

CONTINUING COVENANT AGREEMENT
COMPLIANCE CERTIFICATE

Financial Statement Date: **December 31, 2018**

To: US Bank, N.A.

Ladies and Gentlemen:

Reference is made to those certain Continuing Covenant Agreements, dated as of July 18, 2017 (as amended, restated, extended, supplemented or otherwise modified in writing from time to time, the "Agreement"), between the Minnesota Office of Higher Education (the "Issuer") and US Bank, N.A. (the "Purchaser"). Any term capitalized but not defined herein shall have the meaning ascribed thereto under the Agreement.

The undersigned hereby certifies as of the date hereof that he/she is the chief financial officer of the Issuer, and that, as such, he/she is authorized to execute and deliver this Certificate to the Purchaser on the behalf of Issuer, and that:

1. Attached hereto are the unaudited financial statements required by Section 6.01(e)(ii) of the Agreements for the fiscal quarter of the Issuer ended as of the above date.
2. The undersigned has reviewed and is familiar with the terms of the Agreements and has made, or has caused to be made under his/her supervision, a detailed review of the transactions and conditions (financial or otherwise) of Issuer during the accounting period covered by the attached financial statements.
3. A review of the activities of Issuer during such fiscal period has been made under the supervision of the undersigned with a view to determining whether during such fiscal period, the Issuer performed and observed all its Obligations under the Agreements and the Related Documents, and to the best knowledge of the undersigned during such fiscal period, the Issuer performed and observed each covenant and condition of the Agreements and Related Documents applicable to it, and no Default or Event of Default has occurred and is continuing.
4. The representations and warranties of Issuer contained in Section 5 of the Agreements are true and correct on and as of the date hereof, except to the extent that such representations and warranties specifically refer to an earlier date, in which case they are true and correct as of such earlier date.
5. The reports and information attached hereto are true and accurate on and as of the date of this Certificate.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of

March 1, 2018.

MINNESOTA OFFICE OF HIGHER EDUCATION

By: 
Name: Poawit Yang
Title: Accounting Manager

MINNESOTA OFFICE OF HIGHER EDUCATION
LOAN CAPITAL FUND
STATEMENT OF FINANCIAL POSITION
Unaudited

ASSETS

	FY 2019 QTR 2	FY 2018 QTR 2
Liquid Assets		
Cash	\$204,001,842.25	\$212,900,112.25
Cash Equivalents	\$0.00	\$0.00
Interest Income Receivable	\$713,227.16	\$402,003.29
Investments	\$44,940,857.35	\$19,976,135.00
	<u>\$249,655,926.76</u>	<u>\$233,278,250.54</u>
Loans Receivable		
Allowance for Bad Debt	(\$8,183,924.80)	(\$8,536,263.00)
SELF II Loans	\$0.00	\$1,662.79
SELF III Loans	\$2,735,099.36	\$8,024,219.77
SELF IV Loans	\$117,959,803.86	\$158,535,693.54
SELF Refi Loans	\$22,847,847.06	\$26,112,547.31
SELF V Loans	\$367,910,642.37	\$340,648,145.58
	<u>\$503,269,467.85</u>	<u>\$524,786,005.99</u>
Loan Interest Receivable		
SELF II Interest	\$0.00	\$13.24
SELF III Interest	\$5,758.21	\$14,176.97
SELF IV Interest	\$261,941.20	\$313,268.70
SELF Refi Loans	\$65,741.80	\$69,953.74
SELF V Interest	\$1,858,064.09	\$1,699,317.61
	<u>\$2,191,505.30</u>	<u>\$2,096,730.26</u>
Restricted Assets		
Bad Debt Reserve	\$8,183,924.80	\$8,536,263.00
Cash	\$251,249,885.03	\$189,713,354.90
Funds Owed to LCF for Pledging	\$251,102.00	\$154,329.00
	<u>\$259,684,911.83</u>	<u>\$198,403,946.90</u>
Accounts Receivable		
Accounts Receivable	\$0.00	\$0.00
	<u>\$0.00</u>	<u>\$0.00</u>
Deferred Pension Costs		
Deferred Outflow - Pensions Costs	\$1,725,406.00	\$2,277,165.00
	<u>\$1,725,406.00</u>	<u>\$2,277,165.00</u>
TOTAL ASSETS	<u>\$1,016,527,217.74</u>	<u>\$960,842,098.69</u>

LIABILITIES

Accounts Payable		
Accounts Payable	\$679,836.83	\$698,338.84
Bond Interest Payable	\$1,619,728.07	\$1,181,880.06
Excess Yield Liability	\$0.00	\$0.00
Funds Owed to LCF for Pledging	\$251,102.00	\$154,329.00
	<u>\$2,550,666.90</u>	<u>\$2,034,547.90</u>
Bonds Payable		
Bond Premium	\$1,041,134.95	\$188,265.30
Bonds Payable	\$500,935,000.00	\$463,715,000.00
Discount on Bonds	(\$579,789.75)	(\$12,152.55)
	<u>\$501,396,345.20</u>	<u>\$463,891,112.75</u>
Pension Liability		
Deferred Inflow Pension Contributions	\$1,325,761.00	\$294,267.00
Pension Liability	\$2,094,843.00	\$3,293,259.00
	<u>\$3,420,604.00</u>	<u>\$3,587,526.00</u>
TOTAL LIABILITIES	<u>\$507,367,616.10</u>	<u>\$469,513,186.65</u>

NET POSITION

Restricted		
Restricted For Debt Service	\$356,375,163.53	\$343,828,623.59
Trust Net Assets	\$152,784,438.11	\$147,500,288.45
	<u>\$509,159,601.64</u>	<u>\$491,328,912.04</u>
TOTAL NET POSITION	<u>\$509,159,601.64</u>	<u>\$491,328,912.04</u>

**MINNESOTA OFFICE OF HIGHER EDUCATION
LOAN CAPITAL FUND
STATEMENT OF REVENUE & EXPENSES
Unaudited**

	FY 2019 QTR 2	FY 2018 QTR 2
Revenue		
Interest Income SELF II	\$ 0.00	\$ 0.03
Interest Income SELF III	\$ 34,347.63	\$ 83,545.81
Interest Income SELF IV	\$ 1,324,975.61	\$ 1,525,753.67
Interest Income SELF V	\$ 4,817,588.86	\$ 4,347,247.25
Interest Income SELF Refi	\$ 82,199.05	\$ 340,126.08
	<u>\$6,259,111.15</u>	<u>\$6,296,672.84</u>
Investment Income	\$ 2,501,818.46	\$ 1,173,697.03
	<u>\$2,501,818.46</u>	<u>\$1,173,697.03</u>
Gains/Losses on Investments/Bonds	\$ 0.00	\$ 0.00
	<u>\$0.00</u>	<u>\$0.00</u>
Total Revenue	<u><u>\$8,760,929.61</u></u>	<u><u>\$7,470,369.87</u></u>
Expenses		
Admin Expense SELF	\$ 529,895.65	\$ 557,016.47
Loan Servicer Expense	\$ 520,727.58	\$ 766,710.72
	<u>\$1,050,623.23</u>	<u>\$1,323,727.19</u>
Amortization of bond discount	\$ 0.00	\$ 878.27
Amortization of bond premium	\$ 0.00	\$ (34,074.63)
Bond Administration Expense	\$ 742,596.30	\$ 225,978.51
Bond Interest Expense	\$ 3,154,791.65	\$ 2,229,311.54
Estimated Bond Excess Yield	\$	\$ 0.00
	<u>\$3,897,387.95</u>	<u>\$2,422,093.69</u>
Defaulted Loans/Bad Debt Reserve	\$ 773,106.27	\$ 2,036,195.06
Defaulted Grip Recoveries	\$ (5,493.26)	\$ (7,395.66)
Defaulted SELF Recoveries	\$ (1,260,922.55)	\$ (1,518,099.95)
	<u>(\$493,309.54)</u>	<u>\$510,699.45</u>
Total Expenses	<u><u>\$4,454,701.64</u></u>	<u><u>\$4,256,520.33</u></u>
Change in Net Position	<u><u>\$4,306,227.97</u></u>	<u><u>\$3,213,849.54</u></u>
Net position, Beginning of Period (as restated for pension liability)	<u><u>\$504,853,373.67</u></u>	<u><u>\$488,115,062.50</u></u>
Net Position, End of Period	<u><u>\$509,159,601.64</u></u>	<u><u>\$ 491,328,912.04</u></u>