

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-EP0	Senior Series 2004-A1
605-354-EQ8	Subordinate Series 2004-B1
605-354-FD6	Senior Series 2007-A1
605-354-FE4	Senior Series 2007-A2
605-354-FF1	Subordinate Series 2007-B1

Events Reported: Recent Developments

Background

The Mississippi Higher Education Assistance Corporation (“MHEAC”) is filing this Event Notice with respect to the securities listed above, which were issued under an Indenture dated as of June 1, 2004 and supplements thereto (the “Indenture”). The securities listed above are referred to herein as the “Auction Securities.” The trust estate subject to the Indenture is referred to herein as the “Trust Estate.”

The Auction Securities have credit ratings as follows:

Senior Securities:	“Aaa” “AAA”	Moody’s Investors Service Fitch, Inc.
Subordinate Securities:	“A2”* “A”	Moody’s Investors Service Fitch, Inc.

*See “Moody’s Action” below.

The Auction Securities are subject to auction primarily at 7 day and 35 day intervals. Since February 11, 2008, all auctions have had an insufficient number of bidders for the Auction Securities resulting in “failed auctions.” As a result, the interest rates on the Auction Securities have increased to the maximum rates under the Indenture.

Moody’s Action

On August 27, 2008 Moody’s announced that it had placed on review for downgrade nine tranches of securities issued under MHEAC indentures, including the Subordinate Securities

described above. The MHEAC website (www.esfweb.com/mheac.html) separately includes the Moody's announcement under the topic "Moody's Rating Actions."

ARS Settlements

As of September 11, 2008 at least nine investment banks had agreed to buy back at par a total of more than \$50 billion of auction rate securities, subject to certain terms and conditions. Other such agreements might arise thereafter. Bondholders should evaluate the terms and conditions of any such agreements that might apply to them. The MHEAC website (www.esfweb.com/mheac.html) separately includes a "Citi Statement on ARS Settlement" and a "BOA Statement on ARS Settlement."

The information contained in this Event Notice has been submitted by MHEAC to report certain events and future plans of MHEAC with respect to the Auction Securities. 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 Auction Securities, or any other securities of MHEAC. General information concerning MHEAC is available at www.esfweb.com/mheac.html.

Date submitted: October 6, 2008