43% for the same period in 2012. This increase was due to the tightening between the interest rate paid by the Company on its liabilities funding student loan assets and the rate earned by the Company on such student loan assets.

Due to historically low interest rates, the Company continues to earn significant fixed rate floor income. During the three months ended June 30, 2013 and 2012, the Company earned \$36.1 million and \$37.0 million, respectively, of fixed rate floor income (net of \$8.5 million and \$3.5 million of derivative settlements, respectively, used to hedge such loans), compared to \$71.8 million and \$75.1 million for the six months ended June 30, 2013 and 2012, respectively (net of \$16.8 million and \$6.6 million of derivative settlements, respectively).

Corporate Activities

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Whitetail Rock Capital Management, LLC ("WRCM"), the Company's SEC-registered investment advisory subsidiary, recognized investment advisory revenue of \$6.3 million and \$3.0 million for the three months ended June 30, 2013 and 2012, respectively, and \$9.2 million and \$6.2 million for the six months ended June 30, 2013 and 2012, respectively. These amounts include performance fees earned from the sale of securities. As of June 30, 2013, WRCM was managing an investment portfolio of \$753.4 million for third-party entities.

Liquidity and Capital Resources

As of June 30, 2013, the Company had cash and investments of \$245.8 million.

For the six months ended June 30, 2013, the Company generated \$153.2 million in net cash provided by operating activities.

• Forecasted future cash flows from the Company's FFELP student loan portfolio financed in asset-backed securitization transactions are estimated to be approximately \$2.10 billion as of June 30, 2013.

• During the six months ended June 30, 2013, the Company repurchased \$69.4 million (face amount) of its own asset-backed debt securities for a gain totaling \$8.7 million, including \$56.4 million (face amount) for a gain of \$7.4 million during the second quarter.

• During the six months ended June 30, 2013, the Company repurchased 279,156 shares of Class A common stock for \$9.0 million (\$32.20 per share), including 65,621 shares for \$2.3 million (\$34.82 per share) during the second quarter.

• During the six months ended June 30, 2013, the Company paid cash dividends of \$9.3 million, including \$4.6 million (\$0.10 per share) during the second quarter.

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

CONSOLIDATED RESULTS OF OPERATIONS

Analysis of the Company's operating results for the three and six months ended June 30, 2013 compared to the same periods in 2012 is summarized below.

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

The Company operates as four distinct operating segments as described previously. For a reconciliation of the segment operating results to the consolidated results of operations, see note 7 of the notes to consolidated financial statements included under Part I, Item 1 of this report. Since the Company monitors and assesses its operations and results based on these segments, the discussion following the consolidated results of operations is presented on a segment basis.

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| | Three months ended June 30, | | Six months ended June 30, | | Additional information |
|---|--------------------------------|-----------|------------------------------|-----------|--|
| | 2013 | 2012 | 2013 | 2012 | |
| Interest income: | | | | | |
| Loan interest | \$ 158,063 | 150,988 | 313,602 | 304,046 | Increase is due to an increase in gross fixed rate floor income and average student loan balance, partially offset by a slight decrease in gross variable student loan yield. |
| Investment interest | 1,483 | 1,055 | 3,100 | 2,150 | Includes income from unrestricted interest-earning deposits and investments and funds in asset-backed securitizations. Average cash and investment balances increased year over year. |
| Total interest income | 159,546 | 152,043 | 316,702 | 306,196 | |
| Interest expense | 58,127 | 67,476 | 116,485 | 136,773 | Student loan cost of funds decreased 20 bpts year over year, partially offset by a \$0.7 billion (3.0%) increase in average debt balance. |
| Net interest income | 101,419 | 84,567 | 200,217 | 169,423 | |
| Less provision for loan losses | 5,000 | 7,000 | 10,000 | 13,000 | Represents the periodic expense of maintaining an allowance appropriate to absorb losses inherent in the portfolio of student loans. |
| Net interest income after provision for loan losses | 96,419 | 77,567 | 190,217 | 156,423 | See (A) for additional analysis. |
| Other income (expense): | | | | | |
| LGS revenue | 60,078 | 52,391 | 115,679 | 101,879 | See LGS operating segment - results of operations. |
| TPP&CC revenue | 18,356 | 16,834 | 41,767 | 38,747 | See TPP&CC operating segment - results of operations. |
| NES revenue | 24,823 | 29,710 | 53,780 | 61,374 | See NES operating segment - results of operations. |
| Other income | 12,288 | 8,800 | 21,704 | 19,754 | See (B) for the components of "other income." |
| Gain on sale of loans and debt repurchases | 7,355 | 935 | 8,762 | 935 | Gain from the repurchase of the Company's own asset-backed debt securities. |
| Derivative settlements, net | (8,357) | (2,086) | (16,541) | (1,859) | See (A) for additional analysis. |
| Derivative market value and foreign currency adjustments, net | 48,545 | (19,532) | 57,801 | (34,939) | Includes (i) the unrealized gains and losses that are caused by changes in fair values of derivatives which do not qualify for "hedge treatment" under GAAP; and (ii) the foreign currency transaction gains or losses caused by the re-measurement of the Company's Euro-denominated bonds to U.S. dollars. |
| Total other income | 163,088 | 87,052 | 282,952 | 185,891 | |

Operating expenses:

| | | | | | |
|--|-----------|----------|-----------|-----------|---|
| Salaries and benefits | 47,432 | 48,703 | 95,337 | 97,798 | Decrease due to higher costs incurred in 2012 to improve performance metrics under the government servicing contract, partially offset by increases to personnel to support increased servicing volume and TPP&CC revenue. |
| Cost to provide enrollment services | 16,787 | 20,374 | 36,429 | 42,052 | |
| Depreciation and amortization | 4,320 | 8,226 | 8,697 | 16,362 | Decrease due to certain intangible assets becoming fully amortized in 2012. |
| Other | 34,365 | 30,908 | 69,306 | 63,171 | Increase is due to an increase in third party loan servicing fees as volume on these platforms has grown with recent loan purchases. |
| Total operating expenses | 102,904 | 108,211 | 209,769 | 219,383 | |
| Income before income taxes | 156,603 | 56,408 | 263,400 | 122,931 | |
| Income tax expense | 54,746 | 14,878 | 93,193 | 38,108 | Increase in effective tax rate in 2013 due to changes in state tax laws in the second quarter of 2012 that reduced expense during the second quarter 2012 by \$4.6 million. |
| Net income | 101,857 | 41,530 | 170,207 | 84,823 | |
| Net income attributable to noncontrolling interest | 614 | 136 | 885 | 288 | |
| Net income attributable to Nelnet, Inc. | \$101,243 | 41,394 | 169,322 | 84,535 | |
| Additional information: | | | | | |
| Net income | \$101,243 | 41,394 | 169,322 | 84,535 | The Company provides non-GAAP information that reflects specific items management believes to be important in the evaluation of its operating results. The Company believes the point-in-time estimates of asset and liability values related to its derivatives and Euro-denominated bonds that are subject to interest and currency rate fluctuations affect the period-to-period comparability of the results of operations. |
| Derivative market value and foreign currency adjustments | (48,545) | 19,532 | (57,801) | 34,939 | |
| Tax effect | 18,447 | (7,422) | 21,964 | (13,277) | |
| Net income, excluding derivative market value and foreign currency adjustments | \$71,145 | 53,504 | 133,485 | 106,197 | |

(A) The Company maintains an overall risk management strategy that incorporates the use of derivative instruments to reduce the economic effect of interest rate volatility. Derivative settlements for each applicable period should be evaluated with the Company's net interest income. Net interest income after provision for loan losses, net of settlements on derivatives, includes the following items:

| | Three months ended June 30, | | Six months ended June 30, | | Additional information |
|---|--------------------------------|----------|------------------------------|-----------|---|
| | 2013 | 2012 | 2013 | 2012 | |
| Variable student loan interest margin, net of settlements on derivatives | \$58,076 | 47,606 | 113,697 | 94,941 | Represents the yield the Company receives on its student loan portfolio less the cost of funding these loans. Variable student loan spread is also impacted by the amortization/accretion of loan premiums and discounts, the 1.05% per year consolidation loan rebate fee paid to the Department, and yield adjustments from borrower benefit programs. See AGM operating segment - results of operations. |
| Fixed rate floor income, net of settlements on derivatives | 36,056 | 36,984 | 71,772 | 75,076 | The Company has a portfolio of student loans that are earning interest at a fixed borrower rate which exceeds the statutorily defined variable lender rates, generating fixed rate floor income. See Item 3, "Quantitative and Qualitative Disclosures about Market Risk - Interest Rate Risk" for additional information. |
| Investment interest | 1,483 | 1,055 | 3,100 | 2,150 | |
| Non-portfolio related derivative settlements | (512) | (748) | (1,157) | (748) | |
| Corporate debt interest expense | (2,041) | (2,416) | (3,736) | (3,855) | Includes interest expense on the Junior Subordinated Hybrid Securities and unsecured and secured lines of credit. |
| Provision for loan losses | (5,000) | (7,000) | (10,000) | (13,000) | |
| Net interest income after provision for loan losses (net of settlements on derivatives) | \$88,062 | 75,481 | 173,676 | 154,564 | |

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

| | Three months ended June 30, | | Six months ended June 30, | |
|--|-----------------------------|-------|---------------------------|--------|
| | 2013 | 2012 | 2013 | 2012 |
| Borrower late fee income | \$3,233 | 3,377 | 6,738 | 7,080 |
| Investment advisory fees | 6,334 | 3,000 | 9,164 | 6,155 |
| Realized and unrealized gains/(losses) on investments, net | (214) | 418) | 907 | 1,837 |
| Other | 2,935 | 2,005 | 4,895 | 4,682 |
| Other income | \$12,288 | 8,800 | 21,704 | 19,754 |

STUDENT LOAN AND GUARANTY SERVICING OPERATING SEGMENT – RESULTS OF OPERATIONS

Student Loan Servicing Volumes (dollars in millions)

| | | | | | | | | | |
|------------------------------------|-----------|-----------|-----------|-----------|-----------|-----------|-----------|-----------|-----------|
| Company owned | \$23,139 | \$23,727 | \$22,650 | \$22,277 | \$21,926 | \$21,504 | \$21,237 | \$20,820 | \$20,629 |
| % of total | 61.6% | 38.6% | 29.8% | 27.1% | 25.6% | 23.2% | 21.8% | 18.5% | 17.7% |
| Number of servicing borrowers: | | | | | | | | | |
| Government servicing: | 441,913 | 2,804,502 | 3,036,534 | 3,096,026 | 3,137,583 | 3,588,412 | 3,892,929 | 4,261,637 | 4,396,341 |
| FFELP servicing: | 2,311,558 | 1,912,748 | 1,799,484 | 1,779,245 | 1,724,087 | 1,659,020 | 1,626,146 | 1,586,312 | 1,529,203 |
| Private servicing: | 152,200 | 155,947 | 164,554 | 163,135 | 161,763 | 175,070 | 173,948 | 170,224 | 173,588 |
| Total: | 2,905,671 | 4,873,197 | 5,000,572 | 5,038,406 | 5,023,433 | 5,422,502 | 5,693,023 | 6,018,173 | 6,099,132 |
| Number of remote hosted borrowers: | 684,996 | 545,456 | 9,566,296 | 8,645,463 | 7,909,300 | 7,505,693 | 6,912,204 | 5,001,695 | 3,218,896 |

Summary and Comparison of Operating Results

| | Three months ended | | Change | | Six months ended | | Change | |
|--|--------------------|----------|----------|----------|------------------|-----------|----------|----------|
| | June 30, | June 30, | \$ | % | June 30, | June 30, | \$ | % |
| | 2013 | 2012 | | | 2013 | 2012 | | |
| Net interest income | \$9 | 12 | (3) | (25.0)% | \$19 | 32 | (13) | (40.6)% |
| Loan and guaranty servicing revenue | 60,078 | 52,391 | 7,687 | 14.7 | 115,679 | 101,879 | 13,800 | 13.5 |
| Intersegment servicing revenue | 13,903 | 16,401 | (2,498) | (15.2) | 28,856 | 33,355 | (4,499) | (13.5) |
| Total other income | 73,981 | 68,792 | 5,189 | 7.5 | 144,535 | 135,234 | 9,301 | 6.9 |
| Salaries and benefits | 28,091 | 28,905 | (814) | (2.8) | 56,535 | 57,947 | (1,412) | (2.4) |
| Depreciation and amortization | 2,731 | 4,525 | (1,794) | (39.6) | 5,520 | 8,938 | (3,418) | (38.2) |
| Other expenses | 18,031 | 17,539 | 492 | 2.8 | 36,421 | 36,205 | 216 | 0.6 |
| Intersegment expenses, net | 851 | 1,185 | (334) | (28.2) | 1,786 | 2,570 | (784) | (30.5) |
| Total operating expenses | 49,704 | 52,154 | (2,450) | (4.7) | 100,262 | 105,660 | (5,398) | (5.1) |
| Income before income taxes and corporate overhead allocation | 24,286 | 16,650 | 7,636 | 45.9 | 44,292 | 29,606 | 14,686 | 49.6 |
| Corporate overhead allocation | (1,513) | (1,275) | (238) | 18.7 | (2,510) | (2,778) | 268 | (9.6) |
| Income before income taxes | 22,773 | 15,375 | 7,398 | 48.1 | 41,782 | 26,828 | 14,954 | 55.7 |
| Income tax expense | (8,655) | (5,843) | (2,812) | 48.1 | (15,878) | (10,195) | (5,683) | 55.7 |
| Net income | \$14,118 | 9,532 | 4,586 | 48.1 % | \$25,904 | 16,633 | 9,271 | 55.7 % |
| Before tax operating margin | 30.8 % | 22.3 % | | | 28.9 % | 19.8 % | | |

Loan and guaranty servicing revenue.

| | Three months ended | | Change | | Six months ended | | Change | |
|-------------------------------------|--------------------|----------|----------|---------|------------------|----------|----------|---------|
| | June 30, | June 30, | \$ | % | June 30, | June 30, | \$ | % |
| | 2013 | 2012 | | | 2013 | 2012 | | |
| FFELP servicing (a) | \$6,200 | 6,166 | 34 | 0.6 % | \$11,522 | 12,594 | (1,072) | (8.5)% |
| Private servicing | 2,437 | 2,271 | 166 | 7.3 | 4,657 | 4,539 | 118 | 2.6 |
| Government servicing (b) | 22,140 | 16,113 | 6,027 | 37.4 | 42,463 | 30,923 | 11,540 | 37.3 |
| FFELP guaranty collection (c) | 18,592 | 15,305 | 3,287 | 21.5 | 35,660 | 29,562 | 6,098 | 20.6 |
| FFELP guaranty servicing (d) | 3,079 | 3,224 | (145) | (4.5) | 6,193 | 6,996 | (803) | (11.5) |
| Software services (e) | 7,194 | 8,928 | (1,734) | (19.4) | 14,471 | 16,595 | (2,124) | (12.8) |
| Other | 436 | 384 | 52 | 13.5 | 713 | 670 | 43 | 6.4 |
| Loan and guaranty servicing revenue | \$60,078 | 52,391 | 7,687 | 14.7 % | \$115,679 | 101,879 | 13,800 | 13.5 % |

(a) FFELP servicing revenue will continue to decrease as third-party customers' FFELP portfolios runoff. The decrease was essentially offset in the three months ended June 30, 2013 due to deconversion fees earned during the quarter.

(b) Government servicing revenue increased due to an increase in the number of borrowers serviced under the government servicing contract.

The Company earns revenue from getting defaulted FFELP loan assets current on behalf of FFELP guaranty (c) agencies. This revenue has increased based on an increase in defaulted loan volume. However, over time, this FFELP-related revenue source will decrease as FFELP portfolios continue to runoff.

(d) FFELP guaranty servicing revenue will continue to decrease as FFELP portfolios runoff and guaranty volume decreases.

A contract with a significant remote hosted customer expires in December 2013. The number of remote hosted (e) borrowers and related revenue has decreased from this customer for the three and six months ended June 30, 2013 compared to the

same periods in 2012 as this customer's loan volume is transferred to other servicers. The Company is receiving a portion of these transfers, which has increased the number of full-service borrowers under the Department's servicing contract. Revenue earned from this customer for the three months ended June 30, 2013 and 2012 was \$2.2 million and \$4.3 million, respectively, and for the six months ended June 30, 2013 and 2012 was \$4.5 million and \$8.3 million, respectively. Excluding revenue from this customer, software services revenue increased due to an increase in the number of borrowers from other remote hosted customers.

Intersegment servicing revenue. Intersegment servicing revenue includes servicing revenue earned by the LGS operating segment as a result of servicing loans for the AGM operating segment.

Operating expenses. Operating expenses decreased for the three and six months ended June 30, 2013 compared to the same periods in 2012. In 2012, the Company made investments and incurred certain costs to improve performance metrics under the government servicing contract and to implement and comply with the Department's special direct consolidation loan initiative. In addition, intangible assets were fully amortized during 2012. Amortization expense for the three and six months ended June 30, 2012 was \$2.0 million and \$3.0 million, respectively. The decrease in these costs in 2013 compared to 2012 was partially offset by an increase in costs incurred in 2013 to support the increase in volume under the government servicing contract.

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

This segment of the Company's business is subject to seasonal fluctuations which correspond, or are related to, the traditional school year. Tuition management revenue is recognized over the course of the academic term, but the peak operational activities take place in summer and early fall. Higher amounts of revenue are typically recognized during the first quarter due to fees related to financial aid applications. The Company's operating expenses do not follow the seasonality of the revenues. This is primarily due to generally fixed year-round personnel costs and seasonal marketing costs. Based on the timing of revenue recognition and when expenses are incurred, revenue and pre-tax operating margin are higher in the first quarter as compared to the remainder of the year.

Summary and Comparison of Operating Results

| | Three months ended | | Change | | Six months ended June | | Change | |
|--|--------------------|--------|--------|---------|-----------------------|--------|---------|---------|
| | June 30, 2013 | 2012 | \$ | % | 2013 | 2012 | \$ | % |
| Net interest income | \$— | 1 | (1) | (100.0) | \$— | 5 | (5) | (100.0) |
| Tuition payment processing and campus commerce revenue | 18,356 | 16,834 | 1,522 | 9.0 | 41,767 | 38,747 | 3,020 | 7.8 |
| Salaries and benefits | 9,427 | 8,575 | 852 | 9.9 | 18,786 | 17,193 | 1,593 | 9.3 |
| Depreciation and amortization | 1,132 | 1,731 | (599) | (34.6) | 2,270 | 3,471 | (1,201) | (34.6) |
| Other expenses | 2,192 | 2,456 | (264) | (10.7) | 4,479 | 5,272 | (793) | (15.0) |
| Intersegment expenses, net | 1,494 | 1,330 | 164 | 12.3 | 2,919 | 2,663 | 256 | 9.6 |
| Total operating expenses | 14,245 | 14,092 | 153 | 1.1 | 28,454 | 28,599 | (145) | (0.5) |
| Income before income taxes and corporate overhead allocation | 4,111 | 2,743 | 1,368 | 49.9 | 13,313 | 10,153 | 3,160 | 31.1 |
| Corporate overhead allocation | (504) | (425) | (79) | 18.6 | (836) | (926) | 90 | (9.7) |

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| | | | | | | | | |
|-----------------------------|----------|--------|--------|------|-----------|----------|----------|--------|
| Income before income taxes | 3,607 | 2,318 | 1,289 | 55.6 | 12,477 | 9,227 | 3,250 | 35.2 |
| Income tax expense | (1,370) | (881) | (489) | 55.5 | (4,741) | (3,506) | (1,235) | 35.2 |
| Net income | \$2,237 | 1,437 | 800 | 55.7 | % \$7,736 | 5,721 | 2,015 | 35.2 % |
| Before tax operating margin | 19.6 % | 13.8 % | | | 29.9 % | 23.8 % | | |

Tuition payment processing and campus commerce revenue. Tuition payment processing and campus commerce revenue increased for the three and six months ended June 30, 2013 compared to the same periods in 2012 as a result of an increase in the number of managed tuition payment plans, as well as an increase in campus commerce customers.

Operating expenses. Excluding amortization of intangible assets, operating expenses increased \$1.0 million (7.9%) and \$1.2 million (4.6%) for the three and six months ended June 30, 2013, respectively, compared to the same periods in 2012 as a result of the following factors:

An increase in salaries and benefits due to adding personnel to support the increase in the number of managed tuition payment plans and campus commerce customers. In addition, the Company continues to invest in new products and services to meet customer needs and expand product and service offerings.

A partially offsetting decrease in other expenses due to increases in electronic communications and processes that resulted in reductions in paper forms and freight.

Amortization of intangible assets was \$0.8 million and \$1.5 million for the three months ended June 30, 2013 and 2012, respectively, and \$1.7 million and \$3.0 million for the six months ended June 30, 2013 and 2012, respectively. Certain intangible assets related to previous acquisitions were fully amortized at the end of 2012.

ENROLLMENT SERVICES OPERATING SEGMENT – RESULTS OF OPERATIONS

Summary and Comparison of Operating Results

| | Three months ended | | Change | | Six months ended June | | Change | |
|---|--------------------|----------|----------|-----------|-----------------------|----------|-----------|-----------|
| | June 30, 2013 | 2012 | \$ | % | 30, 2013 | 2012 | \$ | % |
| Enrollment services revenue | \$24,823 | 29,710 | (4,887) | (16.4)% | \$53,780 | 61,374 | (7,594) | (12.4)% |
| Salaries and benefits | 4,809 | 6,161 | (1,352) | (21.9) | 10,576 | 12,440 | (1,864) | (15.0) |
| Cost to provide enrollment services | 16,787 | 20,374 | (3,587) | (17.6) | 36,429 | 42,052 | (5,623) | (13.4) |
| Depreciation and amortization | 61 | 1,617 | (1,556) | (96.2) | 122 | 3,234 | (3,112) | (96.2) |
| Other expenses | 1,243 | 1,745 | (502) | (28.8) | 2,894 | 3,701 | (807) | (21.8) |
| Intersegment expenses, net | 1,130 | 976 | 154 | 15.8 | 2,279 | 1,824 | 455 | 24.9 |
| Total operating expenses | 24,030 | 30,873 | (6,843) | (22.2) | 52,300 | 63,251 | (10,951) | (17.3) |
| Income (loss) before income taxes and corporate overhead allocation | 793 | (1,163) | 1,956 | (168.2) | 1,480 | (1,877) | 3,357 | (178.8) |
| Corporate overhead allocation | (504) | (425) | (79) | 18.6 | (836) | (926) | 90 | (9.7) |
| Income (loss) before income taxes | 289 | (1,588) | 1,877 | (118.2) | 644 | (2,803) | 3,447 | (123.0) |
| Income tax (expense) benefit | (109) | 603 | (712) | (118.1) | (244) | 1,065 | (1,309) | (122.9) |
| Net income (loss) | \$180 | (985) | 1,165 | (118.3)% | \$400 | (1,738) | 2,138 | (123.0)% |
| Before tax operating margin | 1.2 % | (5.3)% | | | 1.2 % | (4.6)% | | |

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

Three months ended June 30, 2013

| | Inquiry generation (a) | Inquiry management (agency) (a) | Inquiry management (software) | Digital marketing | Content solutions | Total |
|-------------------------------------|------------------------|---------------------------------|-------------------------------|-------------------|-------------------|--------|
| Enrollment services revenue | \$3,878 | 15,550 | 914 | 911 | 3,570 | 24,823 |
| Cost to provide enrollment services | 2,474 | 13,755 | — | 30 | 528 | 16,787 |
| Gross profit | \$1,404 | 1,795 | 914 | 881 | 3,042 | 8,036 |
| Gross profit % | 36.2% | 11.5% | | | | |

Three months ended June 30, 2012

| | Inquiry generation (a) | Inquiry management (agency) (a) | Inquiry management (software) | Digital marketing | Content solutions | Total |
|-------------------------------------|------------------------|---------------------------------|-------------------------------|-------------------|-------------------|--------|
| Enrollment services revenue | \$4,849 | 19,057 | 874 | 1,050 | 3,880 | 29,710 |
| Cost to provide enrollment services | 2,860 | 16,893 | — | 26 | 595 | 20,374 |
| Gross profit | \$1,989 | 2,164 | 874 | 1,024 | 3,285 | 9,336 |
| Gross profit % | 41.0% | 11.4% | | | | |

Six months ended June 30, 2013

| | Inquiry generation (a) | Inquiry management (agency) (a) | Inquiry management (software) | Digital marketing | Content solutions | Total |
|-------------------------------------|------------------------|---------------------------------|-------------------------------|-------------------|-------------------|--------|
| Enrollment services revenue | \$8,305 | 33,567 | 2,009 | 1,997 | 7,902 | 53,780 |
| Cost to provide enrollment services | 5,229 | 29,852 | — | 117 | 1,231 | 36,429 |
| Gross profit | \$3,076 | 3,715 | 2,009 | 1,880 | 6,671 | 17,351 |
| Gross profit % | 37.0% | 11.1% | | | | |

Six months ended June 30, 2012

| | Inquiry generation (a) | Inquiry management (agency) (a) | Inquiry management (software) | Digital marketing | Content solutions | Total |
|-------------------------------------|------------------------|---------------------------------|-------------------------------|-------------------|-------------------|--------|
| Enrollment services revenue | \$9,401 | 39,423 | 1,768 | 2,246 | 8,536 | 61,374 |
| Cost to provide enrollment services | 5,560 | 35,108 | — | 83 | 1,301 | 42,052 |
| Gross profit | \$3,841 | 4,315 | 1,768 | 2,163 | 7,235 | 19,322 |
| Gross profit % | 40.9% | 10.9% | | | | |

Inquiry generation revenue decreased \$1.0 million (20.0%) and \$1.1 million (11.7%) and inquiry management (agency) revenue decreased \$3.5 million (18.4%) and \$5.9 million (14.9%) for the three and six months ended June 30, 2013, respectively, compared to the same periods in 2012. Revenues from these services have been (a) affected by the ongoing regulatory uncertainty regarding recruiting and marketing to potential students in the for-profit college industry, which has caused schools to decrease spending on marketing efforts. Additionally, clients are shifting marketing budgets to more efficient or lower cost channels, which has caused a reduction in volume.

Operating expenses. Excluding the cost to provide enrollment services and amortization of intangible assets (which were fully amortized in 2012), operating expenses for the three and six months ended June 30, 2013 decreased \$2.2 million (23.6%) and \$3.3 million (17.2%), respectively, compared to the same periods in 2012 due to cost saving measures initiated by the Company in reaction to the ongoing decline in revenue in this segment. Amortization expense for the three and six months ended June 30, 2012 was \$1.0 million and \$2.0 million, respectively.

ASSET GENERATION AND MANAGEMENT OPERATING SEGMENT – RESULTS OF OPERATIONS

Student Loan Portfolio

For a summary of the Company's student loan portfolio as of June 30, 2013 and December 31, 2012, see note 2 of the notes to consolidated financial statements included under Part I, Item 1 of this report.

Loan Activity

The following table sets forth the activity of loans:

| | Three months ended June 30, | | Six months ended June 30, | |
|---|-----------------------------|------------|---------------------------|------------|
| | 2013 | 2012 | 2013 | 2012 |
| Beginning balance | \$25,030,597 | 23,906,308 | 24,995,880 | 24,359,625 |
| Loan acquisitions | 403,018 | 563,297 | 1,146,784 | 746,590 |
| Repayments, claims, capitalized interest, participations, and other | (592,099) | (442,489) | (1,146,349) | (879,528) |
| Consolidation loans lost to external parties | (123,145) | (416,260) | (266,296) | (582,168) |
| Loans sold | (3) | (28,261) | (11,651) | (61,924) |
| Ending balance | \$24,718,368 | 23,582,595 | 24,718,368 | 23,582,595 |

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

The Company maintains an allowance appropriate to absorb losses, net of recoveries, inherent in the portfolio of student loans, which results in periodic expense provisions for loan losses. In addition, the Company's servicing operations are obligated to repurchase certain non-federally insured loans subject to participation interests in the event such loans become 60 or 90 days delinquent, and the Company has also retained credit risk related to certain non-federally insured loans sold and will pay cash to purchase back any of these loans which become 60 days delinquent. Further, delinquencies have the potential to adversely impact the Company's earnings through increased servicing and collection costs and account charge-offs.

For a summary of the activity in the allowance for loan losses and accrual related to the Company's loan repurchase obligations for the three and six months ended June 30, 2013 and 2012, and a summary of the Company's student loan delinquency amounts as of June 30, 2013, December 31, 2012, and June 30, 2012, see note 2 of the notes to consolidated financial statements included under Part I, Item 1 of this report.

Student Loan Spread Analysis

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

| | Three months ended | | | Six months ended | | |
|--|--------------------|-------------------|------------------|------------------|------------------|---|
| | June 30, 2013 | March 31, 2013 | June 30, 2012 | June 30, 2013 | June 30, 2012 | |
| Variable student loan yield, gross | 2.58 | % 2.57 | % 2.63 | % 2.57 | % 2.63 | % |
| Consolidation rebate fees | (0.77) |) (0.77) |) (0.75) |) (0.77) |) (0.75) |) |
| Discount accretion, net of premium and deferred origination costs amortization | 0.03 | 0.03 | (0.01) |) 0.03 | (0.02) |) |
| Variable student loan yield, net | 1.84 | 1.83 | 1.87 | 1.83 | 1.86 | |
| Student loan cost of funds - interest expense | (0.91) |) (0.93) |) (1.09) |) (0.91) |) (1.11) |) |
| Student loan cost of funds - derivative settlements | 0.01 | 0.01 | 0.03 | 0.01 | 0.05 | |
| Variable student loan spread | 0.94 | 0.91 | 0.81 | 0.93 | 0.80 | |
| Fixed rate floor income, net of settlements on derivatives | 0.58 | 0.59 | 0.62 | 0.58 | 0.63 | |
| Core student loan spread | 1.52 | % 1.50 | % 1.43 | % 1.51 | % 1.43 | % |
| Average balance of student loans | \$24,798,537 | 24,781,426 | 23,863,104 | 24,789,981 | 23,990,998 | |
| Average balance of debt outstanding | 24,832,555 | 24,823,397 | 23,953,317 | 24,828,001 | 24,094,693 | |

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

The interest earned on the majority of the Company's FFELP student loan assets is indexed to the one-month LIBOR rate. The Company funds the majority of its assets with three-month LIBOR indexed floating rate (a) securities. The relationship between the indices in which the Company earns interest on its loans and funds such loans has a significant impact on student loan spread. This table (the right axis) shows the difference between the Company's liability base rate and the one-month LIBOR rate by quarter.

Variable student loan spread increased during the three and six months ended June 30, 2013 compared to the same periods in 2012 as a result of the tightening of the Asset/Liability Base Rate Spread as reflected in the previous table.

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

| | Three months ended | | | Six months ended | | |
|---|--------------------|----------------|---------------|------------------|---------------|---|
| | June 30, 2013 | March 31, 2013 | June 30, 2012 | June 30, 2013 | June 30, 2012 | |
| Fixed rate floor income, gross | \$44,590 | 44,020 | 40,489 | 88,611 | 81,718 | |
| Derivative settlements (a) | (8,534) | (8,304) | (3,505) | (16,839) | (6,642) | |
| Fixed rate floor income, net | \$36,056 | 35,716 | 36,984 | 71,772 | 75,076 | |
| Fixed rate floor income contribution to spread, net | 0.58 | % 0.59 | % 0.62 | % 0.58 | % 0.63 | % |

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

The high levels of fixed rate floor income earned during 2013 and 2012 are due to historically low interest rates. If interest rates remain low, the Company anticipates continuing to earn significant fixed rate floor income in future periods. See Item 3, "Quantitative and Qualitative Disclosures about Market Risk," which provides additional detail on the Company's portfolio earning fixed rate floor income and the derivatives used by the Company to hedge these loans.

Summary and Comparison of Operating Results

| | Three months ended June 30, | | Change | | Six months ended June 30, | | Change | | |
|---|-----------------------------|-----------|-----------|----------|---------------------------|-----------|-----------|----------|---|
| | 2013 | 2012 | \$ | % | 2013 | 2012 | \$ | % | |
| Net interest income after provision for loan losses | \$96,255 | 78,223 | 18,032 | 23.1 | % \$189,427 | 156,906 | 32,521 | 20.7 | % |
| Other income | 3,030 | 3,581 | (551) | (15.4) | 7,226 | 8,581 | (1,355) | (15.8) | |
| Gain on sale of loans and debt repurchases | 7,355 | 935 | 6,420 | 100.0 | 8,762 | 935 | 7,827 | 837.1 | |
| Derivative market value and foreign currency adjustments, net | 43,096 | (10,053) | 53,149 | 528.7 | 48,371 | (31,657) | 80,028 | (252.8) | |
| Derivative settlements, net | (7,845) | (1,339) | (6,506) | 485.9 | (15,384) | (1,112) | (14,272) | 1,283.5 | |
| Total other income | 45,636 | (6,876) | 52,512 | (763.7) | 48,975 | (23,253) | 72,228 | (310.6) | |
| Salaries and benefits | 592 | 542 | 50 | 9.2 | 1,154 | 1,261 | (107) | (8.5) | |
| Other expenses | 7,923 | 3,120 | 4,803 | 153.9 | 15,436 | 6,752 | 8,684 | 128.6 | |
| Intersegment expenses, net | 14,108 | 16,635 | (2,527) | (15.2) | 29,250 | 33,778 | (4,528) | (13.4) | |
| Total operating expenses | 22,623 | 20,297 | 2,326 | 11.5 | 45,840 | 41,791 | 4,049 | 9.7 | |
| Income before income taxes and corporate overhead allocation | 119,268 | 51,050 | 68,218 | 133.6 | 192,562 | 91,862 | 100,700 | 109.6 | |
| Corporate overhead allocation | (1,081) | (1,400) | 319 | (22.8) | (1,793) | (2,792) | 999 | (35.8) | |
| Income before income taxes | 118,187 | 49,650 | 68,537 | 138.0 | 190,769 | 89,070 | 101,699 | 114.2 | |
| Income tax expense | (44,911) | (18,866) | (26,045) | 138.1 | (72,492) | (33,845) | (38,647) | 114.2 | |
| Net income | \$73,276 | 30,784 | 42,492 | 138.0 | % \$118,277 | 55,225 | 63,052 | 114.2 | % |

Additional information:

| | | | | | | | | | |
|---|-----------|--------|-----------|----------|-------------|--------|-----------|----------|---|
| Net income | \$73,276 | 30,784 | 42,492 | 138.0 | % \$118,277 | 55,225 | 63,052 | 114.2 | % |
| Derivative market value and foreign currency adjustments, | (43,096) | 10,053 | (53,149) | (528.7) | (48,371) | 31,657 | (80,028) | (252.8) | |

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| | | | | | | | | | | |
|--|----------|----------|--------|----------|----------|-----------|--------|----------|--|--|
| net | | | | | | | | | | |
| Tax effect | 16,376 | (3,820) | 20,197 | (528.7) | 18,381 | (12,030) | 30,411 | (252.8) | | |
| Net income, excluding derivative market value and foreign currency adjustments | \$46,556 | 37,017 | 9,539 | 25.8 % | \$88,287 | 74,852 | 13,435 | 17.9 % | | |

Net interest income after provision for loan losses (net of settlements on derivatives). The Company maintains an overall risk management strategy that incorporates the use of derivative instruments to reduce the economic effect of interest rate volatility. Derivative settlements for each applicable period should be evaluated with the Company's net interest income as reflected in the table below.

| | Three months ended | | Change | | Six months ended | | Change | | |
|---|--------------------|----------|---------|---------|------------------|-----------|---------|---------|---|
| | June 30, 2013 | 2012 | \$ | % | June 30, 2013 | 2012 | \$ | % | |
| Variable interest income, net of settlements on derivatives (a) | \$ 159,926 | 157,944 | 1,982 | 1.3 | % \$ 317,475 | 319,084 | (1,609) | (0.5) | % |
| Consolidation rebate fees (b) | (47,329) | (44,590) | (2,739) | 6.1 | (94,537) | (89,479) | (5,058) | 5.7 | |
| Discount accretion, net of premium and deferred origination costs amortization (c) | 1,565 | (687) | 2,252 | (327.8) | 3,508 | (1,746) | 5,254 | (300.9) | |
| Interest on bonds and notes payable (d) | (56,086) | (65,061) | 8,975 | (13.8) | (112,749) | (132,918) | 20,169 | (15.2) | |
| Variable student loan interest margin, net of settlements on derivatives | 58,076 | 47,606 | 10,470 | 22.0 | 113,697 | 94,941 | 18,756 | 19.8 | |
| Fixed rate floor income, net of settlements on derivatives (e) | 36,056 | 36,984 | (928) | (2.5) | 71,772 | 75,076 | (3,304) | (4.4) | |
| Investment interest | 112 | 251 | (139) | (55.4) | 227 | 705 | (478) | (67.8) | |
| Intercompany interest | (834) | (957) | 123 | (12.9) | (1,653) | (1,928) | 275 | (14.3) | |
| Provision for loan losses - federally insured | (5,000) | (7,000) | 2,000 | (28.6) | (11,000) | (13,000) | 2,000 | (15.4) | |
| Provision for loan losses - nonfederally insured | — | — | — | — | 1,000 | — | 1,000 | 100.0 | |
| Net interest income after provision for loan losses (net of settlements on derivatives) | \$ 88,410 | 76,884 | 11,526 | 15.0 | % \$ 174,043 | 155,794 | 18,249 | 11.7 | % |

Variable interest income, net of settlements on derivatives, increased for the three months ended June 30, 2013 compared to the same period in 2012 as a result of an increase in the average student loan portfolio of \$0.9 billion (a)(3.9%). This increase was partially offset by a decrease in the yield earned on student loans, net of settlements on derivatives, which decreased to 2.59% from 2.66% for the three months ended June 30, 2013 compared to the same period in 2012.

Variable interest income, net of settlements on derivatives, decreased for the six months ended June 30, 2013 compared to the same period in 2012 as a result of a decrease in the yield earned on student loans, net of settlements on derivatives, which decreased to 2.58% from 2.68% for the six months ended June 30, 2013 compared to the same period in 2012. This decrease was partially offset by an increase in the average student loan portfolio of \$0.8 billion (3.3%) for the six months ended June 30, 2013 compared to the same period in 2012.

(b) Consolidation rebate fees increased for the three and six months ended June 30, 2013 compared to the same periods in 2012 due to an increase in the average consolidation loan balance in 2013 as compared to 2012.

- (c) The accretion of loan discounts (net of amortization of loan premiums) increased as a result of the Company purchasing \$3.0 billion of loans during the fourth quarter of 2012 at a net discount.

Interest on bonds and notes payable decreased as a result of a decrease in the Company's cost of funds to 0.91% from 1.09% for the three months ended June 30, 2013 and 2012, respectively, and to 0.91% from 1.11% for the six (d) months ended June 30, 2013 and 2012, respectively. The decrease was partially offset by an increase in average debt outstanding of \$0.9 billion (3.7%) and \$0.7 billion (3.0%) for the three and six months ended June 30, 2013, respectively, compared to the same periods in 2012.

- (e) The high levels of fixed rate floor income earned during the three and six months ended June 30, 2013 and 2012 are due to historically low interest rates.

Other income. The primary component of other income is borrower late fees, which have decreased slightly year over year.

Gain on sale of loans and debt repurchases. During the three and six months ended June 30, 2013, the Company repurchased its own asset-backed debt securities of \$56.4 million (face amount) and \$69.4 million (face amount), respectively, resulting in a gain of \$7.4 million and \$8.7 million, respectively. During the three and six months ended June 30, 2012, the Company repurchased its own asset-backed securities of \$17.6 million (face amount) resulting in a gain of \$0.9 million.

Other expenses. Other expenses increased during the three and six months ended June 30, 2013 compared to the same periods in 2012 due to an increase in third party servicing fees related to a significant amount of recent loan purchases being serviced at third parties.

Intersegment expenses, net. Intersegment expenses primarily include fees paid to the LGS operating segment for the servicing of the Company's student loan portfolio.

LIQUIDITY AND CAPITAL RESOURCES

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

Sources of Liquidity Currently Available

As of June 30, 2013, the Company had cash and investments of \$245.8 million. In addition, the Company has historically generated positive cash flow from operations. For the six months ended June 30, 2013 and year ended December 31, 2012, the Company's net cash provided by operating activities was \$153.2 million and \$299.3 million, respectively.

On March 28, 2013, the Company amended its unsecured line of credit to increase the line of credit to \$275.0 million and extend the maturity date from February 17, 2016 to March 28, 2018. As of June 30, 2013, no amounts were outstanding on the unsecured line of credit and \$275.0 million was available for future use.

As part of the Company's asset-backed securitizations, the Company has purchased certain of the Class B subordinated note tranches. In addition, the Company has repurchased certain of its own asset-backed securities (bonds and notes payable) in the secondary market. For accounting purposes, these notes are effectively retired and are not included on the Company's consolidated balance sheet. However, these securities are legally outstanding at the trust level and the Company could sell these notes to third parties or redeem the notes at par as cash is generated by the trust estate. Upon a sale of these notes to third parties, the Company would obtain cash proceeds equal to the market value of the notes on the date of such sale. As of June 30, 2013, the Company holds \$192.1 million (face amount) of its own asset-backed securities that are not included in the consolidated financial statements.

The Company intends to use its strong liquidity position to capitalize on market opportunities, including FFELP student loan acquisitions; strategic acquisitions and investments, including continued investments in its core business areas of asset management and finance, loan servicing, payment processing, and enrollment services; and capital management initiatives, including stock repurchases, debt repurchases, and dividend distributions.

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

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The following table shows the Company's debt obligations outstanding that are secured by student loan assets and related collateral.

| | As of June 30, 2013 | |
|--|---------------------|---------------------|
| | Carrying amount | Final maturity |
| Bonds and notes issued in asset-backed securitizations | \$23,679,457 | 11/25/15 - 8/26/52 |
| FFELP warehouse facilities | 1,029,005 | 4/2/15 - 6/12/16 |
| Other borrowings | 61,853 | 11/14/13 - 11/11/15 |
| | \$24,770,315 | |

Bonds and Notes Issued in Asset-backed Securitizations

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

As of June 30, 2013, based on cash flow models developed to reflect management's current estimate of, among other factors, prepayments, defaults, deferment, forbearance, and interest rates, the Company currently expects future undiscounted cash flows from its portfolio to be approximately \$2.10 billion as detailed below. The \$2.10 billion includes approximately \$488.8 million (as of June 30, 2013) of overcollateralization included in the asset-backed securitizations. These excess net asset positions are reflected variously in the following balances in the consolidated balance sheet: "student loans receivable," "restricted cash and investments," and "accrued interest receivable."

The forecasted cash flow presented below includes all loans funded in asset-backed securitizations as of June 30, 2013. As of June 30, 2013, the Company had \$23.7 billion of loans included in asset-backed securitizations, which represented 95.8 percent of its total FFELP student loan portfolio. The forecasted cash flow does not include cash flows that the Company expects to receive related to loans currently funded in its warehouse facilities or loans acquired subsequent to June 30, 2013.

FFELP Asset-backed Securitization Cash Flow Forecast (a)

\$2.10 billion

(dollars in millions)

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

Prepayments: The primary variable in establishing a life of loan estimate is the level and timing of prepayments. Prepayment rates equal the amount of loans that prepay annually as a percentage of the beginning of period balance, net of scheduled principal payments. A number of factors can affect estimated prepayment rates, including the level of consolidation activity and default rates. Should any of these factors change, management may revise its assumptions, which in turn would impact the projected future cash flow. The Company's cash flow forecast above assumes prepayment rates that are generally consistent with those utilized in the Company's recent asset-backed securitization transactions. If management used a prepayment rate assumption two times greater than what was used to forecast the cash flow, the cash flow forecast would be reduced by approximately \$220 million to \$280 million.

Interest rates: The Company funds the majority of its student loans with three-month LIBOR indexed floating rate securities. Meanwhile, the interest earned on the Company's student loan assets is indexed primarily to a one-month LIBOR rate. The different interest rate characteristics of the Company's loan assets and liabilities funding these assets result in basis risk. The Company's cash flow forecast assumes three-month LIBOR will exceed one-month LIBOR by 12 basis points for the life of the portfolio, which approximates the historical relationship between these indices. If the forecast is computed assuming a spread of 24 basis points between three-month and one-month LIBOR for the life of the portfolio, the cash flow forecast would be reduced by approximately \$120 million to \$160 million.

The Company uses the current forward interest rate yield curve to forecast cash flows. A change in the forward interest rate curve would impact the future cash flows generated from the portfolio. An increase in future interest rates will reduce the amount of fixed rate floor income the Company is currently receiving. The Company attempts to mitigate the impact of a rise in short-term rates by hedging interest rate risks. As of June 30, 2013, the net fair value of the Company's interest rate derivatives used to hedge loans earning fixed rate floor income was a net liability of \$2.6 million. See Item 3, "Quantitative and Qualitative Disclosures about Market Risk — Interest Rate Risk."

FFELP Warehouse Facilities

The Company funds a portion of its FFELP loan acquisitions using its FFELP warehouse facilities. Student loan warehousing allows the Company to buy and manage student loans prior to transferring them into more permanent financing arrangements. As of June 30, 2013, the Company had four FFELP warehouse facilities with an aggregate maximum financing amount available of \$2.0 billion, of which \$1.0 billion was outstanding and \$1.0 billion was available for additional funding. Two of the warehouse facilities provide for formula-based advance rates, depending on FFELP loan type, up to a maximum of the principal and interest of loans financed. The advance rates for collateral may increase or decrease based on market conditions. The other two FFELP warehouse facilities have static advance rates that require initial equity for loan funding, but do not require increased equity based on market movements. As of June 30, 2013, the Company had \$61.3 million advanced as equity support on its FFELP warehouse facilities. For further discussion of the Company's FFELP warehouse facilities outstanding at June 30, 2013, see note 3 of the notes to consolidated financial statements included under Part I, Item 1 of this report.

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

Other Uses of Liquidity

Effective July 1, 2010, no new loan originations can be made under the FFEL Program and all new federal loan originations must be made through the Federal Direct Loan Program. As a result, the Company no longer originates new FFELP loans, but continues to acquire FFELP loan portfolios from third parties and believes additional loan purchase opportunities exist.

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

Union Bank Participation Agreement

The Company maintains an agreement with Union Bank, as trustee for various grantor trusts, under which Union Bank has agreed to purchase from the Company participation interests in student loans. As of June 30, 2013, \$317.3

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

Asset-backed Securitization Transactions

During the first six months of 2013, the Company completed four asset-backed securitizations totaling \$2.8 billion. Depending on market conditions, the Company anticipates continuing to access the asset-backed securitization market. Asset-backed securitization transactions would be used to refinance student loans included in the FFELP warehouse facilities and/or existing asset-backed securitizations.

Liquidity Impact Related to Hedging Activities

The Company utilizes derivative instruments to manage interest rate sensitivity. By using derivative instruments, the Company is exposed to market risk which could impact its liquidity. Based on the derivative portfolio outstanding as of June 30, 2013, the Company does not currently anticipate any movement in interest rates having a material impact on its capital or liquidity profile, nor does the Company expect that any movement in interest rates would have a material impact on its ability to meet potential collateral deposits with its counterparties. However, if interest rates move materially and negatively impact the fair value of the Company's derivative portfolio or if the Company enters into additional derivatives for which the fair value becomes negative, the Company could be required to deposit additional collateral with its derivative instrument counterparties. The collateral deposits, if significant, could negatively impact the Company's liquidity and capital resources. As of June 30, 2013, the fair value of the Company's derivatives, which had a negative fair value (a liability in the Company's balance sheet), was \$24.9 million, and the Company had \$4.8 million posted as collateral to derivative counterparties.

Other Debt Facilities

As previously discussed, the Company has a \$275.0 million unsecured line of credit with a maturity date of March 28, 2018. As of June 30, 2013, no amounts were outstanding on the unsecured line of credit and \$275.0 million was available for future use.

The Company has issued Junior Subordinated Hybrid Securities ("Hybrid Securities") that have a final maturity of September 15, 2061. The Hybrid Securities are unsecured obligations of the Company. As of June 30, 2013, \$99.2 million of Hybrid Securities were outstanding.

Debt Repurchases

Due to the Company's positive liquidity position and opportunities in the capital markets, the Company has repurchased its own debt over the last several years. Gains recorded by the Company from the repurchase of debt are included in "gain on sale of loans and debt repurchases" on the Company's consolidated statements of income. For the three and six months ended June 30, 2013, the Company recognized a gain of \$7.4 million and \$8.7 million, respectively, from the repurchase of \$56.4 million (face amount) and \$69.4 million (face amount), respectively, of its own asset-backed debt securities.

Stock Repurchases

The Board of Directors has authorized a stock repurchase program to repurchase up to a total of five million shares of the Company's Class A common stock during the three-year period ending May 24, 2015. Shares may be repurchased from time to time depending on various factors, including share price and other potential uses of liquidity.

For the three month period ended June 30, 2013, the Company repurchased 65,621 shares for \$2.3 million (at an average price of \$34.82 per share). Certain of these share repurchases were made pursuant to a trading plan adopted by the Company in accordance with Rule 10b5-1 under the Securities Exchange Act of 1934. As of June 30, 2013,

3,985,408 shares remain authorized for purchase under the Company's repurchase program.

Dividends

On June 14, 2013, the Company paid a second quarter 2013 cash dividend on the Company's Class A and Class B common stock of \$0.10 per share. In addition, the Company's Board of Directors declared a third quarter cash dividend on the Company's outstanding shares of Class A and Class B common stock of \$0.10 per share. The third quarter cash dividend will be paid on September 13, 2013, to shareholders of record at the close of business on August 30, 2013.

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

RECENT ACCOUNTING PRONOUNCEMENTS

In January 2013, the Company adopted the provisions of Accounting Standards Update (“ASU”) No. 2013-01, issued by the Financial Accounting Standards Board (“FASB”), which requires new asset and liability offsetting disclosures for derivatives, repurchase agreements, and security lending transactions to the extent that they are: (1) offset in the financial statements; or (2) subject to an enforceable master netting arrangement or similar agreement. The Company does not have any repurchase agreements and does not participate in security lending transactions. The Company records the fair value of its derivatives gross in its consolidated balance sheets; however, certain of the Company's derivative instruments are subject to right of offset provisions with counterparties. The new asset and liability offsetting disclosures required by this ASU are included in note 4 of the notes to consolidated financial statements included under Part I, Item 1 of this report.

In February 2013, the FASB amended the Accounting Standards Codification related to comprehensive income. This amendment requires companies to report, in one place, information about reclassifications (by component) out of accumulated other comprehensive income. In addition, this amendment requires companies to present the related line item effect of significant reclassifications on the statement where income is presented. The Company adopted the provisions of this amendment during the first quarter 2013, which affects only the display of information and does not change existing recognition and measurement requirements in the consolidated financial statements. The information required by this amendment is included in note 5 of the notes to consolidated financial statements included under Part I, Item 1 of this report.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

(All dollars are in thousands, except share amounts, unless otherwise noted)

Interest Rate Risk

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

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

| | As of June 30, 2013 | | As of December 31, 2012 | | |
|--------------------------------|---------------------|---------|-------------------------|---------|---|
| | Dollars | Percent | Dollars | Percent | |
| Fixed-rate loan assets | \$11,094,198 | 44.9 | % \$11,271,233 | 45.1 | % |
| Variable-rate loan assets | 13,624,170 | 55.1 | 13,724,647 | 54.9 | |
| Total | \$24,718,368 | 100.0 | % \$24,995,880 | 100.0 | % |
| Fixed-rate debt instruments | \$— | — | % \$— | — | % |
| Variable-rate debt instruments | 24,869,547 | 100.0 | 25,270,865 | 100.0 | |
| Total | \$24,869,547 | 100.0 | % \$25,270,865 | 100.0 | % |

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

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

No variable-rate floor income was earned by the Company during 2012 and 2013. A summary of fixed rate floor income earned by the Company follows.

| | Three months ended June 30, | | Six months ended June 30, | |
|--------------------------------|-----------------------------|----------|---------------------------|----------|
| | 2013 | 2012 | 2013 | 2012 |
| Fixed rate floor income, gross | \$44,590 | 40,489 | 88,611 | 81,718 |
| Derivative settlements (a) | (8,534 |) (3,505 |) (16,839 |) (6,642 |
| Fixed rate floor income, net | \$36,056 | 36,984 | 71,772 | 75,076 |

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

The high levels of fixed rate floor income earned during 2013 and 2012 are due to historically low interest rates. If interest rates remain low, the Company anticipates continuing to earn significant fixed rate floor income in future periods.

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

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

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The following table shows the Company's student loan assets that were earning fixed rate floor income as of June 30, 2013:

| Fixed interest rate range | Borrower/lender weighted average yield | Estimated variable conversion rate (a) | Loan balance |
|---------------------------|--|--|---------------|
| < 3.0% | 2.87 | % 0.23 | % \$1,748,344 |
| 3.0 - 3.49% | 3.20 | % 0.56 | % 2,117,816 |
| 3.5 - 3.99% | 3.65 | % 1.01 | % 1,943,259 |
| 4.0 - 4.49% | 4.20 | % 1.56 | % 1,460,224 |
| 4.5 - 4.99% | 4.72 | % 2.08 | % 837,371 |
| 5.0 - 5.49% | 5.24 | % 2.60 | % 574,321 |
| 5.5 - 5.99% | 5.67 | % 3.03 | % 348,727 |
| 6.0 - 6.49% | 6.18 | % 3.54 | % 406,755 |
| 6.5 - 6.99% | 6.70 | % 4.06 | % 366,797 |
| 7.0 - 7.49% | 7.17 | % 4.53 | % 150,637 |
| 7.5 - 7.99% | 7.71 | % 5.07 | % 258,186 |
| 8.0 - 8.99% | 8.17 | % 5.53 | % 599,016 |
| > 9.0% | 9.05 | % 6.41 | % 282,745 |
| | | | \$11,094,198 |

The estimated variable conversion rate is the estimated short-term interest rate at which loans would convert to a (a) variable rate. As of June 30, 2013, the weighted average estimated variable conversion rate was 1.82% and the short-term interest rate was 20 basis points.

The following table summarizes the outstanding derivative instruments as of June 30, 2013 used by the Company to economically hedge a majority of loans earning fixed rate floor income.

| Maturity | Notional amount | Weighted average fixed rate paid by the Company (a) | |
|----------|-----------------|---|---|
| 2013 | \$2,000,000 | 0.71 | % |
| 2014 | 1,750,000 | 0.71 | |
| 2015 | 1,100,000 | 0.89 | |
| 2016 | 750,000 | 0.85 | |
| 2017 | 1,250,000 | 0.86 | |
| | \$6,850,000 | 0.78 | % |

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

The Company is also exposed to interest rate risk in the form of basis risk and repricing risk because the interest rate characteristics of the Company's assets do not match the interest rate characteristics of the funding for those assets. The following table presents the Company's FFELP student loan assets and related funding for those assets arranged by underlying indices as of June 30, 2013:

| Index | Frequency of variable resets | Assets | Debt outstanding that funded student loan assets |
|-----------------------------------|------------------------------|--------------|--|
| 1 month LIBOR (a) | Daily | \$23,667,673 | — |
| 3 month Treasury bill | Varies | 1,021,061 | — |
| 3 month LIBOR (a) (b) | Quarterly | — | 15,552,492 |
| 1 month LIBOR | Monthly | — | 7,709,331 |
| Auction-rate or remarketing (c) | Varies | — | 905,850 |
| Asset-backed commercial paper (d) | Varies | — | 540,789 |

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| | | |
|-----------|--------------|------------|
| Other (e) | 81,581 | 61,853 |
| | \$24,770,315 | 24,770,315 |

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The Company has certain basis swaps outstanding in which the Company receives three-month LIBOR and pays one-month LIBOR plus or minus a spread as defined in the agreements (the "1:3 Basis Swaps"). The Company entered into these derivative instruments to better match the interest rate characteristics on its student loan assets and the debt funding such assets. The following table summarizes these derivatives as of June 30, 2013:

| Maturity | Notional amount |
|----------|------------------|
| 2021 | \$ 250,000 |
| 2022 | 1,900,000 |
| 2023 | 3,650,000 |
| 2024 | 250,000 |
| 2026 | 800,000 |
| 2028 | 100,000 |
| 2036 | 700,000 |
| 2039 (a) | 150,000 |
| 2040 (b) | 200,000 |
| | \$ 8,000,000 (c) |

(a) This derivative has a forward effective start date in 2015.

(b) This derivative has a forward effective start date in 2020.

(c) The weighted average rate paid by the Company on the 1:3 Basis Swaps as of June 30, 2013 was one-month LIBOR plus 3.5 basis points.

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

The interest rates on certain of the Company's asset-backed securities are set and periodically reset via a "dutch auction" ("Auction Rate Securities") or through a remarketing utilizing remarketing agents ("Variable Rate Demand Notes"). As of June 30, 2013, the Company was sponsor for \$686.7 million of Auction Rate Securities and \$219.2 million of Variable Rate Demand Notes.

Since February 2008, problems in the auction rate securities market as a whole have led to failures of the auctions pursuant to which the Company's Auction Rate Securities' interest rates are set. As a result, the Auction Rate Securities generally pay interest to the holder at a maximum rate as defined by the indenture. While these rates will vary, they will generally be based on a spread to LIBOR or Treasury Securities, or the Net Loan Rate as defined in the financing documents.

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

(d) The interest rates on certain of the Company's warehouse facilities are indexed to asset-backed commercial paper rates.

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

Sensitivity Analysis

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

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| | Interest rates | | | | Asset and funding index mismatches | | | |
|--|--|----------|--|----------|------------------------------------|---------|-----------------------------|---------|
| | Change from increase of 100 basis points | | Change from increase of 300 basis points | | Increase of 10 basis points | | Increase of 30 basis points | |
| | Dollar | Percent | Dollar | Percent | Dollar | Percent | Dollar | Percent |
| Three months ended June 30, 2013 | | | | | | | | |
| Effect on earnings: | | | | | | | | |
| Decrease in pre-tax net income before impact of derivative settlements | \$(17,267) | (11.0)% | \$(30,223) | (19.3)% | \$(4,137) | (2.7)% | \$(12,410) | (8.0)% |
| Impact of derivative settlements | 17,144 | 10.9 | 51,432 | 32.8 | 1,708 | 1.1 | 5,123 | 3.3 |
| Increase (decrease) in net income before taxes | \$(123) | (0.1)% | \$21,209 | 13.5 % | \$(2,429) | (1.6)% | \$(7,287) | (4.7)% |
| Increase (decrease) in basic and diluted earnings per share | \$— | | \$0.28 | | \$(0.03) | | \$(0.10) | |

Three months ended June 30, 2012

| | | | | | | | | |
|--|------------|----------|------------|----------|------------|----------|------------|----------|
| Effect on earnings: | | | | | | | | |
| Decrease in pre-tax net income before impact of derivative settlements | \$(15,991) | (28.3)% | \$(27,811) | (49.3)% | \$(5,956) | (10.6)% | \$(17,867) | (31.7)% |
| Impact of derivative settlements | 7,707 | 13.7 | 23,121 | 41.0 | 536 | 1.0 | 1,608 | 2.9 |
| Increase (decrease) in net income before taxes | \$(8,284) | (14.6)% | \$(4,690) | (8.3)% | \$(5,420) | (9.6)% | \$(16,259) | (28.8)% |
| Increase (decrease) in basic and diluted earnings per share | \$(0.11) | | \$(0.06) | | \$(0.07) | | \$(0.21) | |

Six months ended June 30, 2013

| | | | | | | | | |
|--|------------|----------|------------|----------|------------|---------|------------|---------|
| Effect on earnings: | | | | | | | | |
| Decrease in pre-tax net income before impact of derivative settlements | \$(33,686) | (12.8)% | \$(58,041) | (22.0)% | \$(8,627) | (3.3)% | \$(25,880) | (9.8)% |
| Impact of derivative settlements | 34,404 | 13.1 | 103,212 | 39.1 | 3,190 | 1.2 | 9,571 | 3.6 |
| Increase (decrease) in net income before taxes | \$718 | 0.3 % | \$45,171 | 17.1 % | \$(5,437) | (2.1)% | \$(16,309) | (6.2)% |
| Increase (decrease) in basic and diluted earnings per share | \$0.01 | | \$0.60 | | \$(0.07) | | \$(0.22) | |

Six months ended June 30, 2012

| | | | | | | | | |
|--|------------|----------|------------|----------|------------|---------|------------|----------|
| Effect on earnings: | | | | | | | | |
| Decrease in pre-tax net income before impact of derivative settlements | \$(32,545) | (26.5)% | \$(56,891) | (46.3)% | \$(11,982) | (9.7)% | \$(35,945) | (29.2)% |
| | 15,311 | 12.5 | 45,933 | 37.4 | 536 | 0.4 | 1,608 | 1.3 |

Impact of derivative settlements

| | | | | | | | | |
|--|------------|----------|------------|---------|------------|---------|------------|----------|
| Increase (decrease) in net income before taxes | \$(17,234) | (14.0)% | \$(10,958) | (8.9)% | \$(11,446) | (9.3)% | \$(34,337) | (27.9)% |
|--|------------|----------|------------|---------|------------|---------|------------|----------|

| | | | | | | | | |
|---|-----------|--|-----------|--|-----------|--|-----------|--|
| Increase (decrease) in basic and diluted earnings per share | \$(0.23) | | \$(0.14) | | \$(0.16) | | \$(0.47) | |
|---|-----------|--|-----------|--|-----------|--|-----------|--|

Foreign Currency Exchange Risk

The Company has issued a total of 773.2 million Euro-denominated notes with interest rates based on a spread to the EURIBOR index. As a result, the Company is exposed to the market risk related to fluctuations in foreign currency exchange rates between the U.S. dollar and Euro. The Company has entered into cross-currency interest rate swaps in connection with the issuance of the Euro Notes. See note 4 of the notes to consolidated financial statements included under Part I, Item 1 of this report for additional information, including a summary of the terms of these derivative instrument agreements and the related financial statement impact.

Financial Statement Impact – Derivatives and Foreign Currency Transaction Adjustments

For a table summarizing the effect of derivative instruments in the consolidated statements of income, including the components of "derivative market value and foreign currency adjustments and derivative settlements, net" included in the consolidated statements of income, see note 4 of the notes to consolidated financial statements included under Part I, Item 1 of this report.

ITEM 4. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

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

Changes in Internal Control over Financial Reporting

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

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

The information required by this Item is incorporated herein by reference to Note 11 - Legal Proceedings, of the notes to consolidated financial statements included under Part I, Item 1 of this report.

ITEM 1A. RISK FACTORS

There have been no material changes from the risk factors described in the Company’s Annual Report on Form 10-K for the year ended December 31, 2012 in response to Item 1A of Part I of such Form 10-K.

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

Stock Repurchases

The following table summarizes the repurchases of Class A common stock during the second quarter of 2013 by the Company or any “affiliated purchaser” of the Company, as defined in Rule 10b-18(a)(3) under the Securities Exchange Act of 1934.

| Period | Total number of shares purchased (a) | Average price paid per share | Total number of shares purchased as part of publicly | Maximum number of shares that may yet be purchased under the |
|--------|--------------------------------------|------------------------------|--|--|
| | | | | |

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| | | | announced plans or programs (b) | plans or programs (b) |
|--------------------------|--------|---------|------------------------------------|-----------------------|
| April 1 - April 30, 2013 | 33,439 | \$32.89 | 31,597 | 4,016,361 |
| May 1 - May 31, 2013 | 11,089 | 36.59 | 10,451 | 4,005,910 |
| June 1 - June 30, 2013 | 21,093 | 36.94 | 20,502 | 3,985,408 |
| Total | 65,621 | \$34.82 | 62,550 | |

(a) The total number of shares includes: (i) shares purchased pursuant to the stock repurchase program discussed in footnote (b) below; and (ii) shares owned and tendered by employees to satisfy tax withholding obligations upon the vesting of restricted shares. Shares of Class A common stock purchased pursuant to the stock repurchase program included 9,730 shares, 10,451 shares, and 20,502 shares in April, May, and June 2013, respectively, that had been issued to the Company's 401(k) plan and allocated to employee participant accounts pursuant to the plan's provisions for Company matching

contributions in shares of Company stock, and were purchased by the Company from the plan pursuant to employee participant instructions to dispose of such shares. Pursuant to an amendment to the 401(k) plan effective January 1, 2013, shares of the Company's Class A common stock are no longer an eligible investment alternative for the Company's matching contributions under the plan. Shares of Class A common stock tendered by employees to satisfy tax withholding obligations included 1,842 shares, 638 shares, and 591 shares in April, May, and June 2013, respectively. Unless otherwise indicated, shares owned and tendered by employees to satisfy tax withholding obligations were purchased at the closing price of the Company's shares on the date of vesting.

(b) On May 9, 2012, the Company announced that its Board of Directors had authorized a stock repurchase program to repurchase up to a total of five million shares of the Company's Class A common stock during the three-year period ending May 24, 2015. Certain share repurchases included in the table above were made pursuant to a trading plan adopted by the Company in accordance with Rule 10b5-1 under the Securities Exchange Act of 1934.

Working capital and dividend restrictions/limitations

The Company's credit facilities, including its revolving line of credit which is available through March 28, 2018, impose restrictions with respect to the Company's minimum consolidated net worth, the ratio of the Company's adjusted EBITDA to corporate debt interest, the indebtedness of the Company's subsidiaries, and the ratio of non-FFELP loans to all loans in the Company's portfolio. In addition, trust indentures and other financing agreements governing debt issued by the Company's education lending subsidiaries may have general limitations on the amounts of funds that can be transferred to the Company by its subsidiaries through cash dividends.

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

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

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

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

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

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

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

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

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

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

ITEM 6. EXHIBITS

- 10.1* Aircraft Purchase Agreement dated as of May 20, 2013, by and between Galena Air Services Company and National Education Loan Network, Inc.
- 10.2* First Amendment of Aircraft Purchase Agreement dated as of June 11, 2013, by and between Galena Air Services Company and National Education Loan Network, Inc.
- 10.3* Agreement for Purchase and Sale of Interest in Aircraft dated as of June 25, 2013, by and between National Education Loan Network, Inc. and Union Financial Services, Inc.
- 10.4* Aircraft Joint Ownership Agreement dated as of June 25, 2013, by and between National Education Loan Network, Inc. and Union Financial Services, Inc.
- 10.5* Aircraft Management Agreement, dated as of June 25, 2013, by and between Duncan Aviation, Inc. and National Education Loan Network, Inc. and Union Financial Services, Inc.
- 31.1* Certification of Chief Executive Officer Michael S. Dunlap pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2* Certification of Chief Financial Officer Terry J. Heimes pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32** Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 101.INS** XBRL Instance Document
- 101.SCH** XBRL Taxonomy Extension Schema Document
- 101.CAL** XBRL Taxonomy Extension Calculation Linkbase Document
- 101.DEF** XBRL Taxonomy Extension Definition Linkbase Document
- 101.LAB** XBRL Taxonomy Extension Label Linkbase Document
- 101.PRE** XBRL Taxonomy Extension Presentation Linkbase Document

* Filed herewith

** Furnished herewith

SIGNATURES

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

NELNET, INC.

Date: August 8, 2013

By: /s/ MICHAEL S. DUNLAP

Name: Michael S. Dunlap

Title: Chairman and Chief Executive Officer

Title: Principal Executive Officer

By: /s/ TERRY J. HEIMES

Name: Terry J. Heimes

Title: Chief Financial Officer

Title: Principal Financial Officer and Principal Accounting Officer