

ITT Educational Services Inc.

ITT Educational Services Inc., 13000 N. Meridian St., Carmel, 46032, www.ittesi.com, provides technology-oriented, post-secondary education, including associate's, bachelor's and master's degrees as well as non-degree programs. For the quarter ended Dec. 31, the company reported net income of \$93.6 million, or \$2.56 per diluted share, on \$374.4 million in revenue. That compares with net income of \$62.9 million, or \$1.61 per diluted share, on \$279.8 million in revenue the same period in the previous year. The company's shares trade on the New York Stock Exchange under the ticker symbol ESI. Information for Proxy Corner was taken from Yahoo! Finance and from the company's proxy statement dated March 9, 2010.

VALUE	3/26/10	8/29/08
Shares of common stock outstanding	35.5 million	38.8 million
Market value of one common share	\$113.83	\$89.24
Market value of common stock	\$4.02 billion	\$3.46 billion

NOTEWORTHY CONTROL

Lazard Freres and Co. LLC

Number of common shares: 3,805,300
Percentage of common shares: 10.9

BlackRock Inc.

Number of common shares: 3,754,357
Percentage of common shares: 10.6

Blum Capital Partners L.P.

Number of common shares: 3,635,807
Percentage of common shares: 9.5

Warburg Pincus Asset Management Inc.

Number of common shares: 2,933,150
Percentage of common shares: 8.4

Columbia Wanger Asset Management

Number of common shares: 2,922,400
Percentage of common shares: 7.9

Wellington Management Co. LLP

Number of common shares: 2,225,759
Percentage of common shares: 6.3

Bank of New York Mellon Corp.

Number of common shares: 2,185,640
Percentage of common shares: 5.9

EXECUTIVE COMPENSATION

	Total '09 compensation	Salary Bonus	Stock and option grants (1)	All other pay (2)	% change (3)
Kevin M. Modany chairman, CEO	\$7,619,389	<u>\$712,500</u> \$0	\$5,405,000	\$1,501,889	63.0%
Daniel M. Fitzpatrick chief financial officer	\$1,794,617	<u>\$300,000</u> \$0	\$1,081,000	\$413,617	17.1%
Clark D. Elwood general counsel	\$1,780,030	<u>\$295,000</u> \$0	\$1,081,000	\$404,030	23.2%
Eugene W. Feichtner executive vice president	\$1,551,706	<u>\$267,500</u> \$0	\$945,875	\$338,331	34.8%
June M. McCormack executive vice president	\$1,512,783	<u>\$242,500</u> \$0	\$945,875	\$324,408	26.5%

(1) Grant date fair value of stock and options awards, as calculated in company's proxy statement in its grant of plan-based awards table.

(2) Includes non-equity incentive plan compensation, above-market or preferential earnings on deferred compensation and all other annual compensation.

(3) Percentage increase or decrease in executive's total compensation vs. previous year.

DIRECTORS

Samuel L. Odle, 60

Occupation: President and CEO of Methodist Hospital and IU Hospital, executive vice president of Clarian Health Partners
Number of common shares: 4,446
Previous year: 4,446

Joanna T. Lau, 51

Occupation: Chairwoman and CEO of Lau Acquisition Corp.
Other directorships: DSW Inc.
Number of common shares: 32,194
Previous year: 32,194

John F. Cozzi, 48

Occupation: Managing director of AEA Investors LP
Number of common shares: 37,894
Previous year: 37,271

John E. Dean, 59

Occupation: Partner at the Law Offices of John E. Dean
Number of common shares: 61,305
Previous year: 70,682

James D. Fowler Jr., 65

Occupation: Retired
Number of common shares: 8,725
Previous year: 8,414

Vin Weber, 57

Occupation: Partner of consulting firm Clark & Weinstock Inc.
Other directorships: Lenox Group Inc.
Number of common shares: 38,800
Previous year: 38,177

John A. Yena, 69

Occupation: Chairman of Johnson & Wales University
Other directorships: Bancorp Rhode Island Inc.
Number of common shares: 4,957
Previous year: 4,334

Kevin M. Modany, 43

Occupation: Chairman, President, CEO of the company
Number of common shares: 345,103
Previous year: 250,197

Lloyd G. Waterhouse, 58

Occupation: Retired CEO, Harcourt Education
Other directorships: Atlantic Mutual Insurance Companies
Number of common shares: 0
Previous year: N/A