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AMENDED RETURN

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No. 1545-0052

2009

Form 990-PF

Department of the Treasury
Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2009, or tax year beginning OCT 1, 2009, and ending SEP 30, 2010

6 Check all that apply: Initial return Initial return of a former public charity Final return
 Amended return Address change Name change

Use the IRS label. Otherwise, print or type See Specific Instructions.	Name of foundation ARIZONA HIGHER EDUCATION LOAN AUTHORITY		A Employer identification number 20-2001592
	Number and street (or P.O. box number if mail is not delivered to street address)	Room/suite	B Telephone number 480-383-8707
	2141 E. BROADWAY RD, STE 202	202	C If exemption application is pending check here <input type="checkbox"/>
	City or town, state, and ZIP code TEMPE, AZ 85282		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 25% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation	I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 284,737,732. (Part I, column (d) must be on cash basis)		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue					
1	Contributions, gifts, grants, etc., received				
2	Check <input checked="" type="checkbox"/> If the foundation is not required to attach Sch B interest on savings and temporary cash investments	2,957.	2,957.	2,957.	STATEMENT 1
3	Dividends and interest from securities	70,691.	70,691.	70,691.	STATEMENT 2
4	Dividends and interest from securities				
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10				
b	Gross sales price for all assets on line 6a				
7	Capital gain net income (from Part IV, line 2)		0.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss)				
11	Other income	6,217,699.	0.	6,217,699.	STATEMENT 3
12	Total. Add lines 1 through 11	6,291,347.	73,648.	6,291,347.	
Operating and Administrative Expenses					
13	Compensation of officers, directors, trustees, etc.	90,000.	0.	0.	90,000.
14	Other employee salaries and wages	310,904.	0.	233,178.	77,726.
15	Pension plans, employee benefits	75,921.	0.	56,940.	18,980.
16a	Legal fees STMT 4	8,729.	0.	6,547.	2,182.
b	Accounting fees STMT 5	60,713.	0.	45,535.	15,178.
c	Other professional fees STMT 6	1,443,307.	0.	1,441,428.	1,879.
17	Interest	1,791,911.	0.	1,965,763.	0.
18	Taxes STMT 7	89,915.	0.	0.	0.
19	Depreciation and depletion	10,234.	0.	0.	
20	Occupancy	59,377.	0.	44,533.	14,844.
21	Travel, conferences, and meetings	22,920.	0.	17,190.	5,730.
22	Printing and publications				
23	Other expenses STMT 8	2,136,340.	73,648.	2,113,723.	22,617.
24	Total operating and administrative expenses. Add lines 13 through 23	6,100,271.	73,648.	5,924,837.	249,136.
25	Contributions, gifts, grants paid				
26	Total expenses and disbursements. Add lines 24 and 25	6,100,271.	73,648.	5,924,837.	249,136.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	191,076.			
b	Net investment income (if negative, enter -0-)		0.		
c	Adjusted net income (if negative, enter -0-)			366,510.	

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LHA For Privacy Act and Paperwork Reduction Act Notice, see the instructions.

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Form 990-PF (2009)

ARIZONA HIGHER EDUCATION LOAN AUTHORITY

20-2001592

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	841,623.	1,292,418.	1,292,418.
	2 Savings and temporary cash investments			
	3 Accounts receivable	196,541.		
	Less: allowance for doubtful accounts	443,503.	196,541.	196,541.
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable	244,750,251.		
	Less: allowance for doubtful accounts	147,000.	259,733,170.	244,603,251.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	45,597.	46,226.	46,226.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis			
	Less: accumulated depreciation			
	12 Investments - mortgage loans			
	13 Investments - other	STMT 10	24,208,452.	25,785,098.
	14 Land, buildings, and equipment: basis	92,643.	52,126.	45,325.
	Less: accumulated depreciation	47,318.		45,325.
	15 Other assets (describe)	STATEMENT 11)	12,915,909.	12,768,873.
	16 Total assets (to be completed by all filers)		298,240,380.	284,737,732.
	17 Accounts payable and accrued expenses		22,395.	4,312.
	18 Grants payable			
19 Deferred revenue				
20 Loans from officers, directors, trustees and other disqualified persons				
21 Mortgages and other notes payable				
22 Other liabilities (describe)	STATEMENT 12)	292,484,077.	278,808,436.	
23 Total liabilities (add lines 17 through 22)		292,506,472.	278,812,748.	
Net Assets or Fund Balances	24 Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	Unrestricted		5,733,908.	5,924,984.
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds				
30 Total net assets or fund balances		5,733,908.	5,924,984.	
31 Total liabilities and net assets/fund balances		298,240,380.	284,737,732.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	5,733,908.
2 Enter amount from Part I, line 27a	2	191,076.
3 Other increases not included in line 2 (itemize)	3	0.
4 Add lines 1, 2, and 3	4	5,924,984.
5 Decreases not included in line 2 (itemize)	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,924,984.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b	NONE		
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8 }	3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	44,593,464.	41,122,209.	1.084413
2007	91,949,426.	50,278,881.	1.828788
2006	196,311.	0.	.000000
2005	5,850,589.	0.	.000000
2004			

2 Total of line 1, column (d)	2	2.913201
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.728300
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	25,417,595.
5 Multiply line 4 by line 3	5	18,511,634.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	0.
7 Add lines 5 and 6	7	18,511,634.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	5,642,506.

Part VI: Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	0.
4 Subtitle A (Income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	0.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d TAX PAID W/ O.R.	7	9,183.	9,183.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	9,183.	
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	0.	9,183.

Part VII-A: Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of Incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year? N/A		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> AZ		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV.</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
Website address WWW.AHELA.ORG
14 The books are in care of SHELLY MURPHY Telephone no. 480-383-8707
Located at 2141 E. BROADWAY ROAD, NO. 202, TEMPE, AZ ZIP+4 85282
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here
and enter the amount of tax-exempt interest received or accrued during the year 15 N/A

Part VII B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

1a During the year did the foundation (either directly or indirectly):
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?
Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?
b If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **N/A**
 Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **N/A** Yes No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b**
 If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No
 b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **N/A** **7b**

Part VII-C Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 13		90,000.	9,823.	7,800.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DANA REDFORD - 2141 E. BROADWAY, STE 202, TEMPE, AZ 85282	MARKETING & OUTREACH MANAGER	65,000.	8,848.	0.
ROBIN MCENTIRE - 2141 E. BROADWAY, STE 202, TEMPE, AZ 85282	ACCOUNTING MANAGER	65,000.	4,712.	0.
MERISSA RIVERA - 2141 E. BROADWAY, STE 202, TEMPE, AZ 85282	OPERATIONS MANAGER	60,000.	4,848.	0.

Total number of other employees paid over \$50,000 **0**

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	24,485,065.
b	Average of monthly cash balances	1b	1,070,109.
c	Fair market value of all other assets	1c	249,491.
d	Total (add lines 1a, b, and c)	1d	25,804,665.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	25,804,665.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	387,070.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	25,417,595.
6	Minimum investment return. Enter 5% of line 5	6	1,270,880.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	1,270,880.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	
b	Income tax for 2009. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	0.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,270,880.
4	Recoveries of amounts treated as qualifying distributions	4	20,534,845.
5	Add lines 3 and 4	5	21,805,725.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	21,805,725.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	249,136.
b	Program-related investments - total from Part IX-B	1b	5,389,927.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	3,443.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	5,642,506.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	5,642,506.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XII Undistributed Income (see instructions)

	(e) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				21,805,725.
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005	5,768,691.			
c From 2006	197,568.			
d From 2007	74,661,876.			
e From 2008	42,685,874.			
f Total of lines 3a through e	123,314,009.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$ 5,642,506.				
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				5,642,506.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (e).)	16,163,219.			16,163,219.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	107,150,790.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	107,150,790.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007	64,464,916.			
d Excess from 2008	42,685,874.			
e Excess from 2009				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling ▶
 b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year		Prior 3 years		(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see the instructions.)

1 **Information Regarding Foundation Managers:**
 a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
 Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed:

b The form in which applications should be submitted and information and materials they should include:

c Any submission deadlines:

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
NONE				
Total			3a	0.
b Approved for future payment				
NONE				
Total			3b	0.

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Asset No	Description	Date Acquired	Method	Life	Conv	Line No.	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
1	FURNITURE & FIXTURES DESK WITH STAFF AND HUTCH	05/01/06	SL	7.00		HY16	1,591				1,591	1,065		326	1,191
2	42" CONFERENCE TABLE	05/01/06	SL	7.00		HY16	228				228	155		33	188
3	34" X 64" DESK	05/01/06	SL	7.00		HY16	344				344	231		49	280
4	CRENZNA 34" ROUND CONFERENCE	05/01/06	SL	7.00		HY16	344				344	231		49	280
6	6 SITONIT BLACK CHAIRS	05/01/06	SL	7.00		HY16	878				878	590		125	715
8	60" COMPUTER CORNER	05/01/06	SL	7.00		HY16	344				344	231		49	280
9	8 SWIVEL WITH BLACK CHAIRS	05/01/06	SL	7.00		HY16	1,040				1,040	702		148	851
10	2 SITONIT SAND GUEST CHAIR	05/01/06	SL	7.00		HY16	391				391	264		56	320
12	24 X 42 DESK-RIGHT HAND	05/01/06	SL	7.00		HY16	235				235	159		34	193
13	24 X 42 DESK-LEFT HAND	05/01/06	SL	7.00		HY16	235				235	159		34	193
14	1 60" HUTCH	05/01/06	SL	7.00		HY16	710				710	477		101	578
16	2 EXECUTIVE SWIVEL BLACK CHAIR	05/01/06	SL	7.00		HY16	762				762	514		109	623
16	44" X 96" CONFERENCE TABLE	05/01/06	SL	7.00		HY16	1,144				1,144	822		68	1,076

928111
04-24-09

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

2009 DEPRECIATION AND AMORTIZATION REPORT

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Asset No.	Description	Date Acquired	Method	Life	Conv. No.	Unadjusted Cost Or Basis	Bus. % Excl.	Section 179 Expense	Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec. 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
18	20 X 60 CREDENZA	05/01/06	SL	7.00	HY16	601.				601.	405.		85.	491.
20	FILE CABINETS	05/01/06	SL	7.00	HY16	543.				543.	367.		78.	445.
22	TELEPHONE SYSTEM	07/17/06	SL	5.00	HY16	3,598.				3,598.	3,108.		490.	3,598.
24	COBICLAS	11/01/06	SL	7.00	HY16	2,758.				2,758.	1,182.		394.	1,576.
26	DELL PA 800 MZ W/MD	05/09/06	SL	5.00	HY16	2,564.				2,564.	2,359.		205.	2,564.
28	DELL LASER PRINTER 171D	06/14/06	SL	5.00	HY16	279.				279.	257.		22.	279.
30	DELL DESKTOP PR 530	06/18/06	SL	5.00	HY16	1,274.				1,274.	1,173.		101.	1,274.
32	DELL DESKTOP PR 530	06/18/06	SL	5.00	HY16	1,274.				1,274.	1,173.		101.	1,274.

828111
04-24-09

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

2009 DEPRECIATION AND AMORTIZATION REPORT

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Asset No.	Description	Date Acquired	Method	Life	C n v	Type No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
34	COPIER/PRINTER	07/24/06	SL	5.00		HY16	265.				265.	244.		21.	265.
35	PRINTER	07/21/06	SL	5.00		HY16	58.				58.	58.		10.	68.
36	DELL LATITUDE D 410	08/15/05	SL	5.00		HY16	1,404.				1,404.	1,404.		0.	1,404.
37	DELL COMPUTERS	11/03/06	SL	5.00		HY16	2,910.				2,910.	2,910.		44.	2,954.
38	ADOBE SOFTWARE CREATIVE SUITE	05/03/07	SL	3.00		HY16	1,910.				1,910.	1,910.		0.	1,910.
39	COMPUTER	05/23/05	SL	5.00		HY16	2,442.				2,442.	2,442.		408.	1,934.
40	COMPUTER	05/25/07	SL	5.00		HY16	2,042.				2,042.	1,224.		408.	1,634.
42	COMPUTER SETUP	07/22/06	SL	5.00		HY16	8,827.				8,827.	2,122.		1,765.	3,887.
43	IT PURCHASES	07/01/06	SL	5.00		HY16	15,816.				15,816.	1,916.		1,916.	13,900.
44	WEBSITE DEVELOPMENT	09/30/06	SL	5.00		HY16	3,995.				3,995.	2,397.		799.	3,196.
45	WEBSITE DEVELOPMENT	08/25/06	SL	5.00		HY16	3,995.				3,995.	2,397.		799.	3,196.
46	WEBSITE DEVELOPMENT	09/08/08	SL	5.00		HY16	2,600.				2,600.	563.		520.	1,083.
47	IT PURCHASES	04/30/10	SL	5.00		HY16	517.				517.	1,916.		1,916.	96.
48	IT PURCHASES	06/30/10	SL	5.00		HY16	1,916.				1,916.	1,916.		96.	96.
	* GRAND TOTAL 990-PF PG 1						83,503.				83,503.	42,420.		13,127.	55,547.
	DEPR														

928111 04-24-09

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

ARIZONA HIGHER EDUCATION PLAN AUTHORITY

20 001592

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
OPERATIONS	2,957.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	2,957.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ARBITRAGE REBATE	61,960.	0.	61,960.
INVESTMENT INCOME TRUST FUND	8,731.	0.	8,731.
TOTAL TO FM 990-PF, PART I, LN 4	70,691.	0.	70,691.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
STUDENT LOANS	6,160,375.	0.	6,160,375.
BOND SALES	57,324.	0.	57,324.
TOTAL TO FORM 990-PF, PART I, LINE 11	6,217,699.	0.	6,217,699.

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	8,729.	0.	6,547.	2,182.
TO FM 990-PF, PG 1, LN 16A	8,729.	0.	6,547.	2,182.

ARIZONA HIGHER EDUCATION AN AUTHORITY

20 001592

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	60,713.	0.	45,535.	15,178.
TO FORM 990-PF, PG 1, LN 16B	60,713.	0.	45,535.	15,178.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DEBT RELATED HOLDING FEES	1,435,792.	0.	1,435,792.	0.
INFORMATION TECHNOLOGY SERVICES	5,515.	0.	4,136.	1,379.
PUBLIC RELATIONS CONSULTING	2,000.	0.	1,500.	500.
TO FORM 990-PF, PG 1, LN 16C	1,443,307.	0.	1,441,428.	1,879.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	89,915.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	89,915.	0.	0.	0.

ARIZONA HIGHER EDUCATION LEARNING AUTHORITY

2009 001592

FORM 990-PF OTHER EXPENSES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SERVICE FEES	713,377.	73,648.	713,377.	0.
OFFICE EXPENSES	20,836.	0.	15,626.	5,210.
INSURANCE	44,420.	0.	33,315.	11,105.
BANK & TRUSTEE FEES	39,900.	0.	33,900.	6,000.
BROKER DEALER/AUCTION AGENT FEES	187,039.	0.	187,039.	0.
AMORTIZATION OF DEBT RELATED EXPENSES	1,129,561.	0.	1,129,561.	0.
MARKETING	1,207.	0.	905.	302.
TO FORM 990-PF, PG 1, LN 23	2,136,340.	73,648.	2,113,723.	22,617.

FOOTNOTES STATEMENT 9

FORM 990-PF AMENDED RETURN

THE 2009 FORM 990-PF IS BEING AMENDED TO PROPERLY CORRECT THE REPORTING OF PROGRAM ACTIVITY AS THE FORM 990-PF WAS FILED IN ERROR. THE ORGANIZATION WAS IMPROPERLY CLASSIFIED AS A PRIVATE FOUNDATION. THE IRS HAS ACKNOWLEDGED THAT THE ORGANIZATION QUALIFIES AS A PUBLIC CHARITY. PART I WAS ADJUSTED TO MOVE PROGRAM RELATED REVENUE AND EXPENSE FROM NET INVESTMENT INCOME TO ADJUSTED NET INCOME, WHICH IS ALSO REFLECTED IN PART IV. PART VI AND XI SHOWS THE CORRECT AMOUNT OF TAX AND REFUND DUE. PART XVI-A SHOWS THE UPDATED AMOUNT OF INVESTMENT INCOME. PART IX-A WAS ALSO INCLUDED TO PROPERLY INCLUDE THE ORGANIZATION'S DIRECT CHARITABLE ACTIVITIES. THIS AMENDED RETURN IS BEING FILED PER THE ADVICE OF THE TAXPAYER ADVOCATE IN CASE #6039285.

FORM 990-PF, PART XV - SUPPLEMENTAL INFORMATION
ARIZONA HIGHER EDUCATION LEARNING AUTHORITY BELIEVES THAT IT IS NOT REQUIRED TO SUBMIT WITH THIS FORM 990-PF EXPENDITURE RESPONSIBILITY REPORTS UNDER REGS. SEC. 53.4945 FOR ITS PROGRAM RELATED INVESTMENTS (STUDENT LOANS) OR ITS INDIVIDUAL SCHOLARSHIP GRANTS TREATED AS QUALIFYING CHARITABLE DISTRIBUTIONS BECAUSE THESE PROGRAMS ARE EXEMPT FROM TREATMENT AS TAXABLE EXPENDITURES SINCE THEY MEET THE REQUIREMENTS OF IRC SECTION 4945(G)(3).

ARIZONA HIGHER EDUCATION TRUST AUTHORITY

2015 001592

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT - BOND FUNDS	COST	25,785,098.	25,785,098.
TOTAL TO FORM 990-PF, PART II, LINE 13		25,785,098.	25,785,098.

FORM 990-PF OTHER ASSETS STATEMENT 11

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DEFERRED FEES	2,194,166.	1,761,615.	1,761,615.
LOAN PREMIUM	5,568,087.	4,820,642.	4,820,642.
ACCRUED INTEREST	5,149,107.	6,182,067.	6,182,067.
DEPOSITS	4,549.	4,549.	4,549.
TO FORM 990-PF, PART II, LINE 15	12,915,909.	12,768,873.	12,768,873.

FORM 990-PF OTHER LIABILITIES STATEMENT 12

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
BOND INTEREST	1,013,003.	755,898.
ACCRUED TRUST EXP	371,467.	414,891.
ACCRUED ARBITRAGE REBATE	1,099,607.	1,037,647.
BONDS PAYABLE	290,000,000.	276,600,000.
TOTAL TO FORM 990-PF, PART II, LINE 22	292,484,077.	278,808,436.

ARIZONA HIGHER EDUCATION BOARD AN AUTHORITY

20 001592

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 13

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
PATRICK CANTELME 2141 E. BROADWAY, STE 202 TEMPE, AZ 85282	PRESIDENT & CHAIRMAN OF TH 2.00	0.	0.	0.
LOU DERON 2141 E. BROADWAY, STE 202 TEMPE, AZ 85282	BOARD MEMBER 2.00	0.	0.	0.
ROBERT VANOSKY 2141 E. BROADWAY, STE 202 TEMPE, AZ 85282	BOARD MEMBER 2.00	0.	0.	0.
DALE HENDERSON 2141 E. BROADWAY, STE 202 TEMPE, AZ 85282	BOARD MEMBER 2.00	0.	0.	0.
SHELLY MURPHY 2141 E. BROADWAY, STE 202 TEMPE, AZ 85282	EXECUTIVE DIRECTOR 50.00	90,000.	9,823.	7,800.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		90,000.	9,823.	7,800.