

EXHIBIT B-2-A

FORM OF QUARTERLY DISTRIBUTION DATE CERTIFICATE

This Quarterly Distribution Date Certificate (the "Certificate") is being provided by the HIGHER EDUCATION STUDENT ASSISTANCE AUTHORITY (the "Authority") pursuant to Section 5.04(c) of the Indenture of Trust, dated as of May 1, 2010 (the "Indenture"), between the Authority and WELLS FARGO BANK, NATIONAL ASSOCIATION, as trustee (the "Trustee"). All capitalized terms used in this Certificate and not otherwise defined shall have the same meanings as assigned to such terms in the Indenture.

Pursuant to this Certificate, the Authority hereby directs the Trustee to make the deposits and distributions specified in Section 5.04(c) of the Indenture to the Persons or to the account specified below by 3:00 p.m. (New York City time) on December 1, 2010 (the "Quarterly Distribution Date"), to the extent of (v) the amount of Available Funds received during the immediately preceding Collection Period in the Collection Fund (or, if necessary, other Available Funds on deposit in the Collection Fund as provided in Section 5.04(c) of the Indenture), (w) the amount transferred from the Department Rebate Fund pursuant to Section 5.06 of the Indenture, (x) the amount transferred from the Reserve Fund pursuant to Section 5.05(b), (c) and (d) of the Indenture, and (y) the amount transferred from the Acquisition Fund pursuant to Section 5.02 of the Indenture.

To enable the Trustee to calculate the amount of certain of such deposits and distributions, the Authority provides the following information to the Trustee:

(i)	(A)	The Trustee Fee to the Trustee,	<u>\$0.00</u>
	(B)	Any unpaid Trustee Fee from prior Quarterly Distribution Dates;	<u>\$0.00</u>
(ii)	(A)	The Servicing Fee to the Servicers (to the extent remaining unpaid following the Monthly Servicing and Administration Payment Date),	<u>\$62,957.48</u>
	(B)	Any unpaid Servicing Fees from prior Monthly Servicing and Administration Payment Dates;	<u> </u>
(iii)	(A)	The Administration Fee to the Administrator (to the extent remaining unpaid following the Monthly Servicing and Administration Payment Date),	<u>\$57,614.87</u>
	(B)	Any unpaid Administration Fees from prior Monthly Servicing and Administration Payment Dates;	<u>\$0.00</u>
(iv)		To the Administrator, the aggregate unpaid amount of any Carryover Administration and Servicing Fees;	<u>\$0.00</u>
		The Parity Ratio as of such Quarterly Distribution Date.	105.79%

Pool Balance for such Quarterly Distribution Date.

\$139,917,535.78

Pursuant to this Certificate, if applicable, the Authority further hereby directs the Trustee to withdraw from:

(a) the Acquisition Fund for deposit to the Collection Fund, (i) the remaining amount of insufficient Available Funds in the Collection Fund to make the transfers required by Section 5.04(b) (other than transfers to repurchase Eligible Loans from a Servicer or any Guaranty Agency) and 5.04(c)(i) through (c)(v) of the Indenture and (ii) the remaining amount on deposit in the Acquisition Fund on the September 1, 2010 Quarterly Distribution Date (or on such earlier date as the Trustee may be instructed by the Authority pursuant to an Authority Order); and

(b) the Reserve Fund for deposit to the Collection Fund (i) to the extent moneys are not available to make the transfers from the Acquisition Fund, the amount of insufficient Available Funds in the Collection Fund to make the transfers required by Sections 5.04(b) (other than transfers to repurchase Eligible Loans from a Servicer or any Guaranty Agency) and 5.04(c)(i) through (v) of the Indenture, and (ii) the amount on deposit in the Reserve Fund in excess of the Specified Reserve Fund Balance.

The Authority hereby certifies that the information set forth in this Certificate is true and accurate in all material respects, is in compliance with the provisions of the Indenture and that the Trustee may conclusively rely on the same with no further duty to examine or determine the information contained herein.

IN WITNESS WHEREOF, the Authority has caused this Certificate to be duly executed and delivered as of the date written below.

HIGHER EDUCATION STUDENT
ASSISTANCE AUTHORITY, as the Authority

By Robert J. Clark
Authorized Representative

Date: November 17, 2010