



103 COLLEGE ROAD EAST • PRINCETON, NEW JERSEY 08540
PHONE 609-987-0880 • FAX 609-987-0850 • www.njefa.com

**REQUEST FOR PROPOSALS
FOR VERIFICATION AGENT SERVICES**

RELATING TO THE SALE OF

**NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY
REVENUE BONDS, PRINCETON UNIVERSITY ISSUE**

October 21, 2016

The New Jersey Educational Facilities Authority (the “Authority”) invites you to submit a proposal in response to this Request for Proposals to provide Verification Agent services (the “RFP”) related to the Authority’s Revenue Bonds, Princeton University Issue (the “Bonds”).

It is expected that the Bonds will be issued for the current refunding of all or a portion of the Authority’s 2007 Series E Bonds and 2007 Series F Bonds and the potential advance refunding of all or a portion of the Authority’s 2008 Series J and 2008 Series K Bonds issued on behalf of Princeton University (the “Bonds to be Refunded”). The 2007 Series E Bonds are outstanding in the aggregate principal amount of \$267,665,000, the 2007 Series F Bonds are outstanding in the aggregate principal amount of \$62,345,000, the 2008 Series J Bonds are outstanding in the aggregate principal amount of \$215,100,000, and the 2008 K Bonds are outstanding in the aggregate principal amount of \$105,765,000.

The fixed rate Bonds may be sold on a competitive or negotiated basis with a pricing expected in the first quarter of 2017.

Relevant pages from the Official Statements for the Bonds to be Refunded have been provided for your information.

The Verification Agent is asked to provide a verification report. The scope of the engagement will include:

For the 2007 Series E Bonds and 2007 Series F Bonds:

1. The computation to determine that the anticipated receipts from the investment of the escrow will be sufficient to pay when due the principal and interest payment requirements of the 2007 Series E Bonds and 2007 Series F Bonds on and prior to the redemption date.

For the 2008 Series J Bonds and 2008 Series K Bonds:

2. The computation to determine that the anticipated receipts from the investment of the escrow will be sufficient to pay when due the principal and interest payment requirements of the 2008 Series J Bonds and 2008 Series K Bonds on and prior to the redemption date; and,
3. The computations of yield on the 2008 Series J Bonds and the 2008 Series K Bonds and on the escrow fund.

The Verification Agent must be an independent certified public accountant or accounting firm.

Please include the following in your proposal:

- Name, title, telephone numbers, fax numbers and email addresses of the individual(s) responsible for the preparation of the verification report.
- The program your firm uses to calculate the numbers necessary to prepare the verification report.
- A description of your firm's qualifications to serve as verification agent, including a list of transactions on which your firm has served as verification agent in the past two years.
- A sample verification report, redacted to remove confidential information, if you have not provided verification services to the Authority previously or if the format of your reports have changed since you last provided verification services.
- Three references.
- A separate fee schedule for each item 1 through 3, under the scope of the engagement described above. **Please Note: Proposals that provide one fee only will not be reviewed.** Please note that your fee will only be paid if the refunding occurs and a verification report is required by bond counsel.

Proposal Submission

A copy of your response must be received by the Authority no later than **12:00 Noon on Friday, October 28, 2016** at the following location:

New Jersey Educational Facilities Authority
Attention: Steve Nelson, Director of Project Management
103 College Road East
Princeton, NJ 08540
Fax: 609-987-0850
E-Mail: snelson@njefa.com

Responses received after this time and date will not be considered. E-mailed proposals will be accepted.

Any communications with representatives or employees of the Authority and/or the University concerning this RFP, by you or on your behalf, are not permitted during the submission process. No telephone inquiries will be accepted. All inquiries concerning this RFP should be directed in writing to Steve Nelson, Director of Project Management, via email, snelson@njefa.com, or fax, (609) 987-0850, only.

We look forward to the interest and participation of your firm in the RFP process.

NOTE: Certification of Non-Involvement in Prohibited Activities in Iran. Pursuant to N.J.S.A. 52:32-58, selected firms must certify that neither the bidder, nor any of its parents, subsidiaries, and/or affiliates (as defined in N.J.S.A. 52:32 – 56(e) (3)), is listed on the Department of the Treasury's List of Persons or Entities Engaging in Prohibited Investment Activities in Iran and that neither is involved in any of the investment activities set forth in N.J.S.A. 52:32 – 56(f). If the bidder is unable to so certify, the bidder shall provide a detailed and precise description of such activities.

NOTE: In compliance with Executive Order No. 129 (McGreevey 2004) and P.L. 2005, c. 92, each firm submitting a response to this RFP is required to indicate in their proposal the location by country where the services under the contract will be performed.

FURTHER NOTE: Pursuant to N.J.S.A. 52:32-44, entities providing goods or services to the Authority must be registered with the New Jersey Department of the Treasury, Division of Revenue. Effective September 1, 2004, pursuant to an amendment to N.J.S.A. 52:32-44, State and local entities (including the Authority) are prohibited from entering into a contract with an entity unless the firm has provided a copy of its business registration certification (or interim registration) as part of its response.

IMPORTANT, PLEASE NOTE: Firms are also advised of their responsibility to file an annual disclosure statement on political contributions with the New Jersey Election Law Enforcement Commission (“ELEC”) pursuant to N.J.S.A. 19:44A-20.13 (P.L. 2005, c. 271, section 3) if the firm receives contracts with public entities, such as the Authority, in excess of \$50,000 or more in the aggregate from public entities, such as the Authority, in a calendar year. It is the firm’s responsibility to determine if filing is necessary. Failure to file can result in the imposition of financial penalties by ELEC. Additional information about this requirement is available from ELEC at 888-313-3532 or at www.elect.state.nj.us.

Selection will be made after consideration of all information requested and received and on the basis of factors outlined in Executive Order No. 26 (Whitman)(“EO 26”), which took effect on January 1, 1995 and which supersedes Executive Orders No. 79 and 92, and Executive Order No. 37 (Corzine)(“EO 37”), which took effect on November 25, 2006, including but not limited to, qualifications and experience, expertise, fees, the Authority’s and the College’s prior experience with the responding firms, familiarity of the responding firms with work, requirements and systems of the Authority, the proposed approach to the services described in the RFP, capacity to meet the

requirements of the services requested, references and geographic location. Fee proposals are a factor, but not the sole determining factor. The Authority reserves the right to negotiate fees when appropriate.

The Authority reserves the right to request additional information if necessary or to request an interview with firm(s) or to reject any and all proposals with or without cause, and waive any irregularities or informalities in the proposals submitted. The Authority further reserves the right to make such investigations as it deems necessary as to the qualifications of any and all firms submitting proposals. The Authority also reserves the right to reject any and all submitted proposals. In the event that all proposals are rejected, the Authority reserves the right to resolicit proposals.

The Authority will not be responsible for any expenses in the preparation and/or presentation of the proposals and oral interviews, if any, or for the disclosure of any information or material received in connection with the solicitation, whether by negligence or otherwise.

All information submitted in response to this RFP will become the property of the Authority and may be open to inspection by members of the public pursuant to the Open Public Records Act and Executive Order No. 26 (Whitman 1994) and Executive Order No. 37 (Corzine 2006).

BOOK-ENTRY ONLY

In the opinion of McCarter & English, LLP, Bond Counsel to the Authority, assuming compliance by the Authority and the University (as defined below) with certain tax covenants described herein, under existing law, interest on the 2007 Series E Bonds (as defined below) is excluded for federal income tax purposes pursuant to Section 103 of the Internal Revenue Code of 1986, as amended (the "Code"), and interest on the 2007 Series E Bonds is not an item of tax preference under Section 57 of the Code for purposes of computing alternative minimum tax. Based upon existing law, interest on the 2007 Series E Bonds and net gains from the sale thereof are exempt from the tax imposed by the New Jersey Gross Income Tax Act. In the case of certain corporate holders of the 2007 Series E Bonds, interest on the 2007 Series E Bonds will be included in the calculation of the federal alternative minimum tax as a result of the inclusion of interest on the 2007 Series E Bonds in "adjusted current earnings". See "TAX EXEMPTION" herein.



NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY
\$325,000,000 Princeton University Revenue Bonds, 2007 Series E



Dated: Date of Delivery

Due: July 1, as shown on the inside cover hereof.

The New Jersey Educational Facilities Authority's (the "Authority") Princeton University Revenue Bonds, 2007 Series E (the "2007 Series E Bonds") will be issued as fully registered bonds by means of a book-entry system evidencing ownership and transfer thereof on the records of The Depository Trust Company, New York, New York ("DTC") and its participants. Purchases of the 2007 Series E Bonds will be made in book-entry form in denominations of \$5,000 each or any integral multiple thereof. Purchasers will not receive certificates representing their interest in the 2007 Series E Bonds purchased. So long as DTC or its nominee is the registered owner of the 2007 Series E Bonds, payments of the principal and redemption premium, if any, of and interest on the 2007 Series E Bonds will be made directly to DTC. Disbursement of such payments to the Direct Participants is the responsibility of DTC, and disbursement of such payments to the Beneficial Owners of the 2007 Series E Bonds is the responsibility of the Direct Participants and the Indirect Participants. See "DESCRIPTION OF THE 2007 SERIES E BONDS - Book-Entry Only System" herein. The Bank of New York, West Paterson, New Jersey, shall act as Trustee, Registrar and Paying Agent for the 2007 Series E Bonds. The 2007 Series E Bonds are subject to optional redemption and mandatory sinking fund redemption prior to maturity, as more fully described herein.

The 2007 Series E Bonds are being issued pursuant to the New Jersey Educational Facilities Authority Law (N.J.S.A. 18A:72A-1 *et seq.*), as amended and supplemented, the Princeton University Revenue Bond Resolution adopted by the Authority on February 16, 1999, as heretofore amended and supplemented (collectively, the "General Resolution"), and as further amended and supplemented by the 2007 Series E Series Resolution adopted by the Authority on April 25, 2007 (the "2007 Series E Series Resolution" and together with the General Resolution, the "Resolution"). The 2007 Series E Bonds are being issued for the purpose of making a loan to The Trustees of Princeton University (the "University") to (i) finance a portion of the cost of acquiring equipment for, and constructing improvements and renovations to, the University's Campus, (ii) finance the refunding of a portion of certain outstanding Commercial Paper of the University and (iii) pay a portion of certain costs incidental to the sale and issuance of the 2007 Series E Bonds. See "PLAN OF FINANCE" herein. The Authority and the University will enter into a Loan Agreement dated as of June 1, 2007 with respect to such loan.

THE 2007 SERIES E BONDS ARE SPECIAL AND LIMITED OBLIGATIONS OF THE AUTHORITY, AND ARE NOT A DEBT OR LIABILITY OF THE STATE OF NEW JERSEY OR OF ANY POLITICAL SUBDIVISION THEREOF, OTHER THAN THE AUTHORITY (TO THE LIMITED EXTENT SET FORTH HEREIN), OR A PLEDGE OF THE FAITH AND CREDIT OR TAXING POWER OF THE STATE OF NEW JERSEY OR OF ANY POLITICAL SUBDIVISION THEREOF OTHER THAN THE AUTHORITY (TO THE LIMITED EXTENT SET FORTH IN THE RESOLUTION). THE AUTHORITY HAS NO TAXING POWER. SEE "SECURITY FOR 2007 SERIES E BONDS" HEREIN FOR A DESCRIPTION OF THE SECURITY FOR THE 2007 SERIES E BONDS AND THE OTHER PARITY BONDS OUTSTANDING UNDER THE GENERAL RESOLUTION.

This cover page contains certain information for quick reference only. Investors must read the entire Official Statement to obtain information essential to the making of an informed investment decision.

The 2007 Series E Bonds are offered when, as and if issued by the Authority and received by the successful bidder, subject to the approval of their legality by McCarter & English, LLP, Newark, New Jersey, Bond Counsel to the Authority. The 2007 Series E Bonds are expected to be available for delivery to DTC in New York, New York, on or about June 19, 2007.

Citi

Dated: June 6, 2007

\$325,000,000
NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY

Princeton University Revenue Bonds, 2007 Series E

\$191,610,000 Serial Bonds

Due <u>July 1</u>	Principal <u>Amount</u>	Interest <u>Rate</u>	Yield	Due <u>July 1</u>	Principal <u>Amount</u>	Interest <u>Rate</u>	Yield
2008	\$5,450,000	4.00%	3.70%	2019	\$8,505,000	4.00%	4.15%
2009	5,665,000	4.00	3.75	2020	8,845,000	5.00	4.12*
2010	5,890,000	4.00	3.72	2021	9,290,000	4.50	4.37*
2011	6,130,000	3.50	3.76	2022	9,705,000	4.25	4.35
2012	6,340,000	3.50	3.80	2023	10,120,000	4.75	4.38*
2013	6,565,000	3.75	3.86	2024	10,600,000	4.75	4.41*
2014	6,810,000	3.75	3.90	2025	11,105,000	4.75	4.44*
2015	7,065,000	5.00	3.93	2026	11,630,000	5.00	4.28*
2016	7,420,000	5.00	3.96	2027	12,215,000	5.00	4.29*
2017	7,790,000	5.00	4.00	2028	12,825,000	5.00	4.25*
2018	8,180,000	4.00	4.07	2029	13,465,000	5.00	4.26*

\$28,915,000 4.50% Term Bonds Due July 1, 2031, yield 4.60%

\$31,650,000 5.00% Term Bonds Due July 1, 2033, yield 4.29%*

\$72,825,000 4.50% Term Bonds Due July 1, 2037, yield 4.68%

* Yield to first optional par call.

DTC may discontinue providing its services as depository with respect to the 2007 Series E Bonds at any time by giving reasonable notice to the Authority or the Trustee. Under such circumstances, in the event that a successor depository is not obtained, certificated bonds are required to be printed and delivered.

The Authority may decide to discontinue use of the system of book-entry transfers through DTC (or a successor securities depository). In such event, certificated bonds will be printed and delivered.

The information in this section concerning DTC and DTC's book-entry system has been obtained from sources that the Authority believes to be reliable, but the Authority takes no responsibility for the accuracy thereof.

The principal or Redemption Price of, and interest on the 2007 Series E Bonds are payable to DTC by the Trustee.

Redemption Provisions

Optional Redemption. The 2007 Series E Bonds maturing on or before July 1, 2017 are not subject to optional redemption prior to their stated maturities. The 2007 Series E Bonds maturing on or after July 1, 2018 are subject to redemption prior to their stated maturities on or after July 1, 2017 at the option of the Authority upon the consent of the University or by operation of the Redemption Fund, as a whole or in part at any time (if less than all of the 2007 Series E Bonds Outstanding of any maturity shall be called for redemption, such 2007 Series E Bonds to be so redeemed shall be selected by the Trustee by lot or in any customary manner of selection as determined by the Trustee), at a redemption price equal to 100% of the principal amount to be redeemed, plus interest accrued to the redemption date.

Mandatory Sinking Fund Redemption.

The 2007 Series E Bonds maturing on July 1, 2031, July 1, 2033 and July 1, 2037 shall be retired by Sinking Fund Installments as hereinafter described, which shall be accumulated in the Sinking Fund Account, at a redemption price equal to 100% of the principal amount to be redeemed, plus interest accrued to the redemption date, from moneys deposited in the Sinking Fund Account established for the 2007 Series E Bonds within the Debt Service Fund established under the 2007 Series E Series Resolution. The Sinking Fund Installments shall be sufficient to redeem the principal amount of such 2007 Series E Bonds on July 1 in each of the years and in the principal amounts as follows:

2007 Series E Bonds Maturing July 1, 2031

<u>Year</u>	<u>Principal Amount</u>
2030	\$14,140,000
2031	14,775,000

*Final Maturity

2007 Series E Bonds Maturing July 1, 2033

<u>Year</u>	<u>Principal Amount</u>
2032	\$15,440,000
2033	16,210,000

*Final Maturity

2007 Series E Bonds Maturing July 1, 2037

<u>Year</u>	<u>Principal Amount</u>
2034	\$17,020,000
2035	17,790,000
2036	18,590,000
2037*	19,425,000

***Final Maturity**

The principal amount of the 2007 Series E Bonds otherwise required to be redeemed may be reduced by the principal amount of such 2007 Series E Bonds (i) theretofore delivered to the Trustee by the Authority in lieu of cash payments under the Loan Agreement or purchased by the Trustee out of moneys in the Sinking Fund Account in the Debt Service Fund established under the 2007 Series E Series Resolution that have not theretofore been applied as a credit against any sinking fund installment or (ii) otherwise optionally redeemed by the Authority and applied as a credit against a particular sinking fund installment.

Redemption of any of the 2007 Series E Bonds shall otherwise be effected in accordance with the General Resolution.

Notice of Redemption

Notice of redemption will be mailed by the Trustee to DTC, as the registered owner of the 2007 Series E Bonds, and such mailing shall be a condition precedent to such redemption; *provided, however,* that the failure of any holder to receive any such notice, or any defect therein, shall not affect the validity of any proceedings for the redemption of any 2007 Series E Bonds. If less than all of the 2007 Series E Bonds of one maturity shall be called for redemption, the Trustee, at the direction of the Authority, shall notify DTC not less than thirty (30) nor more than sixty (60) days prior to the date fixed for redemption of the particular amount of such maturity to be redeemed. DTC shall determine the amount of each Participant's interest in such maturity to be called for redemption, and each Participant shall then select the ownership interest in such maturity to be redeemed. At such time as DTC or its nominee is not the registered owner of the 2007 Series E Bonds, the transfer provisions and notice of redemption provisions applicable to the 2007 Series E Bonds will be adjusted pursuant to the Resolution.

Negotiable Instruments

The 2007 Series E Bonds will be fully negotiable within the meaning of the Uniform Commercial Code of the State, subject only to the provisions for registration contained in the 2007 Series E Bonds.

Annual Debt Service Requirements

The following table sets forth, for each 12-month period ending on June 30, the amounts required for the payment of the principal of and interest on the outstanding bonds issued under and pursuant to the Authority's Princeton University Revenue Bond Resolution, adopted on January 28, 1987, as amended (the "1987 Resolution"), the principal of and interest on the Outstanding Parity Bonds issued under and pursuant to the General Resolution, the principal of and interest on the 2007 Series E Bonds, the principal of and interest on the 2007 Series F Bonds (which will be issued simultaneously with the issuance and delivery of the 2007 Series E Bonds) and the total of all of such principal and interest. In accordance with the 1987 Resolution and the Resolution, the principal and interest requirements for each 12-month period ending on June 30 are defined to include the respective amounts required to provide for the payment of interest due on each January 1 and each next July 1 and for the payment of principal due on each next July 1.

**NEW ISSUE
BOOK-ENTRY ONLY**

RATINGS: See "RATINGS" herein

In the opinion of McCarter & English, LLP, Bond Counsel to the Authority, assuming compliance by the Authority and the University (as defined below) with certain tax covenants described herein, under existing law, interest on the 2007 Series F Bonds (as defined below) is excluded from gross income of the owners thereof for federal income tax purposes pursuant to Section 103 of the Internal Revenue Code of 1986, as amended (the "Code"), and interest on the 2007 Series F Bonds is not an item of tax preference under Section 57 of the Code for purposes of computing alternative minimum tax. Based upon existing law, interest on the 2007 Series F Bonds and net gains from the sale thereof are exempt from the tax imposed by the New Jersey Gross Income Tax Act. In the case of certain corporate holders of the 2007 Series F Bonds, interest on the 2007 Series F Bonds will be included in the calculation of the federal alternative minimum tax as a result of the inclusion of interest on the 2007 Series F Bonds in "adjusted current earnings". See "TAX EXEMPTION" herein.



**\$67,620,000
NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY
Princeton University Revenue Refunding Bonds
2007 Series F**



Dated: Date of Delivery

Due: July 1, as shown on the inside cover hereof

The New Jersey Educational Facilities Authority's (the "Authority") Princeton University Revenue Refunding Bonds, 2007 Series F (the "2007 Series F Bonds"), will be issued as fully registered bonds by means of a book-entry system evidencing ownership and transfer thereof on the records of The Depository Trust Company, New York, New York ("DTC") and its participants. Purchases of the 2007 Series F Bonds will be made in book-entry form in denominations of \$5,000 each or any integral multiple thereof. Purchasers will not receive certificates representing their interest in the 2007 Series F Bonds purchased. So long as DTC or its nominee is the registered owner of the 2007 Series F Bonds, payments of the principal and redemption premium, if any, of and interest on the 2007 Series F Bonds will be made directly to DTC. Disbursement of such payments to the Direct Participants is the responsibility of DTC, and disbursement of such payments to the Beneficial Owners of the 2007 Series F Bonds is the responsibility of the Direct Participants and the Indirect Participants. See "DESCRIPTION OF THE 2007 SERIES F BONDS - Book-Entry Only System" herein. The Bank of New York, West Paterson, New Jersey, shall act as Trustee, Registrar and Paying Agent for the 2007 Series F Bonds.

The 2007 Series F Bonds are being issued pursuant to the New Jersey Educational Facilities Authority Law (N.J.S.A. 18A:72A-1 et seq.), as amended and supplemented, the Princeton University Revenue Bond Resolution adopted by the Authority on February 16, 1999, as heretofore amended and supplemented (collectively, the "General Resolution"), and as further amended and supplemented by the 2007 Series F Series Resolution adopted by the Authority on April 25, 2007 (the "2007 Series F Series Resolution", and together with the General Resolution, the "Resolution"). The 2007 Series F Bonds are being issued for the purpose of making a loan to The Trustees of Princeton University (the "University") to (i) finance the advance refunding of the Bonds to be Refunded (as defined herein), and (ii) pay a portion of certain costs incidental to the sale and issuance of the 2007 Series F Bonds. See "PLAN OF REFUNDING" herein. The principal and redemption premium, if any, of and interest on the 2007 Series F Bonds are payable solely from payments to be received by the Authority pursuant to a Loan Agreement, dated as of June 1, 2007, by and between the Authority and the University.

The 2007 Series F Bonds are subject to optional redemption and mandatory sinking fund redemption prior to maturity, as more fully described herein.

THE 2007 SERIES F BONDS ARE SPECIAL AND LIMITED OBLIGATIONS OF THE AUTHORITY, AND ARE NOT A DEBT OR LIABILITY OF THE STATE OF NEW JERSEY OR OF ANY POLITICAL SUBDIVISION THEREOF, OTHER THAN THE AUTHORITY (TO THE LIMITED EXTENT SET FORTH IN THE RESOLUTION), OR A PLEDGE OF THE FAITH AND CREDIT OR TAXING POWER OF THE STATE OF NEW JERSEY OR OF ANY POLITICAL SUBDIVISION THEREOF, OTHER THAN THE AUTHORITY (TO THE LIMITED EXTENT SET FORTH IN THE RESOLUTION). THE AUTHORITY HAS NO TAXING POWER. SEE "SECURITY FOR 2007 SERIES F BONDS" HEREIN FOR A DESCRIPTION OF THE SECURITY FOR THE 2007 SERIES F BONDS AND THE OTHER PARITY BONDS OUTSTANDING UNDER THE GENERAL RESOLUTION.

This cover page contains certain information for quick reference only. Investors must read the entire Official Statement to obtain information essential to the making of an informed investment decision.

The 2007 Series F Bonds are offered when, as and if issued by the Authority and received by the Underwriter, subject to prior sale, withdrawal or modification of the offer without any notice and to the approval of their legality by McCarter & English, LLP, Newark, New Jersey, Bond Counsel to the Authority. Certain legal matters will be passed upon for the Underwriter by its counsel, Wilentz, Goldman & Spitzer, P.A., Woodbridge, New Jersey, and for the University by its General Counsel, Peter G. McDonough, Esq. The 2007 Series F Bonds are expected to be available for delivery to DTC in New York, New York on or about June 19, 2007.

MERRILL LYNCH & CO.

Dated: May 22, 2007

\$67,620,000
NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY
Princeton University Revenue Refunding Bonds
2007 Series F

\$28,680,000 Serial Bonds

Due July 1	Principal Amount	Interest Rate	Yield	Due July 1	Principal Amount	Interest Rate	Yield
2008	\$ 10,000	4.00%	3.57%	2018	\$7,055,000	4.50%	4.05%*
2009	110,000	3.75	3.62	2019	80,000	4.00	4.14
2010	115,000	4.00	3.63	2020	3,905,000	4.50	4.22*
2011	120,000	3.75	3.66	2021	4,085,000	4.50	4.31*
2012	120,000	4.00	3.71	2022	460,000	4.25	4.35
2013	125,000	3.75	3.77	2023	470,000	4.25	4.38
2014	130,000	4.00	3.81	2024	495,000	4.25	4.40
2015	135,000	3.75	3.84	2025	35,000	4.25	4.43
2016	4,410,000	4.50	3.88	2026	35,000	4.25	4.44
2017	6,750,000	4.50	3.92	2027	35,000	4.25	4.45

\$38,940,000 4.50% Term Bonds Due July 1, 2030 - Price 100%

* Priced to first optional redemption date of July 1, 2017.

Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to 2007 Series F Bonds unless authorized by a Direct Participant in accordance with DTC's Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to the Authority as soon as possible after the record date. The Omnibus Proxy assigns Cede & Co.'s consenting or voting rights to those Direct Participants to whose accounts the 2007 Series F Bonds are credited on the record date (identified in a listing attached to the Omnibus Proxy).

Redemption proceeds, and principal and interest payments on the 2007 Series F Bonds will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC's practice is to credit Direct Participants' accounts upon DTC's receipt of funds and corresponding detail information from the Authority or the Trustee, on the payable date in accordance with their respective holdings shown on DTC's records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name", and will be the responsibility of such Participant and not of DTC (nor its nominee), the Trustee or the Authority, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of redemption proceeds and principal and interest payments to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of the Authority or the Trustee, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of the Direct and Indirect Participants.

DTC may discontinue providing its services as depository with respect to the 2007 Series F Bonds at any time by giving reasonable notice to the Authority or the Trustee. Under such circumstances, in the event that a successor depository is not obtained, certificated bonds are required to be printed and delivered.

The Authority may decide to discontinue use of the system of book-entry transfers through DTC (or a successor securities depository). In such event, certificated bonds will be printed and delivered.

The information in this section concerning DTC and DTC's book-entry system has been obtained from sources that the Authority believes to be reliable, but the Authority takes no responsibility for the accuracy thereof.

The principal or Redemption Price of, and interest on the 2007 Series F Bonds are payable to DTC by the Trustee.

Redemption Provisions

Optional Redemption

The 2007 Series F Bonds maturing on or before July 1, 2017 are not subject to optional redemption prior to their stated maturities. The 2007 Series F Bonds maturing on or after July 1, 2018 are subject to redemption prior to their stated maturities on or after July 1, 2017 at the option of the Authority upon the consent of the University or by operation of the Redemption Fund, as a whole or in part at any time (if less than all of the 2007 Series F Bonds Outstanding of any maturity shall be called for redemption, such 2007 Series F Bonds to be so redeemed shall be selected by the Trustee by lot or in any customary manner of selection as determined by the Trustee), at a redemption price equal to 100% of the principal amount to be redeemed, plus interest accrued to the redemption date.

Mandatory Sinking Fund Redemption

The 2007 Series F Bonds maturing on July 1, 2030 shall be retired by Sinking Fund Installments as hereinafter described, which shall be accumulated in the Sinking Fund Account, at a redemption price

equal to 100% of the principal amount to be redeemed, plus interest accrued to the redemption date. The Sinking Fund Installments shall be sufficient to redeem the principal amount of such 2007 Series F Bonds on July 1 in each of the years and in the principal amounts as follows:

<u>Year</u>	<u>Principal Amount</u>
2028	\$13,960,000
2029	19,715,000
2030*	5,265,000

* Final Maturity

Redemption of any of the 2007 Series F Bonds shall otherwise be effected in accordance with the General Resolution.

Notice of Redemption

Notice of redemption will be mailed by the Trustee to DTC, as the registered owner of the 2007 Series F Bonds, and such mailing shall be a condition precedent to such redemption; *provided, however,* that the failure of any holder to receive any such notice, or any defect therein, shall not affect the validity of any proceedings for the redemption of any 2007 Series F Bonds. If less than all of the 2007 Series F Bonds of one maturity shall be called for redemption, the Trustee, at the direction of the Authority, shall notify DTC not less than thirty (30) nor more than sixty (60) days prior to the date fixed for redemption of the particular amount of such maturity to be redeemed. DTC shall determine the amount of each Participant's interest in such maturity to be called for redemption, and each Participant shall then select the ownership interest in such maturity to be redeemed. At such time as DTC or its nominee is not the registered owner of the 2007 Series F Bonds, the transfer provisions and notice of redemption provisions applicable to the 2007 Series F Bonds will be adjusted pursuant to the Resolution.

Negotiable Instruments

The 2007 Series F Bonds will be fully negotiable within the meaning of the Uniform Commercial Code of the State, subject only to the provisions for registration contained in the 2007 Series F Bonds.

Annual Debt Service Requirements

The following table sets forth, for each 12-month period ending on June 30, the amounts required for the payment of the principal of and interest on the outstanding bonds issued under and pursuant to the Authority's Princeton University Revenue Bond Resolution, adopted on January 28, 1987, as amended (the "1987 Resolution"), the principal of and interest on the Outstanding Parity Bonds issued under and pursuant to the General Resolution, the principal of and interest on the 2007 Series F Bonds and the total of all of such principal and interest. **The amounts required for the payment of debt service on the 2007 Series E Bonds have not been determined as of the date of this Official Statement and, therefore, the following table does not include any amounts which will be required to pay the principal of and interest on the 2007 Series E Bonds when due.** In accordance with the 1987 Resolution and the Resolution, the principal and interest requirements for each 12-month period ending on June 30 are defined to include the respective amounts required to provide for the payment of interest due on each January 1 and each next July 1 and for the payment of principal due on each next July 1.

BOOK-ENTRY ONLY

In the opinion of McCarter & English, LLP, Bond Counsel to the Authority, assuming compliance by the Authority and the University (as defined below) with certain tax covenants described herein, under existing law, interest on the 2008 Series J Bonds (as defined below) is excluded for federal income tax purposes pursuant to Section 103 of the Internal Revenue Code of 1986, as amended (the "Code"), and interest on the 2008 Series J Bonds is not an item of tax preference under Section 57 of the Code for purposes of computing alternative minimum tax. Based upon existing law, interest on the 2008 Series J Bonds and net gains from the sale thereof are exempt from the tax imposed by the New Jersey Gross Income Tax Act. In the case of certain corporate holders of the 2008 Series J Bonds, interest on the 2008 Series J Bonds will be included in the calculation of the federal alternative minimum tax as a result of the inclusion of interest on the 2008 Series J Bonds in "adjusted current earnings". See "TAX EXEMPTION" herein.

**NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY****\$250,000,000 PRINCETON UNIVERSITY REVENUE BONDS, 2008 SERIES J****Dated:** Date of Delivery**Due:** July 1, as shown on the inside cover hereof.

The New Jersey Educational Facilities Authority's (the "Authority") Princeton University Revenue Bonds, 2008 Series J (the "2008 Series J Bonds") will be issued as fully registered bonds by means of a book-entry system evidencing ownership and transfer thereof on the records of The Depository Trust Company, New York, New York ("DTC") and its participants. Purchases of the 2008 Series J Bonds will be made in book-entry form in denominations of \$5,000 each or any integral multiple thereof. Purchasers will not receive certificates representing their interest in the 2008 Series J Bonds purchased. So long as DTC or its nominee is the registered owner of the 2008 Series J Bonds, payments of the principal and redemption premium, if any, of and interest on the 2008 Series J Bonds will be made directly to DTC. Disbursement of such payments to the Direct Participants is the responsibility of DTC, and disbursement of such payments to the Beneficial Owners of the 2008 Series J Bonds is the responsibility of the Direct Participants and the Indirect Participants. See "DESCRIPTION OF THE 2008 SERIES J BONDS - Book-Entry Only System" herein. The Bank of New York Mellon, West Paterson, New Jersey, shall act as Trustee, Registrar and Paying Agent for the 2008 Series J Bonds. The 2008 Series J Bonds are subject to optional redemption and mandatory sinking fund redemption prior to maturity, as more fully described herein.

The 2008 Series J Bonds are being issued pursuant to the New Jersey Educational Facilities Authority Law (N.J.S.A. 18A:72A-1 et seq.), as amended and supplemented, the Princeton University Revenue Bond Resolution adopted by the Authority on February 16, 1999, as heretofore amended and supplemented (collectively, the "General Resolution"), and as further amended and supplemented by the 2008 Series J Series Resolution adopted by the Authority on July 23, 2008 (the "2008 Series J Series Resolution" and together with the General Resolution, the "Resolution"). The 2008 Series J Bonds are being issued for the purpose of making a loan to The Trustees of Princeton University (the "University") to (i) finance (in whole or in part) the costs of the acquisition, construction, renovation and installation of certain capital assets to be located at or near the University's main campus in Princeton, New Jersey, at its Forrestal Campus in Plainsboro, New Jersey, or at its administrative building at 701 Carnegie Center in West Windsor, New Jersey, and (ii) pay a portion of certain costs incidental to the sale and issuance of the 2008 Series J Bonds. See "PLAN OF FINANCE" herein. The Authority and the University will enter into a Loan Agreement dated as of September 1, 2008 with respect to such loan.

THE 2008 SERIES J BONDS ARE SPECIAL AND LIMITED OBLIGATIONS OF THE AUTHORITY, AND ARE NOT A DEBT OR LIABILITY OF THE STATE OF NEW JERSEY OR OF ANY POLITICAL SUBDIVISION THEREOF, OTHER THAN THE AUTHORITY (TO THE LIMITED EXTENT SET FORTH IN THE RESOLUTION), OR A PLEDGE OF THE FAITH AND CREDIT OR TAXING POWER OF THE STATE OF NEW JERSEY OR OF ANY POLITICAL SUBDIVISION THEREOF OTHER THAN THE AUTHORITY (TO THE LIMITED EXTENT SET FORTH IN THE RESOLUTION). THE AUTHORITY HAS NO TAXING POWER. SEE "SECURITY FOR 2008 SERIES J BONDS" HEREIN FOR A DESCRIPTION OF THE SECURITY FOR THE 2008 SERIES J BONDS AND THE OTHER PARITY BONDS OUTSTANDING UNDER THE GENERAL RESOLUTION.

This cover page contains certain information for quick reference only. Investors must read the entire Official Statement to obtain information essential to the making of an informed investment decision.

The 2008 Series J Bonds are offered when, as and if issued by the Authority and received by the successful bidder, subject to the approval of their legality by McCarter & English, LLP, Newark, New Jersey, Bond Counsel to the Authority. The 2008 Series J Bonds are expected to be available for delivery to DTC in New York, New York, on or about September 25, 2008.

Wachovia Bank, National Association

Dated: September 10, 2008

NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY

\$250,000,000 Princeton University Revenue Bonds, 2008 Series J

Due <u>July 1</u>	Principal <u>Amount</u>	Interest <u>Rate</u>	CUSIP <u>Yield</u>	Due <u>July 1</u>	Principal <u>Amount</u>	Interest <u>Rate</u>	CUSIP <u>Yield</u>
			<u>No.**</u>				<u>No.**</u>
2010	\$4,410,000	5.000%	2.000%	646065UM2	2021	\$7,195,000	4.000%
2011	4,590,000	4.000	2.240	646065UN0	2022	7,475,000	4.000
2012	4,770,000	4.000	2.450	646065UP5	2023	7,775,000	4.000
2013	4,965,000	5.000	2.640	646065UQ3	2024	8,095,000	5.000
2014	5,160,000	5.000	2.830	646065UR1	2025	8,435,000	5.000
2015	5,370,000	5.000	2.990	646065US9	2026	8,795,000	4.250
2016	5,635,000	5.000	3.140	646065UT7	2027	9,175,000	4.250
2017	5,920,000	5.000	3.300	646065UU4	2028	9,570,000	4.250
2018	6,215,000	5.000	3.480	646065UV2	2029	9,995,000	4.375
2019	6,525,000	5.000	3.640*	646065UW0	2030	10,440,000	4.500
2020	6,850,000	5.000	3.790*	646065UX8	2031	10,910,000	4.625

\$48,845,000 4.500% Term Bonds Due July 1, 2035, yield 4.620% CUSIP No. 646065VK5**

\$42,885,000 4.500% Term Bonds Due July 1, 2038, yield 4.650% CUSIP No. 646065VL3**

* Yield to first optional par call date of July 1, 2018.

** Copyright 2008, American Bankers Association. CUSIP data herein are provided by Standard & Poor's CUSIP Service Bureau, a division of The McGraw-Hill Companies, Inc. The CUSIP numbers listed above are being provided solely for the convenience of Bondholders only at the time of issuance of the Bonds and the Authority does not make any representation with respect to such numbers or undertake any responsibility for their accuracy now or at any time in the future. The CUSIP number for a specific maturity is subject to being changed after the issuance of the Bonds as a result of the procurement of secondary market portfolio insurance or other similar enhancement by investors that is applicable to all or a portion of certain maturities of the Bonds.

The Authority may decide to discontinue use of the system of book-entry transfers through DTC (or a successor securities depository). In such event, certificated bonds will be printed and delivered.

The information in this section concerning DTC and DTC's book-entry system has been obtained from sources that the Authority believes to be reliable, but the Authority takes no responsibility for the accuracy thereof.

The principal or Redemption Price of, and interest on the 2008 Series J Bonds are payable to DTC by the Trustee.

Redemption Provisions

Optional Redemption. The 2008 Series J Bonds maturing on or before July 1, 2018 are not subject to optional redemption prior to their stated maturities. The 2008 Series J Bonds maturing on or after July 1, 2019 are subject to redemption prior to their stated maturities on or after July 1, 2018 at the option of the Authority upon the consent of the University or by operation of the Redemption Fund, as a whole or in part at any time (if less than all of the 2008 Series J Bonds Outstanding of any maturity shall be called for redemption, such 2008 Series J Bonds to be so redeemed shall be selected by the Trustee by lot or in any customary manner of selection as determined by the Trustee), at a redemption price equal to 100% of the principal amount to be redeemed, plus interest accrued to the redemption date.

Mandatory Sinking Fund Redemption

The 2008 Series J Bonds maturing on July 1, 2035 and July 1, 2038 shall be retired by Sinking Fund Installments as hereinafter described, which shall be accumulated in the Sinking Fund Account, at a redemption price equal to 100% of the principal amount to be redeemed, plus interest accrued to the redemption date, from moneys deposited in the Sinking Fund Account established for the 2008 Series J Bonds within the Debt Service Fund established under the 2008 Series J Series Resolution. The Sinking Fund Installments shall be sufficient to redeem the principal amount of such 2008 Series J Bonds on July 1 in each of the years and in the principal amounts as follows:

2008 Series J Bonds Maturing July 1, 2035

<u>Year</u>	<u>Principal Amount</u>
2032	\$11,405,000
2033	11,925,000
2034	12,470,000
2035*	13,045,000

*Final Maturity

2008 Series J Bonds Maturing July 1, 2038

<u>Year</u>	<u>Principal Amount</u>
2036	\$13,650,000
2037	14,285,000
2038*	14,950,000

*Final Maturity

The principal amount of the 2008 Series J Bonds otherwise required to be redeemed may be reduced by the principal amount of such 2008 Series J Bonds (i) theretofore delivered to the Trustee by the Authority in lieu of cash payments under the Loan Agreement or purchased by the Trustee out of moneys in the Sinking Fund Account in the Debt Service Fund established under the 2008 Series J Series Resolution that have not theretofore been applied as a credit against any sinking fund installment or (ii) otherwise optionally redeemed by the Authority and applied as a credit against a particular sinking fund installment.

Redemption of any of the 2008 Series J Bonds shall otherwise be effected in accordance with the General Resolution.

Notice of Redemption

Notice of redemption will be mailed by the Trustee to DTC, as the registered owner of the 2008 Series J Bonds, and such mailing shall be a condition precedent to such redemption; *provided, however*, that the failure of any holder to receive any such notice, or any defect therein, shall not affect the validity of any proceedings for the redemption of any 2008 Series J Bonds. If less than all of the 2008 Series J Bonds of one maturity shall be called for redemption, the Trustee, at the direction of the Authority, shall notify DTC not less than thirty (30) nor more than sixty (60) days prior to the date fixed for redemption of the particular amount of such maturity to be redeemed. DTC shall determine the amount of each Participant's interest in such maturity to be called for redemption, and each Participant shall then select the ownership interest in such maturity to be redeemed. At such time as DTC or its nominee is not the registered owner of the 2008 Series J Bonds, the transfer provisions and notice of redemption provisions applicable to the 2008 Series J Bonds will be adjusted pursuant to the Resolution.

Negotiable Instruments

The 2008 Series J Bonds will be fully negotiable within the meaning of the Uniform Commercial Code of the State, subject only to the provisions for registration contained in the 2008 Series J Bonds.

Annual Debt Service Requirements

The following table sets forth, for each 12-month period ending on June 30, the amounts required for the payment of the principal of and interest on the Outstanding Parity Bonds issued under and pursuant to the General Resolution, the principal of and interest on the 2008 Series J Bonds, and the total of all of such principal and interest. In accordance with the Resolution, the principal and interest requirements for each 12-month period ending on June 30 are defined to include the respective amounts required to provide for the payment of interest due on each January 1 and each next July 1 and for the payment of principal due on each next July 1.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

AMENDED OFFICIAL STATEMENT

**NEW ISSUE
BOOK-ENTRY ONLY**

**RATINGS: Moody's: Aaa
S & P: AAA**

In the opinion of McCarter & English, LLP, Bond Counsel to the Authority, assuming compliance by the Authority and the University (as defined below) with certain tax covenants described herein, under existing law, interest on the 2008 Series K Bonds (as defined below) is excluded for federal income tax purposes pursuant to Section 103 of the Internal Revenue Code of 1986, as amended (the "Code"), and interest on the 2008 Series K Bonds is not an item of tax preference under Section 57 of the Code for purposes of computing alternative minimum tax. Based upon existing law, interest on the 2008 Series K Bonds and net gains from the sale thereof are exempt from the tax imposed by the New Jersey Gross Income Tax Act. In the case of certain corporate holders of the 2008 Series K Bonds, interest on the 2008 Series K Bonds will be included in the calculation of the federal alternative minimum tax as a result of the inclusion of interest on the 2008 Series K Bonds in "adjusted current earnings". See "TAX EXEMPTION" herein.



NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY \$208,805,000 Princeton University Revenue Refunding Bonds, 2008 Series K



Dated: Date of Delivery

Due: July 1, as shown on the inside cover hereof

The New Jersey Educational Facilities Authority's (the "Authority") Princeton University Revenue Refunding Bonds, 2008 Series K (the "2008 Series K Bonds") will be issued as fully registered bonds by means of a book-entry system evidencing ownership and transfer thereof on the records of The Depository Trust Company, New York, New York ("DTC") and its participants. Purchases of the 2008 Series K Bonds will be made in book-entry form in denominations of \$5,000 each or any integral multiple thereof. Purchasers will not receive certificates representing their interest in the 2008 Series K Bonds purchased. So long as DTC or its nominee is the registered owner of the 2008 Series K Bonds, payments of the principal and redemption premium, if any, of and interest on the 2008 Series K Bonds will be made directly to DTC. Disbursement of such payments to the Direct Participants is the responsibility of DTC, and disbursement of such payments to the Beneficial Owners of the 2008 Series K Bonds is the responsibility of the Direct Participants and the Indirect Participants. See "DESCRIPTION OF THE 2008 SERIES K BONDS - Book-Entry Only System" herein. The Bank of New York Mellon, West Paterson, New Jersey, shall act as Trustee, Registrar and Paying Agent for the 2008 Series K Bonds. The 2008 Series K Bonds are subject to optional redemption prior to maturity, as more fully described herein.

The 2008 Series K Bonds are being issued pursuant to the New Jersey Educational Facilities Authority Law (N.J.S.A. 18A:72A-1 *et seq.*), as amended and supplemented, the Princeton University Revenue Bond Resolution adopted by the Authority on February 16, 1999, as heretofore amended and supplemented (collectively, the "General Resolution"), and as further amended and supplemented by the 2008 Series K Series Resolution adopted by the Authority on October 2, 2008 (the "2008 Series K Series Resolution" and together with the General Resolution, the "Resolution"). The 2008 Series K Bonds are being issued for the purpose of making a loan to The Trustees of Princeton University (the "University") to: (i) finance the current refunding of the Bonds to be Refunded (as defined herein), and (ii) pay a portion of certain costs incidental to the sale and issuance of the 2008 Series K Bonds. See "PLAN OF REFUNDING" herein. The Authority and the University will enter into a Loan Agreement dated as of November 1, 2008 with respect to such loan.

THE 2008 SERIES K BONDS ARE SPECIAL AND LIMITED OBLIGATIONS OF THE AUTHORITY AND ARE NOT A DEBT OR LIABILITY OF THE STATE OF NEW JERSEY OR OF ANY POLITICAL SUBDIVISION THEREOF, OTHER THAN THE AUTHORITY (TO THE LIMITED EXTENT SET FORTH IN THE RESOLUTION), OR A PLEDGE OF THE FAITH AND CREDIT OR TAXING POWER OF THE STATE OF NEW JERSEY OR OF ANY POLITICAL SUBDIVISION THEREOF OTHER THAN THE AUTHORITY (TO THE LIMITED EXTENT SET FORTH IN THE RESOLUTION). THE AUTHORITY HAS NO TAXING POWER. SEE "SECURITY FOR 2008 SERIES K BONDS" HEREIN FOR A DESCRIPTION OF THE SECURITY FOR THE 2008 SERIES K BONDS AND THE OTHER PARITY BONDS OUTSTANDING UNDER THE GENERAL RESOLUTION.

This cover page contains certain information for quick reference only. Investors must read the entire Official Statement to obtain information essential to the making of an informed investment decision.

The 2008 Series K Bonds are offered when, as and if issued by the Authority and received by the Underwriters, subject to the approval of their legality by McCarter & English, LLP, Newark, New Jersey, Bond Counsel to the Authority. Certain legal matters will be passed on for the University by Peter G. McDonough, Esq., General Counsel to the University, and for the Underwriters by Ballard Spahr Andrews & Ingersoll, LLP, Voorhees, New Jersey. The 2008 Series K Bonds are expected to be available for delivery to DTC in New York, New York, on or about November 5, 2008.

J.P. Morgan

Banc of America Securities LLC

Merrill Lynch & Co.

Morgan Stanley

NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY
\$208,805,000 Princeton University Revenue Refunding Bonds, 2008 Series K

Maturity Date (July 1)	Principal Amount	Interest Rate	Yield	CUSIP** (646065)
2009	\$11,270,000	3.500%	1.500%	VU3
2010	8,600,000	5.000	2.610	VW9
2010	2,775,000	3.250	2.610	VV1
2011	8,040,000	5.000	2.970	VY5
2011	3,885,000	3.500	2.970	VX7
2012	5,495,000	5.000	3.290	WA6
2012	6,985,000	3.300	3.290	VZ2
2013	9,185,000	5.000	3.480	WC2
2013	3,800,000	4.000	3.480	WB4
2014	10,335,000	5.000	3.660	WE8
2014	3,275,000	4.000	3.660	WD0
2015	11,860,000	5.000	3.820	WG3
2015	2,495,000	4.000	3.820	WF5
2016	11,670,000	5.000	3.990	WJ7
2016	3,370,000	4.000	3.990	WH1
2017	10,870,000	5.000	4.160	WL2
2017	4,960,000	4.125	4.160	WK4
2018	10,225,000	5.250	4.340	WN8
2018	6,430,000	4.250	4.340	WM0
2019	13,540,000	5.000	4.500 *	WQ1
2019	3,985,000	4.375	4.500	WP3
2020	16,230,000	5.000	4.640 *	WS7
2020	2,200,000	4.500	4.640	WR9
2021	15,485,000	5.000	4.730 *	WU2
2021	3,895,000	4.500	4.730	WT5
2022	11,700,000	5.000	4.790 *	WW8
2022	955,000	4.625	4.790	WV0
2023	5,290,000	4.750	4.840	WX6

* Yield to first call.

** Copyright 2008, American Bankers Association. CUSIP data herein are provided by Standard & Poor's CUSIP Service Bureau, a division of The McGraw-Hill Companies, Inc. The CUSIP numbers listed above are being provided solely for the convenience of Bondholders only at the time of issuance of the 2008 Series K Bonds and the Authority does not make any representation with respect to such numbers or undertake any responsibility for their accuracy now or at any time in the future. The CUSIP number for a specific maturity is subject to being changed after the issuance of the 2008 Series K Bonds as a result of the procurement of secondary market portfolio insurance or other similar enhancement by investors that is applicable to all or a portion of certain maturities of the 2008 Series K Bonds.

Redemption proceeds, and principal and interest payments on the 2008 Series K Bonds will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC's practice is to credit Direct Participants' accounts upon DTC's receipt of funds and corresponding detail information from the Authority or the Trustee, on the payable date in accordance with their respective holdings shown on DTC's records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name", and will be the responsibility of such Participant and not of DTC (nor its nominee), the Trustee or the Authority, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of redemption proceeds and principal and interest payments to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of the Authority or the Trustee, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of the Direct and Indirect Participants.

DTC may discontinue providing its services as depository with respect to the 2008 Series K Bonds at any time by giving reasonable notice to the Authority or the Trustee. Under such circumstances, in the event that a successor depository is not obtained, certificated bonds are required to be printed and delivered.

The Authority may decide to discontinue use of the system of book-entry transfers through DTC (or a successor securities depository). In such event, certificated bonds will be printed and delivered.

The information in this section concerning DTC and DTC's book-entry system has been obtained from sources that the Authority believes to be reliable, but the Authority takes no responsibility for the accuracy thereof.

The principal or Redemption Price of, and interest on the 2008 Series K Bonds are payable to DTC by the Trustee.

Redemption Provisions

Optional Redemption. The 2008 Series K Bonds maturing on or before July 1, 2018 are not subject to optional redemption prior to their stated maturities. The 2008 Series K Bonds maturing on or after July 1, 2019 are subject to redemption prior to their stated maturities on or after July 1, 2018 at the option of the Authority upon the consent of the University or by operation of the Redemption Fund, as a whole or in part at any time (if less than all of the 2008 Series K Bonds Outstanding of any maturity shall be called for redemption, such 2008 Series K Bonds to be so redeemed shall be selected by the Trustee by lot or in any customary manner of selection as determined by the Trustee), at a redemption price equal to 100% of the principal amount to be redeemed, plus interest accrued to the redemption date.

Notice of Redemption

Notice of redemption will be mailed by the Trustee to DTC, as the registered owner of the 2008 Series K Bonds, and such mailing shall be a condition precedent to such redemption; *provided, however,* that the failure of any holder to receive any such notice, or any defect therein, shall not affect the validity of any proceedings for the redemption of any 2008 Series K Bonds. If less than all of the 2008 Series K Bonds of one maturity shall be called for redemption, the Trustee, at the direction of the Authority, shall notify DTC not less than 30 nor more than 60 days prior to the date fixed for redemption of the particular amount of such maturity to be redeemed. DTC shall determine the amount of each Participant's interest in such maturity to be called for redemption, and each Participant shall then select the ownership interest in such maturity to be redeemed. At such time as DTC or its nominee is not the registered owner of the 2008 Series K Bonds, the transfer provisions and notice of redemption provisions applicable to the 2008 Series K Bonds will be adjusted pursuant to the Resolution.

Negotiable Instruments

The 2008 Series K Bonds will be fully negotiable within the meaning of the Uniform Commercial Code of the State, subject only to the provisions for registration contained in the 2008 Series K Bonds.

Annual Debt Service Requirements

The following table sets forth, for each 12-month period ending on June 30, the amounts required for the payment of the principal of and interest on the Outstanding Parity Bonds issued under and pursuant to the General Resolution, the principal of and interest on the 2008 Series K Bonds, and the total of all of such principal and interest. In accordance with the Resolution, the principal and interest requirements for each 12-month period ending on June 30 are defined to include the respective amounts required to provide for the payment of interest due on each January 1 and each next July 1 and for the payment of principal due on each next July 1.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]