

Event Notice Pursuant to SEC Rule 15c2-12(b)(5)(C)

Issuer/Obligated Person: Mississippi Higher Education Assistance Corporation

Issues to which this Report relates:

<u>Cusip</u>	<u>Series</u>
605-354-EQ8	Subordinate Series 2004-B1
605-354-FF1	Subordinate Series 2007-B1

Events Reported: Ratings Downgrade by Fitch Ratings

On or about January 15, 2009, Fitch Ratings ("Fitch") downgraded its ratings on the Subordinate obligations identified above (the "Subordinate Obligations") from "A" to "BB." A copy of Fitch's press release with respect to the downgrade is attached.

The Trust Indenture pursuant to which the Subordinate Obligations were issued (as supplemented, the "Indenture") includes provisions pursuant to which the Maximum Rate (as defined in the Indenture) applicable to the Subordinate Obligations is computed from time to time. As a result of this action by Fitch, together with action previously taken by Moody's Investor Services with respect to ratings on the Subordinate Obligations as described in a Material Event Notice submitted on or about December 8, 2008, the Applicable Percentage (as defined in the Indenture) used in computing the Maximum Rate applicable to the Subordinate Obligations will be increased from 175% to 265%. Future actions by Moody's and/or Fitch could result in a reduction of the Applicable Percentage.

The information contained in this Event Notice has been submitted by Mississippi Higher Education Assistance Corporation ("MHEAC") to report certain events with respect to the Subordinate Obligations. Nothing contained in this Event Notice is, or should be construed as, a representation by MHEAC that the information included in this Event Notice constitutes all of the information that may be material to a decision to invest in, hold or dispose of any of the Subordinate Obligations, or any other securities of MHEAC. General information concerning MHEAC is available at www.esfweb.com/mheac.html.

Date submitted: January 22, 2009

Fitch Affirms 3 and Downgrades 2 Classes from Mississippi Higher Ed Assistance Corp 2004 Indenture

Fitch Ratings-New York-15 January 2009: Fitch Ratings has affirmed three and downgraded two classes from the Federal Family Education Loan Program (FFELP) student loan revenue bonds issued by Mississippi Higher Education Assistance Corporation 2004 Indenture (MHEAC). The downgrades reflect the effect of increased funding costs on the transaction due to failed auctions. The actions follow a review of all auction-rate transactions to determine the ability of each to withstand increased funding costs going forward and pay timely interest and full principal by legal maturity.

Classes downgraded to 'BB' and 'B' could experience principal losses but are expected to receive timely interest payments for a number of years depending on the transaction structure and interest rate environment.

The rating actions are as follows:

Mississippi Higher Education Assistance Corporation 2004 Indenture:

- 2004 A-1 affirmed at 'AAA';
- 2004 B-1 downgraded from 'A' to 'BB' and removed from Rating Watch Negative;
- 2007 A-1 affirmed at 'AAA';
- 2007 A-2 affirmed at 'AAA';
- 2007 B-1 downgraded from 'A' to 'BB' and removed from Rating Watch Negative.

All of the bonds are tax-exempt auction-rate securities currently paying interest at the maximum rate. The trust documents define the maximum rate as the lesser of 175% for bonds rated 'AAA' to 'A-', 200% for bonds rated 'BBB+' to 'BBB-' and 265% for bonds rated lower than 'BBB-' multiplied by the SIFMA index or 14%. The maximum rate definition determines the amount of interest the trust can pay on the auction-rate notes.

Parity ratios, or the ratio of assets to liabilities, have decreased due to auction failures causing bonds to pay interest at the maximum rate. The total parity ratio for the trust as of Sept. 30, 2008 was 96.62%; senior parity was approximately 107%.

Credit enhancement consists of a reserve account; in addition, senior bonds benefit from subordination provided by lower priority notes.

The collateral supporting the bonds consists of federally guaranteed loans originated under the FFELP. FFELP loans are guaranteed by an eligible guarantor to at least 97% of principal and accrued interest, depending on loan origination date.

The student loan portfolio is serviced by Education Services Foundation, Pennsylvania Higher Education Assistance Agency and Chase Student Loan Servicing. None of the servicers carry a Fitch servicer rating.

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Fitch's rating definitions and the terms of use of such ratings are available on the agency's public site, 'www.fitchratings.com'. Published ratings, criteria and methodologies are available from this site, at all times. Fitch's code of conduct, confidentiality, conflicts of interest, affiliate firewall, compliance and other relevant policies and procedures are also available from the 'Code of Conduct' section of this site.