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REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

To the Board of Directors
National Student Clearinghouse
Herndon, Virginia

We have examined management of National Student Clearinghouse and Affiliate's (the Clearinghouse) assertion relating to the Clearinghouse's compliance with specified compliance requirements regarding Reporting, Servicer Eligibility and Servicer's Systems and Internal Controls requirements described in Chapter 4 of the 2016 edition of the U.S. Department of Education's Guide, *Audits of Proprietary Schools and For Compliance Attestation Engagements of Third-Party Servicers Administering Title IV Programs* (the Guide) for the year ended June 30, 2023. The Clearinghouse's management is responsible for its assertion. Our responsibility is to express an opinion on management's assertion based on our examination.

Our examination was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants and the standards applicable to attestation engagements contained in *Government Auditing Standards* issued by the Comptroller General of the United States. Those standards require that we plan and perform the examination to obtain reasonable assurance about whether management's assertion is fairly stated in all material respects. An examination involves performing procedures to obtain evidence about management's assertion. The nature, timing, and extent of the procedures selected depend on our judgment, including an assessment of the risks of material misstatement of management's assertion, whether due to fraud or error. We believe that the evidence we have obtained is sufficient and appropriate to provide a reasonable basis for our opinion.

Our examination does not provide a legal determination on the Clearinghouse's compliance with the specified compliance requirements.

We are required to be independent and to meet our other ethical responsibilities in accordance with relevant ethical requirements relating to the engagement.

In our opinion, management's assertion that the Clearinghouse complied with the specified compliance requirements in the Guide for the year ended June 30, 2023, is fairly stated, in all material respects.

Intended purpose

The purpose of this examination report is solely to express an opinion on management's assertion about the Clearinghouse's compliance with the specified compliance requirements in the Guide for the year ended June 30, 2023, based on our examination. Accordingly, this report is not suitable for any other purpose.

Grant Thornton LLP

Arlington, Virginia
October 3, 2023



October 2, 2023

U.S. Department of Education
Third-Party Servicer Oversight Group -Audits U.S.
1010 Walnut Street, Suite 336
Kansas City, MO 64106-2147

We are providing you with the following assertions relating to our compliance with specified compliance requirements regarding Reporting, Servicer Eligibility and Servicer's Systems and Internal Control listed in Chapter 4 of the 2016 edition of the U.S. Department of Education's Guide, *Audits of Proprietary Schools and For Compliance Attestation Engagements of Third-Party Servicers Administering Title IV Programs (Guide)*, relative to the participation in the Federal Student Financial Assistance Programs during the year ended June 30, 2023. The National Student Clearinghouse is required to comply with the requirements that govern student financial assistance programs and that relate to the compliance categories denoted as "Responsibility of the National Student Clearinghouse" in the assertions below.

The following assertions are made to you in order to comply with the reporting requirements of the 2016 edition of the Guide. These assertions are based on regulations of the programs which are contained in 34 CFR 668 as referenced within the Guide.

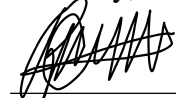
1. It was the responsibility of our institutional clients to comply with the Institutional Eligibility and Participation compliance requirements included in Chapter 4, Section C of the Guide, as of June 30, 2023, and for the year then ended. As such, it was the responsibility of our institutional clients to maintain effective internal control over compliance with those Guide requirements listed in Chapter 4, Section C.
2. We complied with the reporting requirements over Enrollment Reporting Roster Files included in Chapter 4, Section C of the Guide as of June 30, 2023, and for the year then ended. It was the responsibility of our institutional clients to ensure that the information given to us for reporting was reliable as of June 30, 2023, and for the year then ended. It was our responsibility to ensure that Enrollment Reporting Roster Files information received remained reliable and was presented in accordance with the terms of applicable agreements, with which we complied.
3. It was the responsibility of our institutional clients to comply with the Student Eligibility compliance requirements included in Chapter 4, Section C of the Guide as of June 30, 2023, and for the year then ended. As such, it was the responsibility of our institutional clients to maintain effective internal control over compliance with those Guide requirements included in Chapter 4, Section C.
4. It was the responsibility of our institutional clients to comply with the Disbursements compliance requirements listed in Chapter 4, Section C of the Guide as of June 30, 2023, and for the year then ended. As such, it was the responsibility of our institutional clients to maintain effective internal control over compliance with those Guide requirements included in Chapter 4, Section C.

5. It was the responsibility of our institutional clients to comply with the Return of Title IV Funds compliance requirements listed in Chapter 4, Section C of the Guide as of June 30, 2023, and for the year then ended. As such, it was the responsibility of our institutional clients to maintain effective internal control over compliance with those Guide requirements included in Chapter 4, Section C.
6. It was the responsibility of our institutional clients to comply with the G5 and Cash Management compliance requirements listed in Chapter 4, Section C of the Guide as of June 30, 2023, and for the year then ended. As such, it was the responsibility of our institutional clients to maintain effective internal control over compliance with those Guide requirements included in Chapter 4, Section C.
7. It was the responsibility of our institutional clients to comply with the Perkins Loan Program compliance requirements listed in Chapter 4, Section C of the Guide as of June 30, 2023, and for the year then ended. As such, it was the responsibility of our institutional clients to maintain effective internal control over compliance with those Guide requirements included in Chapter 4, Section C.
8. It was the responsibility of our institutional clients to comply with the Close Out compliance requirements listed in Chapter 4, Section C of the Guide as of June 30, 2023, and for the year then ended. As such, it was the responsibility of our institutional clients to maintain effective internal control over compliance with those Guide requirements included in Chapter 4, Section C.
9. It was the responsibility of our institutional clients to comply with the Administrative requirements listed in Chapter 4, Section C of the Guide as of June 30, 2023, and for the year then ended. As such, it was the responsibility of our institutional clients to maintain effective internal control over compliance with those Guide requirements included in Chapter 4, Section C.
10. We complied with the Servicer Eligibility compliance requirements listed in Chapter 4, Section C of the Guide. In so complying, we assert that, under the proceedings of 34 CFR 668.25(d):
 - a. We have not been limited, suspended, or terminated by the Secretary as of June 30, 2023, or within the preceding five years.
 - b. We have not, during the two most recent audits, had a finding that resulted in the Clearinghouse being required to repay an amount greater than five percent of the funds that Clearinghouse administered under Title IV programs, for any award year.
 - c. We have not been cited as of June 30, 2023, or during the preceding five years for failure to submit required audit reports in a timely fashion.
 - d. We have not been subject to a termination action and neither we, nor one or more persons or entities that exercise substantial control over the Clearinghouse, nor both:
 - i. Failed to submit financial guarantees in an amount determined to be sufficient to satisfy potential liabilities arising from Clearinghouse's administration of Title IV, Higher Education Act of 1965 (HEA) programs, and

- ii. Failed to agree to be jointly and severally liable for any liabilities arising from the Clearinghouse's administration of the Title IV, HEA programs and civil and criminal monetary penalties authorized under Title IV of the HEA
- 11. In contracts with our institutional clients, we have agreed:
 - a. To comply with all statutory or regulatory provisions, and special arrangements, agreements, limitations, suspensions, and terminations entered into under Title IV, HEA programs.
 - b. To refer to the ED Office of Inspector General for Investigations any information indicating there is reasonable cause to believe either of the following:
 - i. Our institutional clients might have engaged in fraud or other criminal misconduct in connection with the institution's administration of any Title IV, HEA program.
 - ii. An applicant for Title IV, HEA program assistance might have been engaged in fraud or other criminal misconduct in connection with his or her application.
 - c. To be jointly and severally liable with our institutional clients for any violation by the Clearinghouse of any statutory or regulatory provisions, and special arrangements, agreements, limitations, suspensions, and terminations entered into under Title IV, HEA programs.
- 12. There were no terminated contracts with institutional clients, for which the Clearinghouse was required to return to the institutional clients all records in the Clearinghouse's possession pertaining to the institution's participation in the program or programs for which services are no longer provided.
- 13. The Clearinghouse has established systems with Internal Controls, which assure compliance with requirements included in Chapter 4, Section C of the Guide for those services, which it provided as of June 30, 2023, and the year then ended.

To the best of our knowledge and belief, the foregoing assertions are true and accurate. Management of the National Student Clearinghouse recognizes that it is responsible for compliance with the aforementioned requirements.

Sincerely,



Ricardo Torres, CEO

**National Student Clearinghouse and Affiliate
Schedule of Findings and Questioned Costs
Year Ended June 30, 2023**

None noted for fiscal year ended June 30, 2023.

Note: Summary schedules A, B and C have not been submitted as they do not apply to the Clearinghouse.

The definition of material noncompliance is as follows:

Reporting – findings in the sample resulting in an error in reporting would be considered a material instance of noncompliance,

Servicer Eligibility – any finding for this attribute would be considered an instance of material noncompliance, and

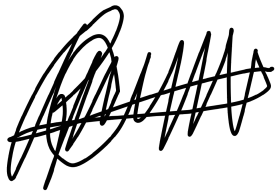
Servicer's Systems and Internal Control – findings encountered with internal control requirements would be considered material instances of noncompliance.

National Student Clearinghouse and Affiliate
Summary Schedule of Prior Findings and Questioned Costs
Year Ended June 30, 2023

There were no prior findings in the immediate prior audit/compliance attestation engagement report issued in accordance with the preceding Guide and other pertinent audits/attestation engagements or reviews.

**National Student Clearinghouse and Affiliate
Corrective Action Status
Year Ended June 30, 2023**

There were no findings for the current period.

A handwritten signature in black ink, appearing to be 'Ricardo Torres', with a large, stylized initial 'R' and several vertical strokes.

Ricardo Torres
Chief Executive Officer 703.742.4200