

EXHIBIT D
to
Supplemental Indenture Number Three,
dated as of December 1, 2006,
but effective December 20, 2006

Certificate and Agreement
Revised: December 20, 2006
(re: \$50,000,000 State of Ohio, Student Loan Senior Revenue Bonds, Series 2006A)

Loans:

As of September 30, 2006, the current portfolio consists of the following types of loans: Supplemental Student Loan Program ("SSLP") Fixed Rate Loans and Variable Rate Loans, together known as SSLP Loans, Subsidized Stafford and Unsubsidized Stafford loans and FFELP Consolidation Loans. Available Revenues may be used to recycle into loans until December 1, 2008. Recycling is allowed into Subsidized Stafford, Unsubsidized Stafford, PLUS, Grad PLUS, and FFELP Consolidation loans.

Minimum Guarantee: All loans shall be insured by a Guarantor and reinsured by the Secretary of the Department of Education as to at least 98% of defaulted principal, accrued interest and special allowance payments; or 97% of defaulted principal, accrued interest and special allowance payments for loans originated on or after July 1, 2006.

Loan Purchase Premium: The purchase price for any loan acquired during the Acquisition or Recycling period shall not exceed the Maximum Purchase Price shown in the table below corresponding to each loan's ABI and further subject to the formula set forth below for loans with ABI's between the amounts shown in the table below. In no event shall the average purchase price for any portfolio of loans to be acquired exceed 105.0%, unless Ambac shall otherwise consent in writing.

<u>Average Borrower Indebtedness (ABI)</u>	<u>Maximum Purchase Price</u>
<\$5,000	100.00%
\$7,500	103.00
\$10,000	103.50
\$15,000	104.00
\$20,000	105.00
\$25,000	105.25
\$30,000	105.50
\$35,000	105.75
\$40,000 and >	106.00

Loans with ABIs between the ABI amounts shown in the table above may receive a maximum purchase price based on the following formula:

(a) The price shown in the table for the ABI immediately lower than the actual ABI for the loan, plus the product of (b) and (c) below:

(b) The actual ABI of the loan less the ABI amount in the table immediately lower divided by the difference between the table ABI amount immediately higher and immediately lower than the actual ABI of the loan, and

(c) The difference between the table price for the ABI amount immediately higher than the actual loan ABI and the table price immediately lower than the actual loan ABI.

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Borrower Benefits:

All Stafford loans purchased prior to 10/1/06 received an immediate 1.25% interest rate reduction that becomes permanent after 48 on-time payments. New Stafford loans purchased on November 28, 2006 that originated prior to 7/1/2005, may receive a 2% interest rate reduction after 48 on-time payments, beginning in the 49th period of repayment, in addition to a rebate of the origination fees paid less the first \$250 after 24 on-time payments. New Stafford loans purchased on November 28, 2006 that originated on and after 7/1/2005 may receive a 5% rebate of the original principal balance after 36 consecutive on-time payments. FFELP Consolidation loans may receive up to a 1% interest rate reduction after 36 or 48 on-time payments, beginning in the 37th or 49th period of repayment, respectively. All FFELP loans may receive an additional 0.25% interest rate reduction in repayment if they were to sign up for automatic bill paying option. The disqualification criteria is as follows: Missing a payment or being late beyond the 15 day grace surrounding the due date. However, once the benefit is received, it is locked in.

Program Operating Expenses:

The following itemization details the fees and expenses currently permitted, which amounts shall not be exceeded without the prior written consent of the Bond Insurer, notwithstanding anything in the Indenture to the contrary:

Servicing per Borrower per Months:

FFELP Loans Serviced by SAF

\$1.25 School
\$2.75 Grace
\$2.85 Repayment - current
\$3.85 Repayment - delinquent
\$25.00/Claim

FFELP Loans Serviced by Great Lakes

\$1.25 School
\$3.05 Grace
\$3.05 First 12 months of Repayment
\$2.68 Remainder Repayment
No Claim Fee

SSLP Loans Serviced by Sallie Mae

\$3.10 School
\$3.25 Grace
\$3.95 Repayment - current
\$5.20 Repayment - delinquent
\$30.00/Claim

All servicing fees are assumed to be inflated by 2.5% per annum effective as of 12/1/08

Trustee:

3 basis points per annum based on the principal amount of Bonds outstanding payable quarterly in arrears.

Administration:

50 basis points per annum based on the principal amount of Loans outstanding, payable quarterly in arrears.

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Bond Insurer Premium (AMBAC):

a) Eighteen basis points (0.18%) applied on each Premium Determination Date (as defined in the Fourth Supplemental Indenture) to the percentage of the student loan collateral pool consisting of Nonfederal Student Loans, as applied to all bonds outstanding (as further described in Section 5.10 of the Fourth Supplemental Indenture), and

b) Nine basis points (0.09%) applied on each Premium Determination Date (as defined in the Fourth Supplemental Indenture) to the percentage of the student loan collateral pool consisting of Federal Student Loans, as applied to all bonds outstanding (as further described in Section 5.10 of the Fourth Supplemental Indenture),.

Financial Audit Fee:

\$15,000 per annum, payable annually in arrears

Arbitrage Analysis Fee:

\$15,000 per annum, payable annually in arrears

Program Audit Fee:

\$1,500 per annum, payable annually in arrears

Program Advisor Fee:

\$5,000 per annum, payable annually in arrears

Ohio Scholarship and Fellowship Account:

25 basis points per annum based on the loans outstanding, payable annually in advance.

Broker Dealer Fee:

15 basis points per annum based on the Bonds outstanding, payable quarterly in arrears.

Auction Agent Fee:

0.80 basis point per annum based on the Bonds outstanding, payable quarterly in arrears.

Investment Agreement:

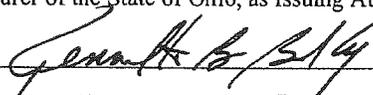
Any amounts invested in GICs must be acceptable to AMBAC with notice to the Rating Agencies, or, if no Insured Bonds are then Outstanding, approved by the Rating Agencies.

THE INITIAL TERMS, RATES AND FEES DETAILED ABOVE MAY BE SUBJECT TO MODIFICATION WITH THE SUBMISSION TO AND APPROVAL BY AMBAC ASSURANCE CORPORATION OF A NEW CERTIFICATE AND AGREEMENT.

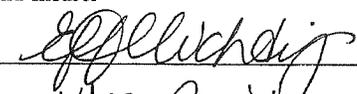
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IN WITNESS WHEREOF, the parties hereto have caused this Certificate and Agreement to be executed in their respective corporate names, as of December 20, 2006.

STATE OF OHIO, acting by and through the
Treasurer of the State of Ohio, as Issuing Authority

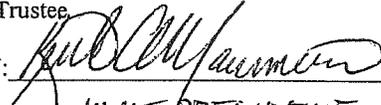
BY: 
Title: TREASURER OF STATE OF OHIO

AMBAC ASSURANCE CORPORATION,
as Bond Insurer

BY: 
Title: Vice President

ATTESTED TO:

U.S. BANK NATIONAL ASSOCIATION,
as Trustee

BY: 
Title: VICE PRESIDENT