U. S. SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

(MARK ONE)

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

FOR THE QUARTERLY PERIOD ENDED JUNE 30, 2006

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

COMMISSION FILE NUMBER 000-51371

LINCOLN EDUCATIONAL SERVICES CORPORATION
(Exact name of registrant as specified in its charter)

NEW JERSEY	57-1150621
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)

200 EXECUTIVE DRIVE, SUITE 340
WEST ORANGE, NJ 07052
(Address of principal executive offices)

(973) 736-9340
(Registrant's telephone number, including area code)

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one): Large accelerated filer|_| Accelerated filer|_| Non-accelerated filer|X|

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes |_| No |X|

As of August 3, 2006, there were 25,397,095 shares of the registrant's common stock outstanding.

LINCOLN EDUCATIONAL SERVICES CORPORATION AND SUBSIDIARIES

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PART I - FINANCIAL INFORMATION

Item 1. FINANCIAL STATEMENTS

LINCOLN EDUCATIONAL SERVICES CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(IN THOUSANDS, EXCEPT SHARE AMOUNTS)

	JUNE 30, 2006 (UNAUDITED)	DECEMBER 31, 2005
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	$ 5,467	$ 50,257
Restricted cash	2,069	-
Accounts receivable, less allowance of $11,631 and $7,647 at June 30, 2006 and December 31, 2005, respectively	15,769	13,950
Inventories	2,181	1,764
Deferred income taxes	4,013	3,545
Due from federal funds	314	-
Prepaid expenses and other current assets	4,964	3,190
Prepaid income taxes	2,517	-
Other receivable	235	452
Total current assets	37,529	73,158
PROPERTY, EQUIPMENT AND FACILITIES - At cost, net of accumulated depreciation and amortization of $66,167 and $59,570 at June 30, 2006 and December 31, 2005, respectively	94,293	68,932
OTHER ASSETS:		
Deferred finance charges	1,114	1,211
Benefit under interest rate swap	384	-
Prepaid pension cost	5,046	5,071
Deferred income taxes	-	2,790
Goodwill	82,578	59,467
Other assets	5,213	4,163
Total other assets	94,335	72,702
TOTAL	$ 226,157	$ 214,792

LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Current portion of long-term debt and lease obligations	$ 1,034	$ 283
Unearned tuition	27,309	34,930
Accounts payable	10,696	12,675
Accrued expenses	12,073	11,060
Advance payments of federal funds	-	840
Income taxes payable	-	4,085

Total current liabilities	51,112	63,873
NONCURRENT LIABILITIES:		
Deferred income taxes	1,923	-
Long-term debt and lease obligations, net of current portion	26,751	10,485
Other long-term liabilities	5,115	4,444
Total liabilities	84,901	78,802
COMMITMENTS AND CONTINGENCIES		
STOCKHOLDERS' EQUITY:		
Preferred stock, no par value - 10,000,000 shares authorized, no shares issued and outstanding at June 30, 2006 and December 31, 2005	-	-
Common stock, no par value - authorized 100,000,000 shares at June 30, 2006 and December 31, 2005, issued and outstanding 25,390,669 shares at June 30, 2006 and 25,168,390 shares at December 31, 2005	119,875	119,453
Additional paid-in capital	7,008	5,665
Deferred compensation	(587)	(360)
Retained earnings	14,960	11,232
Total stockholders' equity	141,256	135,990
TOTAL	$ 226,157	$ 214,792

See notes to unaudited condensed consolidated financial statements.

LINCOLN EDUCATIONAL SERVICES CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
(IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)
(UNAUDITED)

	THREE MONTHS ENDED JUNE 30,		SIX MONTHS ENDED JUNE 30,	
	2006	2005	2006	2005
REVENUES	$ 75,363	$ 68,236	$ 150,876	$ 139,105
COSTS AND EXPENSES:				
Educational services and facilities	32,609	29,559	64,746	58,643
Selling, general and administrative	40,955	37,865	79,623	77,149
Total costs & expenses	73,564	67,424	144,369	135,792
OPERATING INCOME	1,799	812	6,507	3,313
OTHER:				
Interest income	306	22	777	30
Interest expense	(570)	(763)	(1,044)	(1,957)
Other income	54	-	70	-
INCOME BEFORE INCOME TAXES	1,589	71	6,310	1,386
PROVISION FOR INCOME TAXES	623	29	2,582	572
NET INCOME	$ 966	$ 42	$ 3,728	$ 814
Earnings per share - basic:	$ 0.04	$ 0.00	$ 0.15	$ 0.04
Net income available to common shareholders				
Earnings per share - diluted:	$ 0.04	$ 0.00	$ 0.14	$ 0.04
Net income available to common shareholders				
Weighted average number of common shares outstanding:				
Basic	25,303	21,950	25,245	21,825
Diluted	26,084	23,077	26,061	23,021

See notes to unaudited condensed consolidated financial statements.

LINCOLN EDUCATIONAL SERVICES CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY
(IN THOUSANDS)
(UNAUDITED)

	COMMON STOCK		ADDITIONAL PAID-IN	DEFERRED	RETAINED	
	SHARES	AMOUNT	CAPITAL	COMPENSATION	EARNINGS	TOTAL
BALANCE - December 31, 2005	25,168	$119,453	$ 5,665	$ (360)	$ 11,232	$ 135,990

Net income	-	-	-	-	3,728	3,728
Reduction of issuance expenses associated with the initial public offering	-	150	-	-	-	150
Issuance of restricted stock and amortization of deferred compensation	19	-	300	(227)	-	73
Stock-based compensation expense	-	-	684	-	-	684
Tax benefit of options exercised	-	-	359	-	-	359
Exercise of stock options	204	272	-	-	-	272
BALANCE - June 30, 2006	25,391	$119,875	$ 7,008	$ (587)	$ 14,960	$ 141,256

See notes to unaudited condensed consolidated financial statements.

LINCOLN EDUCATIONAL SERVICES CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(IN THOUSANDS)
(UNAUDITED)

	SIX MONTHS ENDED JUNE 30, 2006	2005
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	$ 3,728	$ 814
Adjustments to reconcile net income to net cash used in operating activities:		
Depreciation and amortization	7,136	6,134
Amortization of deferred finance charges	97	95
Write-off of deferred finance costs	-	365
Deferred income taxes	(1,469)	(195)
Fixed asset donations	(16)	-
Provision for doubtful accounts	7,446	4,730
Stock-based compensation expense and issuance of restricted stock	757	708
Tax benefit associated with exercise of stock options	359	39
Deferred rent	618	959
(Increase) decrease in assets, net of acquisitions:		
Restricted cash	(2,069)	-
Accounts receivable	(8,544)	(3,637)
Inventories	(330)	20
Prepaid expenses and current assets	(1,893)	(362)
Other assets	40	608
Increase (decrease) in liabilities, net of acquisitions:		
Accounts payable	(2,863)	1,343
Other liabilities	(1,062)	(142)
Income taxes payable/prepaid	(6,602)	(2,225)
Accrued expenses	1,035	(1,007)
Unearned tuition	(9,831)	(9,942)
Total adjustments	(17,191)	(2,509)
Net cash used in operating activities	(13,463)	(1,695)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Capital expenditures	(8,643)	(6,566)
Acquisitions, net of cash acquired	(32,759)	(19,877)
Net cash used in investing activities	(41,402)	(26,443)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from borrowings	10,000	31,000
Payments on borrowings	(55)	(66,750)
Payments of deferred finance fees	-	(833)
Proceeds from exercise of stock options	272	256
Principal payments under capital lease obligations	(142)	(157)
Repayment from shareholder loans	-	181
Proceeds from issuance of common stock, net of issuance costs of $6,882	-	53,118
Net cash provided by financing activities	10,075	16,815
NET DECREASE IN CASH AND CASH EQUIVALENTS	(44,790)	(11,323)
CASH AND CASH EQUIVALENTS--Beginning of period	50,257	41,445
CASH AND CASH EQUIVALENTS--End of period	$ 5,467	$ 30,122
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:		
Cash paid during the year for:		
Interest	$ 932	$ 1,573
Income taxes	$ 10,294	$ 2,949
SUPPLEMENTAL SCHEDULE OF NONCASH INVESTING AND FINANCING ACTIVITIES:		
Cash paid during the period for:		
Fair value of assets acquired	$ 48,987	$ 23,425
Net cash paid for the acquisitions	(39,973)	(19,877)

Liabilities assumed	$ 9,014	$ 3,548

See notes to unaudited condensed consolidated financial statements.

LINCOLN EDUCATIONAL SERVICES CORPORATION AND SUBSIDIARIES
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
SIX MONTHS ENDED JUNE 30, 2006 AND 2005
(IN THOUSANDS, EXCEPT SHARE AND PER SHARE AMOUNTS AND UNLESS OTHERWISE STATED)
(UNAUDITED)

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

BUSINESS ACTIVITIES - Lincoln Educational Services Corporation and its wholly owned subsidiaries ("LESC" or the "Company") operate career-oriented post-secondary schools in various locations, which offer technical programs of study in several different specialties.

BASIS OF PRESENTATION - The accompanying unaudited condensed consolidated financial statements have been prepared by the Company pursuant to the rules and regulations of the Securities and Exchange Commission and in accordance with accounting principles generally accepted in the United States of America ("GAAP"). Certain information and footnote disclosures normally included in annual financial statements have been omitted or condensed pursuant to such regulations. These statements, when read in conjunction with the December 31, 2005 consolidated financial statements of the Company reflect all adjustments, consisting solely of normal recurring adjustments, necessary to present fairly the consolidated financial position, results of operations, and cash flows for such periods. The results of operations for the three and six months ended June 30, 2006 are not necessarily indicative of the results that may be expected for the fiscal year ending December 31, 2006.

The unaudited condensed consolidated financial statements as of June 30, 2006 and the condensed consolidated financial statements as of December 31, 2005 and for the three and six months ended June 30, 2006 and 2005 include the accounts of the Company. All significant intercompany accounts and transactions have been eliminated.

USE OF ESTIMATES IN THE PREPARATION OF FINANCIAL STATEMENTS - The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the period. On an ongoing basis, the Company evaluates the estimates and assumptions, including those related to revenue recognition, bad debts, fixed assets, goodwill and other intangible assets, stock-based compensation, income taxes, benefit plans and certain accruals. Actual results could differ from those estimates.

2. RECENT ACCOUNTING PRONOUNCEMENTS

In June 2006, the Financial Accounting Standards Board ("FASB") issued FASB Interpretation ("FIN") No. 48, ACCOUNTING FOR UNCERTAINTY IN INCOME TAXES. FIN 48 clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements in accordance with FASB Statement of Financial Accounting Standards ("SFAS") No. 109, "Accounting for Income Taxes". This Interpretation defines the minimum recognition threshold a tax position is required to meet before being recognized in the financial statements. FIN 48 is effective for fiscal years beginning after December 15, 2006. The Company is currently evaluating the effect that the adoption of FIN 48 will have on its consolidated financial statements.

In March 2006, FASB issued SFAS No. 156, ACCOUNTING FOR SERVICING OF FINANCIAL ASSETS." SFAS No. 156 provides guidance addressing the recognition and measurement of separately recognized servicing assets and liabilities, common with mortgage securitization activities, and provides an approach to simplify efforts to obtain hedge accounting treatment. SFAS No. 156 is effective for all separately recognized servicing assets and liabilities acquired or issued after the beginning of an entity's fiscal year that begins after September 15, 2006, with early adoption being permitted. The adoption of the provision of SFAS No. 156 is not expected to have a material effect on the Company's consolidated

financial statements.

In February 2006, the FASB issued SFAS No. 155, ACCOUNTING FOR CERTAIN HYBRID FINANCIAL INSTRUMENTS." SFAS No. 155 is effective beginning January 1, 2007. The adoption of the provision of SFAS No. 155 is not expected to have a material effect on the Company's consolidated financial statements.

In June 2005, the FASB issued SFAS No. 154, ACCOUNTING CHANGES AND ERROR CORRECTIONS, A REPLACEMENT OF APB OPINION NO. 20 AND FASB STATEMENT NO. 3. SFAS No. 154 applies to all voluntary changes in accounting principle, and changes the requirements for accounting for and reporting of a change in accounting principle. SFAS No. 154 requires retrospective application to prior periods' financial statements of a voluntary change in accounting principle unless it is impracticable. Accounting Principles Boards ("APB") Opinion No. 20 previously required that most voluntary changes in accounting principle be recognized by including in net income of the period of the change the cumulative effect of changing to the new accounting principle. SFAS No. 154 requires that a change in method of depreciation, amortization, or depletion for long-lived, nonfinancial assets be accounted for as a change in accounting estimate that is affected by a change in accounting principle. APB Opinion No. 20 previously required that such a change be reported

as a change in accounting principle. The Company adopted SFAS No. 154 on January 1, 2006. The adoption of the provisions of SFAS No. 154 had no effect on the Company's consolidated financial statements.

In March 2005, the FASB issued FIN 47, ACCOUNTING FOR CONDITIONAL ASSET RETIREMENT OBLIGATIONS. FIN 47 clarifies that a conditional asset retirement obligation, as used in SFAS 143, ACCOUNTING FOR ASSET RETIREMENT OBLIGATIONS, refers to a legal obligation to perform an asset retirement activity in which the timing and/or method of the settlement are conditional on a future event that may or may not be within the control of the entity. Accordingly, an entity is required to recognize a liability for the fair value of a conditional asset retirement obligation if the fair value can be reasonably estimated. The Company adopted FIN 47 on January 1, 2006. The adoption of the provisions of FIN 47 had no effect on the Company's consolidated financial statements.

In December 2004, the FASB issued SFAS No. 153, EXCHANGES OF NONMONETARY ASSETS, AN AMENDMENT OF APB OPINION NO. 29, ACCOUNTING FOR NONMONETARY TRANSACTIONS. SFAS No. 153 addresses the measurement of exchanges of nonmonetary assets and requires that such exchanges be measured at fair value, with limited exceptions. SFAS No. 153 amends APB Opinion No. 29 ACCOUNTING FOR NONMONETARY TRANSACTIONS, by eliminating the exception that required nonmonetary exchanges of similar productive assets be recorded on a carryover basis. The Company adopted SFAS No. 153 on January 1, 2006. The adoption of the provisions of SFAS No. 153 had no effect on the Company's consolidated financial statements.

3. STOCK-BASED COMPENSATION

In December 2004, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 123 (revised 2004), SHARE-BASED PAYMENT, ("FAS 123R"). This Statement requires companies to expense the estimated fair value of stock options and similar equity instruments issued to employees over the requisite service period. On December 1, 2005, the Company adopted FAS 123R in advance of the mandatory adoption date of the first quarter of 2006 to better reflect the full cost of employee compensation. The Company adopted FAS 123R using the modified prospective method, which requires it to record compensation expense for all awards granted after the date of adoption, and for the unvested portion of previously granted awards that remain outstanding at the date of adoption. Prior to the adoption of FAS 123R, the Company recognized stock-based compensation under FAS 123 "STOCK BASED Compensation" and as a result, the implementation of FAS 123R did not have a material impact on the Company's financial presentation. Reflected in the accompanying statements of income is compensation expense of approximately $0.4 million and $0.3 million for the three months ended June 30, 2006 and 2005 and $0.7 million and $0.7 million for the six months ended June 30, 2006 and 2005, respectively, incurred under this plan.

The fair value concepts were not changed significantly under FAS 123R from those utilized under FAS No. 123; however, in adopting this Standard, companies must

choose among alternative valuation models and amortization assumptions. After assessing these alternatives, the Company decided to continue using the Black-Scholes valuation model, however, we decided to utilize straight-line amortization of compensation expense over the requisite service period of the grant, rather than over the individual grant requisite period as chosen under FAS 123. Under FAS 123, the Company had recognized stock option forfeitures as they incurred. Commencing with the adoption of FAS 123R, the Company make estimates of expected forfeitures calculation upon grant issuance.

4. WEIGHTED AVERAGE COMMON SHARES

The weighted average numbers of common shares used to compute basic and diluted income per share for the three and six months ended June 30, 2006 and 2005, respectively, were as follows:

	THREE MONTHS ENDING JUNE 30,		SIX MONTHS ENDING JUNE 30,	
	2006	2005	2006	2005
	(IN THOUSANDS)			
Basic shares outstanding	25,303	21,950	25,245	21,825
Dilutive effect of stock options	781	1,127	816	1,196
Diluted shares outstanding	26,084	23,077	26,061	23,021

For the three months ended June 30, 2006 and 2005, options to acquire 208,500 and 71,000 shares, and six months ended June 30, 2006 and 2005, options to acquire 208,500 and 71,000 shares, respectively, were excluded from the above table as the result on reported earnings per share would have been antidilutive.

5. BUSINESS ACQUISITIONS

On May 22, 2006, Lincoln Technical Institute, Inc., a wholly-owned subsidiary of the Company, acquired New England Institute of Technology at Palm Beach, Inc. ("FLA") for approximately $40.0 million, net of cash acquired. The FLA purchase price has been preliminarily allocated to identifiable net assets with the excess of the purchase price over the estimated fair value of the net assets acquired recorded as goodwill.

On December 1, 2005, a wholly-owned subsidiary of the Company acquired Euphoria Institute LLC ("EUP") for approximately $9.2 million, net of cash acquired.

On January 11, 2005, a wholly-owned subsidiary of the Company acquired New England Technical Institute ("NETI") for approximately $18.8 million, net of cash acquired.

The consolidated financial statements include the results of operations of FLA, EUP and NETI from their respective acquisition dates. The purchase prices have been allocated to identifiable net assets with the excess of the purchase price over the estimated fair value of the net assets acquired recorded as goodwill. None of the acquisitions were deemed material to the Company's financial statements.

The following unaudited pro forma results of operations for the three and six months ended June 30, 2006 and three and six months ended June 30, 2005 assumes that the acquisitions occurred at the beginning of the year of acquisition. The unaudited pro forma results of operations are based on historical results of operations, include adjustments for depreciation, amortization, interest, and taxes, but do not necessarily reflect the actual results that would have occurred.

THREE MONTHS ENDING JUNE 30, 2006	SIX MONTHS ENDING JUNE 30, 2006
PRO	PRO

	HISTORICAL 2006	FORMA IMPACT FLA 2006	PRO FORMA 2006		HISTORICAL 2006	FORMA IMPACT FLA 2006	PRO FORMA 2006
Revenue	$ 75,363	$ 2,289	$ 77,652	Revenue	$ 150,876	$ 7,148	$158,024
Net Income	$ 966	$ (460)	$ 506	Net Income	$ 3,728	$ (302)	$ 3,426
Earnings per share - basic	$ 0.04		$ 0.02	Earnings per share - basic	$ 0.15		$ 0.13
Earnings per share - diluted	$ 0.04		$ 0.02	Earnings per share - diluted	$ 0.14		$ 0.13

THREE MONTHS ENDING JUNE 30, 2005

	HISTORICAL 2005	PRO FORMA IMPACT NETI 2005	PRO FORMA IMPACT EUP 2005	PRO FORMA IMPACT FLA 2005	PRO FORMA 2005
Revenue	$ 68,236	$ 278	$ 1,251	$ 4,358	$ 74,123
Net Income	$ 42	$ 6	$ (69)	$ (129)	$ (150)
Earnings per share - basic	$ 0.00				$ (0.01)
Earnings per share - diluted	$ 0.00				$ (0.01)

SIX MONTHS ENDING JUNE 30, 2005

	HISTORICAL 2005	PRO FORMA IMPACT NETI 2005	PRO FORMA IMPACT EUP 2005	PRO FORMA IMPACT FLA 2005	PRO FORMA 2005
Revenue	$ 139,105	$ 278	$ 2,619	$ 9,172	$ 151,174
Net Income	$ 814	$ 6	$ 20	$ 123	$ 963
Earnings per share - basic	$ 0.04				$ 0.04
Earnings per share - diluted	$ 0.04				$ 0.04

6. GOODWILL AND OTHER INTANGIBLE ASSETS

The Company accounts for its intangible assets in accordance with SFAS No. 142, GOODWILL AND OTHER INTANGIBLE ASSETS. The Company reviews intangible assets with an indefinite useful life for impairment when indicators of impairment exist. Annually, or more frequently if necessary, the Company evaluates goodwill for impairment, with any resulting impairment reflected as an operating expense.

Amortization of intangible assets was approximately $0.1 million for the three months ended June 30, 2006 and 2005, respectively, and $0.4 million and $0.3 million for the six months ended June 30, 2006 and 2005, respectively.

Changes in the carrying amount of goodwill from the year ended December 31, 2005 to the six months ended June 30, 2006 were as follows:

Goodwill balance as of December 31, 2005	$ 59,467
Goodwill acquired pursuant to business acquisition of FLA	22,205
Goodwill adjustments	906
Goodwill balance as of June 30, 2006	$ 82,578

Intangible assets, which are included in other assets in the accompanying condensed consolidated balance sheets, consist of the following:

		AT JUNE 30, 2006		AT DECEMBER 31, 2005	
	WEIGHTED AVERAGE AMORTIZATION PERIOD (YEARS)	GROSS CARRYING AMOUNT	ACCUMULATED AMORTIZATION	GROSS CARRYING AMOUNT	ACCUMULATED AMORTIZATION
Student Contracts	1	$ 3,050	$ 1,910	$ 1,920	$ 1,569
Trade name	Indefinite	1,490	-	1,410	-
Curriculum	10	700	103	1,400	74
Non-compete	0	1,001	23	1	1

Total	N/A	$ 6,241	$ 2,036	$ 4,731	$ 1,644

The increase in trade name and decrease in curriculum from December 31, 2005 to June 30, 2006 was due to the finalization of the EUP purchase valuation.

7. OTHER ACCOUNTS RECEIVABLE

Other accounts receivable represent amounts due from the previous owners of New England Institute of Technology at Palm Beach, Inc. resulting from purchase price adjustments in the closing balance sheet as stipulated in the stock purchase agreement.

8. LONG-TERM DEBT

The Company has a credit agreement with a syndicate of banks. Under the terms of the agreement, the syndicate provided the Company with a $100 million credit facility. The credit agreement permits the issuance of up to $20 million in letters of credit, the amount of which reduces the availability of permitted borrowings under the agreement. In connection with entering into the credit agreement, the Company wrote off approximately $0.4 million of unamortized deferred finance charges under the old credit agreement for the three months ended March 31, 2005. The Company incurred approximately $0.8 million of deferred finance charges under the existing credit agreement. At June 30, 2006, the Company had outstanding letters of credit aggregating $4.4 million.

The obligations of the Company under the credit agreement are secured by a lien on substantially all of the assets of the Company and its subsidiaries and any assets that it or its subsidiaries may acquire in the future, including a pledge of substantially all of the subsidiaries' common stock. Outstanding borrowings bear interest at the rate of adjusted LIBOR plus 1.0% to 1.75%, as defined, or a base rate (as defined in the credit agreement). In addition to paying interest on outstanding principal under the credit agreement, the Company and its subsidiaries are required to pay a commitment fee to the lender with respect to the unused amounts available under the credit agreement at a rate equal to 0.25% to 0.40% per year, as defined. In connection with the Company's initial public offering in 2005, the Company repaid the then outstanding loan balance of $31.0 million.

The credit agreement contains various covenants, including a number of financial covenants. Furthermore, the credit agreement contains customary events of default as well as an event of default in the event of the suspension or termination of Title IV Program funding for the Company's and its subsidiaries' schools aggregating 10% or more of the Company's EBITDA (as defined) or its consolidated total assets and such suspension or termination is not cured within a specified period.

On May 16, 2006, the Company borrowed $10.0 million under the credit agreement. The interest rate under this borrowing is 6.17%.

As of June 30, 2006, the Company was in compliance with the financial covenants contained in the credit agreement.

On May 22, 2006, the Company assumed a mortgage note payable as part of the acquisition of the New England Institute of Technology at Palm Beach, Inc. in the amount of $7.2 million. The mortgage note is payable to the bank in monthly installments which varies due to the interest rate. The note has an interest rate which is at the bank's LIBOR rate plus 2.0% with a maturity date of May 1, 2023. The Note is secured by a first position mortgage on real estate (See Note 15).

9. EQUITY

Pursuant to the Company's 2005 Non-Employee Directors Restricted Stock Plan (the "Non-Employee Directors Plan"), two newly appointed non-employee directors received an award of restricted shares of common stock equal to $0.06 million on March 1, 2006. The number of shares granted to each non-employee director was based on the fair market value of a share of common stock on that date. These 7,250 restricted shares (3,625 for each non-employee director) vest ratably on the first, second and third anniversaries of the date of grant; however, there is no vesting period on the right to vote or the right to receive dividends on

these restricted shares. Additionally, on May 23, 2006, the date of our annual meeting, each non-employee Board member received an annual restricted award equal to $0.03 million. The number of shares granted to each non-employee director was based on the fair market value of a share of common stock on that date. These 14,248 restricted shares (1,781 for each non-employee director) vest ratably on the first, second and third anniversaries of the date of grant; however, there is no vesting period on the right to vote or the right to receive dividends on these restricted shares. As of June 30, 2006, there were a total of 39,912 shares awarded under the Non-Employee Directors Plan. None of these shares are vested.

The fair value of the stock options used to compute stock-based compensation is the estimated present value at the date of grant using the Black-Scholes option pricing model. The weighted average fair values of options granted during 2006 were $9.65 using the following weighted average assumptions for grants:

	JUNE 30, 2006
Expected volatility	55.10%
Expected dividend yield	0%
Expected life (term)	6 Years
Risk-free interest rate	4.13-4.84%
Weighted-average exercise price during the year	$16.88

The following is a summary of transactions pertaining to the option plans:

	SHARES	WEIGHTED-AVERAGE EXERCISE PRICE PER SHARE
Outstanding December 31, 2005	1,839,173	$7.26
Granted	67,000	16.88
Cancelled	(76,572)	13.02
Exercised	(203,850)	3.10
Outstanding June 30, 2006	1,625,751	7.89

The following table presents a summary of options outstanding at June 30, 2006:

	AS OF JUNE 30, 2006				
	STOCK OPTIONS OUTSTANDING			STOCK OPTIONS EXERCISABLE	
RANGE OF EXERCISE PRICES	SHARES	CONTRACTUAL WEIGHTED AVERAGE LIFE (YEARS)	WEIGHTED AVERAGE PRICE	SHARES	WEIGHTED EXERCISE PRICE
$1.55	50,898	2.98	$1.55	50,898	$1.55
$3.10	948,478	5.54	3.10	923,198	3.10
$4.00-$10.00	49,000	6.85	5.93	22,800	5.18
$14.00-$17.00	426,375	8.15	14.45	120,360	14.00
$20.00-$25.00	151,000	8.31	22.24	45,900	22.82
	1,625,751	6.44	7.89	1,163,156	4.98

10. RECOURSE LOAN AGREEMENT

During 2005, the Company entered into an agreement with Student Loan Marketing Association (Sallie Mae) to provide private recourse loans to qualifying students. The following table reflects selected information with respect to the recourse loan agreements, including cumulative loan disbursements and purchase activity under the agreement from inception through June 30, 2006:

AGREEMENT EFFECTIVE DATE (1)	DISBURSED LOANS LIMIT	LOANS DISBURSED TO DATE	LOANS PURCHASED TO DATE	LOANS WE MAY BE REQUIRED TO PURCHASE (2)

March 28, 2005 to June 30, 2006	$ 6,000	$ 4,652	$ -	$ 1,396

(1) Either party may terminate the agreement by giving the other party 30 days written notice of such termination.
(2) Represents the maximum amount of loans under the agreement that we may be required to purchase in the future based on cumulative loans disbursed and purchased through June 30, 2006.

Under the recourse loan agreement, the Company is required to fund 30% of all loans disbursed into a Sallie Mae reserve account. The amount of our loan purchase obligation may not exceed 30% of loans disbursed. We record such amounts in accounts receivable on our condensed consolidated balance sheet. Amounts on deposit may ultimately be utilized to purchase loans in default, in which case recoverability of such amounts would be in question. Accordingly, the Company has an allowance for the full amount of deposit.

11. INCOME TAXES

The effective tax rate for the three months ended June 30, 2006 and 2005 was 39.2% and 40.8%, and six months ended June 30, 2006 and 2005 was 40.9% and 41.3% respectively.

12. RELATED PARTY TRANSACTIONS

The Company had a consulting agreement with Hart Capital LLC ("Hart Capital"), which terminated by its terms in June 2004, to advise the Company in identifying acquisition and merger targets and assisting with the due diligence reviews of and negotiations with these targets. Hart Capital is the managing member of Five Mile River Capital Partners LLC, which is the second largest stockholder of the Company. Steven Hart, the President of Hart Capital, is a member of the Company's board of directors. The Company paid Hart Capital a monthly retainer, reimbursement of expenses and an advisory fee for its work on successful acquisitions or mergers. In

accordance with the agreement, the Company paid Hart Capital $0 and approximately $0.01 million for the three months ended June 30, 2006 and 2005, respectively and $0 and approximately $0.3 million for the six months ended June 30, 2006 and 2005, respectively. In connection with the consummation of the NETI acquisition, which closed on January 11, 2005, the Company paid Hart Capital $0.3 million for its services.

In 2003, the Company entered into a management service agreement with its major stockholder. In accordance with this agreement the Company paid Stonington Partners a management fee of $0.75 million per year for management consulting and financial and business advisory services. Such services included valuing acquisitions and structuring their financing and assisting with new loan agreements. The Company paid Stonington Partners $0 and $0.75 million for the six months ended June 30, 2006 and 2005, respectively. Fees paid to Stonington Partners were being amortized over a twelve month period. This agreement terminated by its terms upon the Company's completion of its initial public offering. Selling, general and administrative expenses for the six months ended June 30, 2005 include $0.75 million resulting from the amortization of these fees.

13. COMMITMENTS AND CONTINGENCIES

LITIGATION AND REGULATORY MATTERS - The Company has been named as a defendant in actions resulting from the normal course of operations. Based, in part, on the opinion of counsel, management believes that the resolution of these matters will not have a material effect on its financial position, results of operations and cash flows.

14. PENSION PLAN

The Company sponsors a noncontributory defined benefit pension plan covering substantially all of the Company's union employees. Benefits are provided based on employees' years of service and earnings. This plan was frozen on December 31, 1994 for non-union employees.

While the Company does not expect to make any contributions to the plan in 2006, after considering the funded status of the plan, movements in the discount rate, investment performance and related tax consequences, the Company may choose to make contributions to the plan in any given year.

The net periodic benefit cost was $24,000 for the three months ended June 30, 2006. For the three months ended June 30, 2005, the net periodic benefit income was $51,000. For the six months ended June 30, 2006 and 2005, the net periodic benefit cost was $25,000 and $21,000.

15. DERIVATIVE INSTRUMENTS AND HEDGING ACTIVITIES

On May 22, 2006, the Company assumed a mortgage note payable (See Note 8) with an accompanying interest rate swap (the "SWAP") as part of the acquisition of the New England Institute of Technology at Palm Beach, Inc. in the amount of $7.2 million. The Company accounts for the interest rate swap agreement in accordance with SFAS No. 133, ACCOUNTING FOR DERIVATIVE INSTRUMENTS AND HEDGING ACTIVITIES, as amended. Under the swap agreement, the Company pays a fixed rate tied to the one month LIBOR rate until May 1, 2013 and receives a variable rate of 6.48%. The SWAP is being accounted for as an ineffective hedge as it did not meet the requirements set forth under SFAS No. 133. Accordingly, other income includes income of $0.05 million for the quarter ended June 30, 2006. As of June 30, 2006, $0.4 million of interest rate swap related assets is included in other long term assets in the accompanying condensed consolidated balance sheet.

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

The following discussion may contain forward-looking statements regarding us, our business, prospects and our results of operations that are subject to certain risks and uncertainties posed by many factors and events that could cause our actual business, prospects and results of operations to differ materially from those that may be anticipated by such forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, those described in the "Risk Factors" section of our Annual Report on Form 10-K for the year ended December 31, 2005, as filed with the Securities and Exchange Commission. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this report. We undertake no obligation to revise any forward-looking statements in order to reflect events or circumstances that may subsequently arise. Readers are urged to carefully review and consider the various disclosures made by us in this report and in our other reports filed with the Securities and Exchange Commission that advise interested parties of the risks and factors that may affect our business.

The interim financial statements filed on this Form 10-Q and the discussions contained herein should be read in conjunction with the annual financial statements and notes included in our Form 10-K for the year ended December 31, 2005, as filed with the Securities and Exchange Commission, which includes audited consolidated financial statements for our three fiscal years ended December 31, 2005.

GENERAL

We are a leading and diversified for-profit provider of career-oriented post-secondary education. We offer recent high school graduates and adults degree and diploma programs in five areas of study: automotive technology, health sciences, skilled trades, business and information technology and hospitality services. As of June 30, 2006, we enrolled 17,058 students at our 37 campuses across 17 states. Our campuses primarily attract students from their local communities and surrounding areas, although our four destination schools attract students from across the United States, and in some cases, from abroad. We continue to expand our product offerings and our geographic reach. On March 27, 2006 we opened our new automotive campus in Queens, New York and on May 22, 2006 we completed the acquisition of New England Institute of Technology at Palm Beach, Inc. ("FLA").

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

Our discussions of our financial condition and results of operations are based upon our consolidated financial statements, which have been prepared in accordance with accounting policies generally accepted in the United States of America, or GAAP. The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the period. On an ongoing basis, we evaluate our estimates and assumptions, including those related to revenue recognition, bad debts, fixed assets, goodwill and other intangible assets, stock-based compensation, income taxes and certain accruals. Actual results could differ from those estimates. The critical accounting policies discussed herein are not intended to be a comprehensive list of all of our accounting policies. In many cases, the accounting treatment of a particular transaction is specifically dictated by GAAP and does not result in significant management judgment in the application of such principles. There are also areas in which management's judgment in selecting any available alternative would not produce a materially different result from the result derived from the application of our critical accounting policies. We believe that the following accounting policies are most critical to us in that they represent the primary areas where financial information is subject to the application of management's estimates, assumptions and judgment in the preparation of our consolidated financial statements.

REVENUE RECOGNITION. Revenues are derived primarily from programs taught at our schools. Tuition revenues and one-time fees, such as nonrefundable application fees and course material fees, are recognized on a straight-line basis over the length of the applicable program, which is the period of time from a student's start date through his or her graduation date, including internships or externships that take place prior to graduation. If a student withdraws from a program prior to a specified date, any paid but unearned tuition is refunded. Refunds are calculated and paid in accordance with federal, state and accrediting agency standards. Other revenues, such as textbook sales, tool sales and contract training revenues are recognized as services are performed or goods are delivered. On an individual student basis, tuition earned in excess of cash received is recorded as accounts receivable and cash received in excess of tuition earned is recorded as unearned tuition.

ALLOWANCE FOR UNCOLLECTIBLE ACCOUNTS. Based upon experience and judgment, we establish an allowance for uncollectible accounts with respect to tuition receivables. We use an internal group of collectors, augmented by third-party collectors as deemed appropriate, in our collection efforts. In establishing our allowance for uncollectible accounts, we consider, among other things, a student's status (in-school or out-of-school), whether or not additional financial aid funding will be collected from Title IV Programs or other sources, whether or not a student is currently making payments and overall collection history. Changes in trends in any of these areas may impact the allowance for uncollectible accounts. The receivables balances of withdrawn students with delinquent obligations are reserved based on our collection history. Although we believe that our reserves are adequate, if the financial condition of our students deteriorates, resulting in an impairment of their ability to make payments, or if we underestimate the allowances required, additional

allowances may be necessary, which will result in increased selling, general and administrative expenses in the period such determination is made.

Our bad debt expense as a percentage of revenue for the three months ended June 30, 2006 and 2005 was 5.7% and 3.6%, respectively and for the six months ended June 30, 2006 and 2005 was 4.9% and 3.7%. Our exposure to changes in our bad debt expense could impact our operations.

Because a substantial portion of our revenue is derived from Title IV programs, any legislative or regulatory action that significantly reduces the funding available under Title IV programs or the ability of our students or schools to participate in Title IV programs could have a material effect on the realizability of our receivables.

GOODWILL. We test our goodwill for impairment annually, or whenever events or changes in circumstances indicate impairment may have occurred, by comparing its fair value to its carrying value. Impairment may result from, among other things, deterioration in the performance of the acquired business, adverse

market conditions, adverse changes in applicable laws or regulations, including changes that restrict the activities of the acquired business, and a variety of other circumstances. If we determine that impairment has occurred, we are required to record a write-down of the carrying value and charge the impairment as an operating expense in the period the determination is made. In evaluating the recoverability of the carrying value of goodwill and other indefinite-lived intangible assets, we must make assumptions regarding estimated future cash flows and other factors to determine the fair value of the acquired assets. Changes in strategy or market conditions could significantly impact these judgments in the future and require an adjustment to the recorded balances.

STOCK-BASED COMPENSATION. We currently account for stock-based employee compensation arrangements in accordance with the provisions of Statement of Financial Accounting Standards ("SFAS") No. 123R, "SHARE BASED PAYMENT." Effective January 1, 2004, we elected to change our accounting policies from the use of the intrinsic value method of Accounting Principles Board ("APB") Opinion No. 25, "ACCOUNTING FOR STOCK-BASED COMPENSATION" to the fair value-based method of accounting for options as prescribed by SFAS No. 123 "ACCOUNTING FOR STOCK-BASED COMPENSATION". As permitted under SFAS No. 148, "ACCOUNTING FOR STOCK-BASED COMPENSATION--TRANSITIONS AND DISCLOSURE--AN AMENDMENT TO SFAS STATEMENT NO. 123," we elected to retroactively restate all periods presented. Because no market for our common stock existed, our board of directors determined the fair value of our common stock based upon several factors, including our operating performance, forecasted future operating results, and our expected valuation in an initial public offering.

Prior to our initial public offering on June 22, 2005, we valued the exercise price of options issued to employees using a market based approach. This approach took into consideration the value ascribed to our competitors by the market. In determining the fair value of an option at the time of grant, we reviewed contemporaneous information about our peers, which included a variety of market multiples, including, but not limited to, revenue, EBITDA, net income, historical growth rates and market/industry focus. Prior to our initial public offering, the value we ascribed to stock options granted was based upon our anticipated initial public offering as well as discussions with our investment advisors. Due to the number of peer companies in our sector, we believed using public company comparisons provided a better indication of how the market values companies in the for-profit post secondary education sector.

During 2005, we adopted the provisions of SFAS No. 123R, "SHARE BASED PAYMENT." The adoption of SFAS No. 123R did not have a material impact on our financial statements.

EFFECT OF INFLATION

Inflation has not had a material effect on our operations.

RECENT ACCOUNTING PRONOUNCEMENTS

In June 2006, the Financial Accounting Standards Board ("FASB") issued FASB Interpretation ("FIN") No. 48, ACCOUNTING FOR UNCERTAINTY IN INCOME TAXES. FIN 48 clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements in accordance with FASB Statement of Financial Accounting Standards ("SFAS") No. 109, "Accounting for Income Taxes". This Interpretation defines the minimum recognition threshold a tax position is required to meet before being recognized in the financial statements. FIN 48 is effective for fiscal years beginning after December 15, 2006. We are currently evaluating the effect that the adoption of FIN 48 will have on our consolidated financial statements.

In March 2006, FASB issued SFAS No. 156, "ACCOUNTING FOR SERVICING OF FINANCIAL ASSETS." SFAS No. 156 provides guidance addressing the recognition and measurement of separately recognized servicing assets and liabilities, common with mortgage securitization activities, and provides an approach to simplify efforts to obtain hedge accounting treatment. SFAS No. 156 is effective for all separately recognized servicing assets and liabilities acquired or issued after the beginning of an entity's fiscal year that begins after September 15, 2006, with early adoption being permitted. The adoption of the provision of SFAS No. 156 is not expected to have a material effect on our consolidated financial statements.

In February 2006, the FASB issued SFAS No. 155, "ACCOUNTING FOR CERTAIN HYBRID FINANCIAL INSTRUMENTS." SFAS No. 155 is effective beginning January 1, 2007. The adoption of the provision of SFAS No. 155 is not expected to have a material effect on our consolidated financial statements.

In June 2005, the FASB issued SFAS No. 154, "ACCOUNTING CHANGES AND ERROR CORRECTIONS, A REPLACEMENT OF APB OPINION NO. 20 AND FASB STATEMENT NO. 3." SFAS No. 154 applies to all voluntary changes in accounting principle, and changes the requirements for accounting for and reporting of a change in accounting principle. SFAS No. 154 requires retrospective application to prior periods' financial statements of a voluntary change in accounting principle unless it is impracticable. Accounting Principles Board "APB" Opinion No. 20 previously required that most voluntary changes in accounting principle be recognized by including in net income of the period of the change the cumulative effect of changing to the new accounting principle. SFAS No. 154 requires that a change in method of depreciation, amortization, or depletion for long-lived, nonfinancial assets be accounted for as a change in accounting estimate that is effected by a change in accounting principle. APB Opinion No. 20 previously required that such a change be reported as a change in accounting principle. We adopted SFAS No. 154 on January 1, 2006. The adoption of the provisions of SFAS No. 154 had no effect on our consolidated financial statements.

In March 2005, the FASB issued FIN 47, "ACCOUNTING FOR CONDITIONAL ASSET RETIREMENT OBLIGATIONS." FIN 47 clarifies that a conditional asset retirement obligation, as used in SFAS 143, "ACCOUNTING FOR ASSET RETIREMENT OBLIGATIONS", refers to a legal obligation to perform an asset retirement activity in which the timing and/or method of the settlement are conditional on a future event that may or may not be within the control of the entity. Accordingly, an entity is required to recognize a liability for the fair value of a conditional asset retirement obligation if the fair value can be reasonably estimated. We adopted FIN 47 on January 1, 2006. The adoption of the provisions of FIN 47 had no effect on our consolidated financial statements.

In December 2004, the FASB issued SFAS No. 153, "EXCHANGES OF NONMONETARY ASSETS, AN AMENDMENT OF APB OPINION NO. 29, ACCOUNTING FOR NONMONETARY TRANSACTIONS". SFAS No. 153 addresses the measurement of exchanges of nonmonetary assets and requires that such exchanges be measured at fair value, with limited exceptions. SFAS No. 153 amends APB Opinion No. 29 "ACCOUNTING FOR NONMONETARY TRANSACTIONS", by eliminating the exception that required nonmonetary exchanges of similar productive assets be recorded on a carryover basis. We adopted SFAS No. 153 on January 1, 2006. The adoption of the provisions of SFAS No. 153 had no effect on our consolidated financial statements.

RESULTS OF OPERATIONS

The following table sets forth selected consolidated statements of operations data as a percentage of revenues for each of the periods indicated.

	THREE MONTHS ENDED JUNE 30,		SIX MONTHS ENDED JUNE 30,	
	2006	2005	2006	2005
Revenues	100.0%	100.0%	100.0%	100.0%
Costs and expenses:				
Educational services and facilities	43.3%	43.3%	42.9%	42.2%
Selling, general and administrative	54.3%	55.5%	52.7%	55.4%
Total costs and expenses	97.6%	98.8%	95.6%	97.6%
Operating income	2.4%	1.2%	4.4%	2.4%
Interest expense, net	(0.4)%	(1.1)%	(0.2)%	(1.4)%
Other Income	0.1%	0.0%	0.0%	0.0%
Income before income taxes	2.1%	0.1%	4.2%	1.0%
Provision for income taxes	0.8%	0.0%	1.7%	0.4%
Net income	1.3%	0.1%	2.5%	0.6%

THREE MONTHS ENDED JUNE 30, 2006 COMPARED TO THREE MONTHS ENDED JUNE 30, 2005

REVENUES. Our revenues for the quarter ended June 30, 2006 were $75.4 million, representing an increase of $7.1 million, or 10.4%, as compared to $68.2 million for the quarter ended June 30, 2005. Approximately $1.2 million and $1.9 million, , respectively of this increase was as a result of our acquisition of Euphoria Institute LLC, or Euphoria, on December 1, 2005 and our acquisition of New England Institute of Technology at Palm Beach, Inc, or FLA, on May 22, 2006. The remainder of the increase was primarily due to tuition increases. For the quarter ended June 30, 2006, our average undergraduate full-time student enrollment increased 2.8% to 17,380 as compared to 16,909 for the quarter ended June 30, 2005. Excluding our acquisition of Euphoria and FLA, our average

undergraduate student enrollment decreased by 1.9% to 16,592. For a discussion of trends in our student enrollment, see "Seasonality and Trends" below.

EDUCATIONAL SERVICES AND FACILITIES EXPENSES. Our educational services and facilities expenses for the quarter ended June 30, 2006 were $32.6 million, representing an increase of $3.0 million, or 10.3%, as compared to $29.6 million for the quarter ended June 30, 2005. The acquisitions of Euphoria and FLA resulted in $0.7 million and $0.9 million, respectively, of this increase. Instructional expenses increased by $0.3 million or 1.9% as compared to last year primarily due to increased compensation and benefit costs. Books and tools expenses increased $0.3 million or 10.6% over the prior year primarily due to timing of class starts and from higher costs of books and tools. Additionally, facilities expenses increased by approximately $0.9 million over the same quarter in 2005 primarily due to normal rent escalation clauses and additional square footage at some of our facilities as well as due to higher insurance and property taxes. Additionally for the quarter ended June 30, 2006, depreciation and amortization expense increased by approximately $0.4 million over the same period in prior year primarily due to additional depreciation expense associated with our Queens, New York facility, which opened on March 27, 2006.

SELLING, GENERAL AND ADMINISTRATIVE EXPENSES. Our selling, general and administrative expenses for the quarter ended June 30, 2006 were $41.0 million, representing an increase of $3.1 million, or 8.2%, as compared to $37.9 million for the quarter ended June 30, 2005. Approximately $0.4 million and $0.7 million of the $41.0 million incurred for the quarter ended June 30, 2006 related to the acquisition of Euphoria and FLA, respectively. Excluding Euphoria and FLA, our selling, general and administrative expenses would have increased 5.4% as compared to the same period in 2005. This increase was primarily due to: (a) a $0.4 million, or 2.9%, increase in sales and marketing expenses; and (b) a $1.7 million, or 9.0%, increase in administrative costs primarily due to the increase in bad debt expenses during the period.

For the quarter ended June 30, 2006, our bad debt expense was 5.7% as compared to 3.6% for the same quarter in 2005. This increase is primarily due to several factors, including (1) higher accounts receivable balances at June 30, 2006 as compared to June 30, 2005, (2) loans to our students under a recourse agreement we entered into in 2005 with Student Marketing Association (Sallie Mae) to provide private recourse loans to qualifying students, and (3) normal seasonal patterns in our business. Accounts receivable at June 30, 2006 includes five new campuses that did not exist in the prior period (our two Euphoria and two FLA campuses as well as our new Queens New York campus, which opened on March 27, 2006). Under the terms of the Sallie Mae agreement, we are required to fund up to 30% of all loans disbursed into a deposit account, which may ultimately be utilized to purchase loans in default. Since recoverability of such amounts is questionable, we reserve 100% of the amounts on deposit. As of June 30, 2006, we had reserved $1.4 million under this agreement, which represents an increase of approximately $1.0 million from amounts reserved at December 31, 2005.

NET INTEREST EXPENSE. Our net interest expense for the quarter ended June 30, 2006 was $0.3 million, representing a decrease of $0.5 million from the quarter ended June 30, 2005. This decrease was primarily due to an increase in interest income of $0.3 million due to higher cash balances during the period as well as a decrease of $0.2 million in interest expense due to paying off our debt outstanding under our credit facility with the proceeds from our initial public offering.

INCOME TAXES. Our provision for income taxes for the quarter ended June 30, 2006 was $0.6 million, or 39.2% of pretax income, compared to $0.03 million, or 40.9%

of pretax income, for the quarter ended June 30, 2005. The decrease in our effective tax rate for the three months ended June 30, 2006 is primarily attributable to tax benefits related to stock option accounting.

SIX MONTHS ENDED JUNE 30, 2006 COMPARED TO SIX MONTHS ENDED JUNE 30, 2005

REVENUES. Our revenues for the six months ended June 30, 2006 were $150.9 million, representing an increase of $11.8 million, or 8.5%, as compared to $139.1 million for the six months ended June 30, 2005. Approximately $2.7 million and $1.9 million, respectively of this increase was as a result of our acquisition of Euphoria Institute LLC, or Euphoria, on December 1, 2005 and our acquisition of New England Institute of Technology, or FLA on May 22, 2006. The remainder of the increase was primarily due to tuition increases. For the six months ended June 30, 2006, our average undergraduate full-time student enrollment increased 1.3% to 17,528 as compared to 17,301 for the six months ended June 30, 2005. Excluding our acquisition of Euphoria and FLA, our average undergraduate student enrollment decreased by 1.7% to 17,000. For a discussion of trends in our student enrollment, see "Seasonality and Trends" below.

EDUCATIONAL SERVICES AND FACILITIES EXPENSES. Our educational services and facilities expenses for the six months ended June 30, 2006 were $64.7 million, representing an increase of $6.1 million, or 10.4%, as compared to $58.6 million for the six months ended June 30, 2005. The acquisitions of Euphoria and FLA resulted in $1.5 million and $0.9 million respectively of this increase. Instructional expenses increased by $1.0 million or 3.2% as compared to last year primarily due to increased compensation and benefit costs. Books and tools expenses increased $0.8 million or 15.3% over the prior year primarily due to timing of class starts and from higher costs of books and tools. Additionally, facilities expenses increased by approximately $1.7 million over the same quarter in 2005 primarily due to normal rent escalation clauses and additional square footage at some of our facilities as well as due to higher

insurance and property taxes. Additionally for the six months ended June 30, 2006, depreciation and amortization expense increased by approximately $0.6 million over the same period in 2005 primarily due to additional depreciation expense associated with our Queens, New York facility which opened on March 27, 2006.

SELLING, GENERAL AND ADMINISTRATIVE EXPENSES. Our selling, general and administrative expenses for the six months ended June 30, 2006 were $79.6 million, representing an increase of $2.5 million, or 3.2%, as compared to $77.1 million for the six months ended June 30, 2005. Approximately $0.8 million and $0.7 million of the $79.6 million incurred for the six months ended June 30, 2006 related to the acquisition of Euphoria and FLA, respectively. Excluding Euphoria and FLA, our selling, general and administrative expenses would have increased 1.3% as compared to the same period in 2005. This increase was primarily due to a $1.3 million, or 3.5%, increase in administrative costs which is due to the increase in bad debt expenses during the period.

For the six months ended June 30, 2006, our bad debt expense was 4.9% as compared to 3.4% for the same period in 2005. This increase is primarily due to several factors, including (1) higher accounts receivable balances at June 30, 2006 as compared to June 30, 2005, (2) loans to our students under a recourse agreement we entered into in 2005 with Student Marketing Association (Sallie Mae) to provide private recourse loans to qualifying students, and (3) normal seasonal patterns in our business. Accounts receivable at June 30, 2006 includes five new campuses that did not exist in the prior period (our two Euphoria and two FLA campuses as well as our new Queens New York campus, which opened on March 27, 2006). Under the terms of the Sallie Mae agreement, we are required to fund up to 30% of all loans disbursed into a deposit account, which may ultimately be utilized to purchase loans in default. Since recoverability of such amounts is questionable, we reserve 100% of the amounts on deposit. As of June 30, 2006, we had reserved $1.4 million under this agreement, which represents an increase of approximately $1.0 million from amounts reserved at December 31, 2005.

NET INTEREST EXPENSE. Our net interest expense for the six months ended June 30, 2006 was $0.3 million, representing a decrease of $1.7 million from the six months ended June 30, 2005. This decrease was primarily due to an increase in interest income of $0.7 million due to higher cash balances during the period as

well as a decrease of $0.9 million in interest expense due to paying off our debt outstanding under our credit facility with the proceeds from our initial public offering.

INCOME TAXES. Our provision for income taxes for the six months ended June 30, 2006 was $2.6 million, or 40.9% of pretax income, compared to $0.6 million, or 41.3% of pretax income, for the six months ended June 30, 2005. The decrease in our effective tax rate for the six months ended June 30, 2006 is primarily attributable to tax benefits related to stock option accounting.

LIQUIDITY AND CAPITAL RESOURCES

Our primary capital requirements are for facility expansion and maintenance, acquisitions and the development of new programs. Our principal sources of liquidity have been cash provided by operating activities and borrowings under our credit agreement. The following chart summarizes the principal elements of our cash flow for the six months ended June 30, 2006 and 2005:

CASH FLOW SUMMARY

	SIX MONTHS ENDED JUNE 30,	
	2006	2005
Net cash used in operating activities	$ (13,463)	$ (1,695)
Net cash used in investing activities	$ (41,402)	$ (26,443)
Net cash provided by financing activities	$ 10,075	$ 16,815

As of June 30, 2006 we had cash and cash equivalents of $5.5 million, compared to $50.3 million as of December 31, 2005. For the six months ended June 30, 2006, cash and cash equivalents decreased by approximately $44.8 million from December 31, 2005. This decrease is mainly attributable to our acquisition of FLA on May 22, 2006 for net cash of $32.8 million and normal seasonal patterns. Historically, we have financed our operating activities and organic growth primarily through cash generated from operations. We have financed acquisitions primarily through borrowings under our credit agreement and cash generated from operations. In connection with our acquisition of FLA, we borrowed $10.0 million under our credit facility. We currently anticipate that we will be able to meet both our short-term cash needs, as well as our need to fund operations and meet our obligations beyond the next twelve months with cash generated by operations, existing cash balances and borrowings under our credit agreement. As of June 30, 2006, we had borrowings available under our credit agreement of approximately $85.6 million, including a $16.6 million sub-limit on letters of credit.

Our primary source of cash is tuition collected from our students. Our students fund their tuition payments from a variety of sources including Title IV Programs, federal and state grants, private loans and their personal resources. A significant majority of our students' tuition payments are derived from Title IV Programs. Students must apply for a new loan for each academic period.

Federal regulations dictate the timing of disbursements of funds under Title IV Programs and loan funds are generally provided by lenders in two disbursements for each academic year. The first disbursement is usually received approximately 30 days after the start of a student's academic year and the second disbursement is typically received at the beginning of the sixteenth week after the start of the student's academic year. Certain types of grants and other funding are not subject to a 30-day delay. Our programs range from 30 to 84 weeks and may cover one or two academic years. In certain instances, if a student withdraws from a program prior to a specified date, any paid but unearned tuition or prorated Title IV financial aid is refunded and the amount of the refund varies by state.

The majority of students enrolled at our schools rely on funds received under various government-sponsored student financial aid programs to pay a substantial portion of their tuition and other education-related expenses. The largest of these programs is Title IV, which represented approximately 80% of our cash receipts relating to revenues in 2005. As a result of the significance of the Title IV funds received by our students, we are highly dependent on these funds to operate our business. Any reduction in the level of Title IV funds that our students are eligible to receive or any impact on our ability to receive Title IV funds would have a significant impact on our operations and our financial condition.

OPERATING ACTIVITIES

Net cash used in operating activities was $13.5 million for the six months ended June 30, 2006 compared to $1.7 million for the six months ended June 30, 2005. The $11.8 million decrease in cash used in operating activities was primarily due to a $4.9 million increase in accounts receivable over the prior period. This increase in accounts receivable is primarily attributable to the addition of five campuses during the period as well as normal seasonal patterns. Additionally, during the period we had increased tax payments of $7.3 million as compared to the same period in 2005, offset by increased net income and other changes in working capital items.

INVESTING ACTIVITIES

Net cash used in investing activities increased $15.0 million to $41.4 million for the six months ended June 30, 2006 from $26.4 million for the six months ended June 30, 2005. This increase is primarily due to our acquisition of FLA.

Our cash used in investing activities was primarily related to the purchase of property and equipment and in acquiring schools. Our capital expenditures primarily result from facility expansion, leasehold improvements, and investments in classroom and shop technology and in operating systems. On January 11, 2005, we acquired New England Technical Institute, or NETI, for $19.9 million, net of cash acquired. This amount was subsequently adjusted to $18.8 million as a result of purchase price adjustments. On May 22, 2006, we acquired FLA for approximately $32.8 million plus the assumption of a $7.2 million mortgage, net of cash acquired.

We currently lease a majority of our campuses. In October 2005, we completed the purchase of our Grand Prairie, Texas facility and which we opened in July 2006. In addition, on May 22, 2006, with the purchase of FLA, we acquired real estate valued at approximately $23.0 million. Our growth strategy is primarily focused on internal growth, including campus expansions; however, we have in the past, and expect to continue to, consider strategic acquisitions. To the extent that these potential strategic acquisitions are large enough to require financing beyond available cash from operations and borrowings under our credit facilities, we may incur additional debt or issue additional debt or equity securities.

Capital expenditures are expected to increase as we upgrade and expand current equipment and facilities and open new facilities to meet increased student enrollments. Additionally, we are evaluating several other expansion opportunities. We anticipate capital expenditures to be approximately 12% to 15% of revenues in 2006. We expect to be able to fund these capital expenditures with cash generated from operating activities.

FINANCING ACTIVITIES

Net cash provided by financing activities was $10.0 million for the six months ended June 30, 2006 compared to $16.8 million for the six months ended June 30, 2005. This decrease in 2006 is primarily attributable to the pay down of our debt in 2005 from the proceeds of our initial public offering.

On February 15, 2005, we entered into a new credit agreement with a syndicate of banks led by our existing lender. Under the terms of this agreement, the syndicate provided us with a $100 million credit facility with a term of five years. The credit agreement permits the issuance of letters of credit of up to $20 million, the amount of which reduces the availability of permitted borrowings under the agreement. In connection with of this new credit agreement, we wrote off as a component of interest expense approximately $0.4 million of unamortized deferred finance costs under our old credit agreement during the six months ended June 30, 2005. We incurred approximately $0.8 million of deferred finance costs under the new agreement.

The following table sets forth our long-term debt at the dates indicated:

	JUNE 30, 2006	DECEMBER 31, 2005

Credit agreement	$ 10,000	$ -
Mortgage note payable	7,175	-
Automobile loans	64	81
Finance obligation	9,672	9,672
Capital leases-computers (with rates ranging from 6.7% to 10.7%)	874	1,015
Subtotal	27,785	10,768
Less current portion	(1,034)	(283)
	$ 26,751	$ 10,485

CONTRACTUAL OBLIGATIONS

LONG-TERM DEBT. As of June 30, 2006, our long-term debt consisted of amounts borrowed under our credit agreement, a mortgage note payable assumed as part of the acquisition of FLA, the finance obligation in connection with our sale-leaseback transaction in 2001 and amounts due under capital lease obligations.

LEASE COMMITMENTS. We lease offices, educational facilities and various equipment for varying periods through the year 2020 at basic annual rentals (excluding taxes, insurance, and other expenses under certain leases).

The following table contains supplemental information regarding our total contractual obligations as of June 30, 2006, measured from the end of our fiscal year, December 31, 2005:

	PAYMENTS DUE BY PERIOD				
	TOTAL	LESS THAN 1 YEAR	2-3 YEARS	4-5 YEARS	AFTER 5 YEARS
Credit agreement	$ 10,000	$ -	$ -	$ 10,000	$ -
Mortgage note payable (including interest)	7,175	242	534	607	5,792
Capital leases (including interest)	1,045	919	126	-	-
Operating leases	142,174	15,854	30,738	24,104	71,478
Finance obligation	13,949	1,259	2,517	2,517	7,656
Automobile loans (including interest)	67	36	31	-	-
Total contractual cash obligations	$ 174,410	$ 18,310	$ 33,946	$ 37,228	$ 84,926

OFF-BALANCE SHEET ARRANGEMENTS

We had no off-balance sheet arrangements as of June 30, 2006.

RELATED PARTY TRANSACTIONS

We had a consulting agreement with Hart Capital LLC ("Hart Capital"), which terminated by its terms in June 2004, to advise us in identifying acquisition and merger targets and assisting with the due diligence reviews of and negotiations with these targets. Hart Capital is the managing member of Five Mile River Capital Partners LLC, which is the second largest stockholder of our Company. Steven Hart, the President of Hart Capital, is a member of our board of directors. We paid Hart Capital a monthly retainer, reimbursement of expenses and an advisory fee for its work on successful acquisitions or mergers. In accordance with the agreement, we paid Hart Capital $0 and approximately $0.01 million for the three months ended June 30, 2006 and 2005, respectively, and $0 and approximately $0.3 million for the six months ended June 30, 2006 and 2005, respectively. In connection with the consummation of the NETI acquisition, on January 11, 2005, we paid Hart Capital $0.3 million for its services.

In 2003, we entered into a management service agreement with our majority stockholder, Stonington Partners Inc. ("Stonington Partners"). In accordance with this agreement, we paid Stonington Partners a management fee of $0.75 million per year for management consulting and financial and business advisory services. Such services include valuing acquisitions and structuring their financing and assisting with new loan agreements. We paid Stonington Partners $0 and $0.75 million for the six months ended June 30, 2006 and 2005, respectively. Fees paid to Stonington Partners were being amortized over a twelve month

period. This agreement

terminated by its terms upon the completion of our initial public offering in June 2005. Selling, general and administrative expenses for the quarter ended March 31, 2005 include a $0.2 million charge resulting from the amortization of these fees.

SEASONALITY AND TRENDS

Our net revenues and operating results normally fluctuate as a result of seasonal variations in our business, principally due to changes in total student population. Student population varies as a result of new student enrollments, graduations and student attrition. Historically, our schools have had lower student populations in our first and second quarters and we have experienced large class starts in the third and fourth quarters and student attrition in the first half of the year. Our second half growth is largely dependent on a successful high school recruiting season. We recruit our high school students several months ahead of their scheduled start dates, and thus, while we have visibility on the number of students who have expressed interest in attending our schools, we cannot predict with certainty the actual number of new student enrollments and the related impact on revenue. Our expenses, however, do not vary significantly over the course of a year with changes in our student population and net revenues. During the first half of the year, we make significant investments in marketing, staff, programs and facilities to ensure that we have the proper staffing to meet our second half targets and, as a result, such expenses do not fluctuate significantly on a quarterly basis. To the extent new student enrollments, and related revenues, in the second half of the year fall short of our estimates, our operating results could suffer. We expect quarterly fluctuations in operating results to continue as a result of seasonal enrollment patterns. Such patterns may change, however, as a result of new school openings, new program introductions, increased enrollments of adult students and/or acquisitions.

Similar to other public for-profit post secondary education companies, the increase in our average undergraduate enrollments has not met our historical or anticipated growth rates in 2005 and 2006. As a result of the slow down in 2005, we entered 2006 with fewer students enrolled than we had in January of 2005. The slow down that has occurred in the for-profit post secondary education sector appears to have had a greater impact on companies, like ours, that are more dependent on their on-ground business as opposed to on-line students. We believe that the slow down can be attributed to many factors, including: (a) the economy; (b) dependency on television to attract students to our school; (c) turnover of our sales representatives; and (d) increasing competition in the marketplace.

Despite soft organic enrollment trends and increased volatility in the near term, we believe that our growth initiatives as well as the steps we have taken to address the challenging trends that our industry and we are currently facing will produce positive growth over the long-term. While our operating strategy, business model and infrastructure are well suited for the short-term and we have ample operating flexibility, we continue to be prudent and realistic and have taken the necessary steps to ensure that operations that have not grown as rapidly as expected are right sized. We also continue to make investments in areas that are demonstrating solid growth.

Operating income is negatively impacted during the initial start-up phase of new campus expansions. We incur sales and marketing costs as well as campus personnel costs in advance of the opening of each campus. Typically we begin to incur such costs approximately 15 months in advance of the campus opening with the majority of such costs being incurred in the nine-month period prior to a campus opening. During the current year, we initiated expansion efforts for one new campus, located in Queens, New York, which opened on March 27, 2006.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The Company is exposed to certain market risks as part of its on-going business operations. The Company has a credit agreement with a syndicate of banks. The obligations of the Company under the credit agreement are secured by a lien on substantially all of the assets of the Company and its subsidiaries and any assets that it or its subsidiaries may acquire in the future, including a pledge of substantially all of the subsidiaries' common stock. Outstanding borrowings bear interest at the rate of adjusted LIBOR plus 1.0% to 1.75%, as defined, or a

base rate (as defined in the credit agreement). As of June 30, 2006, the Company has $10.0 million outstanding under the credit agreement. The interest rate under this borrowing is 6.17% at June 30, 2006.

In conjunction with the acquisition of New England Institute of Technology at Palm Beach, Inc., the Company assumed a mortgage note payable with an accompanying interest rate swap (the "SWAP") in the amount of $7.2 million. The fair value of the SWAP upon acquisition was $0.5 million and all future changes in the market valuation of the SWAP will be recorded as other income or expense on the consolidated statement of operations. The interest rate swap agreement converts the mortgage note payable from a variable rate to a fixed rate of 6.48% through May 1, 2013.

Based on our debt outstanding balance, an immediate change of one percent in the interest rate would cause a change in interest expense of approximately $0.1 million, or less than $.01 per basic share, on an annual basis. Changes in interest rates would also impact the fair value of the interest rate swap, which would be recorded as interest income or expense on the condensed consolidated income statement.

The remainder of our interest rate risk is associated with miscellaneous capital equipment leases, which are not material.

ITEM 4. CONTROLS AND PROCEDURES

(a) EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURES. Our Chief Executive Officer and Chief Financial Officer, after evaluating the effectiveness of our disclosure controls and procedures (as defined in Securities Exchange Act Rule 13a-15(e)) as of the end of the quarterly period covered by this report, have concluded that our disclosure controls and procedures are adequate and effective to reasonably ensure that material information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specific by Securities and Exchange Commissions' Rules and Forms and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

(b) CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING. There were no changes made during our most recently completed fiscal quarter in our internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

In the ordinary conduct of our business, we are periodically subject to lawsuits, investigations and claims, including, but not limited to, claims involving students or graduates and routine employment matters. Although we cannot predict with certainty the ultimate resolution of lawsuits, investigations and claims asserted against us, we do not believe that any currently pending legal proceeding to which we are a party will have a material adverse effect on our business or financial condition.

ITEM 4. SUBMISSION OF MATTERS TO VOTE OF SECURITY HOLDERS

At our annual meeting held on May 23, 2006, the shareholders voted to approve all of management's proposals as follows:

1. For the election of nine directors to hold office until our next annual meeting, the voting for each nominee was:

	Votes for	Votes Withheld
David F. Carney	24,883,035	1,042
Alexis P. Michas	24,738,383	145,694
James J. Burke, Jr.	24,738,383	145,694
Steven W. Hart	24,739,483	144,594
Jerry G. Rubenstein	24,883,035	1,042
Paul E. Glaske	24,883,035	1,042

Peter S. Burgess	24,883,035	1,042
J. Barry Morrow	24,883,035	1,042
Celia Currin	24,883,035	1,042

2. For ratifying the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for our fiscal year ending December 31, 2006:

Votes for	Votes Against	Abstained
24,878,725	502	4,850

3. For the approval of our 2006 Employee Stock Purchase Plan:

Votes for	Votes Against	Abstained	Not Voted
23,736,532	123,824	344,832	678,889

ITEM 6. EXHIBITS

EXHIBIT INDEX

The following exhibits are filed or incorporated by reference with this Form 10-Q.

Exhibit Number	Description
3.1	Amended and Restated Certificate of Incorporation of the Company (1).
3.2	Amended and Restated By-laws of the Company (2).
4.1	Stockholders' Agreement, dated as of September 15, 1999, among Lincoln Technical Institute, Inc., Back to School Acquisition, L.L.C., and Five Mile River Capital Partners LLC. (1).
4.2	Letter agreement, dated August 9, 2000, by Back to School Acquisition, L.L.C., amending the Stockholders' Agreement (1).
4.3	Letter agreement, dated August 9, 2000, by Lincoln Technical Institute, Inc., amending the Stockholders' Agreement (1).
4.4	Management Stockholders Agreement, dated as of January 1, 2002, by and among Lincoln Technical Institute, Inc., Back to School Acquisition, L.L.C. and the Stockholders and other holders of options under the Management Stock Option Plan listed therein (1).
4.5	Registration Rights Agreement between the Company and Back to School Acquisition, L.L.C. (2).
4.6	Specimen Stock Certificate evidencing shares of common stock (1).
10.1	Credit Agreement, dated as of February 15, 2005, among the Company, the Guarantors from time to time parties thereto, the Lenders from time to time parties thereto and Harris Trust and Savings Bank, as Administrative Agent (1).
10.2	Employment Agreement, dated as of January 3, 2005, between the Company and David F. Carney (1).
10.3	Amended Employment Agreement, dated as of March 1, 2005, between the Company and David F. Carney (1).
10.4	Employment Agreement dated as of January 3, 2005, between the Company and Lawrence E. Brown (1).
10.5	Amended Employment Agreement, dated as of March 1, 2005, between the Company and Lawrence E. Brown (1).

10.6	Employment Agreement, dated as of January 3, 2005, between the Company and Scott M. Shaw (1).
10.7	Amended Employment Agreement, dated as of March 1, 2005, between the Company and Scott M. Shaw (1).
10.8	Employment Agreement, dated as of January 3, 2005, between the Company and Cesar Ribeiro (1).
10.9	Amended Employment Agreement, dated as of March 1, 2005, between the Company and Cesar Ribeiro (1).

10.10	Lincoln Educational Services Corporation 2005 Long Term Incentive Plan (1).
10.11	Lincoln Educational Services Corporation 2005 Non Employee Directors Restricted Stock Plan (1).
10.12	Lincoln Educational Services Corporation 2005 Deferred Compensation Plan (1).
10.13	Lincoln Technical Institute Management Stock Option Plan, effective January 1, 2002 (1).
10.14	Form of Stock Option Agreement, dated January 1, 2002, between Lincoln Technical Institute, Inc. and certain participants (1).
10.15	Management Stock Subscription Agreement, dated January 1, 2002, among Lincoln Technical Institute, Inc. and certain management investors (1).
10.16	Stockholder's Agreement among Lincoln Educational Services Corporation, Back to School Acquisition L.L.C., Steven W. Hart and Steven W. Hart 2003 Grantor Retained Annuity Trust (2).
10.17	Stock Purchase Agreement, dated as of March 30, 2006, among Lincoln Technical Institute, Inc., and Richard I. Gouse, Andrew T. Gouse, individually and as Trustee of the Carolyn Beth Gouse Irrevocable Trust, Seth A. Kurn and Steven L. Meltzer (3).
31.1 *	Certification of Chairman & Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2 *	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32 *	Certification of Chairman & Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

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* Filed herewith
(1) Incorporated by reference to the Company's Registration Statement on Form S-1 (Registration No. 333-123664).
(2) Incorporated by reference to the Company's Form 8-K dated June 28, 2005.
(3) Incorporated by reference to the Company's Form 10-Q, filed with the SEC on May 15, 2006.

SIGNATURES

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

Date: August 10, 2006

LINCOLN EDUCATIONAL SERVICES CORPORATION

By: /s/ Cesar Ribeiro

Cesar Ribeiro
Chief Financial Officer
(Principal Accounting and Financial Officer)

EXHIBIT 31.1

CERTIFICATION

I, David F. Carney, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Lincoln Educational Services Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 10, 2006

/s/ David F. Carney

David F. Carney
Chairman & Chief Executive Officer

EXHIBIT 31.2

CERTIFICATION

I, Cesar Ribeiro, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Lincoln Educational Services Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 10, 2006

/s/ Cesar Ribeiro

Cesar Ribeiro
Chief Financial Officer

EXHIBIT 32

CERTIFICATION

PURSUANT TO 18 U.S.C. 1350 AS ADOPTED BY
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

Each of the undersigned, David F. Carney, Chairman and Chief Executive Officer of Lincoln Educational Services Corporation (the "Company"), and Cesar Ribeiro, Chief Financial Officer of the Company, has executed this certification in connection with the filing with the Securities and Exchange Commission of the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2006 (the "Report").

Each of the undersigned hereby certifies that, to his knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 10, 2006

/s/ David F. Carney

David F. Carney
Chairman & Chief Executive Officer

/s/ Cesar Ribeiro

Cesar Ribeiro
Chief Financial Officer