EXTENDED TO NOVEMBER 15, 2017

Form **990** — **Return of Organization Exempt From Income Tax**

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

▶ Do not enter social security numbers on this form as it may be made public.

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

Department of the Treasury Internal Revenue Service

OMB No. 1545-0047 — **2016** — Open to Public Inspection

A For the 2016 calendar year, or tax year beginning and ending

B Check if applicable: ☐ Address change ☐ Name change ☐ Initial return ☐ Final return/terminated ☐ Amended return ☐ Application pending

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

Doing business as

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

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

D Employer identification number: 04-2755323

E Telephone number: 781-348-4200

G Gross receipts $ 237,649,538.

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

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

H(b) Are all subordinates included? ☐ Yes ☐ No

If "No," attach a list. (see instructions)

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

J Website: ▶ WWW.NMEFOUNDATION.ORG

H(c) Group exemption number ▶

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

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

Part I Summary

Activities & Governance

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

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

3	Number of voting members of the governing body (Part VI, line 1a)	3	15
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	15
5	Total number of individuals employed in calendar year 2016 (Part V, line 2a)	5	28
6	Total number of volunteers (estimate if necessary)	6	0
7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	-141,723.
b	Net unrelated business taxable income from Form 990-T, line 34	7b	-189,105.

			Prior Year	Current Year
Revenue	8	Contributions and grants (Part VIII, line 1h)	0.	300,000.
	9	Program service revenue (Part VIII, line 2g)	0.	0.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	22,120,245.	18,251,439.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	0.	0.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	22,120,245.	18,551,439.
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	19,361,313.	28,203,956.
	14	Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	3,937,351.	4,464,094.
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	0.	0.
	b	Total fundraising expenses (Part IX, column (D), line 25) ▶ 0.		
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	4,393,975.	5,010,091.
	18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	27,692,639.	37,678,141.
	19	Revenue less expenses. Subtract line 18 from line 12	-5,572,394.	-19,126,702.

			Beginning of Current Year	End of Year
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	506,350,110.	507,900,527.
	21	Total liabilities (Part X, line 26)	12,264,030.	20,567,975.
	22	Net assets or fund balances. Subtract line 21 from line 20	494,086,080.	487,332,552.

Part II Signature Block

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

Sign Here ▶ Signature of officer — Date

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

Paid Preparer Use Only

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

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

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

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

632001 11-11-16 LHA For Paperwork Reduction Act Notice, see the separate instructions. Form **990** (2016)

SEE SCHEDULE O FOR ORGANIZATION MISSION STATEMENT CONTINUATION

Part III | Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission:

THE MISSION OF THE FOUNDATION IS, THROUGH SUPPORTING EDUCATIONAL ORGANIZATIONS, TO STIMULATE TRANSFORMATIVE CHANGE OF PUBLIC EDUCATION SYSTEMS ACROSS NEW ENGLAND BY GROWING A GREATER VARIETY OF HIGHER EDUCATIONAL OPPORTUNITIES THAT ENABLE ALL LEARNERS - ESPECIALLY AND

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? [ ] Yes [X] No

If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? [ ] Yes [X] No

If "Yes," describe these changes on Schedule O.

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

4a (Code:) (Expenses $ 34,053,479. including grants of $ 28,203,956.) (Revenue $)

THE NELLIE MAE EDUCATION FOUNDATION ("FOUNDATION") IS COMMITTED TO ENSURING ALL NEW ENGLAND SCHOOLS AND COMMUNITIES FULLY PREPARE THEIR STUDENTS SO THEY GRADUATE READY TO SUCCEED IN COLLEGE OR THE WORKPLACE AND CONTRIBUTE TO THEIR COMMUNITIES AS INFORMED CITIZENS. WE SUPPORT THE PEOPLE AND ORGANIZATIONS WHO CONTRIBUTE TO MAKING OUR PUBLIC SCHOOLS THE BEST THEY CAN BE - INCLUDING STUDENTS AND PARENTS, TEACHERS AND ADMINISTRATORS, POLICYMAKERS AND THOUGHT LEADERS. THE FOUNDATION IS COMMITTED TO ENSURING THAT ALL NEW ENGLAND STUDENTS GET THE EDUCATION THEY NEED - NO MATTER WHO THEY ARE OR WHERE THEY LIVE. STUDENTS ENGAGE WITH LEARNING IN DIFFERENT WAYS, SO PUBLIC SCHOOLS NEED STUDENT-CENTERED STRATEGIES, RATHER THAN A TOP-DOWN, ONE-SIZE-FITS-ALL APPROACH. TODAY'S INNOVATION ECONOMY AND DIVERSE SOCIETY REQUIRES

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

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

4d Other program services (Describe in Schedule O.)

(Expenses $ including grants of $) (Revenue $)

4e Total program service expenses ▶ 34,053,479.

Form 990 (2016)

632002 11-11-16

SEE SCHEDULE O FOR CONTINUATION(S)

Part IV | Checklist of Required Schedules

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

Part IV | Checklist of Required Schedules *(continued)*

			Yes	No
20a	Did the organization operate one or more hospital facilities? *If "Yes," complete Schedule H*	20a		X
b	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b		
21	Did the organization report more than $5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? *If "Yes," complete Schedule I, Parts I and II*	21	X	
22	Did the organization report more than $5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? *If "Yes," complete Schedule I, Parts I and III*	22		X
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? *If "Yes," complete Schedule J*	23	X	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than $100,000 as of the last day of the year, that was issued after December 31, 2002? *If "Yes," answer lines 24b through 24d and complete Schedule K. If "No", go to line 25a*	24a		X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a	**Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations.** Did the organization engage in an excess benefit transaction with a disqualified person during the year? *If "Yes," complete Schedule L, Part I*	25a		X
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? *If "Yes," complete Schedule L, Part I*	25b		X
26	Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? *If "Yes," complete Schedule L, Part II*	26		X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? *If "Yes," complete Schedule L, Part III*	27		X
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):			
a	A current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	28a		X
b	A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	28b		X
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? *If "Yes," complete Schedule L, Part IV*	28c		X
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	29		X
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	30		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	31		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	32		X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? *If "Yes," complete Schedule R, Part I*	33		X
34	Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1*	34		X
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a		X
b	If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? *If "Yes," complete Schedule R, Part V, line 2*	35b		
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If "Yes," complete Schedule R, Part V, line 2*	36		X
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? *If "Yes," complete Schedule R, Part VI*	37		X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? **Note.** All Form 990 filers are required to complete Schedule O	38	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

					Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	1a	70			
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b	0			
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?			1c	X	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	28			
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?			2b	X	
	Note. If the sum of lines 1a and 2a is greater than 250, you may be required to *e-file* (see instructions)					
3a	Did the organization have unrelated business gross income of $1,000 or more during the year?			3a	X	
b	If "Yes," has it filed a Form 990-T for this year? *If "No," to line 3b, provide an explanation in Schedule O*			3b	X	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?			4a		X
b	If "Yes," enter the name of the foreign country: ▶					
	See instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR).					
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?			5a		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?			5b		X
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?			5c		
6a	Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?			6a		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?			6b		
7	**Organizations that may receive deductible contributions under section 170(c).**					
a	Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?			7a		X
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?			7b		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?			7c		X
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d				
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			7e		X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			7f		X
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?			7g		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?			7h		
8	**Sponsoring organizations maintaining donor advised funds.** Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year?			8		
9	**Sponsoring organizations maintaining donor advised funds.**					
a	Did the sponsoring organization make any taxable distributions under section 4966?			9a		
b	Did the sponsoring organization make a distribution to a donor, donor advisor, or related person?			9b		
10	**Section 501(c)(7) organizations.** Enter:					
a	Initiation fees and capital contributions included on Part VIII, line 12	10a				
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b				
11	**Section 501(c)(12) organizations.** Enter:					
a	Gross income from members or shareholders	11a				
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b				
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?			12a		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b				
13	**Section 501(c)(29) qualified nonprofit health insurance issuers.**					
a	Is the organization licensed to issue qualified health plans in more than one state?			13a		
	Note. See the instructions for additional information the organization must report on Schedule O.					
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b				
c	Enter the amount of reserves on hand	13c				
14a	Did the organization receive any payments for indoor tanning services during the tax year?			14a		X
b	If "Yes," has it filed a Form 720 to report these payments? *If "No," provide an explanation in Schedule O*			14b		

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

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

Section A. Governing Body and Management

				Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year	1a	15		
	If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.				
b	Enter the number of voting members included in line 1a, above, who are independent	1b	15		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		2		X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?		3		X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		4		X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		5		X
6	Did the organization have members or stockholders?		6		X
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?		7a		X
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		7b		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:				
a	The governing body?		8a	X	
b	Each committee with authority to act on behalf of the governing body?		8b	X	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? *If "Yes," provide the names and addresses in Schedule O*		9		X

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

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

Section C. Disclosure

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

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

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

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

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

MICHAEL CAREY - 781-348-4271

1250 HANCOCK STREET, 205N, QUINCY, MA 02169

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

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

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

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

• List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.

• List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."

• List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than $100,000 from the organization and any related organizations.

• List all of the organization's **former** officers, key employees, and highest compensated employees who received more than $100,000 of reportable compensation from the organization and any related organizations.

• List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than $10,000 of reportable compensation from the organization and any related organizations.

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) ALLEN BOSTON DIRECTOR	4.00	X						24,187.	0.	0.
(2) GREGORY GUNN DIRECTOR	4.00	X						24,000.	0.	0.
(3) KAREN HAMMOND DIRECTOR	4.00	X						24,000.	0.	0.
(4) DEBORAH JEWELL SHERMAN DIRECTOR	3.00	X						20,000.	0.	0.
(5) STEPHEN KOSSAKOSKI DIRECTOR	4.00	X						24,187.	0.	0.
(6) JOANNA LAU DIRECTOR	4.00	X						24,000.	0.	0.
(7) ELSA NUNEZ DIRECTOR	3.00	X						20,000.	0.	0.
(8) JANET PHLEGAR DIRECTOR	4.00	X						28,187.	0.	0.
(9) COLLEEN QUINT DIRECTOR	3.00	X						20,000.	0.	0.
(10) JOHN REMONDI DIRECTOR	3.00	X						20,000.	0.	0.
(11) WARREN SIMMONS DIRECTOR	3.00	X						20,000.	0.	0.
(12) DANIA VAZQUEZ DIRECTOR (START JUNE 2016)	3.00	X						10,000.	0.	0.
(13) NICHOLAS WARREN DIRECTOR	3.00	X						20,000.	0.	0.
(14) DAVID WOLK DIRECTOR	4.00	X						32,130.	0.	0.
(15) PRABAL CHAKRABARTI DIRECTOR (START JUNE 2016)	3.00	X						0.	0.	0.
(16) NICHOLAS C. DONOHUE PRESIDENT & CEO	40.00			X				452,657.	0.	66,034.
(17) MICHAEL CAREY TREASURER & VP FOR FINANCE & ADMIN.	40.00			X				252,130.	0.	57,053.

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position: Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
(18) PAMELA WHITE CLERK	40.00			X				92,573.	0.	29,405.
(19) MARY HARRISON VP OF PROGRAMS	40.00				X			227,697.	0.	54,409.
(20) SHAUN ADAMEC DIR. OF COMMUNICATIONS	40.00					X		170,873.	0.	51,924.
(21) CHARLES TOULMIN DIRECTOR OF POLICY	40.00					X		150,741.	0.	47,820.
(22) SONIA CAUS GLEASON DIR. OF STRATEGIC LEARNING & EVAL.	40.00					X		148,404.	0.	47,445.
(23) EVE GOLDBERG DIRECTOR OF RESEARCH	40.00					X		141,998.	0.	44,523.
(24) JESSICA SPOHN SENIOR PROGRAM DIRECTOR	40.00					X		141,425.	0.	45,644.
1b Sub-total ▶								2,089,189.	0.	444,257.
c Total from continuation sheets to Part VII, Section A ▶								0.	0.	0.
d Total (add lines 1b and 1c) ▶								2,089,189.	0.	444,257.

2 Total number of individuals (including but not limited to those listed above) who received more than $100,000 of reportable compensation from the organization ▶ 13

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
RMC RESEARCH, 1000 MARKET STREET, BLDG 2, PORTSMOUTH, NH 03801	EVALUATION CONSULTANT	277,012.
AMERICAN INSTITUTE FOR RESEARCH, 1000 THOMAS JEFFERSON ST. NW, WASHINGTON, DC	RESEARCH CONSULTANT	220,352.
PRIME BUCHHOLZ & ASSOCIATES 273 CORPORATE DRIVE, PORTSMOUTH, NH 03801	INVESTMENT COUNSEL	208,519.
IMAJ ASSOCIATES, 11 WILLIAM REYNOLDS FM ROAD, WEST KINGSTON, RI 02892	COMMUNICATIONS INTERMEDIARY	199,200.
SOLOMON MCCOWN 177 MILK STREET, STE. 610, BOSTON, MA 02109	COMMUNICATION CONSULTANT	173,000.

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

Part VIII Statement of Revenue

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

					(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512 - 514
Contributions, Gifts, Grants and Other Similar Amounts	1 a	Federated campaigns	1a					
	b	Membership dues	1b					
	c	Fundraising events	1c					
	d	Related organizations	1d					
	e	Government grants (contributions)	1e					
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	300,000.				
	g	Noncash contributions included in lines 1a-1f: $						
	h	Total. Add lines 1a-1f ▶			300,000.			
Program Service Revenue			Business Code					
	2 a							
	b							
	c							
	d							
	e							
	f	All other program service revenue						
	g	Total. Add lines 2a-2f ▶						
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts) ▶			3,583,472.		-141,723.	3,725,195.
	4	Income from investment of tax-exempt bond proceeds ▶						
	5	Royalties ▶						
			(i) Real	(ii) Personal				
	6 a	Gross rents						
	b	Less: rental expenses						
	c	Rental income or (loss)						
	d	Net rental income or (loss) ▶						
			(i) Securities	(ii) Other				
	7 a	Gross amount from sales of assets other than inventory	233,766,066.					
	b	Less: cost or other basis and sales expenses	219,098,099.					
	c	Gain or (loss)	14,667,967.					
	d	Net gain or (loss) ▶			14,667,967.			14,667,967.
	8 a	Gross income from fundraising events (not including $ ______ of contributions reported on line 1c). See Part IV, line 18	a					
	b	Less: direct expenses	b					
	c	Net income or (loss) from fundraising events ▶						
	9 a	Gross income from gaming activities. See Part IV, line 19	a					
	b	Less: direct expenses	b					
	c	Net income or (loss) from gaming activities ▶						
	10 a	Gross sales of inventory, less returns and allowances	a					
	b	Less: cost of goods sold	b					
	c	Net income or (loss) from sales of inventory ▶						
		Miscellaneous Revenue	Business Code					
	11 a							
	b							
	c							
	d	All other revenue						
	e	Total. Add lines 11a-11d ▶						
	12	Total revenue. See instructions. ▶			18,551,439.	0.	-141,723.	18,393,162.

Part IX | Statement of Functional Expenses

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

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21	28,203,956.	28,203,956.		
2 Grants and other assistance to domestic individuals. See Part IV, line 22				
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	1,549,759.	661,460.	888,299.	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	2,053,955.	1,497,179.	556,776.	
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	293,511.	213,898.	79,613.	
9 Other employee benefits	377,200.	266,321.	110,879.	
10 Payroll taxes	189,669.	123,677.	65,992.	
11 Fees for services (non-employees):				
a Management				
b Legal	62,393.		62,393.	
c Accounting	79,048.		79,048.	
d Lobbying	66,000.		66,000.	
e Professional fundraising services. See Part IV, line 17				
f Investment management fees	1,234,992.		1,234,992.	
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	2,181,798.	2,074,922.	106,876.	
12 Advertising and promotion				
13 Office expenses	114,662.	70,620.	44,042.	
14 Information technology	103,630.	63,826.	39,804.	
15 Royalties				
16 Occupancy	362,532.	223,283.	139,249.	
17 Travel	188,626.	139,097.	49,529.	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	339,252.	303,629.	35,623.	
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	106,413.	65,540.	40,873.	
23 Insurance	50,457.	31,077.	19,380.	
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a REGIONAL ASSOCIATIONS	98,327.	98,327.		
b PROF. DVLPMT/MEMBERSHIP	21,961.	16,667.	5,294.	
c				
d				
e All other expenses				
25 **Total functional expenses.** Add lines 1 through 24e	37,678,141.	34,053,479.	3,624,662.	0.
26 **Joint costs.** Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here ▶ ☐ if following SOP 98-2 (ASC 958-720)				

Part X | Balance Sheet

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

				(A) Beginning of year		(B) End of year
Assets	1	Cash - non-interest-bearing		432,632.	1	366,251.
	2	Savings and temporary cash investments			2	
	3	Pledges and grants receivable, net			3	
	4	Accounts receivable, net			4	
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L			5	
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L			6	
	7	Notes and loans receivable, net		443,942.	7	574,601.
	8	Inventories for sale or use			8	
	9	Prepaid expenses and deferred charges			9	
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 1,157,116.			
	b	Less: accumulated depreciation	10b 1,022,385.	227,545.	10c	134,731.
	11	Investments - publicly traded securities		186,750,536.	11	145,787,533.
	12	Investments - other securities. See Part IV, line 11		318,495,455.	12	361,037,411.
	13	Investments - program-related. See Part IV, line 11			13	
	14	Intangible assets			14	
	15	Other assets. See Part IV, line 11			15	
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)		506,350,110.	16	507,900,527.
Liabilities	17	Accounts payable and accrued expenses		820,009.	17	968,035.
	18	Grants payable		11,444,021.	18	19,599,940.
	19	Deferred revenue			19	
	20	Tax-exempt bond liabilities			20	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D			21	
	22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L			22	
	23	Secured mortgages and notes payable to unrelated third parties			23	
	24	Unsecured notes and loans payable to unrelated third parties			24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D			25	
	26	**Total liabilities.** Add lines 17 through 25		12,264,030.	26	20,567,975.
Net Assets or Fund Balances		**Organizations that follow SFAS 117 (ASC 958), check here ▶ [X] and complete lines 27 through 29, and lines 33 and 34.**				
	27	Unrestricted net assets		494,086,080.	27	487,032,552.
	28	Temporarily restricted net assets			28	300,000.
	29	Permanently restricted net assets			29	
		Organizations that do not follow SFAS 117 (ASC 958), check here ▶ ☐ and complete lines 30 through 34.				
	30	Capital stock or trust principal, or current funds			30	
	31	Paid-in or capital surplus, or land, building, or equipment fund			31	
	32	Retained earnings, endowment, accumulated income, or other funds			32	
	33	Total net assets or fund balances		494,086,080.	33	487,332,552.
	34	Total liabilities and net assets/fund balances		506,350,110.	34	507,900,527.

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	18,551,439.
2	Total expenses (must equal Part IX, column (A), line 25)	2	37,678,141.
3	Revenue less expenses. Subtract line 2 from line 1	3	-19,126,702.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	494,086,080.
5	Net unrealized gains (losses) on investments	5	12,373,174.
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	487,332,552.

Part XII Financial Statements and Reporting

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

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

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.
▶ Attach to Form 990 or Form 990-EZ.
▶ Information about Schedule A (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047
2016
Open to Public Inspection

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

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

The organization is not a private foundation because it is: (For lines 1 through 12, check only one box.)

1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**
2 ☐ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E (Form 990 or 990-EZ).)
3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**
4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state:
5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II.)
6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**
7 ☐ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
8 ☐ A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
9 ☐ An agricultural research organization described in **section 170(b)(1)(A)(ix)** operated in conjunction with a land-grant college or university or a non-land-grant college of agriculture (see instructions). Enter the name, city, and state of the college or university:
10 ☐ An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2).** (Complete Part III.)
11 ☐ An organization organized and operated exclusively to test for public safety. See **section 509(a)(4).**
12 ☒ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2).** See **section 509(a)(3).** Check the box in lines 12a through 12d that describes the type of supporting organization and complete lines 12e, 12f, and 12g.

a ☒ **Type I.** A supporting organization operated, supervised, or controlled by its supported organization(s), typically by giving the supported organization(s) the power to regularly appoint or elect a majority of the directors or trustees of the supporting organization. **You must complete Part IV, Sections A and B.**
b ☐ **Type II.** A supporting organization supervised or controlled in connection with its supported organization(s), by having control or management of the supporting organization vested in the same persons that control or manage the supported organization(s). **You must complete Part IV, Sections A and C.**
c ☐ **Type III functionally integrated.** A supporting organization operated in connection with, and functionally integrated with, its supported organization(s) (see instructions). **You must complete Part IV, Sections A, D, and E.**
d ☐ **Type III non-functionally integrated.** A supporting organization operated in connection with its supported organization(s) that is not functionally integrated. The organization generally must satisfy a distribution requirement and an attentiveness requirement (see instructions). **You must complete Part IV, Sections A and D, and Part V.**
e ☐ Check this box if the organization received a written determination from the IRS that it is a Type I, Type II, Type III functionally integrated, or Type III non-functionally integrated supporting organization.
f Enter the number of supported organizations: SEE PART VI
g Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-10 above (see instructions))	(iv) Is the organization listed in your governing document? Yes	No	(v) Amount of monetary support (see instructions)	(vi) Amount of other support (see instructions)
SEE PART VI		2,6,7&9			28,203,956.	0.
Total PART VI					28,203,956.	0.

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ. 632021 09-21-16 Schedule A (Form 990 or 990-EZ) 2016

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2012	(b) 2013	(c) 2014	(d) 2015	(e) 2016	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 **Total.** Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 **Public support.** Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2012	(b) 2013	(c) 2014	(d) 2015	(e) 2016	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						
11 **Total support.** Add lines 7 through 10						

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

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

Section C. Computation of Public Support Percentage

14 Public support percentage for 2016 (line 6, column (f) divided by line 11, column (f)) 14 %

15 Public support percentage from 2015 Schedule A, Part II, line 14 15 %

16a **33 1/3% support test - 2016.** If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

b **33 1/3% support test - 2015.** If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

17a **10% -facts-and-circumstances test - 2016.** If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ▶ ☐

b **10% -facts-and-circumstances test - 2015.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ▶ ☐

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

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

(Complete only if you checked the box on line 10 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2012	(b) 2013	(c) 2014	(d) 2015	(e) 2016	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of $5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support. (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2012	(b) 2013	(c) 2014	(d) 2015	(e) 2016	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						

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

Section C. Computation of Public Support Percentage

15 Public support percentage for 2016 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2015 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2016 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2015 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2016. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ▶ ☐

b 33 1/3% support tests - 2015. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ▶ ☐

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

Part IV Supporting Organizations

(Complete only if you checked a box in line 12 on Part I. If you checked 12a of Part I, complete Sections A and B. If you checked 12b of Part I, complete Sections A and C. If you checked 12c of Part I, complete Sections A, D, and E. If you checked 12d of Part I, complete Sections A and D, and complete Part V.)

Section A. All Supporting Organizations

		Line	Yes	No
1	Are all of the organization's supported organizations listed by name in the organization's governing documents? *If "No," describe in Part VI how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.*	1		X
2	Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? *If "Yes," explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2).*	2	X	
3a	Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? *If "Yes," answer (b) and (c) below.*	3a		X
b	Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? *If "Yes," describe in Part VI when and how the organization made the determination.*	3b		
c	Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? *If "Yes," explain in Part VI what controls the organization put in place to ensure such use.*	3c		
4a	Was any supported organization not organized in the United States ("foreign supported organization")? *If "Yes," and if you checked 12a or 12b in Part I, answer (b) and (c) below.*	4a		X
b	Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? *If "Yes," describe in Part VI how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations.*	4b		
c	Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? *If "Yes," explain in Part VI what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.*	4c		
5a	Did the organization add, substitute, or remove any supported organizations during the tax year? *If "Yes," answer (b) and (c) below (if applicable). Also, provide detail in Part VI, including (i) the names and EIN numbers of the supported organizations added, substituted, or removed; (ii) the reasons for each such action; (iii) the authority under the organization's organizing document authorizing such action; and (iv) how the action was accomplished (such as by amendment to the organizing document).*	5a		X
b	**Type I or Type II only.** Was any added or substituted supported organization part of a class already designated in the organization's organizing document?	5b		
c	**Substitutions only.** Was the substitution the result of an event beyond the organization's control?	5c		
6	Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (i) its supported organizations, (ii) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (iii) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? *If "Yes," provide detail in Part VI.*	6		X
7	Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (defined in section 4958(c)(3)(C)), a family member of a substantial contributor, or a 35% controlled entity with regard to a substantial contributor? *If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).*	7		X
8	Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? *If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).*	8		X
9a	Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? *If "Yes," provide detail in Part VI.*	9a		X
b	Did one or more disqualified persons (as defined in line 9a) hold a controlling interest in any entity in which the supporting organization had an interest? *If "Yes," provide detail in Part VI.*	9b		X
c	Did a disqualified person (as defined in line 9a) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? *If "Yes," provide detail in Part VI.*	9c		X
10a	Was the organization subject to the excess business holdings rules of section 4943 because of section 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? *If "Yes," answer 10b below.*	10a		X
b	Did the organization have any excess business holdings in the tax year? *(Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)*	10b		

Part IV Supporting Organizations *(continued)*

		Yes	No
11 Has the organization accepted a gift or contribution from any of the following persons?			
a A person who directly or indirectly controls, either alone or together with persons described in (b) and (c) below, the governing body of a supported organization?	11a		X
b A family member of a person described in (a) above?	11b		X
c A 35% controlled entity of a person described in (a) or (b) above? *If "Yes" to a, b, or c, provide detail in Part VI.*	11c		X

Section B. Type I Supporting Organizations

		Yes	No
1 Did the directors, trustees, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's directors or trustees at all times during the tax year? *If "No," describe in Part VI how the supported organization(s) effectively operated, supervised, or controlled the organization's activities. If the organization had more than one supported organization, describe how the powers to appoint and/or remove directors or trustees were allocated among the supported organizations and what conditions or restrictions, if any, applied to such powers during the tax year.*	1	X	
2 Did the organization operate for the benefit of any supported organization other than the supported organization(s) that operated, supervised, or controlled the supporting organization? *If "Yes," explain in Part VI how providing such benefit carried out the purposes of the supported organization(s) that operated, supervised, or controlled the supporting organization.*	2		X

Section C. Type II Supporting Organizations

		Yes	No
1 Were a majority of the organization's directors or trustees during the tax year also a majority of the directors or trustees of each of the organization's supported organization(s)? *If "No," describe in Part VI how control or management of the supporting organization was vested in the same persons that controlled or managed the supported organization(s).*	1		

Section D. All Type III Supporting Organizations

		Yes	No
1 Did the organization provide to each of its supported organizations, by the last day of the fifth month of the organization's tax year, (i) a written notice describing the type and amount of support provided during the prior tax year, (ii) a copy of the Form 990 that was most recently filed as of the date of notification, and (iii) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided?	1		
2 Were any of the organization's officers, directors, or trustees either (i) appointed or elected by the supported organization(s) or (ii) serving on the governing body of a supported organization? *If "No," explain in Part VI how the organization maintained a close and continuous working relationship with the supported organization(s).*	2		
3 By reason of the relationship described in (2), did the organization's supported organizations have a significant voice in the organization's investment policies and in directing the use of the organization's income or assets at all times during the tax year? *If "Yes," describe in Part VI the role the organization's supported organizations played in this regard.*	3		

Section E. Type III Functionally Integrated Supporting Organizations

1 *Check the box next to the method that the organization used to satisfy the Integral Part Test during the year(see instructions).*

a ☐ The organization satisfied the Activities Test. *Complete line 2 below.*

b ☐ The organization is the parent of each of its supported organizations. *Complete line 3 below.*

c ☐ The organization supported a governmental entity. *Describe in Part VI how you supported a government entity (see instructions).*

		Yes	No
2 Activities Test. *Answer (a) and (b) below.*			
a Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? *If "Yes," then in Part VI identify those supported organizations and explain how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities.*	2a		
b Did the activities described in (a) constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? *If "Yes," explain in Part VI the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement.*	2b		
3 Parent of Supported Organizations. *Answer (a) and (b) below.*			
a Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? *Provide details in Part VI.*	3a		
b Did the organization exercise a substantial degree of direction over the policies, programs, and activities of each of its supported organizations? *If "Yes," describe in Part VI the role played by the organization in this regard.*	3b		

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations

1 ☐ Check here if the organization satisfied the Integral Part Test as a qualifying trust on Nov. 20, 1970 (explain in Part VI.) See instructions. All other Type III non-functionally integrated supporting organizations must complete Sections A through E.

Section A - Adjusted Net Income		(A) Prior Year	(B) Current Year (optional)
1 Net short-term capital gain	1		
2 Recoveries of prior-year distributions	2		
3 Other gross income (see instructions)	3		
4 Add lines 1 through 3	4		
5 Depreciation and depletion	5		
6 Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions)	6		
7 Other expenses (see instructions)	7		
8 **Adjusted Net Income** (subtract lines 5, 6, and 7 from line 4)	8		

Section B - Minimum Asset Amount		(A) Prior Year	(B) Current Year (optional)
1 Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year):			
a Average monthly value of securities	1a		
b Average monthly cash balances	1b		
c Fair market value of other non-exempt-use assets	1c		
d **Total** (add lines 1a, 1b, and 1c)	1d		
e **Discount** claimed for blockage or other factors (explain in detail in **Part VI**):			
2 Acquisition indebtedness applicable to non-exempt-use assets	2		
3 Subtract line 2 from line 1d	3		
4 Cash deemed held for exempt use. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4		
5 Net value of non-exempt-use assets (subtract line 4 from line 3)	5		
6 Multiply line 5 by .035	6		
7 Recoveries of prior-year distributions	7		
8 **Minimum Asset Amount** (add line 7 to line 6)	8		

Section C - Distributable Amount			Current Year
1 Adjusted net income for prior year (from Section A, line 8, Column A)	1		
2 Enter 85% of line 1	2		
3 Minimum asset amount for prior year (from Section B, line 8, Column A)	3		
4 Enter greater of line 2 or line 3	4		
5 Income tax imposed in prior year	5		
6 **Distributable Amount.** Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions)	6		

7 ☐ Check here if the current year is the organization's first as a non-functionally integrated Type III supporting organization (see instructions).

Part V | Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations *(continued)*

Section D - Distributions	Current Year
1 Amounts paid to supported organizations to accomplish exempt purposes	
2 Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	
3 Administrative expenses paid to accomplish exempt purposes of supported organizations	
4 Amounts paid to acquire exempt-use assets	
5 Qualified set-aside amounts (prior IRS approval required)	
6 Other distributions (describe in Part VI). See instructions	
7 **Total annual distributions.** Add lines 1 through 6	
8 Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI). See instructions	
9 Distributable amount for 2016 from Section C, line 6	
10 Line 8 amount divided by Line 9 amount	

Section E - Distribution Allocations (see instructions)	(i) Excess Distributions	(ii) Underdistributions Pre-2016	(iii) Distributable Amount for 2016
1 Distributable amount for 2016 from Section C, line 6			
2 Underdistributions, if any, for years prior to 2016 (reasonable cause required- explain in Part VI). See instructions			
3 Excess distributions carryover, if any, to 2016:			
a			
b			
c From 2013			
d From 2014			
e From 2015			
f **Total** of lines 3a through e			
g Applied to underdistributions of prior years			
h Applied to 2016 distributable amount			
i Carryover from 2011 not applied (see instructions)			
j Remainder. Subtract lines 3g, 3h, and 3i from 3f.			
4 Distributions for 2016 from Section D, line 7: $			
a Applied to underdistributions of prior years			
b Applied to 2016 distributable amount			
c Remainder. Subtract lines 4a and 4b from 4			
5 Remaining underdistributions for years prior to 2016, if any. Subtract lines 3g and 4a from line 2. For result greater than zero, explain in Part VI. See instructions			
6 Remaining underdistributions for 2016. Subtract lines 3h and 4b from line 1. For result greater than zero, explain in Part VI. See instructions			
7 **Excess distributions carryover to 2017.** Add lines 3j and 4c			
8 Breakdown of line 7:			
a			
b Excess from 2013			
c Excess from 2014			
d Excess from 2015			
e Excess from 2016			

Part VI **Supplemental Information.** Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; Part III, line 12; Part IV, Section A, lines 1, 2, 3b, 3c, 4b, 4c, 5a, 6, 9a, 9b, 9c, 11a, 11b, and 11c; Part IV, Section B, lines 1 and 2; Part IV, Section C, line 1; Part IV, Section D, lines 2 and 3; Part IV, Section E, lines 1c, 2a, 2b, 3a, and 3b; Part V, line 1; Part V, Section B, line 1e; Part V, Section D, lines 5, 6, and 8; and Part V, Section E, lines 2, 5, and 6. Also complete this part for any additional information. (See instructions.)

PART IV, SECTION A, LINE 1:

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

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

PART IV, SECTION A, LINE 2:

Part VI **Supplemental Information.** Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; Part III, line 12; Part IV, Section A, lines 1, 2, 3b, 3c, 4b, 4c, 5a, 6, 9a, 9b, 9c, 11a, 11b, and 11c; Part IV, Section B, lines 1 and 2; Part IV, Section C, line 1; Part IV, Section D, lines 2 and 3; Part IV, Section E, lines 1c, 2a, 2b, 3a, and 3b; Part V, line 1; Part V, Section B, line 1e; Part V, Section D, lines 5, 6, and 8; and Part V, Section E, lines 2, 5, and 6. Also complete this part for any additional information. (See instructions.)

PUBLIC SCHOOL SYSTEM GRANTEES ARE DESCRIBED IN SECTION 509(A)(1) AND TYPICALLY DO NOT HAVE IRS DETERMINATION LETTERS. THE FOUNDATION VERIFIES PUBLIC SCHOOL/GOVERNMENTAL STATUS IN WRITING.

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at *www.irs.gov/form990* .

OMB No. 1545-0047

2016

Name of the organization

NELLIE MAE EDUCATION FOUNDATION, INC.

Employer identification number

04-2755323

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	[X] 501(c)(3) (enter number) organization
	[ ] 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	[ ] 527 political organization
Form 990-PF	[ ] 501(c)(3) exempt private foundation
	[ ] 4947(a)(1) nonexempt charitable trust treated as a private foundation
	[ ] 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

[X] For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling $5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

[ ] For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) $5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

[ ] For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

[ ] For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling $5,000 or more during the year ▶ $ ____________

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it must answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization: NELLIE MAE EDUCATION FOUNDATION, INC.

Employer identification number: 04-2755323

Part I **Contributors** (See instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	BILL & MELINDA GATES FOUNDATION P.O. BOX 23350 SEATTLE, WA 98102	$ 300,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

Name of organization: NELLIE MAE EDUCATION FOUNDATION, INC.

Employer identification number: 04-2755323

Part II Noncash Property (See instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	

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

Part III *Exclusively* religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than $1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of $1,000 or less for the year. (Enter this info. once.) ▶ $

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

SCHEDULE C (Form 990 or 990-EZ)

Department of the Treasury Internal Revenue Service

Political Campaign and Lobbying Activities

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

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

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

OMB No 1545-0047

2016

Open to Public Inspection

If the organization answered "Yes," on Form 990, Part IV, line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations: Complete Parts I-A and B. Do not complete Part I-C.
- Section 501(c) (other than section 501(c)(3)) organizations: Complete Parts I-A and C below. Do not complete Part I-B.
- Section 527 organizations: Complete Part I-A only.

If the organization answered "Yes," on Form 990, Part IV, line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)): Complete Part II-A. Do not complete Part II-B.
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)): Complete Part II-B. Do not complete Part II-A.

If the organization answered "Yes," on Form 990, Part IV, line 5 (Proxy Tax) (see separate instructions) or Form 990-EZ, Part V, line 35c (Proxy Tax) (see separate instructions), then

- Section 501(c)(4), (5), or (6) organizations: Complete Part III.

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

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

1 Provide a description of the organization's direct and indirect political campaign activities in Part IV.

2 Political campaign activity expenditures ▶ $

3 Volunteer hours for political campaign activities

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

1 Enter the amount of any excise tax incurred by the organization under section 4955 ▶ $

2 Enter the amount of any excise tax incurred by organization managers under section 4955 ▶ $

3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? ☐ Yes ☐ No

4a Was a correction made? ☐ Yes ☐ No

b If "Yes," describe in Part IV.

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

1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ▶ $

2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ▶ $

3 Total exempt function expenditures. Add lines 1 and 2. Enter here and on Form 1120-POL, line 17b ▶ $

4 Did the filing organization file Form 1120-POL for this year? ☐ Yes ☐ No

5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments. For each organization listed, enter the amount paid from the filing organization's funds. Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

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

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

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

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

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

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

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

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

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

Lobbying Expenditures During 4-Year Averaging Period

Calendar year (or fiscal year beginning in)	(a) 2013	(b) 2014	(c) 2015	(d) 2016	(e) Total
2a Lobbying nontaxable amount					
b Lobbying ceiling amount (150% of line 2a, column(e))					
c Total lobbying expenditures					
d Grassroots nontaxable amount					
e Grassroots ceiling amount (150% of line 2d, column (e))					
f Grassroots lobbying expenditures					

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

For each "Yes," response on lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.	(a) Yes	(a) No	(b) Amount
1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:			
a Volunteers?		X	
b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?		X	
c Media advertisements?		X	
d Mailings to members, legislators, or the public?		X	
e Publications, or published or broadcast statements?		X	
f Grants to other organizations for lobbying purposes?		X	
g Direct contact with legislators, their staffs, government officials, or a legislative body?	X		66,000.
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?		X	
i Other activities?		X	
j Total. Add lines 1c through 1i			66,000.
2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?		X	
b If "Yes," enter the amount of any tax incurred under section 4912			
c If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

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

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

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

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

Part IV **Supplemental Information**

Provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5; Part II-A (affiliated group list); Part II-A, lines 1 and 2 (see instructions); and Part II-B, line 1. Also, complete this part for any additional information.

PART II-B, LINE 1, LOBBYING ACTIVITIES:

A LOBBYING FIRM WAS HIRED DURING 2016 TO MONITOR ACTIVITY ON PROPOSED STATE LEGISLATION AFFECTING THE FOUNDATION'S PRACTICES AND TO MEET WITH COMMITTEE AND COMMITTEE STAFF MEMBERS TO DISCUSS SUCH LEGISLATION.

SCHEDULE D (Form 990)

Department of the Treasury Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.
▶ Attach to Form 990.
▶ Information about Schedule D (Form 990) and its instructions is at *www.irs.gov/form990*.

OMB No. 1545-0047

2016

Open to Public Inspection

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

Employer identification number: 04-2755323

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

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

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

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

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

1 Purpose(s) of conservation easements held by the organization (check all that apply).
- ☐ Preservation of land for public use (e.g., recreation or education)
- ☐ Protection of natural habitat
- ☐ Preservation of open space
- ☐ Preservation of a historically important land area
- ☐ Preservation of a certified historic structure

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

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

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

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

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

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

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

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

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

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

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

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

(i) Revenue included on Form 990, Part VIII, line 1 ▶ $ ______

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

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

a Revenue included on Form 990, Part VIII, line 1 ▶ $ ______

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

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

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

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

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

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

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

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

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

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

2a Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability? ☐ Yes ☐ No

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

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

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

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

a Board designated or quasi-endowment ▶ ______ %

b Permanent endowment ▶ ______ %

c Temporarily restricted endowment ▶ ______ %

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

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

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

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

Part VI **Land, Buildings, and Equipment.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements		52,505.	47,295.	5,210.
d Equipment		600,239.	473,519.	126,720.
e Other		504,372.	501,571.	2,801.
Total. Add lines 1a through 1e. *(Column (d) must equal Form 990, Part X, column (B), line 10c.)* ▶				134,731.

Part VII Investments - Other Securities.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) DOMESTIC EQUITY	70,717,306.	END-OF-YEAR MARKET VALUE
(B) FOREIGN EQUITY	89,579,712.	END-OF-YEAR MARKET VALUE
(C) MULTI STRATEGY INVESTMENT		
(D) FUND OF FUNDS	30,470,983.	END-OF-YEAR MARKET VALUE
(E) INVESTMENT FUND -		
(F) DISTRESSED CREDIT	36,975,642.	END-OF-YEAR MARKET VALUE
(G) INVESTMENT FUND - FIXED		
(H) INCOME	21,853,881.	END-OF-YEAR MARKET VALUE
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.) ▶	361,037,411.	

Part VIII Investments - Program Related.

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

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

Part IX Other Assets.

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

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

Part X Other Liabilities.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

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

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

SEE PART XIII FOR CONTINUATIONS

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

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

1	Total revenue, gains, and other support per audited financial statements			1	29,689,621.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:				
a	Net unrealized gains (losses) on investments	2a	12,373,174.		
b	Donated services and use of facilities	2b			
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIII.)	2d			
e	Add lines 2a through 2d			2e	12,373,174.
3	Subtract line 2e from line 1			3	17,316,447.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	1,234,992.		
b	Other (Describe in Part XIII.)	4b			
c	Add lines 4a and 4b			4c	1,234,992.
5	Total revenue. Add lines 3 and 4c. *(This must equal Form 990, Part I, line 12.)*			5	18,551,439.

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

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

1	Total expenses and losses per audited financial statements			1	36,443,149.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:				
a	Donated services and use of facilities	2a			
b	Prior year adjustments	2b			
c	Other losses	2c			
d	Other (Describe in Part XIII.)	2d			
e	Add lines 2a through 2d			2e	0.
3	Subtract line 2e from line 1			3	36,443,149.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	1,234,992.		
b	Other (Describe in Part XIII.)	4b			
c	Add lines 4a and 4b			4c	1,234,992.
5	Total expenses. Add lines 3 and 4c. *(This must equal Form 990, Part I, line 18.)*			5	37,678,141.

Part XIII Supplemental Information.

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

PART X, LINE 2:

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

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

Part XIII Supplemental Information *(continued)*

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

Part XIII Supplemental Information *(continued)*

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
INVESTMENT FUND - LONG/SHORT EQUITY	46,454,379.	FMV
INVESTMENT FUND - MULTI-STRATEGY	15,930,000.	FMV
REAL ASSETS	20,696,117.	FMV
REAL ESTATE FUND	8,103,776.	FMV
DIRECT REAL ASSET - TIMBER	1,022,917.	FMV
PRIVATE COMMODITY	8,701,725.	FMV
NATURAL RESOURCES FUND OF FUNDS	6,027,276.	FMV
PRIVATE EQUITY	4,503,697.	FMV

SCHEDULE F (Form 990)

Department of the Treasury Internal Revenue Service

Statement of Activities Outside the United States

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 14b, 15, or 16.

▶ Attach to Form 990.

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

OMB No. 1545-0047

2016

Open to Public Inspection

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

Employer identification number: 04-2755323

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

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

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

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

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in the region	(d) Activities conducted in the region (by type) (such as, fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in the region	(f) Total expenditures for and investments in the region
CENTRAL AMERICA AND THE CARIBBEAN	0	0	INVESTMENTS		78,418,335.
3 a Sub total	0	0			78,418,335.
b Total from continuation sheets to Part I	0	0			0.
c Totals (add lines 3a and 3b)	0	0			78,418,335.

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

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

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

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

3 Enter total number of other organizations or entities ▶

Part III **Grants and Other Assistance to Individuals Outside the United States.** Complete if the organization answered "Yes" on Form 990, Part IV, line 16.
Part III can be duplicated if additional space is needed.

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

Part IV Foreign Forms

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

2 Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to separately file Form 3520, Annual Return To Report Transactions With Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A; do not file with Form 990)* ..... [ ] Yes [X] No

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

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

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

6 Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to separately file Form 5713, International Boycott Report (see Instructions for Form 5713; do not file with Form 990)* ..... [ ] Yes [X] No

Part V Supplemental Information

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

SCHEDULE I (Form 990) Department of the Treasury Internal Revenue Service	**Grants and Other Assistance to Organizations, Governments, and Individuals in the United States** Complete if the organization answered "Yes" on Form 990, Part IV, line 21 or 22. ▶ Attach to Form 990. ▶ Information about Schedule I (Form 990) and its instructions is at *www.irs.gov/form990.*	OMB No. 1545-0047 **2016** Open to Public Inspection

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

Employer identification number: 04-2755323

Part I — General Information on Grants and Assistance

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

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

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

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section (if applicable)	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of noncash assistance	(h) Purpose of grant or assistance
A BETTER WAY FOUNDATION PO BOX 942 HARTFORD, CT 06101	06-1576383	501(C)(3)	50,000.	0.			YOUTH ORGANIZING AWARD-HEARING YOUTH VOICES
ACHIEVE HARTFORD! 221 MAIN STREET, 3RD FLOOR HARTFORD, CT 06106	45-0499390	501(C)(3)	38,413.	0.			CAN WE TRANSFORM EDUCATION WITHOUT TRANSFORMING THE BOARD OF EDUCATION?
ALLIANCE FOR EXCELLENT EDUCATION 1201 CONNECTICUT AVENUE, NW SUITE 9 WASHINGTON, DC 20036	11-3487339	501(C)(3)	50,000.	0.			FUTURE READY SUMMIT
AMERICAN INSTITUTES FOR RESEARCH PELAVIN RESEARCH CENTER, 1000 THOMAS JEFFERSON ST, NW - WASHINGTON, DC 20007	25-0965219	501(C)(3)	899,597.	0.			HIGH SCHOOL MATH NETWORK IMPROVEMENT COMMUNITY (Y3)
AMERICAN INSTITUTES FOR RESEARCH PELAVIN RESEARCH CENTER, 1000 THOMAS JEFFERSON ST, NW - WASHINGTON, DC 20007	25-0965219	501(C)(3)	249,990.	0.			DEVELOPING A STUDENT-CENTERED ASSESSMENT SYSTEM: RESEARCH AND DEVELOPMENT
AMERICAN INSTITUTES FOR RESEARCH PELAVIN RESEARCH CENTER, 1000 THOMAS JEFFERSON ST, NW - WASHINGTON, DC 20007	25-0965219	501(C)(3)	66,786.	0.			COMPETENCY-BASED EDUCATION STUDY PHASE II

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table ▶ 156.

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990. Schedule I (Form 990) (2016)

SEE PART IV FOR COLUMN (H) DESCRIPTIONS

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
AMERICAN INSTITUTES FOR RESEARCH PELAVIN RESEARCH CENTER, 1000 THOMAS JEFFERSON ST, NW - WASHINGTON, DC 20007	25-0965219	501(C)(3)	19,968.	0.			FAMILY ENGAGEMENT LITERATURE REVIEW
BIDDEFORD SCHOOL DEPARTMENT 18 MAPLEWOOD AVE BIDDEFORD, ME 04005	01 6000023	PUBLIC SCHOOL	10,000.	0.			BIDDEFORD - YEAR 1 PUBLIC UNDERSTANDING & DEMAND
BIG BROTHERS BIG SISTERS OF MERCER COUNTY - 535 E. FRANKLIN STREET - TRENTON, NJ 08610	06-1653897	501(C)(3)	10,000.	0.			LAWRENCE YOUTH MENTORING PROGRAM
BIG PICTURE LEARNING 325 PUBLIC STREET PROVIDENCE, RI 02905	05-0485883	501(C)(3)	25,000.	0.			BIG BANG 2016: THE INTERNATIONAL CONFERENCE ON STUDENT-CENTERED LEARNING
BOSTON CHINATOWN NEIGHBORHOOD CENTER - 885 WASHINGTON STREET - BOSTON, MA 02111	23-7209691	501(C)(3)	10,000.	0.			ANNUAL BANQUET
BOSTON EDUCATION DEVELOPMENT FOUNDATION - 2300 WASHINGTON STREET - ROXBURY, MA 02119	22-2514422	501(C)(3)	246,054.	0.			BPS COLLEGE AND CAREER READINESS BADGING INITIATIVE
BOSTON EDUCATION DEVELOPMENT FOUNDATION - 2300 WASHINGTON STREET - ROXBURY, MA 02119	22-2514422	501(C)(3)	100,000.	0.			DIPLOMA PLUS CHARLESTOWN HS - WINNER OF THE 2016 LAWRENCE W. O'TOOLE AWARD
BRANDEIS UNIVERSITY P.O. BOX 549110 WALTHAM, MA 02454-9110	04-2103552	501(C)(3)	232,283.	0.			DISTRICT LEVEL SYSTEMS CHANGE PHASE II TECHNICAL ASSISTANCE
BRONXDALE TENANTS LEAGUE D.C.C., INC. - 1065 BEACH AVENUE - BRONX, NY 10472	13-2681414	501(C)(3)	10,000.	0.			DEMOGRAPHY ISN'T DESTINY INITIATIVE

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

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BROOKLYN ON TECH INC 2711 PITKIN AVENUE SUITE 3 BROOKLYN, NY 11208	46-5336001	501(C)(3)	10,000.	0.			NEW YORK ON TECH. 2016 GRANT
BROWN UNIVERSITY - ANNENBERG INSTITUTE FOR SCHOOL REFORM - BROWN UNIVERSITY OFFICE OF SPONSORED PROJECTS, 164 ANGELL	05-0258809	501(C)(3)	600,000.	0.			FAMILY, YOUTH, AND COMMUNITY ORGANIZING AND ENGAGEMENT: TAKING LEADERSHIP AND VOICE TO
BROWN UNIVERSITY - ANNENBERG INSTITUTE FOR SCHOOL REFORM - BROWN UNIVERSITY OFFICE OF SPONSORED PROJECTS, 164 ANGELL	05-0258809	501(C)(3)	57,400.	0.			TRANSFORMATIVE EDUCATION GOVERNANCE PROGRAM: SEEKING INTERMEDIARIES TO ORGANIZE STATE-BASED
BRYANT UNIVERSITY 1150 DOUGLAS PIKE SMITHFIELD, RI 02917	05-0258810	501(C)(3)	23,000.	0.			TRUSTEE SCHOLARSHIP
BURLINGTON SCHOOL DISTRICT 150 COLCHESTER AVENUE BURLINGTON, VT 05401	03-6000410	PUBLIC SCHOOL	463,765.	0.			DISTRICT LEVEL SYSTEM CHANGE PHASE II
BURLINGTON SCHOOL DISTRICT 150 COLCHESTER AVENUE BURLINGTON, VT 05401	03-6000410	PUBLIC SCHOOL	33,500.	0.			COMMUNICATIONS SUPPORT
BURLINGTON SCHOOL DISTRICT 150 COLCHESTER AVENUE BURLINGTON, VT 05401	03-6000410	PUBLIC SCHOOL	30,000.	0.			COMMUNICATIONS SPECIALIST
BURLINGTON SCHOOL DISTRICT 150 COLCHESTER AVENUE BURLINGTON, VT 05401	03-6000410	PUBLIC SCHOOL	25,450.	0.			VIDEO VIGNETTES
CAMBRIDGE PUBLIC SCHOOLS 159 THORNDIKE STREET CAMBRIDGE, MA 02141	04-6001383	PUBLIC SCHOOL	10,000.	0.			KINDERGARTEN QUALITY ENHANCEMENT

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CASTLETON UNIVERSITY 62 ALUMNI DRIVE CASTLETON, VT 05735	20-2695709	GOVT AGENCY	20,000.	0.			STRATEGIC INITIATIVE FOR STUDENT ASSISTANCE
CASTLETON UNIVERSITY 62 ALUMNI DRIVE CASTLETON, VT 05735	20-2695709	GOVT AGENCY	9,000.	0.			SPARTAN SHIELD SOCIETY
CENTER FOR CURRICULUM REDESIGN 10 JAMAICAWAY #10 BOSTON, MA 02130	45-3847373	501(C)(3)	25,000.	0.			VISUALIZATION PROJECT
CENTER FOR EXCELLENCE IN EDUCATION 8201 GREENSBORO DRIVE, SUITE 215 MCLEAN, VA 22102	52-1256563	501(C)(3)	10,000.	0.			CENTER FOR EXCELLENCE IN EDUCATION - RESEARCH SCIENCE INSTITUTE GRANT
CENTER FOR INDIVIDUAL OPPORTUNITY 205 WALDEN ST #6P CAMBRIDGE, MA 02140	46-1629781	501(C)(3)	250,000.	0.			BEYOND AVERAGE
CHIEFS FOR CHANGE 1455 PENNSYLVANIA AVENUE, NW, SUITE 400-311 - WASHINGTON, DC 20004	47-2373903	501(C)(3)	74,999.	0.			INNOVATIVE ASSESSMENT WORKING GROUP
CHITTENDEN CENTRAL SUPERVISORY UNION - 51 PARK STREET - ESSEX JUNCTION, VT 05452	03-6000554	GOVT AGENCY	10,000.	0.			CHITTENDEN/ESSEX SU - YEAR 1 PUBLIC UNDERSTANDING & DEMAND
CITY OF PROVIDENCE CITY HALL, 25 DORRANCE STREET, SUIT PROVIDENCE, RI 02903	05-6000329	GOVT AGENCY	200,000.	0.			EDUCATION MOONSHOT
CODENOW INC 217 CENTRE ST, #106 NEW YORK, NY 10013	45-5001964	501(C)(3)	10,000.	0.			CODENOW 2016 GRANT

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CODMAN SQUARE NDC 587 WASHINGTON ST DORCHESTER, MA 02124	04-2752507	501(C)(3)	6,000.	0.			COMMUNITY DEVELOPMENT
COLUMBIA UNIVERSITY, TEACHERS COLLEGE - 525 W 120TH STREET, BOX 151 - NEW YORK, NY 10027	13-1624202	501(C)(3)	150,000.	0.			NEW ENGLAND REPORTING INITIATIVE YEAR 1
COMMUNITY COLLEGE OF RHODE ISLAND 400 EAST AVE WARWICK, RI 02886-1807	05-0353872	501(C)(3)	10,000.	0.			ASSESSMENT AND LEARNING IN KNOWLEDGE SPACES
CONNECTICUT ASSOCIATION OF PUBLIC SCHOOL SUPERINTENDENTS FOUNDATION - 26 CAYA AVENUE - WEST HARTFORD, CT 06110	45-5636114	501(C)(3)	198,595.	0.			SUPPORT FOR NEXTED 2.0 WORK (YEAR 2)
CONNECTICUT CENTER FOR SCHOOL CHANGE - 151 NEW PARK AVE, STE 15 - HARTFORD, CT 06106	06-1525201	501(C)(3)	50,000.	0.			TRANSFORMATION EDUCATION GOVERNANCE: CONNECTICUT FORUM
CONNECTICUT COUNCIL FOR PHILANTHROPY - 221 MAIN STREET - HARTFORD, CT 06106	23-7024016	501(C)(3)	10,000.	0.			CONNECTICUT PHILANTHROPY 2016 ANNUAL SUMMIT
CONNECTICUT PUBLIC BROADCASTING NETWORK - 1049 ASYLUM AVE. - HARTFORD, CT 06105	06-0758938	501(C)(3)	200,000.	0.			MEDIA GRANT YEAR 3
CONNECTICUT VOICES FOR CHILDREN 33 WHITNEY AVENUE NEW HAVEN, CT 06510	06-1435280	501(C)(3)	50,000.	0.			CONNECTICUT COLLEGE AND CAREER READINESS ALLIANCE PLANNING
COUNCIL OF CHIEF STATE SCHOOL OFFICERS - ONE MASSACHUSETTS AVE NW, STE 700 - WASHINGTON, DC 20001	53-0198090	501(C)(3)	200,900.	0.			CONTINUED SUPPORT FOR ILN NEXT PHASE

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COUNCIL OF CHIEF STATE SCHOOL OFFICERS - ONE MASSACHUSETTS AVE NW, STE 700 - WASHINGTON, DC 20001	53-0198090	501(C)(3)	84,915.	0.			LEADERSHIP COMPETENCIES FOR PERSONALIZED, LEARNER-CENTERED SCHOOLS: PHASE TWO
COUNCIL OF CHIEF STATE SCHOOL OFFICERS - ONE MASSACHUSETTS AVE NW, STE 700 - WASHINGTON, DC 20001	53-0198090	501(C)(3)	29,989.	0.			CROSSWALK OF THE EDUCATOR COMPETENCIES FOR PERSONALIZED, STUDENT-CENTERED TEACHING
DEER ISLE-STONINGTON HIGH SCHOOL 251 N. DEER ISLE RD. DEER ISLE, ME 04627	GOV'T UNIT	PUBLIC SCHOOL	10,000.	0.			LAWRENCE W. O'TOOLE AWARD- RUNNER UP
DOVER SCHOOL DISTRICT MCCONNELL CENTER, 61 LOCUST STREET, SUITE 409 - DOVER, NH 03820-4132	02-6000230	GOVT AGENCY	10,000.	0.			DOVER - YEAR 1 PUBLIC UNDERSTANDING & DEMAND
EDITORIAL PROJECTS IN EDUCATION, INC. - 6935 ARLINGTON ROAD, STE. 100 - BETHESDA, MD 20814	53-0246895	501(C)(3)	50,000.	0.			ADVERTISING CAMPAIGN
EDUCATE MAINE 482 CONGRESS STREET, SUITE 303 PORTLAND, ME 04101	20-3559947	501(C)(3)	175,000.	0.			MAINE COLLEGE AND CAREER READINESS ALLIANCE
EDUCATE MAINE 482 CONGRESS STREET, SUITE 303 PORTLAND, ME 04101	20-3559947	501(C)(3)	155,000.	0.			STUDENT-CENTERED LEARNING SUPPORTIVE POLICY IN MAINE
EDUCATE MAINE 482 CONGRESS STREET, SUITE 303 PORTLAND, ME 04101	20-3559947	501(C)(3)	15,000.	0.			BUSINESS PARTNERSHIPS
EDUCATE MAINE 482 CONGRESS STREET, SUITE 303 PORTLAND, ME 04101	20-3559947	501(C)(3)	7,000.	0.			MAINE TEACHER LEADERSHIP SUMMIT

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EDUCATION DEVELOPMENT CENTER 43 FOUNDRY AVE. WALTHAM, MA 02453	04-2241718	501(C)(3)	1,766,438.	0.			DISTRICT LEVEL SYSTEM CHANGE PHASE 2 EVALUATION 2017-18
EDUCATION DEVELOPMENT CENTER 43 FOUNDRY AVE. WALTHAM, MA 02453	04-2241718	501(C)(3)	462,183.	0.			TECHNICAL ASSISTANCE FOR CONTINUOUS IMPROVEMENT & CENTRAL OFFICE REDESIGN GRANTEES
EDUCATION DEVELOPMENT CENTER 43 FOUNDRY AVE. WALTHAM, MA 02453	04-2241718	501(C)(3)	417,194.	0.			DISTRICT LEVEL SYSTEMS CHANGE PHASE II: CROSS DISTRICT LEANING
ESSEX COUNTY COMMUNITY FOUNDATION 175 ANDOVER STREET, STE. 101 DANVERS, MA 01923	04-3407816	501(C)(3)	150,000.	0.			LAWRENCE PUBLIC SCHOOLS - CONTINUOUS IMPROVEMENT SCHOOL VISITS
ESSEX COUNTY COMMUNITY FOUNDATION 175 ANDOVER STREET, STE. 101 DANVERS, MA 01923	04-3407816	501(C)(3)	20,000.	0.			BETTY BELAND GREATER LAWRENCE SUMMER FUND
FLORIDA SOUTHWESTERN STATE COLLEGE 8099 COLLEGE PKWY FORT MYERS, FL 33919	59-1211051	GOVT AGENCY	19,297.	0.			STUDY OF COMPLETION BASED FUNDING AT VIRTUAL LEARNING ACADEMY CHARTER SCHOOL
FRIENDS OF TOBIN SCHOOL, INC. C/O TOBIN MONTESSORI SCHOOL, 197 VA CAMBRIDGE, MA 02138	32-0345900	501(C)(3)	10,000.	0.			STEAM LAB - MAKER SPACE
GRANITE STATE ORGANIZING PROJECT 383 BEECH STREET MANCHESTER, NH 03103	47-0873896	501(C)(3)	74,884.	0.			YOUNG ORGANIZERS UNITED
GRANTMAKERS FOR EDUCATION 851 SW 6TH AVENUE, SUITE 350 PORTLAND, OR 97204	33-0919329	501(C)(3)	10,000.	0.			EDUCATION GRANTMAKERS INSTITUTE

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GRANTMAKERS FOR EDUCATION 851 SW 6TH AVENUE, SUITE 350 PORTLAND, OR 97204	33-0919329	501(C)(3)	10,000.	0.			EQUITY IN EDUCATION: CONVERSATIONS WE'RE NOT HAVING
GREAT SCHOOLS PARTNERSHIP 482 CONGRESS STREET, SUITE 500 PORTLAND, ME 04101	26-3834610	501(C)(3)	485,809.	0.			GREAT SCHOOL PARTNERSHIP TECHNICAL ASSISTANCE SUPPORT - 2016/17
GREAT SCHOOLS PARTNERSHIP 482 CONGRESS STREET, SUITE 500 PORTLAND, ME 04101	26-3834610	501(C)(3)	450,000.	0.			CONTINUATION GRANT FOR NEW ENGLAND SECONDARY SCHOOL CONSORTIUM SUPPORT
GREAT SCHOOLS PARTNERSHIP 482 CONGRESS STREET, SUITE 500 PORTLAND, ME 04101	26-3834610	501(C)(3)	449,330.	0.			PUBLIC UNDERSTANDING & DEMAND INITIATIVE INTERMEDIARY
GREAT SCHOOLS PARTNERSHIP 482 CONGRESS STREET, SUITE 500 PORTLAND, ME 04101	26-3834610	501(C)(3)	179,000.	0.			RHODE ISLAND GRADUATION PROFICIENCIES
GROWTH PHILANTHROPY NETWORK 122 E. 42ND STREET, 17TH FLOOR NEW YORK, NY 10168	42-1625224	501(C)(3)	50,000.	0.			EDUCATION WORKING GROUP
HANOVER PERMANENT SCHOLARSHIP FUND P.O. BOX 67 HANOVER, MA 02339	04-2625836	501(C)(3)	7,500.	0.			JENNA ATTURIO MEMORIAL SCHOLARSHIP
HARTFORD PARENT UNIVERSITY 207 MAIN STREET, SUITE 200 HARTFORD, CT 06106	45-1859686	501(C)(3)	147,844.	0.			LEAD COMMUNITY PARTNER
HARTFORD PUBLIC SCHOOLS 960 MAIN STREET, 8TH FLOOR HARTFORD, CT 06103	06-6001870	PUBLIC SCHOOL	1,704,949.	0.			DISTRICT LEVEL SYSTEM CHANGE PHASE II

Schedule I (Form 990)

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HARTFORD PUBLIC SCHOOLS 960 MAIN STREET, 8TH FLOOR HARTFORD, CT 06103	06-6001870	PUBLIC SCHOOL	186,240.	0.			SUPPORTING AND DEVELOPING STUDENT-CENTERED EDUCATORS AT SCALE
HARTFORD PUBLIC SCHOOLS 960 MAIN STREET, 8TH FLOOR HARTFORD, CT 06103	06-6001870	PUBLIC SCHOOL	58,600.	0.			COMMUNICATIONS SUPPORT
HARTFORD PUBLIC SCHOOLS 960 MAIN STREET, 8TH FLOOR HARTFORD, CT 06103	06-6001870	PUBLIC SCHOOL	20,000.	0.			HARTFORD - YEAR 2 PUBLIC UNDERSTANDING & DEMAND
HARTFORD PUBLIC SCHOOLS 960 MAIN STREET, 8TH FLOOR HARTFORD, CT 06103	06-6001870	PUBLIC SCHOOL	5,400.	0.			SUPPORT TO ATTEND COMPETENCY EDUCATION DESIGN STUDIO
HARVARD MEDICAL SCHOOL - PRESIDENT AND FELLOWS OF HARVARD COLLEGE - 25 SHATTUCK STREET - BOSTON, MA 02115	04-2103580	501(C)(3)	25,000.	0.			MEDSCIENCE
HARVARD MEDICAL SCHOOL - PRESIDENT AND FELLOWS OF HARVARD COLLEGE - 25 SHATTUCK STREET - BOSTON, MA 02115	04-2103580	501(C)(3)	25,000.	0.			MEDSCIENCE
HARVARD UNIVERSITY, GRADUATE SCHOOL OF EDUCATION - PO BOX 415649 - CAMBRIDGE, MA 02241-5649	04-2103580	501(C)(3)	100,000.	0.			BY ALL MEANS: REDESIGNING EDUCATION TO RESTORE OPPORTUNITY
HARVARD UNIVERSITY, GRADUATE SCHOOL OF EDUCATION - PO BOX 415649 - CAMBRIDGE, MA 02241-5649	04-2103580	501(C)(3)	100,000.	0.			BY ALL MEANS: REDESIGNING EDUCATION TO RESTORE OPPORTUNITY
HARWOOD UNION HIGH SCHOOL 458 VT ROUTE 100 MORETOWN, VT 05660	03-0218197	PUBLIC SCHOOL	10,000.	0.			LAWRENCE W. O'TOOLE AWARD- RUNNER UP

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HIGHLANDER INSTITUTE 65 ATLANTIC AVE. PROVIDENCE, RI 02907	22-3115046	501(C)(3)	1,200,000.	0.			HIGHLANDER INSTITUTE INTEGRATED LEARNING SYSTEMS
HIGHLANDER INSTITUTE 65 ATLANTIC AVE. PROVIDENCE, RI 02907	22-3115046	501(C)(3)	125,000.	0.			RHODE ISLAND STATE OFFICE OF INNOVATION
HIGHLANDER INSTITUTE 65 ATLANTIC AVE. PROVIDENCE, RI 02907	22-3115046	501(C)(3)	109,798.	0.			INTEGRATED LEARNING SYSTEMS STATE DESIGN TEAM
HIGHLANDER INSTITUTE 65 ATLANTIC AVE. PROVIDENCE, RI 02907	22-3115046	501(C)(3)	10,000.	0.			THE 5TH ANNUAL BLENDED LEARNING AND TECHNOLOGY CONFERENCE
HOLYOKE HIGH SCHOOL 500 BEECH ST. HOLYOKE, MA 01040	04-6001393	PUBLIC SCHOOL	75,000.	0.			PA'LANTE RESTORATIVE JUSTICE PROGRAM
IDEA 3644 44TH AVE., S MINNEAPOLIS, MN 55406	27-0812635	501(C)(3)	16,000.	0.			AMPLIFYING STUDENT VOICE AND LEADERSHIP GRANTEE SCHOOL TOURS
INTERNATIONAL ASSOCIATION FOR K-12 ONLINE LEARNING - 1934 OLD GALLOWS RD, SUITE 350 - VIENNA, VA 22182	20-0310109	501(C)(3)	300,000.	0.			NATIONAL SUMMIT ON COMPETENCY-BASED EDUCATION
INTERNATIONAL ASSOCIATION FOR K-12 ONLINE LEARNING - 1934 OLD GALLOWS RD, SUITE 350 - VIENNA, VA 22182	20-0310109	501(C)(3)	211,555.	0.			NEXT PHASE OF COMPETENCYWORKS
JOBS FOR MAINE'S GRADUATES 45 COMMERCE DRIVE, SUITE 9 AUGUSTA, ME 04330	01-0482628	501(C)(3)	854,863.	0.			DISTRICT LEVEL SYSTEM CHANGE IMPLEMENTATION 2016-17

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JOBS FOR THE FUTURE 88 BROAD STREET, 8TH FLOOR BOSTON, MA 02110	06-1164568	501(C)(3)	970,000.	0.			THE RESEARCH COLLABORATIVE LAUNCH (Y3)
JOBS FOR THE FUTURE 88 BROAD STREET, 8TH FLOOR BOSTON, MA 02110	06-1164568	501(C)(3)	498,685.	0.			HUB PHASE 3
JOHN F. KENNEDY LIBRARY FOUNDATION COLUMBIA POINT BOSTON, MA 02125	04-6113130	501(C)(3)	10,000.	0.			PROFILE IN COURAGE TRUST
KITTERY SCHOOL DISTRICT TOWN MUNICIPAL BUILDING, 200 ROGERS KITTERY, ME 03904	GOV'T UNIT	GOVT AGENCY	10,000.	0.			KITTERY - YEAR 2 PUBLIC UNDERSTANDING & DEMAND
KNOWLEDGEWORKS FOUNDATION ONE WEST FOURTH ST., SUITE 200 CINCINNATI, OH 45202	31-1321973	501(C)(3)	81,525.	0.			STATE TOOLS FOR EVERY STUDENT SUCCEEDS ACT
LAWRENCE PUBLIC SCHOOLS 233 HAVERHILL STREET LAWRENCE, MA 01840	04-6001394	PUBLIC SCHOOL	20,000.	0.			LAWRENCE - YEAR 1 PUBLIC UNDERSTANDING & DEMAND
LEARNLAUNCH 281 SUMMER STREET, 2ND FLOOR BOSTON, MA 02210	46-1270864	501(C)(3)	156,114.	0.			MAPLE IMPLEMENTATION
LEARNLAUNCH 281 SUMMER STREET, 2ND FLOOR BOSTON, MA 02210	46-1270864	501(C)(3)	81,750.	0.			MASSACHUSETTS PERSONALIZED LEARNING EDTECH CONSORTIUM (MAPLE)
MAINE AFTERSCHOOL NETWORK 12 E. CHESTNUT STREET AUGUSTA, ME 04330	01-6000769	501(C)(3)	10,000.	0.			MAINE AFTERSCHOOL NETWORK

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MANCHESTER PUBLIC SCHOOLS 134 EAST MIDDLE TURNPIKE MANCHESTER, CT 06040	06-6001633	PUBLIC SCHOOL	186,900.	0.			MANCHESTER PUBLIC SCHOOLS COLLEGE AND CAREER READINESS THROUGH CONTINUOUS IMPROVEMENT
MARGARITA MUNIZ ACADEMY FOUNDATION 20 CHILD STREET JAMAICA PLAIN, MA 02130	80-0827704	501(C)(3)	20,000.	0.			OPERATING SUPPORT
MASS INSIGHT EDUCATION AND RESEARCH INSTITUTE - 18 TREMONT STREET, SUITE 930 - BOSTON, MA 02108	04-3369687	501(C)(3)	50,000.	0.			MASS INSIGHT STRATEGIC PLAN
MERIDEN CHILDREN FIRST INITIATIVE 105 MILLER ST MERIDEN, CT 06450	06-1626440	501(C)(3)	143,259.	0.			LEAD COMMUNITY PARTNER
MERIDEN PUBLIC SCHOOLS 22 LIBERTY STREET MERIDEN, CT 06450	06-6001893	PUBLIC SCHOOL	1,000,000.	0.			DISTRICT LEVEL SYSTEM CHANGE PHASE II
MERIDEN PUBLIC SCHOOLS 22 LIBERTY STREET MERIDEN, CT 06450	06-6001893	PUBLIC SCHOOL	45,515.	0.			WEBSITE AND VIDEO VIGNETTE SUPPORT & COMMUNICATION IMPLEMENTATION FUNDS
MERIDEN PUBLIC SCHOOLS 22 LIBERTY STREET MERIDEN, CT 06450	06-6001893	PUBLIC SCHOOL	20,000.	0.			MERIDEN - YEAR 2 PUBLIC UNDERSTANDING & DEMAND
MEXICAN AMERICAN UNITY COUNCIL 2300 W COMMERCE, SUITE 200 SAN ANTONIO, TX 78207	74-6088061	501(C)(3)	9,000.	0.			MAUC SPIRIT OF EDUCATION SCHOLARSHIP
MICHIGAN VIRTUAL UNIVERSITY 3101 TECHNOLOGY BLVD, STE G LANSING, MI 48910	38-3414105	501(C)(3)	120,000.	0.			INTEGRATED LEARNING SYSTEMS DOCUMENTATION

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

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MORGAN STATE UNIVERSITY FOUNDATION P.O. BOX 64261 BALTIMORE, MD 21264-4261	23-7089143	501(C)(3)	15,000.	0.			GRAVES SCHOOL HONORS PROGRAM
MORGAN STATE UNIVERSITY FOUNDATION P.O. BOX 64261 BALTIMORE, MD 21264-4261	23-7089143	501(C)(3)	6,000.	0.			GRAVES SCHOOL HONORS PROGRAM
MOSES BROWN SCHOOL 250 LLOYD AVENUE PROVIDENCE, RI 02906	GOV'T UNIT	501(C)(3)	9,000.	0.			THE 2015-16 MOSES BROWN FUND
NATIONAL CONFERENCE OF STATE LEGISLATURES - 7700 E. FIRST PLACE - DENVER, CO 80203	74-2232576	501(C)(3)	148,928.	0.			NCSL STUDENT-CENTERED LEARNING COMMISSION
NATIONAL COUNCIL FOR COMMUNITY AND EDUCATION PARTNERSHIPS - 1400 20TH ST., NW, SUITE G-1 - WASHINGTON, DC 20036	31-1669930	501(C)(3)	10,000.	0.			NCCEP/GEAR UP ANNUAL CONFERENCE
NATIONAL GOVERNORS ASSOCIATION CENTER FOR BEST PRACTICES - 444 NORTH CAPITOL STREET, NW, SUITE 267 - WASHINGTON, DC 20001-1512	23-7391796	501(C)(3)	75,000.	0.			SUPPORTING A STATE'S EXPLORATION AND DEVELOPMENT OF A COMPETENCY-BASED
NATIONAL PUBLIC EDUCATION SUPPORT FUND - 1825 K STREET NW, SUITE 400 - WASHINGTON, DC 20006	26-3015634	501(C)(3)	250,236.	0.			PARTNERSHIP FOR THE FUTURE OF LEARNING
NAUGATUCK VALLEY COMMUNITY COLLEGE 750 CHASE PARKWAY WATERBURY, CT 06708	23-7165869	GOVT AGENCY	40,000.	0.			RETENTION INITATIVES
NEW BEDFORD PUBLIC SCHOOLS PAUL RODRIGUEZ ADMINISTRATION BLDG., 455 COUNTY ST - NEW BEDFORD, MA 02746	04-6001402	PUBLIC SCHOOL	20,000.	0.			NEW BEDFORD - YEAR 1 PUBLIC UNDERSTANDING & DEMAND

Schedule I (Form 990)

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NEW ENGLAND BLACKS IN PHILANTHROPY 101 FEDERAL ST., SUITE 1900 BOSTON, MA 02110	45-2734485	501(C)(3)	10,000.	0.			ARE WE SERIOUS THIS TIME? MEDIA, POLITICS AND COMMUNITY
NEW ENGLAND BOARD OF HIGHER EDUCATION - 45 TEMPLE PLACE - BOSTON, MA 02109	04 2207418	501(C)(3)	50,000.	0.			GOVERNOR-LED REGIONAL COMMISSION ON HIGHER EDUCATION AND EMPLOYABILITY
NEW HAMPSHIRE CHARITABLE FOUNDATION - 37 PLEASANT STREET - CONCORD, NH 03301	02-6005625	501(C)(3)	50,000.	0.			NEW HAMPSHIRE COLLEGE AND CAREER READINESS ALLIANCE PLANNING
NEW HAMPSHIRE LEARNING INITIATIVE BOX 760, 12 CRANFIELD ST NEW CASTLE, NH 03854	47-4290504	501(C)(3)	299,750.	0.			PERFORMANCE ASSESSMENT OF COMPETENCY EDUCATION PROJECT EXPANSION
NEW HAMPSHIRE LEARNING INITIATIVE BOX 760, 12 CRANFIELD ST NEW CASTLE, NH 03854	47-4290504	501(C)(3)	57,500.	0.			SCHOOL RETOOL NEW HAMPSHIRE COHORT
NEW HAVEN ACADEMY 804 STATE ST NEW HAVEN, CT 06511	06-6001876	PUBLIC SCHOOL	10,000.	0.			LAWRENCE W. O'TOOLE AWARD- RUNNER UP
NEW HAVEN PUBLIC SCHOOLS 54 MEADOW STREET NEW HAVEN, CT 06510	06-6001876	GOVT AGENCY	165,000.	0.			PREPARING ALL LEARNERS
NEWPORT PUBLIC SCHOOLS 109 OLD FORT RD NEWPORT, RI 02840	06-6000260	PUBLIC SCHOOL	10,000.	0.			NEWPORT - YEAR 1 PUBLIC UNDERSTANDING & DEMAND
NOBLE HIGH SCHOOL 388 SOMERSWORTH RD. NORTH BERWICK, ME 03906	GOV'T UNIT	PUBLIC SCHOOL	107,054.	0.			NOBLE HIGH SCHOOL - SUPPORTING AND DEVELOPING STUDENT CENTERED EDUCATORS AT SCALE

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NORTHWESTERN UNIVERSITY ALUMNI RELATIONS AND DEVELOPMENT, 1201 DAVIS STREET - EVANSTON, IL 60208	36-2167817	501(C)(3)	40,000.	0.			LIFE SCIENCES RESEARCH FUND
NORTHWESTERN UNIVERSITY ALUMNI RELATIONS AND DEVELOPMENT, 1201 DAVIS STREET - EVANSTON, IL 60208	36 2167817	501(C)(3)	9,000.	0.			LIFE SCIENCES RESEARCH FUND
OUR PIECE OF THE PIE, INC. 20-28 SARGEANT STREET HARTFORD, CT 06105	06-0939659	501(C)(3)	53,000.	0.			RESEARCH BASED PRACTICES FOR DISCONNECTED YOUTH
OUR PIECE OF THE PIE, INC. 20-28 SARGEANT STREET HARTFORD, CT 06105	06-0939659	501(C)(3)	7,500.	0.			RISING TO THE CHALLENGE: OPP'S 2016 ANNUAL CELEBRATION
OURSCHOOLS INC 100 CUMMINGS CENTER, STE 236 BEVERLY, MA 01915	47-3093152	501(C)(3)	133,300.	0.			P3 HOLYOKE PUBLIC SCHOOLS AND OURSCHOOLS
OXFORD HILLS SCHOOL DISTRICT 232 MAIN STREET, STE. 2 SOUTH PARIS, ME 04281	01-6006629	PUBLIC SCHOOL	10,000.	0.			OXFORD HILLS - YEAR 2 PUBLIC UNDERSTANDING & DEMAND
PARAMOUNT CENTER, INC. 30 CENTER STREET RUTLAND, VT 05101	22-2528303	501(C)(3)	20,000.	0.			PROJECT 240..CELEBRATING THE AMERICAN EXPERIENCE + KIDS TIX
PITTSFIELD SCHOOL DISTRICT SAU 51, 23 ONEIDA STREET, UNIT 1 PITTSFIELD, NH 03263	02-6000701	PUBLIC SCHOOL	251,489.	0.			DISTRICT LEVEL SYSTEM CHANGE IMPLEMENTATION 2016-17
PITTSFIELD YOUTH WORKSHOP 5 PARK STREET, P.O. BOX 206 PITTSFIELD, NH 03263	02-0414050	501(C)(3)	150,000.	0.			LEAD COMMUNITY PARTNER

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PITTSFIELD YOUTH WORKSHOP 5 PARK STREET, P.O. BOX 206 PITTSFIELD, NH 03263	02-0414050	501(C)(3)	75,000.	0.			AMPLIFYING STUDENT VOICE AND LEADERSHIP GRANT
PITTSFIELD YOUTH WORKSHOP 5 PARK STREET, P.O. BOX 206 PITTSFIELD, NH 03263	02-0414050	501(C)(3)	36,000.	0.			SUSTAINABILITY SUPPORT
PITTSFIELD YOUTH WORKSHOP 5 PARK STREET, P.O. BOX 206 PITTSFIELD, NH 03263	02-0414050	501(C)(3)	6,225.	0.			COMMUNICATION SUPPORT
POLAND REGIONAL HIGH SCHOOL 1457 MAINE STREET POLAND, ME 04274	26-4196919	PUBLIC SCHOOL	10,000.	0.			OPPORTUNITY GRANTS
PONAGANSET HIGH SCHOOL 137 ANAN WADE RD NORTH SCITUATE, RI 02857	GOV'T UNIT	PUBLIC SCHOOL	10,000.	0.			LAWRENCE W. O'TOOLE AWARD- RUNNER UP
PORTLAND HIGH SCHOOL 284 CUMBERLAND AVE. PORTLAND, ME 04101	04-3374427	PUBLIC SCHOOL	16,475.	0.			COMMUNICATIONS SUPPORT - IMPLEMENTATION FUNDS
POWERMYLEARNING, INC. 520 EIGHTH AVENUE, FLOOR 10 NEW YORK, NY 10018	13-3935309	501(C)(3)	10,000.	0.			PML GRANT 2016
PRISON BOOK PROGRAM 1306 HANCOCK STREET, SUITE 100 QUINCY, MA 02169	20-3235673	501(C)(3)	10,000.	0.			PRISON BOOK PROGRAM
PROJECT MERCY 7011 ARDMORE AVENUE FORT WAYNE, IN 46809	35-1410753	501(C)(3)	10,000.	0.			GENERAL FUND

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PROVIDENCE AFTER SCHOOL ALLIANCE 81 CARPENTER STREET PROVIDENCE, RI 02903	26-0319193	501(C)(3)	212,625.	0.			BADGES FOR CREDIT-BEARING AFTER-SCHOOL PROGRAMS
PROVIDENCE PUBLIC SCHOOLS 797 WESTMINSTER ST. PROVIDENCE, RI 02903	GOV'T UNIT	PUBLIC SCHOOL	88,176.	0.			STUDENT CENTERED HIGH LEVERAGE INSTRUCTIONAL STRATEGIES
QED FOUNDATION 43 AUSTIN ROAD AMHERST, NH 03031	26-1516897	501(C)(3)	10,000.	0.			LAWRENCE W. O'TOOLE AWARD- RUNNER UP
RAND CORPORATION 4570 FIFTH AVENUE, SUITE 600 PITTSBURGH, PA 15213	95-1958142	501(C)(3)	359,939.	0.			QUALITY CRITERIA AND PRINCIPLES PROJECT
REACHING HIGHER NH 40 N. MAIN STREET, SUITE 204 CONCORD, NH 03301	47-4397833	501(C)(3)	135,000.	0.			POLICY GRANT FOR PERFORMANCE ASSESSMENT OF COMPETENCY EDUCATION LEGISLATION
REACHING HIGHER NH 40 N. MAIN STREET, SUITE 204 CONCORD, NH 03301	47-4397833	501(C)(3)	70,200.	0.			ALLIANCE BUILDING BRIDGE AND PERFORMANCE ASSESSMENT OF COMPETENCY EDUCATION VIDEO
REACHING HIGHER NH 40 N. MAIN STREET, SUITE 204 CONCORD, NH 03301	47-4397833	501(C)(3)	41,865.	0.			PERFORMANCE ASSESSMENT OF COMPETENCY EDUCATION VIDEO
REACHING HIGHER NH 40 N. MAIN STREET, SUITE 204 CONCORD, NH 03301	47-4397833	501(C)(3)	30,000.	0.			MOST LIKELY TO SUCCEED FILM SCREENING SERIES
READING IS FUNDAMENTAL 1730 RHODE ISLAND AVENUE, NW, SUITE WASHINGTON, DC 20036	52-0976257	501(C)(3)	40,000.	0.			READ FOR SUCCESS

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RENNIE CENTER FOR EDUCATION RESEARCH AND POLICY - 114 STATE STREET - BOSTON, MA 02109	51-0548106	501(C)(3)	174,634.	0.			2016 PUBLIC OPINION POLL
RENNIE CENTER FOR EDUCATION RESEARCH AND POLICY - 114 STATE STREET - BOSTON, MA 02109	51-0548106	501(C)(3)	49,740.	0.			MOVING TOWARDS A NEW VISION FOR EDUCATION IN MASSACHUSETTS
RENNIE CENTER FOR EDUCATION RESEARCH AND POLICY - 114 STATE STREET - BOSTON, MA 02109	51-0548106	501(C)(3)	49,167.	0.			TRANSFORMATIVE EDUCATION GOVERNANCE PROGRAM: SEEKING INTERMEDIARIES TO ORGANIZE STATE-BASED
REVERE PUBLIC SCHOOLS 101 SCHOOL STREET REVERE, MA 02151	04-6001412	PUBLIC SCHOOL	1,219,125.	0.			DISTRICT LEVEL SYSTEM CHANGE IMPLEMENTATION 2016-17
REVERE PUBLIC SCHOOLS 101 SCHOOL STREET REVERE, MA 02151	04-6001412	PUBLIC SCHOOL	52,704.	0.			DISTRICT WIDE WEBSITE
RHODE ISLAND DEPARTMENT OF EDUCATION - 255 WESTMINSTER STREET - PROVIDENCE, RI 02903	GOV'T UNIT	GOVT AGENCY	131,455.	0.			RHODE ISLAND GRADUATION PROFICIENCIES
RHODE ISLAND KIDS COUNT ONE UNION STATION PROVIDENCE, RI 02903	06-1485449	501(C)(3)	175,000.	0.			RHODE ISLAND ALLIANCE TO SUPPORT COLLEGE AND CAREER READINESS
RHODE ISLAND KIDS COUNT ONE UNION STATION PROVIDENCE, RI 02903	06-1485449	501(C)(3)	163,858.	0.			STUDENT CENTERED LEARNING IN RHODE ISLAND (YEAR 2)
RHODE ISLAND SCHOOL OF DESIGN 2 COLLEGE STREET PROVIDENCE, RI 02903	05-0258956	501(C)(3)	20,000.	0.			PROJECT OPEN DOOR

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RIDER UNIVERSITY 2083 LAWRENCEVILLE ROAD LAWRENCEVILLE, NJ 08648	21-0650678	501(C)(3)	15,000.	0.			ASPIRING ACCOUNTING PROFESSIONAL PROGRAM
SAFE PASSAGE 81 BRIDGE ST., SUITE 104 YARMOUTH, ME 04096	01-0532835	501(C)(3)	10,000.	0.			EXPEDITIONARY LEARNING
SALEM PUBLIC SCHOOLS 29 HIGHLAND AVE SALEM, MA 01970	04-6001413	PUBLIC SCHOOL	10,000.	0.			SALEM - YEAR 1 PUBIC UNDERSTANDING & DEMAND
SCHOOL ADMINISTRATIVE UNIT #6 165 BROAD ST CLAREMONT, NH 03743	02-6000158	PUBLIC SCHOOL	10,000.	0.			CLAREMONT - YEAR 1 PUBLIC UNDERSTANDING & DEMAND
SCHOTT FOUNDATION FOR PUBLIC EDUCATION - 675 MASSACHUSETTS AVENUE, 8TH FLOOR - CAMBRIDGE, MA 02139	04-3457065	501(C)(3)	49,635.	0.			MASSACHUSETTS COLLEGE AND CAREER READINESS ALLIANCE PLANNING
SCHOTT FOUNDATION FOR PUBLIC EDUCATION - 675 MASSACHUSETTS AVENUE, 8TH FLOOR - CAMBRIDGE, MA 02139	04-3457065	501(C)(3)	25,000.	0.			25TH ANNIVERSARY GALA
SCOTTY MONTEIRO JR FOUNDATION PO BOX 994 ONSET, MA 02558	45-4167522	501(C)(3)	5,100.	0.			EDUCATION PROGRAMS
SOCIEDAD LATINA 1530 TREMONT STREET ROXBURY, MA 02120	04-2678255	501(C)(3)	75,000.	0.			SOCIEDAD LATINA'S YOUTH COMMUNITY ORGANIZERS
SOLUTIONS JOURNALISM NETWORK 79 MADISON AVE., SUITE 224 NEW YORK, NY 10016	46-2265729	501(C)(3)	100,000.	0.			CT MIRROR

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SOUTHBRIDGE PUBLIC SCHOOLS 25 COLE AVE SOUTHBRIDGE, MA 01550	04-6001306	PUBLIC SCHOOL	150,000.	0.			SOUTHBRIDGE PUBLIC SCHOOLS PROPOSAL
SOUTHERN EDUCATION FOUNDATION 135 AUBURN AVENUE, NE, SECOND FLOOR ATLANTA, GA 30303	13-5562388	501(C)(3)	250,000.	0.			THE RAPID RESPONSE FUND
STUDENT VOICE, INC. 12 TAIN DRIVE GREAT NECK, NY 11021	46-2636244	501(C)(3)	10,000.	0.			STUDENT VOICE & BILL OF RIGHTS TOUR
TEACH PLUS 27-43 WORMWOOD STREET TOWER POINT, BOSTON, MA 02210	26-3849472	501(C)(3)	269,905.	0.			ENGAGING EXCELLENT TEACHERS IN RHODE ISLAND EDUCATION POLICY (YR 2)
TEACH PLUS 27-43 WORMWOOD STREET TOWER POINT, BOSTON, MA 02210	26-3849472	501(C)(3)	30,000.	0.			ENGAGING EXCELLENT TEACHERS IN RHODE ISLAND EDUCATION POLICY
THE BOSTON FOUNDATION 75 ARLINGTON STREET, 10TH FLOOR BOSTON, MA 02116	04-2104021	501(C)(3)	195,425.	0.			THE TEACHER COLLABORATIVE: EMPOWERING TEACHER-LED INNOVATION
THE BOSTON FOUNDATION 75 ARLINGTON STREET, 10TH FLOOR BOSTON, MA 02116	04-2104021	501(C)(3)	100,000.	0.			BOSTON OPPORTUNITY AGENDA
THE BOSTON FOUNDATION 75 ARLINGTON STREET, 10TH FLOOR BOSTON, MA 02116	04-2104021	501(C)(3)	15,000.	0.			ORGANIZATIONAL REVIEW OF MA DEPARTMENT OF ELEMENTARY AND SECONDARY EDUCATION
THE BRIDGESPAN GROUP 535 BOYLSTON STREET, 10TH FLOOR BOSTON, MA 02116	31-1625467	501(C)(3)	75,000.	0.			EDUCATION REDESIGN LAB STRATEGIC PLAN

Schedule I (Form 990)

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THE CATHOLIC SCHOOLS FOUNDATION, INC. - 260 FRANKLIN STREET, SUITE 630 - BOSTON, MA 02110	22-2485502	501(C)(3)	10,000.	0.			INNER CITY SCHOLARSHIP FUND
THE CENTER FOR THE ARTS IN NATICK, INC. - 14 SUMMER STREET - NATICK, MA 01760	04-3364016	501(C)(3)	10,000.	0.			EDUCATIONAL PROGRAMS
THE COLLEGE CRUSADE OF RHODE ISLAND - 134 THURBERS AVENUE, SUITE 111 - PROVIDENCE, RI 02905	22-3031765	501(C)(3)	38,635.	0.			READABOUT
THE FOUNDATION CENTER 32 OLD SLIP, 24TH FLOOR NEW YORK, NY 10005	13-1837418	501(C)(3)	7,500.	0.			GENERAL PROGRAM FUNDING
THE LINKS FOUNDATION, INCORPORATED THE COMMONWEALTH (VA) CHAPTER THE LINKS, INC., PO BOX 27183 - RICHMOND, VA 2	52-1170830	501(C)(3)	10,000.	0.			COMMONWEALTH CHAPTER OF THE LINKS, INC.
THE PROVIDENCE PLAN 10 DAVOL SQUARE, SUITE 300 PROVIDENCE, RI 02903	05-0467353	501(C)(3)	50,000.	0.			YOUTHBUILD PROVIDENCE
THE RHODE ISLAND FOUNDATION ONE UNION STATION PROVIDENCE, RI 02903	22-2604963	501(C)(3)	57,500.	0.			SCHOOL RETOOL RHODE ISLAND COHORT
THIRD SECTOR NEW ENGLAND NONPROFIT CENTER, 89 SOUTH ST., #70 BOSTON, MA 02111	04-2261109	501(C)(3)	622,286.	0.			PUBLIC UNDERSTANDING & DEMAND TECHNICAL ASSISTANCE SUPPORT - 2016/17
THIRD SECTOR NEW ENGLAND NONPROFIT CENTER, 89 SOUTH ST., #70 BOSTON, MA 02111	04-2261109	501(C)(3)	108,000.	0.			SUPPORT FOR CT SCHOOL FINANCE PROJECT

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UNIVERSITY OF CONNECTICUT 249 GLENBROOK RD, UNIT 3093 STORRS, CT 06269-3093	06-0772160	PUBLIC UNIVERSITY	199,795.	0.			EVALUATION OF THE LEAGUE OF INNOVATIVE SCHOOLS
UNIVERSITY OF MASSACHUSETTS, BOSTON - 100 MORRISSEY BOULEVARD - BOSTON, MA 02125-3393	GOV'T UNIT	PUBLIC UNIVERSITY	50,000.	0.			BUILDING AN EDUCATIONAL JUSTICE MOVEMENT:
UNIVERSITY OF NEW HAMPSHIRE 73 MAIN STREET DURHAM, NH 03824	02-6000937	PUBLIC UNIVERSITY	44,679.	0.			TRANSFORMATIVE EDUCATION GOVERNANCE PROGRAM
UNIVERSITY OF PITTSBURGH 123 UNIVERSITY PLACE PITTSBURGH, PA 15213	25-0965591	501(C)(3)	199,139.	0.			EVALUATION OF BETTER MATH TEACHING NETWORK
UNIVERSITY OF SOUTHERN MAINE-MUSKIE SCHOOL OF PUBLIC SERVICE - P O BOX 9300 - PORTLAND, ME 04104-9300	01-6000769	PUBLIC UNIVERSITY	182,992.	0.			PORTLAND EMPOWERED
UNIVERSITY OF SOUTHERN MAINE-MUSKIE SCHOOL OF PUBLIC SERVICE - P O BOX 9300 - PORTLAND, ME 04104-9300	01-6000769	PUBLIC UNIVERSITY	7,600.	0.			COMMUNICATION SUPPORT
UNIVERSITY OF WASHINGTON FOUNDATION -CENTER ON REINVENTING PUBLIC EDUCATION - 407 GERBERDING HALL, BOX 351210 - SEATTLE, WA	94-3079432	501(C)(3)	55,812.	0.			TOWARD GREATER ACCESS TO DEEPER LEARNING
VERMONT AGENCY OF EDUCATION 219 N. MAIN ST., SUITE 402 BARRE, VT 05641	03-6000264	GOVT AGENCY	435,000.	0.			EDUCATION QUALITY REVIEW SYSTEM PHASE 2
VERMONT AGENCY OF EDUCATION 219 N. MAIN ST., SUITE 402 BARRE, VT 05641	03-6000264	GOVT AGENCY	7,500.	0.			SUPPORTING VT LEADERS ON ATLANTIC RIM TRIP

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VERMONT SCHOOL BOARDS ASSOCIATION 2 PROSPECT ST., SUITE 4 MONTPELIER, VT 05602	03-0211383	501(C)(3)	7,500.	0.			VERMONT'S PUBLIC SCHOOLS: FULFILLING THE PROMISE OF EQUITY
VIRTUAL LEARNING ACADEMY CHARTER SCHOOL - 30 LINDEN STREET, P.O. BOX 1050 - EXETER, NH 03833	56-2666724	501(C)(3)	40,000.	0.			STUDENT-CENTERED LEARNING DISSEMINATION
VOICES FOR VERMONT'S CHILDREN 149 STATE STREET, PO BOX 261 MONTPELIER, VT 05601	22-2611535	501(C)(3)	150,000.	0.			PARENTS AND YOUTH FOR CHANGE
VOICES FOR VERMONT'S CHILDREN 149 STATE STREET, PO BOX 261 MONTPELIER, VT 05601	22-2611535	501(C)(3)	75,000.	0.			ACT 60 ANNIVERSARY: POLICY ANALYSIS AND PUBLIC WILL BUILDING
VOICES FOR VERMONT'S CHILDREN 149 STATE STREET, PO BOX 261 MONTPELIER, VT 05601	22-2611535	501(C)(3)	33,000.	0.			SUSTAINABLITY AND DEVELOPMENT SUPPORT
WALTHAM PUBLIC SCHOOLS 617 LEXINGTON STREET WALTHAM, MA 02452	04-6001416	PUBLIC SCHOOL	175,750.	0.			CONTINUOUS IMPROVEMENT
WASHINGTON NORTHEAST SUPERVISORY UNION - 149 MAIN ST., 1ST FLOOR, PO BOX 470 - PLAINFIELD, VT 05667	03-6000883	GOVT AGENCY	10,000.	0.			WNESU - YEAR 2 PUBLIC UNDERSTANDING & DEMAND
WASHINGTON WEST SUPERVISORY UNION 340 MAD RIVER PARK, SUITE 7 WAITSFIELD, VT 05673	03-0218197	GOVT AGENCY	10,000.	0.			WWSU - YEAR 2 PUBLIC UNDERSTANDING & DEMAND
WESTBROOK SCHOOL DEPARTMENT 117 STROUDWATER STREET WESTBROOK, ME 04092	GOV'T UNIT	GOVT AGENCY	20,000.	0.			WESTBROOK - YEAR 2 PUBLIC UNDERSTANDING & DEMAND

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(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
WGBH EDUCATIONAL FOUNDATION WGBH-TV CHANNEL 2, ONE GUEST STREET BOSTON, MA 02135	04-2104397	501(C)(3)	175,000.	0.			MASSACHUSETTS EDUCATION REPORTING PROJECT
WILLISTON NORTHAMPTON SCHOOL 19 PAYSON AVE EASTHAMPTON, MA 01027	04 1975990	501(C)(3)	9,000.	0.			ANNUAL FUND
WINDSOR LOCKS PUBLIC SCHOOLS 58 SOUTH ELM ST WINDSOR LOCKS, CT 06096	06-6001689	PUBLIC SCHOOL	10,000.	0.			WINDSOR LOCKS - YEAR 2 PUBLIC UNDERSTANDING & DEMAND
PARAMOUNT CENTER, INC. P.O. BOX 13 REVERE, MA 02151	04-3286531	501(C)(3)	115,000.	0.			LEAD COMMUNITY PARTNER
WOMEN ENCOURAGING EMPOWERMENT P.O. BOX 13 REVERE, MA 02151	04-3286531	501(C)(3)	8,230.	0.			COMMUNICATION SUPPORT
WOONSOCKET EDUCATION DEPARTMENT 108 HIGH ST. WOONSOCKET, RI 02895	05-0422764	GOVT AGENCY	20,000.	0.			WOONSOCKET - YEAR 1 PUBLIC UNDERSTANDING & DEMAND
WORCESTER STATE FOUNDATION 486 CHANDLER STREET WORCESTER, MA 01602-2861	22-3248067	501(C)(3)	65,859.	0.			LATINO EDUCATION INITIATIVE
WORLD EDUCATION, INC 44 FARNSWORTH STREET BOSTON, MA 02210	13-1804349	501(C)(3)	10,000.	0.			NATIONAL CONFERENCE ON EFFECTIVE TRANSITIONS
XAVERIAN BROTHERS HIGH SCHOOL 800 CLAPBOARDTREE STREET WESTWOOD, MA 02090	04-2314036	501(C)(3)	9,000.	0.			ANNUAL FUND

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
YALE SCHOOL OF MANAGEMENT PO BOX 208200 NEW HAVEN, CT 06520-8200	06-0646973	501(C)(3)	10,000.	0.			YALE EDUCATION LEADERSHIP CONFERENCE
YOUNG VOICES 150 MILLER AVE PROVIDENCE, RI 02905	43-2103674	501(C)(3)	150,000.	0.			PROVIDENCE YOUTH CAUCUS
YOUNG VOICES 150 MILLER AVE PROVIDENCE, RI 02905	43-2103674	501(C)(3)	25,000.	0.			YOUTH ORGANIZING AWARD
YOUTH IN ACTION 672 BROAD STREET PROVIDENCE, RI 02907	05-0495230	501(C)(3)	30,000.	0.			AMPLIFYING YOUTH VOICE
YOUTH ON BOARD 58 DAY STREET SOMERVILLE, MA 02144	22-3076454	501(C)(3)	83,000.	0.			YOUTH ON BOARD/BOSTON STUDENT ADVISORY COUNCIL

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

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

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

PART I, LINE 2:

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

PART II, LINE 1, COLUMN (H):

Part IV | Supplemental Information

NAME OF ORGANIZATION OR GOVERNMENT: AMERICAN INSTITUTES FOR RESEARCH

(H) PURPOSE OF GRANT OR ASSISTANCE: DEVELOPING A STUDENT-CENTERED ASSESSMENT SYSTEM: RESEARCH AND DEVELOPMENT PROJECT

NAME OF ORGANIZATION OR GOVERNMENT:

BROWN UNIVERSITY - ANNENBERG INSTITUTE FOR SCHOOL REFORM

(H) PURPOSE OF GRANT OR ASSISTANCE: FAMILY, YOUTH, AND COMMUNITY ORGANIZING AND ENGAGEMENT: TAKING LEADERSHIP AND VOICE TO THE NEXT LEVEL FOR SYSTEMS CHANGE

NAME OF ORGANIZATION OR GOVERNMENT:

BROWN UNIVERSITY - ANNENBERG INSTITUTE FOR SCHOOL REFORM

(H) PURPOSE OF GRANT OR ASSISTANCE: TRANSFORMATIVE EDUCATION GOVERNANCE PROGRAM: SEEKING INTERMEDIARIES TO ORGANIZE STATE-BASED FORUMS IN NEW ENGLAND

NAME OF ORGANIZATION OR GOVERNMENT:

COUNCIL OF CHIEF STATE SCHOOL OFFICERS

(H) PURPOSE OF GRANT OR ASSISTANCE: CROSSWALK OF THE EDUCATOR COMPETENCIES FOR PERSONALIZED, STUDENT-CENTERED TEACHING WITH THE CHARLOTTE DANIELSON FRAMEWORK

NAME OF ORGANIZATION OR GOVERNMENT: MANCHESTER PUBLIC SCHOOLS

(H) PURPOSE OF GRANT OR ASSISTANCE: MANCHESTER PUBLIC SCHOOLS COLLEGE AND CAREER READINESS THROUGH CONTINUOUS IMPROVEMENT AND CENTRAL OFFICE REDESIGN

NAME OF ORGANIZATION OR GOVERNMENT:

Part IV | Supplemental Information

NATIONAL GOVERNORS ASSOCIATION CENTER FOR BEST PRACTICES

(H) PURPOSE OF GRANT OR ASSISTANCE: SUPPORTING A STATE'S EXPLORATION AND DEVELOPMENT OF A COMPETENCY-BASED EDUCATION SYSTEM (YEAR 2)

NAME OF ORGANIZATION OR GOVERNMENT:

RENNIE CENTER FOR EDUCATION RESEARCH AND POLICY

(H) PURPOSE OF GRANT OR ASSISTANCE: TRANSFORMATIVE EDUCATION GOVERNANCE PROGRAM: SEEKING INTERMEDIARIES TO ORGANIZE STATE-BASED FORUMS IN NEW ENGLAND

SCHEDULE J (Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 23.

▶ Attach to Form 990.

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

OMB No. 1545-0047

2016

Open to Public Inspection

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

Part I Questions Regarding Compensation

			Yes	No
1a	Check the appropriate box(es) if the organization provided any of the following to or for a person listed on Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items. [X] First-class or charter travel [ ] Travel for companions [ ] Tax indemnification and gross-up payments [ ] Discretionary spending account [ ] Housing allowance or residence for personal use [ ] Payments for business use of personal residence [ ] Health or social club dues or initiation fees [ ] Personal services (such as, maid, chauffeur, chef)			
b	If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain	1b		X
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked on line 1a?	2	X	
3	Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III. [X] Compensation committee [X] Independent compensation consultant [X] Form 990 of other organizations [ ] Written employment contract [X] Compensation survey or study [X] Approval by the board or compensation committee			
4	During the year, did any person listed on Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:			
a	Receive a severance payment or change-of-control payment?	4a		X
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b		X
c	Participate in, or receive payment from, an equity-based compensation arrangement?	4c		X
	If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.			
	Only section 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.			
5	For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:			
a	The organization?	5a		X
b	Any related organization?	5b		X
	If "Yes" on line 5a or 5b, describe in Part III.			
6	For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:			
a	The organization?	6a		X
b	Any related organization?	6b		X
	If "Yes" on line 6a or 6b, describe in Part III.			
7	For persons listed on Form 990, Part VII, Section A, line 1a, did the organization provide any nonfixed payments not described on lines 5 and 6? If "Yes," describe in Part III	7		X
8	Were any amounts reported on Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III	8		X
9	If "Yes" on line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?	9		

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

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

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

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation in column (B) reported as deferred on prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) NICHOLAS C. DONOHUE	(i)	452,657.	0.	0.	41,275.	24,759.	518,691.	0.
PRESIDENT & CEO	(ii)	0.	0.	0.	0.	0.	0.	0.
(2) MICHAEL CAREY	(i)	252,130.	0.	0.	40,172.	16,881.	309,183.	0.
TREASURER & VP FOR FINANCE & ADMIN.	(ii)	0.	0.	0.	0.	0.	0.	0.
(3) MARY HARRISON	(i)	227,697.	0.	0.	37,529.	16,880.	282,106.	0.
VP OF PROGRAMS	(ii)	0.	0.	0.	0.	0.	0.	0.
(4) SHAUN ADAMEC	(i)	170,873.	0.	0.	27,284.	24,640.	222,797.	0.
DIR. OF COMMUNICATIONS	(ii)	0.	0.	0.	0.	0.	0.	0.
(5) CHARLES TOULMIN	(i)	150,741.	0.	0.	23,253.	24,567.	198,561.	0.
DIRECTOR OF POLICY	(ii)	0.	0.	0.	0.	0.	0.	0.
(6) SONIA CAUS GLEASON	(i)	148,404.	0.	0.	22,795.	24,650.	195,849.	0.
DIR. OF STRATEGIC LEARNING & EVAL.	(ii)	0.	0.	0.	0.	0.	0.	0.
(7) EVE GOLDBERG	(i)	141,998.	0.	0.	21,597.	22,926.	186,521.	0.
DIRECTOR OF RESEARCH	(ii)	0.	0.	0.	0.	0.	0.	0.
(8) JESSICA SPOHN	(i)	141,425.	0.	0.	21,118.	24,526.	187,069.	0.
SENIOR PROGRAM DIRECTOR	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							

Part III | Supplemental Information

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

PART I, LINE 1A:

THE FOUNDATION DOES NOT, AS A MATTER OF POLICY, PROVIDE FIRST CLASS TRAVEL. TWO EXCEPTIONS WERE MADE THIS YEAR FOR OUR PRESIDENT, WHO WITH PRIOR APPROVAL OF OUR BOARD CHAIR, FLEW FIRST CLASS FOR TWO BUSINESS MEETINGS CROSS COUNTRY.

SCHEDULE O (Form 990 or 990-EZ)

Department of the Treasury Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on Form 990 or 990-EZ or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.
▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047
2016
Open to Public Inspection

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

Employer identification number: 04-2755323

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

FORM 990, PART III, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:
ESSENTIALLY UNDERSERVED LEARNERS - TO OBTAIN THE SKILLS, KNOWLEDGE AND SUPPORTS NECESSARY TO BECOME CIVICALLY ENGAGED, ECONOMICALLY SELF-SUFFICIENT LIFE-LONG LEARNERS.

FORM 990, PART III, LINE 4A, PROGRAM SERVICE ACCOMPLISHMENTS:
SKILLS THAT AREN'T ADDRESSED IN A TRADITIONAL CURRICULUM, SUCH AS CRITICAL THINKING, PROBLEM SOLVING, COMMUNICATIONS, COLLABORATION, SELF-DIRECTED LEARNING AND SOCIAL-EMOTIONAL SKILLS. AND WHILE GRADUATION RATES ARE RISING, TOO MANY STUDENTS ARE STILL LEFT BEHIND, AND ALARMING NUMBER OF GRADUATES ARE NOT ADEQUATELY PREPARED FOR COLLEGE OR THE WORKPLACE. THE FOUNDATION WORKS WITH SCHOOLS TO IMPLEMENT THE PRINCIPLES OF STUDENT-CENTERED LEARNING: LEARNING THAT IS PERSONALIZED, ENGAGING, COMPETENCY-BASED AND NOT RESTRICTED TO THE TRADITIONAL CLASSROOM. WE HELP STRENGTHEN WHAT IS WORKING AND SUBSTANTIALLY UPDATE AND IMPROVE POLICIES AND PRACTICES THAT ARE OUTDATED. STUDENTS TAKE GREATER RESPONSIBILITY FOR THEIR LEARNING AND SUPPORT EACH OTHERS' PROGRESS, SO EVERY STUDENT GETS THE SKILLS THEY NEED TO SUCCEED AND CONTRIBUTE TO SOCIETY.

WE AWARD GRANTS PRIMARILY THROUGH OUR FOUR STRATEGIC INITIATIVES:

BUILD PUBLIC UNDERSTANDING AND DEMAND - THE GOAL OF THIS INITIATIVE IS

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

Employer identification number: 04-2755323

TO BUILD STRONGER PUBLIC AWARENESS AND UNDERSTANDING OF INNOVATIVE APPROACHES TO PUBLIC SCHOOLING, WHILE CULTIVATING PUBLIC SUPPORT AND DEMAND FOR STUDENT-CENTERED APPROACHES TO LEARNING. GRANTS UNDER THIS AREA TARGET BOTH GRASSROOTS (COMMUNITY ENGAGEMENT AND ORGANIZING) AND GRASS TOPS (POLICYMAKERS, INFLUENCERS) IN BUILDING AWARENESS, SUPPORT AND DEMAND FOR STUDENT-CENTERED APPROACHES TO LEARNING. THIS INITIATIVE ALSO SEEKS TO SHIFT THE PUBLIC NARRATIVE AROUND PUBLIC EDUCATION FROM ONE THAT FOCUSES ON INDIVIDUAL ACHIEVEMENT AND SUCCESS, TO ONE THAT EMPHASIZES THE PUBLIC GOOD THAT EDUCATION PLAYS IN THE BUILDING OF COMMUNITIES AND ENGAGED STAKEHOLDERS. THE FOUNDATION DISTRIBUTED $7.4 MILLION TO EDUCATIONAL ORGANIZATIONS TO PROMOTE AND PROVIDE A FORUM TO BUILD PUBLIC UNDERSTANDING ON STUDENT-CENTERED APPROACHES TO LEARNING.

BUILD EDUCATOR OWNERSHIP, LEADERSHIP, AND CAPACITY - TO IMPLEMENT STUDENT-CENTERED APPROACHES TO LEARNING WITH RIGOR AND RELIABILITY, TOOLS AND RESOURCES MUST BE DEVELOPED AND UTILIZED. GRANTS UNDER THIS INITIATIVE FOCUS ON BUILDING EDUCATOR CAPACITY THROUGH PROJECTS LIKE TEACHER AND PRINCIPAL FELLOWSHIPS, AIMING TO EMPOWER EDUCATORS TO IMPLEMENT HIGH QUALITY, RIGOROUS AND EQUITABLE STUDENT-CENTERED PRACTICES IN THEIR CLASSROOMS AND DISTRICTS. ADDITIONALLY, THIS INITIATIVE FOCUSES ON DEVELOPING INSTRUCTIONAL AND PROFESSIONAL TOOLS TO SUPPORT EDUCATORS IN THE IMPLEMENTATION OF STUDENT-CENTERED APPROACHES TO LEARNING. THE FOUNDATION DISTRIBUTED $2.5 MILLION TO EDUCATIONAL ORGANIZATIONS BUILDING EDUCATOR CAPACITY TO SUPPORT THE IMPLEMENTATION OF STUDENT-CENTERED APPROACHES TO LEARNING.

DEVELOP EFFECTIVE SYSTEMS DESIGNS - A CORNERSTONE OF THE FOUNDATION'S

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

Employer identification number: 04-2755323

MISSION IS TO PROMOTE THE TRANFORMATION OF EDUCATION SYSTEMS TOWARDS STUDENT-CENTERED APPROACHES. THIS INITIATIVE FOCUSES ON REIMAGINING SCHOOL DISTRICTS - INCLUDING WORK SUCH AS PILOTING REDESIGNS OF CENTRAL OFFICE PURPOSES, GOVERNANCE MODELS AND PILOTS IN THE AREAS OF DIGITAL BADGING AND ASSESSMENT. ADDITIONALLY, THIS INITIATIVE INCLUDES SUPPORTING THE DEVELOPMENT OF FAVORABLE POLICY CONDITIONS (FEDERAL, STATE AND LOCAL) TO SUPPORT AND HELP SCALE STUDENT-CENTERED APPROACHES. THE FOUNDATION DISTRIBUTED $12.5 MILLION TO NEW ENGLAND SCHOOL DISTRICTS AND OTHER EDUCATIONAL ORGANIZATIONS SUPPORTING WORK AROUND STUDENT-CENTERED APPROACHES TO LEARNING.

ADVANCE QUALITY AND RIGOR OF STUDENT-CENTERED PRACTICES - THIS INITIATIVE FOCUSES ON BUILDING A RESEARCH BASE OF EVIDENCE SUPPORTING STUDENT-CENTERED LEARNING, EVALUATING STUDENT-CENTERED PRACTICES IN HIGH SCHOOLS, DEVELOPING RESEARCHER-PRACTITIONER COLLABORATIONS, AND ESTABLISHING CRITERIA FOR WHAT IT TAKES TO PUT HIGH QUALITY, STUDENT-CENTERED LEARNING INTO PRACTICE. WORK IN THIS INITIATIVE INCLUDES PROJECTS SUCH AS DEVELOPING RESEARCH AND PRACTITIONER NETWORKS TO IDENTIFY COMMON PROBLEMS IN IMPLEMENTING STUDENT-CENTERED LEARNING, AND DETERMINING INNOVATIVE APPROACHES TO SOLVING SUCH PROBLEMS. THE FOUNDATION DISTRIBUTED $3.1 MILLION TO BUILD AND DEVELOP KNOWLEDGE ON STUDENT-CENTERED APPROACHES TO LEARNING.

FORM 990, PART VI, SECTION B, LINE 11B:

REVIEW OF FORM 990 - MANAGEMENT OF THE FOUNDATION PLAYED AN ACTIVE AND KEY ROLE IN THE PREPARATION AND REVIEW OF FORM 990. MANAGEMENT DRAFTED THE FORM 990 AND FORWARDED TO THE FOUNDATION'S INDEPENDENT CPA FIRM, WHICH REVIEWED THE FILING FOR COMPLETENESS, ACCURACY, AND FINALIZATION BEFORE FILING. THE

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

Employer identification number: 04-2755323

FORM 990 WAS REVIEWED AND APPROVED BY THE AUDIT COMMITTEE AND WAS PROVIDED TO THE FULL BOARD BEFORE IT WAS FILED.

FORM 990, PART VI, SECTION B, LINE 12C:

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

FORM 990, PART VI, SECTION B, LINE 15:

THE EXECUTIVE FINANCE COMMITTEE OF THE BOARD OF DIRECTORS CONSIDERS COMPARABILITY DATA, PROVIDED BY AN INDEPENDENT CONSULTANT, WHEN DETERMINING COMPENSATION FOR ALL STAFF MEMBERS AND THE BOARD OF DIRECTORS. DOCUMENTATION INCLUDING THE RELIED UPON COMPARABILITY DATA, DELIBERATION PROCESS, AND DECISIONS ARE INCLUDED IN BOARD MATERIALS AND ARE RECORDED IN COMMITTEE AND BOARD MINUTES. IN ALL CASES, COMPENSATION IS DETERMINED BY INDEPENDENT PERSONS. THIS PROCESS WAS MOST RECENTLY UNDERTAKEN IN 2015.

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

Employer identification number: 04-2755323

FORM 990, PART VI, SECTION C, LINE 19:

MANAGEMENT WILL PROVIDE UPON REQUEST GOVERNING DOCUMENTS AND THE CONFLICT OF INTEREST POLICY TO THE PUBLIC. CURRENTLY THE FOUNDATION'S AUDITED FINANCIAL STATEMENTS AND TAX RETURNS APPEAR ON THE ORGANIZATION'S WEBSITE AND ARE ALSO AVAILABLE UPON REQUEST.

Form **8868** (Rev. January 2017)

Department of the Treasury Internal Revenue Service

Application for Automatic Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

▶ File a separate application for each return.

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

Electronic filing (*e-file*). You can electronically file Form 8868 to request a 6-month automatic extension of time to file any of the forms listed below with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, for which an extension request must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile*, click on Charities & Non-Profits, and click on *e-file* for *Charities and Non-Profits*.

Automatic 6-Month Extension of Time. Only submit original (no copies needed).

All corporations required to file an income tax return other than Form 990-T (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

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

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

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

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

1 I request an automatic 6-month extension of time until NOVEMBER 15, 2017 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ ☒ calendar year 2016 or

▶ ☐ tax year beginning ______________ , and ending ______________ .

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

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

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

EXTENDED TO NOVEMBER 15, 2017

Form **990-T** Department of the Treasury Internal Revenue Service

Exempt Organization Business Income Tax Return

(and proxy tax under section 6033(e))

For calendar year 2016 or other tax year beginning ______, and ending ______.

▶ Information about Form 990-T and its instructions is available at www.irs.gov/form990t.

▶ Do not enter SSN numbers on this form as it may be made public if your organization is a 501(c)(3).

OMB No. 1545-0687

2016

Open to Public Inspection for 501(c)(3) Organizations Only

A [ ] Check box if address changed

B Exempt under section [X] 501(c)(3) [ ] 408(e) [ ] 220(e) [ ] 408A [ ] 530(a) [ ] 529(a)

Print or Type — Name of organization ([ ] Check box if name changed and see instructions.)
NELLIE MAE EDUCATION FOUNDATION, INC.

Number, street, and room or suite no. If a P.O. box, see instructions.
1250 HANCOCK STREET, NO. 205N

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

D Employer identification number (Employees' trust, see instructions.) 04-2755323

E Unrelated business activity codes (See instructions.) 525990

C Book value of all assets at end of year 507,900,527.

F Group exemption number (See instructions.) ▶

G Check organization type ▶ [X] 501(c) corporation [ ] 501(c) trust [ ] 401(a) trust [ ] Other trust

H Describe the organization's primary unrelated business activity. ▶ PARTNERSHIP INVESTMENTS

I During the tax year, was the corporation a subsidiary in an affiliated group or a parent-subsidiary controlled group? ▶ [ ] Yes [X] No

If "Yes," enter the name and identifying number of the parent corporation. ▶

J The books are in care of ▶ MICHAEL CAREY Telephone number ▶ 781-348-4271

Part I Unrelated Trade or Business Income

			(A) Income	(B) Expenses	(C) Net
1a	Gross receipts or sales				
b	Less returns and allowances ______ c Balance ▶	1c			
2	Cost of goods sold (Schedule A, line 7)	2			
3	Gross profit. Subtract line 2 from line 1c	3			
4a	Capital gain net income (attach Schedule D)	4a	171,224.		171,224.
b	Net gain (loss) (Form 4797, Part II, line 17) (attach Form 4797)	4b			
c	Capital loss deduction for trusts	4c			
5	Income (loss) from partnerships and S corporations (attach statement)	5	-312,947.	STMT 1	-312,947.
6	Rent income (Schedule C)	6			
7	Unrelated debt-financed income (Schedule E)	7			
8	Interest, annuities, royalties, and rents from controlled organizations (Sch. F)	8			
9	Investment income of a section 501(c)(7), (9), or (17) organization (Schedule G)	9			
10	Exploited exempt activity income (Schedule I)	10			
11	Advertising income (Schedule J)	11			
12	Other income (See instructions; attach schedule)	12			
13	**Total.** Combine lines 3 through 12	13	-141,723.		-141,723.

Part II Deductions Not Taken Elsewhere (See instructions for limitations on deductions.)

(Except for contributions, deductions must be directly connected with the unrelated business income.)

14	Compensation of officers, directors, and trustees (Schedule K)	14	3,860.
15	Salaries and wages	15	1,221.
16	Repairs and maintenance	16	
17	Bad debts	17	
18	Interest (attach schedule)	18	
19	Taxes and licenses	19	
20	Charitable contributions (See instructions for limitation rules)	20	
21	Depreciation (attach Form 4562) — 21		
22	Less depreciation claimed on Schedule A and elsewhere on return — 22a	22b	
23	Depletion	23	
24	Contributions to deferred compensation plans	24	
25	Employee benefit programs	25	
26	Excess exempt expenses (Schedule I)	26	
27	Excess readership costs (Schedule J)	27	
28	Other deductions (attach schedule) SEE STATEMENT 2	28	42,301.
29	**Total deductions.** Add lines 14 through 28	29	47,382.
30	Unrelated business taxable income before net operating loss deduction. Subtract line 29 from line 13	30	-189,105.
31	Net operating loss deduction (limited to the amount on line 30) SEE STATEMENT 3	31	
32	Unrelated business taxable income before specific deduction. Subtract line 31 from line 30	32	-189,105.
33	Specific deduction (Generally $1,000, but see line 33 instructions for exceptions)	33	1,000.
34	**Unrelated business taxable income.** Subtract line 33 from line 32. If line 33 is greater than line 32, enter the smaller of zero or line 32	34	-189,105.

Part III Tax Computation

35 **Organizations Taxable as Corporations.** See instructions for tax computation.
Controlled group members (sections 1561 and 1563) check here ▶ ☐ **See instructions and:**
a Enter your share of the $50,000, $25,000, and $9,925,000 taxable income brackets (in that order):
(1) $ (2) $ (3) $
b Enter organization's share of: (1) Additional 5% tax (not more than $11,750) $
(2) Additional 3% tax (not more than $100,000) $

c Income tax on the amount on line 34 ▶	35c	0.
36 **Trusts Taxable at Trust Rates.** See instructions for tax computation. Income tax on the amount on line 34 from: ☐ Tax rate schedule or ☐ Schedule D (Form 1041) ▶	36	
37 **Proxy tax.** See instructions ▶	37	
38 Alternative minimum tax	38	
39 **Tax on Non-Compliant Facility Income.** See instructions	39	
40 **Total.** Add lines 37, 38 and 39 to line 35c or 36, whichever applies	40	0.

Part IV Tax and Payments

41a Foreign tax credit (corporations attach Form 1118; trusts attach Form 1116)	41a			
b Other credits (see instructions)	41b			
c General business credit. Attach Form 3800	41c			
d Credit for prior year minimum tax (attach Form 8801 or 8827)	41d			
e **Total credits.** Add lines 41a through 41d			41e	
42 Subtract line 41e from line 40			42	0.
43 Other taxes. Check if from: ☐ Form 4255 ☐ Form 8611 ☐ Form 8697 ☐ Form 8866 ☐ Other (attach schedule)			43	
44 **Total tax.** Add lines 42 and 43			44	0.
45a Payments: A 2015 overpayment credited to 2016	45a			
b 2016 estimated tax payments	45b			
c Tax deposited with Form 8868	45c			
d Foreign organizations: Tax paid or withheld at source (see instructions)	45d			
e Backup withholding (see instructions)	45e			
f Credit for small employer health insurance premiums (Attach Form 8941)	45f			
g Other credits and payments: ☐ Form 2439 ☐ Form 4136 ☐ Other Total ▶	45g			
46 **Total payments.** Add lines 45a through 45g			46	
47 Estimated tax penalty (see instructions). Check if Form 2220 is attached ▶ ☐			47	
48 **Tax due.** If line 46 is less than the total of lines 44 and 47, enter amount owed ▶			48	0.
49 **Overpayment.** If line 46 is larger than the total of lines 44 and 47, enter amount overpaid ▶			49	0.
50 Enter the amount of line 49 you want: **Credited to 2017 estimated tax** ▶ **Refunded** ▶			50	

Part V Statements Regarding Certain Activities and Other Information (see instructions)

	Yes	No
51 At any time during the 2016 calendar year, did the organization have an interest in or a signature or other authority over a financial account (bank, securities, or other) in a foreign country? If YES, the organization may have to file FinCEN Form 114, Report of Foreign Bank and Financial Accounts. If YES, enter the name of the foreign country here ▶		X
52 During the tax year, did the organization receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If YES, see instructions for other forms the organization may have to file.		X
53 Enter the amount of tax-exempt interest received or accrued during the tax year ▶ $		

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

▶ Signature of officer | Date | ▶ PRESIDENT & CEO Title
May the IRS discuss this return with the preparer shown below (see instructions)? [X] Yes ☐ No

Paid Preparer Use Only

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

Firm's name ▶ CBIZ TOFIAS — Firm's EIN ▶ 26-3753134
Firm's address ▶ 500 BOYLSTON STREET BOSTON, MA 02116 — Phone no. 617-761-0600

Schedule A - Cost of Goods Sold. Enter method of inventory valuation ▶ N/A

1	Inventory at beginning of year	1		6	Inventory at end of year	6	
2	Purchases	2		7	Cost of goods sold. Subtract line 6 from line 5. Enter here and in Part I, line 2	7	
3	Cost of labor	3					
4a	Additional section 263A costs (attach schedule)	4a		8	Do the rules of section 263A (with respect to property produced or acquired for resale) apply to the organization?	Yes	No
b	Other costs (attach schedule)	4b					
5	Total. Add lines 1 through 4b	5					

Schedule C - Rent Income (From Real Property and Personal Property Leased With Real Property)
(see instructions)

1. Description of property

(1)

(2)

(3)

(4)

	2. Rent received or accrued (a) From personal property (if the percentage of rent for personal property is more than 10% but not more than 50%)	2. Rent received or accrued (b) From real and personal property (if the percentage of rent for personal property exceeds 50% or if the rent is based on profit or income)	3(a) Deductions directly connected with the income in columns 2(a) and 2(b) (attach schedule)
(1)			
(2)			
(3)			
(4)			
Total	0.	Total 0.	
(c) Total income. Add totals of columns 2(a) and 2(b). Enter here and on page 1, Part I, line 6, column (A) ▶		0.	(b) Total deductions. Enter here and on page 1, Part I, line 6, column (B) ▶ 0.

Schedule E - Unrelated Debt-Financed Income (see instructions)

	1. Description of debt-financed property	2. Gross income from or allocable to debt-financed property	3. Deductions directly connected with or allocable to debt-financed property (a) Straight line depreciation (attach schedule)	3. (b) Other deductions (attach schedule)
(1)				
(2)				
(3)				
(4)				

	4. Amount of average acquisition debt on or allocable to debt-financed property (attach schedule)	5. Average adjusted basis of or allocable to debt-financed property (attach schedule)	6. Column 4 divided by column 5	7. Gross income reportable (column 2 x column 6)	8. Allocable deductions (column 6 x total of columns 3(a) and 3(b))
(1)			%		
(2)			%		
(3)			%		
(4)			%		
				Enter here and on page 1, Part I, line 7, column (A).	Enter here and on page 1, Part I, line 7, column (B).
Totals ▶				0.	0.
Total dividends-received deductions included in column 8 ▶					0.

Schedule F - Interest, Annuities, Royalties, and Rents From Controlled Organizations (see instructions)

		Exempt Controlled Organizations			
1. Name of controlled organization	2. Employer identification number	3. Net unrelated income (loss) (see instructions)	4. Total of specified payments made	5. Part of column 4 that is included in the controlling organization's gross income	6. Deductions directly connected with income in column 5
(1)					
(2)					
(3)					
(4)					

Nonexempt Controlled Organizations

7. Taxable Income	8. Net unrelated income (loss) (see instructions)	9. Total of specified payments made	10. Part of column 9 that is included in the controlling organization's gross income	11. Deductions directly connected with income in column 10
(1)				
(2)				
(3)				
(4)				
			Add columns 5 and 10. Enter here and on page 1, Part I, line 8, column (A).	Add columns 6 and 11. Enter here and on page 1, Part I, line 8, column (B)
Totals ▶			0.	0.

Schedule G - Investment Income of a Section 501(c)(7), (9), or (17) Organization
(see instructions)

1. Description of income	2. Amount of income	3. Deductions directly connected (attach schedule)	4. Set-asides (attach schedule)	5. Total deductions and set-asides (col. 3 plus col. 4)
(1)				
(2)				
(3)				
(4)				
	Enter here and on page 1, Part I, line 9, column (A).			Enter here and on page 1, Part I, line 9, column (B)
Totals ▶	0.			0.

Schedule I - Exploited Exempt Activity Income, Other Than Advertising Income
(see instructions)

1. Description of exploited activity	2. Gross unrelated business income from trade or business	3. Expenses directly connected with production of unrelated business income	4. Net income (loss) from unrelated trade or business (column 2 minus column 3). If a gain, compute cols. 5 through 7.	5. Gross income from activity that is not unrelated business income	6. Expenses attributable to column 5	7. Excess exempt expenses (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
	Enter here and on page 1, Part I, line 10, col. (A).	Enter here and on page 1, Part I, line 10, col. (B)				Enter here and on page 1, Part II, line 26
Totals ▶	0.	0.				0.

Schedule J - Advertising Income (see instructions)

Part I Income From Periodicals Reported on a Consolidated Basis

1. Name of periodical	2. Gross advertising income	3. Direct advertising costs	4. Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7.	5. Circulation income	6. Readership costs	7. Excess readership costs (column 6 minus column 5, but not more than column 4)
(1)						
(2)						
(3)						
(4)						
Totals (carry to Part II, line (5)) ▶	0.	0.				0.

Form **990-T** (2016)

623731 01-18-17

Part II **Income From Periodicals Reported on a Separate Basis** (For each periodical listed in Part II, fill in columns 2 through 7 on a line-by-line basis.)

1. Name of periodical	2. Gross advertising income	3. Direct advertising costs	4. Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7.	5. Circulation income	6. Readership costs	7. Excess readership costs (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
Totals from Part I ▶	0.	0.				0.
	Enter here and on page 1, Part I, line 11, col. (A).	Enter here and on page 1, Part I, line 11, col. (B).				Enter here and on page 1, Part II, line 27.
Totals, Part II (lines 1-5) ▶	0.	0.				0.

Schedule K - Compensation of Officers, Directors, and Trustees (see instructions)

1. Name	2. Title	3. Percent of time devoted to business	4. Compensation attributable to unrelated business
(1)	TREASURER & DIR. OF	%	
(2) MICHAEL CAREY	FINANCE	10.00%	3,860.
(3)		%	
(4)		%	
Total. Enter here and on page 1, Part II, line 14		▶	3,860.

Form 990-T (2016)

623732 01-18-17

08101009 756948 22579.001 2016.04030 NELLIE MAE EDUCATION FOUNDA 22579_11

Form **4626** Department of the Treasury Internal Revenue Service

Alternative Minimum Tax - Corporations

▶ Attach to the corporation's tax return.

▶ Information about Form 4626 and its separate instructions is at www.irs.gov/form4626.

OMB No. 1545-0123

2016

Name: NELLIE MAE EDUCATION FOUNDATION, INC.

Employer identification number: 04-2755323

Note: See the instructions to find out if the corporation is a small corporation exempt from the alternative minimum tax (AMT) under section 55(e).

1	Taxable income or (loss) before net operating loss deduction			1	-189,105.
2	**Adjustments and preferences:**				
a	Depreciation of post-1986 property			2a	8,600.
b	Amortization of certified pollution control facilities			2b	
c	Amortization of mining exploration and development costs			2c	
d	Amortization of circulation expenditures (personal holding companies only)			2d	
e	Adjusted gain or loss			2e	14.
f	Long-term contracts			2f	
g	Merchant marine capital construction funds			2g	
h	Section 833(b) deduction (Blue Cross, Blue Shield, and similar type organizations only)			2h	
i	Tax shelter farm activities (personal service corporations only)			2i	
j	Passive activities (closely held corporations and personal service corporations only)			2j	
k	Loss limitations			2k	
l	Depletion			2l	
m	Tax-exempt interest income from specified private activity bonds			2m	
n	Intangible drilling costs			2n	
o	Other adjustments and preferences STATEMENT 4			2o	132,391.
3	Pre-adjustment alternative minimum taxable income (AMTI). Combine lines 1 through 2o			3	-48,100.
4	**Adjusted current earnings (ACE) adjustment:**				
a	ACE from line 10 of the ACE worksheet in the instructions	4a	-48,100.		
b	Subtract line 3 from line 4a. If line 3 exceeds line 4a, enter the difference as a negative amount. See instructions	4b	0.		
c	Multiply line 4b by 75% (0.75). Enter the result as a positive amount	4c			
d	Enter the excess, if any, of the corporation's total increases in AMTI from prior year ACE adjustments over its total reductions in AMTI from prior year ACE adjustments. See instructions. **Note:** You **must** enter an amount on line 4d (even if line 4b is positive)	4d			
e	ACE adjustment. • If line 4b is zero or more, enter the amount from line 4c • If line 4b is less than zero, enter the **smaller** of line 4c or line 4d as a negative amount			4e	0.
5	Combine lines 3 and 4e. If zero or less, stop here; the corporation does not owe any AMT			5	-48,100.
6	Alternative tax net operating loss deduction. See instructions			6	
7	**Alternative minimum taxable income.** Subtract line 6 from line 5. If the corporation held a residual interest in a REMIC, see instructions			7	
8	**Exemption phase-out** (if line 7 is $310,000 or more, skip lines 8a and 8b and enter -0- on line 8c):				
a	Subtract $150,000 from line 7 (if completing this line for a member of a controlled group, see instructions). If zero or less, enter -0-	8a			
b	Multiply line 8a by 25% (0.25)	8b			
c	Exemption. Subtract line 8b from $40,000 (if completing this line for a member of a controlled group, see instructions). If zero or less, enter -0-			8c	
9	Subtract line 8c from line 7. If zero or less, enter -0-			9	
10	Multiply line 9 by 20% (0.20)			10	
11	Alternative minimum tax foreign tax credit (AMTFTC). See instructions			11	
12	Tentative minimum tax. Subtract line 11 from line 10			12	
13	Regular tax liability before applying all credits except the foreign tax credit			13	
14	**Alternative minimum tax.** Subtract line 13 from line 12. If zero or less, enter -0-. Enter here and on Form 1120, Schedule J, line 3, or the appropriate line of the corporation's income tax return			14	

JWA **For Paperwork Reduction Act Notice, see separate instructions.** Form 4626 (2016)

617001
12-06-16

Adjusted Current Earnings (ACE) Worksheet

▶ See ACE Worksheet Instructions.

1	Pre-adjustment AMTI. Enter the amount from line 3 of Form 4626			1	-48,100.
2	ACE depreciation adjustment:				
a	AMT depreciation	2a			
b	ACE depreciation:				
	(1) Post-1993 property	2b(1)			
	(2) Post-1989, pre-1994 property	2b(2)			
	(3) Pre-1990 MACRS property	2b(3)			
	(4) Pre-1990 original ACRS property	2b(4)			
	(5) Property described in sections 168(f)(1) through (4)	2b(5)			
	(6) Other property	2b(6)			
	(7) Total ACE depreciation. Add lines 2b(1) through 2b(6)	2b(7)			
c	ACE depreciation adjustment. Subtract line 2b(7) from line 2a			2c	
3	Inclusion in ACE of items included in earnings and profits (E&P):				
a	Tax-exempt interest income	3a			
b	Death benefits from life insurance contracts	3b			
c	All other distributions from life insurance contracts (including surrenders)	3c			
d	Inside buildup of undistributed income in life insurance contracts	3d			
e	Other items (see Regulations sections 1.56(g)-1(c)(6)(iii) through (ix) for a partial list)	3e			
f	Total increase to ACE from inclusion in ACE of items included in E&P. Add lines 3a through 3e			3f	
4	Disallowance of items not deductible from E&P:				
a	Certain dividends received	4a			
b	Dividends paid on certain preferred stock of public utilities that are deductible under section 247 (as affected by P.L. 113-295, Div. A, section 221(a)(41)(A), Dec. 19, 2014, 128 Stat. 4043)	4b			
c	Dividends paid to an ESOP that are deductible under section 404(k)	4c			
d	Nonpatronage dividends that are paid and deductible under section 1382(c)	4d			
e	Other items (see Regulations sections 1.56(g)-1(d)(3)(i) and (ii) for a partial list)	4e			
f	Total increase to ACE because of disallowance of items not deductible from E&P. Add lines 4a through 4e			4f	
5	Other adjustments based on rules for figuring E&P:				
a	Intangible drilling costs	5a			
b	Circulation expenditures	5b			
c	Organizational expenditures	5c			
d	LIFO inventory adjustments	5d			
e	Installment sales	5e			
f	Total other E&P adjustments. Combine lines 5a through 5e			5f	
6	Disallowance of loss on exchange of debt pools			6	
7	Acquisition expenses of life insurance companies for qualified foreign contracts			7	
8	Depletion			8	
9	Basis adjustments in determining gain or loss from sale or exchange of pre-1994 property			9	
10	**Adjusted current earnings**. Combine lines 1, 2c, 3f, 4f, and 5f through 9. Enter the result here and on line 4a of Form 4626			10	-48,100.

617021
01-09-17

FORM 990-T INCOME (LOSS) FROM PARTNERSHIPS AND S CORPORATIONS STATEMENT 1

DESCRIPTION	AMOUNT
INCOME/(LOSS) FROM INVESTMENT PARTNERSHIPS	-312,947.
TOTAL TO FORM 990-T, PAGE 1, LINE 5	-312,947.

FORM 990-T OTHER DEDUCTIONS STATEMENT 2

DESCRIPTION	AMOUNT
ACCOUNTING FEES	5,500.
INVESTMENT MANAGEMENT FEE	26,111.
INVESTMENT CUSTODY FEES	9,156.
RENT EXPENSES	1,534.
TOTAL TO FORM 990-T, PAGE 1, LINE 28	42,301.

FORM 990-T NET OPERATING LOSS DEDUCTION STATEMENT 3

TAX YEAR	LOSS SUSTAINED	LOSS PREVIOUSLY APPLIED	LOSS REMAINING	AVAILABLE THIS YEAR
12/31/08	23,794.	0.	23,794.	23,794.
12/31/09	28,773.	0.	28,773.	28,773.
12/31/10	83,893.	0.	83,893.	83,893.
12/31/12	33,691.	0.	33,691.	33,691.
12/31/13	225,187.	0.	225,187.	225,187.
12/31/14	315,346.	0.	315,346.	315,346.
12/31/15	117,594.	0.	117,594.	117,594.
NOL CARRYOVER AVAILABLE THIS YEAR			828,278.	828,278.

FORM 4626	OTHER AMT ADJUSTMENTS	STATEMENT 4

DESCRIPTION	AMOUNT
OTHER AMT ADJUSTMENTS FROM INVESTMENT PARTNERSHIPS	132,391.
TOTAL TO FORM 4626, LINE 20	132,391.

SCHEDULE D (Form 1120)
Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1120, 1120-C, 1120-F, 1120-FSC, 1120-H, 1120-IC-DISC, 1120-L, 1120-ND, 1120-PC, 1120-POL, 1120-REIT, 1120-RIC, 1120-SF, or certain Forms 990-T.
▶ Information about Schedule D (Form 1120) and its separate instructions is at www.irs.gov/form1120.

OMB No. 1545-0123

2016

Name: NELLIE MAE EDUCATION FOUNDATION, INC.

Employer identification number: 04-2755323

Part I | Short-Term Capital Gains and Losses - Assets Held One Year or Less

See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars.	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with Box A checked				
2 Totals for all transactions reported on Form(s) 8949 with Box B checked				
3 Totals for all transactions reported on Form(s) 8949 with Box C checked				95,520.

4 Short-term capital gain from installment sales from Form 6252, line 26 or 37	4	
5 Short-term capital gain or (loss) from like-kind exchanges from Form 8824	5	
6 Unused capital loss carryover (attach computation)	6	( )
7 Net short-term capital gain or (loss). Combine lines 1a through 6 in column h	7	95,520.

Part II | Long-Term Capital Gains and Losses - Assets Held More Than One Year

See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars.	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with Box D checked				
9 Totals for all transactions reported on Form(s) 8949 with Box E checked				
10 Totals for all transactions reported on Form(s) 8949 with Box F checked				23,973.

11 Enter gain from Form 4797, line 7 or 9	11	51,731.
12 Long-term capital gain from installment sales from Form 6252, line 26 or 37	12	
13 Long-term capital gain or (loss) from like-kind exchanges from Form 8824	13	
14 Capital gain distributions	14	
15 Net long-term capital gain or (loss). Combine lines 8a through 14 in column h	15	75,704.

Part III | Summary of Parts I and II

16 Enter excess of net short-term capital gain (line 7) over net long-term capital loss (line 15)	16	95,520.
17 Net capital gain. Enter excess of net long-term capital gain (line 15) over net short-term capital loss (line 7)	17	75,704.
18 Add lines 16 and 17. Enter here and on Form 1120, page 1, line 8, or the proper line on other returns. If the corporation has qualified timber gain, also complete Part IV	18	171,224.

Note: If losses exceed gains, see **Capital losses** in the instructions.

Part IV **Alternative Tax for Corporations with Qualified Timber Gain.** Complete Part IV only if the corporation has qualified timber gain under section 1201(b). Skip this part if you are filing Form 1120-RIC. See instructions.

19 Enter qualified timber gain (as defined in section 1201(b)(2))	19			
20 Enter taxable income from Form 1120, page 1, line 30, or the applicable line of your tax return	20			
21 Enter the smallest of: (a) the amount on line 19; (b) the amount on line 20; or (c) the amount on Part III, line 17	21			
22 Multiply line 21 by 23.8% (0.238)			22	
23 Subtract line 17 from line 20. If zero or less, enter -0-	23			
24 Enter the tax on line 23, figured using the Tax Rate Schedule (or applicable tax rate) appropriate for the return with which Schedule D (Form 1120) is being filed			24	
25 Add lines 21 and 23	25			
26 Subtract line 25 from line 20. If zero or less, enter -0-	26			
27 Multiply line 26 by 35% (0.35)			27	
28 Add lines 22, 24, and 27			28	
29 Enter the tax on line 20, figured using the Tax Rate Schedule (or applicable tax rate) appropriate for the return with which Schedule D (Form 1120) is being filed			29	
30 Enter the smaller of line 28 or line 29. Also enter this amount on Form 1120, Schedule J, line 2, or the applicable line of your tax return			30	

Schedule D (Form 1120) 2016

Form **8949** | **Sales and Other Dispositions of Capital Assets** | OMB No. 1545-0074 | **2016** | Attachment Sequence No. **12A**

Department of the Treasury Internal Revenue Service

▶ **Information about Form 8949 and its separate instructions is at *www.irs.gov/form8949*.**
▶ **File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.**

Name(s) shown on return: NELLIE MAE EDUCATION FOUNDATION, INC.

Social security number or taxpayer identification no. 04-2755323

Before you check Box A, B, or C below, see whether you received any Form(s) 1099-B or substitute statement(s) from your broker. A substitute statement will have the same information as Form 1099-B. Either will show whether your basis (usually your cost) was reported to the IRS by your broker and may even tell you which box to check.

Part I **Short-Term.** Transactions involving capital assets you held 1 year or less are short-term. For long-term transactions, see page 2.
Note: You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the totals directly on Schedule D, line 1a; you aren't required to report these transactions on Form 8949 (see instructions).

You must check Box A, B, or C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- [ ] (A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
- [ ] (B) Short-term transactions reported on Form(s) 1099-B showing basis wasn't reported to the IRS
- [X] (C) Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed of (Mo., day, yr.)	(d) Proceeds (sales price)	(e) Cost or other basis. See the **Note** below and see *Column (e)* in the instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See instructions. (f) Code(s)	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) & combine the result with column (g)
SHORT TERM CAPITAL GAIN FROM INVESTMENT PARTNERSHIPS							95,520.
2 Totals. Add the amounts in columns (d), (e), (g) and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) ▶							95,520.

Note: If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

Name(s) shown on return. Name and SSN or taxpayer identification no. not required if shown on other side

NELLIE MAE EDUCATION FOUNDATION, INC.

Social security number or taxpayer identification no. 04-2755323

Before you check Box D, E, or F below, see whether you received any Form(s) 1099-B or substitute statement(s) from your broker. A substitute statement will have the same information as Form 1099-B. Either will show whether your basis (usually your cost) was reported to the IRS by your broker and may even tell you which box to check.

Part II **Long-Term.** Transactions involving capital assets you held more than 1 year are long term. For short-term transactions, see page 1.

Note: You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the totals directly on Schedule D, line 8a; you aren't required to report these transactions on Form 8949 (see instructions).

You must check Box D, E, or F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- [ ] (D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
- [ ] (E) Long-term transactions reported on Form(s) 1099-B showing basis **wasn't** reported to the IRS
- [X] (F) Long-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed of (Mo., day, yr.)	(d) Proceeds (sales price)	(e) Cost or other basis. See the Note below and see *Column (e)* in the instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See instructions. (f) Code(s)	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) & combine the result with column (g)
LONG TERM CAPITAL GAIN FROM INVESTMENT PARTNERSHIPS							23,973.
2 Totals. Add the amounts in columns (d), (e), (g) and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							23,973.

Note: If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

Form **4797**

Department of the Treasury
Internal Revenue Service

Sales of Business Property

(Also Involuntary Conversions and Recapture Amounts Under Sections 179 and 280F(b)(2))

▶ Attach to your tax return.

▶ Information about Form 4797 and its separate instructions is at *www.irs.gov/form4797.*

OMB No. 1545-0184

2016

Attachment Sequence No. 27

Name(s) shown on return: NELLIE MAE EDUCATION FOUNDATION, INC.

Identifying number: 04-2755323

1 Enter the gross proceeds from sales or exchanges reported to you for 2016 on Form(s) 1099-B or 1099-S (or substitute statement) that you are including on line 2, 10, or 20 1

Part I **Sales or Exchanges of Property Used in a Trade or Business and Involuntary Conversions From Other Than Casualty or Theft-Most Property Held More Than 1 Year** (see instructions)

2 (a) Description of property	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Gross sales price	(e) Depreciation allowed or allowable since acquisition	(f) Cost or other basis, plus improvements and expense of sale	(g) Gain or (loss) Subtract (f) from the sum of (d) and (e)
SEE STATEMENT 5						51,731.

3	Gain, if any, from Form 4684, line 39	3	
4	Section 1231 gain from installment sales from Form 6252, line 26 or 37	4	
5	Section 1231 gain or (loss) from like-kind exchanges from Form 8824	5	
6	Gain, if any, from line 32, from other than casualty or theft	6	
7	Combine lines 2 through 6. Enter the gain or (loss) here and on the appropriate line as follows:	7	51,731.

Partnerships (except electing large partnerships) and S corporations. Report the gain or (loss) following the instructions for Form 1065, Schedule K, line 10, or Form 1120S, Schedule K, line 9. Skip lines 8, 9, 11, and 12 below.

Individuals, partners, S corporation shareholders, and all others. If line 7 is zero or a loss, enter the amount from line 7 on line 11 below and skip lines 8 and 9. If line 7 is a gain and you didn't have any prior year section 1231 losses, or they were recaptured in an earlier year, enter the gain from line 7 as a long-term capital gain on the Schedule D filed with your return and skip lines 8, 9, 11, and 12 below.

8	Nonrecaptured net section 1231 losses from prior years. See instructions	8	
9	Subtract line 8 from line 7. If zero or less, enter -0-. If line 9 is zero, enter the gain from line 7 on line 12 below. If line 9 is more than zero, enter the amount from line 8 on line 12 below and enter the gain from line 9 as a long-term capital gain on the Schedule D filed with your return. See instructions	9	51,731.

Part II **Ordinary Gains and Losses** (see instructions)

10 Ordinary gains and losses not included on lines 11 through 16 (include property held 1 year or less):

11	Loss, if any, from line 7	11	( )
12	Gain, if any, from line 7 or amount from line 8, if applicable	12	
13	Gain, if any, from line 31	13	
14	Net gain or (loss) from Form 4684, lines 31 and 38a	14	
15	Ordinary gain from installment sales from Form 6252, line 25 or 36	15	
16	Ordinary gain or (loss) from like-kind exchanges from Form 8824	16	
17	Combine lines 10 through 16	17	
18	For all except individual returns, enter the amount from line 17 on the appropriate line of your return and skip lines a and b below. For individual returns, complete lines a and b below:		
a	If the loss on line 11 includes a loss from Form 4684, line 35, column (b)(ii), enter that part of the loss here. Enter the part of the loss from income-producing property on Schedule A (Form 1040), line 28, and the part of the loss from property used as an employee on Schedule A (Form 1040), line 23. Identify as from "Form 4797, line 18a." See instructions	18a	
b	Redetermine the gain or (loss) on line 17 excluding the loss, if any, on line 18a. Enter here and on Form 1040, line 14	18b	

LHA **For Paperwork Reduction Act Notice, see separate instructions.**

Form **4797** (2016)

618011 12-20-16

Part III Gain From Disposition of Property Under Sections 1245, 1250, 1252, 1254, and 1255 (see instructions)

19 (a) Description of section 1245, 1250, 1252, 1254, or 1255 property:	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)
A		
B		
C		
D		

These columns relate to the properties on lines 19A through 19D. ▶		Property A	Property B	Property C	Property D
20 Gross sales price (**Note:** See line 1 before completing.)	20				
21 Cost or other basis plus expense of sale	21				
22 Depreciation (or depletion) allowed or allowable	22				
23 Adjusted basis. Subtract line 22 from line 21	23				
24 Total gain. Subtract line 23 from line 20	24				
25 **If section 1245 property:**					
a Depreciation allowed or allowable from line 22	25a				
b Enter the **smaller** of line 24 or 25a	25b				
26 **If section 1250 property:** If straight line depreciation was used, enter -0- on line 26g, except for a corporation subject to section 291.					
a Additional depreciation after 1975. See instructions	26a				
b Applicable percentage multiplied by the smaller of line 24 or line 26a. See instructions	26b				
c Subtract line 26a from line 24. If residential rental property or line 24 isn't more than line 26a, skip lines 26d and 26e	26c				
d Additional depreciation after 1969 and before 1976	26d				
e Enter the smaller of line 26c or 26d	26e				
f Section 291 amount (corporations only)	26f				
g Add lines 26b, 26e, and 26f	26g				
27 **If section 1252 property:** Skip this section if you didn't dispose of farmland or if this form is being completed for a partnership (other than an electing large partnership).					
a Soil, water, and land clearing expenses	27a				
b Line 27a multiplied by applicable percentage	27b				
c Enter the **smaller** of line 24 or 27b	27c				
28 **If section 1254 property:**					
a Intangible drilling and development costs, expenditures for development of mines and other natural deposits, mining exploration costs, and depletion. See instructions	28a				
b Enter the **smaller** of line 24 or 28a	28b				
29 **If section 1255 property:**					
a Applicable percentage of payments excluded from income under section 126. See instructions	29a				
b Enter the **smaller** of line 24 or 29a. See instructions	29b				

Summary of Part III Gains. Complete property columns A through D through line 29b before going to line 30.

30 Total gains for all properties. Add property columns A through D, line 24	30	
31 Add property columns A through D, lines 25b, 26g, 27c, 28b, and 29b. Enter here and on line 13	31	
32 Subtract line 31 from line 30. Enter the portion from casualty or theft on Form 4684, line 33. Enter the portion from other than casualty or theft on Form 4797, line 6	32	

Part IV Recapture Amounts Under Sections 179 and 280F(b)(2) When Business Use Drops to 50% or Less (see instructions)

		(a) Section 179	(b) Section 280F(b)(2)
33 Section 179 expense deduction or depreciation allowable in prior years	33		
34 Recomputed depreciation. See instructions	34		
35 Recapture amount. Subtract line 34 from line 33. See the instructions for where to report	35		

FORM 4797 PROPERTY HELD MORE THAN ONE YEAR STATEMENT 5

DESCRIPTION	DATE ACQUIRED	DATE SOLD	SALES PRICE	DEPR.	COST OR BASIS	GAIN OR LOSS
1231 GAIN FROM INVESTMENT PARTNERSHIPS						61,637.
1231 LOSS FROM INVESTMENT PARTNERSHIPS						-9,906.
TOTAL TO 4797, PART I, LINE 2						51,731.

Form **8827**

Department of the Treasury
Internal Revenue Service

Credit for Prior Year Minimum Tax - Corporations

▶ Attach to the corporation's tax return.

▶ Information about Form 8827 and its instructions is at www.irs.gov/form8827.

OMB No. 1545-0123

2016

Name: NELLIE MAE EDUCATION FOUNDATION, INC.

Employer identification number: 04-2755323

1 Alternative minimum tax (AMT) for 2015. Enter the amount from line 14 of the 2015 Form 4626	1	10,692.
2 Minimum tax credit carryforward from 2015. Enter the amount from line 9 of the 2015 Form 8827	2	1,460.
3 Enter any 2015 unallowed qualified electric vehicle credit (see instructions)	3	
4 Add lines 1, 2, and 3	4	12,152.
5 Enter the corporation's 2016 regular income tax liability minus allowable tax credits (see instructions)	5	0.
6 Is the corporation a "small corporation" exempt from the AMT for 2016 (see instructions)? • **Yes.** Enter 25% of the excess of line 5 over $25,000. If line 5 is $25,000 or less, enter -0- • **No.** Complete Form 4626 for 2016 and enter the tentative minimum tax from line 12	6	0.
7a Subtract line 6 from line 5. If zero or less, enter -0-	7a	0.
b For a corporation electing to accelerate the minimum tax credit, enter the bonus depreciation amount attributable to the minimum tax credit (see instructions)	7b	
c Add lines 7a and 7b	7c	
8a Enter the **smaller** of line 4 or line 7c. If the corporation had a post-1986 ownership change or has pre-acquisition excess credits, see instructions	8a	
b **Current year minimum tax credit.** Enter the smaller of line 4 or line 7a here and on Form 1120, Schedule J, Part I, line 5d (or the applicable line of your return). If the corporation had a post-1986 ownership change or has pre-acquisition excess credits, see instructions. If you made an entry on line 7b, go to line 8c. Otherwise, skip line 8c	8b	0.
c Subtract line 8b from line 8a. This is the refundable amount for a corporation electing to accelerate the minimum tax credit. Include this amount on Form 1120, Schedule J, Part II, line 19c (or the applicable line of your return)	8c	
9 **Minimum tax credit carryforward to 2017.** Subtract line 8a from line 4. Keep a record of this amount to carry forward and use in future years	9	12,152.

Form **926** (Rev. December 2013) Department of the Treasury Internal Revenue Service

Return by a U.S. Transferor of Property to a Foreign Corporation

▶ Information about Form 926 and its separate instructions is at *www.irs.gov/form926.*

▶ Attach to your income tax return for the year of the transfer or distribution.

OMB No. 1545-0026

Attachment Sequence No. 128

Part I U.S. Transferor Information (see instructions)

Name of transferor: NELLIE MAE EDUCATION FOUNDATION, INC.

Identifying number (see instructions): 04-2755323

1 If the transferor was a corporation, complete questions 1a through 1d.

a If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? ☐ Yes ☐ No

b Did the transferor remain in existence after the transfer? ☐ Yes ☐ No

If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

c If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? ☐ Yes ☐ No

If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

d Have basis adjustments under section 367(a)(5) been made? ☐ Yes ☐ No

2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

a List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership
VARDE INVESTMENT PARTNERS, L.P.	41-2018992

b Did the partner pick up its pro rata share of gain on the transfer of partnership assets? ☐ Yes ☒ No

c Is the partner disposing of its entire interest in the partnership? ☐ Yes ☒ No

d Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? ☐ Yes ☒ No

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation): VP CANADA HOLDINGS ULC

4a Identifying number, if any: 98-1223954

5 Address (including country):
666 BURRARD STREET
VANCOUVER, BC V6C 2X8

4b Reference ID number: VPCANADA1

6 Country code of country of incorporation or organization: CA

7 Foreign law characterization (see instructions): CORPORATION

8 Is the transferee foreign corporation a controlled foreign corporation? ☒ Yes ☐ No

LHA For Paperwork Reduction Act Notice, see separate instructions.

024531 04-01-16

Form 926 (Rev. 12-2013)

Part III **Information Regarding Transfer of Property** (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	VARIOUS		164,328.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before .1600 % (b) After .1600 %

10 Type of nonrecognition transaction (see instructions) ▶ SECTION 351

11 Indicate whether any transfer reported in Part III is subject to any of the following:

		Yes	No
a	Gain recognition under section 904(f)(3)	☐	☒
b	Gain recognition under section 904(f)(5)(F)	☐	☒
c	Recapture under section 1503(d)	☐	☒
d	Exchange gain under section 987	☐	☒

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? ☐ Yes ☒ No

13 Indicate whether the transferor was required to recognize income under final and Temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following:

		Yes	No
a	Tainted property	☐	☒
b	Depreciation recapture	☐	☒
c	Branch loss recapture	☐	☒
d	Any other income recognition provision contained in the above-referenced regulations	☐	☒

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? ☐ Yes ☒ No

15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? ☐ Yes ☒ No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶ $ ____________

16 Was cash the only property transferred? ☒ Yes ☐ No

17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? ☐ Yes ☒ No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

Form **926** (Rev. December 2013) Department of the Treasury Internal Revenue Service

Return by a U.S. Transferor of Property to a Foreign Corporation

▶ Information about Form 926 and its separate instructions is at *www.irs.gov/form926*.

▶ Attach to your income tax return for the year of the transfer or distribution.

OMB No. 1545-0026

Attachment Sequence No. 128

Part I U.S. Transferor Information (see instructions)

Name of transferor	Identifying number (see instructions)
NELLIE MAE EDUCATION FOUNDATION, INC.	04-2755323

1 If the transferor was a corporation, complete questions 1a through 1d.

a If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? ☐ Yes ☐ No

b Did the transferor remain in existence after the transfer? ☐ Yes ☐ No

If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

c If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? ☐ Yes ☐ No

If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

d Have basis adjustments under section 367(a)(5) been made? ☐ Yes ☐ No

2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

a List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership
VARDE INVESTMENT PARTNERS, L.P.	41-2018992

b Did the partner pick up its pro rata share of gain on the transfer of partnership assets? ☐ Yes ☒ No

c Is the partner disposing of its entire interest in the partnership? ☐ Yes ☒ No

d Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? ☐ Yes ☒ No

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation)	4a Identifying number, if any
APRIL JVCO SARL	
5 Address (including country)	**4b Reference ID number**
6C RUE GABRIEL LIPPMAN LUXEMBOURG, LU L-5365	APRIL1

6 Country code of country of incorporation or organization

LU

7 Foreign law characterization (see instructions)

CORPORATION

8 Is the transferee foreign corporation a controlled foreign corporation? ☒ Yes ☐ No

LHA For Paperwork Reduction Act Notice, see separate instructions.

Part III **Information Regarding Transfer of Property** (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	VARIOUS		110,953.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions)

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before .0000 % (b) After .1096 %

10 Type of nonrecognition transaction (see instructions) ▶ SECTION 351

11 Indicate whether any transfer reported in Part III is subject to any of the following:

		Yes	No
a	Gain recognition under section 904(f)(3)	☐ Yes	☒ No
b	Gain recognition under section 904(f)(5)(F)	☐ Yes	☒ No
c	Recapture under section 1503(d)	☐ Yes	☒ No
d	Exchange gain under section 987	☐ Yes	☒ No

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? ☐ Yes ☒ No

13 Indicate whether the transferor was required to recognize income under final and Temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following:

		Yes	No
a	Tainted property	☐ Yes	☒ No
b	Depreciation recapture	☐ Yes	☒ No
c	Branch loss recapture	☐ Yes	☒ No
d	Any other income recognition provision contained in the above-referenced regulations	☐ Yes	☒ No

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? ☐ Yes ☒ No

15 a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? ☐ Yes ☒ No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶ $ ____________

16 Was cash the only property transferred? ☒ Yes ☐ No

17 a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? ☐ Yes ☒ No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

Form **926** (Rev. December 2013) Department of the Treasury Internal Revenue Service

Return by a U.S. Transferor of Property to a Foreign Corporation

▶ Information about Form 926 and its separate instructions is at *www.irs.gov/form926.*

▶ Attach to your income tax return for the year of the transfer or distribution.

OMB No. 1545-0026

Attachment Sequence No. 128

Part I U.S. Transferor Information (see instructions)

Name of transferor: NELLIE MAE EDUCATION FOUNDATION, INC.

Identifying number (see instructions): 04-2755323

1 If the transferor was a corporation, complete questions 1a through 1d.

a If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? ☐ Yes ☐ No

b Did the transferor remain in existence after the transfer? ☐ Yes ☐ No

If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

c If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? ☐ Yes ☐ No

If not, list the name and employer identification number (EIN) of the parent corporation.

Name of parent corporation	EIN of parent corporation

d Have basis adjustments under section 367(a)(5) been made? ☐ Yes ☐ No

2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

a List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership
VARDE INVESTMENT PARTNERS, L.P.	41-2018992

b Did the partner pick up its pro rata share of gain on the transfer of partnership assets? ☐ Yes ☒ No

c Is the partner disposing of its entire interest in the partnership? ☐ Yes ☒ No

d Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? ☐ Yes ☒ No

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation): WIZINK BANK, SA

4a Identifying number, if any:

5 Address (including country):
CALLE VELAZQUEZ 34
MADRID, SP 28001

4b Reference ID number: WIZINK1

6 Country code of country of incorporation or organization: SP

7 Foreign law characterization (see instructions): CORPORATION

8 Is the transferee foreign corporation a controlled foreign corporation? ☒ Yes ☐ No

LHA For Paperwork Reduction Act Notice, see separate instructions.

624531 04-01-16

Form 926 (Rev. 12-2013)

Part III **Information Regarding Transfer of Property** (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	VARIOUS		207,875.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions)

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before .0469 % (b) After .0469 %

10 Type of nonrecognition transaction (see instructions) ▶ SECTION 351

11 Indicate whether any transfer reported in Part III is subject to any of the following:

a Gain recognition under section 904(f)(3) ☐ Yes ☒ No

b Gain recognition under section 904(f)(5)(F) ☐ Yes ☒ No

c Recapture under section 1503(d) ☐ Yes ☒ No

d Exchange gain under section 987 ☐ Yes ☒ No

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? ☐ Yes ☒ No

13 Indicate whether the transferor was required to recognize income under final and Temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following:

a Tainted property ☐ Yes ☒ No

b Depreciation recapture ☐ Yes ☒ No

c Branch loss recapture ☐ Yes ☒ No

d Any other income recognition provision contained in the above-referenced regulations ☐ Yes ☒ No

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? ☐ Yes ☒ No

15 a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? ☐ Yes ☒ No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶ $ ______

16 Was cash the only property transferred? ☒ Yes ☐ No

17 a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? ☐ Yes ☒ No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

Form **926**
(Rev. December 2013)
Department of the Treasury
Internal Revenue Service

Return by a U.S. Transferor of Property to a Foreign Corporation

▶ Information about Form 926 and its separate instructions is at *www.irs.gov/form926*.
▶ Attach to your income tax return for the year of the transfer or distribution.

OMB No. 1545-0026
Attachment Sequence No 128

Part I U.S. Transferor Information (see instructions)

Name of transferor: NELLIE MAE EDUCATION FOUNDATION, INC.

Identifying number (see instructions): 04-2755323

1 If the transferor was a corporation, complete questions 1a through 1d.

a If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? ☐ Yes ☐ No

b Did the transferor remain in existence after the transfer? ☐ Yes ☐ No

If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

c If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? ☐ Yes ☐ No

If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

d Have basis adjustments under section 367(a)(5) been made? ☐ Yes ☐ No

2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

a List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership
VARDE INVESTMENT PARTNERS, L.P.	41-2018992

b Did the partner pick up its pro rata share of gain on the transfer of partnership assets? ☐ Yes ☒ No

c Is the partner disposing of its entire interest in the partnership? ☐ Yes ☒ No

d Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? ☐ Yes ☒ No

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation): MANSFIELD INVEST SA

4a Identifying number, if any:

5 Address (including country):
CALLE PRINCIPE DE VERGARA 131
PRIMERA PLANTA, MADRID, 28002 SPAIN

4b Reference ID number: MANSFIELD1

6 Country code of country of incorporation or organization: SP

7 Foreign law characterization (see instructions): CORPORATION

8 Is the transferee foreign corporation a controlled foreign corporation? ☒ Yes ☐ No

LHA For Paperwork Reduction Act Notice, see separate instructions.
624531
04-01-16

Part III **Information Regarding Transfer of Property** (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	VARIOUS		121,077.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before .0000 % (b) After .1200 %

10 Type of nonrecognition transaction (see instructions) ▶ SECTION 351

11 Indicate whether any transfer reported in Part III is subject to any of the following:

		Yes	No
a	Gain recognition under section 904(f)(3)	☐	☒
b	Gain recognition under section 904(f)(5)(F)	☐	☒
c	Recapture under section 1503(d)	☐	☒
d	Exchange gain under section 987	☐	☒

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? ☐ Yes ☒ No

13 Indicate whether the transferor was required to recognize income under final and Temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following:

		Yes	No
a	Tainted property	☐	☒
b	Depreciation recapture	☐	☒
c	Branch loss recapture	☐	☒
d	Any other income recognition provision contained in the above-referenced regulations	☐	☒

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? ☐ Yes ☒ No

15 a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? ☐ Yes ☒ No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶ $ ________

16 Was cash the only property transferred? ☒ Yes ☐ No

17 a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? ☐ Yes ☒ No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

Form **926** (Rev. December 2013) Department of the Treasury Internal Revenue Service

Return by a U.S. Transferor of Property to a Foreign Corporation

▶ Information about Form 926 and its separate instructions is at *www.irs.gov/form926*.
▶ Attach to your income tax return for the year of the transfer or distribution.

OMB No. 1545-0026

Attachment Sequence No. 128

Part I U.S. Transferor Information (see instructions)

Name of transferor: NELLIE MAE EDUCATION FOUNDATION, INC.

Identifying number (see instructions): 04-2755323

1 If the transferor was a corporation, complete questions 1a through 1d.

a If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? ☐ Yes ☐ No

b Did the transferor remain in existence after the transfer? ☐ Yes ☐ No

If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

c If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? ☐ Yes ☐ No

If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

d Have basis adjustments under section 367(a)(5) been made? ☐ Yes ☐ No

2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

a List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership
DENHAM COMMODITY PARTNERS FUND VI LP	45-2484628

b Did the partner pick up its pro rata share of gain on the transfer of partnership assets? ☐ Yes ☒ No

c Is the partner disposing of its entire interest in the partnership? ☐ Yes ☒ No

d Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? ☐ Yes ☒ No

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation): PEMBROKE RESOURCES SOUTH PTY LTD

4a Identifying number, if any:

5 Address (including country):
LEVEL 21, 50 BRIDGE STREET
SYDNEY, NSW 2000

4b Reference ID number: PEMBROKE1

6 Country code of country of incorporation or organization: AS

7 Foreign law characterization (see instructions): CORPORATION

8 Is the transferee foreign corporation a controlled foreign corporation? ☒ Yes ☐ No

LHA For Paperwork Reduction Act Notice, see separate instructions.

Part III **Information Regarding Transfer of Property** (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	VARIOUS		239,742.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before .0000 % (b) After .3300 %

10 Type of nonrecognition transaction (see instructions) ▶ SECTION 351

11 Indicate whether any transfer reported in Part III is subject to any of the following:

		Yes	No
a	Gain recognition under section 904(f)(3)	☐	☒
b	Gain recognition under section 904(f)(5)(F)	☐	☒
c	Recapture under section 1503(d)	☐	☒
d	Exchange gain under section 987	☐	☒

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? ☐ Yes ☒ No

13 Indicate whether the transferor was required to recognize income under final and Temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following:

		Yes	No
a	Tainted property	☐	☒
b	Depreciation recapture	☐	☒
c	Branch loss recapture	☐	☒
d	Any other income recognition provision contained in the above-referenced regulations	☐	☒

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? ☐ Yes ☒ No

15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? ☐ Yes ☒ No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶ $ ________

16 Was cash the only property transferred? ☒ Yes ☐ No

17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? ☐ Yes ☒ No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

Form **926** (Rev. December 2013) Department of the Treasury Internal Revenue Service

Return by a U.S. Transferor of Property to a Foreign Corporation

▶ Information about Form 926 and its separate instructions is at *www.irs.gov/form926*.

▶ Attach to your income tax return for the year of the transfer or distribution.

OMB No. 1545-0026

Attachment Sequence No. 128

Part I U.S. Transferor Information (see instructions)

Name of transferor	Identifying number (see instructions)
NELLIE MAE EDUCATION FOUNDATION, INC.	04-2755323

1 If the transferor was a corporation, complete questions 1a through 1d.

a If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? ☐ Yes ☐ No

b Did the transferor remain in existence after the transfer? ☐ Yes ☐ No

If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

c If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? ☐ Yes ☐ No

If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

d Have basis adjustments under section 367(a)(5) been made? ☐ Yes ☐ No

2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

a List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership
DENHAM COMMODITY PARTNERS FUND VI LP	45-2484628

b Did the partner pick up its pro rata share of gain on the transfer of partnership assets? ☐ Yes ☒ No

c Is the partner disposing of its entire interest in the partnership? ☐ Yes ☒ No

d Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? ☐ Yes ☒ No

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation)
ENDEAVOR ENERGY POWER HOLDINGS II LIMITED

4a Identifying number, if any

5 Address (including country)
THE AXIS 26 CYBERCITY, 2ND FLOOR
EBENE, REPUBLIC OF MAURITIUS 72201

4b Reference ID number
ENDEAVOR1

6 Country code of country of incorporation or organization
MP

7 Foreign law characterization (see instructions)
CORPORATION

8 Is the transferee foreign corporation a controlled foreign corporation? ☒ Yes ☐ No

LHA For Paperwork Reduction Act Notice, see separate instructions. Form 926 (Rev. 12-2013)

624531 04-01-16

Part III **Information Regarding Transfer of Property** (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	VARIOUS		253,321.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

Part IV | Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before .3300 % (b) After .3300 %

10 Type of nonrecognition transaction (see instructions) ▶ SECTION 351

11 Indicate whether any transfer reported in Part III is subject to any of the following:

		Yes	No
a	Gain recognition under section 904(f)(3)	☐	☒
b	Gain recognition under section 904(f)(5)(F)	☐	☒
c	Recapture under section 1503(d)	☐	☒
d	Exchange gain under section 987	☐	☒

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? ☐ Yes ☒ No

13 Indicate whether the transferor was required to recognize income under final and Temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following:

		Yes	No
a	Tainted property	☐	☒
b	Depreciation recapture	☐	☒
c	Branch loss recapture	☐	☒
d	Any other income recognition provision contained in the above referenced regulations	☐	☒

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? ☐ Yes ☒ No

15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? ☐ Yes ☒ No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶ $

16 Was cash the only property transferred? ☒ Yes ☐ No

17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? ☐ Yes ☒ No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

Form **926** (Rev. December 2013) Department of the Treasury Internal Revenue Service

Return by a U.S. Transferor of Property to a Foreign Corporation

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▶ Attach to your income tax return for the year of the transfer or distribution.

OMB No. 1545-0026

Attachment Sequence No. 128

Part I U.S. Transferor Information (see instructions)

Name of transferor	Identifying number (see instructions)
NELLIE MAE EDUCATION FOUNDATION, INC.	04-2755323

1 If the transferor was a corporation, complete questions 1a through 1d.

a If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? ☐ Yes ☐ No

b Did the transferor remain in existence after the transfer? ☐ Yes ☐ No

If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

c If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? ☐ Yes ☐ No

If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

d Have basis adjustments under section 367(a)(5) been made? ☐ Yes ☐ No

2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

a List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership
DENHAM COMMODITY PARTNERS FUND VI LP	45-2484628

b Did the partner pick up its pro rata share of gain on the transfer of partnership assets? ☐ Yes ☒ No

c Is the partner disposing of its entire interest in the partnership? ☐ Yes ☒ No

d Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? ☐ Yes ☒ No

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation)	4a Identifying number, if any
JDS SILVER HOLDINGS LTD	
5 Address (including country) 900-999 WEST HASTINGS ST. VANCOUVER, BC V6C 2W2	**4b** Reference ID number JDS1

6 Country code of country of incorporation or organization

CA

7 Foreign law characterization (see instructions)

CORPORATION

8 Is the transferee foreign corporation a controlled foreign corporation? ☒ Yes ☐ No

Part III **Information Regarding Transfer of Property** (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	VARIOUS		147,713.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions)

Part IV | Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before .1700 % (b) After .2100 %

10 Type of nonrecognition transaction (see instructions) ▶ SECTION 351

11 Indicate whether any transfer reported in Part III is subject to any of the following:

a Gain recognition under section 904(f)(3) ☐ Yes ☒ No

b Gain recognition under section 904(f)(5)(F) ☐ Yes ☒ No

c Recapture under section 1503(d) ☐ Yes ☒ No

d Exchange gain under section 987 ☐ Yes ☒ No

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? ☐ Yes ☒ No

13 Indicate whether the transferor was required to recognize income under final and Temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following:

a Tainted property ☐ Yes ☒ No

b Depreciation recapture ☐ Yes ☒ No

c Branch loss recapture ☐ Yes ☒ No

d Any other income recognition provision contained in the above-referenced regulations ☐ Yes ☒ No

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? ☐ Yes ☒ No

15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? ☐ Yes ☒ No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶ $ ________

16 Was cash the only property transferred? ☒ Yes ☐ No

17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? ☐ Yes ☒ No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

Form **926** (Rev. December 2013) Department of the Treasury Internal Revenue Service

Return by a U.S. Transferor of Property to a Foreign Corporation

▶ Information about Form 926 and its separate instructions is at *www.irs.gov/form926.*

▶ Attach to your income tax return for the year of the transfer or distribution.

OMB No. 1545-0026

Attachment Sequence No. 128

Part I U.S. Transferor Information (see instructions)

Name of transferor: NELLIE MAE EDUCATION FOUNDATION, INC.

Identifying number (see instructions): 04-2755323

1 If the transferor was a corporation, complete questions 1a through 1d.

a If the transfer was a section 351(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? ☐ Yes ☒ No

b Did the transferor remain in existence after the transfer? ☒ Yes ☐ No

If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

c If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? ☐ Yes ☒ No

If not, list the name and employer identification number (EIN) of the parent corporation.

Name of parent corporation	EIN of parent corporation

d Have basis adjustments under section 367(a)(5) been made? ☐ Yes ☒ No

2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

a List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership

b Did the partner pick up its pro rata share of gain on the transfer of partnership assets? ☐ Yes ☐ No

c Is the partner disposing of its entire interest in the partnership? ☐ Yes ☐ No

d Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? ☐ Yes ☐ No

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation): HIGHFIELDS CAPITAL LTD.

4a Identifying number, if any:

5 Address (including country):
45 MARKET STREET, P.O. BOX 896
CAMANA BAY, GRAND CAYMAN KY1-1103 CAYMAN ISLANDS

4b Reference ID number: HIGHFIELDS1

6 Country code of country of incorporation or organization: CJ

7 Foreign law characterization (see instructions): CORPORATION

8 Is the transferee foreign corporation a controlled foreign corporation? ☐ Yes ☒ No

LHA For Paperwork Reduction Act Notice, see separate instructions.

624531 04-01-16

Form 926 (Rev. 12-2013)

Part III **Information Regarding Transfer of Property** (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	12/30/2016		10,000,000.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before ________ % (b) After ________ %

10 Type of nonrecognition transaction (see instructions) ▶ SECTION 351

11 Indicate whether any transfer reported in Part III is subject to any of the following:

a Gain recognition under section 904(f)(3) ☐ Yes ☒ No

b Gain recognition under section 904(f)(5)(F) ☐ Yes ☒ No

c Recapture under section 1503(d) ☐ Yes ☒ No

d Exchange gain under section 987 ☐ Yes ☒ No

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? ☐ Yes ☒ No

13 Indicate whether the transferor was required to recognize income under final and Temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following:

a Tainted property ☐ Yes ☒ No

b Depreciation recapture ☐ Yes ☒ No

c Branch loss recapture ☐ Yes ☒ No

d Any other income recognition provision contained in the above-referenced regulations ☐ Yes ☒ No

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? ☐ Yes ☒ No

15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? ☐ Yes ☒ No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶ $ ________

16 Was cash the only property transferred? ☒ Yes ☐ No

17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? ☐ Yes ☒ No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

Section 1.263 (a)- 1(f) De Minimis Safe Harbor Election

Nellie Mae Education Foundation, Inc.
1250 Hancock St. No. 205N
Quincy, MA 02169

Employer Identification Number: 04-2755323

For the Year Ending December 31, 2016

Nellie Mae Education Foundation, Inc. is making the de minimis safe harbor election under Reg. Sec. 1.263 (a) – 1 (f).

Form **8868** (Rev. January 2017)

Department of the Treasury
Internal Revenue Service

Application for Automatic Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

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

OMB No. 1545-1709

Electronic filing (*e-file*). You can electronically file Form 8868 to request a 6-month automatic extension of time to file any of the forms listed below with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, for which an extension request must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile*, click on Charities & Non-Profits, and click on *e-file* for *Charities and Non-Profits.*

Automatic 6-Month Extension of Time. Only submit original (no copies needed).

All corporations required to file an income tax return other than Form 990-T (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

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

Enter the Return Code for the return that this application is for (file a separate application for each return) 0 7

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

• The books are in the care of ▶ MICHAEL CAREY 1250 HANCOCK STREET, 205N - QUINCY, MA 02169

Telephone No. ▶ 781-348-4271 Fax No. ▶ 781-348-4299

• If the organization does not have an office or place of business in the United States, check this box ▶ ☐

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______. If this is for the whole group, check this box ▶ ☐. If it is for part of the group, check this box ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 6-month extension of time until NOVEMBER 15, 2017, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ ☒ calendar year 2016 or

▶ ☐ tax year beginning ______, and ending ______.

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

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

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

LHA **For Privacy Act and Paperwork Reduction Act Notice, see instructions.** Form 8868 (Rev. 1-2017)

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