

**HIGHER EDUCATION LOAN AUTHORITY OF THE STATE OF MISSOURI
ANNUAL FILING**

DECEMBER 2014

The Higher Education Loan Authority of the State of Missouri (the “Authority” or “MOHELA”) is making this annual filing pursuant to its various continuing disclosure obligations (the “Continuing Disclosure Obligations”) with respect to certain of its outstanding student loan revenue bond and/or note issues (as described herein, the “Bonds”). While the Authority is not obligated to file annual continuing disclosure with respect to all of its Bonds, and while the Continuing Disclosure Obligations may differ from series to series of Bonds which do require continuing disclosure, the Authority has determined to voluntarily provide comparable information regarding each of its issuances in an effort to provide its bondholders and other interested parties with information that might be relevant to them. This Annual Filing contains certain information (typically as of September 30, 2014) with respect to each of the Student Loan Program Bond Resolutions or Indentures under which the Authority had debt outstanding during the disclosure year, information regarding the Authority, including additional information regarding its outstanding debt, as well as information regarding recent student loan industry developments. Additional information regarding the various series of Bonds can be found in the Material Event and other filings that have been filed with the various Nationally Recognized Municipal Securities Information Repositories via DisclosureUSA and with the Municipal Securities Rulemaking Board’s Electronic Municipal Market Access website (“EMMA”) in connection therewith, some of which are referenced herein and on MOHELA’s website (www.mohela.com), and by reference to the Official Statements or other offering documents for such Bonds or other MOHELA debt issuance. The most recent offering document for debt issued by the Authority is dated May 10, 2013 and can be accessed on EMMA by searching CUSIP 606072LB0. The Authority reserves the right in the future to discontinue providing certain information not otherwise required by its Continuing Disclosure Obligations.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

GENERAL INFORMATION REGARDING AND DESCRIPTION OF LOANS UNDER THE AUTHORITY'S 12TH GENERAL STUDENT LOAN PROGRAM BOND RESOLUTION

The proceeds of the Bonds (the "12th Resolution Bonds") issued by the Higher Education Loan Authority of the State of Missouri (the "Authority") pursuant to the 12th General Student Loan Program Bond Resolution, as amended to date (collectively, the "12th Resolution"), were used to finance or refinance Eligible Loans (defined hereafter), to fund a reserve account and to pay certain costs of issuance.

As of September 30, 2014, the trust estate under the 12th Resolution held approximately (a) \$120.5 million in Bonds outstanding, (b) \$12.8 million in cash, accrued receivables and investments on deposit and (c) \$154.8 million in student loans insured, guaranteed or otherwise permitted pursuant to the 12th Resolution ("Eligible Loans") having characteristics substantially similar to those described below. The Debt Service Reserve Fund under the 12th Resolution is funded with a surety bond from Ambac Assurance Corporation ("Ambac"). **Eligible Loans financed or refinanced thereafter and held under the 12th Resolution may have characteristics similar to such Loans or the characteristics of such Eligible Loans may vary materially from the characteristics of the Eligible Loans described below.** Recycling is no longer in place for the 12th Resolution and the Authority is no longer purchasing additional Eligible Loans with proceeds received thereunder.

The principal of and interest on the 12th Resolution Bonds is insured by Ambac. During the 2009 disclosure year, Ambac's Insurer Financial Strength rating underwent downgrades by the various rating agencies. Additional information about these rating downgrades can be found under those filings filed by the Authority during the 2009 disclosure year with the various Nationally Recognized Municipal Securities Information Repositories via DisclosureUSA.

All of the 12th Resolution Bonds are auction rate bonds. Since mid-February 2008, almost every auction of the auction rate bonds issued by the Authority under the 12th Resolution has failed to attract enough bidders, resulting in "failed auctions" which have caused the interest rates on the auction rate bonds to be determined on the basis of formulae which do not reflect market interest rates, increased the volatility of interest rates on the auction rate bonds and, at times, increased the interest rates on the auction rate bonds. Additional information about these failed auctions can be found under those filings filed by the Authority with the various Nationally Recognized Municipal Securities Information Repositories via DisclosureUSA during the 2008 disclosure year.

On March 30, 2012, the Authority's 12th Resolution was downgraded by Standard & Poor's to "BB (sf)" from "A (sf)." According to Standard & Poor's press release related to the matter, the action was taken to reflect the high percentage of non-federally guaranteed private loans serving as collateral to the trust, the past and future performance expectations of those private loans, the level of credit enhancement present in the trust and the need for enhanced levels of data reporting related to the performance of the private loans. For more information, please see the Authority's April 3, 2012 filing with EMMA. The downgrade of the 12th Resolution Bonds has generally resulted in higher interest rates being paid on the bonds, reducing the excess spread in the trust.

As noted above, the principal of and interest on the 12th Resolution Bonds are insured by financial guaranty policies provided by Ambac, who also provides a surety bond that funds the reserve requirements for the bonds. On March 24, 2010, the Commissioner of Insurance of the State of Wisconsin petitioned the Wisconsin Circuit Court, filing a Verified Petition for Order of Rehabilitation in the matter of the Rehabilitation of Segregated Account of Ambac, which identified certain of Ambac's insurance policies to be placed into a segregated account for rehabilitation. Pursuant to the petition, the segregated account is to be treated as a separate insurer for purposes of insurance delinquency proceedings. While the 12th Resolution policies were not initially on the list of insurance policies to be placed into the segregated account, each was identified as a policy to be considered for possible placement in the

segregated account. On October 8, 2010, the Commissioner of Insurance of the State of Wisconsin submitted a supplement to the petition in order to allocate certain Ambac policies related to student loan obligations to the segregated account. The Authority received notice of this action on October 13, 2010, and learned that the 12th Resolution policies were among those placed in the segregated account. For more information regarding these matters, see the Authority's EMMA filings dated April 2, 2010 and October 21, 2010.

On April 24, 2013, Ambac gave their consent to the Authority to sell all Higher Education Act Loans to the new 2013-1 Trust Indenture as the loan sale would exceed the Certificate & Agreement imposed limit of 5% of the Value of all Student Loans. Ambac also waived the requirement for the Authority to submit a Cash Flow Statement prior to the loan sale, maximum percentage of Supplemental Loans and consented to the various percentages and types of Student Loans which shall remain in the trust estate. On May 22, 2013, the Authority sold the Higher Education Act Loans and used the proceeds from the loan sale to redeem and/or repurchase and cancel auction rate bonds. Further, effective on June 26, 2013, the Authority replaced the trustee and auction agent under the 12th Resolution and all other documents and instruments related to the Bonds with U.S. Bank National Association, as successor trustee and successor auction agent with respect to the Bonds, all in accordance with the provisions of the 12th Resolution. For more information regarding such redemptions, repurchases, cancellations, and trustee and auction agent changes, please see the quarterly filing dated July 23, 2013 with EMMA.

At September 30, 2014 and 2013, the Authority was in compliance with all financial covenants and requirements of its debt agreements. In the June 30, 2013 audited financial statements, the Authority reported that it was not in compliance with the covenant within the 12th General Bond Resolution requirement that the supplemental loan cumulative default rate not exceed 10% of all supplemental loans in repayment status under the 12th General Bond Resolution. In the current year, the Authority revisited the debt agreements and found that the calculation could include the principal outstanding at June 26, 2006, additional loans purchased and capitalized interest subsequent to June 26, 2006 into the supplemental loan cumulative default rate calculation. The recalculation for June 30, 2013 resulted in a supplemental loan cumulative default rate of 7.9%, instead of 12.8% as stated in the prior year, which is below the 10% limit. The supplemental loan cumulative default rates as of September 30, 2014 and June 30, 2014 were 8.5% and 8.3% respectively.

Distribution of Portfolio by Loan Type (as of September 30, 2014)

<u>Loan Type</u>	<u>Aggregate Outstanding Principal Balance</u>	<u>Percent of Total Principal Balance</u>
Supplemental Loans	<u>\$154,758,266.40</u>	<u>100.00%</u>
TOTALS:	<u>\$154,758,266.40</u>	<u>100.00%</u>

Distribution of Portfolio by Borrower Payment Status (as of September 30, 2014)

<u>Borrower Payment Status</u>	<u>Aggregate Outstanding Principal Balance</u>	<u>Percent of Total Principal Balance</u>
In School	\$1,090,640.80	0.70%
In Grace	1,825,895.27	1.18%
Forbearance	3,384,225.21	2.19%
Deferment	16,294,245.53	10.53%
Repayment	<u>132,163,259.59</u>	<u>85.40%</u>
TOTALS:	<u>\$154,758,266.40</u>	<u>100.00%</u>

Distribution of Portfolio by School Type (as of September 30, 2014)

<u>School Type</u>	<u>Aggregate Outstanding Principal Balance</u>	<u>Percent of Total Principal Balance</u>
Four-Year Schools	\$133,505,240.61	86.26%
Two-Year Schools	12,700,291.52	8.21%
Other	<u>8,552,734.27</u>	<u>5.53%</u>
TOTALS:	<u>\$154,758,266.40</u>	<u>100.00%</u> mal

**GENERAL INFORMATION REGARDING AND DESCRIPTION OF LOANS UNDER
THE AUTHORITY'S SERIES 2009-1 TRUST INDENTURE**

The proceeds of the Bonds issued by the Higher Education Loan Authority of the State of Missouri (the "Authority") on November 5, 2009 pursuant to the Series 2009-1 Trust Indenture, as amended to date (collectively, the "Series 2009-1 Indenture"), were used to finance or refinance Eligible Loans.

The sources and uses of the proceeds from the Series 2009-1 Trust Indenture offering are as follows:

Source of Funds:

Proceeds to the trust estate from the sale of the notes	\$ 186,000,000
Contribution	5,728,793
Less: Underwriter Discount	<u>(1,365,010)</u>
Total	<u>\$ 190,363,783</u>

Uses

Deposit to Acquisition Fund	\$ 186,334,990
Deposit to Capitalized Interest Fund	1,944,584
Deposit to Collection Account	1,600,000
Deposit to Reserve Fund	<u>484,209</u>
Total	<u>\$ 190,363,783</u>

As of September 30, 2014, the trust estate under the Series 2009-1 Indenture held approximately (a) \$105.9 million in Bonds outstanding, (b) \$4.8 million in cash, accrued receivables and investments on deposit and (c) \$115.6 million in student loans insured, guaranteed or otherwise permitted pursuant to the Series 2009-1 Indenture ("Eligible Loans") having characteristics substantially similar to those described below. As of September 30, 2014, the balance under the Series 2009-1 Indenture in the Capitalized Interest Fund was \$0, in the Collection Fund was \$2,490,577.45, in the Department Rebate Fund was \$350,251.06 and in the Reserve Fund was \$294,933.49. **Eligible Loans financed or refinanced thereafter and held under the Series 2009-1 Indenture may have characteristics similar to such Loans or the characteristics of such Eligible Loans may vary materially from the characteristics of the Eligible Loans described below.**

Distribution of Portfolio by Loan Type (as of September 30, 2014)

<u>Loan Type</u>	<u>Aggregate Outstanding Principal Balance</u>	<u>Percent of Total Principal Balance</u>
Stafford	\$268,068.96	0.23%
Consolidation	115,258,813.67	99.75%
PLUS	<u>23,835.62</u>	<u>0.02%</u>
TOTALS:	<u>\$115,550,718.25</u>	<u>100.00%</u>

Distribution of Portfolio by Borrower Payment Status (as of September 30, 2014)

<u>Borrower Payment Status</u>	<u>Aggregate Outstanding Principal Balance</u>	<u>Percent of Total Principal Balance</u>
Forbearance	\$3,617,772.02	3.13%
Deferment	7,934,168.10	6.87%
Repayment	<u>103,998,778.13</u>	<u>90.00%</u>
TOTALS:	<u>\$115,550,718.25</u>	<u>100.00%</u>

Distribution of Portfolio by School Type (as of September 30, 2014)

<u>School Type</u>	<u>Aggregate Outstanding Principal Balance</u>	<u>Percent of Total Principal Balance</u>
Four-Year Schools	\$93,877,856.39	81.24%
Two-Year Schools	10,638,761.10	9.21%
Other	<u>11,034,100.76</u>	<u>9.55%</u>
TOTALS:	<u>\$115,550,718.25</u>	<u>100.00%</u>

FOR AN UPDATE OF THE INFORMATION PROVIDED IN THE OFFERING MEMORANDUM UNDER THE HEADING “CHARACTERISTICS OF THE FINANCED STUDENT LOANS,” SEE THE QUARTERLY REPORT FOR OCTOBER 31, 2014 FILED WITH ELECTRONIC MUNICIPAL MARKET ACCESS FACILITY OF THE MUNICIPAL SECURITIES RULEMAKING BOARD AT [HTTP://EMMA.MSRB.ORG/ER825810-ER643817-ER1045732.PDF](http://EMMA.MSRB.ORG/ER825810-ER643817-ER1045732.PDF), WHICH REPORT IS INCORPORATED HEREIN BY REFERENCE.”

**GENERAL INFORMATION REGARDING AND DESCRIPTION OF LOANS UNDER
THE AUTHORITY'S SERIES 2010-1 TRUST INDENTURE**

The proceeds of the Bonds issued by the Higher Education Loan Authority of the State of Missouri (the "Authority") on January 26, 2010 pursuant to the Series 2010-1 Trust Indenture, as amended to date (the "Series 2010-1 Indenture"), were used to finance or refinance Eligible Loans.

The sources and uses of the proceeds from the Series 2010-1 Trust Indenture offering are as follows:

Source of Funds:

Proceeds to the trust estate from the sale of the notes	\$ 761,400,000
Less: Underwriter Discount	<u>(4,000,000)</u>
Total	<u>\$ 757,400,000</u>

Uses

Deposit to Acquisition Fund	\$ 747,404,016
Deposit to Capitalized Interest Fund	7,996,787
Deposit to Reserve Fund	<u>1,999,197</u>
Total	<u>\$ 757,400,000</u>

As of September 30, 2014, the trust estate under the Series 2010-1 Indenture held approximately (a) \$380.8 million in Bonds outstanding, (b) \$24.4 million in cash, accrued receivables and investments on deposit and (c) \$403.2 million in student loans insured, guaranteed or otherwise permitted pursuant to the Series 2010-1 Indenture ("Eligible Loans") having characteristics substantially similar to those described below. As of September 30, 2014, the balance under the Series 2010-1 Indenture in the Capitalized Interest Fund was \$0, in the Collection Fund was \$13,010,096.69, in the Department Rebate Fund was \$1,046,965.43 and in the Reserve Fund was \$1,191,568.48. **Eligible Loans financed or refinanced thereafter and held under the Series 2010-1 Indenture may have characteristics similar to such Loans or the characteristics of such Eligible Loans may vary materially from the characteristics of the Eligible Loans described below.**

Distribution of Portfolio by Loan Type (as of September 30, 2014)

Loan Type	Aggregate Outstanding Principal Balance	Percent of Total Principal Balance
Stafford	\$166,539,160.88	41.30%
Consolidation	216,003,979.73	53.57%
PLUS	<u>20,691,623.43</u>	<u>5.13%</u>
TOTALS:	<u>\$403,234,764.04</u>	<u>100.00%</u>

Distribution of Portfolio by Borrower Payment Status (as of September 30, 2014)

Borrower Payment Status	Aggregate Outstanding Principal Balance	Percent of Total Principal Balance
In School	\$2,009,104.60	0.50%
In Grace	1,160,723.68	0.29%
Forbearance	18,976,666.37	4.71%
Deferment	38,772,745.98	9.61%
Repayment	<u>342,315,523.41</u>	<u>84.89%</u>
TOTALS:	<u>\$403,234,764.04</u>	<u>100.00%</u>

Distribution of Portfolio by School Type (as of September 30, 2014)

School Type	Aggregate Outstanding Principal Balance	Percent of Total Principal Balance
Four-Year Schools	\$296,793,041.68	73.60%
Two-Year Schools	54,148,027.70	13.43%
Graduate Schools	222,654.29	0.06%
Other	<u>52,071,040.37</u>	<u>12.91%</u>
TOTALS:	<u>\$403,234,764.04</u>	<u>100.00%</u>

FOR AN UPDATE OF THE INFORMATION PROVIDED IN THE OFFERING MEMORANDUM UNDER THE HEADING “CHARACTERISTICS OF THE FINANCED STUDENT LOANS,” SEE THE QUARTERLY REPORT FOR OCTOBER 31, 2014 FILED WITH ELECTRONIC MUNICIPAL MARKET ACCESS FACILITY OF THE MUNICIPAL SECURITIES RULEMAKING BOARD AT [HTTP://EMMA.MSRB.ORG/ER825825-ER643828-ER1045744.PDF](http://emma.msrb.org/ER825825-ER643828-ER1045744.pdf), WHICH REPORT IS INCORPORATED HEREIN BY REFERENCE.”

**GENERAL INFORMATION REGARDING AND DESCRIPTION OF LOANS UNDER
THE AUTHORITY'S SERIES 2010-2 TRUST INDENTURE**

The proceeds of the Bonds issued by the Higher Education Loan Authority of the State of Missouri (the "Authority") on May 26, 2010 pursuant to the Series 2010-2 Trust Indenture, as amended to date (the "Series 2010-2 Indenture"), were used to finance or refinance Eligible Loans.

The sources and uses of the proceeds from the Series 2010-2 Trust Indenture offering are as follows:

Source of Funds:

Proceeds to the trust estate from the sale of the notes	\$ 822,500,000
Less: Underwriter Discount	<u>(5,198,316)</u>
Total	<u>\$ 817,301,684</u>

Uses

Deposit to Acquisition Fund	\$ 806,621,339
Deposit to Capitalized Interest Fund	8,544,276
Deposit to Reserve Fund	<u>2,136,069</u>
Total	<u>\$ 817,301,684</u>

As of September 30, 2014, the trust estate under the Series 2010-2 Indenture held approximately (a) \$405.0 million in Bonds outstanding, (b) \$25.6 million in cash, accrued receivables and investments on deposit and (c) \$435.8 million in student loans insured, guaranteed or otherwise permitted pursuant to the Series 2010-2 Indenture ("Eligible Loans") having characteristics substantially similar to those described below. As of September 30, 2014, the balance under the Series 2010-2 Indenture in the Capitalized Interest Fund was \$0, in the Collection Fund was \$13,849,782.12, in the Department Rebate Fund was \$1,137,970.21 and in the Reserve Fund was \$1,247,713.17. **Eligible Loans financed or refinanced thereafter and held under the Series 2010-2 Indenture may have characteristics similar to such Loans or the characteristics of such Eligible Loans may vary materially from the characteristics of the Eligible Loans described below.**

Distribution of Portfolio by Loan Type (as of September 30, 2014)

<u>Loan Type</u>	<u>Aggregate Outstanding Principal Balance</u>	<u>Percent of Total Principal Balance</u>
Stafford	\$195,883,895.47	44.96%
Consolidation	214,852,130.10	49.30%
PLUS	<u>25,027,676.19</u>	<u>5.74%</u>
TOTALS:	<u><u>\$435,763,701.76</u></u>	<u><u>100.00%</u></u>

Distribution of Portfolio by Borrower Payment Status (as of September 30, 2014)

<u>Borrower Payment Status</u>	<u>Aggregate Outstanding Principal Balance</u>	<u>Percent of Total Principal Balance</u>
In School	\$2,439,795.21	0.56%
In Grace	1,110,457.82	0.25%
Forbearance	19,958,281.31	4.58%
Deferment	42,507,095.94	9.75%
Repayment	<u>369,748,071.48</u>	<u>84.86%</u>
TOTALS:	<u><u>\$435,763,701.76</u></u>	<u><u>100.00%</u></u>

Distribution of Portfolio by School Type (as of September 30, 2014)

<u>School Type</u>	<u>Aggregate Outstanding Principal Balance</u>	<u>Percent of Total Principal Balance</u>
Four-Year Schools	\$318,260,499.00	73.04%
Two-Year Schools	60,563,816.94	13.90%
Graduate Schools	144,323.52	0.03%
Other	<u>56,795,062.30</u>	<u>13.03%</u>
TOTALS:	<u><u>\$435,763,701.76</u></u>	<u><u>100.00%</u></u>

FOR AN UPDATE OF THE INFORMATION PROVIDED IN THE OFFERING MEMORANDUM UNDER THE HEADING "CHARACTERISTICS OF THE FINANCED STUDENT LOANS," SEE THE QUARTERLY REPORT FOR OCTOBER 31, 2014 FILED WITH ELECTRONIC MUNICIPAL MARKET ACCESS FACILITY OF THE MUNICIPAL SECURITIES RULEMAKING BOARD AT [HTTP://EMMA.MSRB.ORG/ER825794-ER643791-ER1045717.PDF](http://EMMA.MSRB.ORG/ER825794-ER643791-ER1045717.PDF), WHICH REPORT IS INCORPORATED HEREIN BY REFERENCE."

**GENERAL INFORMATION REGARDING AND DESCRIPTION OF LOANS UNDER
THE AUTHORITY'S SERIES 2010-3 TRUST INDENTURE**

The proceeds of the Bonds issued by the Higher Education Loan Authority of the State of Missouri (the "Authority") on September 28, 2010 pursuant to the Series 2010-3 Trust Indenture, as amended to date (the "Series 2010-3 Indenture"), were used to finance or refinance Eligible Loans.

The sources and uses of the proceeds from the Series 2010-3 Trust Indenture offering are as follows:

Source of Funds:

Proceeds to the trust estate from the sale of the notes	\$ 495,200,000
Less: Underwriter Discount	<u>(2,476,000)</u>
Total	<u>\$ 492,724,000</u>

Uses

Deposit to Acquisition Fund	\$ 486,250,437
Deposit to Capitalized Interest Fund	5,178,850
Deposit to Reserve Fund	<u>1,294,713</u>
Total	<u>\$ 492,724,000</u>

As of September 30, 2014, the trust estate under the Series 2010-3 Indenture held approximately (a) \$260.9 million in Bonds outstanding, (b) \$17.1 million in cash, accrued receivables and investments on deposit and (c) \$274.6 million in student loans insured, guaranteed or otherwise permitted pursuant to the Series 2010-3 Indenture ("Eligible Loans") having characteristics substantially similar to those described below. As of September 30, 2014, the balance under the Series 2010-3 Indenture in the Capitalized Interest Fund was \$0, in the Collection Fund was \$8,778,917.74, in the Department Rebate Fund was \$986,980.02 and in the Reserve Fund was \$765,484.70. **Eligible Loans financed or refinanced thereafter and held under the Series 2010-3 Indenture may have characteristics similar to such Loans or the characteristics of such Eligible Loans may vary materially from the characteristics of the Eligible Loans described below.**

Distribution of Portfolio by Loan Type (as of September 30, 2014)

Loan Type	Aggregate Outstanding Principal Balance	Percent of Total Principal Balance
Stafford	\$159,741,924.94	58.18%
Consolidation	106,676,968.48	38.85%
PLUS	<u>8,149,890.25</u>	<u>2.97%</u>
TOTALS:	<u>\$274,568,783.67</u>	<u>100.00%</u>

Distribution of Portfolio by Borrower Payment Status (as of September 30, 2014)

Borrower Payment Status	Aggregate Outstanding Principal Balance	Percent of Total Principal Balance
In School	\$2,483,611.48	0.90%
In Grace	1,133,668.44	0.41%
Forbearance	13,784,754.25	5.03%
Deferment	31,375,694.16	11.43%
Repayment	<u>225,791,055.34</u>	<u>82.23%</u>
TOTALS:	<u>\$274,568,783.67</u>	<u>100.00%</u>

Distribution of Portfolio by School Type (as of September 30, 2014)

School Type	Aggregate Outstanding Principal Balance	Percent of Total Principal Balance
Four-Year Schools	\$204,791,597.02	74.59%
Two-Year Schools	37,901,502.12	13.80%
Graduate Schools	49,787.26	0.02%
Other	<u>31,825,897.27</u>	<u>11.59%</u>
TOTALS:	<u>\$274,568,783.67</u>	<u>100.00%</u>

FOR AN UPDATE OF THE INFORMATION PROVIDED IN THE OFFERING MEMORANDUM UNDER THE HEADING “CHARACTERISTICS OF THE FINANCED STUDENT LOANS,” SEE THE QUARTERLY REPORT FOR OCTOBER 31, 2014 FILED WITH ELECTRONIC MUNICIPAL MARKET ACCESS FACILITY OF THE MUNICIPAL SECURITIES RULEMAKING BOARD AT [HTTP://EMMA.MSRB.ORG/ER825839-ER643837-ER1045754.PDF](http://EMMA.MSRB.ORG/ER825839-ER643837-ER1045754.PDF), WHICH REPORT IS INCORPORATED HEREIN BY REFERENCE.”

**GENERAL INFORMATION REGARDING AND DESCRIPTION OF LOANS UNDER
THE AUTHORITY'S SERIES 2011-1 TRUST INDENTURE**

The proceeds of the Bonds issued by the Higher Education Loan Authority of the State of Missouri (the "Authority") on July 19, 2011 pursuant to the Series 2011-1 Trust Indenture, as amended to date (the "Series 2011-1 Indenture"), were used to finance or refinance Eligible Loans.

The sources and uses of the proceeds from the Series 2011-1 Trust Indenture offering are as follows:

Source of Funds:

Proceeds to the trust estate from the sale of the notes	\$ 576,800,000
Less: Bond Discount	\$ (4,794,938)
Less: Underwriter Discount	<u>(2,595,600)</u>
Total	<u>\$ 569,409,462</u>

Uses

Deposit to Acquisition Fund	\$ 562,011,612
Deposit to Capitalized Interest Fund	5,918,280
Deposit to Reserve Fund	<u>1,479,570</u>
Total	<u>\$ 569,409,462</u>

As of September 30, 2014, the trust estate under the Series 2011-1 Indenture held approximately (a) \$330.7 million in Bonds outstanding, (b) \$16.6 million in cash, accrued receivables and investments on deposit and (c) \$339.5 million in student loans insured, guaranteed or otherwise permitted pursuant to the Series 2011-1 Indenture ("Eligible Loans") having characteristics substantially similar to those described below. As of September 30, 2014, the balance under the Series 2011-1 Indenture in the Capitalized Interest Fund was \$0, in the Collection Fund was \$6,502,483.98, in the Department Rebate Fund was \$1,054,722.34 and in the Reserve Fund was \$874,963.12. **Eligible Loans financed or refinanced thereafter and held under the Series 2011-1 Indenture may have characteristics similar to such Loans or the characteristics of such Eligible Loans may vary materially from the characteristics of the Eligible Loans described below.**

Distribution of Portfolio by Loan Type (as of September 30, 2014)

Loan Type	Aggregate Outstanding Principal Balance	Percent of Total Principal Balance
Stafford	\$198,690,840.72	58.52%
Consolidation	115,902,005.59	34.14%
PLUS	<u>24,926,437.09</u>	<u>7.34%</u>
TOTALS:	<u>\$339,519,283.40</u>	<u>100.00%</u>

Distribution of Portfolio by Borrower Payment Status (as of September 30, 2014)

Borrower Payment Status	Aggregate Outstanding Principal Balance	Percent of Total Principal Balance
In School	\$4,095,545.65	1.21%
In Grace	2,049,559.37	0.60%
Forbearance	15,555,090.24	4.58%
Deferment	39,010,047.12	11.49%
Repayment	<u>278,809,041.02</u>	<u>82.12%</u>
TOTALS:	<u>\$339,519,283.40</u>	<u>100.00%</u>

Distribution of Portfolio by School Type (as of September 30, 2014)

School Type	Aggregate Outstanding Principal Balance	Percent of Total Principal Balance
Four-Year Schools	\$247,947,272.18	73.03%
Two-Year Schools	44,535,445.20	13.12%
Graduate Schools	94,776.35	0.03%
Other	<u>46,941,789.67</u>	<u>13.82%</u>
TOTALS:	<u>\$339,519,283.40</u>	<u>100.00%</u>

FOR AN UPDATE OF THE INFORMATION PROVIDED IN THE OFFERING MEMORANDUM UNDER THE HEADING “CHARACTERISTICS OF THE FINANCED STUDENT LOANS,” SEE THE QUARTERLY REPORT FOR NOVEMBER 30, 2014 FILED WITH ELECTRONIC MUNICIPAL MARKET ACCESS FACILITY OF THE MUNICIPAL SECURITIES RULEMAKING BOARD AT [HTTP://EMMA.MSRB.ORG/ER825849-ER643847-ER1045764.PDF](http://EMMA.MSRB.ORG/ER825849-ER643847-ER1045764.PDF), WHICH REPORT IS INCORPORATED HEREIN BY REFERENCE.”

**GENERAL INFORMATION REGARDING AND DESCRIPTION OF LOANS UNDER
THE AUTHORITY'S SERIES 2012-1 TRUST INDENTURE**

The proceeds of the Bonds issued by the Higher Education Loan Authority of the State of Missouri (the "Authority") on May 10, 2012 pursuant to the Series 2012-1 Trust Indenture, as amended to date (the "Series 2012-1 Indenture"), were used to finance or refinance Eligible Loans.

The sources and uses of the proceeds from the Series 2012-1 Trust Indenture offering are as follows:

Source of Funds:

Proceeds to the trust estate from the sale of the notes	\$ 256,100,000
Less: Underwriter Discount	<u>(1,152,450)</u>
Total	<u>\$ 254,947,550</u>

Uses

Deposit to Acquisition Fund	\$ 251,681,388
Deposit to Capitalized Interest Fund	2,612,930
Deposit to Reserve Fund	<u>653,232</u>
Total	<u>\$ 254,947,550</u>

As of September 30, 2014, the trust estate under the Series 2012-1 Indenture held approximately (a) \$152.0 million in Bonds outstanding, (b) \$8.9 million in cash, accrued receivables and investments on deposit and (c) \$153.6 million in student loans insured, guaranteed or otherwise permitted pursuant to the Series 2012-1 Indenture ("Eligible Loans") having characteristics substantially similar to those described below. As of September 30, 2014, the balance under the Series 2012-1 Indenture in the Capitalized Interest Fund was \$0.00, in the Collection Fund was \$3,188,955.33, in the Department Rebate Fund was \$724,717.10 and in the Reserve Fund was \$395,682.93. **Eligible Loans financed or refinanced thereafter and held under the Series 2012-1 Indenture may have characteristics similar to such Loans or the characteristics of such Eligible Loans may vary materially from the characteristics of the Eligible Loans described below.**

Distribution of Portfolio by Loan Type (as of September 30, 2014)

Loan Type	Aggregate Outstanding Principal Balance	Percent of Total Principal Balance
Stafford	\$123,534,715.96	80.44%
Consolidation	6,099,088.00	3.97%
PLUS	<u>23,935,759.39</u>	<u>15.59%</u>
TOTALS:	<u>\$153,569,563.35</u>	<u>100.00%</u>

Distribution of Portfolio by Borrower Payment Status (as of September 30, 2014)

Borrower Payment Status	Aggregate Outstanding Principal Balance	Percent of Total Principal Balance
In School	\$3,151,696.65	2.05%
In Grace	1,957,208.81	1.27%
Forbearance	8,877,216.50	5.78%
Deferment	18,516,885.02	12.06%
Repayment	<u>121,066,556.37</u>	<u>78.84%</u>
TOTALS:	<u>\$153,569,563.35</u>	<u>100.00%</u>

Distribution of Portfolio by School Type (as of September 30, 2014)

School Type	Aggregate Outstanding Principal Balance	Percent of Total Principal Balance
Four-Year Schools	\$117,362,799.34	76.42%
Two-Year Schools	21,094,171.59	13.74%
Graduate Schools	10,108.42	0.01%
Other	<u>15,102,484.00</u>	<u>9.83%</u>
TOTALS:	<u>\$153,569,563.35</u>	<u>100.00%</u>

FOR AN UPDATE OF THE INFORMATION PROVIDED IN THE OFFERING MEMORANDUM UNDER THE HEADING “CHARACTERISTICS OF THE FINANCED STUDENT LOANS,” SEE THE MONTHLY REPORT FOR NOVEMBER 30, 2014 FILED WITH ELECTRONIC MUNICIPAL MARKET ACCESS FACILITY OF THE MUNICIPAL SECURITIES RULEMAKING BOARD AT [HTTP://EMMA.MSRB.ORG/ER825862-ER643859-ER1045776.PDF](http://EMMA.MSRB.ORG/ER825862-ER643859-ER1045776.PDF), WHICH REPORT IS INCORPORATED HEREIN BY REFERENCE.”

**GENERAL INFORMATION REGARDING AND DESCRIPTION OF LOANS UNDER
THE AUTHORITY'S SERIES 2013-1 TRUST INDENTURE**

The proceeds of the Bonds issued by the Higher Education Loan Authority of the State of Missouri (the "Authority") on May 22, 2013 pursuant to the Series 2013-1 Trust Indenture, as amended to date (the "Series 2013-1 Indenture"), were used to finance or refinance Eligible Loans.

The sources and uses of the proceeds from the Series 2013-1 Trust Indenture offering are as follows:

Source of Funds:

Proceeds to the trust estate from the sale of the notes	\$ 956,200,000
Less: Underwriter Discount	<u>(3,824,800)</u>
Total	<u>\$ 952,375,200</u>

Uses

Deposit to Acquisition Fund	\$ 947,475,268
Deposit to Capitalized Interest Fund	2,449,966
Deposit to Reserve Fund	<u>2,449,966</u>
Total	<u>\$ 952,375,200</u>

As of September 30, 2014, the trust estate under the Series 2013-1 Indenture held approximately (a) \$780.9 million in Bonds outstanding, (b) \$37.7 million in cash, accrued receivables and investments on deposit and (c) \$790.4 million in student loans insured, guaranteed or otherwise permitted pursuant to the Series 2013-1 Indenture ("Eligible Loans") having characteristics substantially similar to those described below. As of September 30, 2014, the balance under the Series 2013-1 Indenture in the Capitalized Interest Fund was \$0.00, in the Collection Fund was \$14,563,860.54, in the Department Rebate Fund was \$2,313,595.33 and in the Reserve Fund was \$2,020,716.12. **Eligible Loans financed or refinanced thereafter and held under the Series 2013-1 Indenture may have characteristics similar to such Loans or the characteristics of such Eligible Loans may vary materially from the characteristics of the Eligible Loans described below.**

Distribution of Portfolio by Loan Type (as of September 30, 2014)

Loan Type	Aggregate Outstanding Principal Balance	Percent of Total Principal Balance
Stafford	\$391,815,880.12	49.57%
Consolidation	361,975,661.73	45.80%
PLUS	<u>36,623,888.46</u>	<u>4.63%</u>
TOTALS:	<u>\$790,415,430.31</u>	<u>100.00%</u>

Distribution of Portfolio by Borrower Payment Status (as of September 30, 2014)

Borrower Payment Status	Aggregate Outstanding Principal Balance	Percent of Total Principal Balance
In School	\$5,955,421.38	0.75%
In Grace	3,828,898.16	0.48%
Forbearance	34,963,954.63	4.42%
Deferment	77,812,879.41	9.84%
Repayment	<u>667,854,276.73</u>	<u>84.51%</u>
TOTALS:	<u>\$790,415,430.31</u>	<u>100.00%</u>

Distribution of Portfolio by School Type (as of September 30, 2014)

School Type	Aggregate Outstanding Principal Balance	Percent of Total Principal Balance
Four-Year Schools	\$578,910,307.21	73.25%
Two-Year Schools	106,428,525.24	13.46%
Graduate Schools	172,387.30	0.02%
Other	<u>104,904,210.56</u>	<u>13.27%</u>

FOR AN UPDATE OF THE INFORMATION PROVIDED IN THE OFFERING MEMORANDUM UNDER THE HEADING “CHARACTERISTICS OF THE FINANCED STUDENT LOANS,” SEE THE MONTHLY REPORT FOR NOVEMBER 30, 2014 FILED WITH ELECTRONIC MUNICIPAL MARKET ACCESS FACILITY OF THE MUNICIPAL SECURITIES RULEMAKING BOARD AT [HTTP://EMMA.MSRB.ORG/ER825869-ER643865-ER1045781.PDF](http://EMMA.MSRB.ORG/ER825869-ER643865-ER1045781.PDF), WHICH REPORT IS INCORPORATED HEREIN BY REFERENCE.”

THE AUTHORITY

HIGHER EDUCATION LOAN AUTHORITY OF THE STATE OF MISSOURI

General

The Authority was established in 1981 pursuant to the Missouri Higher Education Loan Authority Act, Title XI, Chapter 173, Section 173.350 to 173.445 of the Missouri Revised Statutes, inclusive, as amended (the "Authorizing Act") for the purpose of assuring that all eligible post-secondary education students have access to guaranteed student loans. The Authorizing Act has been amended over the years to provide the Authority with generally expanded powers to finance, acquire and service student loans including, but not limited to, those guaranteed or insured pursuant to the Higher Education Act, and in certain other respects.

The address of the Authority is 633 Spirit Drive, Chesterfield, Missouri 63005-1243. The telephone number of the Authority is (636) 733-3700. The Authority's website address is <http://www.mohela.com>.

Members and Staff

The Authority is governed by a board of seven members, five of whom are appointed by the Governor of the State, subject to the advice and consent of the Senate of the State, and two others who are designated by statute: the State Commissioner of Higher Education and a member of the State Coordinating Board for Higher Education. A member continues to serve after the expiration of his or her term until a successor is appointed and qualified or he/she is reappointed. There is currently one vacancy on the board (a lender representative position). The present members are:

Name	Term Expires	Occupation/Affiliation
Mr. W. Thomas Reeves	October 2011	President, Pulaski Bank St. Louis, Missouri
Dr. Christopher G. Halliday	October 2013	Dean, Missouri School of Dentistry and Oral Health A. T. Still University Kirksville, Missouri
Mr. Marvin E. Wright	October 2014	Attorney, Board Member, University of Central Missouri Columbia, Missouri
Ms. Melanie R. Rippetoe	October 2015	Assistant Planner/Code Enforcement Officer Town and Country, Missouri
Vacant		Lender Representative
Mrs. Betty Sims	Indefinite	Missouri Coordinating Board for Higher Education
Dr. David R. Russell	Indefinite	Commissioner, Missouri Department of Higher Education

As of September 30, 2014, the Authority had a staff of 436 individuals performing customary loan servicing, administrative and related functions. The Authority has staff of approximately 427 as of the date of this filing. The following is biographical information on the executive staff of the Authority.

Raymond H. Bayer, Jr. serves as Executive Director, Chief Executive Officer, and Assistant Secretary of the Authority. Reporting directly to the Authority's Board of Directors, he is responsible for all of the Authority's operations and oversees each of its business units. Mr. Bayer joined the Authority in 1985. Prior to becoming the Executive Director in 2006, he oversaw various business units including Loan Servicing, Loan Origination, and Business Development. He holds a Bachelor of Science degree in Business Administration from the University of Missouri–St. Louis, a Master of Business Administration degree from Webster University, and a Master of Arts in Finance degree from Webster University. Mr. Bayer serves on the Advisory Board of Webster University's School of Business and Technology.

Ginny Burns serves as Director of Borrower Experience and Quality Assurance. She is responsible for the overall Borrower Experience of the Authority, including the Customer Advocacy Team and Quality Assurance Group. The SoFi servicing relationship is also under direct supervision of the Director of Borrower Experience and Quality Assurance. Ms. Burns joined the Authority in 2013. For the past 28 years, she served as the Vice President-Manager of the Student Services division of Commerce Bank. Ms. Burns holds a Bachelor of Arts degree in Business Communication and a Master of Arts in Business Management from Lindenwood University, located in St. Charles, MO. Ms. Burns serves on the Advisory Boards for Focus St. Louis (Women In Leadership) and Notre Dame High School and is Board President for Bi-Lingual International Assistant Services.

Donald E. Bertier, Jr. serves as Chief Information Officer of the Authority. He is responsible for Information Systems strategic direction, IT operations, software development, information security and business continuity management. Prior to joining the Authority, Mr. Bertier served in critical architecture and global leadership roles for Savvis for 13 years – most recently as Chief Security Officer from 2006-2010. Prior to Savvis, his experience included engineering, software development and systems management responsibilities for McDonnell Douglas and Edward Jones corporations. He is a graduate of Southern Illinois University at Edwardsville and received his Master's Degree in Computer Science from University of Missouri-Rolla.

Laura Catlett serves as the Director of the Contact Center for the Authority. She is responsible for the Customer Service Operations and Contact Center strategic direction. Customer Service units include: Inbound and Outbound call center teams in both the Chesterfield and Columbia, MO locations, Contact Center Workforce and Dialing Strategy, Contact Center Operations/Systems Analysis and New Hire Mentoring Program. Ms. Catlett holds a Bachelor of Science in Business Administration from the University of Missouri–St. Louis and a Master of Business Administration from Webster University. Prior to joining the Authority in June 2013, Ms. Catlett had oversight of Brown Shoe Company contact center operations. Ms. Catlett has over 18 years prior experience in the contact center industry and has served on expert panels.

Jennifer Farmer serves as Director of Federal Contracts. She is responsible for initiating, building and maintaining relationships with the Federal government and others related to Education Loan Services. Ms. Farmer is also responsible for oversight of the planning, design, and implementation of new and existing systems, processes and procedures, and borrower and school services associated with Federal Contracts. She has served on NCHelp Operations and Debt Management committees and currently participates in various workgroups associated with Federal Servicing. Ms. Farmer holds a Bachelor of Science degree in Business Administration from Lindenwood University located in Saint Charles, Missouri. Ms. Farmer joined the Authority in 1995 and has held various senior and executive management roles throughout the organization.

Scott D. Giles serves as the Director of Finance and the Chief Financial Officer for the Authority. He is responsible for the Finance, Accounting, Treasury Management, Procurement, Printing and Mail Support Services, and Lender Services and Reconciliation areas, as well as the Authority's capital structure strategy, financing transactions, interest rate risk management, cash management, investing, and insurance. Mr. Giles previously served as the Authority's Treasurer. Prior to joining the Authority in 2005, Mr. Giles served as the Director of the Missouri Student Loan Group for the Missouri Department of Higher Education. Mr. Giles has served as a member of the Board of Directors of the National Council of Higher Education Loan Programs and as a member and Chairman of the Board for Mapping Your Future. He has also served as a commissioned bank examiner with the Federal Reserve Bank of St. Louis and as an assistant bank examiner with the Missouri Division of Finance. Mr. Giles holds a Bachelor of Science degree in Business Administration with an emphasis in Finance from Southeast Missouri State University and a Master of Public Administration degree from the University of Missouri–Columbia.

Christian Lee serves as Assistant Director of Loan Servicing. He is responsible for daily processing of borrower correspondence which includes, among other things, requests for loan payment re-disclosure, deferment and forbearance review and placement as well as review, approval and processing of all Income Driven Repayment plans. Mr. Lee also oversees the secure e-mail portal and provides professional staff support for the Customer Contact Center. He is also responsible for the Claims and Guarantor Reporting departments. Mr. Lee previously served as Assistant Director of Loan Origination and Contract Servicing, overseeing the Authority's significant growth in the Federal Family Education Loan Program ("FFELP") and took part in initiating, building, and maintaining relationships with FFELP participant schools, lenders and borrowers. Mr. Lee holds a Bachelor of Science degree in Business Administration from the University of Missouri–St. Louis and joined the Authority in 1994, holding various senior and executive management roles throughout the organization.

Carol Malon serves as Controller for the Authority. Her duties are primarily in the Accounting, Finance, Treasury Management, Accounts Payable, Accounts Receivable, and Lender Services and Reconciliation areas. Ms. Malon is a certified public accountant and holds a Bachelor of Science degree in Business Administration with emphasis in Accounting from the University of Missouri–St. Louis and a Master of Business Administration degree from Washington University in St. Louis, Missouri. Ms. Malon joined the Authority in September 2008 and has over 20 years of experience in accounting and finance for Fortune 500, mid cap and private companies.

Dr. James Matchefts serves as General Counsel for the Authority. Dr. Matchefts joined the Authority in 2008. Prior to joining the Authority, Dr. Matchefts served for 10 years as General Counsel to the Missouri Department of Higher Education ("MDHE"). As part of his duties with MDHE, Dr. Matchefts oversaw the operation of the MDHE Student Loan Program, which is Missouri's state-designated guaranty agency under the Federal Family Education Loan Program. For five years before joining MDHE, he worked in the St. Louis, Missouri City Counselor's Office, representing the City of St. Louis in various civil litigation and corporate matters. He received his Juris Doctorate degree from Washington University in 1985 and his Doctor of Education degree from Saint Louis University in 2002.

William C. Shaffner serves as the Director of Business Development and Governmental Relations. He has supervisory responsibility for School and Lender Channel Sales, E-Commerce, Marketing and Governmental Relations. He also serves on the Americorps St. Louis Board of Directors. Mr. Shaffner joined the Authority in July 2004 and has over 30 years of experience in the Federal Family Education Loan Program working at University of Central Florida, USA Funds, USA Group, Sallie Mae and American Student Assistance. Mr. Shaffner is a graduate of the University of Central Florida and holds a Bachelor of Science degree in Business Administration.

Permissible Activities; Limitations

The Authority was not formed as a “special purpose” entity and is legally authorized to and does operate as an active student loan lender and servicer and in related activities. The Authority generally does not have any significant restrictions on its activities to serve as a student loan lender and servicer under the Authorizing Act, including with respect to issuing or investing in additional securities, borrowing money or making loans to other persons. Under existing constitutional and statutory law and judicial decisions, specifically including Title XI of the United States Code, the remedies specified by the Indentures and such other documents may not be readily available or may be limited.

Lewis and Clark Discovery Initiative; Scholarship Funding

The Missouri General Assembly adopted legislation regarding the Authority in 2007 relative to the then Missouri Governor’s Lewis and Clark Discovery Initiative to provide funding for certain capital projects for Missouri’s public higher education institutions. The legislation (the “LCDI Legislation”) directs the Authority to distribute \$350 million into a new fund in the State Treasury known as the Lewis and Clark Discovery Fund (the “Fund”) on the following schedule: \$230 million no later than September 15, 2007; an additional \$5 million by December 31, 2007; and further installments of \$5 million each subsequent calendar quarter ending September 30, 2014. Investment earnings on the Fund are credited against subsequent payments by the Authority. Notwithstanding the schedule of distributions specified above, the LCDI Legislation provides that the Authority may delay distributions if the Authority determines that any such distribution may materially adversely affect the service and benefits provided to Missouri students or residents in the ordinary course of the Authority’s business, the borrower benefit programs of the Authority, or the economic viability of the Authority.

The Authority used much of its excess capital in making \$235 million in distributions to the Fund in 2007. Since then, the Authority has withheld most additional distributions due to Authority determinations of potential adverse effect in accordance with the LCDI Legislation, leaving approximately \$105 million owed on the original \$350 million amount. Pursuant to the LCDI Legislation, the Authority was required to pay the entire \$350 million by September 30, 2014 unless otherwise approved by the Authority and the Missouri Commissioner of the Office of Administration.

The date of final distribution by the Authority of the full \$350 million described in the LCDI Legislation was extended several times by agreements between the Authority and the Missouri Commissioner of the Office of Administration, which final distribution date is now September 30, 2019. In connection with these extensions, the Authority provided the State with \$65 million of its general funds, which were to be used for need-based scholarship funding.

The Authority will continue analyzing and determining on a quarterly basis what, if any, distribution the Authority should make to the Fund. The Authority is unsure whether it will be able to make any significant future distributions required by the LCDI Legislation on a timely basis or at all. Any such distributions by the Authority could substantially decrease the amount of its capital and, accordingly, erode its funds for new programs and contingencies related to current operations.

Direct Loan Servicing by the Authority

The Authority has not originated FFELP loans since July 1, 2010. This is due to the enactment of the federal Health Care and Education Reconciliation Act of 2010 (HCERA) on March 30, 2010, including the Student Aid and Fiscal Responsibility Act (SAFRA), which eliminated FFELP effective July 1, 2010 and prohibited the origination of new FFELP loans after June 30, 2010. As of July 1, 2010, all loans made under the Higher Education Act are originated under the Federal Direct Student Loan Program (“Direct Loan Program”). The terms of existing FFELP loans are not materially affected by the HCERA. However, the Authority has a contract with the U.S. Department of Education (the “Department”) to service Direct Loans in accordance with the HCERA, which requires the Department to

contract with each eligible and qualified not-for-profit (“NFP”) servicer to service loans. On April 29, 2010, the Department began the process to identify eligible NFP servicers by issuing a Sources Sought Notice (Solicitation Number: NFP-SS-2010) (the “Sources Sought Notice”) requesting that interested entities submit information to the Department demonstrating eligibility as an eligible NFP servicer under the criteria set forth in the HCERA.

The Authority responded to the Sources Sought Notice and was among the first twelve NFP servicers that the Department determined met the NFP servicer eligibility criteria under the HCERA. The Authority applied to the Department on November 24, 2010, to be permitted to proceed to develop a Memorandum of Understanding. On February 2, 2011, the Department published a determination that the Authority was permitted to enter into a Memorandum of Understanding to pursue an Authorization to Operate (“ATO”) and a contract award as an NFP servicer. The Pennsylvania Higher Education Assistance Agency (PHEAA) was identified as a key subcontractor for this arrangement. On March 30, 2011, the Authority entered into a Memorandum of Understanding with the Department. The Authority was awarded an ATO on September 22, 2011 and a servicing contract to become an NFP servicer to service federal assets including Direct Loans on September 27, 2011. As of September 30, 2014, the Authority had entered into “teaming arrangements” with 13 other NFP servicers and was servicing over 1.1 million federal asset accounts, representing approximately \$24.9 billion in student loans.

In addition to a federal loan servicing contract, the Authority services nearly \$2.7 billion of its own student loans that will provide the Authority ongoing revenue streams for many years to come. This legacy portfolio and its related revenue have assisted and will continue to assist the Authority in a gradual and smooth transition to a federal asset servicing business model.

Change to Index for Calculation of Special Allowance Payments

The Authority made an affirmative election under Public Law 112-74 to permanently change the index for special allowance payment calculations on substantially all FFELP loans in its portfolio disbursed after January 1, 2000 from the three-month commercial paper rate to the one-month LIBOR index, commencing with the special allowance payment calculations for the calendar quarter beginning on April 1, 2012.

Initially, the election did not apply to the FFELP loans held in the 12th Resolution because the third-party bond insurer would not consent to the index change. In May 2013, the Authority received consent from the third-party bond insurer to sell the FFELP loans held by the 12th Resolution to the new Series 2013-1 Indenture, allowing the Authority to use the one-month LIBOR index for all of its FFELP loans disbursed after January 1, 2000.

Outstanding Debt of the Authority

As of September 30, 2014, the Authority had outstanding bonds and notes in the following amounts issued under the following bond resolutions and indentures. All such debt obligations are secured under such bond resolutions and indentures by collateral separate and distinct from, and such debt obligations have no interest in, each other.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

Outstanding Debt of the Authority by Series of Bonds

The following principal amounts of the Authority's various series of bonds issued under the respective resolutions and indentures were outstanding as of September 30, 2014:

12th General Resolution

Series 2006J Bonds	\$16,375,000
Series 1995C Bonds	\$28,600,000
Series 1995D Bonds	\$36,300,000
Series 1996H Bonds	<u>\$39,250,000</u>
Total	\$120,525,000

Series 2009-1 Indenture

Series 2009A-2 Bonds	\$105,867,828
----------------------	---------------

Series 2010-1 Indenture

Series 2010-1 Bonds	\$380,757,229
---------------------	---------------

Series 2010-2 Indenture

Series 2010-2 Bonds	\$405,006,458
---------------------	---------------

Series 2010-3 Indenture

Series 2010-3 Bonds	\$260,930,787
---------------------	---------------

Series 2011-1 Indenture

Series 2011-1 Bonds	\$330,740,746
---------------------	---------------

Series 2012-1 Indenture

Series 2012-1 Bonds	\$151,962,042
---------------------	---------------

Series 2013-1 Indenture

Series 2013-1 Bonds	\$780,868,622
---------------------	---------------

Auction Rate Securities Outstanding. As of September 30, 2014, all of the Bonds outstanding under the 12th Resolution were auction rate securities. The total amount of auction rate securities outstanding as of the date of this filing is \$120,525,000. MOHELA issued a notice of redemption for an additional \$2,900,000 of Series 1995D Bonds to be redeemed at par on December 31, 2014.

STUDENT LOAN INDUSTRY DEVELOPMENTS AND INFORMATION RELATIVE TO THE AUTHORITY AND ITS OBLIGATIONS

Changes to the Higher Education Act, including the enactment of the Health Care and Education Reconciliation Act of 2010, changes to other applicable law and other Congressional action

On March 30, 2010, the Health Care and Education Reconciliation Act of 2010 (the “Reconciliation Act”) was enacted into law. The Reconciliation Act eliminated the FFEL Program effective July 1, 2010 and the origination of new FFELP loans after June 30, 2010. As of July 1, 2010, all loans made under the Higher Education Act are originated under the Federal Direct Student Loan Program (the “Direct Loan Program”). The terms of existing FFELP loans are not materially affected by the Reconciliation Act and continue to be subject to the provisions of the FFEL Program.

In addition to the passage of the Reconciliation Act, Title IV of the Higher Education Act and the regulations promulgated by the Department of Education thereunder have been the subject of frequent and extensive amendments and reauthorizations in recent years. There can be no assurance that the Higher Education Act or other relevant federal or state laws, rules, and regulations may not be further amended or modified in the future in a manner that could adversely affect the Authority or its student loan programs, the trust estates created under the indentures, the financed student loans, or the financial condition of or ability of the Authority, the servicers or the guaranty agencies to comply with their obligations under the various transaction documents or Bonds. Future changes could also have a material adverse effect on the revenues received by the guarantors that are available to pay claims on defaulted financed student loans in a timely manner. In addition, if legislation were to be passed in the future requiring the sale of the financed student loans held in the trust estates to the federal government, proceeds from such sale would be used to pay the Bonds in advance of their current expected maturity date. No assurance can be given as to the amount that would be received from such sale or whether such amount would be sufficient to pay all principal and accrued interest due on the Bonds, as there is no way to know what purchase price would be paid by the federal government for the financed student loans.

The Authority cannot predict the effects of the passage of the Reconciliation Act or whether any other changes will be made to the Higher Education Act or other relevant federal laws, and rules and regulations promulgated by the Secretary of Education in future legislation, or the effect of such legislation on the Authority, the servicers, the guaranty agencies, the financed student loans or the Authority’s loan programs.

Competition from the Direct Loan Program and other lenders

The Direct Loan Program was established under the Student Loan Reform Act of 1993. Under the Direct Loan Program, approved institutions of higher education, or alternative loan originators approved by the Department of Education, make loans to students or parents without application to or funding from outside lenders or guarantors. The Department of Education provides the funds for such loans, and the program provides for a variety of flexible repayment plans, including consolidations under the Direct Loan Program of existing FFEL Program student loans. Such consolidation permits borrowers to prepay existing student loans and consolidate them into a Federal Direct Consolidation Loan under the Direct Loan Program. As a result of the enactment of the Reconciliation Act, no FFELP loans have been originated since July 1, 2010, and all loans currently made under the Higher Education Act are originated under the Direct Loan Program. The Direct Loan Program also results in a reduced volume and variety of student loans available to be purchased by the Authority and may result in prepayments of financed student loans if such financed student loans are consolidated under the Direct Loan Program.

In addition to the competition from the Direct Loan Program, the Authority faces competition from other lenders that could decrease the volume of student loans that could be purchased by the Authority.

Due to the limited recourse nature of the Bonds, competition from the Direct Loan Program should not impact the payment of the Bonds unless it causes (a) erosion in the finances of the Authority to such an extent that it cannot honor any repurchase, administration or similar obligations under the indentures or (b) causes the interest rates on the Bonds to increase more than the interest rates and subsidies received by the Authority on the financed student loans, or (c) prepayments of financed student loans if such financed student loans are consolidated under the Direct Loan Program.

General economic conditions

A downturn in the economy or a continued slow recovery from the 2008 downturn in the economy resulting in substantial layoffs either regionally or nationwide or reduced borrower ability to make timely payment on financed student loans may result in increased delinquencies or default claims to be paid by guaranty agencies. It is impossible to predict the status of the economy or unemployment levels or at which point a slow recovery or another downturn in the economy would significantly reduce revenues to the Authority or the guaranty agencies' ability to pay default claims. General economic conditions may also be affected by other events including the prospect of increased hostilities abroad. Certain such events may have other effects, the impact of which are difficult to project.

There may be delayed payments from borrowers as a result of military service obligations

The Servicemembers Civil Relief Act of 2003 limits the ability of a lender under the FFELP to take legal action against a borrower during the borrower's period of active duty and, in some cases, during an additional three month period thereafter.

The Authority does not know how many student loans have been or may be affected by the application of the Servicemembers Civil Relief Act. Payments on financed student loans may be delayed as a result of these requirements, which may reduce the funds available to the Authority to pay principal and interest on the Bonds.

* * *