## DIRECTION LETTER

(BELA 2021-1 Indenture)
July 20, 2023
To: The Brazos Higher Education Service Corporation, Inc.
5609 Crosslake Parkway
Waco, TX 76712
Attn: Ricky Turman, EVP, COO \& CFO
Re: Indenture of Trust, dated as of September 1, 2021 (the "Indenture"), by and among Brazos Education Loan Authority, Inc. (the "Issuer"), U.S. Bank National Association, as Trustee, U.S. Bank National Association, as Eligible Lender Trustee, U.S. Bank National Association, as Payment Agent

In connection with the above referenced Indenture, the Trustee has been provided the Issuer Order, Notice and Instruction attached hereto as Exhibit A (the "Notice") concerning the Adjustable Interest Rate (LIBOR) Act (the "Federal LIBOR Act") and related changes to the securities issued under the Indenture. You are hereby authorized and directed to take any necessary and appropriate actions contemplated by the Notice and the Federal LIBOR Act, including providing additional information in the Investor Reporting concerning the change in interest rate Benchmark as provided in Exhibit B hereto.

WITNESS my hand as of the date first written above.
BRAZOS EDUCATION LOAN AUTHORITY, INC.,
as Issuer
By: $\frac{\text { s / /Ben Litle }}{\text { Name: Ben Litle }}$
Title: President and Chief Executive Officer

## EXHIBIT A

Notice

BRAZOS EDUCATION LOAN AUTHORITY, INC. (the "Issuer")
5609 Crosslake Parkway
Waco, TX 76712

June 1, 2023
THE BRAZOS HIGHER EDUCATION SERVICE
CORPORATION, INC. (the "Administrator")
5609 Crosslake Parkway
Waco, TX 76712
U.S. BANK NATIONAL ASSOCIATION (the "Trustee")

Global Corporate Trust
425 Walnut Street, $6^{\text {th }}$ Floor
CN-OH-W6CT
Cincinnati, OH 45202

Re: Change of Benchmark for the Brazos Education Loan Authority, Inc. FFELP Loan Asset-Backed Notes, Series 2021-1 (the "Securities") and Benchmark Conforming Changes

Greetings:
Reference is made to the Indenture of Trust, dated as of September 1, 2021 (as amended, restated, supplemented or otherwise modified, the "Indenture"), by and among the Issuer and you, as Eligible Lender Trustee, as Trustee and as Payment Agent, pursuant to which the Securities were issued. Capitalized terms used and not otherwise defined herein shall have the respective meanings ascribed to such terms in the Indenture or the hereafter defined Federal LIBOR Act or the Regulations. Certain classes or series of Securities issued under the Indenture bear interest at variable rates that are periodically adjusted based on a benchmark of one-month LIBOR (all such securities, collectively, the "LIBOR Securities") plus an applicable spread (the "Existing Spread"). Each series or class of LIBOR Securities and the Existing Spread applicable thereto are identified on Schedule I attached hereto.

This notice is provided to the Trustee pursuant to Section 9.17 of the Indenture. Pursuant to such section, if the Issuer determines that a Benchmark Transition Event and its related Benchmark Replacement Date have occurred prior to the Reference Time in respect of any determination of the Benchmark on any date, the Benchmark Replacement will replace the then current Benchmark for all purposes relating to the LIBOR Securities identified on Schedule I attached hereto in respect of such determination on such date and all determinations on all subsequent dates. The Benchmark Replacement is the sum of (i) the first alternative benchmark set forth in the definition thereof that can be determined by the Issuer and (ii) the Benchmark Replacement Adjustment. The Benchmark

Replacement Adjustment is the first alternative set forth in the definition thereof that can be determined by the Administrator as of the Benchmark Replacement Date.

On March 5, 2021, the United Kingdom's Financial Conduct Authority announced that LIBOR will cease to be provided or will no longer be representative after June 30, 2023 with respect to one-month LIBOR.

Reference is further made to the Adjustable Interest Rate (LIBOR) Act (the "Federal LIBOR Act") signed into law on March 15, 2022 as part of Consolidated Appropriations Act of 2022, and the Regulation Implementing the Adjustable Interest Rate (LIBOR) Act adopted by the Board of Governors of the Federal Reserve System (the "Board"), effective February 27, 2023, (12 CFR Part 253, Regulation ZZ) (the "Regulation"). Pursuant to the foregoing, on and after the LIBOR replacement date ${ }^{1}$, the applicable Board-selected benchmark replacement which is based on the Secured Overnight Financing Rate published by the Federal Reserve Bank of New York or any successor administrator ("SOFR") ${ }^{2}$ plus a tenor spread adjustment (the "Board-Selected Benchmark Replacement") shall, by operation of law, be the benchmark replacement for those LIBOR contracts identified in Section 253.3(a) of the Regulation (except to the extent that an exception in paragraph (b) of Section 253.3(a) applies). The tenor spread adjustments identified in the LIBOR Act and by the Board are set forth in Section 253.4(b) in the Regulation.

As a result of the foregoing:

1. The Issuer hereby notifies the Trustee that:
a. The Issuer has determined that a Benchmark Transition Event with respect to One-Month LIBOR has occurred.
b. The Issuer has determined that the Benchmark Replacement Date with respect to One-Month LIBOR will occur on the LIBOR replacement date.
2. The Administrator has determined (and the Issuer agrees) that the Benchmark Replacement specified in clause (a) of the definition thereof can be determined as of the Benchmark Replacement Date and, effective as of the Benchmark Replacement Date, the Benchmark Replacement shall be the sum of (a) Term SOFR, which shall mean One-Month CME Term SOFR ${ }^{3}$ (as specified in Schedule I attached hereto) and (b) the Benchmark Replacement Adjustment, which will be as specified in Schedule I attached hereto ( $0.11448 \%$ with respect to One-Month CME Term SOFR). ${ }^{4}$ The Benchmark Replacement Adjustment is a component of the Benchmark Replacement

[^0]and is separate from and does not replace the applicable Existing Spread which shall continue to apply.
3. Pursuant to the definition of Benchmark Replacement Conforming Changes, the Administrator has determined (and the Issuer hereby agrees), consistent with the Federal LIBOR Act and Section 233.5 of the Regulations, that effective as of the Benchmark Replacement Date, the following Benchmark Replacement Conforming Changes, ${ }^{5}$ together with any other Benchmark Replacement Conforming Changes that may be published by the Board from time to time by regulation or order, shall become an integral part of the Indenture and the LIBOR Securities:
a. Any reference to a specified source for LIBOR (such as a particular newspaper, website, or screen) shall be replaced with the publication of one-month CME Term SOFR (inclusive or exclusive of the relevant tenor spread adjustment identified in Section 253.4(c) of the Regulation and identified for the LIBOR Securities on Schedule I hereto), by either CME Group Benchmark Administration, Ltd. (the relevant benchmark administrator with respect to CME Term SOFR pursuant to the Regulations (the "Relevant Benchmark Administrator") or any third party authorized by such Relevant Benchmark Administrator to publish CME Term SOFR.
b. Any reference to a particular time of day for determining LIBOR (such as 11:00 a.m. London time) shall be replaced with the standard publication time for the one-month CME Term SOFR (inclusive or exclusive of the relevant tenor spread adjustment identified in Section 253.4(c) of the Regulation and identified for the LIBOR Securities on Schedule I hereto), as established by the Relevant Benchmark Administrator.
c. Any provision of the Indenture or the LIBOR Securities requiring use of a combination (such as an average) of LIBOR values over a period of time that spans the LIBOR replacement date shall be modified to provide that the combination shall be calculated consistent with that contractual provision using (i) the applicable LIBOR for any date prior to the LIBOR replacement date and (ii) one-month CME Term SOFR for any date on or following the LIBOR replacement date, respectively.
d. To the extent one-month CME Term SOFR is not available or published on a particular day indicated in the Indenture or the LIBOR Securities as the determination date, the most recently available publication of one-month CME Term SOFR will apply.

[^1]4. Pursuant to Section 9.17 of the Indenture, notice of the foregoing will be included in the next Monthly Servicing Report, and the Indenture will be deemed to have been amended and automatically effective as of the applicable Benchmark Replacement Date to reflect the new Benchmark, the Unadjusted Benchmark Replacement, Benchmark Replacement Adjustment and the Benchmark Replacement Conforming Changes without further compliance with the amendment provisions of the Indenture or further action by any person.

WITNESS my hand as of the date first written above.
BRAZOS EDUCATION LOAN AUTHORITY, INC., as Issuer

By: /s/Ricky Turman
Name: Ricky Turman
Title: EVP - COO\&CFO

Acknowledged and, with respect to the determinations made by it pursuant to the Indenture, agreed to by:

## THE BRAZOS HIGHER EDUCATION SERVICE

CORPORATION, INC., as Administrator
By: /s/Ben Litle
Name: Ben Litle
Title: President \& Chief Executive Officer

Acknowledged and agreed by:
U.S. BANK NATIONAL ASSOCIATION

By:
/s/Brian True
Name: Brian True
Title: Vice President

SCHEDULE I

| LIBOR Securities Subject to Benchmark Replacement |  |  |  |  |  |  |
| :--- | :---: | :---: | :---: | :---: | :---: | :---: |
|  |  | Original |  |  |  | Tenor <br> Srincipal |
| Description of Securities | CUSIP\# | Amount | Original <br> Benchmark | Existing <br> Spread | New <br> Benchmark | Adjustment |
| Series 2021-1 (Class A-1B) | 10620 WAF5 | $\$ 636,650,000$ | One-Month <br> LIBOR | $0.58 \%$ | One-Month <br> CME Term <br> SOFR | $0.11448 \%$ |
| Series 2021-1 (Class B) | 10620 WAG3 | $\$ 12,350,000$ | One-Month <br> LIBOR | $1.20 \%$ | One-Month <br> CME Term <br> SOFR | $0.11448 \%$ |

Note: The new benchmark (one-month CME Term SOFR) will be effective as of July 1, 2023 for all Determination Dates on or after such date. Because the Determination Date for the Interest Accrual Period ending on July 24, 2023 will occur prior to July 1, 2023, One-Month LIBOR will be the benchmark for the Interest Accrual Period ending on July 24, 2023, and one-month CME Term SOFR will be the benchmark for the Interest Accrual Period beginning on July 25, 2023 and each Interest Accrual Period thereafter.

## EXHIBIT B

BELA 2021-1

| LIBOR Securities Subject to Benchmark Replacement |  |  |  |  |  |  |
| :--- | :---: | :---: | :---: | :---: | :---: | :---: |
| Description of Securities | CUSIP\# | Original Principal <br> Amount | Original <br> Benchmark | Existing <br> Spread | New <br> Benchmark | Tenor Spread <br> Adjustment |
| Series 2021-1 (Class A-1B) | 10620 WAF5 | $\$ 636,650,000$ | One-Month LIBOR | $0.58 \%$ | One-Month CME <br> Term SOFR | $0.11448 \%$ |
| Series 2021-1 (Class B) | 10620 WAG3 | $\$ 12,350,000$ | One-Month LIBOR | $1.20 \%$ | One-Month CME <br> Term SOFR | $0.11448 \%$ |

Note: The new benchmark (one-month CME Term SOFR) will be effective as of July 1, 2023 for all Determination Dates on or after such date. Because the Determination Date for the Interest Accrual Period ending on July 24, 2023 will occur prior to July 1, 2023, One-Month LIBOR will be the benchmark for the Interest Accrual Period ending on July 24, 2023, and one-month CME Term SOFR will be the benchmark for the Interest Accrual Period beginning on July 25, 2023 and each Interest Accrual Period thereafter.

Brazos Education Loan Authority, Inc.
Monthly Servicing Report
Indenture BELA 2021-1 Securing the 2021-1 Notes
For the Period Ending June 30, 2023


| II | TRANSACTIONS FROM: | 6/01/2023 THROUGH 6/30/2023 |  |
| :---: | :---: | :---: | :---: |
| A | Student Loan Principal Activity: |  |  |
| A-I | Regular Principal Collections | \$ | 4,085,778.83 |
| A-II | Principal Collections from Guarantor |  | 852,354.75 |
| A-III | Loans Acquired |  |  |
| A-IV | Loans Sold |  | 76,266.12 |
| A-V | Other System Adjustments |  |  |
| A-VI | Total Cash Principal Activity | \$ | 5,014,399.70 |
| ${ }^{\text {B }}$ | Student Loan Non-Cash Principal Activity: |  |  |
| ${ }^{\text {B-I }}$ | Capitalized Interest | \$ | (394,781.37) |
| B-II | Other Adjustments |  | 4,698.80 |
| B-III | Total Non-Cash Principal Activity | \$ | ${ }^{(390,082.57)}$ |
| c | Total Student Loan Principal Activity (-) | \$ | 4,624,317.13 |
| D-1 | Student Loan Interest Activity: |  |  |
| D-1 | Regular Interest Collections | \$ | 873,606.95 |
| D-II | Interest Claims Received from Guarantors |  | 32,112.61 |
| D-III | Interest Purchased |  | - |
| D-IV | Interest Sold |  | 1,237.82 |
| D-V | Other System Adjustments |  | - |
| D-V1 | Special Allowance Receipts |  |  |
| D-VII | Government Interest Subsidy Payments |  |  |
| D-VIII | Total Cash Interest Activity | \$ | 906,957.38 |
| E | Student Loan Non-Cash Interest Activity: |  |  |
| E-I | Capitalized Interest | \$ | 394,781.37 |
| E-II | Interest Accrual Adjustment |  | 21,267.38 |
| E-III | Total Non-Cash Interest Adjustments | \$ | 416,048.75 |
|  | Total Student Loan Interest Activity (-) | \$ | 1,323,006.13 |
| III | AVAILABLE FUNDS |  | 6/30/2023 |
| G | Other Collections \& Reserve Releases |  |  |
| G-I | Late Fees | \$ | 7,881.28 |
| G-II | Investment Income |  | 94,402.24 |
| G-III | Recoveries (net) |  | - |
| G-IV | Other collections |  | - |
| G-V | Overallocation of SAP Rebate Funds transferred to Collection Fund |  | - |
| $\mathrm{C}_{\text {G-VII }}^{\text {G-VII }}$ | Reserve Account Releases Total Other Collections \& Reserve Releases | \$ | 102,283.52 |
|  |  |  |  |
| H | Total Funds Received (A-VI + D-VIII + G-VII) | \$ | 6,023,640.60 |
|  | Less Payments on Dates other than Monthly Distribution Dates |  |  |
| ${ }^{\text {-1- }}$ | Transfers to Department SAP Rebate Fund | \$ |  |
| ${ }^{1-111}$ | Monthly Consolidation Rebate Fees |  | 397,084.21 |
| ${ }^{\text {-1III }}$ | Other Fees, Expenses and Amounts |  |  |
| -1-1- | Servicing Conversion Fees |  |  |
| I-V | Total | \$ | 397,084.21 |
|  | Total Available Funds ( H minus $\mathrm{I}-\mathrm{V}$ ) | \$ | 5,626,556.39 |



| IX | Historical Pool Information | 3/01/2023-3/31/2023 |  | 4/01/2023-4/30/2023 |  | 5/01/2023-5/31/2023 |  | 6/01/2023-6/30/2023 |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| A | Beginning Student Loan Portfolio Balance | \$ | 452,079,713.07 | \$ | 444,948,490.10 | \$ | 439,502,014.12 | \$ | 433,713,064.14 |
| B | Student Loan Principal Activity: |  |  |  |  |  |  |  |  |
| B-I | Regular Principal Collections | \$ | 5,906,846.16 | \$ | 4,992,516.44 | \$ | 5,302,562.34 | \$ | 4,085,778.83 |
| B-II | Principal Collections from Guarantor |  | 1,536,582.99 |  | 824,677.84 |  | 1,107,424.72 |  | 852,354.75 |
| B-III | Loans Acquired |  | - |  | - |  | - |  | - |
| B-IV | Loans Sold |  | - |  | - |  | - |  | 76,266.12 |
| B-V | Other System Adjustments |  | - |  | - |  | - |  | - |
| B-VI | Total Principal Collections | \$ | 7,443,429.15 | \$ | 5,817,194.28 | \$ | 6,409,987.06 | \$ | 5,014,399.70 |
| C | Student Loan Non-Cash Principal Activity: |  |  |  |  |  |  |  |  |
| C-I | Capitalized Interest | \$ | (327,428.10) | \$ | (374,709.42) | \$ | (626,479.53) | \$ | (394,781.37) |
| C-II | Other Adjustments |  | 15,221.92 |  | 3,991.12 |  | 5,442.45 |  | 4,698.80 |
| C-III | Total Non-Cash Principal Activity | \$ | (312,206.18) | \$ | (370,718.30) | \$ | (621,037.08) | \$ | (390,082.57) |
| D | Total Student Loan Principal Activity (-) | \$ | 7,131,222.97 | \$ | 5,446,475.98 | \$ | 5,788,949.98 | \$ | 4,624,317.13 |
| E | Student Loan Interest Activity: |  |  |  |  |  |  |  |  |
| E-I | Regular Interest Collections | \$ | 1,269,777.33 | \$ | 950,841.48 | \$ | 916,416.45 | \$ | 873,606.95 |
| E-II | Interest Claims Received from Guarantors |  | 155,144.27 |  | 34,510.37 |  | 45,628.32 |  | 32,112.61 |
| E-III | Interest Purchased |  | - |  | - |  | - |  | - |
| E-IV | Interest Sold |  | - |  | - |  | - |  | 1,237.82 |
| E-V | Other System Adjustments |  | - |  | - |  | - |  | - |
| E-VI | Special Allowance Payments |  | - |  | 3,684,514.00 |  | - |  | - |
| E-VII | Subsidy Payments |  | - |  | 101,143.21 |  | - |  | - |
| E-VIII | Total Interest Collections | \$ | 1,424,921.60 | \$ | 4,771,009.06 | \$ | 962,044.77 | \$ | 906,957.38 |
|  | Student Loan Non-Cash Interest Activity: |  |  |  |  |  |  |  |  |
| F-I | Capitalized Interest | \$ | 327,428.10 | \$ | 374,709.42 | \$ | 626,479.53 | \$ | 394,781.37 |
| F-II | Interest Accrual Adjustment |  | 57,125.61 |  | 19,524.24 |  | 22,753.62 |  | 21,267.38 |
| F-III | Total Non-Cash Interest Adjustments | \$ | 384,553.71 | \$ | 394,233.66 | \$ | 649,233.15 | \$ | 416,048.75 |
| G | Total Student Loan Interest Activity ( - ) | \$ | 1,809,475.31 | \$ | 5,165,242.72 | \$ | 1,611,277.92 | \$ | 1,323,006.13 |
| H | (=) Ending Student Loan Portfolio Balance (A - D) <br> (+) Interest to be Capitalized | \$ | $\begin{array}{r} 444,948,490.10 \\ 16,392,687.24 \end{array}$ | \$ | $\begin{array}{r} 439,502,014.12 \\ 16,376,198.70 \end{array}$ | \$ | $\begin{array}{r} 433,713,064.14 \\ 16,306,522.38 \end{array}$ | \$ | $\begin{array}{r} 429,088,747.01 \\ 16,304,003.92 \end{array}$ |
| J | TOTAL POOL (=) | \$ | 461,341,177.34 | \$ | 455,878,212.82 | \$ | 450,019,586.52 | \$ | 445,392,750.93 |
| K | Reserve Fund |  | 11,002,200.22 |  | 11,002,200.22 |  | 11,001,100.11 |  | 11,001,100.11 |
| L | Total Adjusted Pool (=) | \$ | 472,343,377.56 | \$ | 466,880,413.04 | \$ | 461,020,686.63 | \$ | 456,393,851.04 |


| X | Total Student Loan Portfolio Characteristics |  |  |  |  | 6/30/2023 |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| $\begin{aligned} & \text { A } \\ & \text { A-I } \\ & \text { A-II } \\ & \text { A-III } \\ & \text { A-IV } \\ & \text { A-V } \\ & \text { A-VI } \\ & \text { A-VII } \\ & \text { A-VIII } \\ & \text { A-IX } \end{aligned}$ |  |  | Title IV Loans |  |  |  |
|  | STATUS |  |  | \$ | \% | \# |
|  | In School |  | \$ | - | 0.00\% |  |
|  | Grace |  |  | - | 0.00\% | - |
|  | Repay/Current |  |  | 364,213,041 | 84.88\% | 22,992 |
|  | Delinquent: |  |  |  |  |  |
|  | 31-60 Days |  |  | 8,031,691 | 1.87\% | 440 |
|  | 61-90 Days |  |  | 5,475,228 | 1.28\% | 218 |
|  | 91-120 Days |  |  | 2,306,583 | 0.54\% | 115 |
|  | > 120 Days |  |  | 8,889,678 | 2.07\% | 415 |
|  | Total Delinquent |  |  | 24,703,180 | 5.76\% | 1,188 |
| A-X | Deferment |  |  | 10,560,114 | 2.46\% | 555 |
| A-XI | Forbearance |  |  | 28,316,700 | 6.60\% | 1,249 |
| A-XII | Claims/Other |  |  | 1,295,712 | 0.30\% | 76 |
| A-XIII |  | Totals | \$ | 429,088,747 | 100.00\% | 26,060 |


| XI | Student Loans in IBR |  |  | 6/30/2023 |  |
| :---: | :---: | :---: | :---: | :---: | :---: |
| B |  |  | O Amount | \% of Total PBO | \#Loans |
| B-I | IBR-PFH** | \$ | 101,401,620 | 23.63\% | 2,775 |
| B-II | IBR-Standard |  | 32,007,398 | 7.46\% | 1,744 |
| B-II | Totals | \$ | 133,409,018 | 31.09\% | 4,519 |
| * IBR-PFH represents Partial Financial Hardship repayment plan of IBR |  |  |  |  |  |


${ }^{1}$ Claims for loans originated after July 1, 2006 are reimbursed at $97 \%$.



| Since Inception |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Loan Type | Servicer |  | Static Pool |  | Claims Paid | \% of Static | Claims <br> Rejected | \% of Static | Cured | \% of Rejected | Recoursed | \% of Rejected |  |  |  |  |  |
| Title IV | PHEAA | \$ | 396,526,186.57 | \$ | 14,392,699.55 | 3.63\% | \$ 98,133.92 | 0.02\% | \$ 77,414.44 | 78.89\% | \$ 21,548.92 | 21.96\% | \$ | - | 0.00\% | \$ | - |
| Title IV | Navient |  | 8,164,709.90 |  | 1,325,761.09 | 16.24\% | 7,222.13 | 0.09\% | 7,267.10 | 100.62\% | - | 0.00\% |  | - | 0.00\% |  | - |
| Title IV | Nelnet |  | 226,239,089.04 |  | 6,014,869.60 | 2.66\% | - | 0.00\% | - | 0.00\% | - | 0.00\% |  | - | 0.00\% |  | - |
| Totals |  | \$ | 630,929,985.51 | \$ | 21,733,330.24 | 3.44\% | \$ 105,356.05 | 0.02\% | \$ 84,681.54 | 80.38\% | \$ 21,548.92 | 20.45\% | \$ | - | 0.00\% | \$ | - |


[^0]:    1 "LIBOR replacement date" means the first London banking day after June 30, 2023, unless the Board determines that any LIBOR tenor will cease to be published or cease to be representative on a different date. See Section 253.2 of the Regulation.
    ${ }^{2}$ See Section 253.2 of the Regulation.
    ${ }^{3}$ One-month CME Term SOFR means the CME Term SOFR Reference Rates published for one-month tenor as administered by CME Group Benchmark Administration, Ltd. (or any successor administrator thereof). See Section 253.2 of the Regulation and 253.4(b)(i)(2) of the Regulation.
    ${ }^{4}$ See Section 253.4(c)(2) of the Regulation.

[^1]:    5 "Benchmark Replacement Conforming Changes" are defined in the LIBOR Act to mean any technical, administrative, or operational changes, alternations, or modifications that- (A) the Board determines, in its discretion, would address one or more issues affecting the implementation, administration, and calculation of the Board-Selected Benchmark Replacement in LIBOR contracts; or (B) solely with respect to a LIBOR Contract that is not a Consumer Loan, in the reasonable judgment of a Calculating Person, are otherwise necessary or appropriate to permit the implementation, administration, and calculation of the Board-Selected Benchmark Replacement under or in respect of a LIBOR Contract after giving due consideration to any Benchmark Replacement Conforming Changes under subparagraph (A).

