

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-DW6	Senior Series 1999-A1
605-354-DY2	Senior Series 1999-A3
605-354-EA3	Senior Series 2000-A1
605-354-EC9	Senior Series 2000-A2
605-354-ED7	Senior Series 2000-A3
605-354-EF2	Senior Series 2000-A4
605-354-EJ4	Senior Series 2001-A1
605-354-EK1	Senior Series 2003-A1
605-354-EL9	Senior Series 2003-A2
605-354-EN5	Senior Series 2003-A3
605-354-ER6	Senior Series 2004-A2
605-354-ES4	Senior Series 2004-A3
605-354-ET2	Senior Series 2004-A4
605-354-EY1	Senior Series 2005-A2
605-354-EU9	Senior Series 2005-A3
605-354-EV7	Senior Series 2005-A4
605-354-EW5	Senior Series 2005-A5
605-354-FA2	Senior Series 2006-A1
605-354-FC8	Senior Series 2006-A2

Event Reported: Recent Transaction Which Included Release of Collateral

Background

Mississippi Higher Education Assistance Corporation (the “Corporation”) is filing this Event Notice with respect to the securities listed above which were issued under an Indenture dated as of July 1, 1999 and supplements thereto (the “Indenture”). The securities listed above are referred to herein as the “Securities.” The trust estate subject to the Indenture is referred to herein as the “Trust Estate.”

Recent Transaction; Release of Collateral

On or about September 17, 2013, the Corporation closed a transaction (the “Recent Transaction”) pursuant to which:

(i) Pledged Student Loans with an aggregate unpaid principal balance plus accrued and unpaid interest of approximately \$8,733,000 (“Student Loans Released Under Senior Asset Requirement Test”) were released from the Trust Estate under a provision of the Indenture which provides that “[t]he Trustee shall release Pledged Student Loans from the lien and pledge of this Indenture, upon request of the Corporation and receipt by the Trustee of evidence satisfactory to the Trustee that, after such release, the Senior Asset Requirement will be met;” and

(ii) Pledged Student Loans with an aggregate unpaid principal balance plus accrued and unpaid interest of approximately \$24,944,000 (“Student Loans Released Upon Sale”) were released from the Trust Estate under a provision of the Indenture which provides that “[t]he Trustee shall release from the lien and pledge of this Indenture any Pledged Student Loans sold to a purchaser upon receipt by the Trustee of immediately available funds in full payment therefor of an aggregate purchase price of not less than the outstanding principal amount thereof plus accrued and unpaid interest and Special Allowance Payments thereon.”

The Student Loans Released Under Senior Asset Requirement Test were sold by the Corporation and the sales proceeds were paid to the Corporation and retained in the Corporation’s general fund.

The Student Loans Released Upon Sale were sold by the Corporation and the sales proceeds were paid to the Trustee and retained as part of the Trust Estate.

Contemporaneously with the Recent Transaction, \$6,550,000 aggregate principal amount of Obligations outstanding under the Indenture (the “Cancelled Obligations”) previously held by the Corporation in its general fund were delivered by the Corporation to the Trustee and cancelled.

As a result of the Recent Transaction and cancellation of the Cancelled Obligations, Overall Parity (as described below) and Senior Parity (as described below) both remained approximately 133%.

The composition of the Pledged Student Loan portfolio included in the Trust Estate did not change materially as a result of the Recent Transaction.

The Corporation delivered the Cancelled Obligations to the Trustee for cancellation and determined the amount of the Student Loans Released Under Senior Asset Requirement Test and Student Loans Released Upon Sale in a manner such that Overall Parity and Senior Parity would not be materially changed. The Corporation was not required to structure the transaction in that manner and makes no representation that future transactions (whether or not similar to the Recent Transaction) will not, if and to the extent permitted pursuant to the Indenture, materially change Overall Parity and Senior Parity.

In order to meet the "Senior Asset Requirement" as applicable to the release of Pledged Student Loans: the ratio of (1) the Balances credited to the Trust Estate Fund under the Indenture to (2) the aggregate principal amount of all Outstanding Senior Obligations plus accrued and unpaid interest thereon (or, if greater, the aggregate outstanding notional amount of all Senior Swap Agreements plus accrued net obligations of the Corporation thereunder must be at least equal to (3) 112%; and the ratio of the Balances credited to the Trust Estate Fund to the aggregate principal of and accrued and unpaid interest on all Outstanding Obligations must be at least equal to 103%. There are currently no swap agreements outstanding under the Indenture.

Other

Since February 11, 2008, substantially all Auctions of Obligations issued under the Indenture have failed to clear. As a result, the interest rates on all (or substantially all) Obligations bearing interest at Auction Rates have been the applicable Maximum Rates, subject with respect to Taxable Obligations to the Net Loan Rate limitation.

In an effort to strengthen the Trust Estate and protect the interests of both the holders of outstanding Obligations and the Corporation, from time to time the Corporation has used funds available under the Indenture to purchase (and cancel) outstanding Obligations from parties willing to sell Obligations at prices (below par) which the Corporation determined to be appropriate. The Corporation anticipates that

all or a substantial portion of the moneys received from the sale of the Student Loans Released upon Sale will be used to extend that effort.

As of year-end for 2008 through 2012, and as of June 30, 2013, and September 17, 2013, the ratio of the Balances credited to the Trust Estate Fund under the Indenture to (1) the aggregate principal amount of all Outstanding Senior Obligations plus accrued and unpaid interest thereon ("Senior Parity") and (2) the aggregate principal amount of all Outstanding Obligations plus accrued and unpaid interest thereon and certain other liabilities of the Trust Estate ("Overall Parity") were:

	Senior Parity	Overall Parity
December 31, 2008	109.49%	99.83%
December 31, 2009	115.76%	103.48%
December 31, 2010	116.61%	105.17%
December 31, 2011	124.39%	109.92%
December 31, 2012	128.19%	128.06%
June 30, 2013	133.33%	133.18%
September 17, 2013	at least 133.54%	at least 133.42%

Carry-Over Amounts are not taken into account in computing either Senior Parity or Overall Parity.

All Obligations currently outstanding under the Indenture are Senior Obligations.

The Corporation's purchases and cancellations of outstanding Obligations at prices below par have contributed materially to increases in Senior Parity and Overall Parity. There can be no assurances that, in the future, the Corporation will be able to purchase Obligations for prices (below par) which the Corporation determines to be appropriate or that there will be sufficient cash available in the Trust Estate to make any such purchases.

Capitalized terms used herein and not defined herein have the meanings given to such terms in the applicable Official Statements and Offering Memoranda, copies of which are available at <http://www.esfweb.com/OfficialStatements.html>.

The information contained in this Event Notice has been submitted by the Corporation to report the event referenced herein. A portion of the information included herein is not required pursuant to the applicable Continuing Disclosure Agreements to which the Corporation is a party. Nothing contained in this Event Notice should be interpreted to indicate that the Corporation will file Event Notices in the future with respect to comparable actions. Nothing contained in this Event Notice is, or should be construed as, a representation by the Corporation 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 Securities referenced herein, or any other securities of the Corporation. General information concerning the Corporation is available at www.esfweb.com/mheac.html.

Date submitted: September 19, 2013