STRAYER EDUCATION INC
Form DEF 14A
March 29, 2011

SCHEDULE 14A INFORMATION
PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE SECURITIES EXCHANGE ACT OF 1934

Filed by the Registrant þ

Filed by a Party other than the Registrant o

Check the appropriate box:

o Preliminary Proxy Statement
o Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
þ Definitive Proxy Statement
o Definitive Additional Materials
o Soliciting Material Pursuant to § 240.14a-12

Strayer Education, Inc.

(Name of Registrant as Specified in Its Charter)

N/A

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

STRAYER EDUCATION, INC.
2303 Dulles Station Boulevard
Herndon, Virginia 20171
(703) 561-1600

Dear Fellow Stockholder:

You are cordially invited to attend the 2011 Annual Meeting of Stockholders of Strayer Education, Inc. (the Corporation), to be held at **8:30 a.m. (ET) on Tuesday, April 26, 2011**, at the Corporation s headquarters, 2303 Dulles Station Boulevard, Herndon, Virginia 20171.

At this year s meeting, you will be asked:

To elect ten directors.

To ratify the appointment of PricewaterhouseCoopers LLP as the Corporation s independent registered public accounting firm.

To approve the Corporation s 2011 Equity Compensation Plan, which will increase the number of shares available for issuance as equity compensation by 300,000 shares.

To conduct an advisory vote on the compensation of the named executive officers.

To conduct an advisory vote on the frequency of stockholder votes on executive compensation.

To consider any other matters that may properly come before the meeting.

This booklet is the formal notice of the meeting, and proxy statement. The proxy statement tells you about the agenda, procedures and rules of conduct for the meeting. Importantly, it also describes how your Board operates, gives information about director candidates, and provides information about the Corporation, including our compensation practices.

Your vote is important. We encourage you to sign and return your proxy before the meeting so that your shares will be represented and voted at the meeting even if you cannot attend in person.

We look forward to seeing you at the 2011 Annual Meeting of Stockholders.

Sincerely,

ROBERT S. SILBERMAN
Chairman of the Board
and Chief Executive Officer

March 29, 2011
Attachment: Financial Summary

FINANCIAL SUMMARY

While all of our historical financial reports and SEC filings are available online, we know it is also helpful to owners to have basic financial and operating data at hand as they analyze material in the Proxy. Below are the Selected Financial Data tables for the five years ending December 31, 2010 from our 2010 Annual Report. The tables provide key information on growth, profitability, returns, balance sheet strength, and capital allocation.[1]

	Year Ended December 31,				
	2006	**2007**	**2008**	**2009**	**2010**
	(in thousands, except per share, enrollment and campus data)				
Income Statement Data:					
Revenues	$ 263,648	$ 318,012	$ 396,275	$ 511,961	$ 636,732
Costs and expenses:					
Instruction and educational support	91,120	108,852	130,836	166,604	205,212
Marketing and admissions	52,269	60,760	76,162	93,336	114,164
General and administration	40,723	50,843	62,426	79,667	101,585
Income from operations	79,536	97,557	126,851	172,354	215,771
Investment and other income	4,542	6,495	4,527	1,408	1,228
Income before income taxes	84,078	104,052	131,378	173,762	216,999
Provision for income taxes	31,771	39,115	50,570	68,684	85,739
Net income	$ 52,307	$ 64,937	$ 80,808	$ 105,078	$ 131,260
Net income per share:					
Basic	$ 3.69	$ 4.56	$ 5.77	$ 7.67	$ 9.78
Diluted	$ 3.61	$ 4.47	$ 5.67	$ 7.60	$ 9.70
Weighted average shares outstanding:					
Basic	14,187	14,248	14,015	13,703	13,426
Diluted[a]	14,492	14,517	14,242	13,825	13,535
Other Data:					
Depreciation and amortization	$ 7,059	$ 8,523	$ 10,761	$ 13,937	$ 17,309
Stock-based compensation expense	$ 8,049	$ 10,207	$ 11,127	$ 10,954	$ 11,987
Capital expenditures	$ 13,183	$ 14,869	$ 20,657	$ 30,431	$ 46,015
Cash dividends per common share (paid):					
Regular	$ 1.06	$ 1.31	$ 1.63	$ 2.25	$ 3.25
Special			$ 2.00		
Average enrollment[b]	27,554	32,087	38,449	47,142	56,002
Campuses[c]	43	51	60	71	84
Full-time employees[d]	1,097	1,301	1,488	1,811	2,099

[1] The information set forth above has been derived from our consolidated financial statements and 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 the Corporation s Annual Report on Form 10-K.

	At December 31,				
	2006	2007	2008 (in thousands)	2009	2010
Balance Sheet Data:					
Cash, cash equivalents and marketable securities	$ 128,426	$ 171,335	$ 107,331	$ 116,516	$ 76,493
Working capital[(e)]	122,204	131,734	112,679	105,735	62,205
Total assets	270,844	343,778	324,563	385,805	412,767
Long-term liabilities	7,689	10,922	11,663	11,745	12,644
Total liabilities	99,317	155,271	148,482	195,985	236,763
Total stockholders equity	171,527	188,507	176,081	189,820	176,004

(a) Diluted weighted average shares outstanding include common shares issued and outstanding, and the dilutive impact of restricted stock and outstanding stock options using the Treasury Stock Method.

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

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

(d) Reflects full-time employees including full-time faculty as of December 31 of each year.

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

STRAYER EDUCATION, INC.
2303 Dulles Station Boulevard
Herndon, Virginia 20171
(703) 561-1600

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

The 2011 Annual Meeting of Stockholders of Strayer Education, Inc. (the Corporation), will be held at the Corporation s headquarters, **2303 Dulles Station Boulevard, Herndon, Virginia 20171, on Tuesday, April 26, 2011, at 8:30 a.m.** for the following purposes:

1. To elect ten directors to the Board of Directors from the nominees named in the attached proxy statement to serve for a term of one year or until their respective successors are elected and qualified.

2. To ratify the appointment of PricewaterhouseCoopers LLP as the Corporation s independent registered public accounting firm for the fiscal year ending December 31, 2011.

3. To approve the Corporation s 2011 Equity Compensation Plan (the 2011 Plan), which will increase the number of shares available for issuance as equity compensation by 300,000 shares.

4. To conduct an advisory vote on the compensation of the named executive officers.

5. To conduct an advisory vote on the frequency of stockholder votes on executive compensation.

6. To consider and act upon such other business as may properly come before the meeting.

THIS NOTICE IS BEING SENT TO COMMON STOCKHOLDERS OF RECORD AS OF MARCH 18, 2011. WHETHER OR NOT YOU PLAN TO ATTEND THE MEETING, YOU ARE REQUESTED TO COMPLETE, SIGN, DATE AND RETURN THE ENCLOSED PROXY AS PROMPTLY AS POSSIBLE IN THE ENCLOSED STAMPED ENVELOPE.

By Order of the Board of Directors

Viet D. Dinh
Secretary

Herndon, Virginia
March 29, 2011

STRAYER EDUCATION, INC.
2303 Dulles Station Boulevard
Herndon, VA 20171
(703) 561-1600

PROXY STATEMENT

Annual Meeting of Stockholders
April 26, 2011

This Proxy Statement is furnished on or about March 29, 2011, to holders of the common stock of Strayer Education, Inc. (the Corporation), 2303 Dulles Station Boulevard, Herndon, Virginia 20171, in connection with the solicitation on behalf of the Board of Directors of the Corporation (the Board) of proxies to be voted at the 2011 Annual Meeting of Stockholders (the Annual Meeting). The Annual Meeting will be held at 8:30 a.m. local time on Tuesday, April 26, 2011, at the Corporation s headquarters located at 2303 Dulles Station Blvd., Herndon, Virginia 20171.

The cost of soliciting proxies will be borne by the Corporation. Copies of solicitation material may be furnished to brokers, custodians, nominees and other fiduciaries for forwarding to beneficial owners of shares of the Corporation s common stock, and normal handling charges may be paid for such forwarding service. Solicitation of proxies may be made by the Corporation by mail or by personal interview, telephone and facsimile by officers and other management employees of the Corporation, who will receive no additional compensation for their services. The Corporation has also retained MacKenzie Partners, Inc. to provide proxy solicitation services for a fee of approximately $10,000, plus reimbursement of its out-of-pocket expenses.

Any stockholder submitting a proxy pursuant to this solicitation may revoke it at any time prior to the Annual Meeting by giving written notice of such revocation to the Secretary of the Corporation at the Corporation s headquarters at 2303 Dulles Station Blvd., Herndon, Virginia 20171, providing a later dated proxy, or by attending the meeting and voting in person. **Attending the Annual Meeting will not automatically revoke a stockholder s prior proxy.**

We began mailing this proxy statement, the Notice of Annual Meeting of Stockholders and the enclosed proxy card on or about March 29, 2011 to all stockholders entitled to vote. At the close of business on March 18, 2011, there were 12,594,919 shares of the common stock of the Corporation outstanding and entitled to vote at the meeting. **Only common stockholders of record on March 18, 2011 will be entitled to vote at the meeting**, and each share will have one vote.

Voting Information

At the Annual Meeting votes will be counted by written ballot. A majority of the shares entitled to vote will constitute a quorum for purposes of the Annual Meeting. Under the Corporation s By-laws, to be elected at the Annual Meeting, a nominee for election to the Board of Directors must receive more votes for his or her election than votes against his or her election. Approval of the 2011 Plan, ratification of the appointment of the Corporation s independent registered public accounting firm, approval of the advisory vote on the compensation of our named executive officers and approval of any other business which may properly come before the Annual Meeting, or any adjournments thereof, will require the affirmative vote of a majority of the votes cast at the Annual Meeting. With respect to the frequency of the advisory vote on executive compensation, the choice receiving the greatest number of votes every year, every two years or every three years will be the frequency that stockholders will be deemed to have approved. Abstentions and broker non-votes will have no effect on the outcome of any matter at the Annual Meeting, including the election of directors. Proposals 4 and 5 are advisory votes only, and as discussed in more detail below, the voting results are not binding.

Proxies properly executed and received by the Corporation prior to the meeting and not revoked, will be voted as directed therein on all matters presented at the meeting. In the absence of specific direction from a stockholder, proxies will be voted for the election of all named director nominees, in favor of Proposals 2, 3 and 4 and for the choice of one (1) year for Proposal 5. If a proxy indicates that all or a portion of the shares represented by such proxy are not being voted with respect to a particular proposal, such non-voted shares will not be considered present and entitled to vote on such proposal, although such shares may be considered present and entitled to vote on other proposals and will count for the purpose of determining the presence of a quorum.

The Board of Directors of the Corporation has adopted a corporate governance policy concerning the holdover of any director not elected by a majority vote in an uncontested election. Any 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 Corporation 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. A copy of this policy is available on our website at www.strayereducation.com.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE STOCKHOLDERS MEETING TO BE HELD ON APRIL 26, 2011

The proxy statement, Form 10-K and Annual Report to Stockholders are available at www.strayereducation.com/annual-proxy.cfm.

PROPOSAL 1

Election of Directors

We are requesting that the stockholders elect a Board of Directors of ten members at the Annual Meeting.

The Nominating and Corporate Governance Committee (the Nominating Committee) considers many factors when evaluating candidates for the Board. The most important are true independence, business savvy, a stockholder orientation, and genuine interest in the Corporation. By true independence we mean the willingness to challenge a forceful, talented CEO with a good track record when something is wrong or foolish. People with this trait are both very valuable and hard to find; they are inevitably of the highest character and integrity. Commercial or business savvy is also crucial without it all the other great traits are of little help. The Board does not have a specific policy regarding diversity. However, the Nominating Committee does strive for the Board to be comprised of directors with a variety of experience and personal backgrounds. The Nominating Committee considers the prospective director s skills, specialized expertise, level of education, business experience, broad-based business acumen, experience at strategy development and policy-setting, and direct ownership of the Corporation s shares. The Nominating Committee focuses on the prospective director s understanding that maintaining the high academic quality of Strayer University is central to maintaining and growing the Corporation s value. (It is perhaps obvious, though worth noting, that the criteria for service on Strayer University s Board of Trustees, while sharing some of the same criteria as the Corporation, are different and it is important to have some individuals who can sit on both Boards effectively.) Depending upon the current needs of the Board, certain factors may be weighed more or less heavily by the Nominating Committee.

In considering candidates for the Board, the Nominating Committee considers the entirety of each candidate s credentials and does not have any specific minimum qualifications that must be met by a Nominating Committee recommended nominee. However, the Nominating Committee does believe that all members of the Board should have the highest character and integrity; a track record of working constructively with others; sufficient time to devote to Board matters; and no conflict of interest that would interfere with performance as a director. In addition, the Nominating Committee believes that the ability of individual Board members to work constructively together is a key element of Board effectiveness.

The Nominating Committee will entertain recommendations from common stockholders that are submitted in writing to the Corporation, provided that such common stockholders (i) beneficially own more than 5% of the Corporation s common stock or (ii) have beneficially owned more than 1% of the Corporation s common stock for at least one year. Stockholders meeting such criteria may recommend candidates for consideration by the Nominating Committee by writing to Mr. Viet D. Dinh, Corporate Secretary, Strayer Education, Inc., 2303 Dulles Station Blvd., Herndon, Virginia 20171, giving the candidate s name, contact information, biographical data and qualifications, as well as any evidence that the stockholder satisfies the criteria set forth above. All such recommendations will be treated confidentially and brought to the attention of the Nominating Committee in a timely fashion.

The Nominating Committee does not evaluate candidates differently based on who has made the proposal or recommendation. The Nominating Committee in 2010 retained Spencer Stuart, Inc. to assist in the process of identifying and evaluating candidates. Approximately $200,000 in fees were paid to Spencer Stuart, Inc.

Once it has been determined that a candidate meets the Board s criteria on paper, there is a selection process which includes, but is not limited to, background and reference checks and interviews with not only the Nominating Committee but other board members, executive management and other professionals such as the Corporation s auditors or outside counsel, as deemed necessary.

Stockholders who wish to formally nominate a director for election at an annual meeting of the stockholders of the Corporation must also comply with the Corporation s By-laws regarding stockholder proposals and nominations. See Stockholder Proposals contained in this proxy statement.

It is intended that the votes represented by the proxies will be cast for the election as directors, for a term of one year or until their successors are chosen and qualified, of the persons listed below. **The Board of Directors recommends that stockholders vote for the nominees listed below.** With the exception of Mr. Casteen, each of the nominees is currently a director of the Corporation. The following table and text presents information as of the date of this proxy statement concerning persons nominated for election as directors of the Corporation.

Nominees for Common Stock Directors

Name/Title	Age	Board Committees	Year first elected to Strayer Board	Ownership Common Stock	Restricted Stock	Vested Options	Unvested Options
Robert S. Silberman, Chairman & CEO	53		2001	21,370	183,680	100,000	0
David A. Coulter,[(a)] Director	63	Nominating and Compensation	2002	5,433	1,056	0	0
Dr. Charlotte F. Beason, Director	63	Nominating	1996	4,372	529	0	0
William E. Brock, Director	80	Compensation	2001	3,222	529	0	0
John T. Casteen III, Director Nominee	67	n/a	n/a	0	0	0	0
Robert R. Grusky, Director	53	Audit	2001	4,958	547	0	0
Robert L. Johnson, Director	64	Nominating	2003	7,174	755	0	0
Todd A. Milano, Director	58	Compensation	1996	5,592	1,019	0	0
G. Thomas Waite, III, Director	59	Audit	1996	3,372	529	0	0
J. David Wargo, Director	57	Audit	2001	922	529	0	0

(a) Mr. Coulter is presently serving as the Board s Presiding Independent Director.

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. He also serves on the Board of Trustees of the Phillips Exeter Academy and 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. Mr. Silberman has been a driving force behind the evolution of the Corporation. He leads the Board with a deep appreciation of the Corporation s history, a focused strategic vision for its future, and a broad understanding of the economic, regulatory, and demographic factors affecting the Corporation. The Nominating Committee believes that based on his experience and expertise in general management, leadership of large organizations, financial management, public policy, governmental affairs, academic policy, educational leadership, and stewardship of stockholder capital, Mr. Silberman should serve as a director of the Corporation.

Mr. David A. Coulter is serving as the Presiding Independent Director of the Strayer Education, Inc. Board of Directors, on which he has served since 2002. He 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. Prior to joining J.P. Morgan 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 Sterling Financial Corporation, Webster Bank, Aeolus Re, and MBIA, Inc. In the past five years, Mr. Coulter has also served on the Board of Directors of The Irvine Company, PG&E Corporation and First Data Corporation. Mr. Coulter also serves on the Board of Trustees of Carnegie Mellon University. In addition to serving as the Presiding Independent Director, he is also Chair of the Corporation s Nominating Committee and is a member of the Compensation Committee of the Board. Mr. Coulter holds a bachelor s degree in mathematics and economics and a master s degree in industrial administration, both from Carnegie Mellon University. As the former chief executive and director of large publicly traded companies, Mr. Coulter brings to the Board and his role as Presiding Independent Director strong leadership and extensive business, strategic and operational experience. The Nominating Committee believes that based on his experience and expertise in financial markets, capital allocation, strategic planning and management, and leadership of large organizations in highly regulated environments, Mr. Coulter should serve as a director of the Corporation.

Dr. Charlotte F. Beason has been Executive Director of the Kentucky Board of Nursing since 2005. From 2004 to 2005, she was a consultant in education and health care administration. From 2000 to 2003, Dr. Beason was Chair 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. From 1988 to 2004, Dr. Beason was with the Department of Veterans Affairs, first as Director of Health Professions Education Service and the Health Professional Scholarship Program, and then as Program Director, Office of Nursing Services. Dr. Beason has served on the Board since 1996 and is a member of the Nominating 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. Dr. Beason s record of leadership in education, accreditation, and public administration provide the Board with insight and experience in building and maintaining the quality of Strayer University. The Nominating Committee believes that based on her experience and expertise in academic matters, educational policy, organizational administration, and governmental affairs, Dr. Beason should serve as a director of the Corporation.

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., Health Extras, Inc., and ResCare, Inc. Mr. Brock has been a member of the Board since 2001 and is a member of the Compensation Committee of the Board. He holds a bachelor s degree in commerce from Washington and Lee University. Mr. Brock s experience as a legislator, senior Cabinet officer, and business leader provides the Board with an unparalleled understanding of the legislative and regulatory process. The

Nominating Committee believes that based on his experience and expertise in public policy, government affairs, business management and corporate governance, Mr. Brock should serve as a director of the Corporation.

Mr. John T. Casteen III is the President Emeritus of the University of Virginia. He served as the President of, and a Professor of English at, the University of Virginia from 1990 through 2010. Prior to his service to the University of Virginia, Mr. Casteen was President of the University of Connecticut from 1985 to 1990. From 1982 to 1985, Mr. Casteen served as the Secretary of Education for the Commonwealth of Virginia. Mr. Casteen is on the board of directors of Altria, Inc., and served on the board of directors of Wachovia Corporation until 2008. Mr. Casteen also is a member of the board of directors of a number of charitable and privately-held business entities, including the Chesapeake Bay Foundation, the National Student Clearinghouse, the Virginia Foundation for Community College Education, and the Woodrow Wilson International Center for Scholars. He has chaired the boards of both the College Entrance Examination Board and the Association of American Universities. Mr. Casteen holds a bachelor s degree, master s degree and a Ph.D. in English from the University of Virginia. Mr. Casteen s record of leadership in higher education and business will help the Board in building and maintaining the quality of Strayer University. The Nominating Committee believes that based on his experience and expertise in education leadership, educational policy, academic affairs and government affairs, Mr. Casteen should serve as a director of the Corporation.

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 serves on the Board of Directors of AutoNation, Inc. and AutoZone, Inc. In the last five years he has also served on the Board of Directors of National Medical Health Card Systems, Inc. Mr. Grusky has served on the Board since 2001, and is Chair of the Audit Committee of the Board. He holds a bachelor s degree in history from Union College and a master s degree in business administration from Harvard University. Mr. Grusky s keen understanding of the financial markets and his extensive experience as an investment manager and executive are tremendous assets to the Board and the Audit Committee that he chairs. The Nominating Committee believes that based on his experience and expertise in financial markets, capital allocation, strategic planning, accounting and audit functions, and public policy, Mr. Grusky should serve as a director of the Corporation.

Mr. Robert L. Johnson is the Founder and Chairman of The RLJ Companies, which owns or holds interests in businesses operating in hotel real estate investment, private equity, consumer financial services, asset management, insurance services, automobile dealerships, sports and entertainment, and video lottery terminal gaming. 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 serves on the following boards: KB Home, Lowe s Companies, Inc., International Management Group, NBA Board of Governors, Deutsche Bank Advisory Committee, The Business Council, 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 Nominating 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. Johnson s entrepreneurial spirit, his managerial skill, and his broad business experience provide invaluable guidance to the Board. The Nominating Committee believes that based on his experience and expertise in leading growth companies, entrepreneurship, marketing, media, advertising, financial management, strategic planning, and general business management, Mr. Johnson should serve as a director of the Corporation.

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 Chair 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. Having served on the Board for more than 14 years, Mr. Milano knows the Corporation s business, history, and culture of quality education. He is a leader in higher education and uses his experience to provide critical input into the Corporation s operations and management. The Nominating Committee believes that based upon his experience and expertise in academic affairs, educational management, accrediting activities and organizational leadership, Mr. Milano should serve as a director of the Corporation.

Mr. G. Thomas Waite, III has been Treasurer and Chief Financial Officer of the Humane Society of the United States since 1997 and Controller 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. Waite is a leader in philanthropy and the non-profit sector, which is the Corporation s indispensible partner in fulfilling our mission of providing quality education to working adults. His experience as a chief financial officer brings to the Board a seasoned voice in matters of accounting and governance that is a tremendous asset to the Board and the committees on which he serves. The Nominating Committee believes that based on his experience and expertise in financial matters, accounting and audit, and educational management, Mr. Waite should serve as a director of the Corporation.

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 was a Member of New Mountain Capital, LLC, from 2000 to 2008, and has been a Senior Advisor since then. 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. In the past five years, he also served on the board of OpenTV Corporation and Fun Technologies, Inc. Mr. Wargo has served on the Board since 2001 and is a member of the Audit 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. Mr. Wargo is an expert in markets and governance and has extensive experience in developing and managing businesses. His broad-based knowledge of transactions and investments brings to the Board strong leadership, which is further enhanced by his experience on other respected publicly traded companies. The Nominating Committee believes that based on his experience and expertise in financial matters, accounting and audit, financial markets, capital allocation, and strategic planning, Mr. Wargo should serve as a director of the Corporation.

Director Compensation

Director compensation is designed to:

Ensure alignment with long-term stockholder interests;

Ensure the Corporation can attract and retain outstanding director candidates who meet the criteria outlined in this proxy;

Recognize the time commitments necessary to oversee the Corporation; and

Support the independence of thought required of a good director.

The Nominating Committee reviews non-employee director compensation regularly and resulting recommendations are presented to the full Board for discussion and approval. During 2010, the Compensation Committee engaged and paid approximately $20,000 to Aon Consulting, Inc. to benchmark compensation for Board Members and also for the CEO, COO, and CFO positions. The Nominating Committee on April 27, 2010, revised director compensation as follows:

Annual Retainer. Each eligible director is paid an annual fee of $150,000. Of this amount, at least 50% (or $75,000) of the annual fee must be paid in shares of restricted stock of the Corporation. Restricted stock is issued to directors on the date of the Annual Meeting as part of their annual retainer. The restricted shares vest over three years, with one-third of the shares vesting each year on the date of the annual meeting. Directors may choose to receive the remaining 50% of their annual retainer ($75,000) in either restricted stock or in cash, paid in quarterly installments. In the event any Director retires or resigns from the Board, the Board of Directors may, in its discretion, waive the remaining vesting period(s) for all or any portion of unvested restricted shares, provided that the departing Director has served at least five years on the Board of Directors of the Corporation.

Additional Fees. Members of the Audit Committee receive an additional annual fee of $5,000, except the Audit Committee Chair who receives an additional fee of $10,000. The Presiding Independent Director receives an additional annual fee of $10,000. All additional fees are paid in quarterly installments.

Reimbursement of Expenses. Directors are reimbursed for out-of-pocket expenses incurred in connection with their attendance at Board and Committee meetings.

As described above, a significant portion of director compensation is paid in restricted stock to align director compensation with the long term interests of stockholders. While on the Board, non-employee directors receive the same cash dividends on restricted shares as a holder of common stock.

The following table sets forth compensation for each director for the fiscal year ended December 31, 2010.

Director Compensation Table

Name	**Fees Earned or Paid in Cash ($)**	**Stock Awards ($)[1]**	**All Other Compensation ($)**	**Total ($)**
Robert S. Silberman[2] Chairman & CEO				
Dr. Charlotte F. Beason Director	57,500	75,000		132,500
William E. Brock Director	57,500	75,000		132,500
David A. Coulter Director	5,000	150,000		155,000
Robert R. Grusky Director	67,500	75,000		142,500
Robert L. Johnson Director	49,500	75,000		124,500
Todd A. Milano Director		150,000		150,000
G. Thomas Waite, III Director	64,000	75,000		139,000
J. David Wargo Director	64,000	75,000		139,000

(1) Amounts represent the aggregate grant date fair value computation in accordance with FASB ASC Topic 718. The value of the Corporation s dividends is assumed to be included in the grant date fair value of each stock award.

(2) Mr. Silberman does not receive any additional compensation for his service as a director of the Corporation. His compensation is fully reflected in the Summary Compensation Table set forth below in this proxy statement.

The following table sets forth the number of outstanding stock awards held by each non-employee director at December 31, 2010.

Outstanding Stock Awards Table

Name	**Shares of Unvested Restricted Stock (#)**
Dr. Charlotte F. Beason, Director	529
William E. Brock Director	529
David A. Coulter Director	1,056
Robert R. Grusky Director	547
Robert L. Johnson Director	755
Todd A. Milano, Director	1,019
G. Thomas Waite, III, Director	529
J. David Wargo, Director	529

Board Leadership Structure

Our Board is made up entirely of independent members, as independence is defined under the NASDAQ Listing Standards, with the exception of our Chief Executive Officer, who also serves as our Chairman. The leadership structure of the Corporation has varied over time as the demands of the business, the composition of the Board, and the ranks of our senior executives changed, and the Board has utilized this flexibility to establish the most appropriate structure at any given time. In the past, we have operated with a Chairman of the Board separate from the Chief Executive Officer, but with the current make-up of the Board and the need to match vision to execution, we believe that combining the two roles at this time leads to the most efficient and effective leadership of Board activities.

We have a talented and experienced Presiding Independent Director, Mr. David Coulter, who runs the Board in the Chairman s absence. The Presiding Independent Director meets with the Board of Directors without the Chairman present at least quarterly (at each regularly scheduled Board meeting) and solicits candid feedback on the Chairman and CEO s performance. The Presiding Independent Director serves as the principal liaison on Board issues between the independent Directors and the Chairman and has the authority to:

Call meetings of the independent Directors

Ensure the quality, quantity and timeliness of information to the Board

Consult and communicate with stockholders

Risk Oversight

The Board of Directors is ultimately responsible for the risk management of the Corporation; the CEO is the Chief Risk Officer. The Board reviews and approves all annual budgets, major uses of capital, major projects, and University expansion plans. Two members of the Board of Directors also serve as members of the governing body (The Board of Trustees) of the Corporation s chief asset: Strayer University. The Board of Trustees is made up of nine trustees, including five trustees that are unaffiliated with the Corporation, two trustees that are independent members of the Corporation s Board of Directors and two trustees that are executive officers of the Corporation. The Board of Directors oversees, but generally defers to the University s Board of Trustees on issues related to academic affairs and quality, including specifically, the rate of the University s growth and expansion.

The Board and its Compensation Committee continually evaluate the Corporation s strategy, activities and in particular compensation policies and practices to protect against inappropriate risk taking. Any compensation program that seeks to pay managers for performance on behalf of owners carries some risk of overzealous performance. But paramount in the Corporation s compensation program is an unwavering requirement that executive conduct conform to applicable legal, regulatory, and ethical business standards. Based on its evaluation and the views of advisors, the Compensation Committee believes that the Corporation s executive compensation program, as described in the Compensation Discussion and Analysis section below, does not encourage inappropriate risk taking and that the Corporation has in place a strong culture, organization structure and compliance policies to manage effectively operational risk.

In addition, the Audit Committee oversees management of financial risk and our Code of Business Conduct, including monitoring conflicts of interest, and the Nominating Committee oversees the Corporation s corporate governance, such as director independence. In performing these functions, each Committee of the Board of Directors has full access to management, as well as the ability to engage advisors. The Board is kept abreast of the Committees risk oversight and other activities through regular reports by the Committee Chair to the full Board of Directors.

Board Committees

The Board of Directors has established an Audit Committee, a Compensation Committee and a Nominating Committee, each composed entirely of independent directors. The current Committee membership is as follows:

Committee Memberships

Audit	**Compensation**	**Nominating**
Robert R. Grusky, Chair	Todd A. Milano, Chair	David A. Coulter, Chair
G. Thomas Waite, III	William E. Brock	Charlotte F. Beason
J. David Wargo	David A. Coulter	Robert L. Johnson

Audit Committee. For the year ended December 31, 2010, the Audit Committee was composed of Messrs. Grusky (Chair), Waite and Wargo. The Audit Committee met six times during 2010.

The Audit Committee assists the Board in its oversight of the quality and integrity of our accounting, auditing, and reporting practices. The Committee performs a variety of tasks, including being directly responsible for the appointment (subject to stockholder ratification), compensation and oversight of the Corporation s independent registered public accounting firm. The Audit Committee also, among other things, reviews the Corporation s accounting policies and reviews the Corporation s unaudited quarterly earnings releases and periodic filings with the Securities and Exchange Commission (the SEC) that include financial statements, and regular reports to the Board of Directors. The Audit Committee relies on the expertise and knowledge of management, the internal auditor, and the independent auditors in carrying out its oversight responsibilities.

The Audit Committee has a written charter, which was last amended on February 9, 2010. The Corporation will provide a copy of the Audit Committee charter to any person without charge, upon request. Persons wishing to make such a request should contact Sonya G. Udler, Senior Vice President Corporate Communications, 2303 Dulles Station

Blvd., Herndon, VA 20171, (703) 561-1600. In addition, the Audit Committee charter is available on the Corporation s website, www.strayereducation.com.

The Board of Directors has determined that all of the members of the Audit Committee are independent, as independence is defined under the NASDAQ Listing Standards and Rule 10A-3(b)(1) of the Securities Exchange Act of 1934 (the 1934 Act). The Board of Directors has determined that each member of the Committee qualifies as an audit committee financial expert, as defined by SEC rules, based on his education, experience and background.

A report of the Audit Committee is included below in this proxy statement.

Compensation Committee. For the year ended December 31, 2010, the Compensation Committee was composed of Messrs. Milano (Chair), Brock and Coulter.

The Compensation Committee is responsible for evaluating, and recommending to the full Board for approval, the compensation of the Chief Executive Officer, and other officers of the Corporation. The Compensation Committee is responsible for determining compensation policies and practices, changes in compensation and benefits for management, employee benefits and all other matters relating to employee compensation, including matters relating to stock-based compensation, subject to the approval of the Board. The Compensation Committee has the authority to retain and terminate any compensation consultant to be used by it to assist in the evaluation of director and executive compensation. During 2010, the Compensation Committee, together with the Nominating Committee, engaged and paid approximately $20,000 to Aon Consulting, Inc. to benchmark compensation for Board Members and for the CEO, COO, and CFO positions. The Compensation Committee may form and delegate any of its authority to one or more subcommittees as it deems appropriate. For a discussion of the role of our CEO in determining or recommending the amount or form of executive compensation, see Compensation Discussion and Analysis below. The Compensation Committee met twice during the year ended December 31, 2010.

The Compensation Committee has adopted a written charter, last amended in July 2010, a copy of which the Corporation will provide to any person without charge, upon request. Persons wishing to make such a request should contact Sonya G. Udler, Senior Vice President Corporate Communications, 2303 Dulles Station Blvd., Herndon, VA 20171, (703) 561-1600. In addition, the Compensation Committee charter is available on the Corporation s website, www.strayereducation.com.

The Board has determined that all of the members of the Compensation Committee are independent, as independence is defined under the NASDAQ Listing Standards. The Board also has determined that all of the members of the Compensation Committee qualify as non-employee directors as defined by SEC rules and outside directors as defined by the Internal Revenue Code of 1986.

Nominating Committee. For the year ended December 31, 2010, the Nominating Committee was composed of Mr. Coulter (Chair), Dr. Beason and Mr. Johnson. The Nominating Committee is responsible for establishing qualifications for potential directors, considering and recommending prospective candidates for Board membership, recommending the Board committee structure, making recommendations as to director independence, developing and monitoring the Corporation s corporate governance principles, and recommending director compensation. The Nominating Committee met three times during the year ended December 31, 2010.

The Nominating Committee has a written charter, which was last amended in October 2010. The Nominating Committee charter will be made available to any person upon request without charge. Persons wishing to make such a request should contact Sonya G. Udler, Senior Vice President Corporate Communications, 2303 Dulles Station Blvd., Herndon, VA 20171, (703) 561-1600. In addition, the Nominating Committee charter is available on the Corporation s website, www.strayereducation.com.

The Board has determined that all of the members of the Nominating Committee are independent, as independence is defined under the NASDAQ Listing Standards.

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Compensation Committee Interlocks and Insider Participation

During fiscal year 2010, Messrs. Milano, Brock and Coulter served on the Compensation Committee. No member of the Compensation Committee was, during fiscal year 2010, an officer or employee of the Corporation or was formerly an officer of the Corporation, or had any relationship requiring disclosure by the Corporation as a related party transaction under applicable SEC rules. No executive officer of the Corporation served on any board of directors or compensation committee of any other company for which any of the Corporation s directors served as an executive officer at any time during fiscal year 2010.

Attendance at Meetings and Director Independence

The Board of Directors met six times during 2010. Each Director attended at least 75% of the meetings of the Board and the meetings of the Board Committees on which he or she served as a member in 2010. At each regularly scheduled meeting of the Board, the independent directors met in executive session. The Board s Presiding Independent Director, currently Mr. Coulter, presides at these executive sessions. The Corporation encourages all incumbent directors and director nominees to attend each annual meeting of stockholders. All incumbent directors attended the Corporation s last annual meeting of stockholders held on April 27, 2010.

The Board of Directors consists of a majority of independent directors, as independence is defined under the NASDAQ Listing Standards. The Board of Directors has determined that all members of the Board of Directors, except for Mr. Silberman, are independent under these standards.

Code of Business Conduct

The Board of Directors adopted a Code of Business Conduct in February 2004, meeting the requirements of Section 406 of the Sarbanes-Oxley Act of 2002 and applicable NASDAQ requirements. The Code of Business Conduct was last amended on July 27, 2010. The Corporation will provide to any person without charge, upon request, a copy of such Code of Business Conduct. Persons wishing to make such a request should contact Sonya G. Udler, Senior Vice President Corporate Communications, 2303 Dulles Station Blvd., Herndon, VA 20171, (703) 561-1600. In addition, the Code of Business Conduct is available on the corporate website, www.strayereducation.com. In the event that the Corporation makes any amendment to, or grants any waiver from, a provision of the Code of Business Conduct that applies to the Corporation s principal executive officer, principal financial officer, principal accounting officer, controller or certain other senior officers and requires disclosure under applicable SEC rules, the Corporation intends to disclose such amendment or waiver and the reasons for the amendment or waiver on the Corporation s 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.

Stockholder Communication with Directors

The Corporation has a process for stockholders to send communications to the Board of Directors. Any stockholder that wishes to communicate with the Board of Directors may do so by submitting correspondence in writing to the Board, in care of Viet D. Dinh, Corporate Secretary, Strayer Education, Inc., 2303 Dulles Station Blvd., Herndon, VA 20171, (703) 561-1600. The mailing envelope must contain a clear notation indicating that the enclosed letter is a Stockholder-Board Communication. All such letters must identify the author as a stockholder. All correspondence from stockholders that (i) beneficially own more than 5% of the Corporation s common stock or (ii) have beneficially owned more than 1% of the Corporation s common stock for at least one year will be forwarded to the Board. Stockholder-Board communications from all other stockholders will be reviewed by the Chief Executive Officer and the Secretary of the Corporation who will forward all appropriate communications to the Board.

Section 16(a) Beneficial Ownership Reporting Compliance

The 1934 Act requires the Corporation s directors, executive officers and 10% stockholders to file reports of beneficial ownership of equity securities of the Corporation and to furnish copies of such reports to the Corporation. Based on a review of such reports, and upon written representations from certain reporting persons, the Corporation believes that, during the fiscal year ended December 31, 2010, all such filing requirements were met.

BENEFICIAL OWNERSHIP OF COMMON STOCK

The following table sets forth certain information regarding the ownership of the Corporation s common stock as of March 18, 2011 (except as otherwise indicated), by each person known by management of the Corporation to be the beneficial owner of more than five percent (5%) of the outstanding shares of the Corporation s common stock, each of the Corporation s directors and director nominees, its CEO and four other named executive officers and all executive officers and directors as a group. The information presented in the table is based upon the most recent filings with the SEC by those persons or upon information otherwise provided by those persons to the Corporation. The percentages reflected in the table for each beneficial owner are calculated based on the number of shares of common stock outstanding on the record date plus those common stock equivalents and exercisable options held by the applicable beneficial owner.

Name of Beneficial Owner	Common Stock Beneficially Owned	Options Currently Exercisable or Exercisable within 60 days	Total	Percentage Owned
Stockholders:				
Capital World Investors[a]	1,708,200	0	1,708,200	13.6%
Baron Capital Group, Inc.[b]	1,348,124	0	1,348,124	10.7%
Wellington Management Company, LLP[c]	917,049	0	917,049	7.3%
Select Equity Group, Inc.[d]	787,514	0	787,514	6.3%
BlackRock, Inc.[e]	726,663	0	726,663	5.8%
Delaware Management Holdings Co.[f]	720,332	0	720,332	5.7%
Directors:				
Robert S. Silberman[g]	205,050	100,000	305,050	2.4%
Dr. Charlotte F. Beason	4,901	0	4,901	*
William E. Brock	3,751	0	3,751	*
John T. Casteen III	0	0	0	*
David A. Coulter	6,489	0	6,489	*
Robert R. Grusky	5,505	0	5,505	*
Robert L. Johnson	7,929	0	7,929	*
Todd A. Milano	6,611	0	6,611	*
G. Thomas Waite, III	3,901	0	3,901	*
J. David Wargo	1,451	0	1,451	*
Named Executive Officers:				
Karl McDonnell[h]	50,744	0	50,744	*
Mark C. Brown[i]	16,947	0	16,947	*
Dr. Sondra F. Stallard[j]	10,711	0	10,711	*
Sonya G. Udler[k]	12,035	0	12,035	*

All Executive Officers, Directors and Director Nominees (16 persons)	**359,196**	**100,000**	**459,196**	**3.6%**

* represents amounts less than 1%

(a) Based on a joint Schedule 13G filed with the SEC on February 14, 2011 by Capital World Investors and American Funds Fundamental Investors. Capital World Investors is a division of Capital Research and

Management Company (CRMC). CRMC acts as an investment adviser to various investment companies, including American Funds Fundamental Investors. The address is: 333 South Hope Street, Los Angeles, California 90071.

(b) Based on a joint Schedule 13G filed with the SEC on February 14, 2011 by BAMCO, Inc., Baron Capital Group, Inc., Baron Capital Management, Inc., and Ronald Baron. BAMCO and Baron Capital Management are subsidiaries of Baron Capital Group. Ronald Baron owns a controlling interest in the parent company, and serves as Chairman and CEO of the parent company, BAMCO, and Baron Capital Management. The address is: 767 Fifth Avenue, 49th Floor, New York, New York 10153.

(c) Based on a Schedule 13G filed with the SEC on February 14, 2011 by Wellington Management Company, LLP. Wellington Management Company, LLP acts as an investment adviser for various clients with the right to receive, or the power to direct the receipt of, dividends from, or the proceeds from the sale of, such securities. No such client is known to have such right or power with respect to more than five percent of this class of securities. The address is: 280 Congress Street, Boston, Massachusetts 02210.

(d) Based on a Schedule 13F filed with the SEC on February 15, 2011 by Select Equity Group, Inc. The address is: 380 Lafayette St., 6th Floor, New York, New York 10003.

(e) Based on a Schedule 13G filed with the SEC on February 8, 2011 by BlackRock, Inc. BlackRock, Inc. is classified as a security broker, dealer & flotation company. The address is: 40 East 52nd Street, New York, New York 10055.

(f) Based on a Schedule 13G filed with the SEC on February 9, 2011 by Delaware Management Holdings Co. Delaware Management Holdings Co. is an investment adviser company with the right to receive and direct the reported shares for its entities, including Delaware Management Business Trust. The address is: 2005 Market Street, Philadelphia, Pennsylvania 19103.

(g) Includes 183,680 restricted shares which were granted on February 10, 2009 and which vest 100% on February 10, 2019, subject to the satisfaction of certain performance criteria. Mr. Silberman has the right to vote these shares and receive cash dividends thereon during the restriction period.

(h) Includes 45,920 restricted shares which were granted on February 10, 2009 and which vest 100% on February 10, 2014, subject to the satisfaction of certain performance criteria. Mr. McDonnell has the right to vote these shares and receive cash dividends thereon during the restriction period.

(i) Includes 6,170 shares of restricted stock which were granted on February 12, 2008 which vest 100% on February 12, 2013. The amount also includes 1,240 restricted shares which were granted on February 10, 2009 and which vest 100% on February 10, 2012. The amount also includes 1,454 restricted shares which were granted on February 9, 2010 and which vest 100% on February 9, 2013. The amount also includes 2,269 restricted shares which were granted on February 15, 2011 and which vest 100% on February 15, 2014. Mr. Brown has the right to vote all of these shares and receive cash dividends thereon during the restriction periods.

(j) Includes 6,185 shares of restricted stock, which were granted on February 12, 2008 and which vest 100% on September 4, 2012, subject to the satisfaction of certain performance criteria. The amount also includes 1,148 restricted shares which were granted on February 10, 2009 and which vest 100% on February 10, 2012. The amount also includes 1,260 restricted shares which were granted on February 9, 2010 and which vest 100% on February 9, 2013. The amount also includes 2,118 restricted shares which were granted on February 15, 2011 and which vest 100% on February 15, 2014. Dr. Stallard has the right to vote all of these shares and receive cash dividends thereon during the restriction periods.

(k) Includes 918 shares of restricted stock which were granted on February 10, 2009 and which vest 100% on February 10, 2012. The amount also includes 969 restricted shares which were granted on February 9, 2010 and which vest 100% on February 9, 2013. The amount also includes 7,834 restricted shares which were granted on October 26, 2010 and which vest 100% on October 26, 2014. The amount also includes 1,664 restricted shares which were granted on February 15, 2011 and which vest 100% on February 15, 2014. Ms. Udler has the right to vote all of these shares and receive cash dividends thereon during the restriction periods.

COMPENSATION DISCUSSION AND ANALYSIS

Compensation Policies and Objectives

In accordance with the Compensation Committee charter, the Corporation employs the following general policies in determining executive compensation:

The Corporation believes that compensation of the Corporation s key executives should be sufficient to attract and retain highly qualified and productive personnel, as well as to enhance productivity and encourage and reward superior performance.

It is the policy of the Corporation that the three primary components of the Corporation s compensation package for officers (salary, bonus, and equity grants) be considered in the aggregate, in other words, the total compensation of our executive officers should be appropriate to their contributions, and the amount of each component should take into account the size of their total compensation package.

The Corporation seeks to reward achievement of specific corporate and individual performance goals by authorizing annual bonuses, some of which are paid in cash, and the rest in stock of the Corporation which is restricted for at least three years.

The criteria used by the Compensation Committee in deciding whether, or at what level, bonuses should be paid in any year is based, first, on assessing if the Corporation met certain performance objectives set annually by the Board, and then second, assessing individual executive s relative contribution to meeting those objectives. These assessments are made only after the Compensation Committee receives the Corporation s annual financial statements, audited by the Corporation s independent auditing firm, PricewaterhouseCoopers LLP. Each year the corporate objectives used to determine bonus eligibility for executives are chosen by the Board of Directors from criteria which were approved by the stockholders of the Corporation. Criteria were approved most recently by stockholders at its annual meeting on May 3, 2006. Similar criteria are included in the Corporation s 2011 Equity Compensation Plan discussed in Proposal 3. If Proposal 3 is approved by the stockholders at the Annual Meeting, the Compensation Committee of the Board of Directors will choose corporate objectives to determine bonus eligibility for executives from those criteria included in the Corporation s 2011 Equity Compensation Plan, subject to compliance with new regulations from the Department of Education, which will become effective July 1, 2011.

The Corporation believes that smaller grants of restricted stock are generally preferable as an equity compensation vehicle and more suited to our long-term business model than larger grants of stock options with equivalent calculated value. This is so because shares of restricted stock have an intrinsic value when granted (as opposed to options) and therefore, the employee holding restricted stock shares a downside risk to such value with other owners of the Corporation s common stock. The Board believes this more conservative approach to equity compensation also avoids the most perilous side effect of stock options, namely the incentive to take excessive risks to move the short term stock price above the exercise price of the option.

One of the Corporation s guiding principles is that officers and directors think like owners. To this end, the Corporation has adopted a requirement that within three years of hiring, promotion or being appointed to the Board (or for existing officers and directors, by March 1, 2013), senior officers and members of the Board of Directors purchase shares of the Corporation in the open market, or hold vested awarded shares equal to the amounts shown in the table below.

Title	Required Share Ownership
Chief Executive Officer	10x Annual Salary
Chief Operating Officer	5x Annual Salary
Executive Vice President	3x Annual Salary
Senior Vice President	2x Annual Salary
Board of Directors	3x Annual Retainer

In determining compensation levels at the Corporation, the Compensation Committee compares executive compensation at the Corporation to that of ten other publicly traded companies which own education assets. These companies are: Apollo Group, Inc., Career Education Corporation, Corinthian Colleges, Inc., DeVry, Inc., Education Management Corporation, ITT Educational Services, Inc., Kaplan, Inc., Grand Canyon Education, Inc., Capella Education Company, and Bridgepoint Education. The Compensation Committee also compares executive compensation at the Corporation to similarly sized companies by revenue, market capitalization, and growth profile which are in other industries.

The Compensation Committee generally tries to set salary targets at or below the midpoint of comparable companies. However, the Compensation Committee tries to set annual cash bonus targets at or above the midpoint of comparable companies, and to set equity compensation in the upper quartile of such companies, if specific performance targets are met. If, in the Board s judgment, the midpoint or upper quartile calculations of the comparable companies yield too high a compensation level, the Board will not match these levels, but instead make reasoned judgments to lower the Corporations executive compensation to levels it deems more appropriate.

Who Determines Compensation?

In accordance with the Compensation Committee charter, compensation for the Corporation s CEO is determined by the Compensation Committee subject to approval of the Corporation s Board of Directors (excluding the CEO, who is also a Director). In making its determination on CEO compensation, the Compensation Committee reviews a number of factors, including but not limited to:

The Corporation s achievement of annual goals and objectives set by the full Board of Directors in the preceding year,

The long term performance of the Corporation, and

CEO compensation level at comparable companies.

For the other named executive officers, the Compensation Committee reviews, approves, and recommends to the full Board compensation based on:

Performance of the executive officers in light of relevant goals and objectives approved by the Compensation Committee and the annual goals and objectives established by the Board in the preceding year,

The long term performance of the Corporation,

Executive compensation level at comparable companies, and

The recommendations of the CEO.

The CEO provides recommendations for executive officer compensation (other than himself) to the Compensation Committee based on his review and analysis of each officer s performance and contributions to the Corporation. While the Compensation Committee considers the recommendations of the CEO with respect to these elements of compensation, the Compensation Committee independently evaluates the recommendations for purposes of making its recommendations to the full Board.

The Compensation Committee meets in the beginning of each year when audited year-end financial statements are available, to consider bonuses with respect to the just completed fiscal year, consider equity awards, and determine executive officer salaries with respect to the next fiscal year. The Committee meets from time to time during the year as may be required to address compensation and equity grant issues associated with new officer hires and director appointments, as well as, if applicable, making equity grants as long-term compensation and making other determinations or recommendations with respect to employee benefit plans and related matters.

The Board used the foregoing compensation policies and objectives to determine compensation for 2010. The Corporation is reviewing its compensation policies and objectives in light of new regulations from the Department of Education, which will become effective July 1, 2011.

Identification and Analysis of 2010 Compensation Programs

During 2010, the Corporation s executive compensation program included salary, cash bonus and long-term compensation in the form of restricted stock awarded under the Corporation s 1996 Stock Option Plan.

Salary Salaries for executives other than the CEO are reviewed, approved, and recommended to the full Board annually by the Compensation Committee upon recommendation of the CEO. The CEO s salary is specified in his employment agreement (see the Employment Agreements with Mr. Silberman and Potential Payments upon Termination or Change in Control sections below), and is annually reviewed and approved by the Compensation Committee and the full Board of Directors.

Cash Bonus Cash bonuses for 2010 were awarded to our named executives and other corporate officers by our Board of Directors upon the recommendation of the Compensation Committee of the Board. In determining whether to recommend such cash bonuses, the Compensation Committee first determines whether the Corporation has achieved its annual corporate objectives for the year.

As befits a Corporation whose main operating asset is a 120 year old University holding the highest possible academic accreditation, these annual corporate objectives include a number of academic measures such as improvements in student learning outcomes, student retention and continuation rates, advances in faculty hiring and qualifications, development of new academic programs, advances in online education, and increased academic rigor. The annual corporate objectives also include non-financial operational targets such as opening new campuses, securing regulatory approval to operate in new states, securing new corporate and institutional alliance partners and entering into additional academic articulation agreements with other universities and community colleges. Finally, these annual corporate objectives include financial measures, such as, revenue, operating margin, operating income, net income, EPS, return on invested capital, and return of capital to owners through dividends and share repurchases. Of course, even if the Corporation achieves all of its academic, operational, and financial objectives in a given year, in the event of any breach in regulatory, legal, or ethical business standards, the Compensation Committee would eliminate the payment of cash bonuses for that year.

The Board does not consider movements of the stock price of the Corporation during the year in determining annual compensation. The Board strongly feels that management s responsibility is to create an enduring increase in the intrinsic value of the Corporation. By achieving its annual corporate objectives, the Board feels management will necessarily increase the intrinsic value of the Corporation, and generate sustainable long term increases in stockholders value. Each year the Board selects those annual corporate objectives from among criteria which were approved by the stockholders of the Corporation, most recently at its annual meeting on May 3, 2006. Similar criteria are included in the Corporation s 2011 Equity Compensation Plan discussed in Proposal 3. If Proposal 3 is approved by stockholders at the Annual Meeting, the Compensation Committee of the Board of Directors is likely to choose corporate objectives to determine bonus eligibility for executives from those criteria included in the Corporation s 2011 Equity Compensation Plan. While the Board believes that each of the various annual corporate objectives is relevant to the determination of executive compensation, the achievement of any one annual corporate objective would not, in and of itself, result in a specific bonus amount being paid to our named executive officers. The Corporation believes the achievement of these goals is realistic but not certain.

The target cash bonus for Senior Vice Presidents and above is 75% of salary, and for Vice Presidents, 40% of salary. Only corporate officers are eligible for cash bonuses. See Summary Compensation and Narrative Disclosure to Summary Compensation Table and Grants of Plan-based Awards Table for more information regarding bonuses awarded for 2010.

Equity-based Compensation Programs As discussed above, the Corporation believes it should, subject to the achievement of certain academic, operational, financial, and individual objectives, make annual equity grants in order to retain, motivate, and align the interests of those key executive officers with stockholders. The Corporation believes that its equity is dear. In order to both minimize stockholder dilution, and more importantly, to better align management incentives with stockholder interests and the Corporation s business strategy, we believe that restricted stock is an equity compensation vehicle more appropriate to our business model than stock options.

Stock option grants create monetary value only by upward movement in the underlying stock price. The recipient is faced with a binary set of outcomes. Either the stock price increases over the grant price during the term of the grant, in which case value is created, or it does not. The recipient is faced with no risk of loss of capital if the value of the business declines during the term. Put another way, in the case of a stock option grant, the recipient is given something which, on the date of the grant has no intrinsic value. No matter what the executive does, the value of the grant can only go up, it cannot go down.

With a restricted stock grant the recipient is given something which, on the date of the grant, has tangible, measurable value. The executive s activities, as translated into the performance of the business, can cause that value to go up, or more importantly, down. This sharing of downsize risk with owners is, we believe, an important component of an equity compensation plan.

We are focused on the patient, deliberate employment of our stockholder s financial capital, and our managers intellectual capital, to build a first class regionally accredited university for working adults. We believe this strategy will create the highest long term cash return on our stockholder s investment, including periodic returns of capital in the form of dividends. Since, however, this strategy may not lend itself to the short term, binary stock price value creation model inherent in option grants, we believe more modest restricted stock grants will better align management s incentives with the Corporation s strategy, at lower long term cost to our stockholders.

Equity awards are generally issued on the date of the February Board of Directors meeting each year, by which time the financial results for the preceding year have been finalized. For all stock-based grants, the closing price of the Corporation s common stock on the date of issue is used as the grant price. With the exception of the Chief Executive Officer and the Chief Operating Officer, all corporate officers participate in the Corporation s annual equity award program. The equity awarded under this program has a three year cliff vest, and carries with it dividends and voting rights. However, should a holder leave the Corporation before the equity vests, the program requires any dividends which had been paid on the equity would be forfeited back to the Corporation. The Corporation believes this enhances the retention value of the restricted equity awards.

Under this program, the target equity grant value for Senior Vice Presidents and above is 100% of salary, and for Vice Presidents, 75% of salary. Equity awards under this program are only made after the Compensation Committee and full Board of Directors have completed their analysis of both corporate and individual performance described in the previous section on cash bonuses. In February 2006, the Corporation s Board of Directors determined that grants of equity for executive compensation on an annual basis should not exceed 0.5% of total shares outstanding, assuming no share repurchases.

The Chief Executive Officer and Chief Operating Officer of the Corporation do not participate in this annual equity award program because the Board of Directors believes any equity awards granted to officers of their responsibility should contain both specific performance triggers and a longer vesting period. Occasionally the Corporation believes it should make special grants of equity to officers who do participate in the annual equity awards program (i.e. not the Chief Executive Officer or Chief Operating Officer), either upon initial hire, or to recognize a significant contribution or promotion. These special grants also have either specific performance triggers and/or longer vesting periods. See Summary Compensation and Narrative Disclosure to Summary Compensation Table and Grants of Plan-based Awards Table for more information regarding equity-based awards to the CEO, COO, and other named executive officers.

Given our growth prospects, profitability, cash generation and returns on invested capital we view our equity as very valuable and are reluctant to issue it. This means that we only grant restricted stock (or previously options) to employees and directors as compensation when we believe we are getting fair value (in terms of their service) in return.

<u>Perquisites and Other Personal Benefits</u> The Corporation does not offer any perquisites. The Corporation does reimburse relocation expenses including tax gross-ups, when applicable. This benefit is offered to any officer hired from a different location to encourage prospective executives to relocate.

<u>Employment Agreements with Mr. Silberman</u> Robert S. Silberman, the Corporation s Chairman and Chief Executive Officer, has an employment agreement with the Corporation which had an initial term of approximately three years (ending on December 31, 2004), and thereafter, automatically extends for successive one-year periods unless either the Corporation or Mr. Silberman provides timely notice to the contrary. Mr. Silberman s employment agreement currently provides for a base salary of $665,000 per annum (subject to annual increases for at least cost of living adjustments). Mr. Silberman is also eligible to receive a target award of at least 75% of base salary, in the form of a bonus for each of the fiscal years during which he is employed, upon meeting certain individual, corporate and financial goals annually approved by the Board. In the event of termination without cause, the employment contract also provides for the payment of three years base salary, three years of medical benefits and, if such termination is in connection with a change of control, an amount equal to three times the latest annual bonus award made to him under the agreement prior to the event of termination without cause. In addition, Mr. Silberman is entitled to a gross-up payment for any excise taxes which may be imposed on termination payments. Mr. Silberman is the only named executive officer who has an employment agreement.

<u>Retirement and Deferred Compensation Plans</u> The Corporation maintains a retirement plan (the 401(k) Plan) intended to qualify under Sections 401(a) and 401(k) of the Internal Revenue Code of 1986, as amended. The 401(k) Plan is a defined contribution plan that covers all full-time employees of the Corporation of at least 21 years of age. Effective January 1, 2011, employees may contribute up to $16,500 of their annual wages (subject to an annual limit prescribed by the Internal Revenue Code) as pretax, salary deferral contributions. The Corporation, in its discretion, matches employee contributions up to a maximum authorized amount under the plan. In 2010, the Corporation matched 100% of employee deferrals up to a maximum of 3% of the employee s annual salary and matched an additional 50% of employee contributions for deferrals between 3% and 5% of annual salary. The Corporation offers this plan to enable and encourage its employees to save for their retirement in a tax advantageous way. The Corporation also maintains an Employee Stock Purchase Plan (the Employee Purchase Plan). The purpose of the Employee Purchase Plan

is to enable eligible full-time employees of the Corporation, through payroll deductions, to purchase shares of its common stock at a 10% discount from the prevailing market price from time to time. The Corporation offers this plan to encourage stock ownership by its employees.

Impact of Tax and Accounting Treatment

Under Section 162(m) of the Internal Revenue Code of 1986, as amended and applicable Treasury regulations, no deduction is allowed for annual compensation in excess of $1 million paid by a publicly traded corporation to its chief executive officer and the three other highest compensated executive officers (other than the chief financial officer). Under those provisions, however, there is no limitation on the deductibility of qualified performance-based compensation. In general, the Corporation s policy is to maximize the extent of tax deductibility of executive compensation under the provisions of Section 162(m) so long as doing so is compatible with its determination as to the most appropriate methods and approaches for the design and delivery of compensation to the Corporation s executive officers.

Summary Compensation

The following table sets forth all compensation awarded to the Corporation s named executive officers for the fiscal years ended December 31, 2008, 2009, and 2010.

Summary Compensation Table[(a)]

	Year	Salary	Bonus	Stock Awards[(b)]	All Other Compensation[(c)]	Total
Robert S. Silberman	2010	$ 665,000	$ 875,000	$	$ 9,800	$ 1,549,800
Chairman & CEO	2009	$ 665,000	$ 815,000	$ 40,000,000(d)	$ 9,800	$ 41,489,800
	2008	$ 665,000	$ 495,000	$	$ 484,200	$ 1,644,200
Karl McDonnell	2010	$ 420,000	$ 600,000	$	$ 9,800	$ 1,029,800
President & COO	2009	$ 330,000	$ 500,000	$ 10,000,000(e)	$ 9,800	$ 10,839,800
	2008	$ 300,000	$ 360,000	$ 300,000	$ 9,000	$ 969,000
Mark C. Brown	2010	$ 300,000	$ 350,000	$ 300,000	$ 9,800	$ 959,800
Executive VP & CFO	2009	$ 265,000	$ 313,000	$ 270,000	$ 9,800	$ 857,800
	2008	$ 250,000	$ 250,000	$ 1,240,000(f)	$ 32,750	$ 1,772,750
Dr. Sondra F. Stallard	2010	$ 280,000	$ 250,000	$ 260,000	$ 9,800	$ 799,800
President, Strayer	2009	$ 260,000	$ 215,000	$ 250,000	$ 9,800	$ 734,800
University	2008	$ 240,000	$ 200,000	$ 1,003,000(g)	$ 6,923	$ 1,449,923
Sonya G. Udler	2010	$ 220,000	$ 235,000	$ 1,200,000(h)	$ 8,785	$ 1,663,785
SVP, Corporate	2009	$ 196,000	$ 200,000	$ 200,000	$ 5,711	$ 601,711
Communications	2008	$ 176,218	$ 140,000	$ 150,000	$ 7,049	$ 473,267

(a) The Corporation does not have a non-equity incentive plan, a pension plan or a non-qualified deferred compensation plan and, therefore, the columns related to these plans are excluded from the table.

(b) The amounts shown in the Stock Awards column above reflect the grant date fair value of each award computed in accordance with FASB ASC Topic 718. Unless otherwise noted, these stock awards vest 100% three years after grant date. The value of the Corporation s dividends is assumed to be included in the grant date fair value of each stock award.

(c) See the Supplemental All Other Compensation Table below for additional detail.

(d) This award of restricted stock vests 100% on February 10, 2019, ten years from the date of grant, subject to the satisfaction of certain performance criteria.

(e) This award of restricted stock vests 100% on February 10, 2014, five years from the date of grant, subject to the satisfaction of certain performance criteria.

(f) Of this amount, $1,000,000 relates to an award of restricted stock which vests 100% on February 12, 2013, five years after the date of grant.

(g) This award of restricted stock vests 100% on September 4, 2012, four and one-half years after the date of grant, subject to the satisfaction of certain performance criteria.

(h) Of this amount, $1,000,000 relates to an award of restricted stock which vests 100% on October 26, 2014, four years after the date of grant.

In 2010, All Other Compensation is comprised of the Corporation s match of contributions to a 401(k) plan. The table below sets forth this information by named executive officer for the fiscal years ended December 31, 2008, 2009, and 2010.

Supplemental All Other Compensation Table

	Year	Corporation s 401(k) Match	Other[(a)]	Total All Other Compensation
Robert S. Silberman	2010	$ 9,800	$	$ 9,800
Chairman & CEO	2009	$ 9,800	$	$ 9,800
	2008	$ 9,200	$ 475,000	$ 484,200
Karl McDonnell	2010	$ 9,800	$	$ 9,800
President & COO	2009	$ 9,800	$	$ 9,800
	2008	$ 9,000	$	$ 9,000
Mark C. Brown	2010	$ 9,800	$	$ 9,800
Executive VP & CFO	2009	$ 9,800	$	$ 9,800
	2008	$ 9,000	$ 23,750	$ 32,750
Dr. Sondra F. Stallard	2010	$ 9,800	$	$ 9,800
President, Strayer University	2009	$ 9,800	$	$ 9,800
	2008	$ 6,923	$	$ 6,923
Sonya G. Udler	2010	$ 8,785	$	$ 8,785
SVP, Corporate Communications	2009	$ 5,711	$	$ 5,711
	2008	$ 7,049	$	$ 7,049

(a) In February 2006, the Corporation s Board of Directors approved cash payments to the holders of vested stock options in an amount equivalent to the Corporation s common stock dividends. These cash payments were remitted on the same dates as the Corporation s dividends and are shown in the Other column. In 2009, after consulting with the Corporation s 20 largest stockholders, the Board discontinued this form of compensation.

Grants of Plan-Based Awards

The following table sets forth grants of plan-based awards to the Corporation s named executive officers for the fiscal year ended December 31, 2010.

Grants of Plan-Based Awards Table[(a),(b)]

	All Stock Awards:	Grant Date

Name	Grant Date	Number of Shares of Stock or Units (#)	Fair Value of Stock Awards ($)	Vesting Date
Robert S. Silberman, Chairman & CEO	n/a			n/a
Karl McDonnell, President & COO	n/a			n/a
Mark C. Brown, Executive VP & CFO	2/09/10	1,454(c)	300,000	2/09/13
Dr. Sondra F. Stallard, President, Strayer University	2/09/10	1,260(c)	260,000	2/09/13
Sonya G. Udler, SVP, Corporate Communications	2/09/10	969(c)	200,000	2/09/13
	10/26/10	7,834(d)	1,000,000	10/26/14

(a) The Corporation did not grant any stock options in 2010 and, therefore, the columns related to stock option grants are excluded from the table.

(b) On February 15, 2011, Mr. Brown, Dr. Stallard and Ms. Udler were granted 2,269 shares, 2,118 shares, and 1,664 shares of restricted stock, respectively, which are not reflected in the table above. These awards of restricted stock vest 100% on February 15, 2014. The Corporation s closing price of common stock was $132.23 on the date of these awards.

(c) These awards of restricted stock vest 100% on February 9, 2013. The Corporation s closing price of common stock was $206.39 on the date of these awards.

(d) This award of restricted stock vests 100% on October 26, 2014. The Corporation s closing price of common stock was $127.65 on the date of this award.

Narrative Disclosure to Summary Compensation Table and Grants of Plan-based Awards Table

In setting compensation levels for the named executive officers in 2010 the Board of Directors considered the total value of all three components of executive compensation: salary and benefits, cash bonuses, and equity grants. Salary levels for the named executive officers in 2010 were set by the Board at a rate designed to be competitive, but at or below the midpoint of a group of peer companies. Salary levels were designed by the Board to comprise less than half of the targeted total compensation for the named executive officers if the Corporation achieved its objectives for 2010.

In determining the amount of cash bonus awards paid to the named executive officers for 2010, the Compensation Committee reviewed the Corporation s performance against the objectives for 2010 adopted by the full Board of Directors in October of 2009. The Compensation Committee determined that the Corporation met or exceeded each of those corporate objectives. Specifically, the Compensation Committee noted the superior performance of the Corporation s main operating asset, Strayer University, in areas such as faculty hiring and development, student learning outcomes, student retention rates, student graduation rates, and the development of new academic programs. The Compensation Committee also noted the University s successful opening of 13 new campuses (including eight in four new states), its approval to operate in four additional new states, and its entering into numerous institutional alliances and articulation agreements with community colleges. Finally, the Compensation Committee noted the Corporation s 24% growth in revenue, 25% growth in operating income, 25% growth in net income, 28% growth in EPS, and achievement of an operating margin of 33.9%, and a return on invested capital of 72%. It also noted the Corporation s disciplined capital allocation, including the repurchase of approximately 687,000 shares at an average price of $168.00 per share.

As provided in the summary compensation table, actual cash bonuses awarded to the named executive officers for 2010 ranged from 89% to 143% of base salary with differences in relative amounts resulting from the Board of Directors view of individual named executives officer s relative contribution to the success of the Corporation in 2010. With regard to equity grants, the Board took into account the length of the vesting period, and the difficulty of attainment of any performance criteria. Specifically, the longer the vesting period and the more stringent the performance criteria, the larger the grant date value of the equity award.

In 2010, our Chief Executive Officer, Mr. Robert Silberman, declined an increase in salary. In determining his cash bonus for 2010, the Compensation Committee noted Mr. Silberman s leadership of the Corporation in achieving all of its corporate objectives for 2010, as detailed above. The Compensation Committee also noted Mr. Silberman s success in assembling a leadership team and culture which combines the best aspects of a first rate University and an acknowledged highly successful public Corporation. The Compensation Committee determined that Mr. Silberman s performance should be recognized with a cash bonus equal to 132% of his base salary. Mr. Silberman does not participate in the Corporation s annual equity plan.

In 2010, the salary of our President and Chief Operating Officer, Karl McDonnell, was increased by 27% to $420,000. In determining his salary and cash bonus for 2010, the Compensation Committee considered the recommendation of the CEO, the COO compensation level at comparable companies, and noted Mr. McDonnell s significant contribution to the achievement of the Corporation s objectives in 2010 as noted above. The Compensation Committee determined that Mr. McDonnell s performance should be recognized with a cash bonus equal to 143% of his base salary. Since 2009, Mr. McDonnell no longer participates in the Corporation s annual equity plan.

The salary, cash bonuses, and annual restricted stock bonuses for 2010 for our other three named executive officers all were based on achievement of our corporate goals and their relative contributions. In 2010, Sonya Udler, our Senior Vice President, Corporate Communications, and two other executives (who are not named executive officers) were awarded by the Board grants of approximately 7,834 shares of restricted stock each in addition to their annual share grants. These special grants each had a grant date fair value of $1.0 million, four year cliff vests, but no performance criteria. They were based on superior performance in 2010, and the Board s desire to retain these important senior officers.

Outstanding Equity Awards at Fiscal Year-End

The following tables set forth outstanding option and stock awards of the Corporation s named executive officers as of December 31, 2010.

Outstanding Option Awards Table

Name	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Grant Date	Option Exercise Price	Option Full Vesting	Option Expiration	Market Value of Stock Options at 12/31/10