

April 28, 2010

Ms. Jennifer Reid  
Senior Corporate Trust Administrator  
The Bank of New York Mellon  
10161 Centurion Pkwy, 2<sup>nd</sup> Floor  
Jacksonville FL 32256

**Re: State Education Assistance Authority; Redemption of Certain Series of Auction-Rate Bonds (1995 General Resolution)**

Dear Ms. Reid:

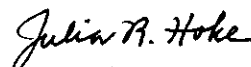
As the State Education Assistance Authority anticipates closing its second funding transaction with Straight-A Funding, LLC, the Conduit Lender, on May 20, 2010, we are asking that The Bank of New York Mellon, as Trustee under the Authority's 1995 General Resolution, take certain steps to enable the Authority to redeem the following series of bonds on the dates indicated:

| <u>Bond Tranche</u> | <u>CUSIP</u> | <u>Redemption Date</u> |
|---------------------|--------------|------------------------|
| 2006 Series Q-2     | 658262ED8    | June 8, 2010           |
| 2006 Series Q-4     | 658262EF3    | June 22, 2010          |
| 2006 Series Q-Sub   | 658262EG1    | June 8, 2010           |
| 2004 Series O-1     | 658262DQ0    | June 30, 2010          |
| 2004 Series O-2     | 658262DR8    | June 2, 2010           |
| 2004 Series O-3     | 658262DS6    | June 9, 2010           |
| 2007 Series S-1     | 658262EK2    | June 11, 2010          |
| 2007 Series S-2     | 658262ELO    | June 18, 2010          |
| 2007 Series S-3     | 658262EM8    | June 25, 2010          |
| 2007 Series S-4     | 658262EN6    | July 1, 2010           |
| 2007 Series S-5     | 658262EP1    | June 2, 2010           |
| 2007 Series S-Sub   | 658262EQ9    | June 25, 2010          |

We expect to redeem the referenced 2006 Series Q Bonds, 2004 Series O Bonds and 2007 Series S Bonds in full upon receipt of an advance from the Conduit Lender on May 20. Please accept this letter as documentation of the Authority's directive to The Bank of New York Mellon to issue proper conditional notices of these anticipated redemptions to bondholders and the investment provider, as applicable, beginning no later than May 3, 2010, in accordance with the respective series resolutions and consistent with the applicable provisions of Article X of the 1995 General Resolution.

Thank you for your attention to the details of carrying out this directive. If you have any questions, please contact me at (919) 248-4649.

Very truly yours,



Julia R. Hoke

Director of Legal Affairs & General Counsel

JRH/le

cc: Steven E. Brooks, SEAA  
Iona Duckworth, SEAA  
Rion D. Foley, McNair Law Firm  
Melissa A. Hancock, The Bank of New York Mellon  
Steven M. Kerr, RBC Capital Markets Corporation

