Supplement to Official Statement

This Supplement to Official Statement has been prepared by the State Education Assistance Authority to amend and supplement certain information set forth in the Official Statement, dated September 23, 2004 (the “Official Statement”), regarding the Series O-4 Bonds and the Series O-5 Bonds (collectively, the “Series O Bonds”). To make an informed decision regarding the Series O-4 Bonds and the Series O-5 Bonds, a prospective investor should read the original Official Statement and this Supplement in their entirety. Unless indicated, capitalized terms used in this Supplement have the meanings given in this Official Statement.

STATE OF NORTH CAROLINA
STATE EDUCATION ASSISTANCE AUTHORITY
(A political subdivision of the State of North Carolina)

$150,000,000
TAX-EXEMPT GUARANTEED STUDENT LOAN REVENUE BONDS
2004 SERIES O (SENIOR LIEN)

<table>
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<tr>
<th>Series</th>
<th>Principal Amount</th>
<th>Interest Rate</th>
<th>First Auction Date</th>
<th>First Interest Payment Date</th>
<th>Standard Auction Period (days)</th>
<th>CUSIP</th>
<th>Expected Settlement Date</th>
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<tr>
<td>O-4</td>
<td>75,000,000</td>
<td>Auction</td>
<td>January 13, 2005</td>
<td>July 1, 2005</td>
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<td>December 8, 2004</td>
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<tr>
<td>O-5</td>
<td>75,000,000</td>
<td>Auction</td>
<td>January 20, 2005</td>
<td>July 1, 2005</td>
<td>35</td>
<td>658262 DU1</td>
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The information under the heading “DESCRIPTION OF CERTAIN PROVISIONS OF THE FEDERAL FAMILY EDUCATION LOAN PROGRAM” in the original Official Statement is hereby supplemented as follows to reflect certain events occurring after September 23, 2004: The Higher Education Extension Act of 2004 (Public Law 108-366) was signed into law on October 25, 2004, and extended the principal provisions of the Federal Family Education Loan Program to September 30, 2005.

The information contained herein is subject to change after the date of this Supplement, and this Supplement speaks only as of its date.

STATE EDUCATION ASSISTANCE AUTHORITY

By: /s/ Steven E. Brooks

Executive Director

November 29, 2004