

Financial statements and reports of independent certified public accountants

Oklahoma Student Loan Authority

June 30, 2006 and 2005

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Report of Independent Certified Public Accountants

Trustees
Oklahoma Student Loan Authority

We have audited the accompanying balance sheets of the Oklahoma Student Loan Authority (the Authority), a component unit of the State of Oklahoma, as of June 30, 2006 and 2005, and the related statements of revenues, expenses and changes in fund equity and cash flows for the years then ended, which collectively comprise the Authority's basic financial statements. These financial statements are the responsibility of the Authority's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America as established by the American Institute of Certified Public Accountants and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Authority's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Oklahoma Student Loan Authority as of June 30, 2006 and 2005, and changes in its financial position and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

In accordance with *Government Auditing Standards*, we have also issued our report dated September 27, 2006 on our consideration of the Authority's internal control over financial reporting and our tests of its compliance with certain provisions of laws, regulations, contracts and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* and should be considered in assessing the results of our audit.

Management's Discussion and Analysis on pages two through eight is not a required part of the basic financial statements but is supplementary information required by accounting principles generally accepted in the United States of America. We have applied certain limited procedures, which consisted principally of inquiries of management regarding the methods of measurement and presentation of the required supplementary information. However, we did not audit the information and express no opinion on it.

Grant Thornton LLP

Oklahoma City, Oklahoma
September 27, 2006

Oklahoma Student Loan Authority Management's Discussion and Analysis

The Oklahoma Student Loan Authority (Authority) functions as a secondary market for the purchase of student loans from other lenders, as an originating lender for Federal Consolidation loans and as a servicer of student loans. As a servicer of student loans, the Authority services its own student loans and provides origination and pre-acquisition interim servicing for 40 other eligible lenders, which are members of the OSLA Student Lending Network. In addition, the Authority provides and supports its in-house loan servicing system for remote use by other eligible lenders. As members of the OSLA Student Lending Network, the remote servicing lenders are responsible for their own origination and interim servicing of their student loans.

The loan servicing work performed by the Authority is done under the registered tradename "OSLA Student Loan Servicing™". Each member of the OSLA Student Lending Network is required to sell its student loans to the Authority before repayment of the loans begins.

The Authority was designated as an Exceptional Performer effective January 1, 2006 by the U.S. Department of Education in recognition of its exceptional level of performance in servicing student loans. As a result of this designation, the Authority received 100% reimbursement on all eligible default claims submitted since the effective date of the Exceptional Performer designation. The reimbursement rate on default claims for non-Exceptional Performers was 98%. Recent legislation changed these reimbursement rates effective July 1, 2006 to 99% for Exceptional Performers and 97% for non-Exceptional Performers.

This section of the Authority's annual financial report presents a discussion and analysis of the Authority's financial performance for the fiscal year ended June 30, 2006. Please read it in conjunction with the Authority's financial statements and the notes to the financial statements, which follow this section.

FINANCIAL HIGHLIGHTS:

- The Authority's total assets at June 30, 2006 were approximately, \$1,016,165,000, which is an increase of approximately \$131,470,000 or 15% over June 30, 2005.
- The Authority's net student loans at June 30, 2006 were approximately \$938,267,000, which is an increase of approximately \$120,846,000 or 15% over June 30, 2005.
- The Authority's total operating revenues was approximately \$50,447,000 and interest expense was approximately \$34,876,000 for the fiscal year ended June 30, 2006, resulting in a net interest margin of approximately \$15,571,000. This is an increase of approximately \$5,557,000 or 55% from the fiscal year ended June 30, 2005.
- The Authority's total other operating expenses (see page 6) for the fiscal year ended June 30, 2006 were approximately \$7,616,000, which is an increase of \$598,000 or 9% over the fiscal year ended June 30, 2005.
- The Authority's change in fund equity for the fiscal year ended June 30, 2006 was approximately \$7,955,000, which is an increase of approximately \$4,959,000 or 165% from the change in fund equity for the fiscal year ended June 30, 2005.

OVERVIEW OF THE FINANCIAL STATEMENTS:

In accordance with accounting principles generally accepted in the United States of America (US GAAP) and the provisions of the Governmental Accounting Standards Board (GASB) Statement No. 20, the Authority's applies all relevant GASB pronouncements as well as Financial Accounting Standards Board (FASB) pronouncement and Accounting Principles Board (APB) opinions, unless those pronouncements conflict with or contradict GASB pronouncements, in which case, GASB prevails. Under the accrual basis of accounting, revenues are recognized in the period in which they are earned and expenses are recognized in the period in which they are incurred. The format of the Authority's financial statements is presented in conformity with GASB Statement No. 34, "Basic Financial Statements – and Management's Discussion and Analysis – for State and Local Governments".

CRITICAL ACCOUNTING POLICIES:

US GAAP requires Authority management to make estimates and assumptions and use judgments that affect reported income, expenses, assets and liabilities and disclosure of contingent assets and liabilities during reporting periods; accordingly, actual results could differ from these estimates.

The Authority generates most of its Operating Revenues from borrower interest, and subsidized interest and special allowance from the U.S. Department of Education, on its student loan portfolio. Certain Authority policies affect the generation of Operating Revenues.

The Authority offers the following incentive programs to our borrowers:

TOP Interest Rate Reduction – Most of the Authority's Stafford Loan and PLUS borrowers, including borrowers of loans that the Authority services for the OSLA Student Lending Network and will purchase in the future, can earn a 1.5% interest rate reduction by making their first twelve payments on time. The reduced interest rate will apply for the life of the loan after it has been earned.

EZ PAY Interest Rate Reduction – Borrowers can earn a 0.33% interest rate reduction by using the Authority's electronic debit for making their monthly payments. The reduced interest rate will apply as long as the borrower uses OSLA's electronic debit, EZ PAY, for making monthly payments.

TOP Principal Reduction – Borrowers can earn a 1% reduction in the principal amount of their loans by making their first three payments on time.

Consolidation Loan Principal Reduction – Consolidation loan borrowers can earn a 1% reduction in the principal amount of their loan by making their first six payments on time.

Lender Paid Origination Fees – The Authority and most members of our Lending Network began paying the origination fees on March 1, 2006 or later that are normally withheld from the loan disbursements. Participation in this incentive program is at the discretion of the member of OSLA Lending Network. The Authority will reimburse participating members of OSLA Lending Network 50% of the lender paid origination fees. The Authority has committed to this incentive program at least through June 30, 2007.

The achievement of the TOP and EZ PAY Interest Rate Reduction programs and participation in the Authority's Lender Paid Origination Fees results in a reduction, and will result in a future reduction, in Operating Revenues received and in the average yield for the total student loan portfolio.

The Authority expenses the cost associated with the TOP and Consolidation Loan Principal Reduction programs in the period the incentive was earned as a reduction to loan interest income from borrowers.

The Authority capitalizes various out-of-pocket costs and amortizes these costs over an estimated life. These capitalized costs include:

Premiums on Loan Acquisitions – Premiums are amortized as a reduction to loan interest from borrowers over the estimated life of the loans, not to exceed 72 months.

Capitalized Loan Origination Costs – The direct costs associated with originating the loans are amortized as a reduction to loan interest from borrowers over the estimated life of the loans based on loan types.

Deferred Guarantee and Lender Paid Origination Fees – Fees paid to guarantors between July 1, 1999 and June 30, 2001 and the cost related to the Authority's Lender Paid Origination Fee incentive program are amortized as a reduction to loan interest from borrowers over the estimated life of the loans, not to exceed 72 months.

Deferred Financing Costs – The cost associated with the issuance of the Authority's bonds and notes payable are amortized over the estimated life of the debt issue, not to exceed 72 months.

Deferred Loan Fees – The cost associated with participation in the Authority's Lender Paid Origination Fees Program are amortized over the estimated life of the loans, not to exceed 72 months.

The Authority maintains an Allowance for Loan Losses to provide for estimated future losses in the loan portfolio. The Authority will write off loans as uncollectible when that determination is made and will write off 1% of the principal balance upon payment of default claims filed with guarantors after June 30, 2006. The balance of the Allowance for Loan Losses is an estimate of future losses in the Authority's current portfolio of student loans. The Authority updates the balance of the Allowance for Loan Losses by periodic expenses through the Provision for Loan Losses.

FINANCIAL ANALYSIS OF THE AUTHORITY:

The Authority's total fund equity at June 30, 2006 was approximately \$81,125,000, which is an increase of approximately \$7,955,000 or 11% over June 30, 2005. Components of the Authority's balance sheet are as follows as of June 30:

	<u>2006</u>	<u>2005</u>
Current assets	\$ 19,363,602	\$ 14,869,837
Capital assets	935,907	983,130
Other noncurrent assets	25,647,166	16,235,727
Restricted assets	<u>970,218,793</u>	<u>852,606,446</u>
 Total Assets	 <u>\$1,016,165,468</u>	 <u>\$884,695,140</u>
 Current liabilities	 \$ 259,099	 \$ 404,549
Current liabilities payable from restricted assets	6,560,019	4,395,595
Noncurrent liabilities payable from restricted assets	<u>928,221,182</u>	<u>806,724,831</u>
 Total Liabilities	 <u>935,040,300</u>	 <u>811,524,975</u>
 Fund equity:		
Invested in capital assets	935,907	983,130
Restricted	35,437,592	41,486,020
Unrestricted	<u>44,751,669</u>	<u>30,701,015</u>
 Total Fund Equity	 <u>81,125,168</u>	 <u>73,170,165</u>
 Total Liabilities and Fund Equity	 <u>\$1,016,165,468</u>	 <u>\$884,695,140</u>

The growth in the Authority's total assets is the continuation of a trend of significant growth in prior years. Net student loans grew from approximately \$817,421,000 at June 30, 2005 to approximately \$938,267,000 at June 30, 2006. The growth in liabilities over the past year relates to the issuance of the Series 2006A-1 bonds in March, 2006 totaling \$152,545,000 net of a decrease in the commercial bank line of credit usage by \$5,775,000 and the early retirement of the Series 1994A-1 bonds in the amount of \$25,200,000. The growth noted in the Authority's Fund Equity is the continuation of a trend of significant loan growth and positive operating results of the Authority.

For the fiscal year ended June 30, 2006, the Authority acquired or originated student loans with a principal balance of approximately \$378,022,000. This was a 33% increase compared to the \$284,733,000 acquired or originated in the fiscal year ended June 30, 2005. This increase was due primarily to increased origination of Consolidation Loans, mostly consolidating loans currently in our own portfolio. At June 30, 2006, consolidation loans represented approximately 41% of our total portfolio of student loans.

The Authority's change in fund equity for the fiscal year ended June 30, 2006 was approximately \$7,955,000, which is an increase of approximately \$4,959,000 or 165% from the change in fund equity for the fiscal year ended June 30, 2005. Components of the statement of revenues, expenses and changes in fund equity for the fiscal years ending are as follows at June 30:

	<u>2006</u>	<u>2005</u>
Loan interest income, net of consolidation rebate fees	\$47,725,285	\$29,251,411
Investment interest income	<u>2,721,310</u>	<u>1,348,711</u>
Operating revenue	50,446,595	30,600,122
Less: Interest expense	<u>34,875,528</u>	<u>20,585,785</u>
Net Interest Margin	<u>15,571,067</u>	<u>10,014,337</u>
Less: Other operating expenses:		
General administration	5,667,212	5,298,154
External loan servicing	283,543	187,176
Professional fees	462,309	358,509
Provision for loan losses	<u>1,203,000</u>	<u>1,174,000</u>
Total other operating expenses	<u>7,616,064</u>	<u>7,017,839</u>
Change in fund equity	<u>\$ 7,955,003</u>	<u>\$ 2,996,498</u>

The Change in Fund Equity of approximately \$7,955,000 for the year ended June 30, 2006 relates to both the Authority's debt service funds (which serve as collateral on outstanding bonds and notes) and to the Authority's general funds.

The increase in loan interest income for the fiscal year ended June 30, 2006 is related to increased variable interest rates, overall growth in loan portfolio and increased Special Allowance from the Department of Education due to increasing interest rates after the variable interest rates on the student loans were reset. The variable interest rates on student loans are reset annually on July 1st. The variable rates for the fiscal year ended June 30, 2006 ranged from 4.70% to 6.10% and the variable rates for the fiscal year ended June 30, 2005 ranged from 2.77% to 4.17%. The Special Allowance payments from the Department of Education are intended to give the holders of student loans a current market yield during period of increasing interest rates.

The Authority funds the origination or acquisition of student loans by periodically issuing bonds and notes and by reinvesting principal payments received on existing loans. The increase in interest expense for the fiscal year ended June 30, 2006 is related to increasing interest rates for the fiscal year ended June 30, 2006 and the increase of \$121,570,000 principal amount in bonds and notes outstanding during the fiscal year ended June 30, 2006.

Net Interest Margin for the fiscal year ended June 30, 2006 was approximately \$15,571,000 which is an increase of approximately \$5,557,000 or 55% from the fiscal year ended June 30, 2005. The factors that contributed to this growth in Net Interest Margin include increase in investment income due to higher yields, the increasing lender yield on and overall growth in the portfolio of student loans and improved financing factors such as increased reinvestment of principal payments received on existing loans into new loans and increased percentage of tax-exempt debt in the Authority's debt mix.

The increase in provision for loan losses is related to the growth in the Authority's student loan notes receivable and the projected loan losses based on historical trends over the life of the related student loans.

The Authority's other operating expenses for the fiscal year ended June 30, 2006 grew by only 8% over the previous fiscal year. The increase in other operating expenses was related to increased expenses related to the growth in our loan servicing activities such as postage, telecommunications, professional fees and personnel costs. The Authority prepares an annual operating budget that is used as a management tool for tracking the various operating expenses. There were no significant variances between the budget and actual operating expenses for the fiscal year ended June 30, 2006.

DEBT ADMINISTRATION:

The Authority funds student loan notes receivable by issuing tax-exempt and taxable bonds and notes. The bonds and notes must be approved by the State of Oklahoma bond oversight process prior to being issued. Tax-exempt bonds or notes also must receive an allocation of the State of Oklahoma private activity volume ceiling or "cap". In addition, the issues must comply with federal statutes and with the rules and regulations of the United States Treasury Department and the United States Securities and Exchange Commission.

At June 30, 2006, the Authority had \$928,150,000 principal amount of bonds and notes payable outstanding, an increase of 15% from the \$806,580,000 principal amount outstanding at June 30, 2005. Detailed information on the Authority's debt is presented in note E to the financial statements.

\$906,150,000 of Authority debt was publicly held and had long term credit ratings assigned by Moody's Investors Service (Moody's) and Standard and Poor's (S&P) based on the type of security as shown in the table below. The credit ratings have been maintained and periodically the ratings have been confirmed in connection with new parity debt issues or extensions of recycling periods.

<u>Credit Rating(s)</u>	<u>Principal Amount</u>	<u>Type of Security</u>
AAA Moody's/AAA S&P	\$868,940,000	Senior Lien or Insured
A2 Moody's/A S&P	\$37,210,000	Subordinate Bonds

\$408,795,000 of the Authority debt listed above bears a Weekly Rate and, in addition to the long-term ratings, also has short-term ratings by Moody's (VMIG-1) and S&P (A-1+).

The Authority meets its temporary requirements for funding student loan notes receivable through a taxable, revolving warehouse line of credit and a tax-exempt line of credit commitment provided by commercial banks. The taxable, revolving line of credit has a commitment amount of \$150,000,000, of which \$22,000,000 principal amount was outstanding at June 30, 2006. The tax-exempt line of credit has a remaining commitment amount of approximately \$56,308,000 at June 30, 2006 and of which no principal amount was outstanding at June 30, 2006. These lines of credit are not rated by a credit rating agency.

CONDITIONS AFFECTING FINANCIAL POSITION:

At June 30, 2006, the Authority was servicing student loans from members of the OSLA Student Lending Network with a principal balance of approximately \$131,462,000. The total portfolio of gross student loans that the Authority owns or services for members of the OSLA Student Lending Network was approximately \$1,062,000,000 at June 30, 2006. This is an increase of approximately \$139,071,000 or 15% from June 30, 2005.

The Authority has experienced significant growth in all aspects of its operations. With the growth in the volume of student loan applications being processed and the growth in the total loan portfolio serviced by the Authority, particularly the growth in repayment status loans; the Authority's fiscal year 2007 budget reflects continued growth. The Authority's budgeted administrative expenses for fiscal year 2007 reflect the additional costs to be incurred as a result of the Authority's growth.

Higher market interest rates at June 30, 2006 means that student loans with variable interest rates on outstanding loans will increase during the fiscal year ending June 30, 2007. The variable student loan rates on Stafford and PLUS loans for the fiscal year ending June 30, 2007 range from 6.54% to 7.94% compared to 4.70% to 6.10% for the fiscal year ended June 30, 2006. Additionally, recent legislation changed the interest rate on student loans with first disbursements on or after July 1, 2006 from variable interest rates to fixed interest rates. The fixed interest rates in effect July 1, 2006 range from 6.80% to 8.5%.

The Federal Consolidation Loan portfolio continues to grow and become a larger percentage of the Authority's total portfolio. At June 30, 2006, the Federal Consolidation Loans were 41% of the Authority's gross student loans, an increase from 33% at June 30, 2005. In addition, consolidation loan applications totaling approximately \$187,000,000 were pending funding at June 30, 2006 which will increase the concentration of consolidation loans in the Authority's portfolio. This growth results in a proportionate growth in the volume of Consolidation Rebate Fees that the Authority pays to the US Department of Education on our outstanding portfolio of Federal Consolidation Loans.

The majority of the Authority's bonds and notes payable bear a short-term variable rate of interest. In the fiscal year ending June 30, 2007, it is generally expected that interest rates on borrowed funds will increase, resulting in an increased interest expense. In that event, we expect that the increase in cost of funds will be offset by an increase in Special Allowance paid by the U.S. Department of Education. The increased Special Allowance payments would increase our loan interest income and have the effect of increasing the yield on the student loans that we hold, and those that we are committed to purchase from the OSLA Student Lending Network.

The Authority's budgets for funding the growth of student loans are based on a significant proportion of taxable debt, with correspondingly higher interest rates than tax-exempt debt, in the Authority's outstanding bonds and notes. This increased cost of taxable debt compared to tax-exempt debt will cause an increase to the overall average rate paid for interest expense.

Legislation passed in 2006 created a new 1% Federal Default Fee. The Authority implemented a new borrower incentive program whereby the Authority will pay the new 1% Federal Default Fees when the loans' guarantors are charging this fee. This new incentive program applies to loan disbursements for the Authority and members of the OSLA Lending Network for Stafford and PLUS loans guaranteed on or after July 1, 2006. The Authority will capitalize the costs associated with this new incentive program and amortize it over the estimated life of the loans, not to exceed 72 months.

Oklahoma Student Loan Authority

BALANCE SHEETS

June 30,

ASSETS	<u>2006</u>	<u>2005</u>
Current assets		
Cash	\$ 21,425	\$ -
Investments	19,126,135	14,866,988
Interest receivable	<u>216,042</u>	<u>2,849</u>
Total current assets	<u>19,363,602</u>	<u>14,869,837</u>
Noncurrent assets		
Loans, net of allowance for loan losses	25,328,373	15,878,254
Capital assets, net of accumulated depreciation	935,907	983,130
Other noncurrent assets	<u>318,793</u>	<u>357,473</u>
Total noncurrent assets	<u>26,583,073</u>	<u>17,218,857</u>
Restricted assets		
Cash	4,952,000	453,549
Investments	29,160,981	33,140,827
Interest receivable	21,523,103	15,532,400
Loans, net of allowance for loan losses	912,938,888	801,543,020
Other restricted assets	<u>1,643,821</u>	<u>1,936,650</u>
Total restricted assets	<u>970,218,793</u>	<u>852,606,446</u>
TOTAL ASSETS	<u>\$1,016,165,468</u>	<u>\$884,695,140</u>
LIABILITIES AND FUND EQUITY		
Current liabilities		
Accounts payable and other accrued expenses	\$ 259,099	\$ 404,549
Current liabilities payable from restricted assets		
Accounts payable and other accrued expenses	2,020,066	1,974,602
Accrued interest payable	<u>4,539,953</u>	<u>2,420,993</u>
Total current liabilities payable from restricted assets	<u>6,560,019</u>	<u>4,395,595</u>
Noncurrent liabilities payable from restricted assets		
Arbitrage rebate payable	71,182	144,831
Notes payable	100,600,000	106,375,000
Bonds payable	<u>827,550,000</u>	<u>700,205,000</u>
Total noncurrent liabilities payable from restricted assets	<u>928,221,182</u>	<u>806,724,831</u>
Total liabilities	<u>935,040,300</u>	<u>811,524,975</u>
Commitments and contingencies (note G)		
Fund equity		
Invested in capital assets	935,907	983,130
Restricted	35,437,592	41,486,020
Unrestricted	<u>44,751,669</u>	<u>30,701,015</u>
Total fund equity	<u>81,125,168</u>	<u>73,170,165</u>
TOTAL LIABILITIES AND FUND EQUITY	<u>\$1,016,165,468</u>	<u>\$884,695,140</u>

The accompanying notes are an integral part of these statements.

Oklahoma Student Loan Authority

STATEMENTS OF REVENUES, EXPENSES AND CHANGES IN FUND EQUITY

Year ended June 30,

	<u>2006</u>	<u>2005</u>
Operating revenues		
Loan interest income		
From borrowers	\$25,269,316	\$15,848,024
From U.S. Department of Education (USDE)	22,455,969	13,403,387
Investment interest income	<u>2,721,310</u>	<u>1,348,711</u>
Total operating revenues	<u>50,446,595</u>	<u>30,600,122</u>
Operating expenses		
Interest	34,875,528	20,585,785
General administration	5,667,212	5,298,154
External loan servicing fees	283,543	187,176
Professional fees	462,309	358,509
Provision for loan losses	<u>1,203,000</u>	<u>1,174,000</u>
Total operating expenses	<u>42,491,592</u>	<u>27,603,624</u>
CHANGE IN FUND EQUITY	<u>7,955,003</u>	<u>2,996,498</u>
Fund equity at beginning of year	<u>73,170,165</u>	<u>70,173,667</u>
Fund equity at end of year	<u>\$81,125,168</u>	<u>\$73,170,165</u>

The accompanying notes are an integral part of these statements.

Oklahoma Student Loan Authority

STATEMENTS OF CASH FLOWS

Year ended June 30,

	2006	2005
Cash flows from operating activities		
Receipts of interest income from borrowers	\$ 27,036,264	\$ 19,917,390
Receipts of interest income from USDE	19,713,100	12,752,641
Receipts of interest on investments	2,671,460	1,358,987
Payments for interest on notes and bonds payable	(32,172,363)	(19,026,307)
Payments to Internal Revenue Service for arbitrage rebate	(99,439)	(269,334)
Payments to employees and suppliers	(6,012,239)	(6,890,091)
Net cash provided by operating activities	11,136,783	7,843,286
Cash flows from noncapital financing activities		
Advances on notes payable	90,892,057	15,475,000
Proceeds from issuance of bonds	152,545,000	205,670,000
Payments of debt financing costs	(623,634)	(896,821)
Payments on notes payable	(96,667,057)	(60,000,000)
Payments on bonds payable	(25,200,000)	(12,975,000)
Net cash provided by non-capital financing activities	120,946,366	147,273,179
Cash flows from investing activities		
Proceeds from maturity of investments	456,155,917	364,154,917
Receipts of loan principal payments	265,902,148	172,284,795
Increase in student loan notes receivable	(392,784,850)	(303,821,697)
Purchases of investments	(456,435,219)	(387,264,826)
Net cash used in investing activities	(127,162,004)	(154,646,811)
Cash flows from capital activities		
Purchases of capital assets	(401,269)	(195,753)
NET INCREASE IN CASH	4,519,876	273,901
Cash at beginning of year (including \$453,549 and \$178,422 for 2006 and 2005, respectively, reported in restricted assets)	453,549	179,648
Cash at end of year (including \$4,952,000 and \$453,549 for 2006 and 2005, respectively, reported in restricted assets)	\$ 4,973,425	\$ 453,549

Oklahoma Student Loan Authority

STATEMENTS OF CASH FLOWS - CONTINUED

Year ended June 30,

	2006	2005
Reconciliation of change in fund equity to net cash provided by operating activities		
Change in fund equity	\$ 7,955,003	\$ 2,996,498
Adjustments to reconcile change in fund equity to net cash provided by operating activities		
Depreciation on capital assets	448,492	383,584
Amortization of loan origination costs, guarantee fees and premiums on loan acquisition	5,152,336	4,508,081
Amortization of deferred financing costs	584,205	575,219
Provision for loan losses	1,203,000	1,174,000
(Increase) decrease in assets		
Interest receivable	(6,203,896)	(3,621,675)
Other assets	52,320	(127,008)
Increase (decrease) in liabilities		
Accounts payable and other accrued expenses	(99,988)	1,125,518
Accrued interest payable	2,118,960	984,259
Arbitrage rebate payable	(73,649)	(155,190)
Net cash provided by operating activities	<u>\$ 11,136,783</u>	<u>\$ 7,843,286</u>

The accompanying notes are an integral part of these statements.

Oklahoma Student Loan Authority

NOTES TO FINANCIAL STATEMENTS

June 30, 2006 and 2005

NOTE A - REPORTING ENTITY AND NATURE OF PROGRAM

The Oklahoma Student Loan Authority (the Authority) was created as an express trust under applicable Oklahoma Statutes and a Trust Indenture dated August 2, 1972, with the State of Oklahoma (the State) accepting the beneficial interest therein. The Authority is a component unit of the State and is included in the financial statements of the State as a part of the Enterprise Fund. Enterprise funds are used to account for the operations and financial position of governmental entities that are financed and operated in a manner similar to private enterprise.

The purpose of the Authority is to provide student loan funds to qualified persons at participating post-secondary educational institutions. The Authority also performs origination and interim status servicing for other Federal Family Education Loan (FFEL) Program lenders in addition to providing a secondary market for FFEL Program loans for participating financial institutions. The student loans held by the Authority under the Federal Higher Education Act of 1965 (Higher Education Act), as amended, include Federal Stafford Loans (Stafford), Unsubsidized Stafford Loans for Middle Income Borrowers (Unsubsidized Stafford), Federal Supplemental Loans for Students (SLS), Federal Parent Loans for Undergraduate Students (PLUS) and Federal Consolidation Loans (Consolidation).

The FFEL Program loans are guaranteed by the Oklahoma State Regents for Higher Education Guaranteed Student Loan Program (State Guarantee Agency), which is reinsured by the United States Department of Education (the USDE), or guaranteed by other guarantors approved by the USDE (Guarantee Agencies). The Authority was designated as an Exceptional Performer effective January 1, 2006 by the USDE in recognition of its exceptional level of performance in servicing FFEL Program loans. As a result of this designation, the Authority received 100% reimbursement (99% reimbursement effective July 1, 2006) on all eligible FFEL Program default claims submitted since the effective date of the Exceptional Performer designation. The Authority is required to achieve certain reporting and compliance levels to maintain the Exceptional Performer designation. Management believes, as of June 30, 2006, no conditions or events have occurred which would revoke this designation.

As of June 30, 2006 and 2005, the Authority serviced approximately \$131,462,000 and \$115,705,000, respectively, in FFEL Program loans for other financial institutions. As a servicer of FFEL Program loans, the Authority collects student loan remittances and subsequently disburses these remittances to the appropriate lending entities.

The Authority also originates and holds private loans through our Supplemental Higher Education Loan Financing (SHELF™) Program. These loans are not guaranteed under the Higher Education Act. The Authority retains a percentage of SHELF™ loan proceeds as a reserve against loan losses.

Oklahoma Student Loan Authority

NOTES TO FINANCIAL STATEMENTS - CONTINUED

June 30, 2006 and 2005

NOTE B - SUMMARY OF ACCOUNTING POLICIES

The financial statements of the Authority included herein reflect the combined assets, liabilities, fund equity and changes therein for the Authority.

1. Basis of Accounting

The Authority accounts for its operation as an enterprise fund. Enterprise funds are accounted for on the flow of economic resources measurement focus and use the accrual basis of accounting, similar to private business enterprises. Under the accrual basis of accounting, revenues are recognized when earned and expenses are recorded when incurred. In accordance with the provisions of the Governmental Accounting Standards Board (GASB) Statement No. 20, the Authority applies all relevant GASB pronouncements as well as Financial Accounting Standard Board (FASB) pronouncements and Accounting Principles Board (APB) opinions, unless those pronouncements conflict with or contradict GASB pronouncements, in which case, GASB prevails.

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reported period. Actual results could differ from those estimates.

2. Accounts of the Authority

The accounts of the Authority are organized on the basis of individual funds as prescribed by the Oklahoma Student Loan Act (the Act) and terms of various debt obligations. The various accounts assigned to each fund could include any of the following, depending upon the terms of the related debt obligation: Principal Account, Interest Account, Student Loan Account, Repayment Account, Debt Service Reserve Account, Rebate Account and General Investment Account.

3. Cash

The Authority considers cash in demand deposit accounts and money market funds to be cash equivalents. The Authority utilizes bank deposit accounts which periodically sweep cash into uninsured short-term investment securities. The Authority has not experienced any losses in such accounts and believes it is not exposed to any significant credit risk on such accounts.

4. Investments

Investments consist of repurchase agreements and U.S. Government Securities based mutual funds. Applicable Oklahoma Statutes authorize certain types of investments the Authority can utilize. As of June 30, 2006 and 2005, the Authority is in compliance with these investment requirements.

Oklahoma Student Loan Authority

NOTES TO FINANCIAL STATEMENTS - CONTINUED

June 30, 2006 and 2005

NOTE B - SUMMARY OF ACCOUNTING POLICIES - CONTINUED

4. Investments - continued

Investments are stated at fair value, based on quoted prices for mutual funds and at cost for repurchase agreements, with changes in fair value included in the statements of revenues, expenses and changes in fund equity.

5. Loans and Allowance for Loan Losses

Loans are stated at cost, net of an allowance for loan losses. The Authority includes as the cost of a loan any premium paid on student loans purchased. Premiums are amortized over the estimated life of the loan as an adjustment to interest income. Loan origination costs are capitalized when the loan is made and are amortized, using the interest method, over the estimated life of the loan.

All of the FFEL Program loans made or acquired by the Authority are guaranteed as noted above. There is still risk to the Authority if the loans should lose their guarantee. The Authority has established cure and recovery procedures to be applied to loans that have lost their guarantee. If the cure and recovery procedures are not successful within a maximum of three years, the loan will be written off as uncollectible.

The allowance for loan losses was established by the Authority's management to provide for this type of loss, as well as losses on non-guaranteed SHELF™ loans. Student loans are written off when they are deemed uncollectible and charged against the allowance upon such determination. Any subsequent collection or recovery on an account written off as uncollectible is credited to the allowance.

6. Capital Assets

The Authority capitalizes expenditures for equipment, system development and leasehold improvements. Depreciation and amortization are calculated primarily on a straight-line basis of three to ten years. Accumulated depreciation and amortization on capital assets at June 30, 2006 and 2005 were approximately \$2,040,000 and \$1,700,000, respectively. Maintenance of equipment and other assets is expensed as incurred.

7. Restricted Fund Equity

Certain assets of the Authority are restricted by the applicable bond and note covenants for the purpose of providing collateral for the outstanding debt obligations and paying debt interest and principal payments that are due (see Note E).

Oklahoma Student Loan Authority

NOTES TO FINANCIAL STATEMENTS - CONTINUED

June 30, 2006 and 2005

NOTE B - SUMMARY OF ACCOUNTING POLICIES - CONTINUED

8. Operating Revenues and Expenses

Balances classified as operating revenues and expenses are those which comprise the Authority's principal ongoing operations. Since the Authority's operations are similar to those of any other finance company, all revenues and expenses are considered operating.

9. Interest Income

Interest is earned from the borrowers on the various types of student loans, from the USDE and from investments. The USDE makes two types of interest payments to the Authority. One is for the interest on Subsidized Stafford and Consolidation loans when the borrower is not currently required to make principal and interest payments under the terms of the loan. Such interest income from the USDE for the years ended June 30, 2006 and 2005 was approximately \$8,627,000 and \$5,194,000, respectively. The other type of interest payment from the USDE is "Special Allowance Payments." The rates for Special Allowance Payments are based on quarterly formulas that differ according to the type of loan, the date the loan was first disbursed, the interest rate and the type of funds used to finance such loans (tax-exempt or taxable). These rates are based upon the average rate established in the auctions of 91-day U.S. Treasury bills during such quarter or the quotes of three-month commercial paper (financial) in effect for each of the days in such quarter. Special Allowance Payments from the USDE for the years ended June 30, 2006 and 2005 were approximately \$17,474,000 and \$10,638,000, respectively.

Additionally, the Authority pays a consolidation rebate fee to the USDE on a monthly basis. The consolidation rebate fee is based on the outstanding principal and unpaid accrued interest on consolidation loans at month end. Consolidation rebate fees paid to the USDE for the years ended June 30, 2006 and 2005 were approximately \$3,645,000 and \$2,428,000, respectively. Such fees are reported as a reduction to loan interest income from USDE.

10. Arbitrage Rebate

The proceeds from the Authority's tax-exempt debt issuances are subject to arbitrage rebate laws under the Internal Revenue Code. This arbitrage rebate limits the earnings on investment of tax-exempt proceeds in non-purpose investments. The Authority has calculated and made provisions for the estimated cumulative rebatable arbitrage that must be remitted to the Internal Revenue Service for the excess earnings on non-purpose investments.

11. Income Taxes

As a State beneficiary trust, the income of the Authority earned in the exercise of its essential function is exempt from state and federal income taxes.

Oklahoma Student Loan Authority

NOTES TO FINANCIAL STATEMENTS - CONTINUED

June 30, 2006 and 2005

NOTE B - SUMMARY OF ACCOUNTING POLICIES - CONTINUED

12. Reclassifications

Certain reclassifications have been made in the 2005 financial statements to conform to the 2006 presentation.

NOTE C - INVESTMENTS

The Authority invests its idle cash in collateralized repurchase agreements and U.S. Government securities-based money market mutual funds in accordance with the Authority's investment policy. Generally, the policy requires investments in U.S. Government Obligations or obligations explicitly guaranteed by the U. S. Government to reduce the Authority's related credit risk, custodial credit risk and interest rate risk.

The U.S. Government securities-based money market mutual funds, at June 30, 2006 and 2005, were rated AAA by the Standards & Poor's Corporation, AAA by Moody's Investor Services, AAA by Duff & Phelps and AAA/V1+ by Fitch IBCA, except for approximately \$3,596,000 which was unrated at June 30, 2005. The Authority's restricted investment in U.S. Government securities-based mutual funds totalled approximately \$28,469,000 and \$30,840,000 at June 30, 2006 and 2005, respectively. The Authority's unrestricted investment in U.S. Government securities-based mutual funds totalled approximately \$19,126,000 and \$14,867,000 at June 30, 2006 and 2005, respectively.

Investments at fair value consist of the following at June 30:

	<u>2006</u>	<u>2005</u>
Restricted		
U.S. Government securities-based mutual funds	\$28,469,381	\$30,839,522
Repurchase agreements	<u>691,600</u>	<u>2,301,305</u>
Total restricted investments	29,160,981	33,140,827
Unrestricted		
U.S. Government securities-based mutual funds	<u>19,126,135</u>	<u>14,866,988</u>
Total investments	<u>\$48,287,116</u>	<u>\$48,007,815</u>

Oklahoma Student Loan Authority

NOTES TO FINANCIAL STATEMENTS - CONTINUED

June 30, 2006 and 2005

NOTE D - LOANS AND ALLOWANCE FOR LOAN LOSSES

The Authority originates, purchases and holds various types of student loans as described in Note A. The terms of these loans, which vary on an individual basis, depending upon loan type and the date the loan was originated, generally provide for repayment in monthly installments of principal and interest over a period of up to 30 years for Consolidation loans and generally up to ten years for other loans. The repayment period begins after a grace period of six months following graduation or loss of qualified student status for the Stafford and Unsubsidized Stafford loans. The repayment period for Consolidation, SLS and PLUS loans begins within 60 days from the date the loan is fully disbursed. Interest rates on student loans ranged from 2.0% to 11.0% for the fiscal year ended June 30, 2006, depending upon the type and date of origination of the individual loan. Loans consist of the following as of June 30:

	2006	2005
Stafford	\$295,262,597	\$290,600,103
Unsubsidized Stafford	213,895,827	213,877,901
PLUS/SLS	34,394,883	36,520,323
Consolidation	384,197,538	263,332,785
SHELF™	3,009,153	2,893,016
Total gross loans	930,759,998	807,224,128
Unamortized loan premiums and loan origination costs	15,136,694	12,835,528
Unprocessed loan (payments) and advances	(1,010,112)	3,120,127
Allowance for loan losses	(6,619,319)	(5,758,509)
Net loans	\$938,267,261	\$817,421,274

An analysis of the change in the allowance for loan losses is as follows as of June 30:

	2006	2005
Balances at beginning of year	\$5,758,509	\$5,052,215
Loans charged off, net of recoveries of \$66,694 and \$20,094 for 2006 and 2005, respectively	(342,190)	(467,706)
Provision for loan losses	1,203,000	1,174,000
Balance at end of year	\$6,619,319	\$5,758,509

Oklahoma Student Loan Authority

NOTES TO FINANCIAL STATEMENTS - CONTINUED

June 30, 2006 and 2005

NOTE D - LOANS AND ALLOWANCE FOR LOAN LOSSES - CONTINUED

All FFEL Program student loans are guaranteed as to principal and accrued interest. The Guarantee Agencies are entitled to charge fees for these services, and, if such fees are charged, they are currently withheld from the loan disbursements to the borrower and remitted to the Guarantee Agencies. The Authority paid the guarantee fees on all loans disbursed when the Guarantee Agencies did not waive those fees during the period from July 1, 1999 through June 30, 2001. Guarantee fees paid by the Authority are capitalized when the loan is made and are amortized, using the interest method, over the estimated life of the loan. The capitalized guarantee fees, net of accumulated amortization, at June 30, 2006 and 2005 were approximately \$163,000 and \$483,000, respectively. In order for the loans to be or remain guaranteed, certain due-diligence requirements in loan servicing must be met. As of June 30, 2006 and 2005, approximately \$355,000 and \$226,000, respectively, of loans were no longer considered to be guaranteed.

The Authority also withholds certain origination fees from the loan disbursements on FFEL Program loans to the borrowers and remits these fees to the USDE. The amount of the origination fees is a certain percentage of the gross loan amount. The Authority and most members of our lending network implemented a new borrower incentive program effective March 1, 2006 or later to pay these origination fees. Participation in this incentive program is at the discretion of the members of OSLA Lending Network. The Authority will reimburse participating members of OSLA Lending Network 50% of the lender paid origination fees. The Authority has committed to this incentive program at least through June 30, 2007.

The Authority is also required to pay to the USDE certain lender and rebate fees. The amount of the lender fees includes a certain percentage of the gross loan amount on all FFEL Program loans originated after October 1, 1993 and a certain percentage of the carrying value of the Consolidation loans.

The capitalized loan origination costs, net of accumulated amortization, at June 30, 2006 and 2005 were approximately \$1,684,000 and \$1,453,000, respectively.

Premiums paid on student loans purchased, net of accumulated amortization, at June 30, 2006 and 2005 were approximately \$13,453,000 and \$11,383,000, respectively.

As discussed in Note A, the Authority was designated as an Exceptional Performer during 2006. As a result, the Authority received 100% reimbursement on all eligible FFEL Program default claims through June 30, 2006. Effective July 1, 2006, the reimbursement rate on all eligible FFEL Program default claims for Exceptional Performers is reduced to 99% as the result of legislative changes.

Generally, student loans of the Authority are pledged as collateral for the various obligations of the Authority.

Oklahoma Student Loan Authority

NOTES TO FINANCIAL STATEMENTS - CONTINUED

June 30, 2006 and 2005

NOTE E - NOTES AND BONDS PAYABLE

The Authority periodically issues notes and bonds for the purpose of funding student loans. All notes and bonds payable are primarily secured by the student loans, related accrued interest and by the amounts on deposit in the accounts established under the respective bond resolution or financing agreement as maintained by the corporate trustees. The Authority is in compliance with all significant financing agreement requirements and bond covenants.

Notes payable at June 30, 2006 and 2005 consist of the following:

\$150,000,000 Taxable Variable Rate Revenue Note (line of credit), Series 1993L (1993L), dated January 26, 2006, payable at the offices of JP Morgan Chase Bank, N.A., as administrative agent. The interest rate is adjusted periodically based on a LIBOR index plus 0.5% and is payable on a quarterly basis. The interest rates were 5.85% and 3.83% as of June 30, 2006 and 2005, respectively. The principal is due at maturity on April 29, 2008. Advances and payments can be made under the provisions of the note, provided that the amount outstanding does not exceed the note amount.

\$21,600,000 Senior Notes, Series 1995A-1 (1995A-1) dated November 9, 1995. The interest rate is based on a 35-day auction period with rates of 3.80% and 3.00% as of June 30, 2006 and 2005, respectively. The principal is due at maturity on September 1, 2025.

\$7,000,000 Senior Notes, Series 1995A-2 (1995A-2) dated November 9, 1995. The interest rate is based on a one-year auction period with rates of 3.80% and 3.20% as of June 30, 2006 and 2005, respectively. The principal is due at maturity on September 1, 2025.

\$50,000,000 Senior Notes, Series 2001A-4 (2001A-4) dated December 20, 2001. The interest rate is adjusted quarterly to the three-month financial Commercial Paper Rate with rates of 5.22% and 3.23% as of June 30, 2006 and 2005 respectively. Interest is payable on a quarterly basis. The principal is due at maturity on December 1, 2011.

\$100,000,000 Line of Credit Commitment for Variable Rate Revenue Notes, Series 2005B (2005B), issued under a financing agreement dated August 1, 2005, payable to Bank of America, N.A. The interest rate is adjusted periodically based on 61.5% of LIBOR plus 1.41%. The principal is due no later than March 1, 2038, subject to Put Options beginning September 1, 2010. Advances and payments can be made under the provisions of the financing agreement, providing that the cumulative total of the advances does not exceed the commitment amount. At June 30, 2006, the remaining commitment was approximately \$56,308,000.

Oklahoma Student Loan Authority

NOTES TO FINANCIAL STATEMENTS - CONTINUED

June 30, 2006 and 2005

NOTE E - NOTES AND BONDS PAYABLE - CONTINUED

The following schedules summarize the notes payable outstanding as of June 30:

	2006			
	Beginning balance	Additions	Retirements	Ending balance
1993L	\$ 27,775,000	\$47,200,000	\$52,975,000	\$ 22,000,000
1995A-1	21,600,000	-	-	21,600,000
1995A-2	7,000,000	-	-	7,000,000
2001A-4	50,000,000	-	-	50,000,000
2005B	-	43,692,057	43,692,057	-
	<u>\$106,375,000</u>	<u>\$90,892,057</u>	<u>\$96,667,057</u>	<u>\$100,600,000</u>

	2005			
	Beginning balance	Additions	Retirements	Ending balance
1993L	\$ 72,300,000	\$15,475,000	\$ 60,000,000	\$ 27,775,000
1995A-1	21,600,000	-	-	21,600,000
1995A-2	7,000,000	-	-	7,000,000
2001A-4	50,000,000	-	-	50,000,000
	<u>\$150,900,000</u>	<u>\$15,475,000</u>	<u>\$ 60,000,000</u>	<u>\$106,375,000</u>

Oklahoma Student Loan Authority

NOTES TO FINANCIAL STATEMENTS - CONTINUED

June 30, 2006 and 2005

NOTE E - NOTES AND BONDS PAYABLE - CONTINUED

The following schedules summarize the bonds payable outstanding as of June 30:

	2006			Ending balance
	Beginning balance	Additions	Retirements	
Variable rate Series 1994A-1, due 9-1-20	\$ 25,200,000	\$ -	\$ 25,200,000	\$ -
5.80% Series 1995B-1 Subordinate, due 9-1-08	2,000,000	-	-	2,000,000
6.35% Series 1995B-2 Subordinate, due 9-1-25	3,980,000	-	-	3,980,000
Variable rate demand obligations Series 1996A, due 6-1-26	32,580,000	-	-	32,580,000
5.10% Series 1996B-2 Subordinate, due 8-1-08	6,230,000	-	-	6,230,000
Variable rate demand obligations Series 1997A, due 12-1-26	33,000,000	-	-	33,000,000
Variable rate demand obligations Series 1998A, due 6-1-28	33,100,000	-	-	33,100,000
Variable rate Series 2000A-1, 2000A-2 and 2000A-3, due 6-1-30; 2000A-4 (demand obligation) due 6-1-29	120,945,000	-	-	120,945,000
5.625% Senior Series 2001A-1, due 6-1-31	15,625,000	-	-	15,625,000
Variable rate Series 2001B-1, Subordinate, due 6-1-31	25,000,000	-	-	25,000,000
Variable rate Series 2001A-2 and 2001A-3, due 12-1-31	75,000,000	-	-	75,000,000
Variable rate demand obligations Series 2002A-1, due 12-1-31	40,625,000	-	-	40,625,000
5.30% Series, 2003A-1, due 12-1-32	9,670,000	-	-	9,670,000
Variable rate demand obligations Series 2003A-2, due 12-1-32	30,955,000	-	-	30,955,000
Variable rate Series 2004A-1, due 12-1-33	40,625,000	-	-	40,625,000
Variable rate Series 2004A-2, due 6-1-34	40,625,000	-	-	40,625,000
Senior floating rate Series 2004A-3, due 9-1-34	100,000,000	-	-	100,000,000
Variable rate demand obligations Series 2005A, due 12-1-34	65,045,000	-	-	65,045,000
Variable rate demand obligations Series 2006A-1, due 3-1-36	-	152,545,000	-	152,545,000
	<u>\$700,205,000</u>	<u>\$152,545,000</u>	<u>\$ 25,200,000</u>	<u>\$827,550,000</u>

Oklahoma Student Loan Authority

NOTES TO FINANCIAL STATEMENTS - CONTINUED

June 30, 2006 and 2005

NOTE E - NOTES AND BONDS PAYABLE - CONTINUED

	2005			Ending balance
	Beginning balance	Additions	Retirements	
Variable rate Series 1994A-1, due 9-1-20	\$ 25,200,000	\$ -	\$ -	\$ 25,200,000
Variable rate Series 1994A-2, due 9-1-15	7,000,000	-	7,000,000	-
5.80% Series 1995B-1 Subordinate, due 9-1-08	2,000,000	-	-	2,000,000
6.35% Series 1995B-2 Subordinate, due 9-1-25	3,980,000	-	-	3,980,000
Variable rate demand obligations Series 1996A, due 6-1-26	32,580,000	-	-	32,580,000
4.80% Series 1996B-1 Subordinate, due 8-1-04 (1)	5,975,000	-	5,975,000	-
5.10% Series 1996B-2 Subordinate, due 8-1-08	6,230,000	-	-	6,230,000
Variable rate demand obligations Series 1997A, due 12-1-26	33,000,000	-	-	33,000,000
Variable rate demand obligations Series 1998A, due 6-1-28	33,100,000	-	-	33,100,000
Variable rate Series 2000A-1, 2000A-2 and 2000A-3, due 6-1-30; 2000A-4 (demand obligation) due 6-1-29	120,945,000	-	-	120,945,000
5.625% Senior Series 2001A-1, due 6-1-31	15,625,000	-	-	15,625,000
Variable rate Series 2001B-1, Subordinate, due 6-1-31	25,000,000	-	-	25,000,000
Variable rate Series 2001A-2 and 2001A-3, due 12-1-31	75,000,000	-	-	75,000,000
Variable rate demand obligations Series 2002A-1, due 12-1-31	40,625,000	-	-	40,625,000
5.30% Series, 2003A-1, due 12-1-32	9,670,000	-	-	9,670,000
Variable rate demand obligations Series 2003A-2, due 12-1-32	30,955,000	-	-	30,955,000
Variable rate Series 2004A-1, due 12-1-33	40,625,000	-	-	40,625,000
Variable rate Series 2004A-2, due 6-1-34	-	40,625,000	-	40,625,000
Senior floating rate Series 2004A-3 due 9-1-34	-	100,000,000	-	100,000,000
Variable rate demand obligations Series 2005A, due 12-1-34	-	65,045,000	-	64,045,000
	<u>\$507,510,000</u>	<u>\$205,670,000</u>	<u>\$12,975,000</u>	<u>\$700,205,000</u>

Oklahoma Student Loan Authority

NOTES TO FINANCIAL STATEMENTS - CONTINUED

June 30, 2006 and 2005

NOTE E - NOTES AND BONDS PAYABLE - CONTINUED

The variable interest rates on the Student Loan Revenue Auction Rate Bonds, Series 1994A are based on periodic auctions of these bonds. The Series 1994A-1 Bonds are based on a 35-day auction period with a rate of 3.05% as of June 30, 2005 and were paid in full during 2006. The Series 1994A-2 Bonds were paid in full during 2005.

The variable rates on the Variable Rate Demand Obligations, Series 1996A are set on a weekly basis by the Remarketing Agent, with a rate of 3.95% and 2.27% as of June 30, 2006 and 2005, respectively.

The variable rates of the Variable Rate Demand Obligations, Series 1997A are set on a weekly basis by the Remarketing Agent, with a rate of 4.01% and 2.34% as of June 30, 2006 and 2005, respectively.

The variable rates on the Variable Rate Demand Obligations, Series 1998A are set on a weekly basis by the Remarketing Agent, with a rate of 4.01% and 2.34% as of June 30, 2006 and 2005, respectively.

The variable interest rates on the Senior Taxable Auction Rate Bonds, Series 2000A-1,2,3 and Variable Rate Demand Obligations, Series 2000A-4 are based on periodic resets of these bonds. The Series 2000A-1, 2000A-2 and 2000A-3 Bonds are based on a 28-day auction period with rates of 5.30%, 5.03% and 5.05% as of June 30, 2006 and 3.33%, 3.20% and 3.08% as of June 30, 2005. Interest on these auction rate bonds is payable at each auction. The Series 2000A-4 Bonds are set on a weekly basis by the Remarketing Agent, with a rate of 4.01% and 2.34% as of June 30, 2006 and 2005, respectively.

The variable rates of the Subordinate Auction Rate Obligations, Series 2001B-1 are based on a 35-day auction period with a rate of 3.93% and 3.15% as of June 30, 2006 and 2005, respectively.

The variable rates of the Senior Taxable Auction Rate Bonds, Series 2001A-2 and Series 2001A-3 are based on a 28-day auction rate with rates of 5.22% and 5.21% as of June 30, 2006 and 3.23% and 3.25% as of June 30, 2005, respectively. Interest is payable at each auction.

The rates of the Variable Rate Demand Obligations, Series 2002A-1 are set on a weekly basis by the Remarketing Agent, with a rate of 4.01% and 2.34% as of June 30, 2006 and 2005, respectively.

The rates of the Variable Rate Demand Obligations, Series 2003A-2 are set on a weekly basis by the Remarketing Agent, with a rate of 4.01% and 2.34% as of June 30, 2006 and 2005, respectively.

The variable rates of the Senior Auction Rate Bonds, Series 2004A-1 are based on a 35-day auction period with a rate of 3.88% and 3.30% as of June 30, 2006 and 2005, respectively.

The variable rates of the Senior Auction Rate Bonds, Series 2004A-2 are based on a 35-day auction period with a rate of 3.62% and 2.75% as of June 30, 2006 and 2005, respectively.

Oklahoma Student Loan Authority

NOTES TO FINANCIAL STATEMENTS - CONTINUED

June 30, 2006 and 2005

NOTE E - NOTES AND BONDS PAYABLE - CONTINUED

The floating rates of the Senior Taxable Bonds, Series 2004A-3 are based on the three-month LIBOR rate plus a spread factor of 0.18% with a rate of 5.41% and 3.5% as of June 30, 2006 and 2005, respectively. Interest is payable on a quarterly basis.

The rates of the Variable Rate Demand Obligations, Series 2005A are set on a weekly basis by the Remarketing Agent, with a rate of 4.01% and 2.34% as of June 30, 2006 and 2005, respectively.

The rates of the Variable Rate Demand Obligations, Series 2006A-1 are set on a weekly basis by the Remarketing Agent, with a rate of 4.04% as of June 30, 2006.

Interest on the Authority's bonds payable is payable on a semi-annual basis unless noted otherwise.

Fiscal year debt service requirements to maturity or redemption date, assuming interest rates on variable rate debt remains at June 30, 2006 levels, are as follows:

Year ending June 30	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2007	\$ -	\$ 42,124,321	\$ 42,124,321
2008	22,000,000	41,908,500	63,908,500
2009	8,230,000	40,451,436	48,681,436
2010	-	40,403,591	40,403,591
2011	-	40,403,591	40,403,591
2012 - 2016	50,000,000	190,068,408	240,068,408
2017 - 2021	-	188,967,956	188,967,956
2022 - 2026	65,160,000	187,756,416	252,916,416
2027 - 2031	227,670,000	158,216,248	385,886,248
2032 - 2036	<u>555,090,000</u>	<u>68,183,152</u>	<u>623,273,152</u>
	<u>\$928,150,000</u>	<u>\$998,483,621</u>	<u>\$1,926,633,621</u>

Oklahoma Student Loan Authority

NOTES TO FINANCIAL STATEMENTS - CONTINUED

June 30, 2006 and 2005

NOTE F - RETIREMENT PLAN

The Authority contributes to the Teachers Retirement System of Oklahoma (the TRS), a cost-sharing multiple-employer public employee retirement system which is self-administered. The TRS provides retirement, disability and death benefits to plan members and beneficiaries. The benefit provisions are established and may be amended by the legislature of the State. Title 70 of the Oklahoma Statutes, Sections 17-101 through 116.9, as amended, assigns the authority for management and operation of the plan to the Board of Trustees of the TRS. The TRS issues a publicly available annual financial report that includes financial statements and required supplementary information for the TRS. That annual report may be obtained by writing to the TRS, P. O. Box 53524, Oklahoma City, OK 73152 or by calling 1-405-521-2387.

Employees of the Authority, as TRS members, are required to contribute to the plan at a rate set by State Statute (employees' contributions). The contribution rate for TRS members is based on 7% of their covered salary. The Authority made the system members' required contribution on behalf of its employees in 2006 and 2005.

The Authority itself is required to contribute a statutory percentage of participating employees' regular annual compensation for administration of the plan (employer's contributions). In 2006 and 2005, the contribution rate for the Authority was 7.05%. The Authority's total payments to the TRS for the employees' and employer's contributions were approximately \$386,000 and \$383,000 for the years ended June 30, 2006 and 2005, respectively.

NOTE G - COMMITMENTS AND CONTINGENCIES

The Authority conducts certain programs subject to audit by various federal and state agencies. Amounts questioned as a result of audits, if any, may result in refunds to these governmental agencies.

As part of its lender network activities for FFEL Program loans, the Authority has entered into various loan purchase commitments with certain financial institutions for which it performs interim status loan servicing. Under such loan purchase commitments, the seller is required to offer these FFEL Program loans to the Authority and the Authority is required to purchase the loans under certain terms and conditions. As of June 30, 2006 and 2005, the Authority was committed to purchase such loans totalling approximately \$182,792,000 and \$143,700,000, respectively.

Proceeds from the Authority's tax-exempt debt that are invested in student loans are subject to the federal government yield adjustment payment rebate law which limits the earnings rate on funds received by an organization which issues tax-exempt debt. Any excess student loan interest over the allowable debt yield and spread would be rebated to the student loan borrowers as interest rate reductions or loan principal forgiveness, or rebated to the Internal Revenue Service at the maturity of the related debt. The Authority's management is actively monitoring and managing this spread and will take necessary action to maintain student loan yields within the allowable spread over the life of the respective debt issuances. In previous years, the excess interest estimate had shown an increasing trend, but in 2005 and 2006 the trend had reversed.

Oklahoma Student Loan Authority

NOTES TO FINANCIAL STATEMENTS - CONTINUED

June 30, 2006 and 2005

NOTE G - COMMITMENTS AND CONTINGENCIES - CONTINUED

Legislation passed on June 15, 2006 eliminated the ability for in-school status student loan borrowers to waive their applicable grace period and consolidate their Stafford loans at lower interest rates if the consolidation application was post marked or received by the lender on or after July 1, 2006. As a result of this ruling, the Authority had approximately 10,400 consolidation applications for approximately \$187,000,000, post marked or received before July 1, 2006, pending disbursement at June 30, 2006.

The Authority leases certain facilities and equipment under noncancelable operating leases that expire at various dates through February 2011. Related rent expense for the years ended June 30, 2006 and 2005 was approximately \$289,000 and \$280,000, respectively. The following is a schedule of future minimum rental payments under operating leases as of June 30, 2006:

Year ending June 30	
2007	\$274,600
2008	134,600
2009	6,300
2010	6,300
2011	<u>3,700</u>
	<u>\$425,500</u>

NOTE H - STUDENT LOAN LEGISLATION

Legislation passed in 2006 implemented various changes to the FFEL Program. The Higher Education Reconciliation Act of 2005 (Title VIII of the Deficit Reduction Act of 2005) that was signed into law on February 28, 2006 implemented the following changes:

- Reauthorized the Title IV provision of FFEL Program through September 30, 2012
- Created a new PLUS loan program for graduate and professional students
- Changed the interest rates on loans with first disbursement on or after July 1, 2006 to the following fixed rates: Stafford – 6.8% and PLUS – 8.5%.
- Created a phased reduction in the origination fees on loans from 3% on enactment of the law to 0% by July 1, 2010.
- Created a new 1% Federal Default Fee to be paid by deduction from loan proceeds or by payment from non-federal sources.
- Reduced lender insurance from 98% to 97% for non Exceptional Performer lenders and servicers. Reduced lender insurance from 100% to 99% for Exceptional Performer lenders and servicers.
- Created a requirement for repayment to the USDE of interest on student loans in excess of the SAP rate for loans with first disbursement on or after April 1, 2006.
- Eliminated consolidation of loans that are in-school status.

Oklahoma Student Loan Authority

NOTES TO FINANCIAL STATEMENTS - CONTINUED

June 30, 2006 and 2005

NOTE H - STUDENT LOAN LEGISLATION - CONTINUED

The Emergency Supplemental Appropriations Act for Defense, the Global War on Terror, and Hurricane Recovery of 2006 that was signed into law on June 15, 2006 repealed the Single Holder Rule for any Federal Consolidation Loan made based on application received by eligible lender on or after June 15, 2006. The repeal of the Single Holder Rule means that an eligible borrower may consolidate their eligible loans with any eligible lender in the FFEL Program.

NOTE I - RELATED PARTIES

Three members of the Authority's Board of Trustees are officers or directors of three lenders in the Authority's student lending network. The following relates to these three lenders:

	June 30,	
	2006	2005
Loans purchased by the Authority for the year	\$39,762,000	\$30,895,000
Loans being serviced at year end	23,303,000	24,030,000

These related party lenders participate in the Authority's student lending network on terms and conditions available to other network lenders similarly situated.

NOTE J - FAIR VALUE OF FINANCIAL INSTRUMENTS

Fair value estimates, methods and assumptions are set forth below for the Authority's financial instruments. Carrying amounts and estimated fair values of financial instruments at June 30 are summarized as follows:

	2006		2005	
	Carrying amount	Estimated fair value	Carrying amount	Estimated fair value
Financial assets				
Cash	4,973,425	4,973,425	\$ 453,549	\$ 453,549
Investments	48,287,116	48,287,116	48,007,815	48,007,815
Interest receivable	21,739,145	21,739,145	15,535,249	15,535,249
Loans, net	938,267,261	938,267,261	817,421,274	817,421,274
Financial liabilities				
Accrued interest payable	4,539,953	4,539,953	2,420,993	2,420,993
Notes payable	100,600,000	100,600,000	106,375,000	106,375,000
Bonds payable	827,550,000	828,070,000	700,205,000	701,951,743

Oklahoma Student Loan Authority

NOTES TO FINANCIAL STATEMENTS - CONTINUED

June 30, 2006 and 2005

NOTE J - FAIR VALUE OF FINANCIAL INSTRUMENTS - CONTINUED

The carrying amount for cash, interest receivable and accrued interest payable approximates fair value because of the short maturity of these financial instruments. The fair value of investments is based upon quoted prices.

The carrying value of loans approximates fair value because of the variable rate nature of the majority of loans and the Special Allowance Payments by the USDE.

The carrying value of notes payable approximates fair value for 2006 and 2005 because all notes were variable rate and approximated rates currently available for notes with similar terms and remaining maturities. The fair value of bonds payable has been determined based on a fair value appraisal performed by a third-party broker.

NOTE K - SUBSEQUENT EVENTS

The Authority implemented a new borrower incentive program whereby the Authority will pay the new 1% Federal Default Fees when the loans' guarantors are charging this fee. This new incentive program applies to loan disbursements for the Authority and members of the OSLA Lending Network for Stafford and PLUS loans guaranteed on or after July 1, 2006. The Authority has committed to this incentive program at least through June 30, 2007.

On September 5, 2006, the Authority received a Private Activity State Ceiling Allocation of \$43,993,762 for tax-exempt debt issuance. The Authority plans to issue a new promissory note in the amount of the allocation pursuant to the 2005B line of credit financing.

**Report of Independent Certified Public Accountants on Internal Control
Over Financial Reporting and on Compliance and Other Matters
Based on an Audit of Financial Statements Performed
in Accordance with *Government Auditing Standards***

Board of Trustees
Oklahoma Student Loan Authority

We have audited the financial statements of the Oklahoma Student Loan Authority (the Authority) as of and for the year ended June 30, 2006, which collectively comprise the Authority's basic financial statements and have issued our report thereon dated September 27, 2006. We conducted our audit in accordance with auditing standards generally accepted in the United States of America as established by the American Institute of Certified Public Accountants and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States.

Internal Control Over Financial Reporting

In planning and performing our audit, we considered the Authority's internal control over financial reporting in order to determine our auditing procedures for the purpose of expressing our opinion on the financial statements and not to provide assurance on the internal control over financial reporting. Accordingly, we express no such opinion. Our consideration of the internal control over financial reporting would not necessarily disclose all matters in the internal control that might be material weaknesses. A material weakness is a condition in which the design or operation of one or more of the internal control components does not reduce to a relatively low level the risk that misstatements caused by error or fraud in amounts that would be material in relation to the financial statements being audited may occur and not be detected within a timely period by employees in the normal course of performing their assigned functions. We noted no matters involving the internal control over financial reporting and its operation that we consider to be material weaknesses.

Compliance and Other Matters

As part of obtaining reasonable assurance about whether the Authority's financial statements are free of material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts and grant agreements, noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit and, accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

This report is intended solely for the information and use of management, the Board of Trustees and federal awarding agencies and is not intended to be and should not be used by anyone other than these specified parties.

Grant Thornton LLP

Oklahoma City, Oklahoma
September 27, 2006

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