GENERAL DESCRIPTION OF

The Student Loan Authority

OKLAHOMA STUDENT LOAN AUTHORITY
As of June 30, 2008

www.OSLA.org

General Description of the
OKLAHOMA STUDENT LOAN AUTHORITY
As of June 30, 2008

CUSIP Base Number: 679110

This General Description is subject to change without notice. The presentation of this information does not mean that there has been no change in this information or in the affairs of OSLA™ since October 31, 2008.

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OPERATING BUSINESS

We are a secondary market, loan servicer and eligible lender in the guaranteed FFEL Program under the Higher Education Act. We perform loan origination and servicing functions under the registered tradename "OSLA Student Loan Servicing™". According to the 2008 Servicing Volume Survey by the industry group Student Loan Servicing Alliance, at December 31, 2007, OSLA was the 23rd largest FFEL Program loan servicer in the nation.

We originate and perform pre-acquisition servicing of FFEL Program loans for 44 other eligible lenders that are members of the OSLA Network. However, given the reduced margins on FFEL Program loans originated since October 1, 2007 and capital market uncertainties, 17 eligible lenders that were in the OSLA Network have made the decision to exit the FFEL Program. In addition, one major lender decided to centralize origination of its FFEL Program loans, including those serviced by us, through another servicer. Due to the exiting lenders, we had 27 active eligible lenders in the OSLA Network at June 30, 2008.

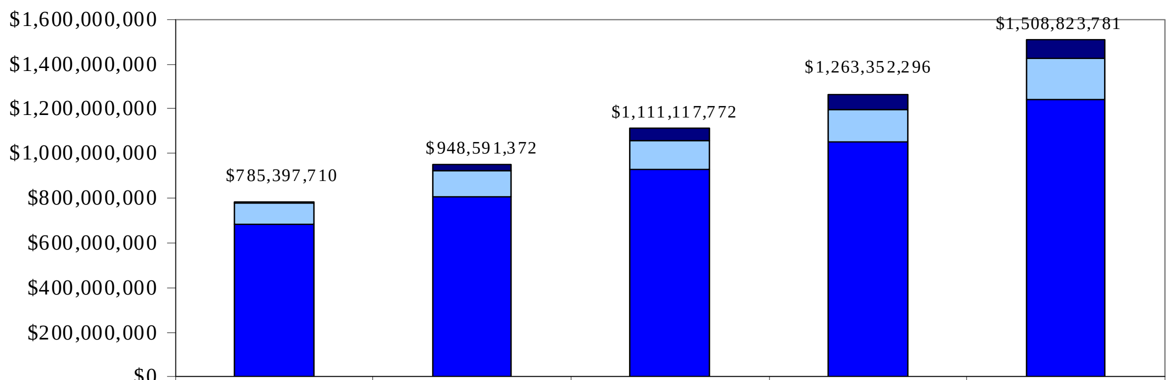
In addition, the OSLA Network includes two eligible lenders that are responsible for originating, and interim servicing of, their own loans using our loan servicing system at their premises. Each OSLA Network lender is required to offer the loans that we service for sale to us.

We have originated our own Consolidation Loans. Consolidation Loans combine and refinance the various education loans of a borrower. Presently, Consolidation Loans comprise a majority of our repayment loan portfolio and approximately 42% of all FFEL Program loans that we hold. However, in July 2008, we suspended lending for Consolidation Loans due to a significantly reduced yield on these loans that are made on or after October 1, 2007, a required rebate of a significant part of that yield to the federal government and market difficulties in financing this type of loan.

We have submitted our documentation to USDE to participate in their Loan Participation Purchase Program under the Ensuring Continued Access to Student Loans Act ("*ECASLA*") to finance loans made or acquired for the 2008-09 academic year.

At the end of the federal fiscal year, September 30, 2007, we were the 42nd largest holder of FFEL Program loans in the nation according to the USDE. At the dates indicated in the Table below, we managed FFEL Program loans that we owned (including uninsured loans) plus loans serviced for other eligible lenders, with current principal balances as shown in the following Graph and Table:

OSLA - FFEL Program Loans Managed
Current Principal Balance



	6/30/2004	6/30/2005	6/30/2006	6/30/2007	6/30/2008
Remote Loans	$9,680,309	$27,993,456	$51,330,187	$64,527,429	$83,027,803
Network Loans	$92,184,175	$115,705,436	$131,462,086	$149,728,404	$184,931,414
OSLA Loans	$683,533,226	$804,892,480	$928,325,499	$1,049,086,463	$1,240,864,564
# Employees	59	60	61	66	71

In our Supplemental Higher Education Loan Finance™ (*SHELF™*) Program for private loans, we originated and hold education loans that are *not* guaranteed under the Higher Education Act. SHELF loans were underwritten based on the borrower's, or co-borrower's, credit to provide supplemental funds as determined by the financial aid staff at eligible schools. The origination of SHELF loans was discontinued as of July 1, 2008. Guarantee fees were withheld from SHELF loan disbursements and placed in the Guarantee Reserve Account of our General Student Loan Trust as a reserve against loan defaults. At June 30, 2008, the Guarantee Reserve Account had a balance of approximately $132,298 and SHELF loans had an outstanding principal balance of just over $3 million. Consequently, SHELF loans are *not* a material portion of the loans that we own. In addition, SHELF loans are *not* included in the Trust Estate for the Series 2008A Bonds.

The education loan industry is highly competitive. We compete with numerous local and national secondary markets, loan servicers and lenders that participate in the FFEL Program. Many of the participants in the education loan program that compete with us are larger, have more extensive operations and greater financial resources.

In addition, the education loan industry is highly regulated. The USDE is the federal government department that is the primary regulator. In addition, USDE competes directly with us through its William D. Ford Direct Student Loan Program. The effect of this competition is to reduce the annual volume of student loan originations that are available to the FFEL Program market.

Our Fiscal Year is from July 1 of each year through June 30 of the next year. We receive no appropriated funds from the State of Oklahoma for our operating expenses. We pay all expenses from revenues derived from the administration of our various education loan programs. At June 30, 2008, our total assets were approximately $1,310,417,493.

The bonds and notes issued by us to finance our FFEL Program loans are not general obligations, but are limited revenue obligations payable solely from the assets of the trust estates created for particular financings by various bond resolutions.

Our offices are located at 525 Central Park Drive, Suite 600, Oklahoma City, OK 73105-1706. The general telephone number is (405) 556-9200; and the facsimile transmission number is (405) 556-9255. Our general internet e-mail address is *info@OSLA.org*. Certain financial information about us is available on the internet at our separate *website* located at "www.OSLAfinancial.com".

ORGANIZATION AND POWERS

We were created by an express Trust Indenture dated August 2, 1972 in accordance with the provisions of the:

- Student Loan Act at Title 70, Oklahoma Statutes 2001, Sections 695.1 *et seq.*, as amended; and
- Public Trust Act at Title 60, Oklahoma Statutes 2001, Sections 176 to 183.3, inclusive, as amended.

We are governed by five Trustees who are appointed by the Governor of Oklahoma, subject to the advice and consent of the State Senate, for overlapping five (5) year terms. The present Trustees of OSLA and their principal occupations are as follows:

Name	Office	Term Expiration	Principal Occupation
Patrick T. Rooney	Chairman	April 6, 2010	Chairman, First Bancorp of Oklahoma, Inc.[1]; Oklahoma City, OK

Dr. T. Sterling Wetzel	Vice Chairman	April 6, 2013	Professor of Accounting, Oklahoma State University; Stillwater, OK
Hilarie Blaney	Secretary	April 6, 2012	Senior Vice President, Arvest Bank[2]; Oklahoma City, OK
James O. Waites	Assistant Secretary	April 6, 2009	Assistant to the President for Institutional Advancement, Southwestern Oklahoma State University; Weatherford, OK
John Greenfield	Trustee	April 6, 2011	Superintendent, Davenport Public Schools; Davenport, OK

[1]A wholly owned subsidiary, First National Bank of Oklahoma is an eligible lender in the OSLA Network.
[2]Arvest Bank is an eligible lender in the OSLA Network.
Both of the banks noted above participate on terms and conditions available to OSLA Network lenders similarly situated.

The Trust Indenture creating OSLA, and Oklahoma law, empower us to incur debt and to secure such debt by lien, pledge or otherwise. In addition, the Trustees are authorized to make and perform contracts of every kind, and to do all acts necessary or desirable for the proper management of the trust estate. We may bring any suit or action that is necessary or proper to protect the interests of the trust estate, or to enforce any claim, demand or contract.

Under the Public Trust Act and the Trust Indenture creating OSLA, the trust can not be terminated by voluntary action if there is any indebtedness or fixed term obligations outstanding, unless all owners of such indebtedness or obligations consent in writing to the termination.

ADMINISTRATION

Executive Management

Our day-to-day management is vested in a President and Executive Staff appointed by the Trustees of OSLA. Our present executive officers are listed below.

James T. Farha, Esq, President. Mr. Farha became President and Chief Executive Officer of OSLA in June, 1999. From 1998 until assuming his current position, he was a practicing attorney with Kerr, Irvine, Rhodes & Ables, Oklahoma City, Oklahoma. Prior to that, he was President and Chief Executive Officer and a Member of the Board of Directors for Standard Life and Accident Insurance Company, Oklahoma City, Oklahoma.

Mr. Farha serves as a Director and Chairman of the Education Finance Council. He has served as a Director of the National Council of Higher Education Loan Programs; as a Director/Vice

Chairman, and Chairman for the Oklahoma Life and Health Guaranty Association; Director, Past Treasurer and Chairman for the National Organization of Life and Health Guaranty Associations; and Director/President for the Association of Oklahoma Life Insurance Companies.

Mr. Farha is a member of the American Bar Association, the Oklahoma Bar Association, the Association of Life Insurance Counsel as well as various civic organizations. He received his Associate in Arts degree from Wentworth Military Academy in 1961, his Bachelor of Business Administration degree from the University of Oklahoma School of Business in 1963, and his Juris Doctor degree from the University of Oklahoma College of Law in 1966.

Michael D. Davis, CPA, Vice President – Finance. Mr. Davis has been employed by OSLA in his current position since February, 2008. From 2006 until assuming his current position, he was an Executive Management Consultant with Gabbard and Company, Oklahoma City, Oklahoma.

From 1996 to 2006, Mr. Davis held various positions of increasing scope and responsibility with MidFirst Bank in Oklahoma City, Oklahoma. During his tenure with MidFirst Bank, Mr. Davis held positions as Senior Financial Analyst, Assistant Vice President & Manager of Financial Technologies, Vice President & Director of Operations for subsidiary First Credit Solutions, Inc., and most recently as Vice President & Manager of Mortgage Lending.

From 1994 to 1996, Mr. Davis was employed by The Portfolio Genius, Inc., Houston, Texas. He was Manager of Operations and provided institutional investment software and consulting solutions to commercial banks and securities dealers nationwide. From 1992 to 1994, Mr. Davis was employed as Manager of Investment Portfolio Accounting by James Baker & Associates, Oklahoma City, Oklahoma.

Mr. Davis received Bachelor of Science degrees in both Quantitative Economics and Finance from Oklahoma State University in 1992. He received his Certified Public Accountant (CPA) certificate in August, 1998.

W. A. Rogers, C.P.A., Controller and Vice President – Operations. Mr. Rogers has been employed by OSLA as Controller since October 1991. His primary duties as Controller are the production of accrual basis financial statements, related management reports and the management of systems related thereto. In 1995, Mr. Rogers also assumed responsibility for OSLA loan servicing operational functions.

From 1987 to 1991, Mr. Rogers was the Controller for W. R. Hess Company of Chickasha, Oklahoma, a gasoline jobber and retailer of computer hardware and software. From 1981 to 1987, Mr. Rogers worked in public accounting in Oklahoma City where his duties included auditing, management advisory services and tax compliance work for a variety of governmental, non-profit and commercial entities.

Mr. Rogers received a Bachelor of Science degree in 1978 from Arkansas State University and received his CPA certificate in July 1983. He is a member of the American Institute of Certified Public Accountants.

Larry Hollingsworth, Vice President – Loan Management. Mr. Hollingsworth has been employed by OSLA since April, 2006. His primary duties include management of three teams – Loan Originations, Customer Service and Asset Management, which handles collections and claims.

Prior to joining OSLA, Mr. Hollingsworth was involved in financial aid on university campuses for twenty-seven years. He served as Director of Student Financial Services at Southwestern Oklahoma State University in Weatherford, OK from 2001 to 2006; as Director of Student Financial Services at Oklahoma Baptist University, Shawnee, OK from 1996 to 2006; and as Financial Aid Director at Oklahoma Christian University, Oklahoma City, OK from 1984 to 1996.

While working in financial aid, Mr. Hollingsworth served on numerous state, regional and national financial aid committees and held offices as Treasurer and President of the Oklahoma Association of Student Financial Aid Administrators and Conference Chairman for the Southwest Association of Student Financial Aid Administrators. Mr. Hollingsworth was a state and regional trainer and made frequent financial aid presentations at annual conferences.

Mr. Hollingsworth received his Bachelor of Science degree in Education at Oklahoma Christian University in 1972.

Tonya Latham, Vice President - Information Technology Services. Ms. Latham has been employed by OSLA since November 2002. Her primary duties are managing the Information Technology staff in administration of the systems for loan portfolio servicing, information management and communications. In addition, she has responsibility for project management, information security and strategic technology planning.

Prior to joining OSLA, Ms. Latham was the Director of Information Systems for Express Personnel Corporate Headquarters. Express Personnel is a franchise organization which supplies staffing solutions to companies throughout the United States and Canada. Ms. Latham was responsible for the overall direction and strategy of Express' Information Technology department which included the corporate applications and the network infrastructure. Ms. Latham was employed by Express from 1994 to 2002.

From 1989 to 1994, Ms. Latham was employed by Marketing Information Network. She served as Vice President of Product Development and Network Operations. Her responsibilities included the development of software applications for companies specializing in the management and brokerage of direct marketing mailing lists.

Ms. Latham attended Oklahoma State University, Stillwater, Oklahoma from 1983 to 1985, majoring in Computer Science.

Kay Brezny, Vice President – Marketing. Ms. Brezny has been employed by OSLA since September 2006. Her primary duties include developing strategy, product marketing, public relations, events marketing and promotions. The marketing team researches, collaborates, plans, writes, presents and measures the effectiveness of marketing plans, proposals, publications, events, web and other communications efforts.

Prior to joining OSLA, Ms. Brezny worked for 25 years in healthcare marketing in Oklahoma. Most recently she served from 1999-2006 as director of marketing for Deaconess Hospital in Oklahoma City, a for-profit hospital owned by Triad Hospitals Inc. Her work included media relations, marketing plans, publications, physician marketing and strategic planning. Prior to that, she held positions with Bone & Joint Hospital/McBride Clinic, St. Anthony Hospital and HCA Management Company.

Ms. Brezny serves on the Oklahoma State University Alumni Association Board and is a graduate of Leadership Oklahoma City, Class XXII. She graduated from Oklahoma State University in 1981 with a Bachelor of Science degree in journalism/public relations.

Employees

At June 30, 2008, we had approximately 71 full time equivalent employees, including the individuals listed above. The statutory full time equivalent limit on OSLA employees presently is 85.

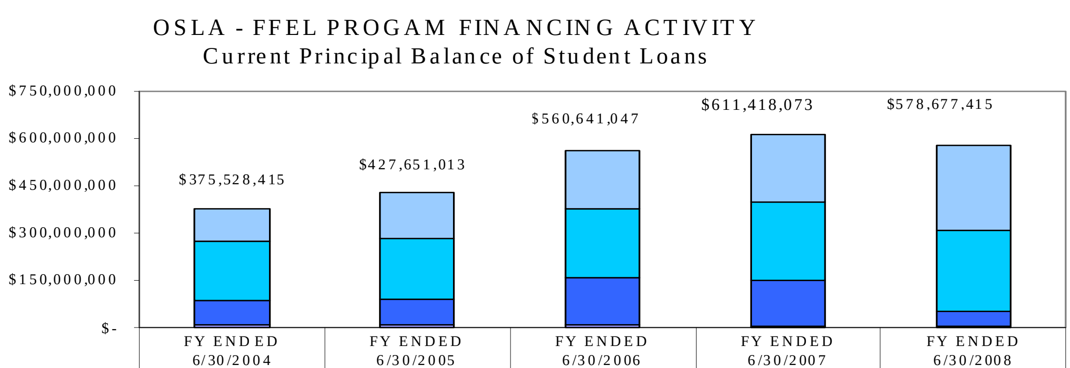
Properties

Our offices, including the loan servicing center, are maintained under a lease agreement with an unaffiliated third party that expires January 31, 2013.

LOAN FINANCE PROGRAMS

Program Activity Summary

During the Fiscal Years ended June 30, as indicated below, our total loan financing activity in the FFEL Program was approximately as shown in the following Graph and Table:



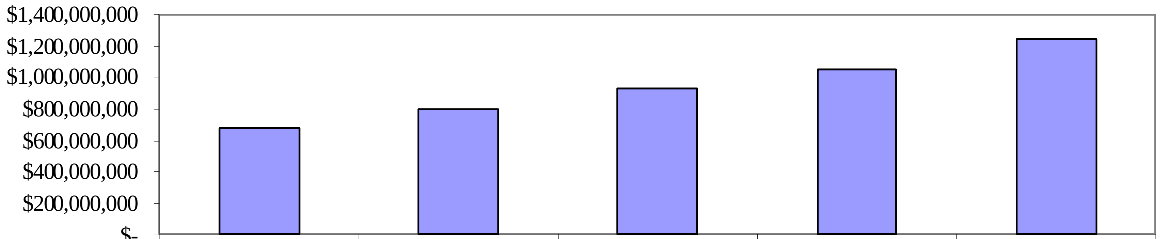
	FY ENDED 6/30/2004	FY ENDED 6/30/2005	FY ENDED 6/30/2006	FY ENDED 6/30/2007	FY ENDED 6/30/2008
Commitments to Acquire Loans	$101,864,484	$143,698,892	$182,792,272	$214,255,833	$267,959,218
Acquisition of Loans	$187,378,088	$191,127,043	$219,693,914	$244,153,116	$259,273,623
Consolidation Loans Originated (1)	$76,099,971	$83,947,024	$149,682,765	$144,926,752	$43,188,044
Origination of Basic Loans	$10,185,872	$8,878,054	$8,472,096	$8,082,372	$8,256,530

[1]In the Fiscal Year ended June 30, 2008, 82% (88% in 2007, 86% in 2006 and 91% in 2005) of Consolidation Loans that were originated paid off loans that were already owned by OSLA.

Guaranteed FFEL Program Principal Balances

At the dates indicated in the Table below, the current principal balance of our guaranteed FFEL Program loan principal (exclusive of uninsured status loans) receivable from borrowers was approximately as shown in the following Graph and Table:

OSLA - FFEL PROGRAM LOANS OWNED
Current Principal Balance



	6/30/2004	6/30/2005	6/30/2006	6/30/2007	6/30/2008
Loan Principal	$682,794,916	$804,058,281	$927,395,719	$1,049,219,560	$1,239,920,834

Average Borrower Indebtedness

Loan Type	6/30/2004	6/30/2005	6/30/2006	6/30/2007	6/30/2008
Stafford Subsidized	$ 5,400	$ 5,435	$ 5,417	$ 5,230	$5,775
Stafford Unsubsidized	$ 6,200	$ 6,230	$ 5,987	$ 5,806	$6,610
PLUS	$ 6,800	$ 7,155	$ 7,000	$ 7,477	$9,047
Consolidation	$20,450	$21,630	$21,890	$20,835	$21,230

Guarantee of FFEL Program Loans

Under a contract of guarantee, a lender/holder of FFEL Program loans is entitled to a claim payment from the guarantee agency for 98% (97% for loans first disbursed on or after July 1, 2006), or 100% of any proven loss resulting from default, death, permanent and total disability, or discharge in bankruptcy of the borrower.

As an eligible lender/holder, we are required to use due diligence in the origination, servicing and collection of loans in order to maintain the guarantee. The Guarantee Agencies are reinsured, subject to various terms and conditions, by the USDE for reimbursement from 75% to 100% of the amounts expended in payment of claims.

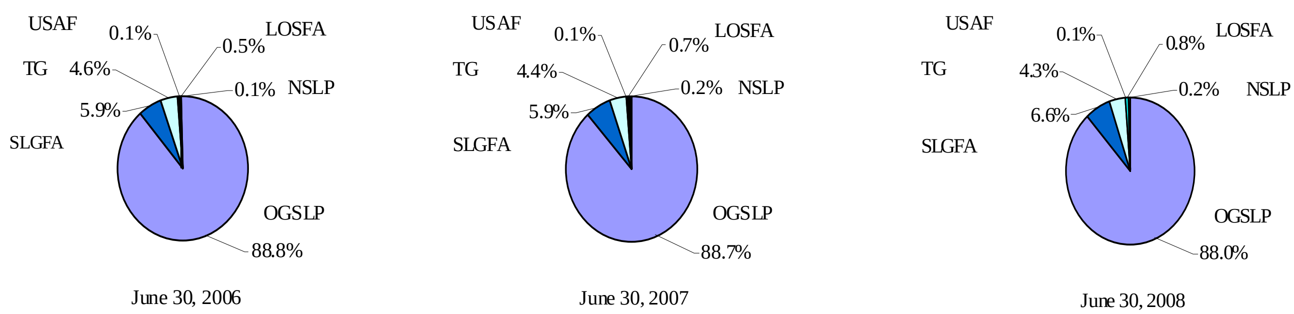
Loans financed by us are guaranteed to the extent provided for in the Higher Education Act by the:

- Oklahoma State Regents for Higher Education, Guaranteed Student Loan Program (*OGSLP*), Oklahoma City, OK;
- Student Loan Guarantee Foundation of Arkansas, Inc. (*SLGFA*), Little Rock, AR;

- Texas Guaranteed Student Loan Corporation (*TG*), Austin, TX;
- United Student Aid Funds, Incorporated (*USAF*), Indianapolis, IN;
- Louisiana Student Financial Assistance Commission (*LOSFA*), Baton Rouge, LA;
- Colorado Department of Higher Education – College Access Network, Denver, Co;
- National Student Loan Program (*NSLP*), Lincoln, NE; and

At the dates indicated below, the Guarantor composition of our guaranteed FFEL Program loan principal was approximately as shown in the following Graphs:

OSLA - FFEL PROGRAM GUARANTEE COMPOSITION
Share of Current Principal Balance



OGSLP - Okla. State Regents Guaranteed Student Loan Program
SLGFA - Student Loan Guarantee Foundation of Arkansas, Inc.
TG - Texas Guaranteed Student Loan Corporation
USAF - USAF Incorporated
LOSFA - Louisiana Student Financial Assistance Commission
NSLP - National Student Loan Program

At the dates indicated in the Table below, the proportion of current principal balance of our guaranteed FFEL Program loan principal (exclusive of uninsured status loans) receivable from borrowers was approximately as shown in the following Table:

Percent of Guarantee Eligibility [1]	6/30/2006	6/30/2007	6/30/2008
98%	100.0%	73.7%	59.4%
97%	N/A	25.9%	40.3%

[1] In certain events (e.g., death or permanent and total disability) claims are paid at 100%, regardless of the default claim eligible percentage.

Secondary Market Loan Acquisition

We established the OSLA Network of eligible lenders in August 1994 to further our secondary market activities. We perform loan application processing, disbursement and pre-acquisition servicing of FFEL Program loans for the OSLA Network lenders pursuant to separate education loan servicing agreements between us and each participating lender. We indemnify each of the OSLA Network lenders against any servicing errors made by us in the performance of this work.

Also, we provide our loan servicing system for use by two eligible lenders on a remote basis from their premises. The remote users are responsible for their own origination and servicing prior to the required sale of the loans to us.

At the dates indicated in the Table below, the number of lenders in the OSLA Network was approximately as shown in the following Graph and Table:

OSLA - Lenders in the OSLA Network
Number Participating

6/30/2004	6/30/2005	6/30/2006	6/30/2007	6/30/2008
32	36	38	42	27*

* During the fiscal year ended June 30, 2008, the OSLA Lender Network had 44 active participating lenders in the network. However, at June 30, 2008 the OSLA Network had declined to 27 eligible lenders due to the decision by 17 of those member lenders to exit the FFEL program as a result of legislative changes to the FFEL program that negatively impacted profitability and protracted uncertainty in the capital markets.

We maintain separate student loan contracts with each participating lender. These agreements require the lender to offer the loans originated on our loan servicing system to us, and for us to purchase (subject to available OSLA funding), education loans held by the OSLA Network lenders, primarily in the grace period before repayment of the loans begins. All purchases are made at prices agreed upon in the student loan contracts.

Lender of Last Resort

In February 1994, we began offering loans to certain students, primarily those attending high default rate schools, under a Lender of Last Resort Loan Program with the State Guarantee Agency. At June 30, 2008, we held approximately $63,814 principal amount of such loans, compared to $84,911 at June 30, 2007, and $128,104 at June 30, 2006.

Students requesting Lender of Last Resort loans generally must have two (2) denial letters from other eligible lenders that will not make the loan to that student. Lender of Last Resort loans that default are guaranteed 100% as to principal and interest by the State Guarantee Agency.

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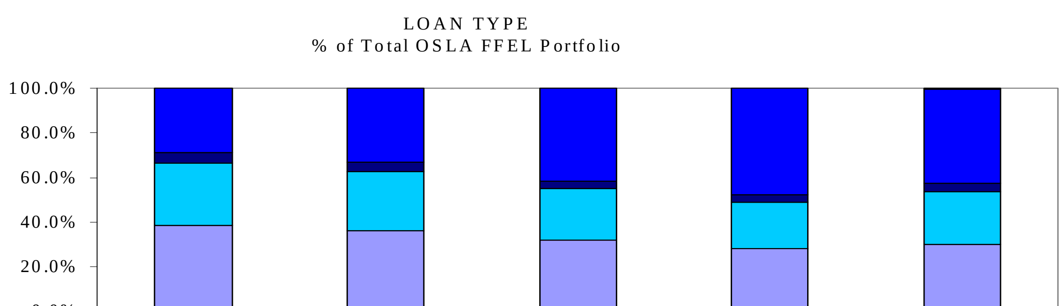
FFEL PORTFOLIO DATA

Loan Type

One of the major trends has been an increasing concentration of the Consolidation Loan type in our portfolio as we consolidated loans of our borrowers. This trend was accelerated in the Fiscal Years ended June 30, 2005 and 2006 by the eligibility of in-school students to consolidate at a fixed rate of interest and the economic incentive to consolidate before significant annual variable rate increases on July 1, 2005 and 2006. However, under the Deficit Reduction Act, as of July 1, 2006, students that are in in-school status are no longer able to apply for a Consolidation Loan.

Consolidation loans require us to pay a monthly rebate to USDE at an annual rate of 1.05% of principal and accrued borrower interest. This burden is offset partially by a higher average borrower indebtedness that lowers servicing cost relative to loan principal, by a lower delinquency rate that reduces collection cost and by a lower default rate that reduces claims filing cost. We have not purchased Consolidation Loans from outside parties. The origination of all Consolidation Loans was discontinued as of July 1, 2008.

At June 30 of the Fiscal Years indicated below, the current principal balance of our Eligible Loans by loan type was approximately in the percentages shown in the following Graph and Table:



	6/30/2004	6/30/2005	6/30/2006	6/30/2007	6/30/2008
GRAD PLUS				0.1%	0.3%
Consolidation (1)	28.5%	32.8%	41.4%	47.8%	42.4%
Federal PLUS/SLS	4.8%	4.5%	3.7%	3.4%	3.6%
Stafford - Unsub	28.0%	26.6%	23.1%	20.8%	23.7%
Stafford - Sub	38.7%	36.1%	31.8%	28.0%	30.0%

This shift to the Consolidation loan type caused a corresponding decrease of approximately 8.9% in the total portfolio share of Stafford loans from June 30, 2005 to June 30, 2008.

The following Table indicates the growing concentration of the Consolidation loan type in our Repayment status portfolio, including loans in forbearance status, at the dates indicated below:

Consolidation Loan Share of Repayment Portfolio

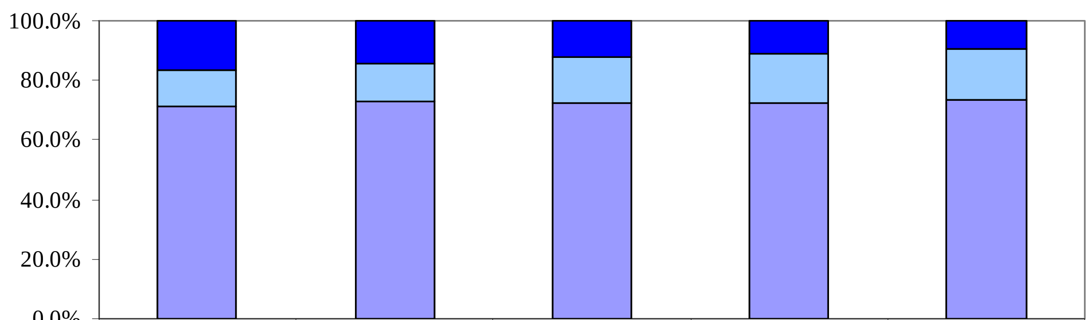
6/30/2004	6/30/2005	6/30/2006	6/30/2007	6/30/2008
43.5%	49.3%	52.9%	52.3%	55.1%

In June 2006, federal appropriation legislation repealed the Consolidation loan program's single holder rule. The single holder rule permitted a holder of all the loans of a specific borrower to refuse to allow another lender to pay off the borrower's underlying loans by making a Consolidation loan to that borrower. The repeal of the single holder rule means that any borrower may consolidate their loans with any eligible lender in the FFEL Program. However, during our Fiscal Year ended June 30, 2008, many lenders discontinued their Consolidation Loan programs. Presently, the main source of Consolidation Loans is the USDE William D. Ford Federal Direct Student Loan Program.

School Type

At June 30 of the Fiscal Years indicated below, the current principal balance of our guaranteed FFEL Program loans by school type, *exclusive of Federal Consolidation Loans that are not generally reported by school type,* was approximately in the percentages shown in the following Graph and Table:

SCHOOL TYPE
% of Total OSLA FFEL Portfolio



	6/30/2004	6/30/2005	6/30/2006	6/30/2007	6/30/2008
Vocational Proprietary	16.7%	14.3%	12.4%	10.9%	9.3%
College - 2 Year	11.8%	12.9%	14.9%	16.9%	17.1%
University - 4 Year	71.5%	72.8%	72.7%	72.2%	73.6%

The following table contains the top schools based on loans originated by us and the OSLA Network during the Fiscal Year ended June 30, 2008, in Stafford and PLUS loan volume were:

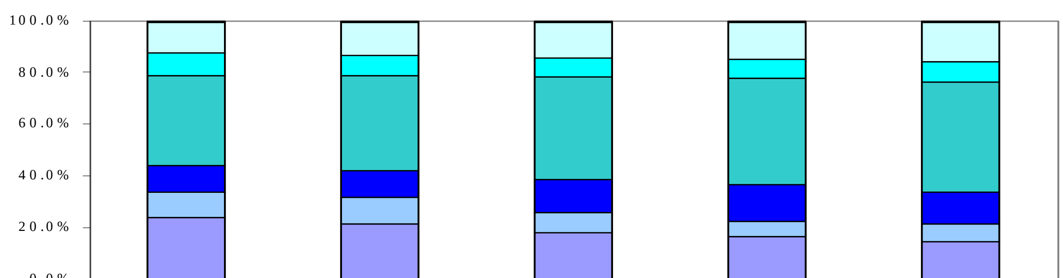
Top Schools by Loan Originations

Eligible Institution	School Type	Lending Total	% of Total
University of Oklahoma	4-Year University	$ 34,386,604	13.1%
University of Oklahoma Health Science Center	4-Year University	$ 18,979,713	7.2%
University of Central Oklahoma	4-Year University	$ 17,745,000	6.8%
Oklahoma City University	4-Year University	$ 17,314,238	6.6%
University of Central Arkansas	4-Year University	$ 13,426,382	5.1%
Northeastern State University	4-Year University	$ 12,935,941	4.9%
University of Arkansas-Fayetteville	4-Year University	$ 12,008,019	4.6%
University of Tulsa	4-Year University	$ 9,552,638	3.6%
	Total	$ 136,348,535	52.0%

Loan Status

At June 30 of the Fiscal Years indicated below, the current principal balance of our guaranteed FFEL Program loans by loan status was approximately in the percentages shown in the following Graph and Table:

LOAN STATUS
% of Total OSLA FFEL Portfolio



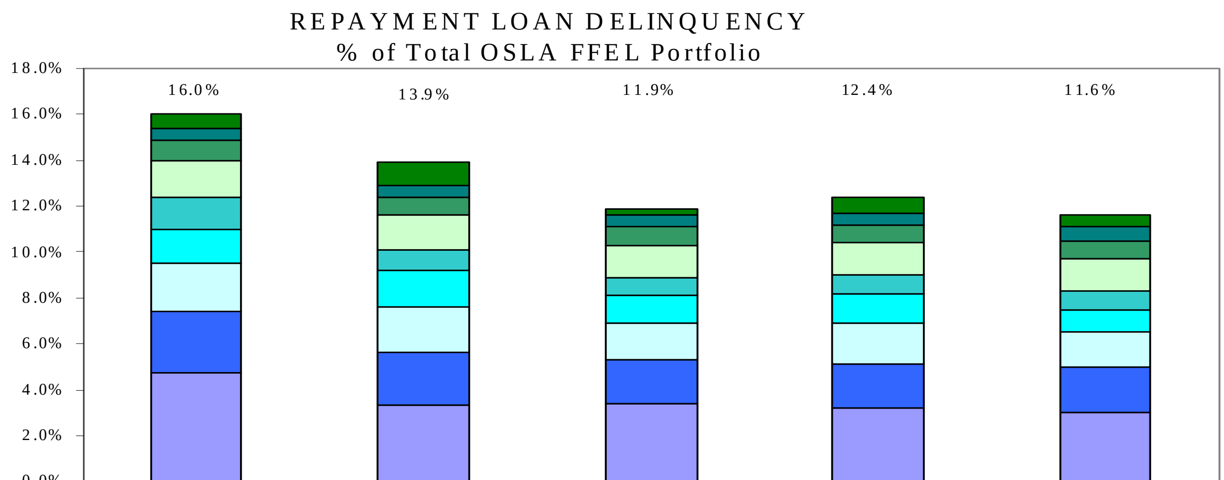
	6/30/2004	6/30/2005	6/30/2006	6/30/2007	6/30/2008
Claims	0.6%	0.7%	0.6%	0.7%	0.9%
Forbearance	11.9%	12.7%	14.0%	14.0%	15.0%
Delinquent > 30 Days	8.9%	8.0%	7.2%	7.8%	7.7%
Current Repay	34.6%	36.7%	39.5%	41.1%	42.5%
Deferment (1)	10.1%	10.4%	12.8%	14.1%	12.3%
Grace	10.2%	10.0%	8.0%	5.9%	7.0%
In-School	23.7%	21.5%	17.9%	16.4%	14.6%

[1]At June 30, 2008, approximately 51.03% of this category (52% at June 30, 2007 and 2006 and 55% at June 30, 2005) were Subsidized Stafford loans or certain Consolidation Loans on which the USDE pays interest during deferment.

The Consolidation Loan type has a higher rate of deferment status loans because of in-school consolidation during the fiscal years ended June 30, 2007 and 2006. At June 30, 2008, the Consolidation loan type in our loan portfolio had 14.59% in deferment, compared to 10.94% for Stafford Subsidized loans and 10.41% for Stafford Unsubsidized loans.

Repayment Loan Delinquency

At June 30 of the Fiscal Years indicated below, the delinquency rates of the current principal balance of our Eligible Loans that were in Repayment status, including Forbearance status loans, were approximately in the percentages shown in the following Graph and Table:



	6/30/2004	6/30/2005	6/30/2006	6/30/2007	6/30/2008
271 +	0.6%	1.0%	0.30%	0.70%	0.50%
241 - 270 Days	0.5%	0.5%	0.50%	0.50%	0.60%
211 - 240 Days	0.9%	0.8%	0.80%	0.80%	0.80%
181 - 210 Days	1.6%	1.5%	1.40%	1.40%	1.40%
151 - 180 Days	1.4%	0.9%	0.80%	0.80%	0.80%
121 - 150 Days	1.5%	1.6%	1.20%	1.30%	1.00%
91 - 120 Days	2.1%	2.0%	1.60%	1.80%	1.50%
61 - 90 Days	2.7%	2.3%	1.90%	1.90%	2.00%
31 - 60 Days	4.7%	3.3%	3.40%	3.20%	3.00%

However, at June 30 of the Fiscal Years indicated below, total delinquency rates varied widely by loan type as shown in the following Table:

Repayment Loan Delinquency By Loan Type

Loan Type	6/30/2004	6/30/2005	6/30/2006	6/30/2007	6/30/2008
Stafford	21.1%	21.5%	19.8%	23.0%	18.8%
PLUS	8.8%	7.9%	7.9%	9.0%	7.5%
Consolidation	12.7%	9.2%	7.2%	7.2%	7.5%

Loan Portfolio Interest Rates

The rate we earn on FFEL Program loans is called the lender's yield. The lender's yield is determined by the Special Allowance Payment from the USDE. Special Allowance Payments are made to lenders in the Federal FFEL Program to ensure that lenders receive an equitable return on their loans. In general, the amount of a Special Allowance Payment is the difference between the amount of interest the lender receives from the borrower or the government and the amount that is provided under requirements in the Higher Education Act. The interest amount provided under the Higher Education Act is determined quarterly and is based on either the quarterly average of the three-month financial commercial paper or the ninety-one day U.S.Treasury Bill rate plus the legislated Special Allowance Payment subsidy. For loans first disbursed on or after April 1, 2006, interest collected from borrowers is limited to the Special Allowance Payment calculation. In these circumstances, we rebate the calculated excess interest back to the USDE.

The following tables show the allocation of the principal balance outstanding ("*PBO*") of our guaranteed FFEL program loan portfolio for the Special Allowance Payment index and Special Allowance Payment calculation method as of June 30, 2008.

Special Allowance Payment Index

SAP Index	PBO	PBO %
90-day Comm Paper Index	$ 1,169,882,201	94.3%
91-day U.S. TBill Index	70,038,632	5.7%
Total	$ 1,239,920,833	100.0%

Special Allowance Payment Calculation Method

SAP Calculation Method	PBO	PBO %
Not limited to SAP Rate	$ 761,709,425	61.4%
Limited to SAP Rate	478,211,408	38.6%
Total	$ 1,239,920,833	100.0%

LOAN SERVICING

Standards and Activities

We have serviced our own loans, and performed third party pre-acquisition servicing of the loans of the OSLA Network, since 1994. Loan servicing activities performed by us include:

- Application processing and funds disbursement in originating loans;
- Customer service;
- Loan account maintenance, including production of notices and forms to borrowers and the resulting processing;
- Billings to USDE for Interest Benefit Payments and Special Allowance Payments;
- Reconciliation and payment of federal default fee billings;
- Collection of principal and interest from borrowers;
- Filing claims to collect guarantee payments on defaulted loans; and

- Accounting for ourselves and the OSLA Network.

We are required to use due diligence in originating, servicing and collecting education loans. In addition, we are required to use collection practices no less extensive and forceful than those generally in use among financial institutions with respect to other consumer debt.

In order to satisfy the due diligence requirements, we must adhere to specific activities in a timely manner. These activities begin with the receipt of the loan application and continue throughout the life of the loan. Examples of specific due diligence activities include:

- Verifying that the original application is completed with all pertinent data and has a guarantee provided to the lender;
- Diligent efforts to contact a delinquent borrower written correspondence and telephone;
- Skip tracing if a borrower has an invalid phone number or address;
- Requesting default aversion assistance from the Guarantor between 60 and 120 days of delinquency;
- Sending a final demand letter to the borrower when the loan becomes 241 or more days delinquent; and
- Timely filing of the default claim for payment, provided the borrower's failure to make monthly installment payments when due, or to comply with other terms of the obligation, persists for the most recent consecutive 270-day period (330 days for a loan repayable in less frequent installments).

OSLA Student Loan Servicing System

From 1994 to 2002, we performed loan servicing as a remote user of another party's loan servicing system. Presently, we originate and service loans in-house using our own staff and the *OSLA Student Loan Servicing System* comprised of:

- An IBM iSeries computer acquired in October 2005 that we own, which replaced an earlier iSeries model, resulting in a significant upgrade in configuration, processing capability and memory storage;
- iSeries related operating and database software that we license from IBM;
- Personal computers and an NT based local area network;
- Aid Delivery System software that we licensed on a perpetual basis from Idaho Financial Associates, Inc. (*IFA*), Boise, Idaho, now 5280 Solutions LLC;
- Student Loan Servicing System software that we licensed also on a perpetual basis from IFA, now 5280 Solutions LLC; and
- Ancillary software programs of proprietary software and database query reports that we developed and various commercial software applications licensed from multiple vendor sources.

We began originating education loans using the OSLA Student Loan Servicing System on January 28, 2002. We converted loans from the remote third party database and implemented all servicing of our portfolio, and the portfolios of the OSLA Network, with the OSLA Student Loan Servicing System as of March 1, 2002.

We are the only user of the Aid Delivery System, but 5280 Solutions LLC provides its student loan servicing software to 13 student loan users that service loans, including Nelnet, Inc. In addition to licensing the student loan servicing software, 5280 Solutions LLC provides software maintenance and enhancement at the direction of the users, as well as support. 5280 Solutions LLC is a wholly owned subsidiary of Nelnet, Inc., Lincoln, Nebraska. Nelnet, Inc. also is a competitor of ours as a loan servicer, secondary market and Consolidation Loan lender.

In operating the OSLA Student Loan Servicing System, also we are responsible for:

- Providing, maintaining and operating the requisite computer system and its operating and database software;
- Maintenance of tables and profiles on lenders, guarantors and post-secondary education institutions that we work with;
- Installing and testing new releases of the licensed student loan servicing software;
- Participation in the licensed student loan servicing software users' group which is responsible for compliance of the student loan servicing software with the Higher Education Act and other applicable law;
- Exchanges of data files with various third party trading partners;
- Any necessary or desirable ancillary programming for loan servicing functionality not provided by the licentsed student loan servicing software; and
- Necessary or desirable internet functionality related to loan origination and servicing.

In addition to our own use of the OSLA Student Loan Servicing System, we provide, operate, support and maintain our system for remote use by certain OSLA Network lenders in their origination and interim servicing of FFEL Program loans from their premises. Under the remote arrangement, the OSLA Network lenders are required to sell, and we are required to purchase, their FFEL Program loans originated and serviced by the remote use of the OSLA Student Loan Servicing System.

Disaster Recovery Plan and Testing

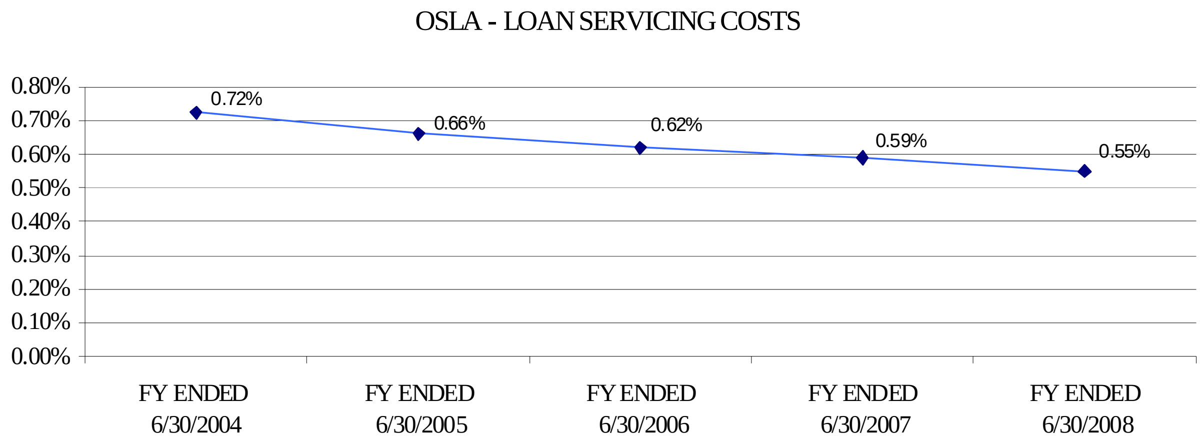
OSLA maintains a Disaster Recovery Plan that addresses a wide variety of outages. The plan contains recovery procedures for something as simple as a single server failure to the complex set of procedures for recovering the entire data center.

In addition to the disaster recovery document, OSLA has partnered with SunGard Recovery Services to provide OSLA with a cold site in the event that OSLA's location is rendered unusable.

OSLA does internal recovery testing of all servers semi-annually and tests the full recovery plan at the SunGard center yearly. The 2008 Disaster Recovery test was successfully completed on August 22, 2008 .

Servicing Costs

At the dates indicated in the Graph below, our total annual operating cost (expressed as a percent of the average month end outstanding Current Principal Balance of loans serviced) was approximately as shown in the following Graph:



Note: the percentage is the total Annual Operating cost of OSLA divided by the average of month end outstanding Current Principal Balances of loans.

If we do not comply with the due diligence standards required by the Higher Education Act, a claim to the Guarantor of the loan may be rejected. In such event, we can attempt to cure the rejected claim loan by various procedures. A cure within three years re-instates the guarantee.

During the Fiscal Years ended June 30, as indicated below, our cure experience was as shown in the following Table:

Fiscal Year Ended	Claims Filed	Rejected[1]	Gross Rejection Rate	Cured[1] (cumulative)	Unresolved	Net Rejection Rate
6/30/2008	$50,823,231	$187,024	0.37%	$ 16,314	$170,710	0.34%
6/30/2007	$37,261,708	$ 50,309	0.14%	$ 44,709	$ 5,600	0.02%
6/30/2006	$33,030,794	$230,849	0.70%	$176,446	$ 54,403	0.16%
6/30/2005	$27,356,200	$215,037	0.79%	$215,037	$ 0	0.00%
6/30/2004	$23,581,512	$152,746	0.65%	$140,337	$ 12,409	0.05%

[1]Annual amounts are adjusted over the time period due to the reconciliation and capitalized interest from recovery.

PROGRAM REVIEWS

Federal Reviews

The USDE routinely conducts site program reviews of secondary markets and student loan servicers, such as OSLA, for compliance with various aspects of the Higher Education Act.

The USDE conducted a Program Review of our operations as a secondary market in September 2002. There were no findings in the Review Report issued in April 2003. That Report stated that the review was closed.

The USDE conducted a Program Review of our loan service operations, including the portfolios of the OSLA Network serviced by us, in November 2002. The Review Report also issued in April 2003 had one finding on a non-recurring matter for the quarter ended March 31, 2002. The finding related to incorrect average daily balance calculations supplied to us on the conversion from our remote loan system to the IFA SLSS. The incorrect average daily balances overstated the billing on certain portions of our portfolio receiving Special Allowance Payments and did not have a monetary effect on the billing of any lenders in the OSLA Network. The miscalculation was corrected and balances were adjusted for the March 2003 quarter. This correction was reported to USDE, and in March 2004, the USDE reported that the adjustments satisfied the finding and stated that the review was closed.

State Guarantee Agency Reviews

In addition, the State Guarantee Agency routinely conducts site program reviews, or audits, of lenders, such as us, and our OLSA Network members. These reviews are conducted to evaluate compliance with various aspects of the Higher Education Act. A site joint program compliance review by OSGLP, the Oklahoma state guarantee agency, and SLGFA, the Arkansas state guarantee agency, is scheduled to begin on November 17, 2008.

SUMMARY DEBT INFORMATION

We issued various debt obligations for our loan financing activities. The bonds and notes issued by us are not general obligations, but are limited revenue obligations secured by, and payable solely from, the assets of the Trust Estates created for particular financings by the various Bond Resolutions.

At June 30 of the Fiscal Years indicated below, the total outstanding debt in our various financing systems was as shown in the following Table:

Total Outstanding Debt

6/30/2004	6/30/2005	6/30/2006	6/30/2007	6/30/2008
$658,410,000	$806,580,000	$928,150,000	$1,030,896,850	$1,218,689,256

At June 30, 2008, $1,008,875,000 of our debt was publicly held and had long term credit ratings assigned by Moody's and S&P based on the type of security as shown in the Table below.

Credit Rating(s)	Principal Amount	Bond Resolution	Type of Security
Aaa Moody's/AAA S&P	$ 453,200,000	1995 Master Bond	Senior Lien
A2 Moody's/AA S&P	$ 518,465,000	1996 Insured Bond	Insured
A2 Moody's/A S&P	$ 37,210,000	1995 Master Bond	Subordinate Bonds[1]
Total	$ 1,008,875,000		

[1]The subordinate bonds represent debt that was issued under the 1995 Master Bond Resolution to provide self credit enhancement for Senior debt obligations under that master resolution.

$408,795,000 (40.5% of total debt) of debt listed above rated at A2/AA are variable rate demand obligations that also has short-term ratings by Moody's (VMIG-3) and S&P (A-1+ or A-1) in addition to the long-term ratings. Credit enhancement for this debt is provided through insurance issued by monoline insurer MBIA Insurance Corporation ("*MBIA*"). During the fiscal year ended June 30, 2008, MBIA experienced rating downgrades due to exposure to the sub prime mortgage crisis. Standard and Poor's downgraded MBIA to AA from AAA in early June 2008 and Moody's downgraded MBIA's credit rating to A2 in mid June 2008. These downgrades of MBIA led to rating downgrades in June 2008 on all bond series in the 1996 Insured Bond Resolution to A2/AA from Aaa/AAA.

In addition, the MBIA downgrades and the resulting lack of investor confidence and demand for monoline insured debt have had a materially adverse effect on our cost of funds for this debt resulting in remarketing rates as high as 11.0% during the year. An additional result of the MBIA downgrades was the conversion of $383,795,000 in debt to bank bonds. The bank bonds require accelerated term out redemptions and generally carry interest costs determined by a documented spread to the prime rate. The conversion to bank bonds has resulted in rates as high as 7.25% during the year. The monoline insurer cloud associated with the MBIA downgrades that have led to substantially higher interest costs and accelerated redemptions are a primary driver of our motivation in refunding this debt.

In addition, $412,575,000 of our debt listed above is Auction Rate Securities of which $237,575,000 was tax-exempt and $175,000,000 was taxable. During the fiscal year ended June 30, 2008, the auction procedure utilized to establish rates for this debt failed in early 2008 and subsequent auctions have continued to date in a failed state. The result of the failed auctions has had a materially adverse effect on our cost of funds for this debt resulting in rates as high as 17% for taxable and 12% for tax-exempt debt for the maximum rate waiver periods that terminated March 31, 2008. Since termination of the maximum rate waivers, the bond document based maximum rates for failed auctions have resulted in several auction periods of zero percent effective rates. The zero percent effective rates were a product of the 90 day maximum rate cap average rate calculation look back feature that took into account the periods of excessively high rates of interest.

All of our auction rate securities are now subject to the bond document based caps and are resetting at approximately 3.30% to 3.50%. The prevailing thought in the credit markets is that auction rate securities will continue in a failed state continuously for the foreseeable future.

The exposure to continued higher interest costs associated with the continued failed state of the auction security market is an additional driver of our motivation in refunding this debt.

We have met our temporary funding requirements through a taxable revolving warehouse line of credit provided by two commercial banks. The commitment amount of the taxable line of credit is $150,000,000, of which $115,000,000 was outstanding at June 30, 2008 and all $150,000,000 was outstanding as of August 31, 2008. The taxable line of credit expires on June 1, 2009 and by its terms will not be renewed upon expiration. Consequently, we plan to refinance this debt before its expiration date. The taxable line of credit is *not* rated.

In addition, we have met temporary funding needs for tax-exempt debt issuance through a non-revolving tax-exempt line of credit provided by a commercial bank. The remaining commitment amount of the tax-exempt line of credit at June 30, 2008 was $17,499,925, but that commitment is being terminated by agreement between the lender and us. Presently, two notes in an aggregate principal amount of $94,814,256 are outstanding on this line. The notes are subject to a put on September 1, 2010. Consequently, we plan to refinance this debt before its expiration date. The tax-exempt line of credit is *not* rated.

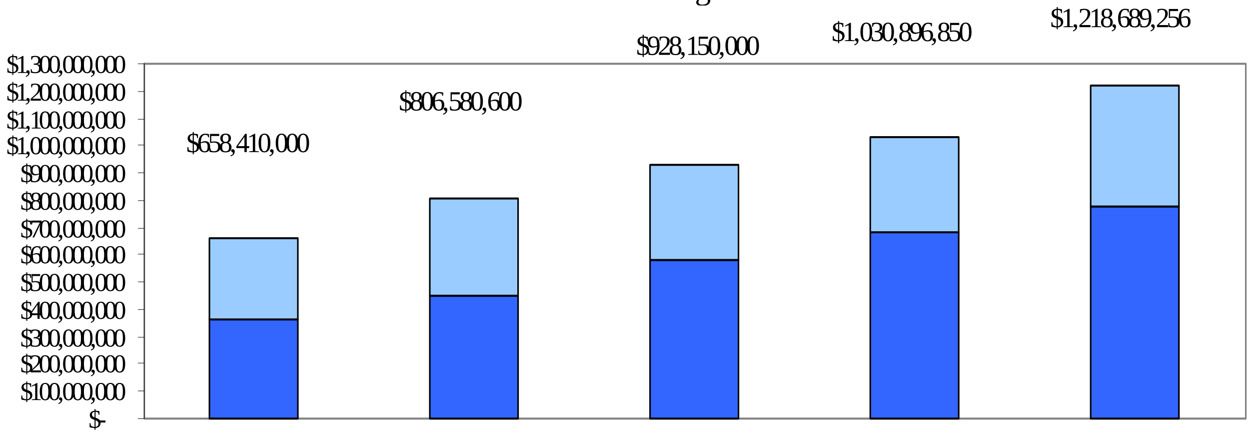
We invest trust fund balances in collateralized repurchase agreements and U.S. Government securities-based money market mutual funds in accordance with the our investment policy and applicable Oklahoma Statutes. Generally, permissible investments are U.S. Government Obligations or obligations explicitly guaranteed by the U.S. Government. These investment limitations reduce our related credit risk, custodial credit risk, and interest rate risk. We currently invest in the INVESCO AIM Treasury Cash Management Fund which is a U.S. Government securities-based money market mutual fund.

We also have $691,600 of debt service reserve trust funds from several series in the 1995 Master Bond Resolution invested in a Guaranteed Investment Contract (*"GIC"*) with the New York branch of West LB. We do not have any swap agreements or utilize any other financial derivative products in association with our debt financings.

We lease certain facilities and equipment under non-cancelable operating leases that expire at various dates through Calendar Year 2012. The future minimum rental payments under these leases for the next five Fiscal Years after June 30, 2008 total approximately $2,079,724, including a 5-year building lease renewal obligation entered into November 2, 2007. We have no capitalized lease obligations. We have no off-balance sheet financings.

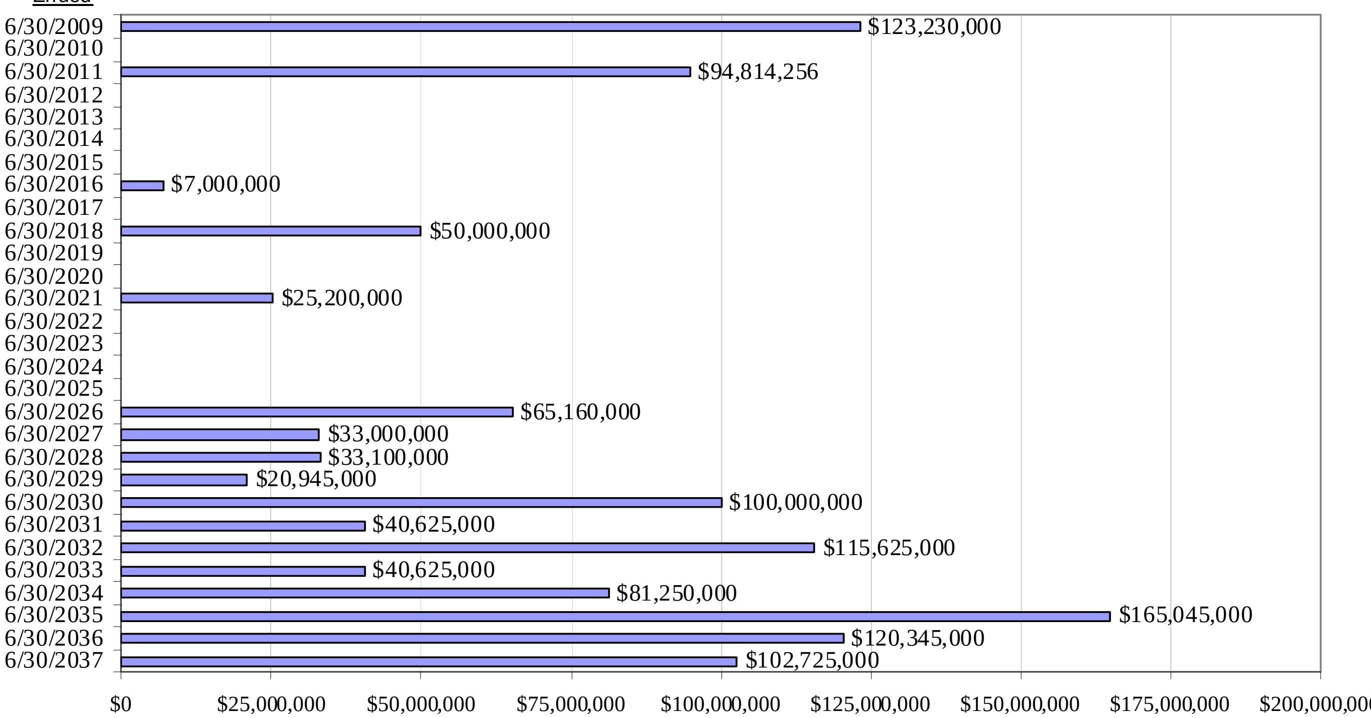
The characteristics of the various outstanding taxable and tax-exempt debt obligations at June 30 of the Fiscal Years indicated below are itemized in the following Graphs and Tables:

OSLA – OUTSTANDING DEBT
Tax Status of Obligations



	6/30/2004	6/30/2005	6/30/2006	6/30/2007	6/30/2008
Taxable Debt	$297,300,000	$352,775,000	$347,000,000	$347,000,000	$440,000,000
Tax-Exempt Debt	$361,110,000	$453,805,000	$581,150,000	$683,896,850	$778,689,256

OSLA - SCHEDULED BOND MATURITIES AND MANDATORY REDEMPTIONS AT JUNE 30, 2008
Total Principal Amount Due $1,218,689,256



The following table illustrates accelerated term out redemptions of outstanding variable rate demand obligations that are held as bank bonds that vary from the scheduled maturity dates illustrated above if certain bond series that have converted to bank bonds are not refunded.

Principal Redemption Schedule for Bank Bond Debt

FY 2009	FY 2010	FY 2011	FY 2012	FY 2013	FY 2014
$43,518,000	$76,759,000	$76,759,000	$76,759,000	$76,759,000	$33,241,000

FINANCIAL STATEMENTS

Our financial statements are prepared in conformity with accounting principles generally accepted in the United States of America, unless such statements are in direct conflict with statements issued by the Governmental Accounting Standards Board (*GASB*). Our financial statements are prepared to comply with Statement No. 34, "Basic Financial Statements - and Management's Discussion and Analysis - for State and Local Governments".

The financial statements for the Fiscal Years ended June 30, 2007 and 2006 were audited and reported on by Grant Thornton LLP, Oklahoma City, Oklahoma, independent certified public accountants. The audited financial statements speak only as of their date and Grant Thornton LLP has not been requested, nor has it undertaken, to conduct any post-audit review.

A copy of the comparative financial statements for June 30, 2007 and 2006 is available on the internet at the *website* address of "www.OSLAfinancial.com" and a copy was filed with the various Nationally Recognized Municipal Securities Information Repositories.

Our financial statements for the Fiscal Year ended June 30, 2008 are being audited by Grant Thornton LLP, Oklahoma City, Oklahoma. However, those financial statements, and the Auditors' Report thereon, have not been released as of the date of this Official Statement.

The Fiscal Year ended June 30, 2008, will show a loss for the year because of the market conditions and extremely high interest rates on outstanding debt suffered because of protracted and severe market conditions in the auction rate securities market and the monoline insurer credit enhanced debt market while the yield on student loans was compressed because of low general interest rate market conditions.

Unaudited comparative financial statements for the years ended June 30, 2008 and 2007 are available in our servicer report for June 30, 2008 on the *web site* www.OSLAfinancial.com. A copy of the audited financial statements for the Fiscal Years ended June 30, 2008 and 2007 will be posted on the *website* www.OSLAfinancial.com when available.

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