CAMDEN PROPERTY TRUST
Form 424B5
June 01, 2011

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Filed Pursuant to Rule 424(b)(5)
Registration Statement No. 333-159372

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee(1)
4.625% Notes due 2021	$250,000,000	$29,025
4.875% Notes due 2023	$250,000,000	$29,025
Total	$500,000,000	$58,050

(1) Calculated in accordance with Rule 457(o), based on the proposed maximum aggregate offering price, and Rule 457(r) under the Securities Act of 1933, as amended.

Prospectus Supplement
(To Prospectus dated May 20, 2009)

$500,000,000
Camden Property Trust
$250,000,000 4.625% Notes due 2021
$250,000,000 4.875% Notes due 2023

The 2021 Notes will mature on June 15, 2021 and the 2023 Notes will mature on June 15, 2023. Interest on the Notes will be payable June 15 and December 15 of each year, beginning on December 15, 2011. We may redeem the Notes in whole or in part at any time or from time to time at the redemption prices described on page S-9 in the section entitled Description of the Notes Optional Redemption. The Notes will be issued in minimum denominations of $2,000 and integral multiples of $1,000.

The Notes will be our direct, senior, unsecured obligations and will rank equally with all our other unsecured and unsubordinated indebtedness from time to time outstanding.

Investing in the Notes involves risk. See Risk Factors beginning on page S-3 of this prospectus supplement and incorporated by reference from our Annual Report on Form 10-K for the year ended December 31, 2010.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the Notes or determined that this prospectus supplement or the accompanying prospectus is accurate or complete. Any representation to the contrary is a criminal offense.

	Public Offering Price	Underwriting Discount	Proceeds, Before Expenses, to us
Per 2021 Note	99.404%	0.69%	98.754%
2021 Note Total	$ 248,510,000	$ 1,625,000	$ 246,885,000
Per 2023 Note	98.878%	0.675%	98.203%
2023 Note Total	$ 247,195,000	$ 1,678,500	$ 245,507,500
Total	$ 495,705,000	$ 3,312,500	$ 492,392,500

The public offering prices and the proceeds to us set forth above do not include accrued interest, if any. Interest on the Notes will accrue from June 3, 2011.

We expect that delivery of the Notes will be made to investors through the book-entry delivery system of The Depository Trust Company for the accounts of its participants, including Clearstream Banking, société anonyme, and Euroclear Bank, S.A./N.V., as operator for the Euroclear System, against payment in New York, New York on or about June 3, 2011.

Joint Book-Running Managers

BofA Merrill Lynch	**Deutsche Bank Securities**	**J.P. Morgan**
Credit Suisse	**Morgan Stanley**	**Wells Fargo Securities**

Co-Managers

Comerica Securities	**Morgan Keegan**	**PNC Capital Markets LLC**
Scotia Capital	**SunTrust Robinson Humphrey**	**US Bancorp**

The date of this prospectus supplement is May 31, 2011.

We have not authorized any person to give any information or to make any representations other than those contained or incorporated by reference in this prospectus supplement, the accompanying prospectus or in any free writing prospectus prepared by or on behalf of us or to which we have referred you, and, if given or made, you must not rely upon such information or representations as having been authorized. This prospectus supplement and the accompanying prospectus do not constitute an offer to sell or the solicitation of an offer to buy any securities other than the securities described in this prospectus supplement or an offer to sell or the solicitation of an offer to buy such securities in any circumstances in which such offer or solicitation is unlawful. Neither the delivery of this prospectus supplement or the accompanying prospectus, nor any sale made under this prospectus supplement and the accompanying prospectus, shall under any circumstances create any implication that there has not been any change in our affairs since the date of this prospectus supplement or that the information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus is correct as of any time subsequent to the date of such information.

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SUMMARY

This summary is not complete and may not contain all of the information that may be important to you in deciding whether to invest in the Notes. To understand this offering fully, you should carefully read the entire prospectus supplement and the accompanying prospectus and the documents incorporated by reference.

Our Business

Camden Property Trust is a real estate investment trust (REIT) engaged in the ownership, development, construction, and management of multifamily apartment communities. As of March 31, 2011, we owned interests in, operated, or were developing 190 multifamily properties comprising 64,509 apartment homes across the United States. Of the 190 properties, three properties were under development, and when completed will consist of a total of 711 apartment homes. In addition, we own land parcels we may develop into multifamily apartment communities.

The Offering

For a more complete description of the Notes specified in the following summary, please see Description of the Notes in this prospectus supplement and Description of Debt Securities in the accompanying prospectus.

Securities offered	$250,000,000 aggregate principal amount of %4.625 Notes due June 15 2021 (the 2021 Notes) $250,000,000 aggregate principal amount of %4.875 Notes due June 15 2023 (the 2023 Notes) The 2021 and the 2023 Notes are collectively referred to in this prospectus supplement as the Notes.
Maturity	June 15, 2021 for the 2021 Notes June 15, 2023 for the 2023 Notes
Interest payment dates	Semi-annually in arrears on June 15 and December 15, commencing on December 15, 2011.
Ranking	The Notes: will be our direct, senior, unsecured obligations; will rank equally with each other and with all of our other unsecured and unsubordinated indebtedness from time to time outstanding; and will be effectively subordinated to our mortgages and our other secured indebtedness and to indebtedness and other liabilities of our subsidiaries.
Use of proceeds	We intend to use the net proceeds of approximately $492.2, after deducting the underwriting discounts and other expenses, from the Notes, together with cash on hand, to repay our outstanding $500 million term loan. In conjunction with the repayment of the $500 million term loan, we will dedesignate an interest rate swap associated with the term loan and will recognize a non-cash charge

of approximately $30 million in the second quarter of 2011. See Use of Proceeds.

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Optional redemption	We may redeem some or all of the Notes at any time and from time to time at the redemption prices set forth on page S-9 in the section entitled Description of the Notes Optional Redemption. If, however, we redeem Notes of either series 90 days or fewer prior to their maturity date, the redemption price will equal 100% of the principal amount of the Notes to be redeemed plus accrued and unpaid interest on the amount being redeemed to the redemption date. See Description of the Notes Optional Redemption.
Covenants	We will issue each series of Notes under an indenture with U.S. Bank National Association. The indenture, among other things, restricts our ability to: borrow money; use assets as security in other transactions; and sell certain assets or merge into other companies. See Description of the Notes Limitations on Incurrence of Indebtedness.

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RISK FACTORS

Before you decide whether to purchase any Notes, in addition to the other information in this prospectus supplement and the accompanying prospectus, you should carefully consider the risk factors set forth below and under the heading Risk Factors beginning on page 3 of our Annual Report on Form 10-K for the year ended December 31, 2010, which is incorporated by reference into this prospectus supplement and the accompanying prospectus, as the same may be updated from time to time by our future filings under the Securities Exchange Act of 1934, as amended (the Exchange Act). For more information, see the section entitled Incorporation by Reference.

The Notes are effectively subordinated to all our existing and future secured debt and the debt and any preferred equity of our subsidiaries.

The Notes will be our senior unsecured obligations and will rank equally with each other and with all of our other unsecured and unsubordinated indebtedness from time to time outstanding. The Notes will be effectively subordinated to our mortgages and other secured indebtedness to the extent of the assets securing such debt and to our subsidiaries indebtedness to the extent of the assets of those subsidiaries. If we become insolvent or are liquidated, or if payment of any of our secured debt is accelerated, the holders of that secured debt will be entitled to exercise the remedies available to secured lenders under applicable law, including the ability to foreclose on and sell the assets securing such debt to satisfy such debt. In any such case, our remaining assets may be insufficient to repay the Notes.

Because we operate a significant portion of our business through subsidiaries, we derive revenues from, and hold assets through, those subsidiaries. In general, these subsidiaries are separate and distinct legal entities. These subsidiaries will have no obligation to pay any amounts due on our debt securities, including the Notes, or to provide us with funds for our payment obligations, whether by dividends, distributions, loans or otherwise. Our right to receive any assets of any subsidiary in the event of a bankruptcy or liquidation of the subsidiary, and therefore the right of our creditors to participate in those assets, will be effectively subordinated to the claims of that subsidiary s creditors, including trade creditors, and any preferred equity holders of that subsidiary, in each case to the extent that we are not recognized as a creditor of such subsidiary. In addition, even where we are recognized as a creditor of a subsidiary, our rights as a creditor with respect to certain amounts are subordinated to other indebtedness of that subsidiary, including secured indebtedness to the extent of the assets securing such indebtedness.

As of March 31, 2011, on a pro forma basis after giving effect to the issuance of the Notes offered hereby and the application of the proceeds from the offering, our and our subsidiaries total outstanding indebtedness would be approximately $2,474,520,000, of which approximately 57.4% would be unsecured.

The Notes restrict, but do not eliminate, the ability to incur additional debt or take other action that could negatively impact holders of the Notes.

Except as described under Description of the Notes Limitations on Incurrence of Indebtedness, Merger, Consolidation and Sale of Assets and Covenants below and under Description of Debt Securities Merger, Consolidation and Sale of Assets and Description of Debt Securities Covenants in the accompanying prospectus, the Indenture does not contain any other provisions that would limit our ability to incur indebtedness or that would afford holders of the Notes protection if we were to engage in transactions such as a highly leveraged or similar transaction, a change of control or a reorganization, restructuring, merger or similar transaction. In addition, subject to the limitations set forth under Description of the Notes Limitations on Incurrence of Indebtedness, Merger, Consolidation and Sale of Assets and Covenants below and under Description of Debt Securities Merger, Consolidation and Sale of Assets and Description of Debt Securities Covenants in the accompanying prospectus, we may, in the future, enter into transactions, such as the sale of all or substantially all of our assets or a merger or consolidation that would increase the amount of our indebtedness or substantially reduce or eliminate our assets, which may have an adverse effect on our ability to service indebtedness, including the Notes. We have no present intention of engaging in a highly leveraged or similar transaction.

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There is no current public market for the Notes.

The Notes are a new issue of securities for which there is currently no trading market. We do not intend to apply for listing of the Notes on any securities exchange or for inclusion of the Notes in any automated quotation system. We cannot guarantee:

- any trading market for the Notes will develop or be maintained;
- the liquidity of any trading market that may develop for the Notes;
- your ability to sell your Notes when desired or at all; or
- the price at which you would be able to sell your Notes.

Liquidity of any trading market for, and future trading prices of, the Notes will depend on many factors, including:

- prevailing interest rates;
- our operating results and cash flows;
- credit rating or outlook changes; and
- the market for similar securities.

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USE OF PROCEEDS

We estimate that we will receive net proceeds of approximately $492,2 from the sale of the Notes offered by this prospectus supplement, after deducting the underwriting discounts and our other expenses related to this offering. We intend to use the net proceeds, together with cash on hand, to repay our outstanding $500 million term loan. Our $500 million term loan matures in October 2011 and may be extended at our option to October 2012. The scheduled interest rate on the term loan is LIBOR plus 50 basis points, subject to certain conditions, and is currently fixed at 5.24% per annum through an interest rate swap. Affiliates of some of the underwriters of this offering are lenders under the term loan and, upon application of the net proceeds of this offering, will receive their proportionate shares of the amount of term loan repaid. Pending application of the net proceeds as described above, we may invest the proceeds in short-term securities.

In conjunction with the repayment of the $500 million term loan, we will dedesignate an interest rate swap associated with the term loan and will recognize a non-cash charge of approximately $30 million in the second quarter of 2011. This charge represents the reclassification of accumulated other comprehensive loss associated with the interest rate swap previously reflected in our balance sheet. We intend to settle the liability associated with the swap obligation with the counterparty over the next 17 months. Upon the dedesignation of this interest rate swap, we are required to reflect immediately in earnings as either a gain or loss any future changes in the market value of this instrument, which will terminate no later than October 2012. The repayment of the term loan is also expected to result in our recognizing a non-cash charge of approximately $0.5 million in the second quarter of 2011 to write-off associated unamortized loan origination costs.

RATIO OF EARNINGS TO FIXED CHARGES

The ratio of earnings to fixed charges for each of our last five fiscal years and the three months ended March 31, 2011 are presented below. We computed our ratios of earnings to fixed charges by dividing earnings by fixed charges. For this purpose, earnings have been calculated by adding fixed charges to income from continuing operations before income taxes. Fixed charges consist of interest costs, the interest portion of rental expense, other than on capital leases, estimated to represent the interest factor in this rental expense, the amortization of debt discounts and deferred financing charges and preferred distributions of subsidiaries.

	Three months ended March 31, 2011	Year ended December 31, 2010	2009(1)	2008(2)	2007(3)	2006(4)
Ratio of earnings to fixed charges	1.24x	1.10x	0.49x	0.85x	1.18x	1.72x

(1) We would have needed to generate $77,553,000 to achieve a coverage of one to one in 2009. Earnings include an $85,614,000 impact related to impairment associated with land development activities and a $2,550,000 impact related to loss on early retirement of debt. Excluding this impact, the ratio would be 1.07x.

(2) We would have needed to generate $23,832,000 to achieve a coverage of one to one in 2008. Earnings include a $51,323,000 impact related to impairment associated with land development activities, a $13,566,000 impact related to gain on early retirement of debt, and a $2,929,000 impact related to gain on sale of properties, including land. Excluding this impact, the ratio would be 1.07x.

(3) Earnings include a $1,447,000 impact related to impairment associated with land development activities. Excluding this impact, the ratio would be 1.19x.

(4)

Earnings include a $97,452,000 impact related to gain on sale of properties, including land. Excluding this impact, the ratio would be 1.07x.

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CAPITALIZATION

The following sets forth our debt and capitalization at March 31, 2011 and as adjusted to reflect this offering and the application of the net proceeds of this offering as described under Use of Proceeds above. You should read the information included in the table in conjunction with our unaudited condensed consolidated financial statements and related notes included in our Quarterly Report on Form 10-Q for the quarter ended March 31, 2011, which is incorporated by reference in this prospectus supplement and the accompanying prospectus.

	March 31, 2011		
	Actual	Adjustments	As Adjusted
		(in thousands)	
Notes Payable:			
Unsecured	$ 1,419,681	$ (1)	$ 1,419,681
Secured	1,054,839		1,054,839
Total notes payable	2,474,520		2,474,520
Noncontrolling Interests	70,284		70,284
Shareholders Equity:			
Common shares of beneficial interest	827		827
Additional paid-in capital	2,783,621		2,783,621
Distributions in excess of net income attributable to common shareholders	(623,740)	(31,977)(2)(3)	(655,717)
Treasury shares, at cost	(460,467)		(460,467)
Accumulated other comprehensive loss	(31,504)	31,429(2)	(75)
Total shareholders equity	1,668,737		1,668,189
Total capitalization	$ 4,213,541		$ 4,212,993

(1) Includes the repayment of our outstanding $500 million unsecured term loan from the receipt of the net proceeds of approximately $492.2 million from the Notes, with the remainder funded from cash on hand.

(2) Represents the impact of the dedesignation of an interest rate swap in connection with the repayment of our $500 million unsecured term loan. See Use of Proceeds.

(3) Represents the impact of the write-off of the associated unamortized loan origination costs in connection with the repayment of our $500 million unsecured term loan. See Use of Proceeds.

SUPPLEMENTAL FEDERAL INCOME TAX CONSIDERATIONS

The following discussion supplements the discussion contained under the heading Federal Income Tax Considerations and Consequences of Your Investment in the accompanying prospectus and supersedes such discussion to the extent inconsistent with such discussion.

Because the following discussion is a summary which, in conjunction with the discussion contained under the heading Federal Income Tax Considerations and Consequences of Your Investment in the accompanying prospectus, is intended to address only material federal income tax consequences relating to the ownership and disposition of our common shares which will apply to all holders, it may not contain all the information which may be important to you. As you review this discussion, you should keep in mind the following:

- the tax consequences to you may vary depending on your particular tax situation;
- special rules not discussed below may apply to you if, for example, you are a tax-exempt organization, a broker-dealer, a non-U.S. person, a trust, an estate, a regulated investment company, a financial institution, an insurance company, or otherwise subject to special tax treatment under the Internal Revenue Code;
- this summary does not address state, local or non-U.S. tax considerations;
- this summary deals only with investors who hold our common shares as capital assets, within the meaning of Section 1221 of the Internal Revenue Code; and
- this discussion is not intended to be, and should not be construed as, tax advice.

You are urged both to review the following discussion and to consult with your own tax advisor to determine the effect of ownership and disposition of our common shares on your tax situation, including any state, local or non-U.S. tax consequences.

The information in this section is based on the current Internal Revenue Code, current, temporary and proposed Treasury regulations, the legislative history of the Internal Revenue Code, current administrative interpretations and practices of the Internal Revenue Service, including its practices and policies as endorsed in private letter rulings, which are not binding on the Internal Revenue Service except with respect to the taxpayer to which they are addressed, and existing court decisions. Future legislation, regulations, administrative interpretations and court decisions could change current law or adversely affect existing interpretations of current law. Any change could apply retroactively. We have not requested and do not plan to request any rulings from the Internal Revenue Service concerning the matters discussed in the following discussion. It is possible the Internal Revenue Service could challenge the statements in this discussion, which do not bind the Internal Revenue Service or the courts, and a court could agree with the Internal Revenue Service.

Tax Legislation

On March 30, 2010, the President signed into law the Health Care and Education Reconciliation Act of 2010 (the Reconciliation Act). The Reconciliation Act will require certain U.S. holders who are individuals, estates or trusts to pay a 3.8% Medicare tax on, among other things, dividends, interest on and capital gains from the sale or other disposition of our equity or debt obligations, subject to certain exceptions. This tax will apply for taxable years beginning after December 31, 2012. U.S. holders are urged to consult their tax advisors regarding the effect, if any, of this legislation on their ownership and disposition of our equity or debt securities.

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DESCRIPTION OF THE NOTES

This description of the particular terms of each series of Notes offered hereby supplements and, to the extent inconsistent therewith, replaces the description of the general terms and provisions of the Notes set forth in the accompanying prospectus.

The 2021 Notes and the 2023 Notes are to be issued under an Indenture, as amended by the First Supplemental Indenture dated May 4, 2007 and the Second Supplemental Indenture to be dated June 3, 2011, which we have entered into with U.S. Bank National Association, as successor to SunTrust Bank, and which has been filed with the Securities and Exchange Commission (the SEC) and is available for inspection at the corporate trust office of U.S. Bank National Association at Two James Center, 1021 E. Cary Street, Richmond, Virginia 23219-4000. As used in this prospectus supplement, the term Indenture refers to the Indenture, as amended by the First Supplemental Indenture and the Second Supplemental Indenture, and as further amended or supplemented from time to time. The Indenture is subject to, and governed by, the Trust Indenture Act of 1939, as amended.

The following summarizes selected provisions of the Indenture, the Second Supplemental Indenture and the Notes (the forms of which Second Supplemental Indenture and Notes have been filed pursuant to a Current Report on Form 8-K as exhibits to the registration statement of which the accompanying prospectus forms a part). It does not restate the Indenture or the terms of the Notes in their entirety. We urge you to read the Indenture and the forms of Notes because they, and not this description, define your rights as holders of the Notes.

General

The 2021 Notes will be initially limited to an aggregate principal amount of $250,000,000 and will mature on June 15, 2021, unless previously redeemed. The 2023 Notes will be initially limited to an aggregate principal amount of $250,000,000 and will mature on June 15, 2023, unless previously redeemed. We refer to the 20 Notes and the 20 Notes collectively as the Notes. The Notes will be our senior unsecured obligations and will rank equally with each other and with all of our other unsecured and unsubordinated indebtedness from time to time outstanding. The Notes will be effectively subordinated to our mortgages and other secured indebtedness to the extent of the assets securing such debt and to our subsidiaries indebtedness to the extent of the assets of those subsidiaries. The Notes will be issued only in fully registered form without coupons in denominations of $2,000 and integral multiples of $1,000.

As of March 31, 2011, on a pro forma basis after giving effect to the issuance of the Notes offered hereby and the application of the proceeds from the offering, our and our subsidiaries total outstanding indebtedness would be approximately $2,474,520,000, of which approximately 57.4% would be unsecured.

Except as described under Limitations on Incurrence of Indebtedness, Merger, Consolidation and Sale of Assets and Covenants below and under Description of Debt Securities Merger, Consolidation and Sale of Assets and Covenant the accompanying prospectus, the Indenture does not contain any other provisions that would limit our ability to incur indebtedness or that would afford holders of the Notes protection if we were to engage in transactions such as a highly leveraged or similar transaction, a change of control or a reorganization, restructuring, merger or similar transaction. In addition, subject to the limitations set forth under Limitations on Incurrence of Indebtedness, Merger, Consolidation and Sale of Assets and Covenants below, we may, in the future, enter into transactions, such as the sale of all or substantially all of our assets or a merger or consolidation that would increase the amount of our indebtedness or substantially reduce or eliminate our assets, which may have an adverse effect on our ability to service indebtedness, including the Notes. We have no present intention of engaging in a highly leveraged or similar transaction.

We may from time to time, without the consent of existing Note holders, create and issue further notes having the same terms and conditions as each series of Notes offered hereby in all respects, except for the issue date, the issue price and the first payment of interest thereon. Additional notes issued in this manner will be consolidated with and will form a single series with the applicable previously outstanding series of Notes.

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Principal and Interest

Interest on the 2021 Notes will accrue at the rate of 4.625% per year. Interest on the 2023 Notes will accrue at the rate of 4.875% per year. Interest on each series of the Notes will be payable semi-annually in arrears on June 15 and December 15, commencing on December 15, 2011, to the holders of record of the Notes on the immediately preceding June 1 and December 1.

Interest on the Notes will accrue from June 3, 2011 or, if interest has already been paid, from the date it was most recently paid. Interest will be computed on the basis of a 360-day year of twelve 30-day months. If any interest payment date or date of maturity falls on a day that is not a business day, the required payment will be made on the next business day.

Optional Redemption

We may redeem on any one or more occasions some or all of each series of Notes before they mature. The redemption price will equal the sum of (1) an amount equal to 100% of the principal amount thereof and (2) a make-whole premium, together with accrued and unpaid interest up to but not including the redemption date. We will calculate the make-whole premium as the amount of:

the aggregate present value as of the redemption date of each dollar of principal of the respective series of Notes being redeemed and the amount of interest (exclusive of interest accrued to the redemption date) that would have been payable in respect of such dollar if such redemption had not been made, determined by discounting, on a semi-annual basis, such principal and interest at the Reinvestment Rate (determined on the third business day preceding the date the notice of redemption is given) from the respective dates on which such principal and interest would have been payable if such redemption had not been made, over

the aggregate principal amount of the Notes being redeemed.

Reinvestment Rate means 0.25% for the 2021 Notes and 0.30% for the 2023 Notes, in each case plus the arithmetic mean of the yields under the respective headings This Week and Last Week published in the most recent Federal Reserve Statistical Release H.15 (519) that has become publicly available prior to the date of determining the make-whole premium (or if such Statistical Release is no longer published, any such other reasonably comparable index that we designate) under the caption Treasury Constant Maturities for the maturity (rounded to the nearest month) corresponding to the then remaining maturity of such series of Notes being redeemed. If no maturity exactly corresponds to such maturity, the Reinvestment Rate will be obtained by linear interpolation (calculated to the nearest one-twelfth of a year) from the yields for the two published maturities most closely corresponding to such maturity.

If, however, we redeem Notes of either series 90 days or fewer prior to their maturity date, the redemption price will equal 100% of the principal amount of the Notes to be redeemed plus accrued and unpaid interest on the amount being redeemed to the redemption date.

We will give you notice of any optional redemption at your address, as shown in our security register, at least 30 but not more than 60 days before the redemption date. The notice of redemption will specify, among other items, the redemption price and the principal amount of the Notes held by such holder to be redeemed.

If we redeem less than all of any series of Notes at any time, we will notify the trustee at least 45 days prior to the redemption date (or such shorter period as is satisfactory to the trustee) of the aggregate principal amount of that series of Notes to be redeemed and their redemption date. The trustee will select the Notes to be redeemed in such manner as it deems fair and appropriate. We will not redeem Notes in increments of less than $2,000 or other than in integral multiples of $1,000.

On and after the redemption date, the respective series of Notes or portion of them called for redemption will cease accruing interest unless we fail to give notice as provided in the Indenture or default in the payment of the redemption price.

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Limitations on Incurrence of Indebtedness

The following description replaces the description under Description of Debt Securities Limitation on Incurrence of Indebtedness in the accompanying prospectus.

Under the Indenture, we may not, and may not permit any of our Subsidiaries (as defined below) to, incur any Debt (as defined below) if, immediately after giving effect to the incurrence of such additional Debt and the application of the proceeds thereof, the aggregate principal amount of all of our and our Subsidiaries outstanding Debt on a consolidated basis determined in accordance with generally accepted accounting principles is greater than 60% of the sum of (without duplication):

1. our and our Subsidiaries Total Assets (as defined below) as of the end of the calendar quarter covered in our Annual Report on Form 10-K or Quarterly Report on Form 10-Q, as the case may be, most recently filed with the SEC (or, if such filing is not permitted under the Exchange Act, with the trustee) prior to the incurrence of such additional Debt; and

2. the purchase price of any real estate assets or mortgages receivable acquired, and the amount of any securities offering proceeds received (to the extent that such proceeds were not used to acquire real estate assets or mortgages receivable or used to reduce Debt), by us or any of our Subsidiaries since the end of such calendar quarter, including those proceeds obtained in connection with the incurrence of such additional Debt.

In addition, we may not, and may not permit any of our Subsidiaries to, incur any Debt secured by any Encumbrance (as defined below) upon any of our or our Subsidiaries property if, immediately after giving effect to the incurrence of such additional Debt and the application of the proceeds thereof, the aggregate principal amount of all of our and our Subsidiaries outstanding Debt on a consolidated basis which is secured by any Encumbrance on our or any of our Subsidiaries property is greater than 40% of the sum of (without duplication):

1. our and our Subsidiaries Total Assets as of the end of the calendar quarter covered in our Annual Report on Form 10-K or Quarterly Report on Form 10-Q, as the case may be, most recently filed with the SEC (or, if such filing is not permitted under the Exchange Act, with the trustee) prior to the incurrence of such additional Debt; and

2. the purchase price of any real estate assets or mortgages receivable acquired, and the amount of any securities offering proceeds received (to the extent that such proceeds were not used to acquire real estate assets or mortgages receivable or used to reduce Debt), by us or any of our Subsidiaries since the end of such calendar quarter, including those proceeds obtained in connection with the incurrence of such additional Debt.

Also, neither we nor our Subsidiaries may at any time own Total Unencumbered Assets (as defined below) equal to less than 150% of the aggregate outstanding principal amount of the Unsecured Debt (as defined below) on a consolidated basis.

Furthermore, we may not, and may not permit any of our Subsidiaries to, incur any Debt if the ratio of Consolidated Income Available for Debt Service (as defined below) to the Annual Service Charge (as defined below) for the four consecutive fiscal quarters most recently ended prior to the date on which such additional Debt is to be incurred will have been less than 1.5:1, on a pro forma basis after giving effect thereto and to the application of the proceeds therefrom, and calculated on the assumptions that:

1. such Debt and any other Debt that we or any of our Subsidiaries incur since the first day of such four-quarter period and the application of the proceeds therefrom, including to refinance other Debt, had been incurred at the beginning of such period;

2. the repayment or retirement of any other of our and our Subsidiaries Debt since the first day of such four-quarter period had been repaid or retired at the beginning of such period (except that, in making such computation, the amount of Debt under any revolving credit facility will be computed based upon the average daily balance of such Debt during such period);

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3. in the case of Acquired Debt (as defined below) or Debt incurred in connection with any acquisition since the first day of such four-quarter period, the related acquisition had occurred as of the first day of such period with appropriate adjustments with respect to such acquisition being included in such pro forma calculation; and

4. if we or any of our Subsidiaries acquire or dispose of any asset or group of assets since the first day of such four-quarter period, whether by merger, stock purchase or sale, or asset purchase or sale, such acquisition or disposition or any related repayment of Debt had occurred as of the first day of such period with the appropriate adjustments with respect to such acquisition or disposition being included in such pro forma calculation.

Acquired Debt means Debt of a person:

1. existing at the time such person becomes a Subsidiary; or

2. assumed in connection with the acquisition of assets from such person or entity,

in each case, other than Debt incurred in connection with, or in contemplation of, such person becoming a Subsidiary or such acquisition. Acquired Debt will be deemed to be incurred on the date of the related acquisition of assets from any person or the date the acquired person becomes a Subsidiary.

Annual Service Charge as of any date means the maximum amount which is payable in any period for interest on, and original issue discount of, our and our Subsidiaries Debt and the amount of dividends which are payable in respect of any Disqualified Shares (as defined below).

Consolidated Income Available for Debt Service for any period means our and our Subsidiaries Earnings from Operations (as defined below) plus amounts that have been deducted, and minus amounts that have been added, for the following (without duplication):

1. our and our Subsidiaries interest on Debt;

2. our and our Subsidiaries provision for taxes based on income;

3. amortization of debt discount and deferred financing costs;

4. provisions for gains and losses on properties and property depreciation and amortization;

5. the effect of any noncash charge resulting from a change in accounting principles in determining Earnings from Operations for such period; and

6. amortization of deferred charges.

Debt means, without duplication, any of our and our Subsidiaries indebtedness, whether or not contingent, in respect of:

1. borrowed money or evidenced by bonds, notes, debentures or similar instruments;

2. indebtedness for borrowed money secured by any Encumbrance existing on our or any of our Subsidiaries property;

3. the reimbursement obligations, contingent or otherwise, in connection with any letters of credit actually issued (other than letters of credit issued to provide credit enhancement or support with respect to other of our or any of our Subsidiaries indebtedness otherwise reflected as Debt hereunder) or amounts representing the balance deferred and unpaid of the purchase price of any property or services, except any such balance that constitutes an accrued expense or trade payable, or all conditional sale obligations or obligations under any title retention agreement;

4.

the principal amount of all of our and our Subsidiaries obligations with respect to redemption, repayment or other repurchase of any Disqualified Shares; or

5. any lease of property in which we or any of our Subsidiaries is a lessee which is reflected on our consolidated balance sheet as a capitalized lease in accordance with generally accepted accounting principles,

to the extent, in the case of items of indebtedness under (1) through (3) above, that any such items (other than letters of credit) would appear as a liability on our consolidated balance sheet in accordance with generally accepted accounting principles, and also includes, to the extent not otherwise included, any of our or our Subsidiaries obligations to be liable for, or to pay, as obligor, guarantor or otherwise (other than for purposes of collection in the ordinary course of business), Debt of a person other than our company or any of our Subsidiaries (it being understood that we will be deemed to incur Debt whenever we or any of our Subsidiaries creates, assumes, guarantees or otherwise becomes liable in respect thereof).

Disqualified Shares means, with respect to any person, any capital stock of such person which by the terms of such capital stock (or by the terms of any security into which it is convertible or for which it is exchangeable or exercisable), upon the happening of any event or otherwise:

1. matures or is mandatorily redeemable, pursuant to a sinking fund obligation or otherwise (other than capital stock which is redeemable solely in exchange for common stock);

2. is convertible into or exchangeable or exercisable for Debt or Disqualified Shares; or

3. is redeemable at the option of the holder thereof, in whole or in part (other than capital stock which is redeemable solely in exchange for common stock),

in each case on or prior to the stated maturity of the Notes.

Earnings from Operations for any period means net earnings excluding gains and losses on sales of investments, as reflected in our consolidated financial statements for such period determined on a consolidated basis in accordance with generally accepted accounting principles.

Encumbrance means any mortgage, lien, charge, pledge or security interest of any kind.

Subsidiary means any corporation or other entity of which we directly, or indirectly through one or more of our Subsidiaries, own a majority of the voting power of the voting equity securities or the outstanding equity interests. For the purposes of this definition, voting equity securities means equity securities having voting power for the election of directors, whether at all times or only so long as no senior class of security has such voting power by reason of any contingency.

Total Assets as of any date means the sum of:

1. the Undepreciated Real Estate Assets; and

2. all of our and our Subsidiaries other assets determined in accordance with generally accepted accounting principles (but excluding accounts receivable and intangibles).

Total Unencumbered Assets means the sum of

1. those Undepreciated Real Estate Assets not subject to an Encumbrance; and

2. all of our and our Subsidiaries other assets not subject to an Encumbrance determined in accordance with generally accepted accounting principles (but excluding accounts receivable and intangibles);

provided, however, that all investments by us and our Subsidiaries in unconsolidated joint ventures, unconsolidated limited partnerships, unconsolidated limited liability companies and other unconsolidated entities shall be excluded from Total Unencumbered Assets to the extent that such investments would have otherwise been included.

Undepreciated Real Estate Assets as of any date means the cost (original cost plus capital improvements) of our and our Subsidiaries real estate assets on such date, before depreciation and amortization, determined on a consolidated basis in accordance with generally accepted accounting principles.

Unsecured Debt means Debt that is not secured by any Encumbrance upon any of our or our Subsidiaries properties.

See Description of Debt Securities Covenants in the accompanying prospectus for a description of additional covenants applicable to us.

Merger, Consolidation and Sale of Assets

Under the Indenture, we may consolidate with, or sell, lease or convey all or substantially all of our assets to, or merge with or into, any other entity, provided that:

1. either we are the continuing entity, or the successor entity expressly assumes each series of Notes and all of our obligations relating to each series of Notes;

2. immediately after giving effect to such transaction and treating any indebtedness that becomes our obligation as a result thereof as having been incurred by us at the time of such transaction, no event of default under the Indenture, and no event that after notice or the lapse of time, or both, would become such an event of default, has occurred and is continuing; and

3. an officers certificate and legal opinion covering such conditions is delivered to the trustee.

Events of Default, Notice and Waiver

The Indenture provides that the following events are Events of Default with respect to each series of Notes:

1. default for 30 days in the payment of any installment of interest and other amounts payable (other than principal) on any Note when due and payable;

2. default in the payment of the principal of any Note when due and payable;

3. default in the performance, or breach, of any of our covenants contained in the Indenture that continues for 60 days after written notice as provided in the Indenture;

4. default under any bond, debenture, note, mortgage, indenture or instrument with an aggregate principal amount outstanding of at least $35,000,000, which default has resulted in such indebtedness becoming or being declared due and payable prior to the date on which it would otherwise have become due and payable, without such indebtedness having been discharged or such acceleration having been rescinded or annulled within a period of 30 days after written notice to us as provided in the Indenture; or

5. certain events of bankruptcy, insolvency or reorganization or appointment of a receiver, liquidator or trustee.

See Description of Debt Securities Events of Default, Notice and Waiver in the accompanying prospectus for a description of rights, remedies and other matters relating to Events of Default.

Discharge, Defeasance and Covenant Defeasance

The provisions of Article 14 of the Indenture relating to defeasance and covenant defeasance, which are described in the accompanying prospectus, will apply to the Notes.

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Book Entry System

The Notes will be issued in the form of one or more fully registered global securities (Global Securities) that will be deposited with, or on behalf of, The Depository Trust Company (DTC), and registered in the name of DTC s partnership nominee, Cede & Co. Except under the circumstance described below, the Notes will not be issuable in definitive form. Unless and until it is exchanged in whole or in part for the individual notes it represents, a Global Security may not be transferred except as a whole by DTC to a nominee of DTC or by a nominee of DTC to DTC or another nominee of DTC or by DTC or any nominee of DTC to a successor depository or any nominee of such successor.

DTC has advised us of the following information regarding DTC: DTC is a limited-purpose trust company organized under the New York Banking Law, a banking organization within the meaning of the New York Banking Law, a member of the Federal Reserve System, a clearing corporation within the meaning of the New York Uniform Commercial Code, and a clearing agency registered pursuant to the provisions of Section 17A of the Exchange Act.

DTC holds and provides asset servicing for over 3.5 million issues of U.S. and non-U.S. equity issues, corporate and municipal debt issues, and money market instruments that DTC s participants (Direct Participants) deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions in deposited securities through electronic computerized book-entry transfers and pledges between Direct Participants accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation (DTCC). DTCC is owned by the holding company for DTC, National Securities Clearing Corporation and Fixed Income Clearing Corporation, all of which are registered clearing agencies. DTCC is owned by the users of its regulated subsidiaries. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly (Indirect Participants). The DTC rules applicable to its participants are on file with the SEC.

Purchases of Global Securities under the DTC system must be made by or through Direct Participants, which will receive a credit for the Global Securities on DTC s records. The ownership interest of each actual purchaser of each Global Security (Beneficial Owner) is in turn to be recorded on the Direct and Indirect Participants records. Beneficial Owners will not receive written confirmation from DTC of their purchase. Beneficial Owners are, however, expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the Global Securities are to be accomplished by entries made on the books of Direct and Indirect Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in Global Securities, except in the event that use of the book-entry system for the Global Securities is discontinued.

To facilitate subsequent transfers, all Global Securities deposited by Direct Participants with DTC are registered in the name of DTC s partnership nominee, Cede & Co., or such other name as may be requested by an authorized representative of DTC. The deposit of Global Securities with DTC and their registration in the name of Cede & Co. or such other DTC nominee do not effect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the Global Securities; DTC s records reflect only the identity of the Direct Participants to whose accounts such Global Securities are credited, which may or may not be the Beneficial Owners. The Direct and Indirect Participants will remain responsible for keeping account of their holdings on behalf of their customers.

Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time.

Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to the Global Securities unless authorized by a Direct Participant in accordance with DTC s procedures. Under its usual

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procedures, DTC mails an Omnibus Proxy to us as soon as possible after the record date. The Omnibus Proxy assigns Cede & Co. s consenting or voting rights to those Direct Participants to whose accounts the Global Securities are credited on the record date (identified in a listing attached to the Omnibus Proxy). Principal and interest payments on the Global Securities will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC s practice is to credit Direct Participants accounts, upon DTC s receipt of funds and corresponding detail information from us or the Trustee, on payable date in accordance with their respective holdings shown on DTC s records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in street name, and will be the responsibility of such Participant and not of DTC, the Trustee or us, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of principal and interest to Cede & Co. (or such other nominee as requested by an authorized representative of DTC) is our responsibility or that of the Trustee, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Direct and Indirect Participants.

DTC may discontinue providing its services as depository with respect to the Global Securities at any time by giving reasonable notice to us or the Trustee. Under such circumstances, in the event that a successor securities depository is not obtained, Global Security certificates are required to be printed and delivered.

We may decide to discontinue use of the system of book-entry transfers through DTC (or a successor securities depository). In that event, Global Security certificates will be printed and delivered to DTC.

Clearstream. Clearstream Banking, société anonyme (Clearstream), is incorporated under the laws of Luxembourg as a professional depositary. Clearstream holds securities for its participating organizations (Clearstream Participants) and facilitates the clearance and settlement of securities transactions between Clearstream Participants through electronic book-entry changes in accounts of Clearstream Participants, thereby eliminating the need for physical movement of certificates. Clearstream provides Clearstream Participants with, among other things, services for safekeeping, administration, clearance and establishment of internationally traded securities and securities lending and borrowing. Clearstream interfaces with domestic markets in several countries. As a professional depositary, Clearstream is subject to regulation by the Luxembourg Monetary Institute. Clearstream Participants are recognized financial institutions around the world, including underwriters, securities brokers and dealers, banks, trust companies, clearing corporations and certain other organizations, and may include the underwriters. Indirect access to Clearstream is also available to others, such as banks, brokers, dealers and trust companies that clear through or maintain a custodial relationship with a Clearstream Participant either directly or indirectly.

Distributions with respect to Notes held beneficially through Clearstream will be credited to cash accounts of Clearstream Participants in accordance with its rules and procedures to the extent received by DTC for Clearstream.

Euroclear. Euroclear Bank S.A./N.V. (Euroclear) was created in 1968 to hold securities for participants of Euroclear (Euroclear Participants) and to clear and settle transactions between Euroclear Participants through simultaneous electronic book-entry delivery against payment, thereby eliminating the need for physical movement of certificates and any risk from lack of simultaneous transfers of securities and cash. Euroclear includes various other services, including securities lending and borrowing and interfaces with domestic markets in several markets in several countries. Euroclear is operated by Euroclear Bank S.A./N.V. (the Euroclear Operator), under contract with Euro-clear Clearance Systems S.C., a Belgian cooperative corporation (the Cooperative). All operations are conducted by the Euroclear Operator, and all Euroclear securities clearance accounts and Euroclear cash accounts are accounts with the Euroclear Operator, not the Cooperative. The Cooperative establishes policy for Euroclear on behalf of Euroclear Participants. Euroclear Participants include banks (including central banks), securities brokers and dealers and other professional financial intermediaries and may include the underwriters. Indirect access to Euroclear is also available to other firms that clear through or maintain a custodial relationship with a Euroclear Participant, either directly or indirectly.

The Euroclear Operator is regulated and examined by the Belgian Banking Commission.

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Links have been established among DTC, Clearstream and Euroclear to facilitate the initial issuance of the Notes sold outside of the United States and cross-market transfers of the Notes associated with secondary market trading.

Although DTC, Clearstream and Euroclear have agreed to the procedures provided below in order to facilitate transfers, they are under no obligation to perform these procedures, and these procedures may be modified or discontinued at any time.

The information in this section concerning DTC, Clearstream and Euroclear and DTC s book-entry system has been obtained from sources that we believe to be reliable, but we take no responsibility for the accuracy of this information.

Same-Day Settlement and Payment

The underwriters will settle each series of Notes in immediately available funds. We will make all payments of principal and interest in respect of the Notes in immediately available funds.

Each series of Notes will trade in DTC s Same-Day Funds Settlement System until maturity or until the Notes are issued in certificated form, and secondary market trading activity in the Notes will therefore be required by DTC to settle in immediately available funds.

Tuition and Fees Strayer charges tuition by the course. Each course is 4.5 credit hours. As of January 1, 2009, undergraduate full-time students are charged $1,435 per course. Undergraduate part-time students are charged $1,510 per course. Students in graduate programs are charged at the rate of $1,945 per course. Accordingly, a full-time student seeking to obtain a bachelor s degree in four years currently would pay approximately $14,000 per year in tuition. Strayer University implemented a tuition price increase of approximately 5% per course effective January 1, 2009, which is reflected in the above tuition rates. Under a variety of different programs, Strayer University offers scholarships and tuition discounts to active duty military students and in connection with various corporate and government sponsorship and tuition reimbursement arrangements. Career Development Services Although most of Strayer University s students are already employed, the University actively assists its students and alumni with job placement and other career-related matters through career development offices in each region where the University has campuses. Strayer s career development

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personnel conduct workshops on employment-related topics (including resume preparation, interviewing techniques and job search strategies), maintain job listings, arrange campus interviews by employers and provide other placement assistance. Strayer University sponsors career fairs in the fall and spring quarters for students and alumni to discuss career opportunities with companies and governmental agencies.

We regularly conduct alumni surveys to monitor the career progression of our graduates and to support outcome assessment efforts required by Middle States and state regulators.

Employees

As of December 31, 2008, Strayer University employed 2,407 faculty members, of whom 184 were full-time and approximately 2,223 were part-time. Full-time faculty members teach on average 4-5 courses per quarter compared to adjunct faculty who normally teach 1-2 courses per quarter (not all part-time faculty teach every quarter). The University also employed 1,456 non-faculty staff in information systems, financial aid, recruitment and admissions, student administration, marketing and human resources, corporate accounting and other administrative functions. Of the University s non-faculty staff, 1,304 were employed full-time and 152 were employed part-time.

Intellectual Property

In the ordinary course of its business, Strayer develops many kinds of intellectual property that are or will be the subject of copyright, trademark, service mark, patent, trade secret or other protections. Such intellectual property includes Strayer s courseware materials for classes taught via the Internet or other distance-learning means and business know-how and internal processes and procedures developed to respond to the requirements of its operations and various education regulatory agencies. Strayer also claims rights to the mark STRAYER for educational services and has obtained federal registration of the mark.

Regulation

Regulatory Environment

The Higher Education Act of 1965, as amended (the Higher Education Act), and the regulations promulgated thereunder require all higher education institutions that participate in the various financial aid programs under Title IV of the Higher Education Act (Title IV programs), including Strayer University, both to comply with detailed substantive and reporting requirements and to undergo periodic regulatory scrutiny. The Higher Education Act mandates specific regulatory responsibility for each of the following components of the higher education regulatory triad: (1) the federal government through the U.S. Department of Education (Department of Education); (2) the institutional accrediting agencies recognized by the U.S. Secretary of Education (Secretary of Education) and (3) state education regulatory bodies. The regulations, standards and policies of these regulatory agencies are subject to frequent change.

Accreditation

Strayer University has been institutionally accredited since 1981 by Middle States, a regional accrediting agency recognized by the Secretary of Education. Strayer University is accredited by Middle States through 2017. Accreditation is a system for recognizing educational institutions and their programs for integrity, educational quality, faculty, physical resources, administrative capability and financial stability that signifies that they merit the confidence of the educational community and the public. In the United States, this recognition comes primarily through private voluntary associations of institutions and programs of higher education. These associations establish criteria for accreditation, conduct peer-review evaluations of institutions and programs, and publicly designate those institutions that meet their standards. Accredited schools are subject to periodic review by accrediting bodies to determine whether such schools maintain the performance, integrity and quality required for accreditation.

Middle States accredits degree-granting public and private colleges and universities in its region (including Delaware, Washington, D.C., Maryland, New Jersey, New York, Pennsylvania, Puerto Rico and U.S. Virgin Islands), including distance education programs offered by those institutions. Accreditation by Middle States is an important attribute of Strayer University. Colleges and universities depend on accreditation in evaluating transfers of credit and applications to graduate schools. Employers rely on the accredited status of institutions when evaluating a candidate s credentials, and students and corporate and government sponsors under tuition reimbursement programs look to accreditation for assurance that an institution maintains quality educational standards. Moreover, institutional accreditation is necessary to qualify for eligibility to participate in federal student financial assistance programs.

As with all its regulatory relationships, Strayer University strives to maintain close contact with, and to provide frequent status updates to, Middle States. This regular contact keeps Middle States informed of the University s planned activities and aims to ensure that the University s performance continues to meet Middle States expectations. To this end, Strayer University is committed to evaluating periodically its own performance, submitting reports to Middle States and making any necessary improvements to continue meeting Middle States accreditation standards as the University grows and expands geographically. If an institution s performance were ever not to meet its accrediting agency s (or other regulator s) expectations or failed to meet applicable standards, then its operations could be conditioned, or severely constrained or even curtailed, depending on the severity of the non-compliance. Accordingly, Strayer University endeavors to proactively keep Middle States (and all of its other regulators) fully informed and satisfied with its performance and strives to maintain good regulatory relationships as a key University priority.

In 2006, Strayer University completed a comprehensive self study report, which was submitted to Middle States to support Strayer University s request for early reaffirmation of accreditation prior to Middle States next scheduled accreditation review in 2011. The Company s objective is to provide a high quality post-secondary education to working adult students, and participation in academic peer review processes is an important way to help it meet that objective. Middle States reviewed Strayer University s report and on June 28, 2007, reaffirmed Strayer University s accreditation for 10 years through 2017. All of Strayer University s new campus locations require Middle States approval before students are enrolled.

In 2000, the agencies that accredit higher education institutions in various regions of the United States adopted a Policy Statement on Evaluation of Institutions Operating Interregionally. Under that policy, both the home regional accreditor and the host regional accreditor cooperate to evaluate an institution that delivers education at a physical site in the host accreditor s region. Although the home region is solely responsible for final accreditation actions, as we open campuses in regions outside Middle States region, the host regional accreditors may elect to participate in the accreditation process of such expansion operations.

State Education Licensure

We are authorized to offer our programs, including those offered through Strayer University Online, by the applicable educational regulatory agencies in all states where our campuses and Strayer University Online facilities are located. We are dependent upon the authorization of each state where we are physically located to allow us to operate and to grant degrees or diplomas to students in those states. We are subject to extensive regulation in each of the 15 jurisdictions (Alabama, Delaware, Florida, Georgia, Kentucky, Maryland, New Jersey, North Carolina, Pennsylvania, South Carolina, Tennessee, Utah, Virginia, West Virginia and Washington, D.C.) in which we currently maintain or are authorized to maintain campuses and in which we are authorized to offer educational programs, and we will be subject to similar extensive regulation in those additional states in which we may expand

our operations in the future. State laws and regulations affect our operations and may limit our ability to introduce educational programs or establish new campuses. We are required by the Higher Education Act to maintain appropriate state education licensure in each state where we maintain a campus that participates in Title IV programs.

The increasing popularity and use of the Internet and other online services for the delivery of education has led and may lead to the adoption of new laws and regulatory practices in the United States or foreign countries or to interpretation of the application of existing laws and regulations to such services. These new laws and interpretations may relate to issues such as the requirement that online education institutions be licensed as a school in one or more jurisdictions even where they have no physical location. New laws, regulations, or interpretations related to doing business over the Internet could increase Strayer University s cost of doing business, affect its ability to increase enrollments and revenues, or otherwise have a material adverse effect on our business.

Other Approvals

We are approved by appropriate authorities for the education of veterans and members of the selective reserve and their dependents, as well as for the rehabilitation of veterans. In addition, we are authorized by the U.S. Department of Homeland Security to admit foreign students for study in the United States subject to applicable requirements. The U.S. Department of Homeland Security, working with the U.S. Department of State, has implemented a mandatory electronic reporting system for schools that enroll foreign students and exchange visitors.

Financing Student Education

Students finance their Strayer University education in a variety of ways. A significant number of students borrow money from banks through a federally guaranteed loan or receive loans directly from the Department of Education. In the 2008 fall term, approximately 66% of Strayer University s students participated in one or more Title IV programs. In addition, many of our working adult students finance their own education or receive full or partial tuition reimbursement from their employers. Congress has enacted several tax credits for students pursuing higher education and has provided for a tax deduction for interest on student loans and exclusions from income of certain tuition reimbursement amounts.

Many financial aid programs are designed to assist eligible students whose financial resources are inadequate to meet the cost of education. With these programs, financial aid is awarded on the basis of financial need, generally defined under the Higher Education Act as the difference between the cost of attending a program of study and the amount a student reasonably can be expected to contribute to those expenses. All recipients of financial aid must maintain a satisfactory grade point average and progress in a timely manner toward completion of a program of study.

Title IV Programs

Strayer University maintains eligibility for its students to participate in the following Title IV programs:

Federal Pell Grants. Grants under the Federal Pell Grant (Pell) program are available to eligible students based on financial need and other factors.

Campus-Based Programs. The campus-based Title IV programs include the Federal Supplemental Educational Opportunity Grant program and the Federal Perkins Loan (Perkins) program.

Federal Family Education Loans. Pursuant to the Federal Family Education Loan Program (the FFEL Program), which currently includes the Federal Stafford Loan (Stafford) program, the Federal Parent Loan for Undergraduate Students (PLUS) program, and the Federal Consolidation Loan Program, students and their parents can obtain from lending

institutions subsidized and unsubsidized student loans, which are guaranteed by a guaranty agency and ultimately by the federal government. Students who demonstrate financial need may qualify for a subsidized Stafford loan. With a subsidized Stafford loan, the federal government will pay the interest on the loan while the student is in school and during any approved periods of deferment, until the student s obligation to repay the loan begins. Unsubsidized Stafford loans are available to students who do not qualify for a subsidized Stafford loan or, in some cases, in addition to a subsidized Stafford loan.

Federal Direct Student Loans. Under the William D. Ford Federal Direct Loan Program (the Direct Loan Program), the Department of Education makes loans directly to students rather than guaranteeing loans made by lending institutions.

Return of Federal Funds

Under the Higher Education Act s return-of-funds provision, an institution must return in a timely manner Title IV funds to programs from which a student who withdraws received aid that he or she did not earn due to such withdrawal. The institution must first determine the amount of Title IV program funds that the student earned. If the student withdraws during the first 60% of any period of enrollment or payment period, the amount of Title IV program funds that the student earned is equal to a pro rata portion of the funds for which the student would otherwise be eligible. If the student withdraws after the 60% point, then the student has earned 100% of the Title IV program funds. The institution must return to the appropriate Title IV programs, in a specified order and excluding the Federal Work-Study Program, the lesser of the unearned Title IV program funds or the institutional charges incurred by the student for the period multiplied by the percentage of unearned Title IV program funds. An institution must return the funds no later than 45 days after the date of the institution s determination that a student withdrew. If such payments are not made in a timely manner, an institution may be subject to adverse action, including being required to submit a letter of credit equal to 25% of the refunds the institution should have made in its most recently completed fiscal year. Under Department of Education regulations, if late returns of Title IV program funds constitute 5% or more of students sampled in the institution s annual compliance audit for either of its two most recently completed fiscal years, an institution generally must submit an irrevocable letter of credit payable to the Secretary of Education. In June 2008, the University issued the Department of Education an irrevocable letter of credit in the amount of $1.4 million, which expires in June 2009, in connection with this regulation.

Other Financial Aid Programs

Eligible students at Strayer University may also participate in educational assistance programs administered by the U.S. Department of Veterans Affairs, the U.S. Department of Defense, the District of Columbia, the State of Pennsylvania, and private organizations.

Financial Aid Regulation

To be eligible to participate in Title IV programs, Strayer University must comply with specific standards and procedures set forth in the Higher Education Act and the regulations issued thereunder by the Department of Education. An institution must, among other things, be authorized by each state within which it is physically located to offer its educational programs and maintain institutional accreditation by a recognized accrediting agency. The institution also must be certified by the Department of Education to participate in Title IV programs, based on a determination that, among other things, the institution meets certain standards of administrative capability and financial responsibility. For purposes of the Title IV programs, Strayer University and all of its campuses are considered to be a single institution of higher education so that Department of Education requirements applicable to an institution of higher education are generally applied to all of Strayer University s campuses in the aggregate rather than on an individual basis. Strayer University and each of its campuses are currently certified to participate in Title IV programs.

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Congress reauthorizes the Higher Education Act approximately every five to six years. On July 31, 2008, Congress completed the reauthorization process by passing the Higher Education Opportunity Act or HEOA, which President Bush signed into law on August 14, 2008. HEOA provisions are effective upon enactment, unless otherwise specified in the law. In addition to HEOA, three other laws to amend and reauthorize aspects of the Higher Education Act have been enacted. In February 2006, President Bush signed the Deficit Reduction Act of 2005, which includes the Higher Education Reconciliation Act of 2005, or HERA. Among other measures, HERA reauthorized the Higher Education Act with respect to the federal guaranteed student loan programs. In September 2007, President Bush signed the College Cost Reduction and Access Act, which increased benefits to students under the Title IV programs and reduced payments to and raised costs for lenders that participate in the federal student loan programs. In May 2008, President Bush signed the Ensuring Continued Access to Student Loans Act of 2008, or ECASLA, which was designed to facilitate student loan availability and to increase student access to federal financial aid in light of current market conditions. Congress recently extended ECASLA for an additional year, to June 30, 2010.

HEOA includes numerous new and revised requirements for higher education institutions. The Department of Education has stated that affected parties are responsible for taking steps to comply with HEOA by the effective dates established in HEOA, even though the Department of Education has yet to issue regulations to implement HEOA s provisions. The Department of Education has started the process for development of regulations to implement HEOA changes to Title IV of the Higher Education Act. We cannot predict how the Department of Education will interpret HEOA s provisions through rulemaking or otherwise.

In addition, Congress reviews and determines appropriations for Title IV programs on an annual basis. An elimination of certain Title IV programs, a reduction in federal funding levels of such programs, material changes in the requirements for participation in such programs, or the substitution of materially different programs could reduce the ability of certain students to finance their education. This, in turn, could lead to lower enrollments at Strayer University or require Strayer University to increase its reliance upon alternative sources of student financial aid. Given the significant percentage of Strayer University s revenues that are derived indirectly from the Title IV programs, the loss of or a significant reduction in Title IV program funds available to Strayer University s students could have a material adverse effect on Strayer.

The regulations applicable to Strayer University have been subject to frequent revisions, many of which have increased the level of scrutiny to which higher education institutions are subjected and have raised applicable standards. If Strayer University were not to continue to comply with such regulations, such non-compliance might affect the operations of the University and its ability to participate in Title IV programs.

Certain elements of the regulations applicable to Strayer University are described below.

Administrative Capability

Department of Education regulations specify extensive criteria by which an institution must establish that it has the requisite administrative capability to participate in Title IV programs. To meet the administrative capability standards, an institution, among other things, must comply with all applicable Title IV program regulations, must not have cohort default rates above specified levels, must have various procedures in place for safeguarding federal funds, must not be, and not have any principal or affiliate who is, debarred or suspended from federal contracting or engaging in activity that is cause for debarment or suspension, must submit in a timely manner all reports and financial statements required by the regulations and must not otherwise appear to lack administrative capability.

Provisional Certification

In certain circumstances, including a change in ownership resulting in a change of control, the Department of Education may certify an institution s continuing eligibility to participate in Title IV

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programs on a provisional basis that may extend no longer than through the end of the third complete award year (July 1 June 30) from the date of provisional certification. During the period of provisional certification, the institution must comply with any additional conditions included in its program participation agreement. If the Department of Education determines that a provisionally certified institution is unable to meet its responsibilities under its program participation agreement, it may seek to revoke or further condition the institution s certification to participate in Title IV programs with fewer due process protections for the institution than if it were fully certified. Strayer University s current program participation agreement is not provisional and does not expire until September 30, 2010, assuming compliance with its terms.

Third Party Servicers

Department of Education regulations permit an institution to enter into a written contract with a third-party servicer for the administration of any aspect of the institution s participation in Title IV programs. The third-party servicer must, among other obligations, comply with Title IV requirements and be jointly and severally liable with the institution to the Secretary of Education for any violation by the servicer of any Title IV provision. An institution must report to the Department of Education new contracts or any significant modifications to contracts with third-party servicers as well as other matters related to third-party servicers. Strayer University has written contracts with three third-party servicers: Global Financial Aid Services, Inc., Post-secondary Education Assistance Corporation, and Financial Aid Management for Education, Inc. The servicers each perform activities related to Strayer University s participation in Title IV programs, such as certifying FFEL Program loan applications, preparing reports from Strayer University to the Department of Education, issuing payments for the Pell and campus-based programs and issuing and collecting Perkins loans. Because Strayer University is jointly and severally liable to the Department of Education for the actions of third-party servicers, failure of such servicers to comply with applicable regulations could have a material adverse effect on Strayer University.

Financial Responsibility

The Higher Education Act and Department of Education regulations establish extensive standards of financial responsibility that institutions such as Strayer University must satisfy in order to participate in Title IV programs. These standards generally require that an institution provide the services described in its official publications and statements, properly administer the Title IV programs in which it participates and meet all of its financial obligations, including required refunds and any repayments to the Department of Education for debts and liabilities incurred in programs administered by the Department of Education.

Department of Education standards utilize a complex formula to assess financial responsibility. The standards focus on three financial ratios: (1) equity ratio (which measures the institution s capital resources and ability to borrow); (2) primary reserve ratio (which measures the institution s financial viability and liquidity) and (3) net income ratio (which measures the institution s ability to operate at a profit or within its means). An institution s financial ratios must yield a composite score of at least 1.5 for the institution to be deemed financially responsible without the need for further federal oversight. Strayer University has applied the financial responsibility standards to its audited financial statements as of and for the year ended December 31, 2007 and calculated a composite score of 3.0, the highest score available. Based on its composite score and other relevant factors, Strayer believes that Strayer University meets the Department of Education s financial responsibility standards.

Student Loan Defaults

Under the Higher Education Act, an educational institution may lose its eligibility to participate in some or all of the Title IV programs if defaults on the repayment of FFEL Program or Direct Loan Program loans by its students exceed certain levels. For each federal fiscal year, a rate of student defaults (known as a cohort default rate) is calculated for each institution with 30 or more borrowers entering repayment in a given federal fiscal year by determining the rate at which borrowers who become subject to their repayment obligation in that federal fiscal year default by the end of the following federal fiscal year. For such institutions, the Department of Education calculates a single cohort default rate for each federal fiscal year that includes in the cohort all current or former student borrowers at the institution who entered repayment on any FFEL Program or Direct Loan Program loan during that year.

Under applicable regulations, if the Department of Education notifies an institution that its three most recent cohort default rates are each 25% or greater, the institution s participation in the FFEL Program, Direct Loan Program and Federal Pell Grant Program ends 30 days after the notification, unless the institution timely appeals that determination on specified grounds and according to specified procedures. An institution s participation in the FFEL Program and Direct Loan Program ends 30 days after notification that its most recent cohort default rate is greater than 40%, unless the institution timely appeals that determination on specified grounds and according to specified procedures. An institution whose participation ends under these provisions may not participate in the relevant programs for the remainder of the fiscal year in which the institution receives the notification, as well as for the next two fiscal years. The regulations also address cohort default rates for institutions that have undergone a change in status, such as acquisition or merger of institutions and acquisition of another institution s branches or locations.

Under certain circumstances, the Department of Education may decide to place an institution on provisional certification if the institution s cohort default rate equals or exceeds 25% in any of the three most recent federal fiscal years. Provisional certification does not limit an institution s access to Title IV program funds; however, an institution with provisional status is subject to closer review by the Department of Education and may be subject to summary adverse action if it violates Title IV program requirements.

Strayer University s cohort default rates on FFEL Program loans for the 2004, 2005, and 2006 federal fiscal years, the three most recent years for which this information is available, were 4.5%, 3.9%, and 3.8%, respectively. The average cohort default rates for proprietary institutions nationally were 8.6%, 8.2%, and 9.7% in federal fiscal years 2004, 2005, and 2006, respectively.

HEOA modified the Higher Education Act s cohort default rate provisions related to FFEL Program and Direct Loan Program loans. Beginning with cohort default rate calculations for federal fiscal year 2009, the cohort default rate will be calculated by determining the rate at which borrowers who become subject to their repayment obligation in the relevant federal fiscal year default by the end of the second federal fiscal year following that fiscal year. The current method of calculating rates will remain in effect and will be used to determine institutional eligibility until three consecutive years of cohort default rates calculated under the new formula are available. In addition, effective as of federal fiscal year 2012, the cohort default rate threshold of 25% will be increased to 30%. An institution whose cohort default rate is equal to or greater than 30% for each of the three most recent federal fiscal years for which data are available will be ineligible to participate in the Title IV programs. If an institution s cohort default rate is 30% or more in a given fiscal year, the institution will be required to assemble a default prevention task force and submit to the Department of Education a default improvement plan. Institutions that exceed 30% for two consecutive years will be required to review, revise and resubmit their default improvement plans, and the Department of Education may direct that such plan be amended to include actions, with measurable objectives, that it determines will promote loan repayment. An institution whose cohort default rate is 30% or more for any two consecutive federal fiscal years may file an appeal to demonstrate exceptional mitigating circumstances and, if the Secretary of Education determines that the institution demonstrated such circumstances, the Secretary may not subject the institution to provisional certification based solely on the institution s cohort default rate.

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The 90/10 Rule

A requirement of the Higher Education Act, commonly referred to as the 90/10 Rule, applies only to proprietary institutions of higher education, which includes Strayer University. Under the Higher Education Act, a proprietary institution is prohibited from deriving, on a cash accounting basis, more than 90% of its revenues for any fiscal year from Title IV funds. Prior to enactment of HEOA, an institution that violated the rule became ineligible to participate in Title IV programs as of the first day of the fiscal year following the fiscal year in which it exceeded 90%, and it was unable to apply to regain its eligibility until the next fiscal year. HEOA changed the 90/10 Rule from an eligibility requirement to a compliance obligation that is part of an institution s program participation agreement with the Department of Education. Under HEOA, a proprietary institution of higher education that violates the 90/10 Rule for any fiscal year will be placed on provisional status for two fiscal years. Proprietary institutions of higher education that violate the 90/10 Rule for two consecutive fiscal years will become ineligible to participate in Title IV programs for at least two fiscal years and will be required to demonstrate compliance with Title IV eligibility and certification requirements for at least two fiscal years prior to resuming Title IV program participation. HEOA also generally codifies the formula for 90/10 Rule calculations as set forth in current Department of Education regulations, but also expands on the Department of Education s formula in certain respects, including by broadening the categories of funds that may be counted as revenue for 90/10 Rule purposes. HEOA s changes to the 90/10 Rule are effective upon enactment, which occurred on August 14, 2008. Using the formula in effect prior to enactment of HEOA, Strayer University derived approximately 72% of its cash-basis revenues from eligible programs in 2007 compared to 72% in 2006 and 71% in 2005.

Incentive Compensation

As a part of an institution s program participation agreement with the Department of Education and in accordance with the Higher Education Act, the institution may not provide any commission, bonus or other incentive payment based directly or indirectly on success in securing enrollments or financial aid to any person or entity engaged in any student recruitment, admissions or financial aid awarding activity. Department of Education regulations set forth 12 safe harbors, which describe payments or arrangements that do not violate the incentive payment rule. Failure to comply with the incentive payment rule could result in loss of certification to participate in federal student financial aid programs, limitations on participation in the federal student financial aid programs, or financial penalties. Although there can be no assurance that the Department of Education would not find deficiencies in Strayer University s present or former employee compensation and third-party contractual arrangements, Strayer University believes that its employee compensation and third-party contractual arrangements comply with the incentive compensation provisions of the Higher Education Act in all material respects.

Compliance Reviews

Strayer University is subject to announced and unannounced compliance reviews and audits by various external agencies, including the Department of Education, its Office of Inspector General, state licensing agencies, guaranty agencies and accrediting agencies. The Higher Education Act and Department of Education regulations also require an institution to submit annually to the Secretary of Education a compliance audit of its administration of the Title IV programs conducted by an independent certified public accountant in accordance with Government Auditing Standards and applicable audit guides of the Department of Education s Office of Inspector General. In addition, to enable the Secretary of Education to make a determination of financial responsibility, an institution must submit annually to the Secretary of Education audited financial statements prepared in accordance with Department of Education regulations.

In 2008, the Department of Education conducted a regular, periodic program review of Strayer University to assure compliance with all requirements of the Title IV programs. The program review

was in addition to the annual Title IV compliance audit. There were no material findings resulting from the program review, which has now been completed.

Potential Effect of Regulatory Violations

If Strayer University fails to comply with the regulatory standards governing Title IV programs, the Department of Education could impose one or more sanctions, including transferring Strayer University from the advance payment method to the reimbursement or cash monitoring system of payment, seeking to require repayment of certain Title IV funds, requiring the University to post a letter of credit in favor of the Department of Education as a condition for continued Title IV certification, taking emergency action against the University, referring the matter for criminal prosecution or initiating proceedings to impose a fine or to limit, condition, suspend or terminate Strayer University s participation in Title IV programs. In addition, agencies that guarantee FFEL Program loans for Strayer University students could initiate proceedings to limit, suspend or terminate Strayer University s eligibility to provide guaranteed student loans in the event of certain regulatory violations. Although there are no such sanctions currently in force, and Strayer University does not believe any such sanctions or proceedings are presently contemplated, if such sanctions or proceedings were imposed against Strayer University and resulted in a substantial curtailment, or termination, of the University s participation in Title IV programs, Strayer University would be materially and adversely affected.

If Strayer University lost its eligibility to participate in Title IV programs, or if Congress reduced the amount of available federal student financial aid, the University would seek to arrange or provide alternative sources of revenue or financial aid for students. Although the University believes that one or more private organizations would be willing to provide financial assistance to students attending Strayer University, there is no assurance that this would be the case, and the interest rate and other terms of such student financial aid are unlikely to be as favorable as those for Title IV program funds. Strayer University might be required to guarantee all or part of such alternative assistance or might incur other additional costs in connection with securing alternative sources of financial aid. Accordingly, the loss of eligibility of Strayer University to participate in Title IV programs, or a reduction in the amount of available federal student financial aid, would be expected to have a material adverse effect on Strayer University even if it could arrange or provide alternative sources of revenue or student financial aid.

In addition to the actions that may be brought against us as a result of our participation in Title IV programs, we also may be subject, from time to time, to complaints and lawsuits relating to regulatory compliance brought not only by our regulatory agencies, but also by other government agencies and third parties.

Restrictions on Adding Locations and Educational Programs

State requirements and accrediting agency standards limit the ability of Strayer University to establish additional locations and programs. Most states require approval before institutions can add new programs, campuses or teaching locations. Middle States requires institutions that it accredits to notify it in advance of implementing new programs or locations, which may require additional approval. At its discretion, Middle States may also conduct site visits to additional locations to ensure that accredited institutions that experience rapid growth in the number of additional locations maintain educational quality. All new Strayer University campus locations require Middle States approval before students are enrolled (see Accreditation, above). In addition, recent amendments to the Higher Education Act require Middle States to monitor institutions that are undergoing significant enrollment growth.

The Higher Education Act requires proprietary institutions of higher education to be in full operation for two years before qualifying to participate in Title IV programs. However, the applicable regulations in many circumstances permit an institution that is already qualified to participate in

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Title IV programs to establish additional locations that are exempt from the two-year rule. Such additional locations generally may qualify immediately for participation in the Title IV programs, unless the location was acquired from another institution that has ceased offering educational programs at that location and has Title IV liabilities that it is not repaying in accordance with an agreement to do so, and the acquiring institution does not agree, among other matters, to be responsible for certain liabilities of the acquired institution. The new location must satisfy all other applicable requirements for institutional eligibility, including approval of the additional location by the relevant state authorizing agency and the institution s accrediting agency. Strayer University s expansion plans assume its continued ability to establish new campuses as additional locations of Strayer University under such applicable regulations and thereby to avoid incurring the two-year delay in participation in Title IV programs. The loss of state authorization or accreditation of Strayer University or an existing campus, or the failure of Strayer University or a new campus to obtain state authorization or accreditation, would render Strayer University ineligible to participate in Title IV programs at least in that state or at that location.

Department of Education regulations require institutions to report to the Department of Education a new additional location at which at least 50% of an eligible program will be offered, if the institution wants to disburse Title IV program funds to students enrolled at that location. For an institution like Strayer University for which notice only is required, once the institution reports the location to the Department of Education, the institution may disburse Title IV program funds to eligible students at that location if the location is licensed and accredited. Institutions are responsible for knowing whether they need approval, and institutions that add locations and disburse Title IV program funds without having obtained any necessary approval may be subject to administrative repayments and other sanctions.

Generally, if an institution eligible to participate in Title IV programs adds an educational program after it has been designated as an eligible institution, the institution must apply to the Department of Education to have the additional program designated as eligible. However, a degree-granting institution such as Strayer University is not obligated to obtain Department of Education approval of additional programs that lead to an associate, bachelor s, professional or graduate degree at a level already granted. Similarly, an institution is not required to obtain advance approval for new programs that both prepare students for gainful employment in the same or related recognized occupation as an educational program that has previously been designated as an eligible program at that institution and meet certain minimum-length requirements. In the event that an institution that does not have the Department of Education s express approval for the addition of a new program erroneously determines that the new educational program is eligible for Title IV funds, the institution may be liable for repayment of Title IV aid received by the institution or students in connection with that program. Strayer does not believe that the Department of Education s regulations will create significant obstacles to Strayer University s plans to add new programs.

Change in Ownership Resulting in a Change of Control

Many states and accrediting agencies require institutions of higher education to report or obtain approval of certain changes in ownership or other aspects of institutional status, but the types of and triggers for such reporting or approval vary among states and accrediting agencies. In addition, Strayer University s accrediting agency, Middle States, requires institutions that it accredits to inform it in advance of any substantive change, including a change that significantly alters the ownership or control of the institution. Examples of substantive changes requiring advance notice to and approval of Middle States include changes in the legal status, ownership or form of control of the institution, such as the sale of a proprietary institution. Middle States must approve a substantive change in advance in order to include the change in the institution s accreditation status. Middle States will undertake a site visit to an institution that has undergone a change in ownership or control no later than six months after the change.

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The Higher Education Act provides that an institution that undergoes a change in ownership resulting in a change of control loses its eligibility to participate in the Title IV programs and must apply to the Department of Education in order to reestablish such eligibility. An institution is ineligible to receive Title IV program funds during the period prior to recertification. The Higher Education Act provides that the Department of Education may temporarily, provisionally certify an institution seeking approval of a change of ownership and control based on preliminary review by the Department of Education of a materially complete application received by the Department of Education within 10 business days after the transaction. The Department of Education may continue such temporary, provisional certification on a month-to-month basis until it has rendered a final decision on the institution s application. If the Department of Education determines to approve the application after a change in ownership and control, it issues a provisional certification, which extends for a period expiring not later than the end of the third complete award year following the date of provisional certification. The Higher Education Act defines one of the events that would trigger a change in ownership resulting in a change of control as the transfer of the controlling interest of the stock of the institution or its parent corporation. For a publicly traded corporation, the securities of which are required to be registered under the Exchange Act, such as Strayer, the Department of Education regulations implementing the Higher Education Act define a change in ownership resulting in a change of control as occurring when a person acquires ownership and control of a corporation such that the corporation is required to file a Form 8-K with the Securities and Exchange Commission (SEC) notifying that agency of the change of control. The regulations also provide that a change in ownership and control of a publicly traded corporation occurs if a person who is a controlling stockholder of the corporation ceases to be a controlling stockholder. A controlling stockholder is a stockholder who holds or controls through agreement both 25% or more of the total outstanding voting stock of the corporation and more shares of voting stock than any other stockholder.

Strayer University currently has Department of Homeland Security approval to admit foreign students for U.S. study, subject to applicable regulations. In certain circumstances, the Department of Homeland Security may require an institution to obtain approval for a change in ownership and control.

Pursuant to federal law providing benefits for veterans and reservists, some of the programs offered by Strayer University are approved for the enrollment of persons eligible to receive Veterans Administration educational benefits by the state approving agency in Alabama, Delaware, Florida, Georgia, Kentucky, Maryland, New Jersey, North Carolina, Pennsylvania, South Carolina, Tennessee, Virginia, and Washington, D.C. In certain circumstances, state approving agencies may require an institution to obtain approval for a change in ownership and control.

If Strayer University underwent a change of control that required approval by any state authority, Middle States or any federal agency, and any required regulatory approval were significantly delayed, limited or denied, there could be a material adverse effect on Strayer University s ability to offer certain educational programs, award certain degrees, diplomas or certificates, operate one or more of its locations, admit certain students or participate in Title IV programs, which in turn would materially and adversely affect Strayer University s operations. A change that required approval by a state regulatory authority, Middle States or a federal agency could also delay Strayer University s ability to establish new campuses or educational programs and may have other adverse regulatory effects. Furthermore, the suspension from Title IV programs and the necessity of obtaining regulatory approvals in connection with a change of control may materially limit Strayer University s flexibility in future financing or acquisition transactions.

Additional Information

We maintain a website at www.strayereducation.com. The information on our website is not incorporated by reference in this Annual Report on Form 10-K and our web address is included as an inactive textual reference only. We make available on our website our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and amendments to those reports

filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act as soon as reasonably practicable after we electronically file such material with, or furnish it to, the SEC.

The Form 10-K and other reports filed with the SEC can be read or copied at the SEC s Public Reference Room at 100 F Street, NE, Washington, D.C. 20549. Information on the operation of the Public Reference Room can be obtained by calling the SEC at 1-800-SEC-0330. The SEC maintains a website that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC; the website address is www.sec.gov.

Item 1A. Risk Factors

Investing in our common stock involves a high degree of risk. You should carefully consider the following risk factors and all other information contained in this Annual Report on Form 10-K or in the documents incorporated by reference herein before deciding to purchase our common stock. The occurrence of any of the following risks could materially harm our business, adversely affect the market price of our common stock and could cause you to suffer a partial or complete loss of your investment. See Cautionary Notice Regarding Forward-Looking Statements.

Risks Related to Extensive Regulation of Our Business

If we fail to comply with the extensive regulatory requirements for our business, we could face significant monetary liabilities, fines and penalties, including loss of access to federal student loans and grants for our students.

As a provider of higher education, we are subject to extensive regulation on both the federal and state levels. In particular, the Higher Education Act of 1965, as amended (the Higher Education Act), and related regulations subject Strayer University and all other higher education institutions that participate in the various federal student financial aid programs under Title IV of the Higher Education Act (Title IV programs) to significant regulatory scrutiny.

The Higher Education Act mandates specific regulatory responsibilities for each of the following components of the higher education regulatory triad: (1) the federal government through the U.S. Department of Education (the Department of Education); (2) the accrediting agencies recognized by the U.S. Secretary of Education (Secretary of Education) and (3) state education regulatory bodies.

The regulations, standards and policies of these regulatory agencies frequently change, and changes in, or new interpretations of, applicable laws, regulations, standards or policies could have a material adverse effect on our accreditation, authorization to operate in various states, permissible activities, receipt of funds under Title IV programs or costs of doing business.

Because we operate in a highly regulated industry, we are subject to compliance reviews and claims of non-compliance and related lawsuits by government agencies, regulatory agencies and third parties, including claims brought by third parties on behalf of the federal government. For example, the Department of Education regularly conducts program reviews of educational institutions that are participating in Title IV programs and the Office of Inspector General of the Department of Education regularly conducts audits and investigations of such institutions.

If we are found to be in noncompliance with any of these laws, regulations, standards or policies, we could lose our access to Title IV program funds, which would have a material adverse effect on our business. In the 2008 fall term, approximately 66% of our students participated in one or more Title IV programs. Findings of noncompliance also could result in our being required to pay monetary damages, or being subjected to fines, penalties, injunctions, restrictions on our access to Title IV program funds or other censure that could have a material adverse effect on our business.

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If we fail to maintain our institutional accreditation, we would lose our ability to participate in Title IV programs.

Strayer University is institutionally accredited by the Middle States Commission on Higher Education (Middle States), one of the six regional accrediting agencies recognized by the Secretary of Education as a reliable authority as to educational quality. Institutional accreditation by an accrediting agency recognized by the Secretary of Education is required in order for an institution to become and remain eligible to participate in Title IV programs. The loss of accreditation would, among other things, render Strayer University ineligible to participate in Title IV programs and would have a material adverse effect on our business. In addition, an adverse action by Middle States other than loss of accreditation, such as issuance of a warning, could have a material adverse effect on our business.

If we fail to maintain any of our state authorizations, we would lose our ability to operate in that state and to participate in Title IV programs there.

With respect to each campus, Strayer University is authorized to operate and to grant degrees, diplomas or certificates by the applicable education agency of the state where the campus is located. Such state authorization is required in order for students at the campus to be eligible to participate in Title IV programs. The loss of authorization in a state would, among other things, render Strayer University ineligible to participate in Title IV programs at least at those state campus locations, limit Strayer University s ability to operate in that state and could have a material adverse effect on our business.

If we fail to obtain recertification by the Department of Education when required, we would lose our ability to participate in Title IV programs.

An institution generally must seek recertification from the Department of Education at least every six years and possibly more frequently depending on various factors, such as whether it is provisionally certified. The Department of Education may also review an institution s continued eligibility and certification to participate in Title IV programs, or scope of eligibility and certification, in the event the institution undergoes a change in ownership resulting in a change of control or expands its activities in certain ways, such as the addition of certain types of new programs, or, in certain cases, changes to the academic credentials that it offers. In certain circumstances, the Department of Education must provisionally certify an institution. The Department of Education may withdraw our certification if it determines that we are not fulfilling material requirements for continued participation in Title IV programs. If the Department of Education does not renew or withdraws our certification to participate in Title IV programs, our students would no longer be able to receive Title IV program funds, which would have a material adverse effect on our business. Strayer University s current program participation agreement is effective until September 30, 2010, assuming continued compliance with its terms.

A failure to demonstrate administrative capability or financial responsibility may result in the loss of eligibility to participate in Title IV programs.

If we fail to maintain administrative capability as defined by the Department of Education, we could lose our eligibility to participate in Title IV programs or have that eligibility adversely conditioned, which would have a material adverse effect on our business. Furthermore, if we fail to demonstrate financial responsibility under the Department of Education s regulations, we could lose our eligibility to participate in Title IV programs or have that eligibility adversely conditioned, which would have a material adverse effect on our business.

Student loan defaults could result in the loss of eligibility to participate in Title IV programs.

In general, under the Higher Education Act, an educational institution may lose its eligibility to participate in some or all Title IV programs if, for three consecutive federal fiscal years, 25% or more of its students who were required to begin repaying their student loans in the relevant federal fiscal

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year default on their payment by the end of the next federal fiscal year. In addition, an institution may lose its eligibility to participate in some or all Title IV programs if its default rate for a federal fiscal year was greater than 40%. In addition, the Higher Education Act, as recently amended, requires certain default prevention action by an institution with a default rate of 30% or more. If we lose eligibility to participate in Title IV programs because of high student loan default rates, it would have a material adverse effect on our business. Strayer University s default rates calculated by the Department of Education on Federal Family Education Loan Program loans for the 2004, 2005, and 2006 federal fiscal years, the three most recent years for which this information is available, were 4.5%, 3.9%, and 3.8%, respectively. The average default rates for proprietary institutions nationally, as calculated by the Department of Education, were 8.6%, 8.2%, and 9.7% in federal fiscal years 2004, 2005, and 2006, respectively.

We are subject to sanctions if we fail to calculate and make timely payment of refunds of Title IV program funds for students who withdraw before completing their educational program.

The Higher Education Act and Department of Education regulations require us to calculate refunds of unearned Title IV program funds disbursed to students who withdraw from their educational program before completing it. If refunds are not properly calculated or timely paid, we may be sanctioned or subject to other adverse actions by the Department of Education, which could have a material adverse effect on our business.

We are dependent on the renewal and maintenance of Title IV programs.

Congress reauthorizes the Higher Education Act, which is the law governing Title IV programs, approximately every five to six years. Additionally, Congress determines the funding level for each Title IV program on an annual basis. Any action by Congress that significantly reduces funding for Title IV programs or the ability of our school or students to participate in these programs could materially harm our business. A reduction in government funding levels could lead to lower enrollments at our school and require us to arrange for alternative sources of financial aid for our students. Lower student enrollments or our inability to arrange such alternative sources of funding could adversely affect our business.

Investigations, legislative, and regulatory developments and general credit market conditions related to the student loan industry may result in fewer lenders and loan products and increased regulatory burdens and costs.

The recently enacted Higher Education Opportunity Act contains new requirements pertinent to relationships between lenders and institutions. The Department of Education also recently promulgated regulations that address these relationships, and state legislators have also passed or may be considering legislation related to relationships between lenders and institutions. These legislative and regulatory developments as well as general credit market conditions may cause some lenders to decide not to participate in the Federal Family Education Loan Program or not to provide certain loan products and may impose increased administrative and regulatory costs. Such actions could have a material adverse effect on our business.

Our school could lose its eligibility to participate in federal student financial aid programs or be provisionally certified with respect to such participation if the percentage of our revenues derived from those programs were too high.

A proprietary institution may lose its eligibility to participate in the federal student financial aid programs if it derives more than 90% of its revenues, on a cash basis, from these programs for two consecutive fiscal years. A proprietary institution of higher education that violates this so-called 90/10 Rule for any fiscal year will be placed on provisional status for two fiscal years. Using the Department of Education s formula in current regulations, we derived approximately 72% of our cash-basis revenues from these programs in 2007.

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Our failure to comply with the Department of Education s incentive compensation rules could result in sanctions.

If we pay a bonus, commission or other incentive payment in violation of applicable Department of Education rules, we could be subject to sanctions, which could have a material adverse effect on our business.

Risks Related to Our Business

We may not be able to sustain our recent growth rate, and we may not be able to manage future growth effectively.

We have experienced a period of significant growth since the beginning of 2001. Over this period, we opened 51 new campuses and our revenue increased 23% between 2000 and 2008 on a compound annual basis. Our ability to sustain our current rate of growth depends on a number of factors, including our ability to obtain regulatory approvals, our ability to recruit and retain high quality academic and administrative personnel at new campuses and competitive factors. In addition, growth and expansion of our operations may place a significant strain on our resources and increased demands on our management information and reporting systems, financial management controls and personnel. Although we have made a substantial investment in augmenting our financial and management information systems and other resources to support future growth, we cannot assure you that we will be able to manage further expansion effectively. Failure to do so could adversely affect our business.

Our future success depends in part upon our ability to recruit and retain key personnel.

In connection with our May 2001 recapitalization, we hired a new management team, including Robert S. Silberman, our Chairman and Chief Executive Officer, to implement our growth strategy. Our success to date has been, and our continuing success will be, substantially dependent upon our ability to attract and retain highly qualified executive officers, faculty and administrators and other key personnel. If we cease to employ any of these integral personnel or fail to manage a smooth transition to new personnel, our business could suffer.

Our success depends in part on our ability to update and expand the content of existing academic programs and develop new programs in a cost-effective manner and on a timely basis.

Our success depends in part on our ability to update and expand the content of our academic programs, develop new programs in a cost-effective manner and meet students needs in a timely manner. Prospective employers of our graduates increasingly demand that their entry-level employees possess appropriate technological and other skills. The update and expansion of our existing programs and the development of new programs may not be received favorably by students, prospective employers or the online education market. If we cannot respond to changes in industry requirements, our business may be adversely affected. Even if we are able to develop acceptable new programs, we may not be able to introduce these new programs as quickly as students require due to regulatory constraints or as quickly as our competitors introduce competing new programs.

Our strategy of opening new campuses and adding new services is dependent on regulatory approvals and requires significant resources.

Establishing new locations and adding new services require us to make human capital and financial capital investments, incur marketing expenses and reallocate other resources. To open a new location, we are required to obtain appropriate federal, state, and accrediting agency approvals, which may be conditioned or delayed in a manner which could significantly affect our growth plans. We cannot assure you that we will be able to successfully open new campus locations or add new services in the future. Our failure to manage effectively the operations of newly established locations could adversely affect our business.

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Our financial performance depends in part on our ability to continue to develop awareness of the academic programs we offer among working adult students.

The continued development of awareness of the academic programs we offer among working adult students is critical to the continued acceptance and growth of our programs. If we are unable to continue to develop awareness of the programs we offer, this could limit our enrollments and negatively impact our business. The following are some of the factors that could prevent us from successfully marketing our programs:

- the emergence of more successful competitors;
- customer dissatisfaction with our services and programs;
- performance problems with our online systems; and
- our failure to maintain or expand our brand or other factors related to our marketing.

We face strong competition in the post-secondary education market.

Post-secondary education in our market area is highly competitive. We compete with traditional public and private two-year and four-year colleges, other for-profit schools and alternatives to higher education, such as employment and military service. Public colleges may offer programs similar to those of Strayer University at a lower tuition level as a result of government subsidies, government and foundation grants, tax-deductible contributions and other financial sources not available to proprietary institutions. Some of our competitors in both the public and private sectors have substantially greater financial and other resources than we do. This strong competition could adversely affect our business.

Strayer University relies on exclusive proprietary rights and intellectual property, and competitors may attempt to duplicate Strayer programs and methods.

Third parties may attempt to develop competing programs or duplicate or copy aspects of Strayer University s curriculum, online library, quality management and other proprietary content. Any such attempt, if successful, could adversely affect our business. In the ordinary course of its business, Strayer develops intellectual property of many kinds that is or will be the subject of copyright, trademark, service mark, patent, trade secret or other protections. Such intellectual property includes but is not limited to Strayer s courseware materials for classes taught via the Internet or via other distance learning means and business know-how and internal processes and procedures developed to respond to the requirements of its various education regulatory agencies.

Seasonal and other fluctuations in our operating results could adversely affect the trading price of our common stock.

Our business is subject to seasonal fluctuations, which cause our operating results to fluctuate from quarter to quarter. This fluctuation may result in volatility or have an adverse effect on the market price of our common stock. We experience, and expect to continue to experience, seasonal fluctuations in our revenue. Historically, our quarterly revenues and income have been lowest in the third quarter (July through September) because fewer students are enrolled during the summer months. We also incur significant expenses in preparing for our peak enrollment in the fourth quarter (October through December), including investing in online and campus infrastructure necessary to support increased usage. These investments result in fluctuations in our operating results which could result in volatility or have an adverse effect on the market price of our common stock. In addition, because of the recent increase in the use of personal computers and access to the Internet, the online education market is a rapidly evolving market, and we may not be able to accurately forecast future enrollment growth and revenues.

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Regulatory requirements may make it more difficult to acquire us.

A change in ownership resulting in a change of control of Strayer would trigger a requirement for recertification of Strayer University by the Department of Education for purposes of participation in federal student financial aid programs, a review of Strayer University s accreditation by Middle States and reauthorization of Strayer University by certain state licensing and other regulatory agencies. If we underwent a change of control that required approval by any state authority, Middle States or any federal agency, and any required regulatory approval were significantly delayed, limited or denied, there could be a material adverse effect on our ability to offer certain educational programs, award certain degrees, diplomas or certificates, operate one or more of our locations, admit certain students or participate in Title IV programs, which in turn could have a material adverse effect on our business. These factors may discourage takeover attempts.

Capacity constraints or system disruptions to Strayer University s computer networks could damage the reputation of Strayer University and limit our ability to attract and retain students.

The performance and reliability of Strayer University s computer networks, especially the online educational platform, is critical to our reputation and ability to attract and retain students. Any system error or failure, or a sudden and significant increase in traffic, could result in the unavailability of Strayer University s computer networks. We cannot assure you that Strayer University, including its online educational platform, will be able to expand its program infrastructure on a timely basis sufficient to meet demand for its programs. Strayer University s computer systems and operations could be vulnerable to interruption or malfunction due to events beyond its control, including natural disasters and telecommunications failures. Any interruption to Strayer University s computer systems or operations could have a material adverse effect on our ability to attract and retain students.

Strayer University s computer networks may be vulnerable to security risks that could disrupt operations and require it to expend significant resources.

Strayer University s computer networks may be vulnerable to unauthorized access, computer hackers, computer viruses and other security problems. A user who circumvents security measures could misappropriate proprietary information or cause interruptions or malfunctions in operations. As a result, Strayer University may be required to expend significant resources to protect against the threat of these security breaches or to alleviate problems caused by these breaches.

Strayer University, with its online programs, operates in a highly competitive market with rapid technological changes and it may not compete successfully.

Online education is a highly fragmented and competitive market that is subject to rapid technological change. Competitors vary in size and organization from traditional colleges and universities, many of which have some form of online education programs, to for-profit schools, corporate universities and software companies providing online education and training software. We expect the online education and training market to be subject to rapid changes in technologies. Strayer University s success will depend on its ability to adapt to these changing technologies.

We may not be able to successfully complete or integrate any future acquisitions.

As part of our growth strategy, we expect to consider selective acquisitions. We cannot assure you that we will be able to complete successfully any acquisitions on favorable terms, or that if we do, we will be able to integrate successfully the personnel, operations and technologies of any such acquisitions. Our failure to complete or integrate successfully future acquisitions could disrupt our business and materially and adversely affect our profitability and liquidity by distracting our management and employees and increasing our expenses. In addition, because an acquisition is considered a change in ownership and control of the acquired institution under applicable regulatory standards, we must seek approval from the Department of Education, if the acquired institution

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participates in Title IV programs, and most applicable state agencies and accrediting agencies and possibly other regulatory bodies when we acquire an institution. If we were unable to obtain such approvals of an institution we acquired, depending on the size of that acquisition, that failure could have a material adverse effect on our business.

Item 1B. Unresolved Staff Comments

There are no SEC staff comments on the Company s periodic SEC reports which are unresolved.

Item 2. Properties

We lease all of our campus and administrative facilities except for five campus facilities which we own. Our campuses are located in Alabama, Delaware, Florida, Georgia, Kentucky, Maryland, New Jersey, North Carolina, Pennsylvania, South Carolina, Tennessee, Utah, Virginia, West Virginia, and Washington, D.C., and our corporate headquarters is located in Virginia. Our leases generally range from five to 10 years with one to two renewal options for extended terms. As of December 31, 2008, we leased 67 campus and administrative facilities consisting of approximately 985,000 square feet. The facilities that we own consist of approximately 110,000 square feet.

We evaluate current utilization of our facilities and projected enrollment growth to determine facility needs. We anticipate that approximately an additional 200,000 square feet will be leased in 2009. We also signed a lease for approximately 100,000 square feet in Herndon, Virginia for our corporate headquarters. Occupancy of the space is scheduled for 2010.

Item 3. Legal Proceedings

From time to time, the Company is involved in litigation and other legal proceedings arising out of the ordinary course of its business. There are no pending material legal proceedings to which the Company is subject or to which the Company s property is subject.

Item 4. Submission of Matters to a Vote of Security Holders

No matters were voted upon by stockholders during the fourth quarter of 2008.

PART II

Item 5. Market for Registrant s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Our common stock is traded on the NASDAQ National Market under the symbol STRA. The following table sets forth, for the periods indicated, the high, low, and closing sale prices of the Company s common stock, as reported on the NASDAQ National Market.

	High	Low	Close
2008			
First Quarter	$ 179.86	$ 142.14	$ 152.50
Second Quarter	$ 224.99	$ 150.83	$ 209.07
Third Quarter	$ 229.48	$ 195.51	$ 200.26
Fourth Quarter	$ 239.99	$ 161.78	$ 214.41
2007			
First Quarter	$ 126.19	$ 104.62	$ 125.00
Second Quarter	$ 133.64	$ 119.19	$ 131.71
Third Quarter	$ 175.90	$ 131.65	$ 168.63
Fourth Quarter	$ 195.91	$ 167.00	$ 170.58

Peer Group Performance Graph

The following performance graph compares the Company s cumulative stockholder return on its common stock since December 31, 2003 with The NASDAQ Stock Market (U.S.) Index and a self-determined peer group consisting of Apollo Group, Inc. (APOL), Career Education Corporation (CECO), Corinthian Colleges, Inc. (COCO), DeVry, Inc. (DV), and ITT Educational Services, Inc. (ESI). At present, there is no comparative index for the education industry. This graph is not deemed to be soliciting material or to be filed with the SEC or subject to the SEC s proxy rules or to the liabilities of Section 18 of the Securities Exchange Act, and the graph shall not be deemed to be incorporated by reference into any prior or subsequent filing by the Company under the Securities Act or the Securities Exchange Act.

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Comparison of 60 Month Cumulative Total Return*
Among Strayer Education, Inc.
The NASDAQ Stock Market (U.S.) Index and a Peer Group

Name	**12/31/03**	**12/31/04**	**12/31/05**	**12/31/06**	**12/31/07**	**12/31/08**
Strayer Education, Inc.	100	101	86	97	157	197
NASDAQ Stock Market (U.S.)	100	109	110	121	132	79
Peer Group	100	104	85	69	107	113

* The comparison assumes $100 was invested on December 31, 2003 in the Company s common stock, the NASDAQ Stock Market (U.S.) Index and the peer companies selected by the Company.

Note: Peer group consists of Apollo Group, Inc., Career Education Corporation, Corinthian Colleges, Inc., DeVry, Inc. and ITT Educational Services, Inc.

As of January 30, 2009, there were 14,089,189 shares of common stock outstanding, and approximately 63 holders of record. In addition, there are a number (approximately 16,300) of institutional and other holders of common stock whose shares are held in nominee accounts by brokers.

In November 2003, the Company s Board of Directors authorized the Company to repurchase shares of common stock in open market purchases from time to time at the discretion of the Company s management, depending on market conditions and other corporate considerations. The Company s Board of Directors amended the program on various dates, increasing the repurchase amount authorized and extending the expiration date. At December 31, 2008, approximately $70 million of the Company s share repurchase authorization was remaining. All of the Company s share repurchases were effected in compliance with Rule 10b-18 under the Securities Exchange Act of 1934, as amended. This share repurchase plan may be modified, suspended or terminated at any time by the Company without notice.

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A summary of the Company s share repurchases since the inception of the plan is as follows:

	Total number of shares repurchased	Average dollar price paid per share	Cost of share repurchases (millions)
2003	32,350	$ 99.57	$ 3.2
2004	346,444	106.13	36.8
2005	410,071	92.59	38.0
2006	349,066	100.39	35.0
2007	260,818	146.05	38.1
2008	603,382	180.86	109.1
Total	2,002,131	$ 129.97	$ 260.2

A summary of the Company s share repurchases during the three months ended December 31, 2008 is as follows:

	Total number of shares repurchased[1]	Average dollar price paid per share	Remaining authorization under the plan (millions)
October			
November	138,100	$ 216.21	
December			
Total	138,100	$ 216.21	$ 70.1

1. All shares repurchased were part of a publicly announced plan.

We have established a policy of declaring quarterly cash dividends on our common stock. Consistent with this policy, we have paid common stock dividends on a quarterly basis for over eight years. The Company announced in October 2008 that, commencing with its fourth quarter dividend paid on December 10, 2008, it was increasing its annual dividend by 33% to $2.00 per share from $1.50 per share. This increase in annual dividends resulted in a quarterly dividend payment of $0.50 per share. In October 2007, the Company announced that its Board of Directors had declared a special dividend of $2.00 per share which was paid on January 16, 2008. Whether to declare dividends and the amount of dividends to be paid in the future will be reviewed periodically by our Board of Directors in light of the Company s earnings, cash flow, financial condition, capital needs, investment opportunities and regulatory considerations. There is no requirement or assurance that common dividends will continue to be paid.

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Set forth in the table below is information pertaining to securities authorized for issuance under our equity compensation plans. There are options but no warrants or other rights existing under these plans.

Equity Compensation Plan Information
as of December 31, 2008

Plan Category	**Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)**	**Weighted average exercise price of outstanding options, warrants and rights (b)**	**Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)**
1. Equity compensation plans previously approved by security holders A. 1996 Stock Option Plan as amended at the May 2001, the May 2005, and the May 2006 annual shareholders meetings	167,084	$ 102.98	420,533
2. Equity compensation plans not previously approved by security holders			
Total	167,084	$ 102.98	420,533

Item 6. Selected Financial Data

The following table sets forth, for the periods and at the dates indicated, selected consolidated financial and operating data. The financial information has been derived from our consolidated financial statements.

The information set forth below is qualified by reference to and should be read in conjunction with our consolidated financial statements and notes thereto and Management s Discussion and Analysis of Financial Condition and Results of Operations and other information included elsewhere or incorporated by reference in this Annual Report on Form 10-K.

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	Year Ended December 31,				
	2004	2005	2006	2007	2008
	(in thousands, except per share, enrollment and campus data)				
Income Statement Data:					
Revenues	$ 183,194	$ 220,507	$ 263,648	$ 318,012	$ 396,275
Costs and expenses:					
Instruction and educational support	63,860	76,977	91,120	108,852	130,836
Selling and promotion	29,435	41,090	52,269	60,760	76,162
General and administration	24,416	27,576	40,723	50,843	62,426
Income from operations	65,483	74,864	79,536	97,557	126,851
Investment and other income	1,595	2,982	4,542	6,495	4,527
Income before income taxes	67,078	77,846	84,078	104,052	131,378
Provision for income taxes	25,838	29,781	31,771	39,115	50,570
Net income	41,240	48,065	52,307	64,937	80,808
Preferred stock dividends and accretion[a]	1,389				
Net income available to common stockholders	$ 39,851	$ 48,065	$ 52,307	$ 64,937	$ 80,808
Net income per share:					
Basic	$ 2.91	$ 3.32	$ 3.69	$ 4.56	$ 5.77
Diluted	$ 2.74	$ 3.26	$ 3.61	$ 4.47	$ 5.67
Weighted average shares outstanding:					
Basic	13,674	14,472	14,187	14,248	14,015
Diluted[b]	15,057	14,741	14,492	14,517	14,242
Other Data:					
Depreciation and amortization	$ 5,375	$ 6,619	$ 7,059	$ 8,523	$ 10,761
Stock-based compensation expense[c]		$ 48	$ 8,049	$ 10,207	$ 11,127
Capital expenditures	$ 11,063	$ 12,275	$ 13,183	$ 14,869	$ 20,657
Cash dividends per common share (paid):					
Regular	$ 0.41	$ 0.63	$ 1.06	$ 1.31	$ 1.63
Special					$ 2.00
Average enrollment[d]	20,340	23,903	27,554	32,087	38,449
Campuses[e]	30	35	43	51	60

	At December 31,				
	2004	2005	2006	2007	2008
	(in thousands)				
Balance Sheet Data:					

Cash, cash equivalents and marketable securities	$ 122,757	$ 119,806	$ 128,426	$ 171,335	$ 107,331
Working capital[f]	112,726	110,886	122,204	131,734	112,679
Total assets	210,114	225,845	270,844	343,778	324,563
Long-term liabilities	5,784	6,569	7,689	10,922	11,663
Total liabilities	61,192	74,005	99,317	155,271	148,482
Total stockholders equity	148,922	151,840	171,527	188,507	176,081

(a) In 2001, the Company issued Series A Convertible Redeemable Preferred Stock in conjunction with the Company s recapitalization. As of July 2004, all outstanding and accrued shares of the Series A Convertible Redeemable Preferred Stock had been converted into shares of common stock.

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(b) Diluted weighted average shares outstanding include common shares issued and outstanding, the assumed conversion of Series A Preferred Stock issued in May 2001, accrued payment-in-kind dividends on and assumed conversion of the Series A Preferred Stock, and the dilutive impact of restricted stock and outstanding stock options using the Treasury Stock Method.

(c) In 2006, the Company adopted SFAS 123(R), *Share-based Payment*, and began recording expense for all forms of stock-based compensation. Prior to 2006, only stock-based compensation expense for restricted stock grants was being recorded.

(d) Reflects average student enrollment for the four academic terms for each year indicated.

(e) Reflects number of campuses offering classes during the fourth quarter of each year indicated.

(f) Working capital is calculated by subtracting current liabilities from current assets.

Item 7. Management s Discussion and Analysis of Financial Condition and Results of Operations

You should read the following discussion in conjunction with Selected Historical Financial and Other Information, our consolidated financial statements and the notes thereto, the Cautionary Notice Regarding Forward-Looking Statements, Item 1A entitled Risk Factors and the other information appearing elsewhere, or incorporated by reference, in this Annual Report on Form 10-K.

Background and Overview

We are an education services holding company that owns Strayer University, Inc. The University is an institution of higher education which offers undergraduate and graduate degree programs at 65 campuses (including two new campuses opened for the 2009 winter term enrollment and three new campuses opened for the 2009 spring term enrollment) in Alabama, Delaware, Florida, Georgia, Kentucky, Maryland, New Jersey, North Carolina, Pennsylvania, South Carolina, Tennessee, Utah, Virginia, West Virginia, Washington, D.C., and worldwide via the Internet. The Company is planning to open a total of 11 new campuses in 2009, including the five that have already been opened. The Company is also planning to open a second Global Online Operations Center in Salt Lake City, Utah in 2009.

As set forth below, average enrollment, full-time tuition rates, revenues, income from operations, net income, and diluted net income per share have all increased in each of the last three years.

	Year Ended December 31,		
	2006	**2007**	**2008**
Average enrollment	27,554	32,087	38,449
% Change from prior year	15%	16%	20%
Full-time tuition (per course)	$ 1,215	$ 1,280	$ 1,355
% Change from prior year	5%	5%	6%
Revenues (in thousands)	$ 263,648	$ 318,012	$ 396,275
% Change from prior year	20%	21%	25%
Income from operations (in thousands)	$ 79,536	$ 97,557	$ 126,851
% Change from prior year	6%	23%	30%
Net income (in thousands)	$ 52,307	$ 64,937	$ 80,808

% Change from prior year		9%		24%		24%
Diluted net income per share	$	3.61	$	4.47	$	5.67
% Change from prior year		11%		24%		27%

Strayer University derives approximately 97% of its revenue from tuition collected from its students. The academic year of the University is divided into four quarters, which approximately coincide with the four quarters of the calendar year. Students make payment arrangements for the tuition for each course prior to the beginning of the quarter. When students register for courses, tuition is recorded as unearned tuition, and is recognized in the quarter of instruction. If a student withdraws from a course prior to completion, the University refunds a portion of the tuition depending on when the withdrawal occurs. Tuition revenue is shown net of any refunds, withdrawals, corporate discounts, employee tuition discounts and scholarships. The University also derives revenue from other sources such as textbook-related income, application fees, commencement fees, placement test fees, withdrawal fees, loan administration fees, and other income, which are all recognized when earned.

At the time of registration, unearned tuition (a liability) is recorded for academic services to be provided and a tuition receivable is recorded for the portion of the tuition not paid upfront in cash. Because the University s academic quarters coincide with the calendar quarters, tuition receivable at the end of any calendar quarter largely represents student tuition due for the following academic quarter. Based upon past experience and judgment, the University establishes an allowance for doubtful accounts with respect to accounts receivable not included in unearned tuition. Any uncollected account more than six months past due for students who have left the University is charged against the allowance. Our bad debt expense as a percentage of revenues for the years ended December 31, 2006, 2007, and 2008 was 2.9%, 3.3%, and 3.2%, respectively.

Strayer University s expenses consist of instruction and educational support expenses, selling and promotion expenses, and general and administration expenses. Instruction and educational support expenses generally contain items of expense directly attributable to the educational activity of the University. This expense category includes salaries and benefits of faculty and academic administrators and, beginning in 2006, stock-based compensation expense. Instruction and educational support expenses also include costs of educational supplies and facilities, including rent for campus facilities, certain costs of establishing and maintaining computer laboratories and all other physical plant and occupancy costs, with the exception of costs attributable to the corporate offices.

Selling and promotion expenses include salaries, benefits and, beginning in 2006, stock-based compensation expense of personnel engaged in recruitment, admissions, retention, promotion and development, as well as costs of advertising and production of marketing materials.

General and administration expenses include salaries, benefits and, beginning in 2006, stock-based compensation expense of management and employees engaged in student services, accounting, human resources, compliance and other corporate functions, along with the occupancy costs attributable to such functions. Bad debt expense is also included as a general and administration expense.

Investment and other income consists primarily of earnings and realized gains or losses on investments.

Critical Accounting Policies and Estimates

Management s Discussion and Analysis of Financial Condition and Results of Operations discusses our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these consolidated financial statements requires management to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses and the related disclosures of contingent assets and liabilities. On an ongoing basis, management evaluates its estimates and judgments related to its allowance for uncollectible accounts, income tax provisions, valuation of deferred tax assets, forfeiture rates for stock-based compensation plans and accrued expenses. Management bases its estimates and judgments on historical experience and various other factors and assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments regarding the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

Management believes that the following critical accounting policies are its more significant judgments and estimates used in the preparation of its consolidated financial statements. Tuition revenue is deferred at the time of registration and is recognized as income, net of any refunds or withdrawals, in the respective quarter of instruction. Advance registrations for the next quarter are recorded as unearned tuition. We record estimates for our allowance for uncollectible accounts for tuition receivable from students. If the financial condition of our students were to deteriorate, resulting

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in impairment of their ability to make required payments for tuition payable to us, additional allowances may be required. We record estimates for our accrued expenses and income tax liabilities. We periodically review our assumed forfeiture rates for stock-based awards and adjust them as necessary. Should actual results differ from our estimates, revisions to our accrued expenses, stock-based compensation expense, and income tax liabilities may be required.

New Campuses

The Company s goal is to serve the demand for post secondary adult education nationwide by opening new campuses every year. A new campus typically requires up to $1 million in upfront capital costs for leasehold improvements, furniture and fixtures, and computer equipment. In the first year of operation, assuming a midyear opening, the Company expects to incur operating losses of approximately $1 million including depreciation related to the upfront capital costs. A new campus is typically expected to begin generating operating income on a quarterly basis in four to six quarters of operation, which is generally upon reaching an enrollment level of about 300 students. The Company s new campus notional model assumes an increase of average enrollment by 100-150 students per year until reaching a level of about 1,000 students. Given the potential internal rate of return achieved with each new campus (an estimated 70%), opening new campuses is an important part of the Company s strategy. The Company believes it has sufficient capital resources from cash, cash equivalents, marketable securities and cash generated from operating activities to continue to open new campuses for at least the next 12 months.

The Company plans to open 11 new campuses in 2009 including five already opened. The Company opened nine new campuses in 2008 and eight in 2007. See New Campuses Opened table in Item 1 for information regarding the locations of these new campuses.

Second Global Online Operations Center

The Company also plans to open its second Global Online Operations Center in 2009 to accommodate the demand among students who neither live nor work near a physical campus location. This new operations center will be located in Salt Lake City, Utah.

Results of Operations

In 2008, the Company generated $396.3 million in revenue, a 25% increase compared to 2007, primarily as a result of average enrollment growth of 20% and a 5% tuition increase which commenced in January 2008. Income from operations was $126.9 million in 2008, an increase of 30% compared to 2007. Net income in 2008 was $80.8 million, an increase of 24% compared to 2007. Earnings per diluted share was $5.67 in 2008 compared to $4.47 in 2007, an increase of 27%.

The following table sets forth certain income statement data as a percentage of revenues for the periods indicated:

	Year Ended December 31,		
	2006	2007	2008
Revenues	100.0%	100.0%	100.0%
Costs and expenses:			
Instruction and educational support	34.6	34.2	33.0
Selling and promotion	19.8	19.1	19.2
General and administration	15.4	16.0	15.8
Income from operations	30.2	30.7	32.0
Investment and other income	1.7	2.0	1.2
Income before income taxes	31.9	32.7	33.2
Provision for income taxes	12.1	12.3	12.8
Net income	19.8%	20.4%	20.4%
Effective tax rate	37.8%	37.6%	38.5%

Year Ended December 31, 2008 Compared To Year Ended December 31, 2007

Enrollment. Average enrollment increased 20% to 38,449 students for the year ended December 31, 2008 from 32,087 students for the same period in 2007. This growth is principally due to new campus openings, stable growth in our mature markets and the rapid growth in markets outside of commuting distance to a Strayer University physical campus through the University s online programs.

Revenues. Revenues increased 25% to $396.3 million in 2008 from $318.0 million in 2007 principally due to a 20% increase in the average enrollment and a 5% tuition increase which commenced in January 2008.

Instruction and educational support expenses. Instruction and educational support expenses increased $21.9 million, or 20%, to $130.8 million in 2008 from $108.9 million in 2007. This increase was principally due to direct costs necessary to support the increase in student enrollments including faculty compensation, related academic staff salaries, and campus facility costs which increased $7.1 million, $4.9 million, and $5.0 million, respectively. These costs as a percentage of revenues decreased to 33.0% in 2008 from 34.2% in 2007 largely attributable to faculty costs and facility costs growing at a lower rate than tuition revenue.

Selling and promotion expenses. Selling and promotion expenses increased $15.4 million, or 25%, to $76.2 million in 2008 from $60.8 million in 2007. This increase was principally due to the increased cost of advertising in new markets and the addition of admissions personnel, particularly at new campuses and for online programs, which increased $5.5 million and $6.6 million, respectively. These expenses as a percentage of revenues increased slightly to 19.2% in 2008 from 19.1% in 2007.

General and administration expenses. General and administration expenses increased $11.6 million, or 23%, to $62.4 million in 2008 from $50.8 million in 2007. The increase is largely attributable to increased employee compensation and related expenses at both corporate and campus locations, higher bad debt expense, and information technology-related expenses, which increased by $4.6 million, $2.2 million, and $1.1 million, respectively. General and administration expenses as a percentage of revenues decreased slightly to 15.8% in 2008 from 16.0% in 2007.

Income from operations. Income from operations increased $29.3 million, or 30%, to $126.9 million in 2008 from $97.6 million in 2007 due to the aforementioned factors.

Investment and other income. Investment and other income decreased $2.0 million, or 30%, to $4.5 million in 2008 from $6.5 million in 2007. This decrease was principally due to lower investment yields and a lower average cash balance, partly offset by a gain on sale of marketable securities of $0.8 million recognized in 2008.

Provision for income taxes. Income tax expense increased $11.5 million, or 29%, to $50.6 million in 2008 from $39.1 million in 2007 primarily due to the increase in income before taxes attributable to the factors discussed above. Another contributing factor was the Company s higher effective tax rate of 38.5% in 2008 as compared to 37.6% in 2007 primarily driven by lower income from tax exempt securities in 2008.

Net income. Net income increased $15.9 million, or 24%, to $80.8 million in 2008 from $64.9 million in 2007 because of the factors discussed above.

Year Ended December 31, 2007 Compared To Year Ended December 31, 2006

Enrollment. Average enrollment increased 16% from 27,554 students for the year ended December 31, 2006 to 32,087 students for the same period in 2007. This growth is principally due to new campus openings, stable growth in our mature markets and the rapid growth in markets outside of commuting distance to a Strayer University physical campus through the University s online programs.

Revenues. Revenues increased 21% from $263.6 million in 2006 to $318.0 million in 2007 principally due to a 16% increase in the average enrollment and a 5% tuition increase which commenced in January 2007.

Instruction and educational support expenses. Instruction and educational support expenses increased $17.8 million, or 19%, from $91.1 million in 2006 to $108.9 million in 2007. This increase was principally due to direct costs necessary to support the increase in student enrollments including faculty compensation, related academic staff salaries, and campus facility costs which increased $6.0 million, $4.7 million, and $3.7 million, respectively. These costs as a percentage of revenues decreased to 34.2% in 2007 from 34.6% in 2006.

Selling and promotion expenses. Selling and promotion expenses increased $8.5 million, or 16%, from $52.3 million in 2006 to $60.8 million in 2007. This increase was principally due to the increased cost of advertising in new markets and the addition of admissions personnel, particularly at new campuses and for online programs, which increased $5.3 million and $2.0 million, respectively. These expenses as a percentage of revenues decreased from 19.8% in 2006 to 19.1% in 2007 largely attributable to both marketing costs and staffing costs growing slower than tuition revenue, as the Company maintained the same number of new campuses openings (eight in both years).

General and administration expenses. General and administration expenses increased $10.1 million, or 25%, from $40.7 million in 2006 to $50.8 million in 2007. The increase is largely attributable to increased employee compensation and related expenses at both corporate and campus locations, higher bad debt expense, and higher stock-based compensation expense, which increased by $3.5 million, $2.9 million, and $2.0 million, respectively. General and administration expenses as a percentage of revenues increased to 16.0% in 2007 from 15.4% in 2006 primarily due to the aforementioned factors.

Income from operations. Income from operations increased $18.1 million, or 23%, from $79.5 million in 2006 to $97.6 million in 2007 due to the aforementioned factors.

Investment and other income. Investment and other income increased $2.0 million, or 43%, from $4.5 million in 2006 to $6.5 million in 2007. This increase was principally due to higher yields from the Company s investments in a short-term tax-exempt bond fund and tax-exempt money market funds, and a higher average cash balance.

Provision for income taxes. Income tax expense increased $7.3 million, or 23%, from $31.8 million in 2006 to $39.1 million in 2007 primarily due to the increase in income before taxes attributable to the factors discussed above. This was partly offset by a lower effective tax rate of 37.6% in 2007, compared to 37.8% in 2006, resulting primarily from higher income from tax-exempt securities.

Net income. Net income increased $12.6 million, or 24%, from $52.3 million in 2006 to $64.9 million in 2007 because of the factors discussed above.

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Seasonality

Our quarterly results of operations tend to vary significantly within a year because of student enrollment patterns. Enrollment generally is highest in the fourth quarter, or fall term, and lowest in the third quarter, or summer term. In 2008, enrollment by term were as follows:

2008 Enrollment by Term

Term	Enrollment
Winter	37,323
Spring	37,733
Summer	34,176
Fall	44,564
Average	38,449

The following table sets forth our revenues on a quarterly basis for the years ended December 31, 2006, 2007 and 2008:

Quarterly Revenues
(dollars in thousands)

	2006		2007		2008	
Three Months Ended	Amount	Percent	Amount	Percent	Amount	Percent
March 31	$ 67,090	25%	$ 80,193	25%	$ 97,074	24%
June 30	65,558	25	78,875	25	97,928	25
September 30	56,693	22	69,813	22	86,993	22
December 31	74,307	28	89,131	28	114,280	29
Total for Year	$ 263,648	100%	$ 318,012	100%	$ 396,275	100%

Costs generally are not affected by the seasonal factors as much as enrollment and revenue, and do not vary significantly on a quarterly basis.

Liquidity and Capital Resources

At December 31, 2008, the Company had cash, cash equivalents and marketable securities of $107.3 million compared to $171.3 million at December 31, 2007. Most of the Company s excess cash is invested in tax-exempt money market funds and a diversified, short-term, investment grade, tax-exempt bond fund to minimize the Company s principal risk and to benefit from the tax efficiency of the funds underlying securities. As of December 31, 2008, the Company had $51.0 million invested in the short-term, tax-exempt bond fund. At December 31, 2008, the 577 issues in this fund had an average credit rating of AA, an average maturity of 1.3 years, an average duration of 1.1 years, and an average yield to maturity of 2.4%. The Company had no debt as of December 31, 2008 or December 31, 2007.

For the year ended December 31, 2008, the Company generated $88.6 million net cash from operating activities compared to $80.8 million for the same period in 2007. Capital expenditures were $20.7 million for the year ended December 31, 2008 compared to $14.9 million for the same period in 2007. Capital expenditures for the year ending December 31, 2009 are expected to be in the range of 7 - 8% of 2009 revenues inclusive of the expected openings of 11 new campuses and a second Global Online Operations Center. For the year ended December 31, 2008, the Company paid $23.1 million in regular cash dividends and $28.9 million in special cash dividends to our common stockholders. The Company invested $109.1 million repurchasing common shares in the open market and received $10.6 million upon the exercise of stock options.

Commencing in the fourth quarter of 2008, the Company increased its annual cash dividend to $2.00 per share from $1.50 per share, or to $0.50 per share quarterly from $0.375 per share.

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In 2008, bad debt expense as a percentage of revenue was 3.2% compared to 3.3% for the same period in 2007. Days sales outstanding, adjusted to exclude tuition receivable related to future quarters, was 14 days at the end of the fourth quarter 2008 compared to 12 days in 2007.

Currently, the Company invests its cash in bank overnight deposits, money market funds and a short-term tax-exempt bond fund. In addition, the Company has available two $10.0 million credit facilities from two banks. There have been no borrowings by the Company under these credit facilities. The Company believes that existing cash, cash equivalents, and marketable securities, cash generated from operating activities, and if necessary, cash borrowed under the credit facilities, will be sufficient to meet the Company s requirements for at least the next 12 months.

The table below sets forth the Company s cash and cash equivalents and marketable securities as of December 31, 2006, 2007 and 2008:

Cash and Marketable Securities
(in millions)

	At December 31, 2006	At December 31, 2007	At December 31, 2008
Cash and cash equivalents	$ 52.7	$ 95.0	$ 56.3
Marketable securities (short-term bond fund)	75.7	76.3	51.0
Total	$ 128.4	$ 171.3	$ 107.3

	Year Ended December 31, 2006	Year Ended December 31, 2007	Year Ended December 31, 2008
Investment and other income	$ 4.5	$ 6.5	$ 4.5

The table below sets forth our contractual commitments associated with operating leases as of December 31, 2008:

	Payments Due By Period (in thousands)				
	Total	Within 1 Year	1-3 Years	3-5 Years	More than 5 Years
Operating leases	$ 190,889	$ 21,290	$ 47,292	$ 42,668	$ 79,639

Impact of Inflation

Inflation has not had a significant impact on the Company s historical operations.

Off-Balance Sheet Arrangements

As of December 31, 2008, the Company does not have any off-balance sheet arrangements as defined by Item 303(a)(4) of the Securities Exchange Commission Regulation S-K.

Item 7A. Quantitative and Qualitative Disclosures about Market Risk

The Company is subject to the impact of interest rate changes and may be subject to changes in the market values of its current and future investments. The Company invests its excess cash in bank overnight deposits, money market funds and a short-term tax-exempt bond fund. The Company has not used derivative financial instruments in its investment portfolio.

Earnings from investments in bank overnight deposits, money market mutual funds and short-term tax-exempt bond funds may be adversely affected in the future should interest rates change. The Company s future investment income may fall short of expectations due to changes in interest rates or the Company may suffer losses in principal if forced to sell securities that have declined in market value due to changes in interest rates. As of December 31, 2008, a 10% increase or decrease in interest rates will not have a material impact on the Company s future earnings, fair values or cash flows related to investments in cash equivalents or interest earning marketable securities.

Item 8. Financial Statements and Supplementary Data

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All other schedules are omitted because they are not applicable or the required information is included in the consolidated financial statements or notes thereto.

Report of Independent Registered Public Accounting Firm

To Board of Directors and Stockholders
Strayer Education, Inc.

In our opinion, the consolidated financial statements listed in the accompanying index present fairly, in all material respects, the financial position of Strayer Education, Inc. and its subsidiaries (the Company) at December 31, 2008 and 2007, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2008 in conformity with accounting principles generally accepted in the United States of America. In addition, in our opinion, the financial statement schedule listed in the accompanying index presents fairly, in all material respects, the information set forth therein when read in conjunction with the related consolidated financial statements. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2008, based on criteria established in *Internal Control Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company s management is responsible for these financial statements and financial statement schedule, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in Management s Report on Internal Control Over Financial Reporting appearing under Item 9A. Our responsibility is to express opinions on these financial statements, on the financial statement schedule, and on the Company s internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

As discussed in Note 2 to the consolidated financial statements, the Company changed the manner in which it accounts for share-based compensation in 2006.

A company s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company s internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

PricewaterhouseCoopers LLP
McLean, Virginia
February 17, 2009

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STRAYER EDUCATION, INC.
CONSOLIDATED BALANCE SHEETS
(in thousands, except share and per share data)

	December 31, 2007	December 31, 2008
ASSETS		
Current assets:		
Cash and cash equivalents	$ 95,036	$ 56,379
Marketable securities available for sale, at fair value	76,299	50,952
Tuition receivable, net of allowances for doubtful accounts of $3,206 and $4,776 in 2007 and 2008, respectively	100,651	131,458
Income taxes receivable		3,534
Other current assets	4,097	7,175
Total current assets	276,083	249,498
Property and equipment, net	57,946	66,304
Deferred income taxes	8,830	7,799
Restricted cash	500	500
Other assets	419	462
Total assets	$ 343,778	$ 324,563
LIABILITIES AND STOCKHOLDERS EQUITY		
Current liabilities:		
Accounts payable	$ 15,682	$ 17,099
Accrued expenses	3,303	4,567
Income taxes payable	4,754	
Dividends payable	28,853	
Unearned tuition	91,476	114,872
Other current liabilities	281	281
Total current liabilities	144,349	136,819
Long-term liabilities	10,922	11,663
Total liabilities	155,271	148,482
Commitments and contingencies		
Stockholders equity:		
Common stock, par value $.01; 20,000,000 shares authorized; 14,426,634 and 14,089,189 shares issued and outstanding as of December 31, 2007 and 2008, respectively	144	141
Additional paid-in capital	87,080	17,185
Retained earnings	101,102	158,834
Accumulated other comprehensive income (loss)	181	(79)

Total stockholders equity	188,507	176,081
Total liabilities and stockholders equity	$ 343,778	$ 324,563

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

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STRAYER EDUCATION, INC.
CONSOLIDATED STATEMENTS OF INCOME
(in thousands, except per share data)

	For the Year Ended December 31,		
	2006	**2007**	**2008**
Revenues	$ 263,648	$ 318,012	$ 396,275
Costs and expenses:			
Instruction and educational support	91,120	108,852	130,836
Selling and promotion	52,269	60,760	76,162
General and administration	40,723	50,843	62,426
Income from operations	79,536	97,557	126,851
Investment and other income	4,542	6,495	4,527
Income before income taxes	84,078	104,052	131,378
Provision for income taxes	31,771	39,115	50,570
Net income	$ 52,307	$ 64,937	$ 80,808
Net income per share:			
Basic	$ 3.69	$ 4.56	$ 5.77
Diluted	$ 3.61	$ 4.47	$ 5.67
Weighted average shares outstanding:			
Basic	14,187	14,248	14,015
Diluted	14,492	14,517	14,242

STRAYER EDUCATION, INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(in thousands)

	For the Year Ended December 31,		
	2006	**2007**	**2008**
Net income	$ 52,307	$ 64,937	$ 80,808
Other comprehensive income:			
Unrealized gains (losses) on investments, net of taxes	102	325	(260)
Comprehensive income	$ 52,409	$ 65,262	$ 80,548

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

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STRAYER EDUCATION, INC.
CONSOLIDATED STATEMENTS OF STOCKHOLDERS EQUITY
(in thousands, except share data)

	Common Stock		Additional Paid-in	Retained	Accumulated Other Comprehensive (Loss)	
	Shares	Par Value	Capital	Earnings	Income	Total
Balance, December 31, 2005	14,292,249	$ 143	$ 104,923	$ 47,020	$ (246)	$ 151,840
Exercise of stock options	149,334	1	6,594			6,595
Tax benefit from exercise of stock options			3,595			3,595
Repurchase of common stock	(349,066)	(3)	(35,038)			(35,041)
Restricted stock grant	201,067					
Stock-based compensation			7,413			7,413
Common stock dividends				(15,284)		(15,284)
Change in net unrealized gains on marketable securities, net of income tax					102	102
Net income				52,307		52,307
Balance, December 31, 2006	14,293,584	$ 141	$ 87,487	$ 84,043	$ (144)	$ 171,527
Exercise of stock options	372,250	4	15,174			15,178
Tax benefit from exercise of stock options			12,678			12,678
Repurchase of common stock	(260,818)	(3)	(38,091)			(38,094)
Restricted stock grant	21,618	2	(2)			
Stock-based compensation			9,834			9,834
Common stock dividends				(47,878)		(47,878)
Change in net unrealized gains on marketable securities, net of income tax					325	325
Net income				64,937		64,937
Balance, December 31, 2007	14,426,634	$ 144	$ 87,080	$ 101,102	$ 181	$ 188,507
Exercise of stock options	223,000	2	10,631			10,633
Tax benefit from exercise of stock options			18,033			18,033
Repurchase of common stock	(603,382)	(6)	(109,119)			(109,125)
Restricted stock grant	42,937	1	(1)			
Stock-based compensation			10,561			10,561
Common stock dividends				(23,076)		(23,076)
Change in net unrealized losses on marketable securities, net of income tax					(260)	(260)

Net income				80,808		80,808
Balance, December 31, 2008	14,089,189	$ 141	$ 17,185	$ 158,834	$ (79)	$ 176,081

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

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STRAYER EDUCATION, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)

	For the Year Ended December 31, 2006	2007	2008
Cash flows from operating activities:			
Net income	$ 52,307	$ 64,937	$ 80,808
Adjustments to reconcile net income to net cash provided by operating activities:			
Loss on disposal of assets		51	
Amortization of gain on sale of assets		(148)	(281)
Amortization of deferred rent	190	(115)	(525)
Gain on sale of marketable securities			(785)
Depreciation and amortization	7,059	8,523	10,761
Provision for student loan losses	(120)		
Deferred income taxes	(4,034)	(5,700)	226
Stock-based compensation	7,413	9,834	10,561
Changes in assets and liabilities:			
Tuition receivable, net	(24,818)	(19,898)	(30,807)
Other current assets	(1,710)	617	(2,217)
Other assets	(25)	(55)	(43)
Accounts payable	4,581	2,911	2,955
Accrued expenses	347	1,473	1,264
Income taxes payable	4,801	12,453	9,745
Excess tax benefits from stock-based payment arrangements	(3,595)	(12,678)	(18,033)
Unearned tuition	18,118	17,580	23,396
Deferred lease incentives	1,235	968	1,547
Student loans originated or acquired	(3)		
Collections on student loans receivable	23		
Net cash provided by operating activities	61,769	80,753	88,572
Cash flows from investing activities:			
Purchases of property and equipment	(13,183)	(14,869)	(20,657)
Proceeds from the sale of property and equipment		5,754	
Purchases of marketable securities	(30,000)		(50,969)
Proceeds from the sale of marketable securities			76,785
Net cash (used in) provided by investing activities	(43,183)	(9,115)	5,159
Cash flows from financing activities:			
Regular common dividends paid	(15,284)	(19,027)	(23,076)
Special common dividends paid			(28,853)
Proceeds from exercise of stock options	6,595	15,178	10,633
Excess tax benefits from stock-based payment arrangements	3,595	12,678	18,033
Repurchase of common stock	(35,041)	(38,094)	(109,125)

Net cash used in financing activities	(40,135)	(29,265)	(132,388)
Net (decrease) increase in cash and cash equivalents	(21,549)	42,373	(38,657)
Cash and cash equivalents beginning of year	74,212	52,663	95,036
Cash and cash equivalents end of year	$ 52,663	$ 95,036	$ 56,379
Non-cash transactions:			
Purchases of property and equipment included in accounts payable	$ 501	$ 2,349	$ 811

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

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STRAYER EDUCATION, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Nature of Operations

Strayer Education, Inc. (the Company), a Maryland corporation, conducts its operations through its wholly owned subsidiary, Strayer University, Inc. (the University). The University is an accredited institution of higher education that provides undergraduate and graduate degrees in various fields of study through 65 campuses (including two campuses opened for the 2009 winter term and three opened for the 2009 spring term) in Alabama, Delaware, Florida, Georgia, Kentucky, Maryland, New Jersey, North Carolina, Pennsylvania, South Carolina, Tennessee, Utah, Virginia, West Virginia, and Washington, D.C., and worldwide via the Internet. With the Company s focus on the customer, regardless of whether he or she chooses to take classes at a physical campus or online, we have only one reporting segment.

2. Significant Accounting Policies

Principles of Consolidation

The consolidated financial statements include the accounts of the Company and its subsidiaries, the University, Education Loan Processing, Inc., and Professional Education, Inc. (The University is the only subsidiary that is currently active). All inter-company accounts and transactions have been eliminated in the consolidated financial statements.

Cash and Cash Equivalents

Cash and cash equivalents consist of cash invested in bank overnight deposits and money market mutual funds. The Company places its cash and temporary cash investments with various financial institutions. The Company considers all highly liquid instruments purchased with a maturity of three months or less at the date of purchase to be cash equivalents.

Marketable Securities

Most of the Company s excess cash is invested in tax-exempt money market funds and a diversified, short-term, investment grade, tax-exempt bond fund to minimize the Company s principal risk and to benefit from the tax efficiency of the funds underlying securities. As of December 31, 2008, the Company had $51.0 million, as determined by the quoted market price, invested in the short-term tax-exempt bond fund. The investments are considered available-for-sale as they are not held for trading and will not be held to maturity, in accordance with Statement of Financial Accounting Standards No. 115, *Accounting for Certain Investments in Debt and Equity Securities*. The Company records the net unrealized gains and losses for changes in fair value as a component of accumulated other comprehensive income in stockholders equity. Realized gains and losses from the sale of marketable securities are based on the specific identification method.

Revenues

The Company s educational programs are offered on a quarterly basis. Approximately 97% of the Company s revenues during the year ended December 31, 2008 consisted of tuition revenue. Tuition revenue is recognized in the quarter of instruction. Tuition revenue is shown net of any refunds, withdrawals, corporate discounts, scholarships and employee tuition discounts. At the time of registration, a liability (unearned tuition) is recorded for academic services to be provided and a tuition receivable is recorded for the portion of the tuition not paid upfront in cash. Revenues also include textbook-related income, application fees, commencement fees, placement test fees, withdrawal fees, loan administration fees and other income, which are all recognized when incurred.

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STRAYER EDUCATION, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Concentration of Credit Risk

The Company places its cash and temporary cash investments in money market mutual funds and bank overnight deposits with various financial institutions. Cash and cash equivalent balances are in excess of the FDIC insurance limit. The Company has not experienced any losses on its cash and cash equivalents. At December 31, 2008, most of the Company s cash and cash equivalents were invested in money market funds which are participating in the U.S. Treasury Department s Guarantee Program. This program provides coverage up to certain thresholds to account holders in the event that a fund s net asset value drops below $1.00. The Company has also invested its excess cash in a diversified, short-term, investment grade, tax-exempt bond fund that is classified under Marketable Securities.

Tuition receivables are not collateralized; however, credit risk is minimized as a result of the diverse nature of the University s student base. The University establishes an allowance for doubtful tuition accounts based upon historical trends and other information.

Property and Equipment

Property and equipment are stated at cost less accumulated depreciation. In accordance with Statement of Financial Accounting Standards No. 144, *Accounting for the Impairment or Disposal of Long-Lived Assets*, the carrying values of the Company s assets are re-evaluated when events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. If it is determined that an impairment loss has occurred based on expected undiscounted future cash flows, then a loss is recognized using a fair-value based model. Through 2008, no such impairment loss had occurred. Depreciation of property and equipment is calculated using the straight-line method over the estimated useful lives ranging from 3 to 40 years. Depreciation and amortization amounted to $7.1 million, $8.5 million, and $10.8 million for the years ended December 31, 2006, 2007 and 2008, respectively.

Purchases of property and equipment and changes in accounts payable for each of the three years in the period ended December 31, 2008 in the Consolidated Statements of Cash Flows have been adjusted to exclude non-cash purchases of property and equipment transactions during that period.

Income Taxes

The Company provides for deferred income taxes based on temporary differences between financial statement and income tax bases of assets and liabilities using enacted tax rates in effect in the year in which the differences are expected to reverse.

The Company adopted the provisions of Financial Standards Accounting Board Interpretation No. 48, *Accounting for Uncertainty in Income Taxes (FIN 48)*, an interpretation of FASB Statement No. 109 (SFAS 109), on January 1, 2007. As a result of the implementation of FIN 48, no material adjustment in the liability for unrecognized income tax benefits was recognized. The amount of unrecognized tax benefits at the adoption date of January 1, 2007 and at December 31, 2007 and 2008 are immaterial. The Company recognizes interest and penalties related to uncertain tax positions in income tax expense. As of December 31, 2008, the amount of accrued interest and penalties related to uncertain tax positions was immaterial. The tax years 2005-2007 remain open to examination by the major taxing jurisdictions to which the Company is subject.

Advertising Costs

The Company expenses advertising costs in the quarter in which incurred, except for costs associated with the production of television commercials which are expensed when the commercial is first used.

STRAYER EDUCATION, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Long-Term Liabilities

The Company has no debt; most of its long-term liabilities are for lease incentives related to the opening of new campuses, the straight-lining of rent expense, and a deferred gain related to the sale and lease back of a campus facility. In conjunction with the opening of some new campuses and other facilities, the Company was reimbursed by the lessors for improvements made to those leased properties. In accordance with Financial Accounting Standards Board Technical Bulletin No. 88-1, these reimbursements were capitalized as leasehold improvements and a long-term liability established. The leasehold improvements and the long-term liability are amortized on a straight-line basis over the corresponding lease terms, which range from five to ten years. In accordance with the FASB Technical Bulletin No. 85-3, Accounting for Operating Leases with Schedule Rent Increases , the Company records rent expense on a straight-line basis over the initial term of a lease. The difference between the rent payment and the straight-line rent expense is recorded as a long-term liability. The Company also records the non-current portion of the gain related to the sale and lease back of a campus facility as a long-term liability. (See Note 7 below for more information.)

Stock-Based Compensation

On January 1, 2006, the Company adopted Statement of Financial Accounting Standards No. 123(R), *Share-based Payment* (SFAS 123(R)), which requires the measurement and recognition of compensation expense for all share-based payment awards made to employees and directors, including employee stock options and employee stock purchases related to the Company s Employee Stock Purchase Plan based on estimated fair values. SFAS 123(R) supersedes the Company s previous accounting under Accounting Principles Board Opinion No. 25, *Accounting for Stock Issued to Employees* (APB 25) for periods beginning January 1, 2006. In March 2005, the Securities and Exchange Commission issued Staff Accounting Bulletin No. 107 (SAB 107) relating to SFAS 123(R). The Company has applied the provisions of SAB 107 in its adoption of SFAS 123(R).

The Company adopted SFAS 123(R) using the modified prospective transition method provided under the rule, which requires the application of the accounting standard as of January 1, 2006. In adopting SFAS 123(R), the Company used the long-form method of calculating the accumulated windfall tax benefit. The Company s consolidated financial statements as of and for the twelve months ended December 31, 2006, 2007, and 2008 reflect the impact of SFAS 123(R). In accordance with the modified prospective transition method provided under the rule, the Company s consolidated financial statements for prior periods have not been restated to reflect, and do not include, the impact of SFAS 123(R). Stock-based compensation expense related to restricted stock grants is expensed over the vesting period using the straight-line method for Company employees and the graded-vesting method for members of the Board of Directors.

SFAS 123(R) requires companies to estimate the fair value of share-based payment awards on the date of grant using an option-pricing model. The Company has elected to estimate fair value using the Black-Scholes option pricing valuation model. The value of the portion of the award that is ultimately expected to vest is recognized as expense over the requisite service periods in the Company s Consolidated Statements of Income. Prior to the adoption of SFAS 123(R), the Company accounted for stock-based awards to employees and directors using the intrinsic value method in accordance with APB 25 pursuant to Statement of Financial Accounting Standards No. 123, *Accounting for Stock-based Compensation* (FAS 123). Under the intrinsic value method, no stock-based compensation expense was recognized in the Company s Consolidated Statements of Income for stock options because the exercise price of the Company s stock options granted to employees and directors equaled the fair market value of the underlying stock at the date of grant.

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STRAYER EDUCATION, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Stock-based compensation expense recognized in the Company s Consolidated Statements of Income for the twelve months ended December 31, 2006, 2007 and 2008 included compensation expense for share-based payment awards granted prior to, but not yet vested as of December 31, 2005, based on the grant date fair value estimated in accordance with the pro forma provisions of FAS 123 and compensation expense for the share-based payment awards granted subsequent to December 31, 2005, based on the grant date fair value estimated in accordance with the provisions of SFAS 123(R). As stock-based compensation expense recognized in the Consolidated Statements of Income for the years ended December 31, 2006, 2007 and 2008 is based on awards ultimately expected to vest, the amounts have been reduced for estimated forfeitures. SFAS 123(R) requires forfeitures to be estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates. Forfeitures were estimated based on historical experience.

The Company s determination of fair value of share-based payment awards on the date of grant using an option-pricing model is affected by the Company s stock price as well as assumptions regarding a number of highly complex and subjective variables. These variables include, but are not limited to, the Company s expected stock price volatility over the term of the awards, and actual and projected employee stock option exercise behaviors.

No stock options were granted in 2006, 2007 or 2008.

Net Income Per Share

Basic earnings per share is computed by dividing net income by the weighted average number of shares of common stock outstanding during the periods. Diluted earnings per share reflects the potential dilution that could occur assuming conversion or exercise of all dilutive unexercised stock options and restricted stock. The dilutive effect of stock options was determined using the treasury stock method. Under the treasury stock method, the proceeds received from the exercise of stock options, the amount of compensation cost for future service not yet recognized by the Company and the amount of tax benefits that would be recorded in additional paid-in capital when the stock options become deductible for income tax purposes are all assumed to be used to repurchase shares of the Company s common stock. Stock options are not included in the computation of diluted earnings per share when the stock option exercise price of an individual grant exceeds the average market price for the period. At December 31, 2008, the Company had no issued and outstanding stock options that were excluded from the calculation.

Set forth below is a reconciliation of shares used to calculate basic and diluted earnings per share (in thousands).

	2006	**2007**	**2008**
Weighted average shares outstanding used to compute basic earnings per share	14,187	14,248	14,015
Incremental shares issuable upon the assumed exercise of stock options	282	168	63
Unvested restricted stock	23	101	164
Shares used to compute diluted earnings per share	14,492	14,517	14,242

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of expenses during the period reported. The most significant management estimates

STRAYER EDUCATION, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

included allowances for uncollectible accounts, accrued expenses, forfeiture rates for stock-based awards, and the provision for income taxes. Actual results could differ from those estimates.

Comprehensive Income

Comprehensive income consists of net income and unrealized gains (losses) on investments in marketable securities, net of income taxes.

Recent Accounting Pronouncements

In September 2006, the FASB issued Statement of Financial Accounting Standards No. 157 (SFAS 157), *Fair Value Measurements*, which defines fair value, establishes guidelines for measuring fair value and expands disclosures regarding fair value measurements. SFAS 157 does not require any new fair value measurements but rather eliminates inconsistencies in guidance found in various prior accounting pronouncements. SFAS 157 is effective for fiscal years beginning after November 15, 2007. Earlier adoption is permitted, provided that the company has not yet issued financial statements, including for interim periods, for that fiscal year. The adoption of SFAS 157, effective January 1, 2007, did not have a material impact on our consolidated financial position, results of operations or cash flows.

In September 2006, the FASB issued Statement of Financial Accounting Standards No. 158. *Employers Accounting for Defined Benefit Pension and Other Postretirement Plans* (SFAS 158), an amendment to FASB Statements No. 87, 88, 106 and 132(R). SFAS 158 requires an employer to recognize the overfunded or underfunded status of a defined benefit pension and other postretirement benefit plan as an asset or liability in its statement of financial position and to recognize changes in that funded status in the year in which the changes occur through other non-owner changes in equity. The standard also requires disclosure in the notes to the financial statements of additional information about certain effects on net periodic benefit costs of the next fiscal year that arise from delayed recognition of gains or losses, prior services costs and transition asset or obligation. An employer with publicly traded equity securities is required to initially recognize the funded status of a defined benefit postretirement plan and to provide the required disclosures as of the end of the fiscal year ending after December 15, 2006. The adoption of SFAS 158 did not have a material effect on the Company s financial position or results of operations since it has no defined benefit pension or other postretirement plan.

In February 2007, the FASB issued Statement of Financial Accounting Standards No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities* (SFAS 159). This statement permits entities to choose to measure many financial instruments and certain other items at fair value that are not currently required to be measured at fair value. This statement also establishes presentation and disclosure requirements designed to facilitate comparisons between entities that choose different measurement attributes for similar types of assets and liabilities. SFAS 159 is effective for the first fiscal year beginning after November 15, 2007. The adoption of SFAS 159, effective January 1, 2007, did not have a material effect on the Company s financial position or results of operations.

In June 2008, the FASB issued FASB Staff Position No. EITF 03-6-1 (FSP EITF 03-6-1), *Determining Whether Instruments Granted in Share-Based Payment Transactions Are Participating Securities.* This staff position sets forth requirements related to certain share-based payment awards that entitle holders to receive non-forfeitable dividends before they vest and will also be treated as participating securities in basic and diluted EPS calculations. FSP EITF 03-6-1 is effective for the first fiscal year beginning after December 15, 2008. We are currently evaluating the impact of FSP EITF 03-6-1 on our consolidated financial statements.

STRAYER EDUCATION, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

3. Investments Marketable Securities

The cost and fair value for investments in marketable securities as of December 31, 2007 and 2008 are as follows (in thousands):

	2007	2008
Cost	$ 76,000	$ 50,969
Gross unrealized gain (loss)	299	(79)
Fair value	$ 76,299	$ 50,890

The Company has invested some of its excess cash in a diversified, no load, short-term, investment grade, tax-exempt bond fund. At December 31, 2008, the 577 issues in this fund had an average credit rating of AA, an average maturity of 1.3 years, an average duration of 1.1 years, and an average yield to maturity of 2.4%.

4. Property and Equipment

The composition of property and equipment as of December 31, 2007 and 2008 is as follows (in thousands):

	2007	2008	Estimated useful life (years)
Land	$ 5,726	$ 5,726	
Buildings and improvements	18,144	18,610	5-40
Furniture and equipment	48,647	62,078	5-7
Leasehold improvements	18,672	25,689	3-10
Construction in progress	2,786	991	
	93,975	113,094	
Accumulated depreciation and amortization	(36,029)	(46,790)	
	$ 57,946	$ 66,304	

In 2007 and 2008, the Company recorded leasehold improvements of $968,000 and $1,547,000, respectively, which were reimbursed by lessors as lease incentives. In 2007 and 2008, the Company wrote-off $530,000 and $0, respectively, in fixed assets that were fully depreciated and no longer in service.

5. Restricted Cash

In 2003, as part of commencing operations in Pennsylvania, the Company was required to maintain a minimum protective endowment of at least $500,000 in an interest-bearing account. These funds are required as long as the Company operates its campuses in the state. The Company accounts for these funds as a long-term asset.

6. Stock Options and Restricted Stock

In July 1996, the Company s stockholders approved 1,500,000 shares of common stock for grants under the Company s 1996 Stock Option Plan (as amended, the Plan). This Plan was amended by the stockholders at the May 2001 Annual Stockholders Meeting and at the May 2005 Annual Stockholders Meeting to increase the number of shares authorized for issuance thereunder by 1,000,000 and 500,000, respectively. A total of 3,000,000 shares have therefore been approved for grant under the Plan. The Plan was again amended at the May 2006 Annual Stockholders Meeting to

STRAYER EDUCATION, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

authorize a one-time exchange of stock options for restricted stock by employees (excluding the five highest compensated executive officers) and to permit restricted stock and cash awards to qualify for favorable tax treatment under Section 162(m) of the Internal Revenue Code. The Plan provides for the grant of options intended to qualify as incentive stock options, and also provides for the grant of non-qualifying options and restricted stock to employees, officers and directors of the Company. Options and restricted stock may be granted to eligible employees, officers or directors of the Company at the discretion of the Board of Directors. Vesting provisions are also at the discretion of the Board of Directors. Options may be granted at option prices based at or above the fair market value of the shares at the date of grant. The maximum term of the options granted under the Plan is ten years.

In February 2006, the Company s Board of Directors approved cash payments to the holders of vested stock options in an amount equivalent to the Company s common stock dividends. These cash payments are remitted on the same dates as the Company s dividends and amounted to $0.6 million in 2006, $0.4 million in 2007, and $0.6 million in 2008.

In February 2008, the Company s Board of Directors approved a grant of 42,536 shares of restricted stock to certain employees. These shares vest over a 3 - 5 year period. The Company s stock price closed at $162.10 on the date of the restricted stock grant.

In April 2008, the Company awarded 2,617 shares of restricted stock to various non-employee members of the Company s Board of Directors as part of its annual director compensation program. These shares vest over three years, with one-third of the stock vesting each year. The Company s stock price closed at $179.89 on the date of this restricted stock grant.

Stock Options

All stock options granted after 2000 vest over three to four years with exercise prices ranging from $33.69 to $119.72. These options expire within six to eight years from date of grant and had a weighted-average contractual life of 3.8 years as of December 31, 2008.

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STRAYER EDUCATION, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The table below sets forth the stock option activity for the years ended December 31, 2006, 2007 and 2008 and other stock option information at December 31, 2008:

	Number of shares	Weighted-average exercise price	Weighted-average remaining contractual life (yrs.)	Aggregate intrinsic value(1) (in thousands)
Balance, December 31, 2005	1,103,334	$ 62.79	3.6	$ 38,620
Grants				
Exercises	(149,334)	44.17		
Forfeitures/Exchanges	(191,666)	102.64		
Balance, December 31, 2006	762,334	$ 56.42	2.6	$ 37,338
Grants				
Exercises	(372,250)	40.77		
Forfeitures				
Balance, December 31, 2007	390,084	$ 71.35	2.6	$ 38,710
Grants				
Exercises	(223,000)	$ 47.68		
Forfeitures				
Balance, December 31, 2008	167,084	$ 102.98	3.8	$ 18,618
Vested, December 31, 2008	16,667	$ 64.22	0.8	$ 2,503
Exercisable, December 31, 2008	16,667	$ 64.22	0.8	$ 2,503

(1) The aggregate intrinsic value in the table above represents the total pre-tax intrinsic value (the difference between the Company s closing stock price on December 31 of each year and the exercise price, multiplied by the number of in-the- money options) that would have been received by the option holders had all option holders exercised their options on December 31 of that year. The amount of aggregate intrinsic value will change based on the fair market value of our stock.

The number of shares exercisable as of December 31, 2006, 2007, and 2008 are as follows:

	Number of shares	Weighted-average exercise price

Exercisable, December 31, 2006	561,917	$	41.88
Exercisable, December 31, 2007	229,667	$	45.71
Exercisable, December 31, 2008	16,667	$	64.22

The following table summarizes information regarding share-based payment arrangements for the years ended December 31, 2006, 2007 and 2008 (in thousands):

	For the year ended December 31,		
	2006	**2007**	**2008**
Proceeds from stock options exercised	$ 6,595	$ 15,178	$ 10,633
Excess tax benefits related to share-based payment arrangements	$ 3,595	$ 12,678	$ 18,033
Intrinsic value of stock options exercised[(1)]	$ 9,225	$ 32,588	$ 28,581

(1) Intrinsic value of stock options exercised is estimated by taking the difference between the Company s closing stock price on the date of exercise and the exercise price, multiplied by the number of options exercised for each option holder and then aggregated.

STRAYER EDUCATION, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The following table summarizes information about the stock options to purchase the Company s common stock at December 31, 2008:

	Options Outstanding				Options Exercisable		
Exercise prices	**Number outstanding at 12/31/08**	**Weighted-average remaining contractual life (yrs.)**		**Weighted-average exercise price**	**Number exercisable at 12/31/08**		**Weighted-average exercise price**
$61.81	10,000	0.4	$	61.81	10,000	$	61.81
$67.84	6,667	1.4	$	67.84	6,667	$	67.84
$107.28	150,417	4.0	$	107.28			
	167,084	3.8	$	102.98	16,667	$	64.22

Restricted Stock

The table below sets forth the restricted stock activity for the years ended December 31, 2006, 2007 and 2008:

	Number of shares		**Weighted-average grant price**
Balance, December 31, 2005	4,500	$	100.58
Grants	208,567		102.01
Vested shares			
Forfeitures	(7,500)		91.27
Balance, December 31, 2006	205,567	$	102.37
Grants	24,878		117.09
Vested shares	(1,543)		103.60
Forfeitures	(3,260)		103.39
Balance, December 31, 2007	225,642	$	103.97
Grants	45,153		163.13
Vested shares	(146,484)		101.79
Forfeitures	(2,216)		115.73
Balance, December 31, 2008	122,095	$	124.06

Valuation and Expense Information Under SFAS 123(R) and Pro forma Information Under SFAS 123 for Periods Prior to January 1, 2006.

At December 31, 2008, total stock-based compensation cost which has not yet been recognized was $7.6 million, representing $7.4 million for unvested restricted stock and $0.2 million for unvested stock options. This cost is expected to be recognized over the next 31 months on a weighted-average basis.

STRAYER EDUCATION, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The following table sets forth the amount of stock-based compensation expense recorded in each of the expense line items (in thousands):

	For the year ended December 31, 2006	2007	2008
Instruction and educational support	$ 638	$ 680	$ 1,218
Selling and promotion	545	634	867
General and administration	6,866	8,893	9,042
Stock-based compensation expense included in operating expense	8,049	10,207	11,127
Tax benefit	2,992	3,879	4,227
Stock-based compensation expense, net of tax	$ 5,057	$ 6,328	$ 6,900

7. Long-Term Liabilities

Lease Incentives

In conjunction with the opening of new campuses during 2007 and 2008, the Company recorded reimbursements by the lessors for improvements made to the leased properties in the amount of $1.0 million and $1.5 million, respectively. In accordance with Financial Accounting Standards Board Technical Bulletin No. 88-1, these reimbursements were capitalized as leasehold improvements and a long-term liability established. The leasehold improvements and the long-term liability will be amortized on a straight-line basis over the corresponding lease terms, which range from five to 10 years. As of December 31, 2007 and 2008, the Company had deferred lease incentives of $3.9 million and $4.5 million, respectively.

Lease Obligations

In accordance with the FASB Technical Bulletin No. 85-3, Accounting for Operating Leases with Schedule Rent Increases, the Company records rent expense on a straight-line basis over the initial term of a lease. The difference between the rent payment and the straight-line rent expense is recorded as a long-term liability. As of December 31, 2007 and 2008, the Company had lease obligations of $4.6 million and $5.1 million, respectively.

Deferred Gain

In conjunction with the sale and lease back of its Loudoun, Virginia campus building in June 2007, the Company realized a gain of $2.8 million before tax, which is deferred and recognized over the 10-year lease term. The non-current portion of this gain, which is recorded as a long-term liability, was $2.4 million and $2.1 million at December 31, 2007 and 2008, respectively.

8. Sale of Campus Building

In June 2007, the Company sold its Loudoun, Virginia campus building for $5.8 million. The Company is leasing back most of the campus building over a 10-year period. The transaction resulted in a gain of $2.8 million before tax, which is to be recognized over the 10-year lease term.

9. Other Employee Benefit Plans

The Company has a 401(k) plan covering all eligible employees of the Company. Participants may contribute up to $16,500 (effective January 1, 2009) of their base compensation annually. Employee contributions are voluntary. Discretionary contributions were made by the Company in 2006, matching 100% of employee deferrals up to a maximum of 3% of the employee s annual salary.

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STRAYER EDUCATION, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Beginning in 2007, the Company matched an additional 50% of employee deferrals between 3% and 5% of annual salary. The Company s contributions totaled $0.7 million, $1.1 million, and $1.4 million for the years ended December 31, 2006, 2007, and 2008, respectively.

In May 1998, the Company adopted the Strayer Education, Inc. Employee Stock Purchase Plan (ESPP). Under the ESPP, eligible employees may purchase shares of the Company s common stock, subject to certain limitations, at 90% of its market value at the date of purchase. Purchases are limited to 10% of an employee s eligible compensation. The aggregate number of shares of common stock that may be made available for purchase by participating employees under the ESPP is 2,500,000 shares. Shares purchased in the open market for employees for the years ended December 31, 2006, 2007, and 2008 were as follows:

	Shares purchased	Average price per share
2006	4,767	$ 91.33
2007	3,830	$ 136.33
2008	3,208	$ 175.86

10. Stock Repurchase Plan

As announced on November 3, 2003, the Company s Board of Directors initially authorized the Company to repurchase up to an aggregate of $15 million in value of common stock through December 31, 2004 in open market purchases from time to time at the discretion of the Company s management depending on market conditions and other corporate considerations. The Company s Board of Directors amended the program on various dates, increasing the repurchase amount authorized and extending the expiration date. At December 31, 2008, approximately $70 million of the Company s share repurchase authorization was remaining for repurchases through December 31, 2009. All of the Company s share repurchases were effected in compliance with Rule 10b-18 under the Securities Exchange Act of 1934, as amended. This stock repurchase plan may be modified, suspended or terminated at any time by the Company without notice.

A summary of the Company s stock repurchase activity for the years ended December 31, 2006, 2007, and 2008, all of which was part of a publicly announced plan, is set forth in the table below:

	Number of shares repurchased	Average price paid per share	Amount available for future repurchases (mil.)
2006	349,066	$ 100.39	
2007	260,818	$ 146.05	
2008	603,382	$ 180.86	
	1,213,266	$ 150.22	$ 70.1

11. Commitments and Contingencies

The University participates in various federal student financial assistance programs which are subject to audit. Management believes that the potential effects of audit adjustments, if any, for the periods currently under audit will not have a material adverse effect on the Company s consolidated financial position, results of operations or cash flows.

As of December 31, 2008, the Company had 67 long-term operating leases for campuses and other administrative locations. Rent expense was $12,828,000, $15,327,000, and $19,690,000 for the years ended December 31, 2006, 2007 and 2008, respectively.

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STRAYER EDUCATION, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The rents on the Company s leases are subject to annual increases. The minimum rental commitments for the Company as of December 31, 2008 are as follows (in thousands):

	Minimum rental commitments
2009	$ 21,290
2010	22,965
2011	24,327
2012	22,243
2013	20,425
Thereafter	79,639
Total	$ 190,889

In addition, the Company has available two $10 million credit facilities from two banks. Interest on any borrowings under either facility will accrue at an annual rate not to exceed 0.75% above the London Interbank Offered Rate. The Company does not pay any fees for these facilities. There have been no borrowings by the Company under these credit facilities. An unsecured letter of credit in the amount of $1.4 million, which expires in June 2009, was provided by Strayer University in favor of regulators in connection with their periodic approval activities.

12. Special Dividend

On October 30, 2007, the Company s Board of Directors declared a special common stock dividend of $2.00 per share, or $28.9 million, which was paid on January 16, 2008 to all shareholders of record on January 2, 2008.

13. Income Taxes

The income tax provision for the years ended December 31, 2006, 2007 and 2008 is summarized below (in thousands):

	2006	2007	2008
Current:			
Federal	$ 29,486	$ 36,500	$ 41,670
State	6,319	8,159	8,744
Total current	35,805	44,659	50,414
Deferred:			
Federal	(3,680)	(4,935)	89

State	(354)	(609)	67
Total deferred	(4,034)	(5,544)	156
Total provision for income taxes	$ 31,771	$ 39,115	$ 50,570

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STRAYER EDUCATION, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The tax effects of the principal temporary differences that give rise to the Company s deferred tax assets are as follows as of December 31, 2007 and 2008 (in thousands):

	2007	2008
Tuition receivable and student loans	$ 1,264	$ 1,884
Accrued vacation payable	241	369
Deferred gain on sale of property	109	111
Unrealized gains on marketable securities	(118)	(7)
Current net deferred tax asset	1,496	2,357
Student loans	1	1
Property and equipment	(687)	(129)
Deferred leasing costs	1,816	2,016
Stock-based compensation	6,762	5,083
Deferred gain on sale of property	938	828
Long-term net deferred tax asset	8,830	7,799
Net deferred tax asset	$ 10,326	$ 10,156

A reconciliation between the Company s statutory tax rate and the effective tax rate for the years ended December 31, 2006, 2007 and 2008 is as follows:

	2006	2007	2008
Statutory federal rate	35.0%	35.0%	35.0%
State income taxes, net of federal benefits	4.9	5.1	4.3
Non-taxable interest income	(1.8)	(2.1)	(0.9)
Other	(0.3)	(0.4)	0.2
Effective tax rate	37.8%	37.6%	38.6%

Cash payments for income taxes were $31.0 million in 2006, $32.4 million in 2007, and $40.6 million in 2008.

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STRAYER EDUCATION, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

14. Summarized Quarterly Financial Data (Unaudited)

Quarterly financial information for 2007 and 2008 is as follows (in thousands except per share data):

	Quarter			
2007	**First**	**Second**	**Third**	**Fourth**
Revenues	$ 80,193	$ 78,875	$ 69,813	$ 89,131
Income from operations	28,947	26,351	13,058	29,201
Net income	18,806	17,360	9,275	19,496
Net income per share:				
Basic	$ 1.33	$ 1.22	$ 0.65	$ 1.37
Diluted	$ 1.30	$ 1.20	$ 0.64	$ 1.34

	Quarter			
2008	**First**	**Second**	**Third**	**Fourth**
Revenues	$ 97,074	$ 97,928	$ 86,993	$ 114,280
Income from operations	35,559	33,607	18,251	39,435
Net income	23,522	21,323	11,762	24,202
Net income per share:				
Basic	$ 1.67	$ 1.52	$ 0.84	$ 1.73
Diluted	$ 1.64	$ 1.50	$ 0.83	$ 1.71

STRAYER EDUCATION, INC.
Schedule II Valuation and Qualifying Accounts
(in thousands)

Description	Balance beginning of period	Additions charged to expense	Deductions	Balance end of period	Bad debt expense as a % of revenue
Deduction from asset account:					
Allowance for doubtful accounts:					
Year ended December 31, 2008	$ 3,206	$ 12,707	$ (11,137)	$ 4,776	3.2%
Year ended December 31, 2007	3,029	10,547	(10,370)	3,206	3.3%
Year ended December 31, 2006	1,927	7,776	(6,674)	3,029	2.9%

Item 9. Changes in and Disagreements With Accountants on Accounting and Financial Disclosure

None.

Item 9A. Controls and Procedures

The Company s Chief Executive Officer and Chief Financial Officer have evaluated the effectiveness of the Company s disclosure controls and procedures as of December 31, 2008. Based upon such review, the Chief Executive Officer and Chief Financial Officer have concluded that the Company had in place, as of December 31, 2008, effective controls and procedures designed to ensure that information required to be disclosed by the Company (including consolidated subsidiaries) in the reports it files or submits under the Securities Exchange Act of 1934, as amended, and the rules thereunder, is recorded, processed, summarized and reported within the time periods specified in the Commission s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by an issuer in reports it files or submits under the Securities Exchange Act is accumulated and communicated to the Company s management, including its principal executive officer or officers and principal financial officer or officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

Management s Report on Internal Control Over Financial Reporting

The Company s management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rule 13a-15(f). A company s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company s internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Under the supervision and with the participation of the Company s principal executive officer and principal financial officer, the Company s management assessed the effectiveness of the registrant s internal control over financial reporting, as of December 31, 2008 based on the framework in *Internal Control Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on our assessment under the framework in *Internal Control Integrated Framework*, our management concluded that our internal control over financial reporting was effective as of December 31, 2008.

The effectiveness of the Company s internal control over financial reporting as of December 31, 2008 has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report which appears herein.

Changes in Internal Controls over Financial Reporting

The Company s Chief Executive Officer and Chief Financial Officer have evaluated any changes in the Company s internal control over financial reporting that occurred during the quarter ended December 31, 2008, and have concluded that there was no change during such quarter that has materially affected, or is reasonably likely to materially affect, the Company s internal control over financial reporting.

Item 9B. Other Information

On February 10, 2009, the Board of Directors of the Company approved and adopted an amendment to the Company s By-laws to implement a majority voting policy, as well as a related corporate governance policy concerning the holdover of any directors not elected by a majority vote, replacing the Company s current plurality voting standard. To address the concern of a failed election, i.e., that in any specific election no director nominee would receive the requisite majority vote, the new majority voting policy provides that: (1) in the case of any contested election, where shareholders are given a choice between candidates, the plurality voting rule would still apply so that the director candidate receiving the highest vote total would prevail, and (2) in an uncontested election, a director who fails to receive the requisite majority vote would be required to promptly offer his resignation and the Board, following the recommendation of the Company s Nominating and Governance Committee, would have up to 90 days to decide whether to accept such offer, during which time the director nominee would continue to serve on the Board as a holdover director. Such period would provide the Board with time to seek an alternative director and ensure compliance with applicable NASDAQ and SEC requirements.

A copy of the amendment is attached hereto as Exhibit 3.03 and is incorporated by reference. A copy of this new corporate governance policy is available on our website at www.strayereducation.com.

PART III

Item 10. Directors, Executive Officers and Corporate Governance

The following table sets forth certain information with respect to the Company s directors and executive officers.

Name	Age	Position
Directors:		
Robert S. Silberman	51	Chairman of the Board and Chief Executive Officer
Dr. Charlotte F. Beason	61	Director
William E. Brock	78	Director
David A. Coulter	61	Director
Robert R. Grusky	51	Director
Robert L. Johnson	62	Director
Todd A. Milano	56	Director
G. Thomas Waite, III	57	Director
J. David Wargo	55	Director
Executive Officers:		
Karl McDonnell	42	President and Chief Operating Officer
Mark C. Brown	49	Executive Vice President and Chief Financial Officer
Lysa A. Hlavinka	41	Executive Vice President and Chief Administrative Officer
Gregory Ferenbach	49	Senior Vice President and General Counsel
Sonya G. Udler	41	Senior Vice President Corporate Communications
University Officers:		
Dr. Sondra F. Stallard	59	University President
Dr. Joel O. Nwagbaraocha	66	Provost and Chief Academic Officer

Randi Reich Cosentino	35	Senior Vice President Academic Administration

Directors

Mr. Robert S. Silberman has been Chairman of the Board since February 2003 and Chief Executive Officer since March 2001. From 1995 to 2000, Mr. Silberman served in a variety of senior management positions at CalEnergy Company, Inc., including as President and Chief Operating Officer. From 1993 to 1995, Mr. Silberman was Assistant to the Chairman and Chief Executive Officer of International Paper Company. From 1989 to 1993, Mr. Silberman served in several senior positions in the U.S. Department of Defense, including as Assistant Secretary of the Army. Mr. Silberman has been a Director of Strayer since March 2001. He serves on the Board of Directors of Covanta Holding Company, NewPage Holding Corporation, and on the Management Advisory Board of New Mountain Capital, LLC. He also serves on the Board of Visitors of The Johns Hopkins University School of Advanced International Studies. Mr. Silberman is a member of the Council on Foreign Relations. Mr. Silberman holds a bachelor s degree in history from Dartmouth College and a master s degree in international policy from The Johns Hopkins University.

Dr. Charlotte F. Beason is a former consultant in education and health care administration. From 1988 to 1996, she was Director of Health Professions Education Service and the Health Professional Scholarship Program at the Department of Veterans Affairs. From 2000 to 2003, Dr. Beason was Chair

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and Vice Chair of the Commission on Collegiate Nursing Education (an autonomous agency accrediting baccalaureate and graduate programs in nursing); she is an evaluator for the Commission on Collegiate Nursing Education. Dr. Beason has served on the Board since 1996 and is a member of the Nominating/Governance Committee of the Board. She is also Chairwoman of the Strayer University Board of Trustees. Dr. Beason holds a bachelor s degree in nursing from Berea College, a master s degree in psychiatric nursing from Boston University and a doctorate in clinical psychology and public practice from Harvard University.

Mr. William E. Brock is the Founder and Chairman of the Brock Offices, a firm specializing in international trade, investment and human resources. From 1985 to 1987, Mr. Brock served in the President s Cabinet as the U.S. Secretary of Labor, and from 1981 to 1985, as the U.S. Trade Representative. Elected Chairman of the Republican National Committee from 1977 to 1981, Mr. Brock previously served as a Member of Congress and, subsequently, as U.S. Senator for the State of Tennessee. Mr. Brock serves as a Counselor and Trustee of the Center for Strategic and International Studies, and as a member of the Board of Directors of On Assignment, Inc., and Health Extras, Inc., and ResCare, Inc. Mr. Brock has been a member of the Board since 2001 and is Chair of the Nominating/Governance Committee of the Board. He holds a bachelor s degree in commerce from Washington and Lee University. Mr. Brock has also received a number of honorary degrees.

Mr. David A. Coulter is currently Managing Director and Senior Advisor at Warburg Pincus, LLC. He was Vice Chairman of J.P. Morgan & Chase Co. from December 2000 to December 2005. Mr. Coulter was Vice Chairman of The Chase Manhattan Corporation from July 2000 to December 2000. Prior to joining Chase, Mr. Coulter led the West Coast operations of the Beacon Group, a private investment and strategic advisory firm, and prior to that, Mr. Coulter served as the Chairman and Chief Executive Officer of the BankAmerica Corporation. Mr. Coulter is a member of the Board of Directors of The Irvine Company, Metavante Technologies, Inc., Aeolus Re, and MBIA, Inc. Mr. Coulter is currently serving as the Presiding Independent Director of the Strayer Education, Inc. Board of Directors, on which he has served since 2002. Mr. Coulter holds a bachelor s degree in mathematics and economics and a master s degree in industrial administration, both from Carnegie Mellon University.

Mr. Robert R. Grusky is the Founder and Managing Member of Hope Capital Management, LLC, an investment manager, since 2000. He co-founded New Mountain Capital, LLC, a private equity firm, in 2000 and was a Principal and Member from 2000 to 2005, and has been a Senior Advisor since then. From 1998 to 2000, Mr. Grusky served as President of RSL Investments Corporation. From 1985 to 1997, with the exception of 1990 to 1991 when he was on a leave of absence to serve as a White House Fellow and Assistant for Special Projects to the Secretary of Defense, Mr. Grusky served in a variety of capacities at Goldman, Sachs & Co., first in its Mergers & Acquisitions Department and then in its Principal Investment Area. He is also on the Board of Directors of AutoNation, Inc., and AutoZone, Inc., as well as a member of the Board of Trustees of Hackley School. Mr. Grusky has served on the Board since 2001, and is a member of the Audit Committee of the Board. He holds a bachelor s degree in history from Union College and an MBA from Harvard University.

Mr. Robert L. Johnson is the Founder and Chairman of The RLJ Companies, which owns or holds interests in companies operating in the banking/financial services, real estate, hospitality, professional sports, film production, gaming and automotive industries. Mr. Johnson is the founder of Black Entertainment Television (BET), a subsidiary of Viacom and the leading African-American operated media and entertainment company in the United States, and served as its Chief Executive Officer until January 2006. In 2002, Mr. Johnson became the first African-American majority owner of a major sports franchise, the Charlotte Bobcats of the NBA. From 1976 to 1979, he served as Vice President of Governmental Relations for the National Cable & Telecommunications Association (NCTA). Mr. Johnson also served as Press Secretary for the Honorable Walter E. Fauntroy, Congressional Delegate from the District of Columbia. He also serves on the following boards: KB Home, Lowe s Companies, Inc., NBA Board of Governors, Deutsche Bank Advisory Committee, The Business Council, The Johns Hopkins University, and the Smithsonian Institution s National Museum of African

American History and Culture. Mr. Johnson has served on the Board since 2003, and is a member of the Compensation Committee of the Board. He holds a bachelor s degree in social studies from the University of Illinois and a master s degree in international affairs from the Woodrow Wilson School of Public and International Affairs at Princeton University.

Mr. Todd A. Milano has been President and Chief Executive Officer of Central Pennsylvania College since 1989. Mr. Milano has served on the Board since 1996 and is a member of the Compensation Committee of the Board and is also a member of the Strayer University Board of Trustees. Mr. Milano holds a bachelor s degree in industrial management from Purdue University.

Mr. G. Thomas Waite, III has been Treasurer and Chief Financial Officer of the Humane Society of the United States since 1993. In 1992, Mr. Waite was the Director of Commercial Management of The National Housing Partnership. Mr. Waite has served on the Board since 1996, is a member of the Audit Committee of the Board and is a former member of the Strayer University Board of Trustees. Mr. Waite holds a bachelor s degree in commerce from the University of Virginia and is a Certified Public Accountant.

Mr. J. David Wargo has been President of Wargo and Company, Inc., an investment management company, since 1993. Mr. Wargo is a co-founder and has been a Member of New Mountain Capital, LLC, since January 2000. From 1989 to 1992, Mr. Wargo was a Managing Director and Senior Analyst of The Putnam Companies, a Boston-based investment management company. From 1985 to 1989, Mr. Wargo was a partner and held other positions at Marble Arch Partners. Mr. Wargo is a Director of Liberty Global, Inc. and Discovery Communications, Inc. Mr. Wargo has served on the Board since 2001 and is Chair of the Compensation Committee of the Board. Mr. Wargo holds a bachelor s degree in physics and a master s degree in nuclear engineering, both from the Massachusetts Institute of Technology. He also holds a master s degree in management science from the Sloan School of Management, Massachusetts Institute of Technology.

Executive Officers

Mr. Karl McDonnell joined Strayer Education in July 2006 as President and Chief Operating Officer. Previously, he served as Chief Operating Officer of InteliStaf Healthcare, Inc., one of the nation s largest privately-held healthcare staffing firms, from 2003 to 2005. Prior to his tenure at InteliStaf, he served as Vice President of the Investment Banking Division at Goldman, Sachs & Co. Mr. McDonnell has held senior management positions with several Fortune 100 companies, including The Walt Disney Company. Mr. McDonnell holds a bachelor s degree in political science and American history from Virginia Wesleyan College and an MBA from Duke University.

Mr. Mark C. Brown is Executive Vice President and Chief Financial Officer, having joined Strayer in 2001. Mr. Brown was previously the Chief Financial Officer of the Kantar Group, the information and consultancy division of WPP Group, a multi-national communications services company. Prior to that, for nearly 12 years, Mr. Brown held a variety of management positions at PepsiCo, Inc., including Director of Corporate Planning for Pepsi Bottling Group and Business Unit Chief Financial Officer for Pepsi-Cola International. Mr. Brown is a Certified Public Accountant who started his career with PricewaterhouseCoopers, LLP. Mr. Brown holds a bachelor s degree in accounting from Duke University and an MBA from Harvard University.

Ms. Lysa A. Hlavinka is Executive Vice President and Chief Administrative Officer. Ms. Hlavinka has been working in the for-profit education field for the past 17 years and joined Strayer in May 2001 as Vice President Marketing. Ms. Hlavinka started her career as an account executive at an advertising agency and joined the University of Phoenix in 1990. As that company grew, Ms. Hlavinka held positions as Marketing Manager, Director of Administrative Services, and, most recently, National Director of Advertising. She has taught marketing and public relations classes both at the University of Phoenix and Strayer University. Ms. Hlavinka holds a bachelor s degree in advertising from

Arizona State University and an MBA from the University of Phoenix.

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Mr. Gregory Ferenbach has served as Senior Vice President and General Counsel for the Company since September 2006. Mr. Ferenbach joined Strayer in 2002 and was previously General Counsel of Strayer University, where he was responsible for obtaining regulatory approvals to begin operations in new states. Mr. Ferenbach has more than 20 years of experience in the practice of law. Prior to joining Strayer, Mr. Ferenbach was Senior Vice President and General Counsel of the Public Broadcasting Service (PBS) and an attorney in corporate practice at the law firms of Piper & Marbury in Baltimore, Md., and Dow, Lohnes & Albertson in Washington, D.C. Mr. Ferenbach holds a bachelor s degree in history from Yale University and a juris doctorate degree from the University of Virginia School of Law.

Ms. Sonya G. Udler is Senior Vice President, Corporate Communications. Ms. Udler joined Strayer in 2002, and brings more than 15 years of public relations and marketing communications experience to Strayer. For the two years prior to joining Strayer, she served as a public relations and media strategies consultant. She previously served as Senior Vice President at Young & Associates, Inc., a public relations agency, where she developed communications strategies and media programs for Bell Atlantic, Siemens, Verizon and other leading technology companies. Ms. Udler holds a bachelor s degree in journalism from the University of Maryland.

University Officers

Dr. Sondra F. Stallard is the University President and joined Strayer University in September 2007. For the previous 11 years, she was Dean of the School of Continuing and Professional Studies at the University of Virginia (UVA). Prior to that, she served in a series of leadership positions at UVA, including Director of Corporate and Foundation Relations at the business school, Director of Development for the school of engineering, and Director of the Office of Equal Opportunity Programs. Concurrently, she held faculty appointments throughout her 32-year career at UVA. Dr. Stallard holds a bachelor s degree in history and government from West Virginia University Institute of Technology, a master s degree in history from Morehead State University, and a Ph.D. in education from the University of Virginia.

Dr. Joel O. Nwagbaraocha serves as University Provost and Chief Academic Officer. Dr. Nwagbaraocha joined Strayer University in 1994 as Adjunct Faculty. He has since held several positions at the University, including Campus Dean. Dr. Nwagbaraocha has more than 35 years of experience as an academician, education administrator and education consultant. Prior to joining Strayer, he was President of Barber-Scotia College in Concord, N.C. Dr. Nwagbaraocha advises graduate students at Strayer University s Washington Campus on their Directed Research Projects and teaches education courses at the campus. He holds a bachelor s degree in mathematics from Norfolk State University and master s and doctoral degrees in education planning and management from Harvard University.

Ms. Randi Reich Cosentino is Senior Vice President Academic Administration. Ms. Cosentino has been with the University since 2001 and has served as Director of Online Operations, Director of Business Processes, Director of New Campus Openings, and as an Adjunct Faculty Member. Prior to joining Strayer, Ms. Cosentino co-founded and managed business and strategic development for Mascot Network, an application service provider serving the higher education market. Ms. Cosentino also served several years in city government with the City of New York as the Assistant Director in the Mayor s Office of Transportation. Ms. Cosentino holds a bachelor s degree in psychology and political science from the University of Pennsylvania and an MBA from Harvard University.

Audit Committee and Audit Committee Financial Experts

The Company has a separately-designated standing Audit Committee established in accordance with section 3(a)(58)(A) of the Exchange Act. In 2008, the Audit Committee was composed of Gary Gensler, Robert R. Grusky, and G. Thomas Waite, each of whom is independent as that term is defined under NASDAQ Listing Standards and Rule 10A-3(b)(1) of the Exchange Act.

On February 2, 2009, Gary Gensler resigned from the Board of Directors and the Audit Committee in view of his nomination by President Obama to serve as Chair of the Commodities Futures Trading Commission. On February 10, 2009, the Board of Directors elected J. David Wargo to serve on the Audit Committee. Mr. Wargo is independent as that term is defined under NASDAQ Listing Standards and Rule 10A-3(b)(1) of the Exchange Act. Also on February 10, 2009, the Board of Directors appointed Mr. Grusky, a current member of the Audit Committee, as Chair of the Audit Committee.

The Board of Directors has determined that each of Mr. Grusky, Mr. Waite and Mr. Wargo qualifies as an audit committee financial expert, as defined by SEC regulations, based on their education, experience and respective backgrounds.

Section 16(a) Beneficial Ownership Reporting Compliance

The Securities Exchange Act of 1934 requires the Company s directors, executive officers and 10% stockholders to file reports of beneficial ownership of equity securities of the Company and to furnish copies of such reports to the Company. Based on a review of such reports, and upon written representations from certain reporting persons, the Company believes that, during the fiscal year ended December 31, 2008, all such filing requirements were met.

Code of Ethics

The Board of Directors adopted a Code of Ethics in February 2004, meeting the requirements of Section 406 of the Sarbanes-Oxley Act of 2002 and applicable NASDAQ requirements. The Code of Conduct was amended on February 12, 2008 to provide updates and clarifications but was not amended in any material respect. The Company will provide to any person without charge, upon request, a copy of such Code of Conduct. Persons wishing to make such a request should contact Sonya G. Udler, Senior Vice President of Corporate Communications, 1100 Wilson Blvd. Suite 2500, Arlington, VA 22209, (703) 247-2500. Copies are also available on our website, www.strayereducation.com in the Investor Relations section. In the event that we make any amendment to, or grant any waiver from, a provision of the Code of Conduct that applies to our principal executive officer, principal financial officer, principal accounting officer or controller and requires disclosure under applicable SEC rules, we intend to disclose such amendment or waiver and the reasons for the amendment or waiver on our website, located at www.strayereducation.com, and as required by NASDAQ, file a Current Report on Form 8-K with the SEC reporting the amendment or waiver.

Item 11. Executive Compensation

The information required by this Item is hereby incorporated by reference from the information to be contained in the Company s Proxy Statement, which will be filed no later than 120 days following December 31, 2008.

Item 12. Security Ownership of Certain Beneficial Owners and Management

The information required by this Item is hereby incorporated by reference from the information contained under the caption Beneficial Ownership of Common Stock in the Company s Proxy Statement, which will be filed no later than 120 days following December 31, 2008.

Item 13. Certain Relationships and Related Transactions

The information required by this Item is hereby incorporated by reference from the information contained under the caption Certain Transactions with Related Parties in the Company s Proxy Statement, which will be filed no later than 120 days following December 31, 2008.

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Item 14. Principal Accounting Fees and Services

Set forth below are the services rendered and related fees billed by PricewaterhouseCoopers, LLP for 2007 and 2008. All of such services have been pre-approved by the Company s Audit Committee.

	2007	2008
Audit Fees		
Recurring:		
Consolidated financial statements audit	$ 374,100	$ 389,000
Tax Fees		
Preparation of corporate tax returns	48,450	46,000
Other tax compliance/tax advice		20,469
All Other Fees		
License fee for accounting research database	2,400	2,400
	$ 424,950	$ 457,869

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PART IV

Item 15. Exhibits and Financial Statement Schedules

(A)(1) Financial Statements

All required financial statements of the registrant are set forth under Item 8 of this report on Form 10-K.

(A)(2) Financial Statement Schedule

The required financial statement schedule of the registrant is set forth under Item 8 of this report on Form 10-K.

(A)(3) Exhibits

Exhibit Number	Description
3.01	Amended Articles of Incorporation and Articles Supplementary of the Company (incorporated by reference to Exhibit 3.01 of the Company s Annual Report on Form 10-K filed with the Commission on March 28, 2002).
3.02	Amended and Restated Bylaws of the Company (incorporated by reference to Exhibit 3.02 at the Company Annual Report on form 10-K filed with the Commission on February 14, 2008).
3.03*	Amendment to Bylaws of the Company dated February 10, 2009.
4.01	Specimen Stock Certificate (incorporated by reference to Exhibit 4.01 of Amendment No. 3 to the Company s Registration Statement on Form S-1 (File No. 333-3967) filed with the Commission on July 16, 1996).
10.03	Employment Agreement, dated as of April 6, 2001, between Strayer Education, Inc. and Robert S. Silberman (incorporated by reference to Exhibit 10.03 of the Company s Annual Report on From 10-K filed with the Commission on March 28, 2002).
10.04	1996 Amended Stock Option Plan (incorporated by reference to Exhibit B of the Company s Proxy Statement filed with the Commission on April 27, 2001 and Exhibits B & C to the Company s Proxy Statement filed with the Commission on April 3, 2006).
21.01	Subsidiaries of Registrant (incorporated by reference to Exhibit 21.01 of the Company s Annual Report on Form 10-K filed with the Commission on March 28, 2002).
23.1*	Consent of PricewaterhouseCoopers LLP.
24.1*	Power of Attorney (included in signature page hereto).

31.1*	Certification of Chief Executive Officer pursuant to Rule 13a-14(a) of the Securities Act.
31.2*	Certification of Chief Financial Officer pursuant to Rule 13a-14(a) of the Securities Act.
32.1*	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2*	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

* Filed herewith.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

STRAYER EDUCATION, INC.

By: /s/ Robert S. Silberman

Robert S. Silberman
Chairman of the Board and
Chief Executive Officer

Date: February 17, 2009

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Robert S. Silberman, Gregory Ferenbach and Mark C. Brown, and each of them individually, as his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and his name, place and stead in any and all capacities, to sign the report and any and all amendments to this report, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, full power and authority to perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitutes, may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this Report has been signed below by the following persons on behalf of the registrant in the capacities and on the date indicated.

SIGNATURES	TITLE	DATE
/s/ Robert S. Silberman (Robert S. Silberman)	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	February 17, 2009
/s/ Mark C. Brown (Mark C. Brown)	Chief Financial Officer (Principal Financial and Accounting Officer)	February 17, 2009
/s/ Charlotte F. Beason (Charlotte F. Beason)	Director	February 17, 2009
/s/ William E. Brock	Director	February 17, 2009

(William E. Brock)		
/s/ David A. Coulter	Director	February 17, 2009
(David A. Coulter)		
/s/ Robert R. Grusky	Director	February 17, 2009
(Robert R. Grusky)		

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SIGNATURES	TITLE	DATE
/s/ Robert L. Johnson (Robert L. Johnson)	Director	February 17, 2009
/s/ Todd A. Milano (Todd A. Milano)	Director	February 17, 2009
/s/ G. Thomas Waite, III (G. Thomas Waite, III)	Director	February 17, 2009
/s/ J. David Wargo (J. David Wargo)	Director	February 17, 2009