



**Brazos Higher Education Authority, Inc.**

**Quarterly Student Loan Report**

**Indenture 1999 Securing the 2011 Notes**

**Reporting Period January 1, 2012 through March 31, 2012**

DEAL PARAMETERS									
Student Loan Portfolio Characteristics		12/31/2011		Loans Acquired		Activity		3/31/2012	
A-I	Portfolio Balance	\$	1,312,959,710.40	\$	635,282.61	\$	(40,880,988.18)	\$	1,272,714,004.83
A-II	Interest to be Capitalized		13,998,751.30		-		(561,588.01)		13,437,163.29
A-III	Pool Balance		<u>\$ 1,326,958,461.70</u>		<u>\$ 635,282.61</u>		<u>\$ (41,442,576.19)</u>		<u>\$ 1,286,151,168.12</u>
A-IV	Reserve Fund Account Balance		3,443,215.00						3,347,480.00
A-V	Cash & Payments In Transit		40,854,748.23						44,235,574.45
A-VI	Total Adjusted Pool		<u>\$ 1,371,256,424.93</u>						<u>\$ 1,333,734,222.57</u>
B-I	Weighted Average Coupon (WAC)								4.27%
B-II	Weighted Average Remaining Term								171.06
B-III	Number of Loans								200,721
B-IV	Number of Borrowers								91,098
B-V	Aggregate Outstanding Principal Balance - T-Bill								65,013,745
B-VI	Percentage Outstanding Principal Balance - T-Bill								5.11%
B-VII	Aggregate Outstanding Principal Balance - Commercial Paper								1,207,700,260
B-VIII	Percentage Outstanding Principal Balance - Commercial Paper								94.89%
B-IX	Since Issued Constant Prepayment Rate (CPR)								7.09%
Notes	CUSIPS	3 Month LIBOR	Spread	Adjusted Rate	Spread	12/31/2011	3/31/2012		
C-I	2011-II-A-1 10620NCJ5	0.56010%	+ 0.55%	= 1.11010%	3 Month LIBOR + 0.45%	\$ 369,286,000.00	\$ 330,992,000.00		
C-II	2011-II-A-2 10620NCK2	0.56010%	+ 0.85%	= 1.41010%	3 Month LIBOR + 0.80%	712,300,000.00	712,300,000.00		
C-III	2011-II-A-3 10620NCL0	0.56010%	+ 1.00%	= 1.56010%	3 Month LIBOR + 1.05%	236,000,000.00	236,000,000.00		
C-IV	2011-II-B-1 10620NCM8	0.56010%	+ 1.15%	= 1.71010%	3 Month LIBOR + 1.25%	40,700,000.00	40,700,000.00		
C-V	2011-II-C-1 106238MD7	0.56010%	+ 1.20%	= 1.76010%	3 Month LIBOR + 1.25%	19,000,000.00	19,000,000.00		
C-IX	Total Notes Outstanding					\$ 1,377,286,000.00	\$ 1,338,992,000.00		
Reserve Account <sup>1</sup>		12/31/2011		3/31/2012					
D	Required Reserve Acct Deposit								
D-I	Reserve Acct Initial Deposit (\$)				\$	4,045,000.00	\$	4,045,000.00	
D-II	Specified Reserve Acct Balance (\$)					3,443,215.00		3,347,480.00	
D-III	Reserve Account Floor Balance (\$)					2,427,000.00		2,427,000.00	
D-IV	Current Reserve Acct Balance (\$)				\$	3,443,215.00	\$	3,347,480.00	
Parity <sup>1</sup>		12/31/2011		3/31/2012					
E-I	Class A Parity Percentage					104.12%		104.24%	
E-II	Class B Parity Percentage					101.00%		101.03%	
E-III	Class C Parity Percentage					99.61%		99.60%	

<sup>1</sup> See detail Page 2

<b>II Required Reserves and Parity Calculations</b>							
<b>Required Reserves</b>							
		<b>Outstanding Principal Balance 12/31/2011</b>	<b>Required Reserve %</b>	<b>Required Reserves 12/31/2011</b>	<b>Outstanding Principal Balance 3/31/2012</b>	<b>Required Reserve %</b>	<b>Required Reserves 3/31/2012</b>
A- I	2011-II-A-1	\$ 369,286,000.00	0.25%	\$ 923,215.00	\$ 330,992,000.00	0.25%	\$ 827,480.00
A- II	2011-II-A-1	712,300,000.00	0.25%	1,780,750.00	712,300,000.00	0.25%	1,780,750.00
A- III	2011-II-A-1	236,000,000.00	0.25%	590,000.00	236,000,000.00	0.25%	590,000.00
A- IV	2011-II-B-1	40,700,000.00	0.25%	101,750.00	40,700,000.00	0.25%	101,750.00
A- V	2011-II-C-1	19,000,000.00	0.25%	47,500.00	19,000,000.00	0.25%	47,500.00
A- IX	Total	\$ 1,377,286,000.00		\$ 3,443,215.00	\$ 1,338,992,000.00		\$ 3,347,480.00
B- I	Specified Reserve Account Balance			\$ 3,443,215.00			\$ 3,347,480.00
B- II	Required Reserve Account Floor			2,173,500.00			2,173,500.00
B- III	Required Reserve Balance (Greater of B-I or B-II)			3,443,215.00			3,347,480.00
B- IV	Reserve Account Balance			3,443,215.00			3,347,480.00
B- V	Reserve Account funds released during collection period						\$ 95,735.00
<b>Parity Calculations</b>							
					<b>12/31/2011</b>		<b>3/31/2012</b>
C	<b>Value of the Trust Estate</b>						
C- I	Portfolio Balance				\$ 1,312,959,710.40		\$ 1,272,714,004.83
C- II	Accrued Interest on Investments				313.07		331.14
C- III	Accrued Borrower Interest				20,305,844.84		19,504,563.15
C- IV	Accrued Government Interest and Special Allowance				(2,886,600.95)		(2,666,446.31)
C- V	Accrued Receivables Related to Outstanding Notes				-		-
C- VI	Less:						
C- VII	Unguaranteed portion in claims				(180,228.82)		(185,677.24)
C- VIII	Cash and Investments				44,297,963.23		47,583,054.45
C- IX	Payments In Transit				1,598,964.02		1,082,582.07
C- X	Total Trust Estate Value				\$ 1,376,095,965.79		\$ 1,338,032,412.09
D	Less:						
D- I	Accrued interest on Outstanding Notes				3,192,840.53		3,430,167.37
D- II	Accrued fees related to Outstanding Notes				986,000.00		1,014,225.01
E	<b>Net Asset Value</b>				\$ 1,371,917,125.26		\$ 1,333,588,019.71
<b>Notes Outstanding</b>							
					<b>12/31/2011</b>		<b>3/31/2012</b>
F- I	Senior Notes				\$ 1,317,586,000.00		\$ 1,279,292,000.00
F- II	Class B Notes				\$ 40,700,000.00		\$ 40,700,000.00
F- III	Class C Notes				19,000,000.00		19,000,000.00
F- IV	Total Notes				\$ 1,377,286,000.00		\$ 1,338,992,000.00
<b>Parity</b>							
					<b>12/31/2011</b>		<b>3/31/2012</b>
G- I	Senior Parity Percentage (E / F-I)				104.12%		104.24%
G- II	Class B Parity Percentage (E / F-I)				101.00%		101.03%
G- III	Class C Parity Percentage (E / F-I)				99.61%		99.60%

III TRANSACTIONS FROM:		1/1/2012 THROUGH 3/31/2012
A	Student Loan Principal Activity:	
A-I	Regular Principal Collections	\$ 30,362,144.15
A-II	Principal Collections from Guarantor	13,018,579.52
A-III	Loans Acquired	(635,282.61)
A-IV	Loans Sold	1,792,202.49
A-V	Other System Adjustments	-
A-VI	Total Cash Principal Activity	\$ 44,537,643.55
B	Student Loan Non-Cash Principal Activity:	
B-I	Capitalized Interest	\$ (4,333,350.45)
B-II	Other Adjustments	41,412.47
B-III	Total Non-Cash Principal Activity	\$ (4,291,937.98)
C	<b>Total Student Loan Principal Activity (-)</b>	<b>\$ 40,245,705.57</b>
D	Student Loan Interest Activity:	
D-I	Regular Interest Collections	\$ 7,749,764.10
D-II	Interest Claims Received from Guarantors	496,322.86
D-III	Interest Purchased	(164.30)
D-IV	Interest Sold	35,817.49
D-V	Other System Adjustments	-
D-VI	Special Allowance Payments Receipts (Rebates)	(4,371,555.60)
D-VII	Government Interest Subsidy Payments	1,189,577.76
D-VIII	Total Cash Interest Activity	\$ 5,099,762.31
E	Student Loan Non-Cash Interest Activity:	
E-I	Capitalized Interest	\$ 4,375,984.50
E-II	Interest Accrual Adjustment	(5,262,299.61)
E-III	Total Non-Cash Interest Adjustments	\$ (886,315.11)
F	<b>Total Student Loan Interest Activity (-)</b>	<b>\$ 4,213,447.20</b>

IV AVAILABLE FUNDS		3/31/2012
G	Other Collections & Reserve Releases	
G-I	Late Fees	\$ 127,986.00
G-II	Investment Income	856.95
G-III	Recoveries	324.50
G-IV	Reserve Account	95,735.00
G-V	Total Other Collections & Reserve Releases	\$ 224,902.45
H	Total Funds Received (A-VI + D-VIII + G-V)	\$ 49,862,308.31
I	Less Funds Previously Remitted for Monthly Waterfall:	
I-I	DOE Rebate and Lender Fees	\$ 2,553,683.51
I-II	Subservicing Fees	948,906.34
I-III	Trustee Fees	43,040.19
I-IV	Master Servicing Fees	824,365.00
I-V	Other Payments	2,818.74
I-VI	Total	\$ 4,372,813.78
J	<b>Total Available Funds (H - I-VI)</b>	<b>\$ 45,489,494.53</b>

Waterfall, Cash, and Note Information							
<b>V Quarterly Waterfall for Quarterly Distributions</b>							
<b>3/31/2012</b>							
A	Total available funds		\$	45,489,494.53	\$	45,489,494.53	
A-I	Undesignated Distribution Account funds			784.17		45,490,278.70	
<b>B Noteholders Interest Distribution Amount</b>							
B-I	2011-II-A-1			928,792.05		44,561,486.65	
B-II	2011-II-A-2			2,538,935.97		42,022,550.68	
B-III	2011-II-A-3			930,686.32		41,091,864.35	
B-IV	2011-II-B-1			175,936.04		40,915,928.32	
B-VIII	2011-II-C-1			84,533.69		40,831,394.62	
B-VIII	Class B Interest Shortfall			-		40,831,394.62	
B-VIII	Class C Interest Shortfall			-		40,831,394.62	
<b>C Noteholders Principal Distribution Amount</b>							
C-I	2011-II-A-1			40,831,000.00		394.62	
C-II	2011-II-A-2			-		394.62	
C-III	2011-II-A-3			-		394.62	
C-IV	2011-II-B-1			-		394.62	
C-VIII	2011-II-C-1			-		394.62	
E	Undesignated Distribution Account funds			394.62		-	
<b>VI Account Balance Rollforward</b>							
<b>12/31/2011</b> <span style="float: right;"><b>3/31/2012</b></span>							
	Account	Beginning Balance	Deposits	Withdrawals	Ending Balance		
F-I	Collection Account	\$ 36,134,769.98	\$ 54,547,696.83	\$ 50,823,562.87	\$ 39,858,903.94		
F-II	Distribution Account	4,719,978.25	6,411,313.70	6,754,621.44	4,376,670.51		
F-III	Reserve Account	3,443,215.00	84.91	95,819.91	3,347,480.00		
F-IV	Total	\$ 44,297,963.23			\$ 47,583,054.45		
<b>VII Rollforward of Undesignated Distribution Account Funds</b>							
<b>3/31/2012</b>							
G-I	Beginning Balance				\$ 784.17		
G-II	Additions				-		
G-III	Withdrawals				(389.55)		
G-IV	Ending Balance				\$ 394.62		
<b>VIII Note Balances</b>							
<b>1/25/2012</b> <span style="float: right;"><b>4/25/2012</b></span>							
	Security Description	CUSIP	Original Issue Amt	Note Balance	Note Pool Factor	Note Balance	Note Pool Factor
H-I	2011-II-A-1	10620NCJ5	\$ 441,000,000.00	\$ 330,992,000.00	0.7505488	\$ 290,161,000.00	0.6579615
H-II	2011-II-A-2	10620NCK2	712,300,000.00	712,300,000.00	1.0000000	712,300,000.00	1.0000000
H-III	2011-II-A-3	10620NCL0	236,000,000.00	236,000,000.00	1.0000000	236,000,000.00	1.0000000
H-IV	2011-II-B-1	10620NCM8	40,700,000.00	40,700,000.00	1.0000000	40,700,000.00	1.0000000
H-V	2011-II-C-1	106238MD7	19,000,000.00	19,000,000.00	1.0000000	19,000,000.00	1.0000000
H-IX	Total		\$ 1,449,000,000.00	\$ 1,338,992,000.00		\$ 1,298,161,000.00	
<b>IX Total Note Factor</b>							
<b>1/25/2012</b> <span style="float: right;"><b>4/25/2012</b></span>							
I-I	Original Issue Amount		\$ 1,449,000,000.00			\$ 1,449,000,000.00	
I-II	Outstanding Note Balance		1,338,992,000.00			1,298,161,000.00	
I-III	Total Note Pool Factor		0.9240801			0.8959013	

X. Class B Interest Subordination Test			
<b>Definition Test (a)</b>			
(i)	Class A Notes Prior to Distribution Date		\$ 1,279,292,000.00
	Less:		
	Available Funds	\$ 45,490,278.70	
	Less: Class A Noteholders' Interest		
	2011-II-A-1	\$ 928,792.05	
	2011-II-A-2	2,538,935.97	
	2011-II-A-3	930,686.32	
	Total Class A Noteholders' Interest	4,398,414.35	
			41,091,864.35
			<b>\$ 1,238,200,135.65</b>
(ii)	Pool Balance	\$ 1,286,151,168.12	
		97.51%	
			<b>\$ 1,254,126,004.03</b>
	Is (i) greater than (ii)		No
<b>Definition Test (b)</b>			
(i)	Class A and Class B Notes Prior to Distribution Date		\$ 1,319,992,000.00
	Less:		
	Available Funds	\$ 45,490,278.70	
	Less: Class A & Class B Noteholders' Interest		
	2011-II-A-1	\$ 928,792.05	
	2011-II-A-2	2,538,935.97	
	2011-II-A-3	930,686.32	
	2011-II-B-1	175,936.04	
	Class B Interest Shortfall	-	
	Total Class A & Class B Noteholders' Interest	4,574,350.38	
			40,915,928.32
			<b>\$ 1,279,076,071.68</b>
(ii)	Pool Balance	\$ 1,286,151,168.12	
		101.42%	
			<b>\$ 1,304,414,514.71</b>
	Is (i) greater than (ii)		No

XI. Class C Interest Subordination Test			
<b>Definition Test (a)</b>			
(i)	Class A Notes Prior to Distribution Date		\$ 1,279,292,000.00
	Less:		
	Available Funds	\$ 45,490,278.70	
	Less: Class A Noteholders' Interest		
	2011-II-A-1	\$ 928,792.05	
	2011-II-A-2	2,538,935.97	
	2011-II-A-3	930,686.32	
	2011-II-B-1	175,936.04	
	Class B Interest Shortfall	-	
	Total Class A Noteholders' Interest	4,574,350.38	
			40,915,928.32
			<b>\$ 1,238,376,071.68</b>
(ii)	Pool Balance	\$ 1,286,151,168.12	
		100.00%	
			<b>\$ 1,286,151,168.12</b>
	Is (i) greater than (ii)		No
<b>Definition Test (b)</b>			
(i)	Class A and Class B Notes Prior to Distribution Date		\$ 1,319,992,000.00
	Less:		
	Available Funds	\$ 45,490,278.70	
	Less: Class A & Class B Noteholders' Interest		
	2011-II-A-1	\$ 928,792.05	
	2011-II-A-2	2,538,935.97	
	2011-II-A-3	930,686.32	
	2011-II-B-1	175,936.04	
	2011-II-C-1	84,533.69	
	Class B Interest Shortfall	-	
	Class C Interest Shortfall	-	
	Total Class A & Class B Noteholders' Interest	4,658,884.08	
			40,831,394.62
			<b>\$ 1,279,160,605.38</b>
(ii)	Pool Balance	\$ 1,286,151,168.12	
		101.06%	
			<b>\$ 1,299,784,370.50</b>
	Is (i) greater than (ii)		No

XII Historical Pool Information		6/21/2011 - 9/30/2011	10/1/2011 - 12/31/2011	1/1/2012 - 3/31/2012
A	Beginning Student Loan Portfolio Balance	\$ 1,312,959,710.40	\$ 1,267,341,115.39	\$ 1,231,641,184.77
B	Student Loan Principal Activity:			
B-I	Regular Principal Collections	\$ 36,040,415.03	\$ 29,898,077.06	\$ 30,362,144.15
B-II	Principal Collections from Guarantor	15,372,802.39	11,439,408.71	13,018,579.52
B-III	Loans Acquired	(0.00)	(285,601.69)	(635,282.61)
B-IV	Loans Sold	39,241.20	5,006.65	1,792,202.49
B-V	Other System Adjustments	-	-	-
B-VI	Total Principal Collections	\$ 51,452,458.62	\$ 41,056,890.73	\$ 44,537,643.55
C	Student Loan Non-Cash Principal Activity:			
C-I	Capitalized Interest	\$ (5,568,895.97)	\$ (5,320,621.51)	\$ (4,333,350.45)
C-II	Other Adjustments	(264,967.64)	(36,338.60)	41,412.47
C-III	Total Non-Cash Principal Activity	\$ (5,833,863.61)	\$ (5,356,960.11)	\$ (4,291,937.98)
D	Total Student Loan Principal Activity (-)	\$ 45,618,595.01	\$ 35,699,930.62	\$ 40,245,705.57
E	Student Loan Interest Activity:			
E-I	Regular Interest Collections	\$ 8,646,451.96	\$ 7,686,675.38	\$ 7,749,764.10
E-II	Interest Claims Received from Guarantors	604,671.23	395,150.51	496,322.86
E-III	Interest Purchased	0.00	(40.11)	(164.30)
E-IV	Interest Sold	-	480.67	35,817.49
E-V	Other System Adjustments	-	-	-
E-VI	Special Allowance Payments	(4,746,017.68)	(4,448,129.90)	(4,371,555.60)
E-VII	Subsidy Payments	1,647,281.19	1,206,549.33	1,189,577.76
E-VIII	Total Interest Collections	\$ 6,152,386.70	\$ 4,840,685.88	\$ 5,099,762.31
F	Student Loan Non-Cash Interest Activity:			
F-I	Capitalized Interest	\$ 5,637,421.73	\$ 5,375,835.86	\$ 4,375,984.50
F-II	Interest Accrual Adjustment	(6,350,221.10)	(5,556,271.56)	(5,262,299.61)
F-III	Total Non-Cash Interest Adjustments	\$ (712,799.37)	\$ (180,435.70)	\$ (886,315.11)
G	Total Student Loan Interest Activity (-)	\$ 5,439,587.33	\$ 4,660,250.18	\$ 4,213,447.20
H	(=) Ending Student Loan Portfolio Balance (A - D)	\$ 1,267,341,115.39	\$ 1,231,641,184.77	\$ 1,191,395,479.20
I	(+) Interest to be Capitalized	15,530,100.70	13,998,751.30	13,437,163.29
J	TOTAL POOL (=)	\$ 1,282,871,216.09	\$ 1,245,639,936.07	\$ 1,204,832,642.49
K	Cash Available for Distributions & Payments in Transit	\$ 77,078,376.10	\$ 42,453,712.25	\$ 45,318,156.52
L	Reserve Account Balance	3,622,500.00	3,443,215.00	3,347,480.00
M	Total Adjusted Pool (=)	\$ 1,363,572,092.19	\$ 1,291,536,863.32	\$ 1,253,498,279.01



XIII Total Student Loan Portfolio Characteristics		3/31/2012		
		Title IV Loans		
A	STATUS	\$	%	#
A-I	In School	\$ 11,190,522	0.88%	3,079
A-II	Grace	4,253,619	0.33%	1,092
A-III	Repay/Current	819,068,377	64.36%	122,663
A-IV	Delinquent:			
A-V	31-60 Days	35,077,827	2.76%	5,905
A-VI	61-90 Days	22,282,274	1.75%	3,674
A-VII	91-120 Days	13,087,829	1.03%	2,487
A-VIII	> 120 Days	53,021,252	4.17%	10,034
A-IX	Total Delinquent	123,469,182	9.70%	22,100
A-X	Deferment	175,739,797	13.81%	33,133
A-XI	Forbearance	129,708,646	10.19%	16,529
A-XII	Claims/Other	9,283,862	0.73%	2,125
A-XIII	Totals	\$ 1,272,714,005	100.00%	200,721

XIV. Statistical Analysis of Student Loans		3/31/2012							
The following amounts include Principal + Capitalized Interest at the end of the reporting period									
	Program Type	School Type							
B	Guaranteed	4 Year	4 Year Other	2 Year	2 Year Other	Proprietary	Consolidation	Total	ABI
B-I	Subsidized	\$ 156,939,567	\$ 20,962,871	\$ 35,096,029	\$ 1,913,481	\$ 10,502,244	\$ -	\$ 225,414,192	\$ 4,537
B-II	Unsubsidized	159,825,070	24,827,751	44,465,347	1,861,070	11,239,963	-	242,219,201	6,921
B-III	PLUS	41,406,775	918,449	1,352,762	446,570	1,909,681	-	46,034,237	6,007
B-IV	Consolidated	-	-	-	-	-	758,046,375	758,046,375	27,639
B-V	Total Title IV	\$ 358,171,412	\$ 46,709,071	\$ 80,914,138	\$ 4,221,121	\$ 23,651,888	\$ 758,046,375	\$ 1,271,714,005	\$ 12,826
* 4 Year Other and 2 Year other are schools classified by the Dept of Ed as Proprietary but are degree-granting institutions with a Cohort Default Rate of 8% or less, i.e. Univ. of Phoenix.									
C	Guarantor	\$	%	Guarantees					
C-I	PHEAA	\$ 316,165,229	24.84%	Title IV <sup>1</sup>		97/98%			
C-II	ASA	296,371,688	23.29%						
C-III	GLHEC	240,910,322	18.93%						
C-IV	Others	419,266,766	32.94%						
C-V	Total Title IV	\$ 1,272,714,005	100.00%						

<sup>1</sup> Claims for loans originated after July 1, 2006 are reimbursed at 97%.

**XV Loan Default Statistics By Servicer - Title IV Loans**

Current Quarter						
Servicer	Claims Paid	Claims Rejected	Cured	Recoursed	Write Off	
ACS	\$ 6,685,492.27	\$ 12,432.97	\$ 14,752.41	\$ 2,049.78	\$ 8,232.75	
GreatLakes	1,604,385.31	-	-	-	-	
AES	3,154,772.44	8,396.93	-	-	805.00	
SLMA	1,573,929.50	-	1,731.95	4,061.63	-	
Total	\$ 13,018,579.52	\$ 20,829.90	\$ 16,484.36	\$ 6,111.41	\$ 9,037.75	

Since Inception												
Servicer	Static Pool	Claims Paid	% of Static	Claims Rejected	% of Static	Cured	% of Rejected	Recoursed	% of Rejected	Write Off	% of Rejected	Pending
ACS	\$ 628,439,739.00	\$ 20,393,000.14	3.25%	\$ 139,964.88	0.02%	\$ 88,212.78	63.02%	\$ 12,393.48	8.85%	\$ 10,898.26	7.79%	\$ 28,460.36
GreatLakes	249,973,801.00	4,435,539.54	1.77%	-	0.00%	-	0.00%	-	0.00%	-	0.00%	-
AES	359,756,943.00	10,553,548.87	2.93%	205,796.14	0.06%	143,830.44	69.89%	1,014.53	0.49%	4,605.12	2.24%	56,346.05
SLMA	156,107,753.00	4,448,702.07	2.85%	147,526.72	0.09%	27,332.43	18.53%	44,910.12	30.44%	407.79	0.28%	74,876.38
Total	\$ 1,394,278,236.00	\$ 39,830,790.62	2.86%	\$ 493,287.74	0.04%	\$ 259,375.65	52.58%	\$ 58,318.13	11.82%	\$ 15,911.17	3.23%	\$ 159,682.79