

SLM CORP  
Form 10-Q  
November 05, 2009

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**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**Form 10-Q**

(Mark One)

- QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
**For the quarterly period ended September 30, 2009**
- or**
- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
**For the transition period from            to**

**Commission File Number: 001-13251**

**SLM Corporation**

*(Exact name of registrant as specified in its charter)*

**Delaware**

*(State or other jurisdiction of  
incorporation or organization)*

**52-2013874**

*(I.R.S. Employer  
Identification No.)*

**12061 Bluemont Way, Reston, Virginia**

*(Address of principal executive offices)*

**20190**

*(Zip Code)*

**(703) 810-3000**

*(Registrant's telephone number, including area code)*

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company   
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date:

Class	Outstanding at September 30, 2009
Voting common stock, \$.20 par value	474,590,764 shares

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**SLM CORPORATION**

**FORM 10-Q**

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**September 30, 2009**

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(1) Definitions for capitalized terms used in this document can be found in the Glossary at the end of this document.

**Table of Contents****PART I. FINANCIAL INFORMATION****Item 1. Financial Statements**

**SLM CORPORATION**  
**CONSOLIDATED BALANCE SHEETS**  
(Dollars and shares in thousands, except per share amounts)  
(Unaudited)

	<b>September 30, 2009</b>	<b>December 31, 2008</b>
<b>Assets</b>		
FFELP Stafford and Other Student Loans (net of allowance for losses of \$101,343 and \$90,906, respectively)	\$ 43,257,743	\$ 44,025,361
FFELP Stafford Loans Held-for-Sale	23,846,566	8,450,976
FFELP Consolidation Loans (net of allowance for losses of \$54,384 and \$46,637, respectively)	69,246,231	71,743,435
Private Education Loans (net of allowance for losses of \$1,401,496 and \$1,308,043, respectively)	22,494,955	20,582,298
Other loans (net of allowance for losses of \$74,057 and \$58,395, respectively)	454,557	729,380
Investments:		
Available-for-sale	984,669	861,008
Other	850,141	180,397
Total investments	1,834,810	1,041,405
Cash and cash equivalents	5,186,998	4,070,002
Restricted cash and investments	5,760,583	3,535,286
Retained Interest in off-balance sheet securitized loans	1,838,203	2,200,298
Goodwill and acquired intangible assets, net	1,224,272	1,249,219
Other assets	11,299,006	11,140,777
Total assets	\$ 186,443,924	\$ 168,768,437
<b>Liabilities</b>		
Short-term borrowings	\$ 53,406,554	\$ 41,933,043
Long-term borrowings	124,647,818	118,224,794
Other liabilities	3,400,527	3,604,260
Total liabilities	181,454,899	163,762,097
<b>Commitments and contingencies</b>		
<b>Equity</b>		
Preferred stock, par value \$.20 per share, 20,000 shares authorized: Series A: 3,300 and 3,300 shares, respectively, issued at stated value of \$50 per share	165,000	165,000

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Series B: 4,000 and 4,000 shares, respectively, issued at stated value of \$100 per share	400,000	400,000
Series C: 7.25% mandatory convertible preferred stock; 1,012 and 1,150 shares, respectively, issued at liquidation preference of \$1,000 per share	1,012,370	1,149,770
Common stock, par value \$.20 per share, 1,125,000 shares authorized: 541,849 and 534,411 shares issued, respectively	108,362	106,883
Additional paid-in capital	4,862,071	4,684,112
Accumulated other comprehensive loss (net of tax benefit of \$25,176 and \$43,202, respectively)	(44,143)	(76,476)
Retained earnings	346,347	426,175
Total SLM Corporation stockholders' equity before treasury stock	6,850,007	6,855,464
Common stock held in treasury at cost: 67,159 and 66,958 shares, respectively	1,860,989	1,856,394
Total SLM Corporation stockholders' equity	4,989,018	4,999,070
Noncontrolling interest	7	7,270
Total equity	4,989,025	5,006,340
Total liabilities and equity	\$ 186,443,924	\$ 168,768,437

See accompanying notes to consolidated financial statements.

**Table of Contents****SLM CORPORATION**

**CONSOLIDATED STATEMENTS OF INCOME**  
(Dollars and shares in thousands, except per share amounts)  
(Unaudited)

	<b>Three Months Ended</b>		<b>Nine Months Ended</b>	
	<b>September 30,</b>		<b>September 30,</b>	
	<b>2009</b>	<b>2008</b>	<b>2009</b>	<b>2008</b>
<b>Interest income:</b>				
FFELP Stafford and Other Student Loans	\$ 303,192	\$ 516,116	\$ 969,947	\$ 1,478,190
FFELP Consolidation Loans	481,592	830,566	1,431,644	2,436,886
Private Education Loans	396,339	445,572	1,176,399	1,298,417
Other loans	11,042	19,874	45,930	64,573
Cash and investments	6,881	57,154	19,896	251,491
Total interest income	1,199,046	1,869,282	3,643,816	5,529,557
Total interest expense	673,870	1,394,533	2,519,876	4,375,896
Net interest income	525,176	474,749	1,123,940	1,153,661
Less: provisions for loan losses	321,127	186,909	849,518	467,235
Net interest income after provisions for loan losses	204,049	287,840	274,422	686,426
<b>Other income (loss):</b>				
Servicing and securitization revenue	155,065	64,990	147,248	174,262
Gains (losses) on sales of loans and securities, net	12,452	(43,899)	12,752	(122,148)
Gains (losses) on derivative and hedging activities, net	(111,556)	(241,757)	(569,326)	(152,510)
Contingency fee revenue	82,200	89,418	230,383	258,514
Collections revenue (loss)	15,580	(170,692)	16,318	(87,088)
Guarantor servicing fees	48,087	36,848	106,867	95,164
Other	150,006	93,096	741,229	295,357
Total other income (loss)	351,834	(171,996)	685,471	461,551
<b>Expenses:</b>				
Salaries and benefits	142,435	157,408	418,775	504,925
Other operating expenses	176,185	209,744	516,513	571,563
Restructuring expenses	3,592	10,508	12,795	77,926
Total expenses	322,212	377,660	948,083	1,154,414
Net income (loss) before income tax benefit	233,671	(261,816)	11,810	(6,437)
Income tax expense (benefit)	74,363	(103,819)	(3,884)	(13,233)

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Net income (loss)	159,308	(157,997)	15,694	6,796
Less: net income attributable to noncontrolling interest	198	544	690	3,405
<b>Net income (loss) attributable to SLM Corporation</b>	<b>159,110</b>	<b>(158,541)</b>	<b>15,004</b>	<b>3,391</b>
Preferred stock dividends	42,627	27,474	94,822	83,890
Net income (loss) attributable to SLM Corporation common stock	\$ 116,483	\$ (186,015)	\$ (79,818)	\$ (80,499)
Basic earnings (loss) per common share attributable to SLM Corporation common shareholders	\$ .25	\$ (.40)	\$ (.17)	\$ (.17)
Average common shares outstanding	470,280	466,646	467,960	466,625
Diluted earnings (loss) per common share attributable to SLM Corporation common shareholders	\$ .25	\$ (.40)	\$ (.17)	\$ (.17)
Average common and common equivalent shares outstanding	471,058	466,646	467,960	466,625
Dividends per common share attributable to SLM Corporation common shareholders	\$	\$	\$	\$

See accompanying notes to consolidated financial statements.



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## SLM CORPORATION

**CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY**  
(Dollars in thousands, except share and per share amounts)  
(Unaudited)

Issued	Common Stock Shares		Preferred Stock	Common Stock	Additional Paid-In Capital	Accumulated Other Comprehensive Income (Loss)	Retained Earnings	Treasury Stock
	Treasury	Outstanding						
4,010,178	(66,444,785)	467,565,393	\$ 1,715,000	\$ 106,802	\$ 4,637,731	\$ 61,994	\$ 855,527	\$ (1,842,050)
							(158,541)	
						(4,686)		
						(10,338)		
						(283)		
							(2,875)	
							(3,592)	
							(20,843)	
							(3)	
399,904	525	400,429		80	11,654			
					164		(164)	
9,595		9,595	(230)	2	228			
					(3,342)			

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						19,179			
	(507,731)	(507,731)							(14,29)
4,419,677	(66,951,991)	467,467,686	\$ 1,714,770	\$ 106,884	\$ 4,665,614	\$ 46,687	\$ 669,509	\$	(1,856,34)
4,841,879	(67,128,199)	467,713,680	\$ 1,714,770	\$ 106,969	\$ 4,709,053	\$ (48,683)	\$ 229,865	\$	(1,860,44)
							159,110		
							1,420		
							3,346		
							(226)		
									(2,875)
									(1,299)
									(17,906)
									(1)
15,048		15,048		(5)	279				
									164
									(164)
5,992,368		6,992,368	(137,400)	1,398	146,423				(20,383)
									(2,843)
									8,995
	(30,876)	(30,876)							(54)
8,849,295	(67,159,075)	474,690,220	\$ 1,577,370	\$ 108,362	\$ 4,862,071	\$ (44,143)	\$ 346,347	\$	(1,860,98)

See accompanying notes to consolidated financial statements.

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## SLM CORPORATION

**CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS EQUITY**  
(Dollars in thousands, except share and per share amounts)  
(Unaudited)

Issued	Common Stock Shares		Preferred Stock	Common Stock	Additional Paid-In Capital	Accumulated Other Comprehensive Income (Loss)	Retained Earnings	Treasury Stock
	Treasury	Outstanding						
4,493,081	(65,951,394)	466,541,687	\$ 1,565,000	\$ 106,499	\$ 4,590,174	\$ 236,364	\$ 557,204	\$ (1,831,700)
							3,391	
						(26,199)		
						31,932		
						(755)		
							(8,625)	
							(12,489)	
							(62,289)	
							(1,851)	
9,917,001	3,667	1,920,668		383	30,358			
			150,000		(4,168)		(487)	
9,595		9,595	(230)	2	228			

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						(13,358)		
						62,380		
							(194,655)	194,655
	(1,004,264)	(1,004,264)						(24,711)
,419,677	(66,951,991)	467,467,686	\$ 1,714,770	\$ 106,884	\$ 4,665,614	\$ 46,687	\$ 669,509	\$ (1,856,341)
,411,271	(66,958,400)	467,452,871	\$ 1,714,770	\$ 106,883	\$ 4,684,112	\$ (76,476)	\$ 426,175	\$ (1,856,391)
							15,004	
							3,689	
							29,361	
							(717)	
								(8,625)
								(5,742)
								(59,586)
								(10)
445,656	98	445,754		81	2,505			
					486			(486)
,992,368		6,992,368	(137,400)	1,398	146,423			(20,383)

(8,662)

37,207

(200,773)

(200,773)

(4,60

,849,295 (67,159,075) 474,690,220 \$ 1,577,370 \$ 108,362 \$ 4,862,071 \$ (44,143) \$ 346,347 \$ (1,860,98

See accompanying notes to consolidated financial statements.

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**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**(Dollars in thousands)**  
**(Unaudited)**

	<b>Nine Months Ended</b>	
	<b>September 30,</b>	
	<b>2009</b>	<b>2008</b>
<b>Operating activities</b>		
Net income	\$ 15,694	\$ 6,796
Adjustments to reconcile net income to net cash used in operating activities:		
(Gains) losses on sales of loans and securities, net	(12,752)	122,148
Stock-based compensation cost	40,073	69,937
Unrealized (gains)/losses on derivative and hedging activities	491,644	125,457
Provisions for loan losses	849,518	467,235
Decrease in purchased paper mortgages, net	233,130	200,098
Student loans originated for sale, net	(15,846,043)	(4,102,691)
Decrease in restricted cash other	44,201	61,131
Decrease (increase) in accrued interest receivable	241,377	(240,906)
(Decrease) in accrued interest payable	(439,920)	(192,335)
Adjustment for non-cash loss related to Retained Interest	333,951	361,141
Decrease in other assets, goodwill and acquired intangible assets, net	91,405	361,804
Increase (decrease) in other liabilities	40,870	(149,966)
 Total adjustments	 (13,932,546)	 (2,916,947)
 Net cash used in operating activities	 (13,916,852)	 (2,910,151)
<b>Investing activities</b>		
Student loans acquired	(7,211,675)	(20,527,609)
Loans purchased from securitized trusts	(5,030)	(1,201,058)
Reduction of student loans:		
Installment payments, claims and other	7,997,484	7,997,789
Proceeds from sales of student loans	515,140	25,844
Other loans originated	(2,818)	(1,097,231)
Other loans repaid	237,980	1,470,040
Other investing activities, net	(676,612)	(67,006)
Purchases of available-for-sale securities	(104,663,811)	(93,787,195)
Proceeds from sales of available-for-sale securities	100,056	
Proceeds from maturities of available-for-sale securities	104,417,273	95,830,890
Purchase of held-to-maturity and other securities		(500,255)
Proceeds from maturities of held-to-maturity securities and other securities	68,991	12,502
(Increase) decrease in restricted cash on-balance sheet trusts	(1,318,410)	629,001
Return of investment from Retained Interest	16,361	352,633
Purchase of subsidiaries, net of cash acquired		(37,868)

Net cash used in investing activities	(525,071)	(10,899,523)
<b>Financing activities</b>		
Borrowings collateralized by loans in trust issued	11,572,592	17,986,955
Borrowings collateralized by loans in trust repaid	(4,196,889)	(4,819,485)
Asset-backed commercial paper conduits, net	(15,504,025)	(1,733,537)
ED Participation Program, net	15,499,015	3,554,618
ED Conduit Program facility, net	14,189,923	
Other short-term borrowings issued	298,294	2,001,875
Other short-term borrowings repaid	(1,198,661)	(1,067,281)
Other long-term borrowings issued	4,333,173	2,437,226
Other long-term borrowings repaid	(8,335,181)	(8,495,343)
Other financing activities, net	(1,006,261)	195,843
Excess tax benefit from the exercise of stock-based awards		281
Common stock issued	6	5,983
Preferred stock issued		145,345
Preferred dividends paid	(83,915)	(83,403)
Noncontrolling interest, net	(9,152)	(5,581)
Net cash provided by financing activities	15,558,919	10,123,496
Net increase (decrease) in cash and cash equivalents	1,116,996	(3,686,178)
Cash and cash equivalents at beginning of period	4,070,002	7,582,031
<b>Cash and cash equivalents at end of period</b>	<b>\$ 5,186,998</b>	<b>\$ 3,895,853</b>
Cash disbursements made for:		
Interest	\$ 3,070,349	\$ 4,801,466
Income taxes	\$ 292,115	\$ 697,146

See accompanying notes to consolidated financial statements.



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**SLM CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**(Information at September 30, 2009 and for the three and nine months ended**  
**September 30, 2009 and 2008 is unaudited)**  
**(Dollars in thousands, except per share amounts, unless otherwise noted)**

**1. Significant Accounting Policies**

***Basis of Presentation***

The accompanying unaudited, consolidated financial statements of SLM Corporation (the Company or Sallie Mae) have been prepared in accordance with generally accepted accounting principles in the United States of America (GAAP) for interim financial information. Accordingly, they do not include all of the information and footnotes required by GAAP for complete consolidated financial statements. In the opinion of management, all adjustments considered necessary for a fair statement of the results for the interim periods have been included. The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Actual results could differ from those estimates. Operating results for the three months ended September 30, 2009 are not necessarily indicative of the results for the year ending December 31, 2009. These unaudited financial statements should be read in conjunction with the audited financial statements and related notes included in the Company's 2008 Annual Report on Form 10-K. Management has evaluated subsequent events, and the impact on the reported results and disclosures, through November 4, 2009, which is the date these financial statements were issued.

***Reclassifications***

Certain reclassifications have been made to the balances as of and for the three and nine months ended September 30, 2008 to be consistent with classifications adopted for 2009, and had no effect on net income, total assets, or total liabilities.

***Recently Issued Accounting Pronouncements***

**FASB Accounting Standards Codification**

The Company adopted, as of July 1, 2009, the Financial Accounting Standards Board's (FASB's) Accounting Standards Codification (ASC) as the source of authoritative accounting principles recognized by the FASB to be applied by nongovernmental entities in the preparation of financial statements in conformity with GAAP. The ASC does not change authoritative guidance. Accordingly, implementing the ASC did not change any of the Company's accounting, and therefore, did not have an impact on the consolidated results of the Company. References to authoritative GAAP literature have been updated accordingly.

**Transfers of Financial Assets and the Variable Interest Entity (VIE) Consolidation Model**

In June 2009, the FASB issued topic updates to ASC 860, Transfers and Servicing, and to ASC 810, Consolidation.

The topic update to ASC 860, among other things, (1) eliminates the concept of a Qualifying Special Purpose Entity (QSPE), (2) changes the requirements for derecognizing financial assets, (3) changes the amount of the recognized gain/loss on a transfer accounted for as a sale when beneficial interests are received by the transferor, and (4) requires

additional disclosure. The topic update to ASC 860 is effective for fiscal years beginning after November 15, 2009.

The topic update to ASC 810 significantly changes the consolidation model for Variable Interest Entities ( VIEs ). The topic update amends ASC 810 and, among other things, (1) eliminates the exemption for QSPEs, (2) provides a new approach for determining who should consolidate a VIE, that is more focused on control rather than economic interest, (3) changes when it is necessary to reassess who should consolidate a

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**SLM CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**(Information at September 30, 2009 and for the three and nine months ended**  
**September 30, 2009 and 2008 is unaudited)**  
**(Dollars in thousands, except per share amounts, unless otherwise noted)**

**1. Significant Accounting Policies (Continued)**

VIE and (4) requires additional disclosure. The topic update to ASC 810 is effective for the first annual reporting period beginning after November 15, 2009.

The Company is currently evaluating the impact of these topic updates to its consolidated financial statements. Based on the Company's preliminary review, management expects these changes will lead to the consolidation of QSPEs that are currently not consolidated by the Company. Assuming no changes to the Company's current business model, the Company will consolidate its securitization trusts that are currently off-balance sheet on January 1, 2010 at their historical cost basis. The historical cost basis is the basis that would exist if these securitization trusts had remained on balance sheet since they settled. These new accounting rules would also be applied to new transactions entered into from January 1, 2010 forward. If these topic updates had been adopted as of September 30, 2009, the Company would have removed the \$1.8 billion of Residual Interests associated with these trusts from the consolidated balance sheet and the Company would have consolidated \$36.1 billion of assets and \$35.4 billion of liabilities, which would have resulted in an approximate \$0.7 billion after-tax reduction of stockholders' equity as of September 30, 2009. Management allocates capital on a Managed Basis. This change will not impact management's view of capital adequacy.

**Subsequent Events**

In May 2009, the FASB issued a topic update on ASC 855, Subsequent Events. This topic update is intended to establish general standards of accounting for, and disclosure of, events that occur after the balance sheet date but before financial statements are issued or are available to be issued. Specifically, this topic update sets forth the period after the balance sheet date during which management of a reporting entity should evaluate events or transactions that may occur for potential recognition or disclosure in the financial statements, the circumstances under which an entity should recognize events or transactions occurring after the balance sheet date in its financial statements, and the disclosures that an entity should make about events or transactions that occurred after the balance sheet date. The topic update to ASC 855 is effective for fiscal years and interim periods ending after June 15, 2009. The Company adopted this topic update effective June 15, 2009 and has evaluated any events subsequent to September 30, 2009, and their impact on the reported results and disclosures, through the date of this filing.

**Fair Value Measurements**

In August 2009, the FASB issued a topic update to ASC 820, Fair Value Measurements and Disclosures. The update provides clarification for the valuation of liabilities when a quoted price in an active market for the liability does not exist, and clarifies that a quoted price for the liability when traded as an asset (when no adjustments are required) is a Level 1 fair value measurement. In addition, it also clarifies that an entity is not required to adjust the value of a liability for the existence of a restriction that prevents the transfer of the liability. This topic update is effective for the Company beginning October 1, 2009 and will not be material to the Company.

On April 9, 2009, the FASB issued three ASC topic updates regarding fair value measurements and recognition of impairment. Under ASC 320, Investments Debt and Equity Securities, impairment must be recorded within the consolidated statements of income for debt securities if there exists a fair value loss and the entity intends to sell the security or it is more likely than not the entity will be required to sell the security before recovery of the loss. Additionally, expected credit losses must be recorded through income regardless of the impairment determination above. Remaining fair value losses are recorded to other comprehensive income. ASC 825, Financial Instruments, requires interim disclosures of the fair value of financial

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**SLM CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**(Information at September 30, 2009 and for the three and nine months ended**  
**September 30, 2009 and 2008 is unaudited)**  
**(Dollars in thousands, except per share amounts, unless otherwise noted)**

**1. Significant Accounting Policies (Continued)**

instruments that were previously only required annually. Finally, the topic update to ASC 820, Fair Value Measurements and Disclosures, provides guidance for determining when a significant decrease in market activity has occurred and when a transaction is not orderly. It further reiterates that prices from inactive markets or disorderly transactions should carry less weight, if any, to the determination of fair value. These topic updates were effective for the Company beginning April 1, 2009. The adoption of these topic updates was not material to the Company.

On February 12, 2008, the FASB issued another topic update on ASC 820, which defers the effective date of the topic for nonfinancial assets and liabilities, except for such items that are recognized or disclosed at fair value in the financial statements on a recurring basis. This topic update delayed the implementation of these areas of ASC 820 for the Company's accounting of goodwill, acquired intangibles, and other nonfinancial assets and liabilities that are measured at the lower of cost or market until January 1, 2009. Adoption of this topic update was not material to the Company.

**Business Combinations**

In December 2007, the FASB issued a topic update to ASC 805, Business Combinations. The update requires the acquiring entity in a business combination to recognize the entire acquisition-date fair value of assets acquired and liabilities assumed in both full and partial acquisitions; changes the recognition of assets acquired and liabilities assumed related to contingencies; changes the recognition and measurement of contingent consideration; requires expensing of most transaction and restructuring costs; and requires additional disclosures to enable the users of the financial statements to evaluate and understand the nature and financial effect of the business combination. The ASC 805 topic update applies to all transactions or other events in which the Company obtains control of one or more businesses. The ASC topic update applies prospectively to business combinations for which the acquisition date is on or after the beginning of the reporting period beginning on or after December 15, 2008, which for the Company was January 1, 2009. The adoption of this topic update on January 1, 2009 did not have a material effect on the Company's results of operations or financial position.

In February 2009, the FASB issued another topic update to ASC 805. This additional update amends the provisions related to the initial recognition and measurement, subsequent measurement and disclosure of assets and liabilities arising from contingencies in a business combination under ASC 805. The ASC topic update had the same effective date as the topic update to ASC 805 referenced above. The adoption of this topic update did not have a material effect on the Company's results of operations or financial position.

**Noncontrolling Interests in Consolidated Financial Statements**

In December 2007, the FASB issued a topic update to ASC 810, Consolidation. This update requires reporting entities to present noncontrolling (minority) interests as equity (as opposed to presentation as a liability or mezzanine equity) and provides guidance on the accounting for transactions between an entity and noncontrolling interests. On

January 1, 2009, the Company adopted this ASC topic update, the provisions of which, among other things, require that minority interests be renamed noncontrolling interests and that a company present a consolidated net income (loss) measure that includes the amount attributable to such noncontrolling interests for all periods presented. The topic update to ASC 810 applies prospectively for reporting periods beginning on or after December 15, 2008, except for the presentation and disclosure requirements which are applied retrospectively for all periods presented. The Company has reclassified financial statement line items within its consolidated balance sheets, statements of income, statements of

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**1. Significant Accounting Policies (Continued)**

changes in stockholders' equity and statements of cash flows for the prior period to conform to this topic update. Other than the change in presentation of noncontrolling interests, the adoption of this topic update had no impact on the consolidated financial statements.

**Disclosures about Derivative Investments and Hedging Activities**

In March 2008, the FASB updated ASC 815, Derivatives and Hedging. This topic update requires enhanced disclosures about an entity's derivative and hedging activities, including (1) how and why an entity uses derivative instruments, (2) how derivative instruments and related hedged items are accounted for under ASC 815 and its related interpretations, and (3) how derivative instruments and related hedged items affect an entity's financial position, financial performance, and cash flows. To meet those objectives, the topic update requires qualitative disclosures about objectives and strategies for using derivatives, quantitative disclosures about fair value amounts and gains and losses on derivative instruments, and disclosures about credit-risk-related contingent features in derivative agreements. This ASC topic update is effective for financial statements issued for fiscal years and interim periods beginning after November 15, 2008. The Company adopted this topic update on January 1, 2009.

**2. Allowance for Loan Losses**

The Company's provisions for loan losses represent the periodic expense of maintaining an allowance sufficient to absorb incurred losses, net of recoveries, in the held-for-investment loan portfolios. The evaluation of the provisions for loan losses is inherently subjective as it requires material estimates that may be susceptible to significant changes. The Company believes that the allowance for loan losses is appropriate to cover probable losses incurred in the loan portfolios.

The following table summarizes the total loan provisions for the three and nine months ended September 30, 2009 and 2008.

	<b>Three Months Ended</b>		<b>Nine Months Ended</b>	
	<b>September 30,</b>		<b>September 30,</b>	
	<b>2009</b>	<b>2008</b>	<b>2009</b>	<b>2008</b>
Private Education Loans	\$ 287,315	\$ 135,813	\$ 732,619	\$ 374,262
FFELP Stafford and Other Student Loans	20,918	40,407	80,911	75,805
Mortgage and consumer loans	12,894	10,689	35,988	17,168
Total provisions for loan losses	\$ 321,127	\$ 186,909	\$ 849,518	\$ 467,235





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**2. Allowance for Loan Losses (Continued)****Allowance for Private Education Loan Losses**

The following table summarizes changes in the allowance for loan losses for Private Education Loans for the three and nine months ended September 30, 2009 and 2008.

	<b>Three Months Ended</b>		<b>Nine Months Ended</b>	
	<b>September 30,</b>		<b>September 30,</b>	
	<b>2009</b>	<b>2008</b>	<b>2009</b>	<b>2008</b>
<b>Allowance at beginning of period</b>	\$ 1,396,707	\$ 1,129,000	\$ 1,308,043	\$ 1,003,964
Provision for Private Education Loan losses	287,315	135,813	732,619	374,262
Charge-offs	(292,845)	(76,312)	(670,603)	(205,913)
Reclassification of interest reserve <sup>(1)</sup>	10,319	8,393	31,437	24,581
<b>Allowance at end of period</b>	<b>\$ 1,401,496</b>	<b>\$ 1,196,894</b>	<b>\$ 1,401,496</b>	<b>\$ 1,196,894</b>
Charge-offs as a percentage of average loans in repayment (annualized)	9.6%	3.5%	7.7%	3.5%
Charge-offs as a percentage of average loans in repayment and forbearance (annualized)	8.9%	3.1%	7.1%	3.0%
Allowance as a percentage of the ending total loan balance	5.7%	5.6%	5.7%	5.6%
Allowance as a percentage of ending loans in repayment	11.4%	13.3%	11.4%	13.3%
Allowance coverage of charge-offs (annualized)	1.2	3.9	1.6	4.4
Ending total loans <sup>(2)</sup>	\$ 24,439,749	\$ 21,548,294	\$ 24,439,749	\$ 21,548,294
Average loans in repayment	\$ 12,082,965	\$ 8,703,525	\$ 11,633,640	\$ 7,933,067
Ending loans in repayment	\$ 12,254,212	\$ 9,015,795	\$ 12,254,212	\$ 9,015,795

<sup>(1)</sup> Represents the additional allowance related to the amount of uncollectible interest reserved within interest income that is transferred in the period to the allowance for loan losses when interest is capitalized to a loan's principal balance.

(2) Ending total loans represents gross Private Education Loans, plus the receivable for partially charged-off loans.

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**2. Allowance for Loan Losses (Continued)****Private Education Loan Delinquencies**

The table below presents the Company's Private Education Loan delinquency trends as of September 30, 2009, December 31, 2008, and September 30, 2008.

<b>(Dollars in millions)</b>	<b>Private Education Loan Delinquencies</b>					
	<b>September 30, 2009</b>		<b>December 31, 2008</b>		<b>September 30, 2008</b>	
	<b>Balance</b>	<b>%</b>	<b>Balance</b>	<b>%</b>	<b>Balance</b>	<b>%</b>
Loans in-school/grace/deferment <sup>(1)</sup>	\$ 10,899		\$ 10,159		\$ 11,263	
Loans in forbearance <sup>(2)</sup>	851		862		1,085	
Loans in repayment and percentage of each status:						
Loans current	10,458	85.3%	9,748	87.2%	7,902	87.6%
Loans delinquent 31-60 days <sup>(3)</sup>	551	4.5	551	4.9	393	4.4
Loans delinquent 61-90 days <sup>(3)</sup>	353	2.9	296	2.6	249	2.8
Loans delinquent greater than 90 days <sup>(3)</sup>	892	7.3	587	5.3	472	5.2
Total Private Education Loans in repayment	12,254	100%	11,182	100%	9,016	100%
Total Private Education Loans, gross	24,004		22,203		21,364	
Private Education Loan unamortized discount	(543)		(535)		(514)	
Total Private Education Loans	23,461		21,668		20,850	
Private Education Loan receivable for partially charged-off loans	435		222		184	
Private Education Loan allowance for losses	(1,401)		(1,308)		(1,197)	
Private Education Loans, net	\$ 22,495		\$ 20,582		\$ 19,837	
Percentage of Private Education Loans in repayment		51.1%		50.4%		42.2%

Delinquencies as a percentage of Private Education Loans in repayment	14.7%	12.8%	12.4%
Loans in forbearance as a percentage of loans in repayment and forbearance	6.5%	7.2%	10.7%

- (1) Loans for borrowers who may be attending school or engaging in other permitted educational activities and are not yet required to make payments on their loans, e.g., residency periods for medical students or a grace period for bar exam preparation.
- (2) Loans for borrowers who have used their allowable deferment time or do not qualify for deferment and need additional time to obtain employment or who have temporarily ceased making full payments due to hardship or other factors consistent with the established loan program servicing procedures and policies.
- (3) The period of delinquency is based on the number of days scheduled payments are contractually past due.

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**2. Allowance for Loan Losses (Continued)****Allowance for FFELP Loan Losses**

The following table summarizes changes in the allowance for loan losses for the FFELP loan portfolio for the three and nine months ended September 30, 2009 and 2008.

	<b>Three Months Ended</b>		<b>Nine Months Ended</b>	
	<b>September 30,</b>		<b>September 30,</b>	
	<b>2009</b>	<b>2008</b>	<b>2009</b>	<b>2008</b>
<b>Allowance at beginning of period</b>	\$ 153,038	\$ 97,693	\$ 137,543	\$ 88,729
Provision for FFELP loan losses	20,918	40,407	80,911	75,805
Charge-offs	(16,977)	(15,932)	(60,708)	(42,643)
Increase (decrease) for student loan sales and other	(1,252)	1,087	(2,019)	1,364
<b>Allowance at end of period</b>	<b>\$ 155,727</b>	<b>\$ 123,255</b>	<b>\$ 155,727</b>	<b>\$ 123,255</b>
Charge-offs as a percentage of average loans in repayment (annualized)	.1%	.1%	.1%	.1%
Charge-offs as a percentage of average loans in repayment and forbearance (annualized)	.1%	.1%	.1%	.1%
Allowance as a percentage of the ending total loan balance	.1%	.1%	.1%	.1%
Allowance as a percentage of ending loans in repayment	.2%	.2%	.2%	.2%
Allowance coverage of charge-offs (annualized)	2.3	1.9	1.9	2.2
Ending total loans	\$ 134,087,420	\$ 119,165,201	\$ 134,087,420	\$ 119,165,201
Average loans in repayment	\$ 69,679,688	\$ 66,858,709	\$ 69,195,627	\$ 65,691,920
Ending loans in repayment	\$ 69,832,792	\$ 67,074,302	\$ 69,832,792	\$ 67,074,302

The Company maintains an allowance for Risk Sharing loan losses on its FFELP loan portfolio. The level of Risk Sharing has varied over the past few years with legislative changes. As of September 30, 2009, 55 percent of the

on-balance sheet FFELP loan portfolio was subject to three-percent Risk Sharing, 44 percent was subject to two-percent Risk Sharing and the remaining 1 percent was not subject to any Risk Sharing.

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**2. Allowance for Loan Losses (Continued)****FFELP Loan Delinquencies**

The table below shows the Company's FFELP loan delinquency trends as of September 30, 2009, December 31, 2008 and September 30, 2008.

<b>(Dollars in millions)</b>	<b>FFELP Loan Delinquencies</b>					
	<b>September 30, 2009</b>		<b>December 31, 2008</b>		<b>September 30, 2008</b>	
	<b>Balance</b>	<b>%</b>	<b>Balance</b>	<b>%</b>	<b>Balance</b>	<b>%</b>
Loans in-school/grace/deferment <sup>(1)</sup>	\$ 50,795		\$ 39,270		\$ 40,056	
Loans in forbearance <sup>(2)</sup>	13,459		12,483		12,035	
Loans in repayment and percentage of each status:						
Loans current	57,934	83.0%	58,811	83.8%	56,874	84.8%
Loans delinquent 31-60 days <sup>(3)</sup>	4,225	6.0	4,044	5.8	3,707	5.5
Loans delinquent 61-90 days <sup>(3)</sup>	2,041	2.9	2,064	2.9	1,683	2.5
Loans delinquent greater than 90 days <sup>(3)</sup>	5,633	8.1	5,255	7.5	4,810	7.2
<b>Total FFELP loans in repayment</b>	<b>69,833</b>	<b>100%</b>	<b>70,174</b>	<b>100%</b>	<b>67,074</b>	<b>100%</b>
<b>Total FFELP loans, gross</b>	<b>134,087</b>		<b>121,927</b>		<b>119,165</b>	
FFELP loan unamortized premium	2,419		2,431		2,449	
<b>Total FFELP loans</b>	<b>136,506</b>		<b>124,358</b>		<b>121,614</b>	
FFELP loan allowance for losses	(156)		(138)		(123)	
<b>FFELP loans, net</b>	<b>\$ 136,350</b>		<b>\$ 124,220</b>		<b>\$ 121,491</b>	
Percentage of FFELP loans in repayment		52.1%		57.6%		56.3%
Delinquencies as a percentage of FFELP loans in repayment		17.0%		16.2%		15.2%
FFELP loans in forbearance as a percentage of loans in repayment and forbearance		16.2%		15.1%		15.2%

- (1) Loans for borrowers who may be attending school or engaging in other permitted educational activities and are not yet required to make payments on the loans, e.g., residency periods for medical students or a grace period for bar exam preparation, as well as loans for borrowers who have requested extension of grace period during employment transition or who have temporarily ceased making full payments due to hardship or other factors.
- (2) Loans for borrowers who have used their allowable deferment time or do not qualify for deferment, and need additional time to obtain employment or who have temporarily ceased making full payments due to hardship or other factors, consistent with the established loan program servicing policies and procedures.
- (3) The period of delinquency is based on the number of days scheduled payments are contractually past due.



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**3. Investments**

A summary of investments and restricted investments as of September 30, 2009 and December 31, 2008 follows:

	<b>Amortized Cost</b>	<b>September 30, 2009 Gross Unrealized Gains</b>	<b>Gross Unrealized Losses</b>	<b>Fair Value</b>
<b>Investments</b>				
<i>Available-for-sale</i>				
U.S. Treasury securities and other U.S. government agency obligations	\$ 7,029	\$ 8	\$	\$ 7,037
Other securities:				
Asset-backed securities	113,096	689	(56)	113,729
Commercial paper and asset-backed commercial paper	849,985			849,985
Municipal bonds	10,298	2,255		12,553
Other	1,547		(182)	1,365
Total investment securities available-for-sale	\$ 981,955	\$ 2,952	\$ (238)	\$ 984,669
<b>Restricted Investments</b>				
<i>Available-for sale</i>				
U.S. Treasury securities and other U.S. government agency obligations	\$ 27,366	\$ 2	\$	\$ 27,368
Guaranteed investment contracts	34,619			34,619
Total restricted investments available-for-sale	\$ 61,985	\$ 2	\$	\$ 61,987
<i>Held-to-maturity</i>				
Guaranteed investment contracts	\$ 3,963	\$	\$	\$ 3,963
Other	215			215
Total restricted investments held-to-maturity	\$ 4,178	\$	\$	\$ 4,178



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**3. Investments (Continued)**

		<b>December 31, 2008</b>		
	<b>Amortized</b>	<b>Gross</b>	<b>Gross</b>	<b>Fair</b>
	<b>Cost</b>	<b>Unrealized</b>	<b>Unrealized</b>	<b>Value</b>
		<b>Gains</b>	<b>Losses</b>	
<b>Investments</b>				
<i>Available-for-sale</i>				
U.S. Treasury securities and other U.S. government agency obligations	\$ 8,908	\$ 195	\$	\$ 9,103
Other securities:				
Asset-backed securities	40,907	13	(4,299)	36,621
Commercial paper and asset-backed commercial paper	801,169			801,169
Municipal bonds	10,883	1,924		12,807
Other	1,673		(365)	1,308
Total investment securities available-for-sale	\$ 863,540	\$ 2,132	\$ (4,664)	\$ 861,008
<b>Restricted Investments</b>				
<i>Available-for sale</i>				
Guaranteed investment contracts	\$ 31,914	\$	\$	\$ 31,914
Total restricted investments available-for-sale	\$ 31,914	\$	\$	\$ 31,914
<i>Held-to-maturity</i>				
Guaranteed investment contracts	\$ 5,500	\$	\$	\$ 5,500
Other	215			215
Total restricted investments held-to-maturity	\$ 5,715	\$	\$	\$ 5,715

In addition to the restricted investments detailed above, at September 30, 2009 and December 31, 2008, the Company had restricted cash of \$5.7 billion and \$3.5 billion, respectively.

As of September 30, 2009 and December 31, 2008, \$2 million and \$(2) million, respectively, of the net unrealized gain (loss) (after tax) related to available-for-sale investments was included in accumulated other comprehensive income. As of September 30, 2009 and December 31, 2008, \$54 million (\$28 million of this is in restricted cash and investments on the balance sheet) and \$26 million (none of which is in restricted cash and investments on the balance

sheet), respectively, of available-for-sale investment securities were pledged as collateral.

There were no sales of investments during the three-months ended September 30, 2009. In the nine months ended September 30, 2009, the Company sold available-for-sale securities with a fair value of \$100 million, resulting in no realized gain or loss. There were no sales of securities in the three and nine months ended September 30, 2008. The cost basis for these securities was determined through specific identification of the securities sold.

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**3. Investments (Continued)**

As of September 30, 2009, the stated maturities for the investments (including restricted investments) are shown in the following table:

<b>Year of Maturity</b>	<b>September 30, 2009</b>		
	<b>Held-to-Maturity</b>	<b>Available-for-Sale<sup>(1)</sup></b>	<b>Other</b>
2009	\$	\$ 885,755	\$ 779,144
2010	215		6,872
2011			5,125
2012			
2013		838	
2014-2018		12,553	30,607
After 2018	3,963	147,510	28,393
<b>Total</b>	<b>\$ 4,178</b>	<b>\$ 1,046,656</b>	<b>\$ 850,141</b>

<sup>(1)</sup> Available-for-sale securities are stated at fair value.

At September 30, 2009 and December 31, 2008, the Company also had other investments of \$850 million and \$180 million, respectively. At September 30, 2009, other investments included a \$737 million receivable for cash collateral posted to derivative counterparties. Other investments also included leveraged leases which at September 30, 2009 and December 31, 2008, totaled \$66 million and \$76 million, respectively, that are general obligations of American Airlines and Federal Express Corporation. At September 30, 2009 and December 31, 2008, other investments also included the Company's remaining investment in The Reserve Primary Fund totaling \$42 million and \$97 million, respectively.

**4. Goodwill and Acquired Intangible Assets*****Goodwill***

All acquisitions must be assigned to a reporting unit or units. A reporting unit is the same as or one level below an operating segment. The following table summarizes the Company's allocation of goodwill to its reporting units.

(Dollars in millions)	As of	
	September 30, 2009	2008
Lending	\$ 388	\$ 388
Asset Performance Group	401	401
Guarantor services	62	62
Upromise	140	140
Total	\$ 991	\$ 991

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**4. Goodwill and Acquired Intangible Assets (Continued)**

***Impairment Testing***

The Company performs goodwill impairment testing annually in the fourth quarter as of a September 30 valuation date or more frequently if an event occurs or circumstances change such that there is a potential that the fair value of a reporting unit or reporting units may be below their respective carrying values.

On February 26, 2009, the Obama Administration (the Administration ) issued its 2010 budget request to Congress, which included provisions that could significantly impact the FFELP. In light of the potential implications of the Administration's 2010 budget proposal to the Company's business model, as well as continued uncertainty in the economy, the tight credit markets and the Company's decline in market capitalization during the first quarter of 2009, the Company assessed goodwill impairment as of March 31, 2009. This assessment resulted in estimated fair values of the Company's reporting units in excess of their carrying values. Accordingly, no goodwill impairment was recorded in the first quarter.

On September 17, 2009, the House of Representatives passed H.R. 3221, The Student Aid and Fiscal Responsibility Act ( SAFRA ), which was consistent with the Administration's 2010 budget request to Congress. SAFRA would eliminate the FFELP and require that, after July 1, 2010, all new federal student loans be made through the Direct Student Loan Program. The Senate has yet to take up the legislation. In addition to reform included in the House-passed legislation, there are several other reforms that may be considered as the legislation moves forward. These include a possible extension of The Ensuring Continued Access to Student Loans Act of 2008 ( ECASLA ), which expires on July 1, 2010, and the Student Loan Community Proposal, an alternative student loan proposal endorsed by a cross-section of FFELP service providers (including Sallie Mae).

During the third quarter, no new unfavorable events or changes in circumstances occurred to warrant an impairment assessment as of September 30, 2009, as SAFRA was consistent with the Administration's 2010 budget request which was submitted to Congress in the first quarter of 2009. Nevertheless, in light of ongoing uncertainties associated with the Administration's proposed budget and the economic conditions described above, the Company continues to monitor the fair value of goodwill for each of its reporting units on a quarterly basis. Based on the Company's assessment that there have been no change in circumstances associated with any of its reporting units during the third quarter and based on its aforementioned monitoring process, the Company concluded that goodwill was not impaired as of September 30, 2009.

However, the Company notes that due to the uncertainties surrounding the ongoing legislative process, there is potential that some of its goodwill and intangible assets may be impaired, based on the final form of legislation, if any.

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**4. Goodwill and Acquired Intangible Assets (Continued)***Acquired Intangible Assets*

Acquired intangible assets include the following:

(Dollars in millions)	Average Amortization Period	As of September 30, 2009		
		Gross	Accumulated Amortization	Net
Intangible assets subject to amortization:				
Customer, services, and lending relationships	12 years	\$ 332	\$ (199)	\$ 133
Software and technology	7 years	98	(88)	10
Non-compete agreements	2 years	11	(11)	
Total		441	(298)	143
Intangible assets not subject to amortization:				
Trade name and trademark	Indefinite	91		91
Total acquired intangible assets		\$ 532	\$ (298)	\$ 234

(Dollars in millions)	Average Amortization Period	As of December 31, 2008		
		Gross	Accumulated Amortization	Net
Intangible assets subject to amortization:				
Customer, services, and lending relationships	13 years	\$ 332	\$ (173)	\$ 159
Software and technology	7 years	93	(85)	8
Non-compete agreements	2 years	11	(10)	1
Total		436	(268)	168
Intangible assets not subject to amortization:				
Trade name and trademark	Indefinite	91		91
Total acquired intangible assets		\$ 527	\$ (268)	\$ 259



The Company recorded amortization of acquired intangible assets totaling \$10 million and \$14 million for the three months ended September 30, 2009 and 2008, respectively, and \$29 million and \$44 million for the nine months ended September 30, 2009 and 2008, respectively. In the third quarter of 2008, the Company decided to wind down its purchased paper businesses. As a result, in the third quarter of 2008, the Company recorded an aggregate amount of \$36 million of impairment of acquired intangible assets, of which \$28 million related to the impairment of two trade names and \$8 million related to certain banking customer relationships. The Company will continue to amortize its intangible assets with definite useful lives over their remaining estimated useful lives.

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**5. Borrowings**

The following table summarizes the Company's borrowings as of September 30, 2009 and December 31, 2008.

(Dollars in millions)	September 30, 2009			December 31, 2008		
	Short Term	Long Term	Total	Short Term	Long Term	Total
Unsecured borrowings	\$ 4,330	\$ 24,869	\$ 29,199	\$ 6,794	\$ 31,182	\$ 37,976
Unsecured term bank deposits	762	5,129	5,891	1,148	1,108	2,256
ED Participation Program facility	22,864		22,864	7,365		7,365
ED Conduit Program facility	14,190		14,190			
2008 Asset-Backed Financing Facilities	9,434		9,434	24,768		24,768
On-balance sheet securitizations		88,961	88,961		80,601	80,601
Indentured trusts	66	1,629	1,695	31	1,972	2,003
Other	1,732		1,732	1,827		1,827
Total before fair value adjustments	53,378	120,588	173,966	41,933	114,863	156,796
ASC 815 fair value adjustments	28	4,060	4,088		3,362	3,362
Total	\$ 53,406	\$ 124,648	\$ 178,054	\$ 41,933	\$ 118,225	\$ 160,158

As of September 30, 2009, the Company had \$3.5 billion in unsecured revolving credit facilities which provide liquidity support for general corporate purposes. The Company has never drawn on these facilities. These facilities include a \$1.9 billion revolving credit facility maturing in October 2010 and a \$1.6 billion revolving credit facility maturing in October 2011. These figures do not include a \$215 million commitment from Aurora Bank, FSB, formerly known as Lehman Brothers Bank, a subsidiary of Lehman Brothers Holdings Inc, which declared bankruptcy on September 15, 2008. The Company is operating under the assumption that the lending commitment of Aurora Bank, FSB, will not be honored if drawn upon. While the Company continues to explore various options, it does not anticipate replacing its commitment from Aurora Bank, FSB.

On April 24, 2009, in conjunction with the extension of the 2008 ABCP Facilities, a \$1.4 billion revolving credit facility maturing in October 2009 was retired and a \$1.9 billion revolving credit facility maturing in October 2011 was

reduced to \$1.6 billion. In connection with the early termination of the unsecured revolving credit facilities, interest on these facilities, if drawn, increases to LIBOR plus 450 basis points.

The principal financial covenants in the unsecured revolving credit facilities require the Company to maintain consolidated tangible net worth of at least \$1.38 billion at all times. Consolidated tangible net worth as calculated for purposes of this covenant was \$3.1 billion as of September 30, 2009. The covenants also require the Company to meet either a minimum interest coverage ratio or a minimum net adjusted revenue test based on the four preceding quarters adjusted Core Earnings financial performance. The Company was compliant with both the minimum interest coverage ratio and the minimum net adjusted revenue tests as of the quarter ended September 30, 2009. Failure to meet these covenants would result in the facilities being withdrawn. In the past, the Company has not relied upon its unsecured revolving credit facilities as a primary source of liquidity. Although the Company has never borrowed under these facilities, they are available to be drawn upon for general corporate purposes.

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**5. Borrowings (Continued)***Secured Borrowings*

Variable Interest Entities ( VIEs ) are required to be consolidated by their primary beneficiaries. A VIE exists when either the total equity investment at risk is not sufficient to permit the entity to finance its activities by itself, or the equity investors lack one of three characteristics associated with owning a controlling financial interest. Those characteristics are the direct or indirect ability to make decisions about an entity's activities that have a significant impact on the success of the entity, the obligation to absorb the expected losses of an entity, and the rights to receive the expected residual returns of the entity.

The Company currently consolidates a number of financing entities that are VIEs as a result of being the entities primary beneficiary. As a result, these financing VIEs are accounted for as secured borrowings. The process of identifying the primary beneficiary involves identifying all other parties that hold variable interests in the entity and determining which of the parties, including the Company, has the responsibility to absorb the majority of the entity's expected losses or the rights to its expected residual returns. The Company is the primary beneficiary of and currently consolidates the following financing VIEs as of September 30, 2009 and December 31, 2008:

(Dollars in millions)	Debt Outstanding			September 30, 2009			
	Short	Long	Total	Carrying Amount of Assets Securing Debt			Total
	Term	Term		Loans	Cash	Other Assets	
Secured Borrowings:							
ED Participation Program facility	\$ 22,864	\$	\$ 22,864	\$ 23,226	\$ 206	\$ 371	\$ 23,803
ED Conduit Program facility	14,190		14,190	14,396	438	423	15,257
2008 Asset-Backed Financing Facilities <sup>(1)</sup>	9,434		9,434	10,819	233	90	11,142
On-balance sheet securitizations		88,961	88,961	92,274	3,588	3,425	99,287
Indentured trusts	66	1,629	1,695	2,177	193	26	2,396
	46,554	90,590	137,144	142,892	4,658	4,335	151,885
ASC 815 fair value adjustment		1,632	1,632				

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Total	\$ 46,554	\$ 92,222	\$ 138,776	\$ 142,892	\$ 4,658	\$ 4,335	\$ 151,885
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(1) Includes \$253 million of assets within the facility that can be released to the Company.

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**5. Borrowings (Continued)**

December 31, 2008

	Debt Outstanding			Carrying Amount of Assets Securing Debt			
	Short	Long	Total	Outstanding			Total
(Dollars in millions)	Term	Term		Loans	Cash	Other Assets	
Secured Borrowings:							
ED Participation Program facility	\$ 7,365	\$	\$ 7,365	\$ 7,733	\$ 88	\$ 85	\$ 7,906
2008 Asset-Backed Financing Facilities	24,768		24,768	31,953	462	816	33,231
On-balance sheet securitizations		80,601	80,601	81,547	2,632	999	85,178
Indentured trusts	31	1,972	2,003	2,199	236	40	2,475
	32,164	82,573	114,737	123,432	3,418	1,940	128,790
ASC 815 fair value adjustment		872	872				
Total	\$ 32,164	\$ 83,445	\$ 115,609	\$ 123,432	\$ 3,418	\$ 1,940	\$ 128,790

***Asset-Backed Financing Facilities***

During the first quarter of 2008, the Company entered into three new asset-backed financing facilities (the 2008 Asset-Backed Financing Facilities ): (i) a \$26.0 billion FFELP student loan ABCP conduit facility (the 2008 FFELP ABCP Facility ); (ii) a \$5.9 billion Private Education Loan ABCP conduit facility (the 2008 Private Education Loan ABCP Facility ) (collectively, the 2008 ABCP Facilities ); and (iii) a \$2.0 billion secured FFELP loan facility (the 2008 Asset-Backed Loan Facility ). The initial term of the 2008 Asset-Backed Financing Facilities was 364 days. The underlying cost of borrowing under the 2008 ABCP Facilities was approximately LIBOR plus 0.68 percent for the FFELP loan facilities and LIBOR plus 1.55 percent for the Private Education Loan facility, excluding upfront and unused commitment fees. All-in pricing on the 2008 ABCP Facilities varies based on usage. For the full year 2008, the combined, all-in cost of borrowings related to the 2008 Asset-Backed Financing Facilities, including amortized upfront fees and unused commitment fees, was three-month LIBOR plus 2.47 percent. The primary use of the 2008 Asset-Backed Financing Facilities was to refinance comparable ABCP facilities incurred in connection with the Proposed Merger, with the expectation that outstanding balances under the 2008 Asset-Backed Financing Facilities

would be reduced through securitization of the underlying student loan collateral in the term ABS market.

On February 2, 2009, the Company extended the maturity date of the 2008 ABCP Facilities from February 28, 2009 to April 28, 2009 for a \$61 million upfront fee. The other terms of the facilities remained materially unchanged.

On February 27, 2009, the Company extended the maturity date of the 2008 Asset-Backed Loan Facility from February 28, 2009 to April 28, 2009 for a \$4 million upfront fee. The other terms of this facility remained materially unchanged.

On April 24, 2009, the Company extended the maturity of \$21.8 billion of the 2008 FFELP ABCP Facility for one year to April 23, 2010. The Company also extended its 2008 Asset-Backed Loan Facility in the amount of \$1.5 billion. The extended 2008 Asset-Backed Loan Facility matured on June 26, 2009 and was paid in full. A

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**5. Borrowings (Continued)**

total of \$86 million in fees were paid related to these extensions. The 2008 Private Education Loan ABCP Facility was paid off and terminated on April 24, 2009. The stated borrowing rate of the 2008 FFELP ABCP Facility is the applicable funding rate plus 130 basis points excluding upfront fees. The applicable funding rate generally will be either a LIBOR or commercial paper rate. The terms of the 2008 FFELP ABCP Facility call for an increase in the applicable funding spread to 300 basis points if the outstanding borrowing amount was not reduced to \$15.2 billion and \$10.9 billion as of June 30, 2009 and September 30, 2009, respectively. The outstanding borrowings were reduced to \$12.5 billion and \$9.4 billion on June 30, 2009 and September 30, 2009, respectively. If the Company does not negotiate an extension or pay off all outstanding amounts of the 2008 FFELP ABCP Facility at maturity, the facility will extend by 90 days with the interest rate generally increasing from LIBOR plus 250 basis points to 550 basis points over the 90 day period. The other terms of the facilities remained materially unchanged.

The maximum amount the Company may borrow under the 2008 FFELP ABCP Facility is limited based on certain factors, including market conditions and the fair value of student loans in the facility. As of September 30, 2009, the maximum borrowing amount was approximately \$10.5 billion. Funding under the 2008 FFELP ABCP Facility is subject to usual and customary conditions. The 2008 FFELP ABCP Facility is subject to termination under certain circumstances, including the Company's failure to comply with the principal financial covenants in its unsecured revolving credit facilities.

Borrowings under the 2008 FFELP ABCP Facility are nonrecourse to the Company. As of September 30, 2009, the Company had \$9.4 billion outstanding in connection with the 2008 FFELP ABCP Facility. The book basis of the assets securing this facility as of September 30, 2009 was \$10.9 billion.

***The Department of Education ( ED ) Funding Programs***

In August 2008, ED implemented the Loan Purchase Commitment Program ( Purchase Program ) and the Loan Purchase Participation Program ( Participation Program ) pursuant to ECASLA. Under the Purchase Program, ED purchases eligible FFELP loans at a price equal to the sum of (i) par value, (ii) accrued interest, (iii) the one-percent origination fee paid to ED, and (iv) a fixed amount of \$75 per loan. Under the Participation Program, ED provides short-term liquidity to FFELP lenders by purchasing participation interests in pools of FFELP loans. FFELP lenders are charged a rate of the preceding quarter commercial paper rate plus 0.50 percent on the principal amount of participation interests outstanding. Under the terms of the Participation Program, on September 30, 2010, AY 2009-2010 loans funded under the Participation Program must be either repurchased by the Company or sold to ED pursuant to the Participation Program, which has identical economics to the Purchase Program. Loans eligible for the Participation or Purchase Programs were originally limited to FFELP Stafford or PLUS, first disbursed on or after May 1, 2008 but no later than July 1, 2009, with no ongoing borrower benefits other than permitted rate reductions of 0.25 percent for automatic payment processing. On October 7, 2008, legislation was enacted extending ED's authority to finance and purchase FFELP Stafford and PLUS loans made for AY's 2009-2010, and allowing for the extension of ED's Purchase and Participation Programs from September 30, 2009 to September 30, 2010. On November 8, 2008,



ED formally announced new purchase and participation programs which cover eligible loans originated for the AY 2009-2010. On January 15, 2009, ED announced that the terms of the programs for AY 2009-2010 will replicate in all material respects the terms of the programs for AY 2008-2009. The Company applied for these AY 2009-2010 funding programs in June 2009 and its participation was approved on July 31, 2009.

On August 14, 2008, the Company received its initial advance under the Participation Program. As of September 30, 2009, the Company had \$22.9 billion of advances outstanding under the Participation Program. Through October 15, 2009, the Company has sold to ED approximately \$18.5 billion face amount of loans as

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**5. Borrowings (Continued)**

part of the Purchase Program (approximately \$840 million face amount was sold in the third quarter of 2009). Outstanding debt of \$18.5 billion has been paid down related to the Participation Program in connection with these loan sales.

Also pursuant to ECASLA, on January 15, 2009, ED published summary terms under which it will purchase eligible FFELP Stafford and PLUS loans from a conduit vehicle established to provide funding for eligible student lenders (the ED Conduit Program). Loans eligible for the ED Conduit Program must be first disbursed on or after October 1, 2003, but not later than July 1, 2009, and fully disbursed before September 30, 2009, and meet certain other requirements including with respect to borrower benefits. The ED Conduit Program was launched on May 11, 2009 and will accept eligible loans through July 1, 2010. The ED Conduit Program has a term of five years and will expire on January 19, 2014. Funding for the ED Conduit Program is provided by the capital markets at a cost based on market rates, with the Company being advanced 97 percent of the student loan face amount. The Student Loan Short-Term Notes (SLST Notes), issued by the ED Conduit, are supported by a combination of i) Funding Notes backed by FFELP student loans, ii) the Liquidity Agreement with the Federal Financing Bank (FFB), and iii) the Put Agreement provided by ED. If the conduit does not have sufficient funds to pay all SLST Notes, then those SLST Notes will be repaid with funds from the FFB. The FFB will hold the notes for a short period of time and, if at the end of that time, the SLST Notes still cannot be paid off, the underlying FFELP loans that serve as collateral to the ED Conduit will be sold to ED through the Put Agreement at a price of 97 percent of the face amount of the loans. As of September 30, 2009, approximately \$14.1 billion face amount of the Company's Stafford and PLUS loans were funded through the ED Conduit Program with a weighted average issuance cost of approximately 0.87 percent. As of September 30, 2009, there are approximately \$1.1 billion face amount of additional FFELP Stafford and PLUS loans (excluding loans currently in the Participation Program) that can be funded through the ED Conduit Program.

***Term Asset-Backed Securities Loan Facility (TALF)***

On February 6, 2009, the Federal Reserve Bank of New York published proposed terms for a program designed to facilitate renewed issuance of consumer and small business ABS at lower interest rate spreads. TALF was initiated on March 17, 2009 and currently provides investors who purchase eligible ABS with funding of up to five years. Eligible ABS include AAA rated student loan ABS backed by FFELP and private student loans first disbursed since May 1, 2007. As of September 30, 2009, the Company had approximately \$10.6 billion book basis of student loans (including \$7.3 billion book basis of Private Education Loans and \$3.3 billion book basis of Consolidation Loans) eligible to serve as collateral for ABS funded under TALF; this amount does not include loans eligible for ECASLA financing programs. For student loan collateral, TALF is scheduled to expire on March 31, 2010.

On May 5, 2009, the Company priced a \$2.6 billion Private Education Loan securitization which closed on May 12, 2009. The issue bears a coupon of 1-month LIBOR plus 6.0 percent and is callable at the issuer's option at 93 percent of the outstanding balance of the ABS between November 15, 2011 and April 16, 2012. If the issue is called on November 15, 2011, which the Company believes is probable; the effective cost of the financing will be

approximately 1-month LIBOR plus 3.7 percent. This transaction was TALF-eligible.

On July 2, 2009, the Company priced a \$1.1 billion Private Education Loan securitization which closed on July 14, 2009. The issue bears a coupon of Prime plus 1.25 percent and is callable at the issuer's option at 94 percent of the outstanding balance of the ABS between January 16, 2012 and June 15, 2012. If the issue is

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**5. Borrowings (Continued)**

called on January 16, 2012, which the Company believes is probable; the effective cost of the financing will be approximately Prime minus 0.71 percent. This transaction was TALF-eligible.

On August 5, 2009, the Company priced a \$1.7 billion Private Education Loan securitization which closed on August 13, 2009. The issue bears a coupon of Prime plus 0.25 percent and is callable at the issuer's option at 94 percent of the outstanding balance of the ABS between August 15, 2013 and July 15, 2014. If the issue is called on August 15, 2013, which the Company believes is probable; the effective cost of the financing will be approximately Prime minus 0.55 percent. This transaction was TALF-eligible.

These securitizations are accounted for as secured borrowings. The Company has concluded that it is probable it will call these bonds at the call date at the respective discount. Probability is based on the Company's assessment of whether these bonds can be refinanced at the call date at or lower than a breakeven cost of funds based on the call discount. As a result, the Company is accreting this call discount as a reduction to interest expense through the call date. If it becomes less than probable the Company will call these bonds at a future date it will result in the Company reversing this prior accretion as a cumulative catch up. The Company has accreted approximately \$33 million as a reduction of interest expense through September 30, 2009.

***Consolidation of Off-Balance Sheet Securitizations***

In the second quarter of 2009, three of the Company's off-balance sheet securitization trusts were re-evaluated and it was determined that they no longer met the criteria to be considered QSPEs. These trusts were then evaluated as VIEs and it was determined that they should be consolidated and accounted for as secured borrowings as the Company is the primary beneficiary. These trusts had reached their 10 percent clean-up call levels but the call was not exercised by the Company. Because the Company can now exercise that option at its discretion going forward, the Company effectively controls the assets of the trusts. This resulted in the Company consolidating at fair value \$454 million in assets and \$432 million in liabilities related to these trusts. This resulted in an \$11 million gain being recognized during the second quarter of 2009.

**6. Student Loan Securitization**

The Company securitizes its FFELP Stafford loans, FFELP Consolidation Loans and Private Education Loan assets and, for transactions qualifying as sales, retains a Residual Interest and servicing rights (as the Company retains the servicing responsibilities), all of which are referred to as the Company's Retained Interest in off-balance sheet securitized loans. The Residual Interest is the right to receive cash flows from the student loans and reserve accounts in excess of the amounts needed to pay servicing, derivative costs (if any), other fees, and the principal and interest on the bonds backed by the student loans.



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**6. Student Loan Securitization (Continued)***Securitization Activity*

The following table summarizes the Company's securitization activity for the three and nine months ended September 30, 2009 and 2008. Those securitizations listed as sales are off-balance sheet transactions and those listed as financings remain on-balance sheet.

(Dollars in millions)	Three Months Ended September 30,				2008			
	2009		2008		2008		2008	
	No. of	Loan	Pre-	Gain	No. of	Loan	Pre-	Gain
	Transaction	Amount	Tax	%	Transaction	Amount	Tax	%
	Securitized	Securitized	Gain		Securitized	Securitized	Gain	
Securitizations sales:								
FFELP Stafford/PLUS loans		\$	\$	%		\$	\$	%
FFELP Consolidation Loans								
Private Education Loans								
Total securitizations sales			\$	%			\$	%
Securitizations financings:								
FFELP Stafford/PLUS Loans <sup>(1)</sup>					3	6,721		
FFELP Consolidation Loans <sup>(1)</sup>								
Private Education Loans <sup>(1)</sup>	2	3,766						
Total securitizations financings	2	3,766			3	6,721		
Total securitizations	2	\$ 3,766			3	\$ 6,721		

(Dollars in millions)	Nine Months Ended September 30,				2008		
	2009		2008		2008		
	No.	Loan	Pre-	Gain	No.	Loan	Pre-
	of	Amount	Tax	%	of	Amount	Tax
	Transaction	Securitized	Gain		Transaction	Securitized	Gain

			<b>Gain</b> %			<b>Gain</b> %
Securitizations sales:						
FFELP Stafford/PLUS loans	\$	\$	%	\$	\$	%
FFELP Consolidation Loans						
Private Education Loans						
Total securitizations sales		\$	%		\$	%
Securitizations financings:						
FFELP Stafford/PLUS Loans <sup>(1)</sup>				9	18,546	
FFELP Consolidation Loans <sup>(1)</sup>	2	4,524				
Private Education Loans <sup>(1)</sup>	4	10,184				
Total securitizations financings	6	14,708		9	18,546	
Total securitizations	6	\$ 14,708		9	\$ 18,546	

(1) In certain securitizations there are terms within the deal structure that result in such securitizations not qualifying for sale treatment and accordingly, they are accounted for on-balance sheet as VIEs. Terms that prevent sale treatment include: (1) allowing the Company to hold certain rights that can affect the remarketing of certain bonds, (2) allowing the trust to enter into interest rate cap agreements after the initial settlement of the securitization, which do not relate to the reissuance of third party beneficial interests or (3) allowing the Company to hold an unconditional call option related to a certain percentage of the securitized assets.

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**6. Student Loan Securitization (Continued)**

The following table summarizes cash flows received from or paid to the off-balance sheet securitization trusts during the three and nine months ended September 30, 2009 and 2008.

<b>(Dollars in millions)</b>	<b>Three Months Ended September 30,</b>		<b>Nine Months Ended September 30,</b>	
	<b>2009</b>	<b>2008</b>	<b>2009</b>	<b>2008</b>
Net proceeds from new securitizations completed during the period	\$	\$	\$	\$
Cash distributions from trusts related to Residual Interests	100	237	368	753
Servicing fees received <sup>(1)</sup>	55	61	171	187
Purchases of previously transferred financial assets for representation and warranty violations	(1)	(2)	(6)	(15)
Reimbursements of borrower benefits <sup>(2)</sup>	(9)	(7)	(26)	(21)
Purchases of delinquent Private Education Loans from securitization trusts using delinquent loan call option		(51)		(152)
Purchases of loans using clean-up call option		584		697

(1) The Company receives annual servicing fees of 90 basis points, 50 basis points and 70 basis points of the outstanding securitized loan balance related to its FFELP Stafford, FFELP Consolidation Loan and Private Education Loan securitizations, respectively.

(2) Under the terms of the securitizations, the transaction documents require that the Company reimburse the trusts for any borrower benefits afforded the borrowers of the underlying securitized loans.



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**6. Student Loan Securitization (Continued)*****Retained Interest in Securitized Receivables***

The following tables summarize the fair value of the Company's Residual Interests, included in the Company's Retained Interest (and the assumptions used to value such Residual Interests), along with the underlying off-balance sheet student loans that relate to those securitizations in transactions that were treated as sales as of September 30, 2009 and December 31, 2008.

(Dollars in millions)	FFELP Stafford and PLUS	As of September 30, 2009		Total
		Consolidation Loan Trusts <sup>(1)</sup>	Private Education Loan Trusts	
Fair value of Residual Interests	\$ 254	\$ 858	\$ 726	\$ 1,838
Underlying securitized loan balance	5,810	14,551	13,079	33,440
Weighted average life	3.2 yrs.	9.1 yrs.	6.3 yrs.	
Prepayment speed (annual rate) <sup>(2)</sup>				
Interim status	0%	N/A	0%	
Repayment status	0-14%	2-4%	2-15%	
Life of loan - repayment status	9%	3%	6%	
Expected remaining credit losses (% of outstanding student loan principal) <sup>(3)(4)</sup>	.10%	.25%	5.57%	
Residual cash flows discount rate	10.6%	12.1%	32.0%	

(Dollars in millions)	FFELP Stafford and PLUS	As of December 31, 2008		Total
		Consolidation Loan Trusts <sup>(1)</sup>	Private Education Loan Trusts	
Fair value of Residual Interests	\$ 250	\$ 918	\$ 1,032	\$ 2,200
Underlying securitized loan balance	7,057	15,077	13,690	35,824
Weighted average life	3.0 yrs.	8.1 yrs.	6.4 yrs.	
Prepayment speed (annual rate) <sup>(2)</sup>				

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Interim status	0%	N/A	0%
Repayment status	2-19%	1-6%	2-15%
Life of loan repayment status	12%	4%	6%
Expected remaining credit losses (% of outstanding student loan principal) <sup>(3)(4)</sup>	.11%	.23%	5.22%
Residual cash flows discount rate	13.1%	11.9%	26.3%

- (1) Includes \$641 million and \$762 million related to the fair value of the Embedded Floor Income as of September 30, 2009 and December 31, 2008, respectively. Changes in the fair value of the Embedded Floor Income are primarily due to changes in the interest rates and the paydown of the underlying loans.
- (2) The Company uses CPR curves for Residual Interest valuations that are based on seasoning (the number of months since entering repayment). Under this methodology, a different CPR is applied to each year of a loan's seasoning. Repayment status CPR used is based on the number of months since first entering repayment (seasoning). Life of loan CPR is related to repayment status only and does not include the impact of the loan while in interim status. The CPR assumption used for all periods includes the impact of projected defaults.
- (3) Remaining expected credit losses as of the respective balance sheet date.
- (4) For Private Education Loan trusts, estimated defaults from settlement to maturity are 11.6 percent and 9.1 percent at September 30, 2009 and December 31, 2008, respectively. These estimated defaults do not include recoveries related to defaults but do include prior purchases of loans at par by the Company when loans reached 180 days delinquent (prior to default) under a contingent call option. Although these loan purchases do not result in a realized loss to the trust, the Company has included them here. Not including these purchases in the disclosure would result in estimated defaults of 8.7 percent and 6.1 percent at September 30, 2009 and December 31, 2008, respectively.

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**6. Student Loan Securitization (Continued)**

The Company recorded net unrealized mark-to-market gains/(losses) in servicing and securitization revenue (loss) of \$13 million and \$(81) million for the three months ended September 30, 2009 and 2008, respectively, and \$(338) million and \$(361) million in the nine months ended September 30, 2009 and 2008, respectively, related to the Residual Interests.

The tables above disclose the assumptions that are used to value the Residual Interests. As of September 30, 2009, the Company changed the following significant assumptions compared to those used as of June 30, 2009, to determine the fair value of the Residual Interests:

Prepayment speed assumptions on FFELP Stafford and Consolidation Loans were decreased. This change reflects the significant decrease in prepayment activity experienced since 2008. This decrease in prepayment activity, which the Company expects will continue into the foreseeable future, was primarily due to a reduction in third-party consolidation activity as a result of the CCRAA and the current U.S. economic and credit environment.

The discount rate assumption related to FFELP Residual Interests decreased by 75 basis points. The Company assessed the appropriateness of the current risk premium, which is added to the risk free rate, for the purpose of arriving at a discount rate in light of the current economic and credit uncertainty that exists in the market as of September 30, 2009. The Company reduced the risk premium to reflect improved conditions in the credit markets. This discount rate is applied to the projected cash flows to arrive at a fair value representative of the current economic conditions.

The following table reflects the sensitivity of the current fair value of the Residual Interests to adverse changes in the key economic assumptions used in the valuation of the Residual Interest at September 30, 2009, discussed in detail in the preceding table. The effect of a variation in a particular assumption on the fair value of the Residual Interest is calculated without changing any other assumption. In reality, changes in one factor may result in changes in another (for example, increases in market interest rates may result in lower prepayments and increased credit losses), which might magnify or counteract the sensitivities. These sensitivities are hypothetical, as the actual results could be materially different than these estimates.

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**6. Student Loan Securitization (Continued)**

(Dollars in millions)	As of September 30, 2009		
	FFELP Stafford/PLUS Loan Trusts <sup>(5)</sup>	FFELP Consolidation Loan Trusts <sup>(5)</sup>	Private Education Loan Trusts <sup>(5)</sup>
Fair value of Residual Interest	\$ 254	\$ 858 <sup>(1)</sup>	\$ 726
Weighted-average life	3.2 yrs.	9.1 yrs.	6.3 yrs.
<b>Prepayment speed assumptions<sup>(2)</sup></b>			
<b>Interim status</b>	<b>0%</b>	N/A	<b>0%</b>
<b>Repayment status</b>	<b>0-14%</b>	<b>2-4%</b>	<b>2-15%</b>
<b>Life of loan repayment status</b>	<b>9%</b>	<b>3%</b>	<b>6%</b>
Impact on fair value of 5% absolute increase	\$ (29)	\$ (104)	\$ (107)
Impact on fair value of 10% absolute increase	\$ (51)	\$ (184)	\$ (193)
<b>Expected credit losses (as a % of student loan principal)</b>	<b>.10%</b>	<b>.25%</b>	<b>5.57%<sup>(3)</sup></b>
Impact on fair value of 5% absolute increase in default rate	\$ (5)	\$ (9)	\$ (165)
Impact on fair value of 10% absolute increase in default rate	\$ (10)	\$ (17)	\$ (326)
<b>Residual cash flows discount rate</b>	<b>10.6%</b>	<b>12.1%</b>	<b>32.0%</b>
Impact on fair value of 5% absolute increase	\$ (30)	\$ (144)	\$ (92)
Impact on fair value of 10% absolute increase	\$ (54)	\$ (247)	\$ (165)
		<b>3 month LIBOR forward curve at September 30, 2009 plus contracted spreads</b>	
<b>Difference between Asset and Funding underlying indices<sup>(4)</sup></b>			
Impact on fair value of 0.25% absolute increase in funding index compared to asset index	\$ (43)	\$ (177)	\$ (2)
Impact on fair value of 0.50% absolute increase in funding index compared to asset index	\$ (86)	\$ (354)	\$ (4)

(1)

Certain consolidation trusts have \$3.3 billion of non-U.S. dollar (Euro denominated) bonds outstanding. To convert these non-U.S. dollar denominated bonds into U.S. dollar liabilities, the trusts have entered into foreign-currency swaps with certain counterparties. Additionally, certain Private Education Loan trusts contain interest rate swaps that hedge the basis and reset risk between the Prime indexed assets and LIBOR index notes. As of September 30, 2009, these swaps are in a \$959 million gain position (in the aggregate) and the trusts had \$633 million of exposure to counterparties (gain position less collateral posted) primarily as a result of the decline in the exchange rates between the U.S. dollar and the Euro. This unrealized market value gain is not part of the fair value of the Residual Interest in the table above. Not all derivatives within the trusts require the swap counterparties to post collateral to the respective trust for changes in market value, unless the trust's swap counterparty's credit rating has been withdrawn or has been downgraded below a certain level. If the swap counterparty does not post the required collateral or is downgraded further, the counterparty must find a suitable replacement counterparty or provide the trust with a letter of credit or a guaranty from an entity that has the required credit ratings. Ultimately, the Company's exposure related to a swap counterparty failing to make its payments is limited to the fair value of the related trust's Residual Interest which was \$1.3 billion as of September 30, 2009.

- (2) See previous table for details on CPR. Impact on fair value due to increase in prepayment speeds only increases the repayment status speeds. Interim status CPR remains 0%.
- (3) Expected credit losses are used to project future cash flows related to the Private Education Loan securitization's Residual Interest. However, until the fourth quarter of 2008 when it ceased this activity for all trusts settling prior to September 30, 2005, the Company purchased loans at par when the loans reached 180 days delinquent prior to default under a contingent call option, resulting in no credit losses at the trust nor related to the Company's Residual Interest. When the Company exercised its contingent call option and purchased the loans from the trust at par, the Company recorded a loss related to these loans that are now on the Company's balance sheet. The Company recorded losses of \$44 million and \$124 million, respectively, for the three and nine months ended September 30, 2008, and did not record any losses for the three and nine months ended September 30, 2009, related to this activity. For all trusts settling after October 1, 2005, the Company does not hold this contingent call option.
- (4) Student loan assets are primarily indexed to a Treasury bill, commercial paper or a prime index. Funding within the trust is primarily indexed to a LIBOR index. Sensitivity analysis increases funding indices as indicated while keeping assets underlying indices fixed.
- (5) In addition to the assumptions in the table above, the Company also projects the reduction in distributions that will result from the various benefit programs that exist related to consecutive on-time payments by borrowers. Related to the entire \$1.8 billion Residual Interest, there are \$223 million (present value) of benefits projected which reduce the fair value.

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**6. Student Loan Securitization (Continued)**

The table below shows the Company's off-balance sheet Private Education Loan delinquency trends as of September 30, 2009 and 2008.

<b>(Dollars in millions)</b>	<b>Off-Balance Sheet Private Education Loan Delinquencies</b>			
	<b>September 30, 2009</b>		<b>September 30, 2008</b>	
	<b>Balance</b>	<b>%</b>	<b>Balance</b>	<b>%</b>
Loans in-school/grace/deferment <sup>(1)</sup>	\$ 3,148		\$ 4,259	
Loans in forbearance <sup>(2)</sup>	474		1,159	
Loans in repayment and percentage of each status:				
Loans current	8,516	90.0%	7,733	93.9%
Loans delinquent 31-60 days <sup>(3)</sup>	312	3.3	217	2.6
Loans delinquent 61-90 days <sup>(3)</sup>	161	1.7	103	1.3
Loans delinquent greater than 90 days <sup>(3)</sup>	469	5.0	177	2.2
Total off-balance sheet Private Education Loans in repayment	9,458	100%	8,230	100%
Total off-balance sheet Private Education Loans, gross	\$ 13,080		\$ 13,648	

(1) Loans for borrowers who may be attending school or engaging in other permitted educational activities and are not yet required to make payments on their loans, e.g., residency periods for medical students or a grace period for bar exam preparation.

(2) Loans for borrowers who have used their allowable deferment time or do not qualify for deferment, and need additional time to obtain employment or who have temporarily ceased making full payments due to hardship or other factors consistent with the established loan program servicing procedures and programs.

(3) The period of delinquency is based on the number of days scheduled payments are contractually past due.

The following table summarizes charge-off activity for Private Education Loans in the off-balance sheet trusts for the three and nine months ended September 30, 2009 and 2008.

(Dollars in millions)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2009	2008	2009	2008
Charge-offs	\$ 150	\$ 36	\$ 329	\$ 109
Charge-offs as a percentage of average loans in repayment (annualized)	6.2%	1.8%	4.6%	1.9%
Charge-offs as a percentage of average loans in repayment and forbearance (annualized)	5.9%	1.5%	4.3%	1.6%
Ending off-balance sheet total Private Education Loans <sup>(1)</sup>	\$ 13,280	\$ 13,721	\$ 13,280	\$ 13,721
Average off-balance sheet Private Education Loans in repayment	\$ 9,585	\$ 8,103	\$ 9,543	\$ 7,794
Ending off-balance sheet Private Education Loans in repayment	\$ 9,458	\$ 8,230	\$ 9,458	\$ 8,230

<sup>(1)</sup> Ending total loans represents gross Private Education Loans, plus the receivable for partially charged-off loans (see Note 2, Allowance for Loan Losses ).

## 7. Derivative Financial Instruments

Derivative instruments that are used as part of the Company's interest rate and foreign currency risk management strategy include interest rate swaps, basis swaps, cross-currency interest rate swaps, interest rate futures contracts, and interest rate floor and cap contracts with indices that relate to the pricing of specific balance sheet assets and liabilities including the Residual Interests from off-balance sheet securitizations. (For a full discussion of the Company's risk management strategy and use of derivatives, please see the Company's

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**7. Derivative Financial Instruments (Continued)**

2008 Form 10-K, Note 9, Derivative Financial Instruments, to the consolidated financial statements.) The accounting of the Company's derivatives requires that every derivative instrument, including certain derivative instruments embedded in other contracts, be recorded in the balance sheet as either an asset or liability measured at its fair value. The Company's derivative instruments are classified and accounted for by the Company as fair value hedges, cash flow hedges or trading activities.

**Fair Value Hedges**

Fair value hedges are generally used by the Company to hedge the exposure to changes in fair value of a recognized fixed rate asset or liability. The Company enters into interest rate swaps to convert fixed rate assets into variable rate assets and fixed rate debt into variable rate debt. The Company also enters into cross-currency interest rate swaps to convert foreign currency denominated fixed and floating debt to U.S. dollar denominated variable debt. Changes in value for both the hedge and the hedged item are recorded to earnings. These amounts offset each other with the net amount representing the ineffectiveness of the relationship.

**Cash Flow Hedges**

Cash flow hedges are used by the Company to hedge the exposure to variability in cash flows for a forecasted debt issuance and for exposure to variability in cash flows of floating rate debt. This strategy is used primarily to minimize the exposure to volatility from future changes in interest rates. Gains and losses on the effective portion of a qualifying hedge are accumulated in other comprehensive income and ineffectiveness is recorded immediately to earnings.

**Trading Activities**

When instruments do not qualify as hedges, they are accounted for as trading where all changes in fair value of the derivatives are recorded through earnings. In general, derivative instruments included in trading activities include Floor Income Contracts, basis swaps and various other derivatives that do not qualify for hedge accounting under ASC 815.



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**7. Derivative Financial Instruments (Continued)***Summary of Derivative Financial Statement Impact*

The following tables summarize the fair values and notional amounts of all derivative instruments at September 30, 2009 and December 31, 2008, and their impact on other comprehensive income and earnings for the three and nine months ended September 30, 2009 and 2008.

**Impact of Derivatives on Consolidated Balance Sheet**

(Dollars in millions)	Hedged Risk Exposure	Cash Flow		Fair Value		Trading		Total	
		Sept. 30, 2009	Dec. 31, 2008	Sept. 30, 2009	Dec. 31, 2008	Sept. 30, 2009	Dec. 31, 2008	Sept. 30, 2009	Dec. 31, 2008
<b>Fair Values<sup>(1)</sup></b>									
<i>Derivative Assets</i>									
Interest rate swaps	Interest rate	\$	\$	\$ 930	\$ 1,529	\$ 114	\$ 323	\$ 1,044	\$ 1,852
	Foreign currency and interest rate								
Cross currency interest rate swaps				3,377	2,743	55	13	3,432	2,756
Total derivative assets <sup>(3)</sup>				4,307	4,272	169	336	4,476	4,608
<i>Derivative Liabilities</i>									
Interest rate swaps	Interest rate	(90)	(146)			(605)	(332)	(695)	(478)
Floor/Cap contracts	Interest rate					(1,390)	(1,466)	(1,390)	(1,466)
Futures	Interest rate					(2)	(3)	(2)	(3)
	Foreign currency and interest rate								
Cross currency interest rate swaps				(275)	(640)	(1)		(276)	(640)
Other <sup>(2)</sup>	Interest rate					(26)		(26)	
Total derivative liabilities <sup>(3)</sup>		(90)	(146)	(275)	(640)	(2,024)	(1,801)	(2,389)	(2,587)
Net total derivatives		\$ (90)	\$ (146)	\$ 4,032	\$ 3,632	\$ (1,855)	\$ (1,465)	\$ 2,087	\$ 2,021

- (1) Fair values reported are exclusive of collateral held and pledged and accrued interest. Assets and liabilities are presented without consideration of master netting agreements. Derivatives are carried on the balance sheet based on net position by counterparty under master netting agreements, and classified in other assets or other liabilities depending on whether in a net positive or negative position.
- (2) Other includes the fair value of the embedded derivatives in asset-backed financings. The embedded derivatives are required to be accounted for as derivatives.
- (3) The following table reconciles gross positions without the impact of master netting agreements to the balance sheet classification:

	<b>Other Assets</b>		<b>Other Liabilities</b>	
	<b>September 30, 2009</b>	<b>December 31, 2008</b>	<b>September 30, 2009</b>	<b>December 31, 2008</b>
Gross position	\$ 4,476	\$ 4,608	\$ (2,389)	\$ (2,587)
Impact of master netting agreements	(1,197)	(1,594)	1,197	1,594
Derivative values with impact of master netting agreements	\$ 3,279	\$ 3,014	\$ (1,192)	\$ (993)

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**7. Derivative Financial Instruments (Continued)**

(Dollars in billions)	Cash Flow		Fair Value		Trading		Total	
	Sept. 30, 2009	Dec. 31, 2008	Sept. 30, 2009	Dec. 31, 2008	Sept. 30, 2009	Dec. 31, 2008	Sept. 30, 2009	Dec. 31, 2008
<b>Notional Values</b>								
Interest rate swaps	\$ 1.7	\$ 4.8	\$ 10.4	\$ 13.4	\$ 156.0	\$ 159.3	\$ 168.1	\$ 177.5
Floor/Cap contracts					47.2	32.4	47.2	32.4
Futures					.2	.2	.2	.2
Cross currency interest rate swaps			20.6	23.1	.3	.1	20.9	23.2
Other <sup>(1)</sup>					7.9	.7	7.9	.7
Total derivatives	\$ 1.7	\$ 4.8	\$ 31.0	\$ 36.5	\$ 211.6	\$ 192.7	\$ 244.3	\$ 234.0

<sup>(1)</sup> Other includes embedded derivatives bifurcated from newly issued on-balance sheet securitization debt, as well as embedded derivatives in the total return swap discussed in footnote 2 to the table above.

**Impact of Derivatives on Consolidated Statements of Income**

(Dollars in millions)	Unrealized Gain (Loss) on Derivatives <sup>(1)(2)</sup>		Three Months Ended September 30, Realized Gain (Loss) on Derivatives <sup>(3)</sup>		Unrealized Gain (Loss) on Hedged Item <sup>(1)</sup>		Total Gain (Loss)	
	2009	2008	2009	2008	2009	2008	2009	2008
<b>Fair Value Hedges</b>								
Interest rate swaps	\$ 121	\$ 136	\$ 111	\$ 53	\$ (132)	\$ (138)	\$ 100	\$ 51
Cross currency interest rate swaps	813	(2,715)	124	(3)	(807)	2,759	130	41
Total fair value derivatives	934	(2,579)	235	50	(939)	2,621	230	92
<b>Cash Flow Hedges</b>								
Interest rate swaps			(38)	(10)			(38)	(10)

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Total cash flow derivatives			(38)	(10)			(38)	(10)
<b>Trading</b>								
Interest rate swaps	91	(211)	70	24			161	(187)
Floor/Cap contracts	(80)	(33)	(189)	(75)			(269)	(108)
Futures								
Cross currency interest rate swaps	18	12	2	(1)			20	11
Other	(18)		(1)				(19)	
Total trading derivatives	11	(232)	(118)	(52)			(107)	(284)
Total	945	(2,811)	79	(12)	(939)	2,621	85	(202)
Less: realized gains (losses) recorded in interest expense			197	40			197	40
Gains (losses) on derivative and hedging activities, net	\$ 945	\$ (2,811)	\$ (118)	\$ (52)	\$ (939)	\$ 2,621	\$ (112)	\$ (242)

- (1) Recorded in Gains (losses) on derivative and hedging activities, net in the consolidated statements of income.
- (2) Represents ineffectiveness related to cash flow hedges.
- (3) For fair value and cash flow hedges, recorded in interest expense. For trading derivatives, recorded in Gains (losses) on derivative and hedging activities, net.

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**7. Derivative Financial Instruments (Continued)**

(Dollars in millions)	Unrealized Gain (Loss) on Derivatives <sup>(1)(2)</sup>		Nine Months Ended September 30, Realized Gain (Loss) on Derivatives <sup>(3)</sup>		Unrealized Gain (Loss) on Hedged Item <sup>(1)</sup>		Total Gain (Loss)	
	2009	2008	2009	2008	2009	2008	2009	2008
<b>Fair Value Hedges</b>								
Interest rate swaps	\$ (549)	\$ 176	\$ 287	\$ 102	\$ 583	\$ (182)	\$ 321	\$ 96
Cross currency interest rate swaps	1,054	(1,218)	320	73	(1,308)	1,365	66	220
Total fair value derivatives	505	(1,042)	607	175	(725)	1,183	387	316
<b>Cash Flow Hedges</b>								
Interest rate swaps			(77)	(30)			(77)	(30)
Total cash flow derivatives			(77)	(30)			(77)	(30)
<b>Trading</b>								
Interest rate swaps	(511)	(513)	418	362			(93)	(151)
Floor/Cap contracts	323	240	(500)	(390)			(177)	(150)
Futures	1	(2)	(1)	3				1
Cross currency interest rate swaps	(15)	8	3	(2)			(12)	6
Other	(69)		2				(67)	
Total trading derivatives	(271)	(267)	(78)	(27)			(349)	(294)
Total	234	(1,309)	452	118	(725)	1,183	(39)	(8)
Less: realized gains (losses) recorded in interest expense			530	145			530	145
Gains (losses) on derivative and hedging	\$ 234	\$ (1,309)	\$ (78)	\$ (27)	\$ (725)	\$ 1,183	\$ (569)	\$ (153)

activities, net

- (1) Recorded in Gains (losses) on derivative and hedging activities, net in the consolidated statements of income.
- (2) Represents ineffectiveness related to cash flow hedges.
- (3) For fair value and cash flow hedges, recorded in interest expense. For trading derivatives, recorded in Gains (losses) on derivative and hedging activities, net.

**Impact of Derivatives on Consolidated Statements of Changes in Stockholders' Equity (net of tax)**

(Dollars in millions)	Interest Rate Swaps			
	Three Months Ended September 30, 2009		Nine Months Ended September 30, 2008	
Total gains (losses) on cash flow hedges	\$ (21)	\$ (17)	\$ (20)	\$ 13
Realized (gains) losses reclassified to interest expense <sup>(1)(2)(3)</sup>	24	7	49	19
Hedge ineffectiveness reclassified to earnings <sup>(1)(4)</sup>				
Total change in stockholders' equity for unrealized gains (losses) on derivatives	\$ 3	\$ (10)	\$ 29	\$ 32

- (1) Amounts included in Realized gain (loss) on derivatives in the Impact of Derivatives on Consolidated Statements of Income table above.
- (2) Includes net settlement income/expense.
- (3) The Company expects to reclassify \$10.9 million of after-tax net losses from accumulated other comprehensive income to earnings during the next 12 months related to net settlement accruals on interest rate swaps.
- (4) Recorded in Gains (losses) derivatives and hedging activities, net in the consolidated statements of income.

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**7. Derivative Financial Instruments (Continued)***Collateral*

Collateral held and pledged at September 30, 2009 and December 31, 2008 related to derivative exposures between the Company and its derivative counterparties are detailed in the following table:

<b>(Dollars in millions)</b>	<b>September 30, 2009</b>	<b>December 31, 2008</b>
<b>Collateral held:</b>		
Cash (obligation to return cash collateral is recorded in short-term borrowings) <sup>(1)</sup>	\$ 1,511	\$ 1,624
Securities at fair value corporate derivatives (not recorded in financial statements) <sup>(2)</sup>	265	689
Securities at fair value on-balance sheet securitization derivatives (not recorded in financial statements) <sup>(3)</sup>	792	688
Total collateral held	\$ 2,568	\$ 3,001
Derivative asset at fair value including accrued interest	\$ 3,704	\$ 3,741
<b>Collateral pledged to others:</b>		
Cash (right to receive return of cash collateral is recorded in investments)	\$ 737	\$
Securities at fair value (recorded in investments) <sup>(4)</sup>	26	26
Securities at fair value (recorded in restricted investments) <sup>(5)</sup>	28	
Securities at fair value re-pledged (not recorded in financial statements) <sup>(5)(6)</sup>		191
Total collateral pledged	\$ 791	\$ 217
Derivative liability at fair value including accrued interest and premium receivable	\$ 856	\$ 677

(1)

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At September 30, 2009 and December 31, 2008, \$903 million and \$0 million, respectively, was held in restricted cash accounts.

- (2) Effective with the downgrade in the Company's unsecured credit ratings on May 13, 2009, the Company does not have the ability to sell or re-pledge securities it holds as collateral.
- (3) The trusts do not have the ability to sell or re-pledge securities they hold as collateral.
- (4) Counterparty does not have the right to sell or re-pledge securities.
- (5) Counterparty has the right to sell or re-pledge securities.
- (6) Represents securities the Company holds as collateral that have been pledged to other counterparties.

Additionally, as of September 30, 2009 and December 31, 2008, \$424 million and \$340 million, respectively, in collateral related to off-balance sheet trust derivatives were held by these off-balance sheet trusts. Collateral posted by third parties to the off-balance sheet trusts cannot be sold or re-pledged by the trusts.



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**8. Other Assets**

The following table provides detail on the Company's other assets at September 30, 2009 and December 31, 2008.

	<b>September 30, 2009</b>		<b>December 31, 2008</b>	
	<b>Ending</b>	<b>% of</b>	<b>Ending</b>	<b>% of</b>
	<b>Balance</b>	<b>Balance</b>	<b>Balance</b>	<b>Balance</b>
Accrued interest receivable	\$ 3,234,017	29%	\$ 3,466,404	31%
Derivatives at fair value	3,279,255	29	3,013,644	27
Income tax asset	1,929,868	17	1,661,039	15
APG purchased paper receivables and real estate owned	749,858	7	1,222,345	11
Benefit and insurance-related investments	479,517	4	472,899	4
Fixed assets, net	312,401	3	313,059	3
Accounts receivable - general	852,530	8	712,854	6
Other	461,560	3	278,533	3
<b>Total</b>	<b>\$ 11,299,006</b>	<b>100%</b>	<b>\$ 11,140,777</b>	<b>100%</b>

The Derivatives at fair value line in the above table includes the fair value of the Company's derivatives in a gain position by counterparty exclusive of accrued interest and collateral. At September 30, 2009 and December 31, 2008, these balances included cross-currency interest rate swaps and interest rate swaps designated as fair value hedges that were offset by an increase in interest-bearing liabilities related to the hedged debt. As of September 30, 2009 and December 31, 2008, the cumulative mark-to-market adjustment to the hedged debt was \$(4.0) billion and \$(3.4) billion, respectively.

**9. Stockholders Equity**

The following table summarizes the Company's common share repurchases and issuances for the three and nine months ended September 30, 2009 and 2008.

	<b>Three Months Ended</b>		<b>Nine Months Ended</b>	
	<b>September 30,</b>		<b>September 30,</b>	
<b>(Shares in millions)</b>	<b>2009</b>	<b>2008</b>	<b>2009</b>	<b>2008</b>

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Common shares repurchased:				
Benefit plans <sup>(1)</sup>	.1	.5	.2	1.0
Total shares repurchased	.1	.5	.2	1.0
Average purchase price per share	\$ 17.81	\$ 28.20	\$ 22.91	\$ 24.60
Common shares issued	7.0	.4	7.4	1.9
Authority remaining at end of period for repurchases	38.8	38.8	38.8	38.8

<sup>(1)</sup> Includes shares withheld from stock option exercises and vesting of restricted stock for employees tax withholding obligations and shares tendered by employees to satisfy option exercise costs.

The closing price of the Company's common stock on September 30, 2009 was \$8.72.

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**9. Stockholders Equity (Continued)**

During the third quarter of 2009, the Company converted approximately \$137 million of its Series C Preferred Stock to common stock. As part of this conversion, the Company delivered to the holders of the preferred stock:

(1) approximately 7 million shares (the number of common shares they would most likely receive if the preferred stock they held mandatorily converted to common shares in the fourth quarter of 2010) plus (2) a discounted amount of the preferred stock dividends the holders of the preferred stock would have received if they held the preferred stock through the mandatory conversion date. The accounting treatment for this conversion resulted in a loss recorded in preferred stock dividends for the period of approximately \$20 million.

***Accumulated Other Comprehensive Income (Loss)***

Accumulated other comprehensive income (loss) includes the after-tax change in unrealized gains and losses on available-for-sale investments, unrealized gains and losses on derivatives, and the defined benefit pension plans adjustment. The following table presents the cumulative balances of the components of other comprehensive income (loss) as of September 30, 2009, December 31, 2008 and September 30, 2008.

	<b>September 30, 2009</b>	<b>December 31, 2008</b>	<b>September 30, 2008</b>
Net unrealized gains (losses) on investments <sup>(1)</sup>	\$ 2,446	\$ (1,243)	\$ 17,918
Net unrealized gains (losses) on derivatives <sup>(2)</sup>	(64,625)	(93,986)	9,358
Defined benefit pension plans:			
Net prior service cost			
Net gain	18,036	18,753	19,411
Total defined benefit pension plans <sup>(3)</sup>	18,036	18,753	19,411
Total accumulated other comprehensive income (loss)	\$ (44,143)	\$ (76,476)	\$ 46,687

(1) Net of tax expense of \$1,358 as of September 30, 2009, tax benefit of \$750 as of December 31, 2008, and tax expense of \$10,100 as of September 30, 2008.

(2) Net of tax benefit of \$37,195, and \$53,419 as of September 30, 2009 and December 31, 2008, respectively, and tax expense of \$5,319 as of September 30, 2008.

(3)

Net of tax expense of \$10,661, \$10,967 and \$11,347 as of September 30, 2009, December 31, 2008 and September 30, 2008, respectively.

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**10. Earnings (Loss) per Common Share**

Basic earnings (loss) per common share ( EPS ) are calculated using the weighted average number of shares of common stock outstanding during each period. A reconciliation of the numerators and denominators of the basic and diluted EPS calculations follows for the three and nine months ended September 30, 2009 and 2008.

	<b>Three Months Ended</b>		<b>Nine Months Ended</b>	
	<b>September 30,</b>		<b>September 30,</b>	
	<b>2009</b>	<b>2008</b>	<b>2009</b>	<b>2008</b>
<b>Numerator:</b>				
Net income (loss) attributable to common stock	\$ 116,483	\$ (186,015)	\$ (79,818)	\$ (80,499)
Adjusted for dividends of convertible preferred stock series C <sup>(1)</sup>				
Net income (loss) attributable to common stock, adjusted	\$ 116,483	\$ (186,015)	\$ (79,818)	\$ (80,499)
<b>Denominator (shares in thousands):</b>				
Weighted average shares used to compute basic EPS	470,280	466,646	467,960	466,625
Effect of dilutive securities:				
Dilutive effect of convertible preferred stock series C <sup>(1)</sup>				
Dilutive effect of stock options, nonvested deferred compensation, nonvested restricted stock, restricted stock units and Employee Stock Purchase Plan ( ESPP <sup>(2)</sup> )	778			
Dilutive potential common shares <sup>(3)</sup>	778			
Weighted average shares used to compute diluted EPS	471,058	466,646	467,960	466,625
<b>Net earnings (loss) per share:</b>				
Basic earnings (loss) per common share	\$ .25	\$ (.40)	\$ (.17)	\$ (.17)
Dilutive effect of convertible preferred stock series C <sup>(1)</sup>				
Dilutive effect of stock options, nonvested deferred compensation, nonvested restricted stock, restricted stock units, and ESPP <sup>(2)</sup>				

Diluted earnings (loss) per common share	\$	.25	\$	(.40)	\$	(.17)	\$	(.17)
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- (1) The Company's 7.25 percent mandatory convertible preferred stock Series C was issued on December 31, 2007. The mandatory convertible preferred stock will automatically convert on December 15, 2010, into between approximately 42 million shares and 52 million shares of common stock, depending upon the Company's stock price at that time. Depending upon the amount of the mandatory convertible preferred stock outstanding as of that date, the actual number of shares of common stock issued may be less. These instruments were anti-dilutive for the three months ended September 30, 2009. These instruments were anti-dilutive for the three and nine months ended September 30, 2008, and the nine months ended September 30, 2009, due to the net losses attributable to common stock for those periods.
- (2) Includes the potential dilutive effect of additional common shares that are issuable upon exercise of outstanding stock options, non-vested deferred compensation and restricted stock, restricted stock units, and the outstanding commitment to issue shares under the ESPP, determined by the treasury stock method.
- (3) For the three and nine months ended September 30, 2009, stock options covering approximately 43 million shares for each period, were outstanding but not included in the computation of diluted earnings per share because they were anti-dilutive. For the three and nine months ended September 30, 2008, stock options covering approximately 41 million and 38 million shares, respectively, were outstanding but not included in the computation of diluted earnings per share because they were anti-dilutive.

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**11. Other Income**

The following table summarizes the components of Other income in the consolidated statements of income for the three and nine months ended September 30, 2009 and 2008.

	<b>Three Months Ended</b>		<b>Nine Months Ended</b>	
	<b>September 30,</b>		<b>September 30,</b>	
	<b>2009</b>	<b>2008</b>	<b>2009</b>	<b>2008</b>
Gains on debt repurchases	\$ 74,367	\$ 15,911	\$ 463,416	\$ 37,195
Late fees and forbearance fees	38,588	35,528	107,351	106,713
Asset servicing and other transaction fees	27,872	28,026	79,318	79,961
Loan servicing fees	16,677	6,414	35,410	18,682
Foreign currency translation gains (losses), net	(23,164)	(12,989)	10,828	(8,863)
Other	15,666	20,206	44,906	61,669
<b>Total</b>	<b>\$ 150,006</b>	<b>\$ 93,096</b>	<b>\$ 741,229</b>	<b>\$ 295,357</b>

The change in other income over all periods presented is primarily the result of the gains on debt repurchases. The Company began repurchasing its outstanding debt in the second quarter of 2008. The Company repurchased \$1.4 billion and \$580 million face amount of its senior unsecured notes for the three months ended September 30, 2009 and 2008, respectively, and repurchased \$2.7 billion and \$1.8 billion face amount of its senior unsecured notes for the nine months ended September 30, 2009 and 2008, respectively. The increase in the gain on debt repurchases between 2009 and 2008 was the result of differences in the characteristics of debt repurchased and larger unsecured credit spreads in 2009. Since the second quarter of 2008, the Company repurchased \$4.6 billion face amount of its senior unsecured notes in the aggregate, with maturity dates ranging from 2008 to 2014.

**12. Restructuring Activities**

In response to the College Cost Reduction and Access Act of 2007 ( CCRAA ) and challenges in the capital markets, the Company initiated a restructuring plan in the fourth quarter of 2007. The plan focused on conforming the Company's lending activities to the economic environment, exiting certain customer relationships and product lines, winding down the Company's debt purchased paper businesses, and significantly reducing its operating expenses. The restructuring plan is essentially completed and the Company's objectives have been met. During 2008, the Company reduced the run-rate of its operating expenses by 20 percent versus the end of 2007, after adjusting for restructuring costs, growth and other investments. As part of the Company's cost reduction efforts, restructuring expenses of \$4 million were recognized in both the current quarter and prior quarter. Restructuring expenses from the fourth

quarter of 2007 through the third quarter of 2009 totaled \$119 million. The majority of these restructuring expenses were severance costs related to the completed and planned elimination of approximately 2,800 positions, or approximately 25 percent of the workforce. The Company estimates approximately \$7 million of additional restructuring expenses associated with its current cost reduction efforts will be incurred. These estimated additional restructuring costs relate primarily to position eliminations and resulting employee terminations, as well as lease termination costs in the Company's Asset Performance Group ( APG ) business segment.

On September 17, 2009 the House passed the SAFRA which would eliminate FFELP and require that, after July 1, 2010, all new federal loans be made through the Direct Lending program. The Senate has yet to take up the legislation. If this legislation is signed into law, the Company will undertake another significant



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**12. Restructuring Activities (Continued)**

restructuring to conform its infrastructure to the elimination of the FFELP and achieve additional expense reduction.

The following table summarizes the restructuring expenses incurred during the quarters ended September 30, 2009 and 2008 and cumulative restructuring expenses incurred through September 30, 2009.

	<b>Three Months Ended</b>		<b>Nine Months Ended</b>		<b>Cumulative</b>
	<b>September 30,</b>		<b>September 30,</b>		<b>Expense as</b>
	<b>2009</b>	<b>2008</b>	<b>2009</b>	<b>2008</b>	<b>of</b>
					<b>September 30,</b>
					<b>2009</b>
Severance costs	\$ 3,472	\$ 9,917	\$ 10,429	\$ 59,000	\$ 95,792
Lease and other contract termination costs	(12)	(86)	730	8,983	10,247
Exit and other costs	132	677	1,636	9,943	13,036
Total <sup>(1)</sup>	\$ 3,592	\$ 10,508	\$ 12,795	\$ 77,926	\$ 119,075

<sup>(1)</sup> Aggregate restructuring expenses incurred across the Company's reportable segments during the three months ended September 30, 2009 and 2008 totaled \$2 million and \$(.2) million, respectively, in the Company's Lending reportable segment, \$1 million and \$4 million, respectively, in the Company's APG reportable segment, and \$1 million and \$7 million, respectively, in the Company's Corporate and Other reportable segment.

As of September 30, 2009 and 2008, severance costs were incurred in conjunction with aggregate completed and planned position eliminations of approximately 2,800 and 2,500 positions, respectively, across all of the Company's reportable segments, with position eliminations ranging from senior executives to clerical personnel. Lease and other contract termination costs and exit and other costs incurred during the three months ended September 30, 2009 and 2008, respectively, related primarily to terminated or abandoned facility leases and consulting costs incurred in conjunction with various cost reduction and exit strategies.

The following table summarizes the restructuring liability balance, which is included in other liabilities in the accompanying consolidated balance sheet.

**Lease and**

	<b>Severance Costs</b>	<b>Other Contract Termination Costs</b>	<b>Exit and Other Costs</b>	<b>Total</b>
<b>Balance at December 31, 2007</b>	\$ 18,329	\$	\$	\$ 18,329
Net accruals	62,858	9,517	11,400	83,775
Cash paid	(66,063)	(6,719)	(11,340)	(84,122)
<b>Balance at December 31, 2008</b>	15,124	2,798	60	17,982
Net accruals	10,429	730	1,636	12,795
Cash paid	(19,870)	(1,388)	(1,696)	(22,954)
<b>Balance at September 30, 2009</b>	\$ 5,683	\$ 2,140	\$	\$ 7,823

### 13. Fair Value Measurements

The Company uses estimates of fair value in applying various accounting standards for its financial statements. Under GAAP, fair value measurements are used in one of four ways:

In the consolidated balance sheet with changes in fair value recorded in the consolidated statement of income;

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**13. Fair Value Measurements (Continued)**

In the consolidated balance sheet with changes in fair value recorded in the accumulated other comprehensive income section of the consolidated statement of changes in stockholders' equity;

In the consolidated balance sheet for instruments carried at lower of cost or fair value with impairment charges recorded in the consolidated statement of income; and

In the notes to the financial statements.

Fair value is defined as the price to sell an asset or transfer a liability in an orderly transaction between willing and able market participants. In general, the Company's policy in estimating fair values is to first look at observable market prices for identical assets and liabilities in active markets, where available. When these are not available, other inputs are used to model fair value such as prices of similar instruments, yield curves, volatilities, prepayment speeds, default rates and credit spreads (including for the Company's liabilities), relying first on observable data from active markets. Additional adjustments may be made for factors including liquidity, credit, bid/offer spreads, etc., depending on current market conditions. Transaction costs are not included in the determination of fair value. When possible, the Company seeks to validate the model's output to market transactions. Depending on the availability of observable inputs and prices, different valuation models could produce materially different fair value estimates. The values presented may not represent future fair values and may not be realizable.

The Company categorizes its fair value estimates based on a hierarchical framework associated with three levels of price transparency utilized in measuring financial instruments at fair value. Classification is based on the lowest level of input that is significant to the fair value of the instrument. The three levels are as follows:

Level 1 Quoted prices (unadjusted) in active markets for identical assets or liabilities that the reporting entity has the ability to access at the measurement date. The types of financial instruments included in level 1 are highly liquid instruments with quoted prices;

Level 2 Inputs from active markets, other than quoted prices for identical instruments, are used to model fair value. Significant inputs are directly observable from active markets for substantially the full term of the asset or liability being valued; and

Level 3 Pricing inputs significant to the valuation are unobservable. Inputs are developed based on the best information available; however, significant judgment is required by management in developing the inputs.

***Student Loans***

The Company's FFELP loans and Private Education Loans are accounted for at cost or at the lower of cost or market if the loan is held-for-sale (see the Company's 2008 Annual Report on Form 10-K, Note 2, Significant Accounting Policies - Loans, to the consolidated financial statements for a discussion of the accounting treatment); however, the fair value is disclosed in compliance with GAAP. FFELP loans classified as held-for-sale are those which the Company has the ability and intent to sell under various ED loan purchase programs. In these instances, the FFELP loans are valued using the committed sales price under the programs. For all other FFELP loans and Private Education Loans, fair value was determined by modeling loan level cash flows using stated terms of the assets and internally-developed assumptions to determine aggregate portfolio yield, net present value and average life. The significant assumptions used to project cash flows are prepayment speeds, default rates, cost of funds, required return on equity, and expected Repayment Borrower Benefits to be earned. In addition, the Floor Income component of the Company's FFELP loan portfolio is

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**13. Fair Value Measurements (Continued)**

valued through discounted cash flow and option models using both observable market inputs and internally developed inputs. A number of significant inputs into the models are not observable.

***Other Loans***

Facilities financings, and mortgage and consumer loans held for investment are accounted for at cost with fair values being disclosed. Mortgage loans held for sale are accounted for at lower of cost or market. Fair value was determined with discounted cash flow models using the stated terms of the loans and observable market yield curves. In addition, adjustments and assumptions were made for credit spreads, liquidity, prepayment speeds and defaults. A number of significant inputs into the models are not observable.

***Cash and Investments (Including Restricted )***

Cash and cash equivalents are carried at cost. Carrying value approximated fair value for disclosure purposes. Investments are classified as trading or available-for-sale are carried at fair value in the financial statements. Investments in U.S. Treasury securities and securities issued by U.S. government agencies that are traded in active markets were valued using observable market prices. Other investments for which observable prices from active markets are not available were valued through standard bond pricing models using observable market yield curves adjusted for credit and liquidity spreads. The fair value of investments in Commercial Paper, Asset Backed Commercial Paper, or Demand Deposits that have a remaining term of less than 90 days when purchased are estimated at cost and when needed, adjustments for liquidity and credit spreads are made depending on market conditions and counterparty credit risks. These investments consist of mostly overnight/weekly maturity instruments with highly-rated counterparties.

***Borrowings***

Borrowings are accounted for at cost in the financial statements except when denominated in a foreign currency or when designated as the hedged item in a fair value hedge relationship. When the hedged risk is the benchmark interest rate and not full fair value, the cost basis is adjusted for changes in value due to benchmark interest rates only. Additionally, foreign currency denominated borrowings are re-measured at current spot rates in the financial statements. The full fair value of all borrowings is disclosed. Fair value was determined through standard bond pricing models and option models (when applicable) using the stated terms of the borrowings, and observable yield curves, foreign currency exchange rates and volatilities from active markets; or from quotes from broker-dealers. Credit adjustments for unsecured corporate debt are made based on indicative quotes from observable trades and spreads on credit default swaps specific to the Company. Credit adjustments for secured borrowings are based on indicative quotes from broker-dealers. These adjustments for both secured and unsecured borrowings are material to the overall valuation of these items and, currently, are based on inputs from inactive markets.

*Derivative Financial Instruments*

All derivatives are accounted for at fair value in the financial statements. The fair values of a majority of derivative financial instruments, including swaps and floors, were determined by standard derivative pricing and option models using the stated terms of the contracts and observable yield curves, forward foreign currency exchange rates and volatilities from active markets. In some cases, management utilized internally developed amortization streams to model the fair value for swaps whose notional amounts contractually amortizes with securitized asset balances. Complex structured derivatives or derivatives that trade in less liquid

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**13. Fair Value Measurements (Continued)**

markets require significant adjustments and judgment in determining fair value that cannot be corroborated with market transactions. When determining the fair value of derivatives, the Company takes into account counterparty credit risk for positions where it is exposed to the counterparty on a net basis by assessing exposure net of collateral held. The net exposures for each counterparty are adjusted based on market information available for the specific counterparty including spreads from credit default swaps. Additionally, when the counterparty has exposure to the Company related to SLM Corporation derivatives, the Company fully collateralizes the exposure minimizing the adjustment necessary to the derivative valuations for the Company's credit risk. While trusts that contain derivatives are not required to post collateral to counterparties, the credit quality and securitized nature of the trusts minimizes any adjustments for the counterparty's exposure to the trusts. It is the Company's policy to compare its derivative fair values to those received by its counterparties in order to validate the model's outputs. The carrying value of borrowings designated as the hedged item in an ASC 815 fair value hedge are adjusted for changes in fair value due to benchmark interest rates and foreign-currency exchange rates. These valuations are determined through standard bond pricing models and option models (when applicable) using the stated terms of the borrowings, and observable yield curves, foreign currency exchange rates, and volatilities.

During 2008 and 2009, the bid/ask spread widened significantly for derivatives indexed to certain interest rate indices as a result of market inactivity. As such, significant adjustments for the bid/ask spread and unobservable inputs were used in the fair value calculation resulting in these instruments being classified as level 3 in the fair value hierarchy. Additionally, significant unobservable inputs were used to model the amortizing notional of some swaps tied to securitized asset balances and as such, these derivatives have been classified as level 3 in the fair value hierarchy.

***Residual Interests***

The Residual Interests are carried at fair value in the financial statements. No active market exists for student loan Residual Interests; as such, the fair value is calculated using discounted cash flow models and option models. Observable inputs from active markets are used where available, including yield curves and volatilities. Significant unobservable inputs such as prepayment speeds, default rates, certain bonds' costs of funds and discount rates, are used in determining the fair value and require significant judgment. These unobservable inputs are internally determined based upon analysis of historical data and expected industry trends. On a quarterly basis the Company back tests its prepayment speed, default rates and costs of funds assumptions by comparing those assumptions to actuals experienced. Additionally, the Company uses non-binding broker quotes and industry analyst reports which show changes in the indicative prices of the asset-backed securities tranches immediately senior to the Residual Interest as an indication of potential changes in the discount rate used to value the Residual Interests. Market transactions are not available to validate the models' results. An analysis of the impact of changes to significant inputs is addressed further in Note 6, Student Loan Securitization.

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**13. Fair Value Measurements (Continued)**

The following tables summarize the valuation of the Company's financial instruments that are marked-to-market on a recurring basis in the consolidated financial statements as of September 30, 2009 and December 31, 2008.

**Fair Value Measurements on a Recurring**  
**Basis as of September 30, 2009**

(Dollars in millions)	Cash					
	Level 1	Level 2	Level 3	Total	Collateral	Net
<b>Assets</b>						
Available for sale investments	\$	\$ 1,051	\$	\$ 1,051	\$	\$ 1,051
Retained Interest in off-balance sheet securitized loans			1,838	1,838		1,838
Derivative instruments <sup>(1)(2)</sup>		2,001	1,278	3,279	(1,511)	1,768
<b>Total Assets</b>	\$	\$ 3,052	\$ 3,116	\$ 6,168	\$ (1,511)	\$ 4,657
<b>Liabilities<sup>(3)</sup></b>						
Derivative instruments <sup>(1)(2)</sup>	\$ (2)	\$ (1,190)	\$	\$ (1,192)	\$ 737	\$ (455)
<b>Total Liabilities</b>	\$ (2)	\$ (1,190)	\$	\$ (1,192)	\$ 737	\$ (455)

**Fair Value Measurements on a Recurring**  
**Basis as of December 31, 2008**

(Dollars in millions)	Cash					
	Level 1	Level 2	Level 3	Total	Collateral	Net
<b>Assets</b>						
Available for sale investments	\$	\$ 899	\$	\$ 899	\$	\$ 899
Retained Interest in off-balance sheet securitized loans			2,200	2,200		2,200
Derivative instruments <sup>(1)(2)</sup>		3,014		3,014	(1,624)	1,390
<b>Total Assets</b>	\$	\$ 3,913	\$ 2,200	\$ 6,113	\$ (1,624)	\$ 4,489



**Liabilities<sup>(3)</sup>**

Derivative instruments <sup>(1)(2)</sup>	\$ (3)	\$ (648)	\$ (341)	\$ (992)	\$	\$ (992)
Total Liabilities	\$ (3)	\$ (648)	\$ (341)	\$ (992)	\$	\$ (992)

- (1) Fair value of derivative instruments is comprised of market value less accrued interest and excludes collateral.
- (2) Level 1 derivatives include euro-dollar futures contracts. Level 2 derivatives include derivatives indexed to interest rate indices and currencies that are considered liquid. Level 3 derivatives include derivatives indexed to illiquid interest rate indices and derivatives for which significant adjustments were made to observable inputs.
- (3) Borrowings which are the hedged items in a fair value hedge relationship and which are adjusted for changes in value due to benchmark interest rates only are not carried at full fair value and are not reflected in this table.

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**13. Fair Value Measurements (Continued)**

The following table summarizes the change in balance sheet carrying value associated with Level 3 financial instruments carried at fair value on a recurring basis during the three and nine months ended September 30, 2009 and 2008.

(Dollars in millions)	Three Months Ended September 30,					
	2009			2008		
	Residual Interests	Derivative Instruments	Total	Residual Interests	Derivative Instruments	Total
<b>Balance, beginning of period</b>	\$ 1,821	\$ 790	\$ 2,611	\$ 2,545	\$ (121)	\$ 2,424
Total gains/(losses) (realized and unrealized):						
Included in earnings <sup>(1)</sup>	117	357	474	21	(303)	(282)
Included in other comprehensive income						
Purchases, issuances and settlements	(100)	131	31	(243)	18	(225)
Transfers in and/or out of Level 3					9	9
<b>Balance, end of period</b>	\$ 1,838	\$ 1,278	\$ 3,116	\$ 2,323	\$ (397)	\$ 1,926
Change in unrealized gains/(losses) relating to instruments still held at the reporting date	\$ 13 <sup>(2)</sup>	\$ 474 <sup>(3)</sup>	\$ 487	\$ (81) <sup>(2)</sup>	\$ (282) <sup>(3)</sup>	\$ (363)

(Dollars in millions)	Nine Months Ended September 30,					
	2009			2008		
	Residual Interests	Derivative Instruments	Total	Residual Interests	Derivative Instruments	Total
<b>Balance, beginning of period</b>	\$ 2,200	\$ (341)	\$ 1,859	\$ 3,044	\$ (71)	\$ 2,973

Total gains/(losses) (realized and unrealized):						
Included in earnings <sup>(1)</sup>	18	233	251	38	(365)	(327)
Included in other comprehensive income						
Purchases, issuances and settlements	(380)	318	(62)	(759)	30	(729)
Transfers in and/or out of Level 3		1,068	1,068		9	9
<b>Balance, end of period</b>	<b>\$ 1,838</b>	<b>\$ 1,278</b>	<b>\$ 3,116</b>	<b>\$ 2,323</b>	<b>\$ (397)</b>	<b>\$ 1,926</b>
Change in unrealized gains/(losses) relating to instruments still held at the reporting date	\$ (338) <sup>(2)</sup>	\$ 552 <sup>(3)</sup>	\$ 214	\$ (361) <sup>(2)</sup>	\$ (324) <sup>(3)</sup>	\$ (685)

(1) Included in earnings is comprised of the following amounts recorded in the specified line item in the consolidated statements of income:

(Dollars in millions)	Three Months Ended		Nine Months Ended	
	September 30, 2009	September 30, 2008	September 30, 2009	September 30, 2008
Servicing and securitization revenue	\$ 117	\$ 21	\$ 18	\$ 38
Gains (losses) on derivative and hedging activities, net	414	(303)	386	(365)
Interest expense	(57)		(153)	
Total	\$ 474	\$ (282)	\$ 251	\$ (327)

(2) Recorded in servicing and securitization revenue (loss) in the consolidated statements of income.

(3) Recorded in gains (losses) on derivative and hedging activities, net in the consolidated statements of income.

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**13. Fair Value Measurements (Continued)**

In addition, at September 30, 2009, the Company had real estate owned assets, related to its Purchased Paper Mortgage/Properties business, held on its balance sheet at fair value totaling \$96 million. These assets are carried at the lower of cost or fair value and as such are marked-to-market on a non-recurring basis. Fair value is determined using significant unobservable inputs primarily based on broker price opinions and are considered Level 3 valuations.

The following table summarizes the fair values of the Company's financial assets and liabilities, including derivative financial instruments, as of September 30, 2009 and December 31, 2008.

(Dollars in millions)	September 30, 2009			December 31, 2008		
	Fair Value	Carrying Value	Difference	Fair Value	Carrying Value	Difference
<b>Earning assets</b>						
FFELP loans	\$ 133,756	\$ 136,351	\$ (2,595)	\$ 107,319	\$ 124,220	\$ (16,901)
Private Education Loans	19,872	22,494	(2,622)	14,141	20,582	(6,441)
Other loans	308	454	(146)	619	729	(110)
Cash and investments	12,782	12,782		8,646	8,646	
Total earning assets	166,718	172,081	(5,363)	130,725	154,177	(23,452)
<b>Interest-bearing liabilities</b>						
Short-term borrowings	53,211	53,407	196	41,608	41,933	325
Long-term borrowings	111,395	124,648	13,253	93,462	118,225	24,763
Total interest-bearing liabilities	164,606	178,055	13,449	135,070	160,158	25,088
<b>Derivative financial instruments</b>						
Floor Income/Cap contracts	(1,390)	(1,390)		(1,466)	(1,466)	
Interest rate swaps	349	349		1,374	1,374	
Cross currency interest rate swaps	3,156	3,156		2,116	2,116	
Futures contracts	(2)	(2)		(3)	(3)	
Other	(26)	(26)				
<b>Other</b>						

Residual interest in securitized assets		2,200	2,200
<b>Excess of net asset fair value over carrying value</b>	\$	8,086	\$ 1,636

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**14. Commitments and Contingencies**

On August 3, 2009, the Company received the final audit report of ED's Office of the Inspector General (OIG) related to the Company's billing practices for special allowance payments. Among other things, the OIG recommended that ED instruct the Company to return approximately \$22 million in alleged special allowance overpayments. The Company continues to believe that its practices were consistent with longstanding ED guidance and all applicable rules and regulations and intends to continue disputing these findings. The OIG has audited other industry participants with regard to special allowance payments for loans funded by tax exempt obligations and in certain cases the Secretary of ED has disagreed with the OIG's recommendations.

In the ordinary course of business, the Company and its subsidiaries are defendants in or parties to pending and threatened legal actions and proceedings including actions brought on behalf of various classes of claimants. These actions and proceedings may be based on alleged violations of consumer protection, securities, employment or other laws. In certain of these actions and proceedings, claims for substantial monetary damage are asserted against the Company and its subsidiaries.

In the ordinary course of business, the Company and its subsidiaries also are subject to regulatory examinations, information gathering requests, inquiries and investigations. In connection with formal and informal inquiries in these cases, the Company and its subsidiaries receive numerous requests, subpoenas and orders for documents, testimony and information in connection with various aspects of the Company's regulated activities.

In view of the inherent difficulty of predicting the outcome of such litigation and regulatory matters, the Company cannot predict what the eventual outcome of the pending matters will be, what the timing or the ultimate resolution of these matters will be, or what the eventual loss, fines or penalties related to each pending matter may be.

The Company is required to establish reserves for litigation and regulatory matters when those matters present loss contingencies that are both probable and estimable. When loss contingencies are not both probable and estimable, the Company does not establish reserves.

Based on current knowledge, no reserves have been established for any pending litigation or regulatory matters. Based on current knowledge, management does not believe that loss contingencies, if any, arising from pending litigation or regulatory matters will have a material adverse effect on the consolidated financial position or liquidity of the Company.

**15. Income Taxes**

For the nine months ended September 30, 2009 and 2008, the Company reported an income tax benefit of \$4 million and \$13 million, respectively, representing effective tax rates of (33) percent and 206 percent, respectively. The movement in the effective tax rate was primarily driven by the reduction of tax and interest on U.S. federal and state

uncertain tax positions in both periods, as well as the permanent tax impact of deducting Proposed Merger-related transaction costs in the nine months ended September 30, 2008.

*Accounting for Uncertainty in Income Taxes*

The unrecognized tax benefits changed from \$86 million at December 31, 2008 to \$83 million at September 30, 2009, and accrued interest and penalties changed from \$10 million at December 31, 2008 to \$7 million at September 30, 2009. Included in the \$83 million are \$18 million of unrecognized tax benefits that if recognized, would favorably impact the effective tax rate.

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**15. Income Taxes (Continued)**

These changes result primarily from adding a new issue that was identified during the first quarter of 2009 while completing the 2008 U.S. federal income tax return, as well as adjusting the 2003-2007 unrecognized tax benefits to incorporate the net impact of IRS and state tax authority examinations of several of the Company's income tax returns. New information was received from the IRS during the first quarter as part of the IRS examination of Company's 2005 and 2006 U.S. federal income tax returns and the examination was ultimately concluded during the second quarter. During the third quarter of 2009, the IRS concluded the examination of the 2003 and 2004 U.S. federal income tax returns of an entity in which the company is an investor, and the Virginia tax authority concluded the examination of the Company's 2005 through 2007 income tax returns. Several other less significant amounts of uncertain tax benefits were also added during the quarter.

**16. Segment Reporting**

The Company has two primary operating segments—the Lending operating segment and the APG, formerly known as DMO, operating segment. The Lending and APG operating segments meet the quantitative thresholds for reportable segments. Accordingly, the results of operations of the Company's Lending and APG segments are presented below. The Company has smaller operating segments including the Guarantor Servicing, Loan Servicing, and Upromise operating segments, as well as certain other products and services provided to colleges and universities which do not meet the required quantitative thresholds. Therefore, the results of operations for these operating segments and the revenues and expenses associated with these other products and services are combined with corporate overhead and other corporate activities within the Corporate and Other reportable segment.

The management reporting process measures the performance of the Company's operating segments based on the management structure of the Company, as well as the methodology used by management to evaluate performance and allocate resources. Management, including the Company's chief operating decision makers, evaluates the performance of the Company's operating segments based on their profitability. As discussed further below, management measures the profitability of the Company's operating segments based on Core Earnings—net income. Accordingly, information regarding the Company's reportable segments is provided based on a Core Earnings basis. The Company's Core Earnings—performance measures are not defined terms within GAAP and may not be comparable to similarly titled measures reported by other companies. Core Earnings—net income reflects only current period adjustments to GAAP net income as described below. Unlike financial accounting, there is no comprehensive, authoritative guidance for management reporting. The management reporting process measures the performance of the operating segments based on the management structure of the Company and is not necessarily comparable with similar information for any other financial institution. The Company's operating segments are defined by the products and services they offer or the types of customers they serve, and they reflect the manner in which financial information is currently evaluated by management. Intersegment revenues and expenses are netted within the appropriate financial statement line items consistent with the income statement presentation provided to management. Changes in management structure or allocation methodologies and procedures may result in changes in reported segment financial information.



The Company's principal operations are located in the United States, and its results of operations and long-lived assets in geographic regions outside of the United States are not significant. In the Lending segment, no individual customer accounted for more than 10 percent of its total revenue during the three months ended September 30, 2009 and 2008. United Student Aid Funds, Inc. ( USA Funds ) is the Company's largest customer in both the APG and Corporate and Other segments. During the nine months ended

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**16. Segment Reporting (Continued)**

September 30, 2009 and 2008, USA Funds accounted for 17 percent and 45 percent, respectively, of the aggregate revenues generated by the Company's APG and Corporate and Other segments. No other customers accounted for more than 10 percent of total revenues in those segments for the years mentioned.

***Lending***

In the Company's Lending operating segment, the Company originates and acquires both FFELP loans and Private Education Loans. As of September 30, 2009, the Company managed \$192.2 billion of student loans, of which \$157.3 billion or 82 percent are federally insured, and has 10 million student and parent customers. In the nine months ended September 30, 2009, the Company originated \$4 million in mortgage loans which were sold. The Company's mortgage and other consumer loan portfolio totaled \$393 million at September 30, 2009.

Private Education Loans consist of two general types: (1) those that are designed to bridge the gap between the cost of higher education and the amount financed through either capped federally insured loans or the borrowers' resources, and (2) those that are used to meet the needs of students in alternative learning programs such as career training, distance learning and lifelong learning programs. Most higher education Private Education Loans are made in conjunction with a FFELP loan and as such are marketed through the same channel as FFELP loans by the same sales force. Unlike FFELP loans, Private Education Loans are subject to the full credit risk of the borrower. The Company manages this additional risk through historical risk-performance underwriting strategies, the addition of qualified cosigners and a combination of higher interest rates and loan origination fees that compensate the Company for the higher risk.

***APG***

The Company's APG operating segment provides a wide range of accounts receivable and collections services including student loan default aversion services, defaulted student loan portfolio management services, contingency collections services for student loans and other asset classes, and accounts receivable management and collection for purchased portfolios of receivables that are delinquent or have been charged off by their original creditors, and sub-performing and non-performing mortgage loans. The Company's APG operating segment serves the student loan marketplace through a broad array of default management services on a contingency fee or other pay-for-performance basis to 13 FFELP Guarantors and for campus-based programs.

In addition to collecting on its own purchased receivables and mortgage loans, the APG operating segment provides receivable management and collection services for federal agencies, credit card clients and other holders of consumer debt.

The Company concluded in 2008 that its APG purchased paper business no longer produced a strategic fit, and the Company decided to wind down this business. Due to the continued weakening of the U.S. economy, during the third

quarter of 2009, the Company recorded \$12 million of impairment related to declines in the fair value of mortgage loans and real estate held by the Company's mortgage purchased paper subsidiary and \$9 million of impairment related to the Company's non-mortgage purchase paper subsidiary. These impairments are recorded within collections revenue (loss) as they are not considered restructuring expenses.

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**16. Segment Reporting (Continued)**

***Corporate and Other***

The Company's Corporate and Other segment includes the aggregate activity of its smaller operating segments, primarily its Guarantor Servicing, Loan Servicing and Upromise operating segments. Corporate and Other also includes several smaller products and services, as well as corporate overhead.

In the Guarantor Servicing operating segment, the Company provides a full complement of administrative services to FFELP Guarantors including guarantee issuance, account maintenance, and guarantee fulfillment. In the Loan Servicing operating segment, the Company provides a full complement of activities required to service student loans on behalf of lenders who are unrelated to the Company. Such servicing activities generally commence once a loan has been fully disbursed and include sending out payment coupons to borrowers, processing borrower payments, originating and disbursing FFELP Consolidation Loans on behalf of the lender, and other administrative activities required by ED.

Upromise markets and administers a consumer savings network and also provides program management, transfer and servicing agent services, and administration services for 529 college-savings plans. The Company's other products and services include comprehensive financing and loan delivery solutions that it provides to college financial aid offices and students to streamline the financial aid process. Corporate overhead includes all of the typical headquarter functions such as executive management, accounting and finance, human resources and marketing.

***Measure of Profitability***

The tables below include the condensed operating results for each of the Company's reportable segments. Management, including the chief operating decision makers, evaluates the Company on certain performance measures that the Company refers to as Core Earnings performance measures for each operating segment. While Core Earnings results are not a substitute for reported results under GAAP, the Company relies on Core Earnings performance measures to manage each operating segment because it believes these measures provide additional information regarding the operational and performance indicators that are most closely assessed by management.

Core Earnings performance measures are the primary financial performance measures used by management to develop the Company's financial plans, track results, and establish corporate performance targets and incentive compensation. Management believes this information provides additional insight into the financial performance of the core business activities of its operating segments. Accordingly, the tables presented below reflect Core Earnings operating measures reviewed and utilized by management to manage the business. Reconciliation of the Core Earnings segment totals to the Company's consolidated operating results in accordance with GAAP is also included in the tables below.

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**16. Segment Reporting (Continued)****Segment Results and Reconciliations to GAAP**

(Dollars in millions)	Three Months Ended September 30, 2009					
	Lending	APG	Corporate and Other	Total Core Earnings	Adjustments <sup>(2)</sup>	Total GAAP
Interest income:						
FFELP Stafford and Other Student Loans	\$ 340	\$	\$	\$ 340	\$ (37)	\$ 303
FFELP Consolidation Loans	430			430	52	482
Private Education Loans	561			561	(165)	396
Other loans	11			11		11
Cash and investments	3		5	8	(1)	7
Total interest income	1,345		5	1,350	(151)	1,199
Total interest expense	652	5	3	660	14	674
Net interest income (loss)	693	(5)	2	690	(165)	525
Less: provisions for loan losses	448			448	(127)	321
Net interest income (loss) after provisions for loan losses	245	(5)	2	242	(38)	204
Contingency fee revenue		82		82		82
Collections revenue		16		16		16
Guarantor servicing fees			48	48		48
Other income	129		56	185	21	206
Total other income	129	98	104	331	21	352
Restructuring expenses	2	1	1	4		4
Operating expenses	154	80	75	309	9	318
Total expenses	156	81	76	313	9	322
Income before income tax expense (benefit)	218	12	30	260	(26)	234
Income tax expense <sup>(1)</sup>	80	5	11	96	(21)	75

Less: net income attributable to  
noncontrolling interest

Net income attributable to SLM Corporation	\$	138	\$	7	\$	19	\$	164	\$	(5)	\$	159
Economic Floor Income (net of tax) not included in Core Earnings	\$	23	\$		\$		\$	23				

(1) Income taxes are based on a percentage of net income before tax for each individual reportable segment.

(2) Core Earnings adjustments to GAAP:

(Dollars in millions)	Three Months Ended September 30, 2009					Total
	Net Impact of Securitization Accounting	Net Impact of Derivative Accounting	Net Impact of Floor Income	Net Impact of Acquired Intangibles		
Net interest income (loss)	\$ (232)	\$ 75	\$ (8)	\$	\$ (165)	
Less: provisions for loan losses	(127)				(127)	
Net interest income (loss) after provisions for loan losses	(105)	75	(8)		(38)	
Contingency fee revenue						
Collections revenue						
Guarantor servicing fees						
Other income (loss)	133	(112)			21	
Total other income (loss)	133	(112)			21	
Restructuring expenses						
Operating expenses				10	10	
Total expenses				10	10	
Total pre-tax Core Earnings adjustments to GAAP	\$ 28	\$ (37)	\$ (8)	\$ (10)	(27)	
Income tax benefit					(22)	
Less: net income attributable to noncontrolling interest						
Total Core Earnings adjustments to GAAP					\$ (5)	



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**16. Segment Reporting (Continued)**

## Three Months Ended September 30, 2008

(Dollars in millions)	Lending	APG	Corporate and Other	Total Core Earnings	Adjustments <sup>(2)</sup>	Total GAAP
Interest income:						
FFELP Stafford and Other Student Loans	\$ 612	\$	\$	\$ 612	\$ (96)	\$ 516
FFELP Consolidation Loans	995			995	(164)	831
Private Education Loans	678			678	(233)	445
Other loans	20			20		20
Cash and investments	62		7	69	(12)	57
Total interest income	2,367		7	2,374	(505)	1,869
Total interest expense	1,651	6	5	1,662	(268)	1,394
Net interest income (loss)	716	(6)	2	712	(237)	475
Less: provisions for loan losses	263			263	(76)	187
Net interest income (loss) after provisions for loan losses	453	(6)	2	449	(161)	288
Contingency fee revenue		89		89		89
Collections revenue		(169)		(169)	(2)	(171)
Guarantor servicing fees			37	37		37
Other income	55		51	106	(233)	(127)
Total other income	55	(80)	88	63	(235)	(172)
Restructuring expenses		4	7	11		11
Operating expenses	142	106	68	316	51	367
Total expenses	142	110	75	327	51	378
Income (loss) before income tax expense (benefit)	366	(196)	15	185	(447)	(262)
Income tax expense (benefit) <sup>(1)</sup>	134	(73)	6	67	(171)	(104)
		1		1		1



Less: net income attributable to  
noncontrolling interest

Net income (loss) attributable to SLM Corporation	\$ 232	\$ (124)	\$ 9	\$ 117	\$ (276)	\$ (159)
Economic Floor Income (net of tax) not included in Core Earnings	\$ 1	\$	\$	\$ 1		

(1) Income taxes are based on a percentage of net income before tax for each individual reportable segment.

(2) Core Earnings adjustments to GAAP:

	Three Months Ended September 30, 2008					Total
	Net Impact of Securitization Accounting	Net Impact of Derivative Accounting	Net Impact of Floor Income	Net Impact of Acquired Intangibles		
(Dollars in millions)						
Net interest income (loss)	\$ (230)	\$ 36	\$ (43)	\$	\$ (237)	
Less: provisions for loan losses	(76)				(76)	
Net interest income (loss) after provisions for loan losses	(154)	36	(43)		(161)	
Contingency fee revenue						
Collections revenue (loss)	(2)				(2)	
Guarantor servicing fees						
Other income (loss)	9	(242)			(233)	
Total other income (loss)	7	(242)			(235)	
Restructuring expenses						
Operating expenses	1			50	51	
Total expenses	1			50	51	
Total pre-tax Core Earnings adjustments to GAAP	\$ (148)	\$ (206)	\$ (43)	\$ (50)	(447)	
Income tax expense					(171)	
Less: net income attributable to noncontrolling interest						
Total Core Earnings adjustments to GAAP					\$ (276)	



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**16. Segment Reporting (Continued)**

(Dollars in millions)	Nine Months Ended September 30, 2009					
	Lending	APG	Corporate and Other	Total Core Earnings	Adjustments <sup>(2)</sup>	Total GAAP
Interest income:						
FFELP Stafford and Other Student Loans	\$ 1,012	\$	\$	\$ 1,012	\$ (42)	\$ 970
FFELP Consolidation Loans	1,263			1,263	169	1,432
Private Education Loans	1,683			1,683	(507)	1,176
Other loans	46			46		46
Cash and investments	8		14	22	(2)	20
Total interest income	4,012		14	4,026	(382)	3,644
Total interest expense	2,424	15	11	2,450	70	2,520
Net interest income (loss)	1,588	(15)	3	1,576	(452)	1,124
Less: provisions for loan losses	1,199			1,199	(349)	850
Net interest income (loss) after provisions for loan losses	389	(15)	3	377	(103)	274
Contingency fee revenue		230		230		230
Collections revenue		16		16		16
Guarantor servicing fees			107	107		107
Other income (loss)	591		152	743	(410)	333
Total other income (loss)	591	246	259	1,096	(410)	686
Restructuring expenses	7	3	3	13		13
Operating expenses	435	260	211	906	29	935
Total expenses	442	263	214	919	29	948
Income (loss) before income tax expense (benefit)	538	(32)	48	554	(542)	12
Income tax expense (benefit) <sup>(1)</sup>	199	(12)	18	205	(209)	(4)
		1		1		1

Less: net income attributable to  
noncontrolling interest

Net income (loss) attributable to SLM Corporation	\$	339	\$	(21)	\$	30	\$	348	\$	(333)	\$	15
Economic Floor Income (net of tax) not included in Core Earnings	\$	191	\$		\$		\$	191				

(1) Income taxes are based on a percentage of net income before tax for each individual reportable segment.

(2) Core Earnings adjustments to GAAP:

(Dollars in millions)	Nine Months Ended September 30, 2009					Total				
	Net Impact of Securitization Accounting	Net Impact of Derivative Accounting	Net Impact of Floor Income	Net Impact of Acquired Intangibles						
Net interest income (loss)	\$	(705)	\$	92	\$	161	\$		\$	(452)
Less: provisions for loan losses		(349)								(349)
Net interest income (loss) after provisions for loan losses		(356)		92		161				(103)
Contingency fee revenue										
Collections revenue										
Guarantor servicing fees										
Other income (loss)		159		(569)						(410)
Total other income (loss)		159		(569)						(410)
Restructuring expenses										
Operating expenses									29	29
Total expenses									29	29
Total pre-tax Core Earnings adjustments to GAAP	\$	(197)	\$	(477)	\$	161	\$	(29)		(542)
Income tax benefit										(209)
Less: net income attributable to noncontrolling interest										
Total Core Earnings adjustments to GAAP										\$ (333)



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**16. Segment Reporting (Continued)**

**Nine Months Ended September 30, 2008**

<b>(Dollars in millions)</b>	<b>Lending</b>	<b>APG</b>	<b>Corporate and Other</b>	<b>Total Core Earnings</b>	<b>Adjustments<sup>(2)</sup></b>	<b>Total GAAP</b>
Interest income:						
FFELP Stafford and Other Student Loans	\$ 1,630	\$	\$	\$ 1,630	\$ (152)	\$ 1,478
FFELP Consolidation Loans	2,891			2,891	(454)	2,437
Private Education Loans	2,093			2,093	(795)	1,298
Other loans	65			65		65
Cash and investments	284		18	302	(51)	251
<b>Total interest income</b>	<b>6,963</b>		<b>18</b>	<b>6,981</b>	<b>(1,452)</b>	<b>5,529</b>
<b>Total interest expense</b>	<b>5,080</b>	<b>20</b>	<b>15</b>	<b>5,115</b>	<b>(739)</b>	<b>4,376</b>
<b>Net interest income (loss)</b>	<b>1,883</b>	<b>(20)</b>	<b>3</b>	<b>1,866</b>	<b>(713)</b>	<b>1,153</b>
Less: provisions for loan losses	636			636	(169)	467
<b>Net interest income (loss) after provisions for loan losses</b>	<b>1,247</b>	<b>(20)</b>	<b>3</b>	<b>1,230</b>	<b>(544)</b>	<b>686</b>
Contingency fee revenue		259		259		259
Collections revenue		(85)		(85)	(2)	(87)
Guarantor servicing fees			95	95		95
Other income	161		147	308	(113)	195
<b>Total other income</b>	<b>161</b>	<b>174</b>	<b>242</b>	<b>577</b>	<b>(115)</b>	<b>462</b>
Restructuring expenses	46	10	22	78		78
Operating expenses	460	322	213	995	82	1,077
<b>Total expenses</b>	<b>506</b>	<b>332</b>	<b>235</b>	<b>1,073</b>	<b>82</b>	<b>1,155</b>
<b>Income (loss) before income tax expense (benefit)</b>	<b>902</b>	<b>(178)</b>	<b>10</b>	<b>734</b>	<b>(741)</b>	<b>(7)</b>
Income tax expense (benefit) <sup>(1)</sup>	332	(65)	3	270	(283)	(13)
		3		3		3

Less: net income attributable to  
noncontrolling interest

Net income (loss) attributable to SLM Corporation	\$ 570	\$ (116)	\$ 7	\$ 461	\$ (458)	\$ 3
Economic Floor Income (net of tax) not included in Core Earnings	\$ 50	\$	\$	\$ 50		

(1) Income taxes are based on a percentage of net income before tax for each individual reportable segment.

(2) Core Earnings adjustments to GAAP:

(Dollars in millions)	Nine Months Ended September 30, 2008				
	Net Impact of Securitization Accounting	Net Impact of Derivative Accounting	Net Impact of Floor Income	Net Impact of Acquired Intangibles	Total
Net interest income (loss)	\$ (680)	\$ 34	\$ (67)	\$	\$ (713)
Less: provisions for loan losses	(169)				(169)
Net interest income (loss) after provisions for loan losses	(511)	34	(67)		(544)
Contingency fee revenue					
Collections revenue	(2)				(2)
Guarantor servicing fees					
Other income	40	(153)			(113)
Total other income	38	(153)			(115)
Restructuring expenses					
Operating expenses	1			81	82
Total expenses	1			81	82
Total pre-tax Core Earnings adjustments to GAAP	\$ (474)	\$ (119)	\$ (67)	\$ (81)	(741)
Income tax benefit					(283)
Less: net income attributable to noncontrolling interest					
Total Core Earnings adjustments to GAAP					\$ (458)





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**16. Segment Reporting (Continued)****Summary of Core Earnings Adjustments to GAAP**

The adjustments required to reconcile from the Company's Core Earnings results to its GAAP results of operations relate to differing treatments for securitization transactions, derivatives, Floor Income, and certain other items that management does not consider in evaluating the Company's operating results. The following table reflects aggregate adjustments associated with these areas for the three and nine months ended September 30, 2009 and 2008.

(Dollars in millions)	<b>Three Months Ended September 30,</b>		<b>Nine Months Ended September 30,</b>	
	<b>2009</b>	<b>2008</b>	<b>2009</b>	<b>2008</b>
<b>Core Earnings adjustments to GAAP:</b>				
Net impact of securitization accounting <sup>(1)</sup>	\$ 28	\$ (148)	\$ (197)	\$ (474)
Net impact of derivative accounting <sup>(2)</sup>	(37)	(206)	(477)	(119)
Net impact of Floor Income <sup>(3)</sup>	(8)	(43)	161	(67)
Net impact of acquired intangibles <sup>(4)</sup>	(10)	(50)	(29)	(81)
Net tax effect <sup>(5)</sup>	22	171	209	283
<b>Total Core Earnings adjustments to GAAP</b>	<b>\$ (5)</b>	<b>\$ (276)</b>	<b>\$ (333)</b>	<b>\$ (458)</b>

(1) **Securitization:** Under GAAP, certain securitization transactions in the Company's Lending operating segment are accounted for as sales of assets. Under the Company's Core Earnings presentation for the Lending operating segment, the Company presents all securitization transactions on a Core Earnings basis as long-term non-recourse financings. The upfront gains on sale from securitization transactions, as well as ongoing servicing and securitization revenue presented in accordance with GAAP are excluded from Core Earnings net income and replaced by the interest income, provisions for loan losses, and interest expense as they are earned or incurred on the securitization loans. The Company also excludes transactions with its off-balance sheet trusts from Core Earnings net income as they are considered intercompany transactions on a Core Earnings basis.

(2) **Derivative accounting:** Core Earnings net income excludes periodic unrealized gains and losses arising primarily in the Company's Lending operating segment, and to a lesser degree in the Company's Corporate and Other reportable segment, that are caused primarily by the one-sided mark-to-market derivative valuations prescribed by ASC 815 on derivatives that do not qualify for hedge treatment under GAAP. Under the Company's Core Earnings presentation, the Company recognizes the economic effect of these hedges, which generally results

in any cash paid or received being recognized ratably as an expense or revenue over the hedged item's life.

- (3) **Floor Income:** The timing and amount (if any) of Floor Income earned in the Company's Lending operating segment is uncertain and in excess of expected spreads. Therefore, the Company only includes such income in Core Earnings when it is Fixed Rate Floor Income that is economically hedged. The Company employs derivatives, primarily Floor Income Contracts, to economically hedge Floor Income. As discussed above in Derivative Accounting, these derivatives do not qualify as effective accounting hedges, and therefore, under GAAP, they are marked-to-market through the gains (losses) on derivative and hedging activities, net line in the consolidated statement of income with no offsetting gain or loss recorded for the economically hedged items. For Core Earnings, the Company reverses the fair value adjustments on the Floor Income Contracts economically hedging Floor Income and includes in income the amortization of net premiums received on contracts economically hedging Fixed Rate Floor Income.
- (4) **Acquired Intangibles:** The Company excludes goodwill and intangible impairment and amortization of acquired intangibles.
- (5) **Net Tax Effect:** Such tax effect is based upon the Company's Core Earnings effective tax rate for the year.

## 17. Subsequent Event

On October 22, 2009, GRP Loan, LLC and GRP Strategies, LLC, wholly-owned subsidiaries of the Company, entered into a definitive sale agreement to sell \$367 million in assets, which is substantially all of the mortgage loan and real estate assets of the Purchased Paper Mortgage/Properties business, for \$279 million. The transaction closed on October 26, 2009. In connection with this transaction, the Company will recognize an after tax loss of approximately \$85 million to \$95 million in the fourth quarter of 2009.

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**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

**MANAGEMENT'S DISCUSSION AND ANALYSIS OF  
FINANCIAL CONDITION AND RESULTS OF OPERATIONS  
Three and nine months ended September 30, 2009 and 2008  
(Dollars in millions, except per share amounts, unless otherwise noted)**

**FORWARD-LOOKING AND CAUTIONARY STATEMENTS**

This quarterly report contains forward-looking statements and information based on management's current expectations as of the date of this document. Statements that are not historical facts, including statements about our beliefs or expectations and statements that assume or are dependent upon future events, are forward-looking statements. Forward-looking statements are subject to risks, uncertainties, assumptions and other factors that may cause actual results to be materially different from those reflected in such forward-looking statements. These factors include, among others, the occurrence of any event, change or other circumstances that could affect our ability to cost-effectively refinance asset-backed financing facilities due April 2010, (collectively, the 2008 Asset-Backed Financing Facilities), including any potential foreclosure on the student loans under those facilities following their termination; increased financing costs; limited liquidity; any adverse outcomes in any significant litigation to which we are a party; our derivative counterparties terminating their positions with the Company if permitted by their contracts and the Company substantially incurring additional costs to replace any terminated positions; changes in the terms of student loans and the educational credit marketplace (including changes resulting from new laws, such as any laws enacted to implement the Administration's 2010 budget proposals as they relate to the Federal Family Education Loan Program (FFELP)) and from the implementation of applicable laws and regulations) which, among other things, may change the volume, average term and yields on student loans under the FFELP, may result in loans being originated or refinanced under non-FFELP programs, or may affect the terms upon which banks and others agree to sell FFELP loans to the Company. The Company could be affected by: various liquidity programs being implemented by the federal government; changes in the demand for educational financing or in financing preferences of lenders, educational institutions, students and their families; changes in the composition of our Managed FFELP and Private Education Loan portfolios; changes in the general interest rate environment, including the rate relationships among relevant money-market instruments, and in the securitization markets for education loans, which may increase the costs or limit the availability of financings necessary to initiate, purchase or carry education loans; changes in projections of losses from loan defaults; changes in general economic conditions; changes in prepayment rates and credit spreads; and changes in the demand for debt management services and new laws or changes in existing laws that govern debt management services. The preparation of our consolidated financial statements also requires management to make certain estimates and assumptions including estimates and assumptions about future events. These estimates or assumptions may prove to be incorrect. All forward-looking statements contained in this quarterly report are qualified by these cautionary statements and are made only as of the date of this document. The Company does not undertake any obligation to update or revise these forward-looking statements to conform the statement to actual results or changes in the Company's expectations.

Definitions for capitalized terms used in this document can be found in the Glossary at the end of this document.

**RECENT DEVELOPMENTS**

**Department of Education Federal Student Aid Title IV Student Loan Management/Servicing Contract (the ED Servicing Contract)**

In the second quarter of 2009, the Department of Education (ED) named Sallie Mae as one of four private sector servicers awarded a servicing contract (the ED Servicing Contract) to service loans we sell to ED plus a portion of the

loans others sell to ED, existing Direct Student Loan Program loans, and loans originated in the future. The contract specifically covers the servicing of all federally-owned student loans, including the servicing of FFELP loans purchased by ED as part of the Purchase Program pursuant to The

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Ensuring Continued Access to Student Loans Act of 2008 ( ECASLA ). See LIQUIDITY AND CAPITAL RESOURCES ED Funding Programs for a further discussion. Beginning in 2010, the contract will also cover the servicing of new Direct Loans. The contract will span five years with one, five-year renewal at the option of ED.

Through October 15, 2009, the Company has sold to ED approximately \$18.5 billion face amount of loans as part of the Purchase Program (approximately \$840 million face amount of this amount was sold in the third quarter of 2009). Outstanding debt of \$18.5 billion has been paid down related to the Participation Program in connection with these loan sales. The Company is servicing approximately \$19 billion of loans under the ED Servicing Contract as of October 15, 2009.

## **Legislative and Regulatory Developments**

On September 17, 2009, the House of Representatives passed H.R. 3221, the Student Aid and Fiscal Responsibility Act ( SAFRA ), which would eliminate the FFELP and require that, after July 1, 2010, all new federal student loans be made through the Direct Student Loan Program. The Senate has yet to take up the legislation. In addition to reform included in the House-passed legislation, there are several other reforms that may be considered as the legislation moves forward. These include a possible extension of ECASLA, which expires on July 1, 2010, and the Student Loan Community Proposal, an alternative student loan proposal endorsed by a cross-section of FFELP service providers (including Sallie Mae).

## **CRITICAL ACCOUNTING POLICIES AND ESTIMATES**

A discussion of the Company s critical accounting policies, which include allowance for loan losses, premium and discount amortization related to our loan portfolio, fair value measurement, securitization and Retained Interest accounting, and derivative accounting can be found in the Company s Annual Report on Form 10-K for the year ended December 31, 2008.

## **Fair Value Measurements**

In August 2009, the Financial Accounting Standards Board ( FASB ) issued a topic update to Accounting Standards Codification ( ASC ) 820, Fair Value Measurements and Disclosures. The update provides clarification for the valuation of liabilities when a quoted price in an active market for the liability does not exist and clarifies that a quoted price for the liability when traded as an asset (when no adjustments are required) are Level 1 fair value measurements. In addition, it also clarifies that an entity is not required to adjust the value of a liability for the existence of a restriction that prevents the transfer of the liability. This topic update is effective for the Company beginning October 1, 2009 and will not be material to the Company.

On April 9, 2009, the FASB issued three ASC topic updates regarding fair value measurements and recognition of impairment. Under ASC 320, Investments Debt and Equity Securities, impairment must be recorded within the consolidated statements of income for debt securities if there exists a fair value loss and the entity intends to sell the security or it is more likely than not the entity will be required to sell the security before recovery of the loss. Additionally, expected credit losses must be recorded through income regardless of the impairment determination above. Remaining fair value losses are recorded to other comprehensive income. ASC 825, Financial Instruments, requires interim disclosures of the fair value of financial instruments that were previously only required annually. Finally, the update to ASC 820, Fair Value Measurements and Disclosures, provides guidance for determining when a significant decrease in market activity has occurred and when a transaction is not orderly. It further reiterates that prices from inactive markets or disorderly transactions should carry less weight, if any, to the determination of fair value. These topic updates were effective for the Company beginning April 1, 2009. The adoption of these updates was not material to the Company.



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Significant assumptions used in fair value measurements including those related to credit and liquidity risk are as follows:

1. **Investments** Our investments primarily consist of overnight/weekly maturity instruments with high credit quality counterparties. However, we have considered credit and liquidity risk involving specific instruments. These assumptions have further been validated by the successful maturity of these investments in the period immediately following the end of the reporting period. In the fourth quarter 2008, we recorded an impairment of \$8 million related to our investment in the Reserve Primary Fund based on an internal assessment of the collectability of our remaining investment. See **LIQUIDITY AND CAPITAL RESOURCES** Counterparty Exposure for a further discussion.
2. **Derivatives** When determining the fair value of derivatives, we take into account counterparty credit risk for positions where we are exposed to the counterparty on a net basis by assessing exposure net of collateral held. The net exposures for each counterparty are adjusted based on market information available for the specific counterparty including spreads from credit default swaps. Additionally, when the counterparty has exposure to the Company related to SLM Corporation derivatives, we fully collateralize the exposure minimizing the adjustment necessary to the derivative valuations for our credit risk. Trusts that contain derivatives are not required to post collateral to counterparties as the credit quality and securitized nature of the trusts minimizes any adjustments for the counterparty's exposure to the trusts. Adjustments related to credit risk reduced the overall value of our derivatives by \$81 million as of September 30, 2009. We also take into account changes in liquidity when determining the fair value of derivative positions. We adjusted the fair value of certain less liquid positions downward by approximately \$202 million to take into account a significant reduction in liquidity as of September 30, 2009, related primarily to basis swaps indexed to interest rate indices with inactive markets. A major indicator of market inactivity is the widening of the bid/ask spread in these markets. In general, the widening of counterparty credit spreads and reduced liquidity for derivative instruments as indicated by wider bid/ask spreads will reduce the fair value of derivatives. In addition, certain cross-currency interest rate swaps hedging foreign currency denominated reset rate notes in the Company's on-balance sheet trusts contain extension features that coincide with the remarketing dates of the notes. The valuation of the extension feature requires significant judgment based on internally developed inputs. These swaps were transferred into Level 3 during the first quarter of 2009 due to a change in the assumption regarding successful remarketing. These swaps were carried at \$1.7 billion as of September 30, 2009.
3. **Residual Interests** We have never sold our Residual Interests. We do not consider our Residual Interests to be liquid, which we take into account when valuing our Residual Interests. We use non-binding broker quotes and industry analyst reports which show changes in the indicative prices of the asset-backed securities tranches immediately senior to the Residual Interest as an indication of potential changes in the discount rate used to value the Residual Interest. We also use the most current prepayment and default rate assumptions to project the cash flows used to value Residual Interests. These assumptions are internally developed and primarily based on analyzing the actual results of loan performance from past periods. See Note 6, Student Loan Securitization, to the consolidated financial statements for a discussion of all assumption changes made during the quarter to properly determine the fair value of the Residual Interests, as well as a shock analysis to fair value related to all significant assumptions.
4. **Student Loans** Our FFELP loans and Private Education Loans are accounted for at cost or at the lower of cost or fair value if the loan is held-for-sale. The fair value is disclosed in compliance with ASC No. 825, Financial Instruments. For both FFELP loans and Private Education Loans accounted for at cost, fair value is determined by modeling loan level cash flows using stated terms of the assets and internally-developed assumptions to determine aggregate portfolio yield, net present value and average life. The significant assumptions used to project cash flows are prepayment speeds, default rates, cost of funds, and required return

on equity. In addition, the Floor Income component of our FFELP loan portfolio is valued through discounted cash flow and option models using both observable market inputs and internally developed inputs. Significant inputs into the models are not generally



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market observable. They are either derived internally through a combination of historical experience and management's qualitative expectation of future performance (in the case of prepayment speeds, default rates, and capital assumptions), or are obtained through external broker quotes (as in the case of cost of funds).

When possible, market transactions are used to validate the model. In most cases these are either infrequent or not observable. For FFELP loans classified as held-for-sale and accounted for at the lower of cost or market, the fair value is based on the committed sales price of the various loan purchase programs established by ED.

For further information regarding the impact of Level 3 fair values to the results of operations, see Note 13, Fair Value Measurements, to the consolidated financial statements.

**SELECTED FINANCIAL DATA****Condensed Statements of Income**

	<b>Three Months Ended</b>		<b>Increase</b>		<b>Nine Months Ended</b>		<b>Increase</b>	
	<b>September 30, 2009</b>	<b>2008</b>	<b>\$</b>	<b>%</b>	<b>September 30, 2009</b>	<b>2008</b>	<b>\$</b>	<b>%</b>
Net interest income	\$ 525	\$ 475	\$ 50	11%	\$ 1,124	\$ 1,153	\$ (29)	(3)%
Less: provisions for loan losses	321	187	134	72	850	467	383	82
Net interest income (loss) after provisions for loan losses	204	288	(84)	(29)	274	686	(412)	(60)
Servicing and securitization revenue (loss)	155	65	90	138	147	174	(27)	(16)
Gains (losses) on loans and securities, net	12	(44)	56	(127)	13	(122)	135	(111)
Gains (losses) on derivative and hedging activities, net	(112)	(242)	130	(54)	(569)	(153)	(416)	272
Contingency fee revenue	82	89	(7)	(8)	230	259	(29)	(11)
Collections revenue (loss)	16	(171)	187	(109)	16	(87)	103	(118)
Guarantor servicing fees	48	37	11	30	107	95	12	13
Other income	151	94	57	61	742	296	446	151
Restructuring expenses	4	11	(7)	(64)	13	78	(65)	(83)
Operating expenses	318	367	(49)	(13)	935	1,077	(142)	(13)
Net income (loss) before income tax benefit	234	(262)	496	(189)	12	(7)	19	(271)
Income tax expense (benefit)	75	(104)	179	(172)	(4)	(13)	9	(69)
Net income (loss)	159	(158)	317	(201)	16	6	10	167
Less: net income attributable to noncontrolling interest		1	(1)	(100)	1	3	(2)	(67)

**Net income (loss)  
attributable to SLM**

<b>Corporation</b>	159	(159)	318	(200)	15	3	12	400
Preferred stock dividends	43	27	16	59	95	84	11	13

Net income (loss)  
attributable to SLM

Corporation common stock	\$ 116	\$ (186)	\$ 302	(162)%	\$ (80)	\$ (81)	\$ 1	(1)%
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**Basic earnings (loss) per  
common share  
attributable to SLM**

<b>Corporation common shareholders</b>	\$ .25	\$ (.40)	\$ .65	163%	\$ (.17)	\$ (.17)	\$	%
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**Diluted earnings (loss) per  
common share  
attributable to SLM**

<b>Corporation common shareholders</b>	\$ .25	\$ (.40)	\$ .65	163%	\$ (.17)	\$ (.17)	\$	%
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Dividends per common  
share attributable to SLM

Corporation common shareholders	\$	\$	\$	%	\$	\$	\$	%
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**Table of Contents****Condensed Balance Sheets**

	<b>September 30, 2009</b>	<b>December 31, 2008</b>	<b>Increase (Decrease)</b>	
			<b>\$</b>	<b>%</b>
<b>Assets</b>				
FFELP Stafford and Other Student Loans, net	\$ 43,258	\$ 44,025	\$ (767)	(2)%
FFELP Stafford Loans Held-for-Sale	23,846	8,451	15,395	182
FFELP Consolidation Loans, net	69,246	71,744	(2,498)	(3)
Private Education Loans, net	22,495	20,582	1,913	9
Other loans, net	455	729	(274)	(38)
Cash and investments	7,022	5,112	1,910	37
Restricted cash and investments	5,761	3,535	2,226	63
Retained Interest in off-balance sheet securitized loans	1,838	2,200	(362)	(16)
Goodwill and acquired intangible assets, net	1,224	1,249	(25)	(2)
Other assets	11,299	11,141	158	1
<b>Total assets</b>	<b>\$ 186,444</b>	<b>\$ 168,768</b>	<b>\$ 17,676</b>	<b>10%</b>
<b>Liabilities and Equity</b>				
Short-term borrowings	\$ 53,407	\$ 41,933	\$ 11,474	27%
Long-term borrowings	124,648	118,225	6,423	5
Other liabilities	3,400	3,604	(204)	(6)
<b>Total liabilities</b>	<b>181,455</b>	<b>163,762</b>	<b>17,693</b>	<b>11</b>
SLM Corporation stockholders equity before treasury stock	6,850	6,855	(5)	
Common stock held in treasury	1,861	1,856	5	
SLM Corporation stockholders equity	4,989	4,999	(10)	
Noncontrolling interest		7	(7)	
<b>Total equity</b>	<b>4,989</b>	<b>5,006</b>	<b>(17)</b>	
<b>Total liabilities and equity</b>	<b>\$ 186,444</b>	<b>\$ 168,768</b>	<b>\$ 17,676</b>	<b>10%</b>

**Table of Contents****RESULTS OF OPERATIONS*****Three Months Ended September 30, 2009 Compared to Three Months Ended September 30, 2008***

For the three months ended September 30, 2009, net income attributable to SLM Corporation was \$159 million or \$.25 diluted earnings per common share attributable to SLM Corporation common shareholders, compared to net loss of \$159 million, or \$.40 diluted loss per common share attributable to SLM Corporation common shareholders, for the three months ended September 30, 2008. The effective tax rate for those periods was 32 percent and 40 percent, respectively. The movement in the effective tax rate was primarily driven by the reduction of tax and interest on U.S. federal and state uncertain tax positions. For the three months ended September 30, 2009, the Company's pre-tax income was \$234 million compared to pre-tax loss of \$262 million in the year-ago quarter. The increase in pre-tax income of \$496 million was primarily due to a decrease in net losses on derivative and hedging activities of \$130 million in the third quarter of 2009 from \$242 million net losses in the third quarter of 2008 to \$112 million net losses in the third quarter of 2009, along with an increase in collections revenue of \$187 million, and an increase in gains on debt repurchases of \$58 million.

Net interest income after provisions for loan losses decreased by \$84 million in the third quarter from the year-ago quarter. This decrease was due to a \$134 million increase in provisions for loan losses offset by a \$50 million increase in net interest income. The increase in net interest income was primarily due to a decrease in the 2008 Asset Backed Financing Facilities fees and an \$18.9 billion increase in the average balance of on-balance sheet student loans (see LENDING BUSINESS SEGMENT *Net Interest Income* *Net Interest Margin* *On-Balance Sheet* ). The increase in provisions for loan losses relates primarily to the increase in charge-off expectations on Private Education Loans from the year-ago period, primarily as a result of the continued weakening of the U.S. economy (see LENDING BUSINESS SEGMENT *Private Education Loan Losses* *Private Education Loan Delinquencies and Forbearance* and *Allowance for Private Education Loan Losses* ).

There were no gains on student loan securitizations in either the third quarter of 2009 or the year-ago quarter as the Company did not complete any off-balance sheet securitizations in those periods. Servicing and securitization revenue increased by \$90 million from revenue of \$65 million in the third quarter of 2008 to \$155 million in the third quarter of 2009. This increase was primarily due to a current-quarter's unrealized mark-to-market gain of \$13 million on the Company's Residual Interests compared to a year-ago quarter's unrealized mark-to-market loss of \$81 million. See LIQUIDITY AND CAPITAL RESOURCES *Retained Interest in Securitized Receivables* for further discussion of the factors impacting the fair values.

The \$12 million of gains on sales of loans and securities, net, in the third quarter 2009 related to the gain on sale of approximately \$840 million face amount of FFELP loans to the ED as part of the Purchase Program. Approximately \$17.6 billion face amount of additional FFELP loans were sold to the ED on October 15, 2009. There were net losses of \$44 million on sales of loans and securities in the year-ago quarter. Prior to the fourth quarter of 2008, these losses were primarily the result of the Company's repurchase of delinquent Private Education Loans from the Company's off-balance sheet securitization trusts. When Private Education Loans in the Company's off-balance sheet securitization trusts that settled before September 30, 2005, became 180 days delinquent, the Company previously exercised its contingent call option to repurchase these loans at par value out of the trusts and recorded a loss for the difference in the par value paid and the fair market value of the loans at the time of purchase. The Company does not hold the contingent call option for any trusts that settled after September 30, 2005. In October 2008, the Company decided to no longer exercise its contingent call option.

In the third quarter of 2009, contingency fee, collections and guarantor servicing fee revenue totaled \$146 million, a \$190 million increase from a loss of \$44 million in the year-ago quarter. This increase was primarily due to a reduction in impairment recognized on our purchased paper portfolios, which was partially offset by a decline in

revenue due to significantly smaller portfolios in our purchased paper businesses year-over-year, as a result of winding down these businesses. In the third quarter of 2009, total impairment of \$21 million was comprised of \$12 million of impairment related to declines in the fair value of mortgage loans and real estate held by the Company's mortgage purchased paper subsidiary and \$9 million of

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impairment related to the Company's non-mortgage purchased paper subsidiary, compared to \$242 million of total impairment recorded in the third quarter of 2008, of which \$147 million of impairment related to declines in the fair value of mortgage loans and real estate held by the Company's mortgage purchased paper subsidiary and \$95 million, including a loss on the sale of the Company's international purchased paper business, related to the Company's non-mortgage purchased paper subsidiary (see ASSET PERFORMANCE GROUP BUSINESS SEGMENT).

In response to the College Cost Reduction and Access Act of 2007 (CCRAA) and challenges in the capital markets, the Company initiated a restructuring plan in the fourth quarter of 2007. The plan focused on conforming our lending activities to the economic environment, exiting certain customer relationships and product lines, winding down our debt purchased paper businesses, and significantly reducing our operating expenses. The restructuring plan is essentially completed and our objectives have been met. During 2008, we reduced the run-rate of our operating expenses by 20 percent versus the end of 2007, after adjusting for restructuring costs, growth and other investments. As part of the Company's cost reduction efforts, restructuring expenses of \$4 million and \$11 million were recognized in the third quarters of 2009 and 2008, respectively. Restructuring expenses from the fourth quarter of 2007 through the third quarter of 2009 totaled \$119 million. The majority of these restructuring expenses were severance costs related to the completed and planned elimination of approximately 2,800 positions, or approximately 25 percent of the workforce. We estimate approximately \$7 million of additional restructuring expenses associated with our current cost reduction efforts will be incurred. On September 17, 2009 the House passed the SAFRA which would eliminate FFELP and require that, after July 1, 2010, all new federal loans be made through the Direct Lending program. The Senate has yet to take up the legislation. If this legislation is signed into law, the Company will undertake another significant restructuring to conform its infrastructure to the elimination of the FFELP and achieve additional expense reduction. See RECENT DEVELOPMENTS Legislative and Regulatory Developments for a further discussion of SAFRA.

Operating expenses were \$318 million in the third quarter of 2009 compared to \$367 million in the third quarter of 2008. As previously discussed, in 2008 the Company decided to wind down its purchased paper businesses. This decision resulted in a \$36 million impairment of intangible assets in the third quarter of 2008. The remaining \$13 million decrease in operating expenses was primarily due to the Company's cost reduction efforts discussed above. The amortization and impairment of acquired intangibles totaled \$10 million and \$50 million for the third quarters of 2009 and 2008, respectively.

During the third quarter of 2009, the Company converted approximately \$137 million of its Series C Preferred Stock to common stock. As part of this conversion, the Company delivered to the holders of the preferred stock: (1) approximately 7 million shares (the number of common shares they would most likely receive if the preferred stock they held mandatorily converted to common shares in the fourth quarter of 2010) plus (2) a discounted amount of the preferred stock dividends the holders of the preferred stock would have received if they held the preferred stock through the mandatory conversion date. The accounting treatment for this conversion resulted in a loss recorded in preferred stock dividends for the period of approximately \$20 million.

***Nine Months Ended September 30, 2009 Compared to Nine Months Ended September 30, 2008***

For the nine months ended September 30, 2009, net income attributable to SLM Corporation was \$15 million or \$.17 diluted loss per common share attributable to SLM Corporation common shareholders, compared to net income of \$3 million, or \$.17 diluted loss per common share attributable to SLM Corporation common shareholders, for the nine months ended September 30, 2008. The effective tax rate for those periods was (33) percent and 206 percent, respectively. The movement in the effective tax rate was primarily driven by the reduction of tax and interest on U.S. federal and state uncertain tax positions in both periods, as well as the permanent tax impact of deducting Proposed Merger-related transaction costs in the nine months ended September 30, 2008. For the nine months ended September 30, 2009, the Company's pre-tax income was \$12 million compared to pre-tax loss of \$7 million in the

year-ago period. The increase in pre-tax income of \$19 million was primarily due an increase in gains on debt repurchases of \$426 million, offset by an increase of \$417 million in net losses on derivative and hedging activities.

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There were no gains on student loan securitizations in either the nine months ended September 30, 2009 or the year-ago period as the Company did not complete any off-balance sheet securitizations in those periods. Servicing and securitization revenue decreased by \$27 million from \$174 million in the nine months ended September 30, 2008 to \$147 million in the nine months ended September 30, 2009. This decrease was primarily due to a decrease in net Embedded Floor Income. See **LIQUIDITY AND CAPITAL RESOURCES** *Retained Interest in Securitized Receivables* for further discussion of the factors impacting the fair values.

Net interest income after provisions for loan losses decreased by \$412 million in the nine months ended September 30, 2009 from the year-ago period. This decrease was due to a \$383 million increase in provisions for loan losses and to a \$29 million decrease in net interest income. The decrease in net interest income was primarily due to a decrease in the student loan spread and other asset spread partially offset by a \$19.7 billion increase in the average balance of on-balance sheet student loans (see **LENDING BUSINESS SEGMENT** *Net Interest Income* *Net Interest Margin On-Balance Sheet* ). The increase in provisions for loan losses related primarily to increases in charge-off expectations on Private Education Loans primarily as a result of the continued weakening of the U.S. economy (see **LENDING BUSINESS SEGMENT** *Private Education Loan Losses* *Private Education Loan Delinquencies and Forbearance* and *Allowance for Private Education Loan Losses* )

There were \$12 million in net gains on sales of loans and securities in the nine months ended September 30, 2009 related to the ED Purchase Program as previously discussed, compared to net losses of \$122 million incurred in the nine months ended September 30, 2008. Prior to the fourth quarter of 2008, these losses were primarily the result of the Company's repurchase of delinquent Private Education Loans from the Company's off-balance sheet securitization trusts. As previously discussed, the Company no longer repurchases these loans.

For the nine months ended September 30, 2009, contingency fee, collections and guarantor servicing fee revenue totaled \$353 million, an \$86 million increase from \$267 million in the year-ago period. This increase was primarily due to a reduction in impairment recognized on our purchased paper portfolios, which was partially offset by a decline in revenue due to significantly smaller portfolios in our purchased paper businesses, as a result of winding down these businesses. In the nine months ended September 30, 2009, total impairment of \$118 million was comprised of \$93 million of impairment related to declines in the fair value of mortgage loans and real estate held by the Company's mortgage purchased paper subsidiary and \$25 million of impairment related to the Company's non-mortgage purchased paper subsidiary, compared to \$323 million of total impairment recorded in the nine months ended September 30, 2008, of which \$212 million of impairment related to declines in the fair value of mortgage loans and real estate held by the Company's mortgage purchased paper subsidiary and \$111 million, including a loss on the sale of the Company's international purchased paper business, related to the Company's non-mortgage purchased paper subsidiary (see **ASSET PERFORMANCE GROUP BUSINESS SEGMENT** ).

Restructuring expenses of \$13 million and \$78 million were recognized in the nine months ended September 30, 2009 and 2008, respectively, as previously discussed.

Operating expenses were \$935 million for the nine months ended September 30, 2009 compared to \$1.1 billion in the year-ago period. The decrease in operating expenses was primarily due to the Company's cost reduction efforts discussed above. The amortization and impairment of acquired intangibles totaled \$29 million and \$81 million (including a \$36 million impairment of intangible assets in the third quarter of 2008 as discussed above) for the nine months ended September 30, 2009 and 2008, respectively.

As previously discussed, preferred stock dividends for the nine months ended September 30, 2009 included a loss of \$20 million due to the conversion of \$137 million of Series C Preferred Stock to common stock in the third quarter of 2009.





**Table of Contents*****Other Income***

The following table summarizes the components of Other income in the consolidated statements of income for the three and nine months ended September 30, 2009 and 2008.

	<b>Three Months Ended September 30, 2009</b>		<b>Nine Months Ended September 30, 2009</b>	
	<b>2009</b>	<b>2008</b>	<b>2009</b>	<b>2008</b>
Gains on debt repurchases	\$ 74	\$ 16	\$ 463	\$ 37
Late fees and forbearance fees	39	36	107	107
Asset servicing and other transaction fees	28	28	79	80
Loan servicing fees	17	6	35	19
Foreign currency translation gains (losses)	(23)	(13)	11	(9)
Other	16	21	47	61
<b>Total</b>	<b>\$ 151</b>	<b>\$ 94</b>	<b>\$ 742</b>	<b>\$ 295</b>

The change in other income over all periods presented is primarily the result of the gains on debt repurchases. The Company began repurchasing its outstanding debt in the second quarter of 2008. The Company repurchased \$1.4 billion and \$580 million face amount of its senior unsecured notes for the quarters ended September 30, 2009 and 2008, respectively, and repurchased \$2.7 billion and \$1.8 billion face amount of its senior unsecured notes for the nine months ended September 30, 2009 and 2008, respectively. The increase in the gain on debt repurchases between 2009 and 2008 was the result of differences in the characteristics of debt repurchased and larger unsecured credit spreads in 2009. Since the second quarter of 2008, the Company repurchased \$4.6 billion face amount of its senior unsecured notes in the aggregate, with maturity dates ranging from 2008 to 2014.

**Table of Contents****BUSINESS SEGMENTS**

The results of operations of the Company's Lending and Asset Performance Group ( APG ) operating segments are presented below. These defined business segments operate in distinct business environments and are considered reportable segments under ASC 280, Segment Reporting, based on quantitative thresholds applied to the Company's financial statements. In addition, we provide other complementary products and services, including guarantor and student loan servicing, through smaller operating segments that do not meet such thresholds and are aggregated in the Corporate and Other reportable segment for financial reporting purposes.

The management reporting process measures the performance of the Company's operating segments based on the management structure of the Company, as well as the methodology used by management to evaluate performance and allocate resources. In accordance with the Rules and Regulations of the Securities and Exchange Commission ( SEC ), we prepare financial statements in accordance with GAAP. In addition to evaluating the Company's GAAP-based financial information, management, including the Company's chief operating decision makers, evaluates the performance of the Company's operating segments based on their profitability on a basis that, as allowed under ASC 280, differs from GAAP. We refer to management's basis of evaluating our segment results as Core Earnings presentations for each business segment and we refer to these performance measures in our presentations with credit rating agencies and lenders. Accordingly, information regarding the Company's reportable segments is provided herein based on Core Earnings, which are discussed in detail below.

Our Core Earnings are not defined terms within GAAP and may not be comparable to similarly titled measures reported by other companies. Core Earnings net income reflects only current period adjustments to GAAP net income as described below. Unlike financial accounting, there is no comprehensive, authoritative guidance for management reporting and as a result, our management reporting is not necessarily comparable with similar information for any other financial institution. The Company's operating segments are defined by the products and services they offer or the types of customers they serve, and they reflect the manner in which financial information is currently evaluated by management. Intersegment revenues and expenses are netted within the appropriate financial statement line items consistent with the income statement presentation provided to management. Changes in management structure or allocation methodologies and procedures may result in changes in reported segment financial information.

Core Earnings are the primary financial performance measures used by management to develop the Company's financial plans, track results, and establish corporate performance targets. While Core Earnings are not a substitute for reported results under GAAP, the Company relies on Core Earnings in operating its business because Core Earnings permit management to make meaningful period-to-period comparisons of the operational and performance indicators that are most closely assessed by management. Management believes this information provides additional insight into the financial performance of the core business activities of our operating segments. Accordingly, the tables presented below reflect Core Earnings which is reviewed and utilized by management to manage the business for each of the Company's reportable segments. A further discussion regarding Core Earnings is included under Limitations of Core Earnings and Pre-tax Differences between Core Earnings and GAAP by Business Segment.

The LENDING BUSINESS SEGMENT section includes all discussion of income and related expenses associated with the net interest margin, the student loan spread and its components, the provisions for loan losses, and other fees earned on our Managed portfolio of student loans. The APG BUSINESS SEGMENT section reflects the fees earned and expenses incurred in providing accounts receivable management and collection services. The CORPORATE AND OTHER BUSINESS SEGMENT section includes our remaining fee businesses and other corporate expenses that do not pertain directly to the primary operating segments identified above.



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	<b>Three Months Ended September 30, 2009</b>		
	<b>Lending</b>	<b>APG</b>	<b>Corporate and Other</b>
Interest income:			
FFELP Stafford and Other Student Loans	\$ 340	\$	\$
FFELP Consolidation Loans	430		
Private Education Loans	561		
Other loans	11		
Cash and investments	3		5
Total interest income	1,345		5
Total interest expense	652	5	3
Net interest income (loss)	693	(5)	2
Less: provisions for loan losses	448		
Net interest income (loss) after provisions for loan losses	245	(5)	2
Contingency fee revenue		82	
Collections revenue		16	
Guarantor servicing fees			48
Other income	129		56
Total other income	129	98	104
Restructuring expenses	2	1	1
Operating expenses	154	80	75
Total expenses	156	81	76
Income before income tax expense	218	12	30
Income tax expense <sup>(1)</sup>	80	5	11
Less: net income attributable to noncontrolling interest			
Core Earnings net income attributable to SLM Corporation	\$ 138	\$ 7	\$ 19
Economic Floor Income (net of tax) not included in Core Earnings	\$ 23	\$	\$

(1) Income taxes are based on a percentage of net income before tax for each individual reportable segment.

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	<b>Three Months Ended September 30, 2008</b>		
	<b>Lending</b>	<b>APG</b>	<b>Corporate and Other</b>
Interest income:			
FFELP Stafford and Other Student Loans	\$ 612	\$	\$
FFELP Consolidation Loans	995		
Private Education Loans	678		
Other loans	20		
Cash and investments	62		7
Total interest income	2,367		7
Total interest expense	1,651	6	5
Net interest income (loss)	716	(6)	2
Less: provisions for loan losses	263		
Net interest income (loss) after provisions for loan losses	453	(6)	2
Contingency fee revenue		89	
Collections revenue		(169)	
Guarantor servicing fees			37
Other income	55		51
Total other income (loss)	55	(80)	88
Restructuring expenses		4	7
Operating expenses	142	106	68
Total expenses	142	110	75
Income (loss) before income tax expense (benefit)	366	(196)	15
Income tax expense (benefit) <sup>(1)</sup>	134	(73)	6
Less: net income attributable to noncontrolling interest		1	
Core Earnings net income (loss) attributable to SLM Corporation	\$ 232	\$ (124)	\$ 9
Economic Floor Income (net of tax) not included in Core Earnings	\$ 1	\$	\$

(1) Income taxes are based on a percentage of net income before tax for each individual reportable segment.

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	<b>Nine Months Ended September 30, 2009</b>		
	<b>Lending</b>	<b>APG</b>	<b>Corporate and Other</b>
Interest income:			
FFELP Stafford and Other Student Loans	\$ 1,012	\$	\$
FFELP Consolidation Loans	1,263		
Private Education Loans	1,683		
Other loans	46		
Cash and investments	8		14
<b>Total interest income</b>	<b>4,012</b>		<b>14</b>
Total interest expense	2,424	15	11
<b>Net interest income (loss)</b>	<b>1,588</b>	<b>(15)</b>	<b>3</b>
Less: provisions for loan losses	1,199		
<b>Net interest income (loss) after provisions for loan losses</b>	<b>389</b>	<b>(15)</b>	<b>3</b>
Contingency fee revenue		230	
Collections revenue		16	
Guarantor servicing fees			107
Other income	591		152
<b>Total other income</b>	<b>591</b>	<b>246</b>	<b>259</b>
Restructuring expenses	7	3	3
Operating expenses	435	260	211
<b>Total expenses</b>	<b>442</b>	<b>263</b>	<b>214</b>
<b>Income (loss) before income tax expense (benefit)</b>	<b>538</b>	<b>(32)</b>	<b>48</b>
Income tax expense (benefit) <sup>(1)</sup>	199	(12)	18
Less: net income attributable to noncontrolling interest		1	
<b>Core Earnings net income (loss) attributable to SLM Corporation</b>	<b>\$ 339</b>	<b>\$ (21)</b>	<b>\$ 30</b>
Economic Floor Income (net of tax) not included in Core Earnings	\$ 191	\$	\$

(1) Income taxes are based on a percentage of net income before tax for each individual reportable segment.

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	<b>Nine Months Ended September 30, 2008</b>		
	<b>Lending</b>	<b>APG</b>	<b>Corporate and Other</b>
Interest income:			
FFELP Stafford and Other Student Loans	\$ 1,630	\$	\$
FFELP Consolidation Loans	2,891		
Private Education Loans	2,093		
Other loans	65		
Cash and investments	284		18
<b>Total interest income</b>	<b>6,963</b>		<b>18</b>
Total interest expense	5,080	20	15
Net interest income (loss)	1,883	(20)	3
Less: provisions for loan losses	636		
Net interest income (loss) after provisions for loan losses	1,247	(20)	3
Contingency fee revenue		259	
Collections revenue		(85)	
Guarantor servicing fees			95
Other income	161		147
<b>Total other income</b>	<b>161</b>	<b>174</b>	<b>242</b>
Restructuring expenses	46	10	22
Operating expenses	460	322	213
<b>Total expenses</b>	<b>506</b>	<b>332</b>	<b>235</b>
Income (loss) before income tax expense (benefit)	902	(178)	10
Income tax expense (benefit) <sup>(1)</sup>	332	(65)	3
Less: net income attributable to noncontrolling interest		3	
<b>Core Earnings net income (loss) attributable to SLM Corporation</b>	<b>\$ 570</b>	<b>\$ (116)</b>	<b>\$ 7</b>
Economic Floor Income (net of tax) not included in Core Earnings	\$ 50	\$	\$

(1) Income taxes are based on a percentage of net income before tax for each individual reportable segment.

**Limitations of Core Earnings**

While GAAP provides a uniform, comprehensive basis of accounting, for the reasons described above, management believes that Core Earnings are an important additional tool for providing a more complete understanding of the Company's results of operations. Nevertheless, Core Earnings are subject to certain general and specific limitations that investors should carefully consider. For example, as stated above, unlike financial accounting, there is no



comprehensive, authoritative guidance for management reporting. Our Core Earnings are not defined terms within GAAP and may not be comparable to similarly titled measures reported by other companies. Unlike GAAP, Core Earnings reflect only current period adjustments to GAAP. Accordingly, the Company's Core Earnings presentation does not represent a comprehensive basis of accounting. Investors, therefore, may not compare our Company's performance with that of other financial services companies based upon Core Earnings. Core Earnings results are only meant to supplement GAAP results by providing additional information regarding the operational and performance indicators that are most closely used by management, the Company's board of directors, rating agencies and lenders to assess performance.

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Other limitations arise from the specific adjustments that management makes to GAAP results to derive Core Earnings results. For example, in reversing the unrealized gains and losses that result from ASC 815, Derivatives and Hedging, on derivatives that do not qualify for hedge treatment, as well as on derivatives that do qualify but are in part ineffective because they are not perfect hedges, we focus on the long-term economic effectiveness of those instruments relative to the underlying hedged item and isolate the effects of interest rate volatility and changing credit spreads on the fair value of such instruments during the period. Under GAAP, the effects of these factors on the fair value of the derivative instruments (but not on the underlying hedged item) tend to show more volatility in the short term. While our presentation of our results on a Core Earnings basis provides important information regarding the performance of our Managed portfolio, a limitation of this presentation is that we are presenting the ongoing spread income on loans that have been sold to a trust managed by us. While we believe that our Core Earnings presentation presents the economic substance of our Managed loan portfolio, it understates earnings volatility from securitization gains. Our Core Earnings results exclude certain Floor Income, which is real cash income, from our reported results and therefore may understate earnings in certain periods. Management's financial planning and valuation of operating results, however, does not take into account Floor Income because of its inherent uncertainty, except when it is Fixed Rate Floor Income that is economically hedged through Floor Income Contracts.

**Pre-Tax Differences between Core Earnings and GAAP by Business Segment**

Our Core Earnings are the primary financial performance measures used by management to evaluate performance and to allocate resources. Accordingly, financial information is reported to management on a Core Earnings basis by reportable segment, as these are the measures used regularly by our chief operating decision makers. Our Core Earnings are used in developing our financial plans and tracking results, and also in establishing corporate performance targets and incentive compensation. Management believes this information provides additional insight into the financial performance of the Company's core business activities. Core Earnings net income reflects only current period adjustments to GAAP net income, as described in the more detailed discussion of the differences between Core Earnings and GAAP that follows, which includes further detail on each specific adjustment required to reconcile our Core Earnings segment presentation to our GAAP earnings.

	Three Months Ended September 30,					
	2009			2008		
	Lending	APG	Corporate and Other	Lending	APG	Corporate and Other
Core Earnings adjustments to GAAP:						
Net impact of securitization accounting	\$ 28	\$	\$	\$ (148)	\$	\$
Net impact of derivative accounting	(37)			(206)		
Net impact of Floor Income	(8)			(43)		
Net impact of acquired intangibles	(3)	(2)	(5)	(41)	(7)	(2)
Total Core Earnings adjustments to GAAP	\$ (20)	\$ (2)	\$ (5)	\$ (438)	\$ (7)	\$ (2)

	Nine Months Ended September 30,					
	2009			2008		
	Lending	APG	Corporate	Lending	APG	Corporate

				<b>and Other</b>			<b>and Other</b>
Core Earnings adjustments to GAAP:							
Net impact of securitization accounting	\$ (197)	\$	\$		\$ (474)	\$	\$
Net impact of derivative accounting	(477)				(119)		
Net impact of Floor Income	161				(67)		
Net impact of acquired intangibles	(8)	(5)	(16)	(51)	(17)	(13)	
Total Core Earnings adjustments to GAAP	\$ (521)	\$ (5)	\$ (16)	\$ (711)	\$ (17)	\$ (13)	

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1) **Securitization Accounting:** Under GAAP, certain securitization transactions in our Lending operating segment are accounted for as sales of assets. Under **Core Earnings** for the Lending operating segment, we present all securitization transactions on a **Core Earnings** basis as long-term non-recourse financings. The upfront gains on sale from securitization transactions, as well as ongoing servicing and securitization revenue presented in accordance with GAAP, are excluded from **Core Earnings** and are replaced by interest income, provisions for loan losses, and interest expense as earned or incurred on the securitization loans. We also exclude transactions with our off-balance sheet trusts from **Core Earnings** as they are considered intercompany transactions on a **Core Earnings** basis.

The following table summarizes the securitization adjustments in our Lending operating segment for the three and nine months ended September 30, 2009 and 2008.

	<b>Three Months Ended September 30, 2009</b>		<b>Nine Months Ended September 30, 2009</b>	
<b>Core Earnings securitization adjustments:</b>				
Net interest income on securitized loans, before provisions for loan losses and before intercompany transactions	\$ (254)	\$ (245)	\$ (693)	\$ (694)
Provisions for loan losses	127	76	349	169
Net interest income on securitized loans, after provisions for loan losses, before intercompany transactions	(127)	(169)	(344)	(525)
Intercompany transactions with off-balance sheet trusts		(44)		(123)
Net interest income on securitized loans, after provisions for loan losses	(127)	(213)	(344)	(648)
Servicing and securitization revenue	155	65	147	174
Total <b>Core Earnings</b> securitization adjustments	\$ (28)	\$ (148)	\$ (197)	\$ (474)

(1) Negative amounts are subtracted from **Core Earnings** net income to arrive at GAAP net income and positive amounts are added to **Core Earnings** net income to arrive at GAAP net income.

Intercompany transactions with off-balance sheet trusts in the above table relate primarily to losses that result from the repurchase of delinquent loans from our off-balance sheet securitization trusts. When Private Education Loans in our securitization trusts settling before September 30, 2005 became 180 days delinquent, we previously exercised our contingent call option to repurchase these loans at par value out of the trust and recorded a loss for the difference in the par value paid and the fair market value of the loan at the time of purchase. We do not hold the contingent call option for any trusts settled after September 30, 2005. In October 2008, the Company decided to no longer exercise its contingent call option.

2) **Derivative Accounting:** **Core Earnings** exclude periodic unrealized gains and losses that are caused primarily by the one-sided mark-to-market derivative valuations prescribed by ASC 815 on derivatives that do not qualify for hedge treatment under GAAP. These unrealized gains and losses occur in our Lending operating segment. In our **Core Earnings** presentation, we recognize the economic effect of these hedges, which generally results in any cash paid or

received being recognized ratably as an expense or revenue over the hedged item's life.

ASC 815 requires that changes in the fair value of derivative instruments be recognized currently in earnings unless specific hedge accounting criteria, as specified by ASC 815, are met. We believe that our derivatives are effective economic hedges, and as such, are a critical element of our interest rate risk management strategy. However, some of our derivatives, primarily Floor Income Contracts and certain basis swaps, do not qualify for hedge treatment as defined by ASC 815, and the stand-alone derivative must be marked-to-market in the income statement with no consideration for the corresponding change in fair value of the hedged item. The gains and losses described in Gains (losses) on derivative and hedging activities, net are primarily caused by interest rate and foreign currency exchange rate volatility, and changing credit spreads during the period, as well as the volume and term of derivatives not receiving hedge treatment.

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Our Floor Income Contracts are written options that must meet more stringent requirements than other hedging relationships to achieve hedge effectiveness under ASC 815. Specifically, our Floor Income Contracts do not qualify for hedge accounting treatment because the pay down of principal of the student loans underlying the Floor Income embedded in those student loans does not exactly match the change in the notional amount of our written Floor Income Contracts. Under ASC 815, the upfront payment is deemed a liability and changes in fair value are recorded through income throughout the life of the contract. The change in the value of Floor Income Contracts is primarily caused by changing interest rates that cause the amount of Floor Income earned on the underlying student loans and paid to the counterparties to vary. This is economically offset by the change in value of the student loan portfolio, including our Retained Interests, earning Floor Income but that offsetting change in value is not recognized under ASC 815. We believe the Floor Income Contracts are economic hedges because they effectively fix the amount of Floor Income earned over the contract period, thus eliminating the timing and uncertainty that changes in interest rates can have on Floor Income for that period. Prior to ASC 815, we accounted for Floor Income Contracts as hedges and amortized the upfront cash compensation ratably over the lives of the contracts.

Basis swaps are used to convert floating rate debt from one floating interest rate index to another to better match the interest rate characteristics of the assets financed by that debt. We primarily use basis swaps to change the index of our floating rate debt to better match the cash flows of our student loan assets that are primarily indexed to a commercial paper, Prime or Treasury bill index. In addition, we use basis swaps to convert debt indexed to the Consumer Price Index to three-month month LIBOR debt. ASC 815 requires that when using basis swaps, the change in the cash flows of the hedge effectively offset both the change in the cash flows of the asset and the change in the cash flows of the liability. Our basis swaps hedge variable interest rate risk; however, they generally do not meet this effectiveness test because the index of the swap does not exactly match the index of the hedged assets as required by ASC 815. Additionally, some of our FFELP loans can earn at either a variable or a fixed interest rate depending on market interest rates. We also have basis swaps that do not meet the ASC 815 effectiveness test that economically hedge off-balance sheet instruments. As a result, under GAAP these swaps are recorded at fair value with changes in fair value reflected currently in the income statement.

The table below quantifies the adjustments for derivative accounting under ASC 815 on net income for the quarters ended September 30, 2009 and 2008, and for the nine months ended September 30, 2009 and 2008, when compared with the accounting principles employed in all years prior to the ASC 815 implementation.

	<b>Three Months Ended September 30, 2009      2008</b>		<b>September 30, Ended Nine Months 2009      2008</b>	
<b>Core Earnings derivative adjustments:</b>				
Gains (losses) on derivative and hedging activities, net, included in other income <sup>(1)</sup>	\$ (112)	\$ (242)	\$ (569)	\$ (153)
Less: Realized (gains) losses on derivative and hedging activities, net <sup>(1)</sup>	118	41	120	39
Unrealized gains (losses) on derivative and hedging activities, net <sup>(1)</sup>	6	(201)	(449)	(114)
Other pre-ASC 815 accounting adjustments	(43)	(5)	(28)	(5)
Total net impact of ASC 815 derivative accounting <sup>(2)</sup>	\$ (37)	\$ (206)	\$ (477)	\$ (119)

- (1) See *Reclassification of Realized Gains (Losses) on Derivative and Hedging Activities* below for a detailed breakdown of the components of both the realized and unrealized losses on derivative and hedging activities.
- (2) Negative amounts are subtracted from Core Earnings net income to arrive at GAAP net income and positive amounts are added to Core Earnings net income to arrive at GAAP net income.

*Reclassification of Realized Gains (Losses) on Derivative and Hedging Activities*

ASC 815 requires net settlement income/expense on derivatives and realized gains/losses related to derivative dispositions (collectively referred to as realized gains (losses) on derivative and hedging activities )

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that do not qualify as hedges under ASC 815 to be recorded in a separate income statement line item below net interest income. The table below summarizes the realized losses on derivative and hedging activities, and the associated reclassification on a Core Earnings basis for the quarters ended September 30, 2009 and 2008 and for the nine months ended September 30, 2009 and 2008.

	<b>Three Months Ended September 30, 2009</b>		<b>Nine Months Ended September 30, 2009</b>	
	<b>2009</b>	<b>2008</b>	<b>2009</b>	<b>2008</b>
<b>Reclassification of realized gains (losses) on derivative and hedging activities:</b>				
Net settlement expense on Floor Income Contracts reclassified to net interest income	\$ (189)	\$ (75)	\$ (500)	\$ (390)
Net settlement income (expense) on interest rate swaps reclassified to net interest income	72	22	396	339
Foreign exchange derivatives gains (losses) reclassified to other income		12	(14)	8
Net realized gains (losses) on terminated derivative contracts reclassified to other income	(1)		(2)	4
Total reclassifications of realized (gains) losses on derivative and hedging activities	(118)	(41)	(120)	(39)
Add: Unrealized gains (losses) on derivative and hedging activities, net <sup>(1)</sup>	6	(201)	(449)	(114)
Gains (losses) on derivative and hedging activities, net	\$ (112)	\$ (242)	\$ (569)	\$ (153)

<sup>(1)</sup> Unrealized gains (losses) on derivative and hedging activities, net is comprised of the following unrealized mark-to-market gains (losses):

	<b>Three Months Ended September 30, 2009</b>		<b>Nine Months Ended September 30, 2009</b>	
	<b>2009</b>	<b>2008</b>	<b>2009</b>	<b>2008</b>
Floor Income Contracts	\$ (80)	\$ (33)	\$ 323	\$ 240
Basis swaps	97	(210)	(435)	(498)
Foreign currency hedges	24	44	(256)	147
Other	(35)	(2)	(81)	(3)
Total unrealized gains (losses) on derivative and hedging activities, net	\$ 6	\$ (201)	\$ (449)	\$ (114)



Unrealized gains and losses on Floor Income Contracts are primarily caused by changes in interest rates and the forward interest rate curve. In general, an increase in interest rates, or a steepening of the forward interest rate curve, results in an unrealized gain and vice versa. Unrealized gains and losses on basis swaps result from changes in the spread between indices and on changes in the forward interest rate curves that impact basis swaps hedging repricing risk between quarterly reset debt and daily reset assets. Unrealized gains (losses) on foreign currency hedges are primarily the result of ineffectiveness on cross-currency interest rate swaps hedging foreign currency denominated debt related to differences between forward and spot foreign currency exchange rates.

3) **Floor Income:** The timing and amount (if any) of Floor Income earned in our Lending operating segment is uncertain and in excess of expected spreads. Therefore, we only include such income in Core Earnings when it is Fixed Rate Floor Income that is economically hedged. We employ derivatives, primarily Floor Income Contracts, to economically hedge Floor Income. As discussed above in Derivative Accounting, these derivatives do not qualify as effective accounting hedges, and therefore, under GAAP, they are marked-to-market through the gains (losses) on derivative and hedging activities, net line in the consolidated statement of income with no offsetting gain or loss recorded for the economically hedged items. For Core Earnings, we reverse the fair value adjustments on the Floor Income Contracts economically hedging Floor

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Income and include in income the amortization of net premiums received on contracts economically hedging Fixed Rate Floor Income.

The following table summarizes the Floor Income adjustments in our Lending operating segment for the three and nine months ended September 30, 2009 and 2008.

	<b>Three Months Ended September 30, 2009</b>		<b>Nine Months Ended September 30, 2009</b>	
	<b>2009</b>	<b>2008</b>	<b>2009</b>	<b>2008</b>
<b>Core Earnings Floor Income adjustments:</b>				
Floor Income earned on Managed loans, net of payments on Floor Income Contracts	\$ 36	\$ 1	\$ 263	\$ 60
Amortization of net premiums on Floor Income Contracts and futures in net interest income	(44)	(44)	(102)	(127)
Total Core Earnings Floor Income adjustments <sup>(1)(2)</sup>	\$ (8)	\$ (43)	\$ 161	\$ (67)

<sup>(1)</sup> Negative amounts are subtracted from Core Earnings net income to arrive at GAAP net income and positive amounts are added to Core Earnings net income to arrive at GAAP net income.

<sup>(2)</sup> The following table summarizes the amount of Economic Floor Income earned during the three and nine months ended September 30, 2009 and 2008 that is not included in Core Earnings net income:

	<b>Three Months Ended September 30, 2009</b>		<b>Nine Months Ended September 30, 2009</b>	
	<b>2009</b>	<b>2008</b>	<b>2009</b>	<b>2008</b>
Floor Income earned on Managed loans, net of payments on Floor Income Contracts, not included in Core Earnings	\$ 36	\$ 1	\$ 263	\$ 60
Amortization of net premiums on Variable Rate Floor Income Contracts not included in Core Earnings			40	20
Amortization of net premiums on Fixed Rate Floor Income Contracts included in Core Earnings	44	44	102	127
Total Economic Floor Income earned	80	45	405	207
Less: Amortization of net premiums on Fixed Rate Floor Income Contracts included in Core Earnings	(44)	(44)	(102)	(127)
Total Economic Floor Income earned, not included in Core Earnings	\$ 36	\$ 1	\$ 303	\$ 80

4) **Acquired Intangibles:** Our Core Earnings exclude goodwill and intangible impairment and the amortization of acquired intangibles. For the quarters ended September 30, 2009 and 2008, goodwill and intangible impairment and the amortization of acquired intangibles totaled \$10 million and \$50 million, respectively, and for the nine months ended September 30, 2009 and 2008, totaled \$29 million and \$81 million, respectively. In the third quarter of 2008, the Company decided to wind down its purchased paper businesses. This decision resulted in \$36 million of impairment of intangible assets in the quarter ended September 30, 2008.

#### **LENDING BUSINESS SEGMENT**

In our Lending business segment, we originate and acquire federally guaranteed student loans and Private Education Loans that are not federally guaranteed. Typically a Private Education Loan is made in conjunction with a FFELP Stafford loan and as a result is marketed through the same marketing channels as FFELP loans. While FFELP loans and Private Education Loans have different overall risk profiles due to the federal guarantee of the FFELP loans, they currently share many of the same characteristics such as similar repayment terms, the same marketing channel and sales force, and are originated and serviced on the same servicing platform. Finally, where possible, the borrower receives a single bill for both FFELP and Private Education Loans.

On a Managed Basis, the Company had \$108.9 billion, \$113.9 billion, and \$127.2 billion as of September 30, 2009, June 30, 2009, and December 31, 2008, respectively, of FFELP loans indexed to three-

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month financial commercial paper rate ( CP ) funded with debt indexed to LIBOR. Due to the unintended consequences of government actions in other areas of the capital markets and limited issuances of qualifying financial commercial paper, the historical relationship between CP and LIBOR has been broken recently. For the fourth quarter of 2008, ED announced that for purposes of calculating the FFELP loan index from October 27, 2008 to the end of the fourth quarter, the Federal Reserve's Commercial Paper Funding Facility rates ( CPFF ) would be used for those days in which no CP was available. This resulted in a CP/LIBOR spread of 21 basis points in the fourth quarter of 2008. The CP/LIBOR spread would have been 62 basis points in the fourth quarter of 2008 if ED had not addressed this issue by using the CPFF. ED has decided that no such correction was required during 2009. This resulted in a CP/LIBOR spread of 52 basis points, 45 basis points, and 13 basis points, in the first, second and third quarters of 2009, respectively, compared to the CP/LIBOR spread of 21 basis points in the fourth quarter of 2008 and the historic average spread through the third quarter of 2008 of approximately 10 basis points.

Core Earnings net interest income would have been \$139 million, \$105 million, and \$5 million higher in the first, second and third quarters of 2009, respectively, at a historical CP/LIBOR spread of 10 basis points. Because of the low interest rate environment, the Company earned additional Economic Floor Income not included in Core Earnings of \$126 million, \$141 million, and \$36 million in the first, second, and third quarters of 2009, respectively. Although we exclude these amounts from our Core Earnings presentation, the levels earned in 2009 quarters can be viewed as offsets to the CP/LIBOR basis exposure in low interest rate environments where we earn Floor Income.

Additionally, the index paid on borrowings under ED's Participation Program is based on the prior quarter's CP rates, whereas the index earned on the underlying loans is based on the current quarter's CP rates. The declines in CP rates during the first, second, and third quarters of 2009 resulted in \$40 million, \$13 million, and \$6 million of higher interest expense in the first, second, and third quarters of 2009, respectively.

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The following table summarizes the Core Earnings results of operations for our Lending business segment.

	<b>Three Months Ended September 30, 2009</b>		<b>Increase (Decrease) 2009 vs. 2008</b>	<b>Nine Months Ended September 30, 2009</b>		<b>Increase (Decrease) 2009 vs. 2008</b>
Core Earnings interest income:						
FFELP Stafford and Other Student Loans	\$ 340	\$ 612	(44)%	\$ 1,012	\$ 1,630	(38)%
FFELP Consolidation Loans	430	995	(57)	1,263	2,891	(56)
Private Education Loans	561	678	(17)	1,683	2,093	(20)
Other loans	11	20	(45)	46	65	(29)
Cash and investments	3	62	(95)	8	284	(97)
<b>Total Core Earnings interest income</b>	<b>1,345</b>	<b>2,367</b>	<b>(43)</b>	<b>4,012</b>	<b>6,963</b>	<b>(42)</b>
<b>Total Core Earnings interest expense</b>	<b>652</b>	<b>1,651</b>	<b>(61)</b>	<b>2,424</b>	<b>5,080</b>	<b>(52)</b>
<b>Net Core Earnings interest income</b>	<b>693</b>	<b>716</b>	<b>(3)</b>	<b>1,588</b>	<b>1,883</b>	<b>(16)</b>
Less: provisions for loan losses	448	263	70	1,199	636	89
<b>Net Core Earnings interest income after provisions for loan losses</b>	<b>245</b>	<b>453</b>	<b>(46)</b>	<b>389</b>	<b>1,247</b>	<b>(69)</b>
Other income	129	55	135	591	161	267
Restructuring expenses	2		100	7	46	(85)
Operating expenses	154	142	8	435	460	(5)
<b>Total expenses</b>	<b>156</b>	<b>142</b>	<b>10</b>	<b>442</b>	<b>506</b>	<b>(13)</b>
<b>Income before income taxes and minority interest in net earnings of subsidiaries</b>	<b>218</b>	<b>366</b>	<b>(40)</b>	<b>538</b>	<b>902</b>	<b>(40)</b>
Income tax expense	80	134	(40)	199	332	(40)
<b>Core Earnings net income</b>	<b>\$ 138</b>	<b>\$ 232</b>	<b>(41)%</b>	<b>\$ 339</b>	<b>\$ 570</b>	<b>(41)%</b>
Economic Floor Income (net of tax) not included in Core Earnings	\$ 23	\$ 1	2,200%	\$ 191	\$ 50	282%

**Net Interest Income**

Changes to net interest income are primarily due to fluctuations in the student loan and other asset spread discussed below, the growth of our student loan portfolio, and changes in the level of cash and investments we hold on our balance sheet for liquidity purposes.

**Table of Contents****Average Balance Sheets On-Balance Sheet**

The following table reflects the rates earned on interest-earning assets and paid on interest-bearing liabilities for the three and nine months ended September 30, 2009 and 2008. This table reflects the net interest margin for the entire Company for our on-balance sheet assets. It is included in the Lending business segment discussion because this segment includes substantially all interest-earning assets and interest-bearing liabilities.

	<b>Three Months Ended September 30,</b>				<b>Nine Months Ended September 30,</b>			
	<b>2009</b>		<b>2008</b>		<b>2009</b>		<b>2008</b>	
	<b>Balance</b>	<b>Rate</b>	<b>Balance</b>	<b>Rate</b>	<b>Balance</b>	<b>Rate</b>	<b>Balance</b>	<b>Rate</b>
<b>Average Assets</b>								
FFELP Stafford and Other Student Loans	\$ 64,673	1.86%	\$ 45,804	4.48%	\$ 60,190	2.15%	\$ 41,954	4.71%
FFELP Consolidation Loans	69,643	2.74	72,926	4.53	70,464	2.72	73,410	4.43
Private Education Loans	23,214	6.77	19,876	8.92	22,968	6.85	18,551	9.35
Other loans	469	9.33	859	9.21	602	10.20	1,023	8.43
Cash and investments	13,694	.20	7,964	2.85	10,518	.25	9,762	3.44
Total interest-earning assets	171,693	2.77%	147,429	5.04%	164,742	2.96%	144,700	5.10%
Non-interest-earning assets	8,686		10,035		9,015		9,991	
Total assets	\$ 180,379		\$ 157,464		\$ 173,757		\$ 154,691	
<b>Average Liabilities and Equity</b>								
Short-term borrowings	\$ 50,700	1.31%	\$ 34,050	4.93%	\$ 46,389	2.05%	\$ 35,169	4.85%
Long-term borrowings	121,060	1.66	114,046	3.39	118,479	2.04	110,368	3.75
Total interest-bearing liabilities	171,760	1.56%	148,096	3.75%	164,868	2.04%	145,537	4.02%
Non-interest-bearing liabilities	3,679		3,812		3,822		3,718	
Equity	4,940		5,556		5,067		5,436	
Total liabilities and equity	\$ 180,379		\$ 157,464		\$ 173,757		\$ 154,691	
Net interest margin		1.21%		1.28%		.91%		1.06%

**Rate/Volume Analysis On-Balance Sheet**

The following rate/volume analysis illustrates the relative contribution of changes in interest rates and asset volumes.

**Increase  
(Decrease)  
Attributable to**

	<b>Increase (Decrease)</b>	<b>Change in</b>	
		<b>Rate</b>	<b>Volume</b>
<b>Three Months Ended September 30, 2009 vs. 2008</b>			
Interest income	\$ (670)	\$ (958)	\$ 288
Interest expense	(720)	(991)	271
Net interest income	\$ 50	\$ 33	\$ 17
<b>Nine Months Ended September 30, 2009 vs. 2008</b>			
Interest income	\$ (1,885)	\$ (2,726)	\$ 841
Interest expense	(1,856)	(2,486)	630
Net interest income	\$ (29)	\$ (240)	\$ 211

**Table of Contents****Net Interest Margin On-Balance Sheet**

The following table reflects the net interest margin of our on-balance sheet interest-earning assets, before provisions for loan losses. (Certain percentages do not add or subtract down as they are based on average balances.)

	Three Months Ended		Nine Months Ended	
	September 30, 2009	September 30, 2008	September 30, 2009	September 30, 2008
Student loan spread <sup>(1)(2)</sup>	1.58%	1.71%	1.29%	1.41%
Other asset spread <sup>(1)(3)</sup>	(2.07)	.06	(2.10)	.12
Net interest margin, before the impact of 2008 Asset-Backed Financing Facilities fees <sup>(1)</sup>	1.28	1.61	1.06	1.32
Less: 2008 Asset-Backed Financing Facilities fees	(.07)	(.33)	(.15)	(.25)
Net interest margin	1.21%	1.28%	.91%	1.06%

(1) Before commitment and liquidity fees associated with the 2008 Asset-Backed Financing Facilities, which are referred to as the 2008 Asset-Backed Financing Facilities fees (see LIQUIDITY AND CAPITAL RESOURCES Additional Funding for General Corporate Purposes Asset-Backed Financing Facilities for a further discussion).

(2) Composition of student loan spread:

Student loan yield, before Floor Income	3.12%	5.57%	3.29%	5.74%
Gross Floor Income	.43	.16	.49	.31
Consolidation Loan Rebate Fees	(.45)	(.54)	(.48)	(.57)
Repayment Borrower Benefits	(.10)	(.12)	(.09)	(.12)
Premium and discount amortization	(.03)	.07	(.10)	(.16)
Student loan net yield	2.97	5.14	3.11	5.20
Student loan cost of funds	(1.39)	(3.43)	(1.82)	(3.79)
Student loan spread, before 2008 Asset-Backed Financing Facilities fees	1.58%	1.71%	1.29%	1.41%

(3) Comprised of investments, cash and other loans.

**Student Loan Spread On-Balance Sheet**

The student loan spread is impacted by changes in its various components, as reflected in footnote (2) to the *Net Interest Margin On-Balance Sheet* table above. Gross Floor Income is impacted by interest rates and the percentage



of the FFELP portfolio eligible to earn Floor Income. Floor Income Contracts used to economically hedge Gross Floor Income do not qualify as ASC 815 hedges and as a result the net settlements on such contracts are not recorded in net interest margin but rather in gains (losses) on derivative and hedging activities, net line in the consolidated statements of income. The spread impact from Consolidation Loan Rebate Fees fluctuates as a function of the percentage of FFELP Consolidation Loans on our balance sheet. Repayment Borrower Benefits are generally impacted by the terms of the Repayment Borrower Benefits being offered, as well as the payment behavior of the underlying loans. Premium and discount amortization is generally impacted by the prices previously paid for loans and amounts capitalized related to such purchases or originations. Premium and discount amortization is also impacted by prepayment behavior of the underlying loans.

The student loan spread, before 2008 Asset-Backed Financing Facilities fees, for the third quarter of 2009 decreased 13 basis points from the year-ago quarter. This decrease was primarily due an increase in the credit spreads on the Company's ABS and unsecured debt issued in the last two years due to the current credit environment, a 5 basis point widening of the CP/LIBOR spread, a higher cost of funds due to the impact of ASC 815 (discussed below) and an increase in premium amortization of 10 basis points between the current and year-ago quarters. The increase in premium expense was primarily due to both quarters having changes to prepayment assumptions used to amortize premiums on FFELP Stafford and Consolidation Loans. The

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decreases made to these prepayment speed assumptions were larger in the third quarter of 2008 than the third quarter of 2009 (see *Core Earnings Net Interest Margin Core Earnings Basis Student Loan Spread* for further discussion). Partially offsetting these decreases to the student loan spread was an increase in Gross Floor Income.

The cost of funds for on-balance sheet student loans excludes the impact of basis swaps that are intended to economically hedge the re-pricing and basis mismatch between our funding and student loan asset indices, but do not receive hedge accounting treatment under ASC 815. We use basis swaps to manage the basis risk associated with our interest rate sensitive assets and liabilities. These swaps generally do not qualify as accounting hedges, and as a result, are required to be accounted for in the gains (losses) on derivatives and hedging activities, net line on the income statement, as opposed to being accounted for in interest expense. As a result, these basis swaps are not considered in the calculation of the cost of funds in the table above and therefore, in times of volatile movements of interest rates like those experienced in 2008 and 2009, the student loan spread can be volatile. See the *Core Earnings Net Interest Margin* table below, which reflects these basis swaps in interest expense and demonstrates the economic hedge effectiveness of these basis swaps.

*Other Asset Spread On-Balance Sheet*

The other asset spread is generated from cash and investments (both restricted and unrestricted) primarily in our liquidity portfolio and other loans. The Company invests its liquidity portfolio primarily in short-term securities with maturities of one week or less in order to manage counterparty credit risk and maintain available cash balances. The other asset spread for the third quarter of 2009 decreased 213 basis points from the year-ago quarter. Changes in the other asset spread primarily relate to differences in the index basis and reset frequency between the asset indices and funding indices. A portion of this risk is hedged with derivatives that do not receive hedge accounting treatment under ASC 815 and will impact the other asset spread in a similar fashion as the impact to the on-balance sheet student loan spread as discussed above. In volatile interest rate environments, these spreads may move significantly from period to period and differ from the *Core Earnings* basis other asset spread discussed below.

*Net Interest Margin On-Balance Sheet*

The net interest margin, before 2008 Asset-Backed Financing Facilities fees, for the third quarter of 2009 decreased 33 basis points from the year-ago quarter. These changes primarily relate to the previously discussed changes in the on-balance sheet student loan and other asset spreads. The student loan portfolio as a percentage of the overall interest-earning asset portfolio did not change substantially between the periods.

See LIQUIDITY AND CAPITAL RESOURCES Additional Funding Sources for General Corporate Purposes *Asset-Backed Financing Facilities* for a discussion of the 2008 Asset-Backed Financing Facilities fees and related extensions.

*Core Earnings Net Interest Margin*

The following table analyzes the earnings from our portfolio of Managed interest-earning assets on a *Core Earnings* basis (see BUSINESS SEGMENTS Pre-tax Differences between *Core Earnings* and GAAP by Business Segment ). The *Core Earnings Net Interest Margin* presentation and certain components used in the calculation differ from the *Net Interest Margin On-Balance Sheet* presentation. The *Core Earnings* presentation, when compared to our on-balance sheet presentation, is different in that it:

Includes the net interest margin related to our off-balance sheet student loan securitization trusts. This includes any related fees or costs such as the Consolidation Loan Rebate Fees, premium/discount amortization and Repayment Borrower Benefits yield adjustments;

Includes the reclassification of certain derivative net settlement amounts. The net settlements on certain derivatives that do not qualify as ASC 815 hedges are recorded as part of the gain (loss) on derivative and hedging activities, net line in the consolidated statements of income and are therefore not recognized in the on-balance sheet student loan spread. Under this presentation, these gains and losses

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are reclassified to the income statement line item of the economically hedged item. For our Core Earnings net interest margin, this would primarily include: (a) reclassifying the net settlement amounts related to our written Floor Income Contracts to student loan interest income and (b) reclassifying the net settlement amounts related to certain of our basis swaps to debt interest expense;

Excludes unhedged Floor Income and hedged Variable Rate Floor Income earned on the Managed student loan portfolio; and

Includes the amortization of upfront payments on Fixed Rate Floor Income Contracts in student loan income that we believe are economically hedging the Floor Income.

The following table reflects the Core Earnings net interest margin, before provisions for loan losses. (Certain percentages do not add or subtract down as they are based on average balances.)

	<b>Three Months Ended September 30,</b>		<b>Nine Months Ended September 30,</b>	
	<b>2009</b>	<b>2008</b>	<b>2009</b>	<b>2008</b>
Core Earnings basis student loan spread <sup>(1)</sup>				
FFELP loan spread	.90%	1.13%	.56%	.87%
Private Education Loan spread <sup>(2)</sup>	4.45	5.20	4.54	5.22
Total Core Earnings basis student loan spread <sup>(3)</sup>	1.56	1.90	1.32	1.68
Core Earnings basis other asset spread <sup>(4)</sup>	(.93)	(.12)	(.98)	(.19)
Core Earnings net interest margin, before 2008 Asset-Backed Financing Facilities fees <sup>(1)</sup>	1.38	1.78	1.18	1.54
Less: 2008 Asset-Backed Financing Facilities fees	(.06)	(.26)	(.13)	(.20)
Core Earnings net interest margin	1.32%	1.52%	1.05%	1.35%

(1) Before commitment and liquidity fees associated with the 2008 Asset-Backed Financing Facilities, which are referred to as the 2008 Asset-Backed Financing Facilities fees (see LIQUIDITY AND CAPITAL RESOURCES Additional Funding for General Corporate Purposes *Asset-Backed Financing Facilities* for a further discussion).

(2) Core Earnings basis Private Education Loan Spread, before 2008 Asset-Backed Financing Facilities fees and after provision for loan losses

	(.10)%	2.76%	.55%	3.02%
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(3) Composition of Core Earnings basis student loan spread:

Core Earnings basis student loan yield	3.29%	5.72%	3.45%	5.94%
Consolidation Loan Rebate Fees	(.45)	(.52)	(.47)	(.54)
Repayment Borrower Benefits	(.10)	(.11)	(.09)	(.11)
Premium and discount amortization	.01	.09	(.08)	(.15)

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Core Earnings basis student loan net yield	2.75	5.18	2.81	5.14
Core Earnings basis student loan cost of funds	(1.19)	(3.28)	(1.49)	(3.46)
Core Earnings basis student loan spread, before 2008 Asset-Backed Financing Facilities fees	1.56%	1.90%	1.32%	1.68%

(4) Comprised of investments, cash and other loans

(5) The average balances of our Managed interest-earning assets for the respective periods are:

FFELP loans	\$ 155,434	\$ 142,372	\$ 152,468	\$ 140,060
Private Education Loans	36,025	33,098	35,951	31,919
Total student loans	191,459	175,470	188,419	171,979
Other interest-earning assets	15,378	10,829	12,466	13,075
Total Managed interest-earning assets	\$ 206,837	\$ 186,299	\$ 200,885	\$ 185,054

**Table of Contents***Core Earnings Basis Student Loan Spread*

The Core Earnings basis student loan spread, before the 2008 Asset-Backed Financing Facilities fees, for the third quarter of 2009 decreased 34 basis points from the year-ago quarter. The Core Earnings basis student loan spread was negatively impacted by an increase in the credit spreads on the Company's ABS and unsecured debt issued in the last two years due to the current credit environment, a 5 basis point widening of the CP/LIBOR spread, and an increase in premium amortization of 8 basis points between the current and year-ago quarters. The increase in premium expense was primarily due to both quarters having changes to prepayment assumptions used to amortize premiums on FFELP Stafford and Consolidation Loans. The decreases made to these prepayment speed assumptions were larger in the third quarter of 2008 than the third quarter of 2009. The Company decreased prepayment speed assumptions in both quarters as a result of a significant decrease in prepayment activity experienced since 2008. This decrease in prepayment activity, which the Company expects will continue into the foreseeable future, was primarily due to a reduction in third-party consolidation activity as a result of the CCRAA and the current U.S. economic and credit environment. Decreasing the prepayment speeds has the effect of lengthening the assumed lives of these loans and resulted in a one-time, cumulative catch-up adjustment to reverse prior premium expense. Partially offsetting these decreases to the Core Earnings basis student loan spread was lower cost of funds related to the ED Conduit Program which began in May 2009.

The Core Earnings basis FFELP loan spread for the third quarter of 2009 decreased from the year-ago quarter due to the same reasons discussed above related to the entire Core Earnings basis student loan spread, as well as the mix of the FFELP portfolio shifting towards loans originated subsequent to October 1, 2007, which have lower yields as a result of the CCRAA. The Core Earnings basis Private Education Loan spread before provision for loan losses for the third quarter of 2009 was negatively impacted by the increase in the cost of funds discussed previously. The changes in the Core Earnings basis Private Education Loan spread after provision for loan losses for all periods presented was primarily due to the timing and amount of provision associated with our allowance for Private Education Loan Losses as discussed below (see Private Education Loan Losses *Allowance for Private Education Loan Losses* ).

*Core Earnings Basis Other Asset Spread*

The Core Earnings basis other asset spread is generated from cash and investments (both restricted and unrestricted) primarily in our liquidity portfolio, and other loans. The Company invests its liquidity portfolio primarily in short-term securities with maturities of one week or less in order to manage counterparty credit risk and maintain available cash balances. The Core Earnings basis other asset spread for the third quarter of 2009 decreased 81 basis points from the year-ago quarter. Changes in this spread primarily relate to differences between the index basis and reset frequency of the asset indices and funding indices. In volatile interest rate environments, the asset and debt reset frequencies will lag each other. Changes in this spread are also a result of the increase in our cost of funds as previously discussed.

*Core Earnings Net Interest Margin*

The Core Earnings net interest margin, before the 2008 Asset-Backed Financing Facilities fees, for the third quarter of 2009 decreased 40 basis points from the year-ago quarter. These changes primarily relate to the previously discussed changes in the Core Earnings basis student loan and other asset spreads. The Managed student loan portfolio as a percentage of the overall interest-earning asset portfolio did not change substantially between the periods.

See LIQUIDITY AND CAPITAL RESOURCES - Additional Funding Sources for General Corporate Purposes *Asset-Backed Financing Facilities* for a discussion of the 2008 Asset-Backed Financing Facilities fees and related extensions.



**Table of Contents****Summary of our Managed Student Loan Portfolio**

The following tables summarize the components of our Managed student loan portfolio and show the changing composition of our portfolio.

***Ending Managed Student Loan Balances, net***

	<b>September 30, 2009</b>				
	<b>FFELP Stafford and Other<sup>(1)</sup></b>	<b>FFELP Consolidation Loans</b>	<b>Total FFELP</b>	<b>Private Education Loans</b>	<b>Total</b>
On-balance sheet:					
In-school	\$ 23,741	\$	\$ 23,741	\$ 6,568	\$ 30,309
Grace and repayment	42,272	68,075	110,347	17,436	127,783
Total on-balance sheet, gross	66,013	68,075	134,088	24,004	158,092
On-balance sheet unamortized premium (discount)	1,193	1,225	2,418	(543)	1,875
On-balance sheet receivable for partially charged-off loans				435	435
On-balance sheet allowance for losses	(101)	(54)	(155)	(1,402)	(1,557)
Total on-balance sheet, net	67,105	69,246	136,351	22,494	158,845
Off-balance sheet:					
In-school	272		272	871	1,143
Grace and repayment	5,538	14,551	20,089	12,208	32,297
Total off-balance sheet, gross	5,810	14,551	20,361	13,079	33,440
Off-balance sheet unamortized premium (discount)	141	447	588	(346)	242
Off-balance sheet receivable for partially charged-off loans				200	200
Off-balance sheet allowance for losses	(16)	(9)	(25)	(521)	(546)
Total off-balance sheet, net	5,935	14,989	20,924	12,412	33,336
Total Managed	\$ 73,040	\$ 84,235	\$ 157,275	\$ 34,906	\$ 192,181
% of on-balance sheet FFELP	49%	51%	100%		
% of Managed FFELP	46%	54%	100%		
% of total	38%	44%	82%	18%	100%



- (1) FFELP category is primarily Stafford loans, but also includes federally insured PLUS and HEAL loans.

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	<b>December 31, 2008</b>				
	<b>FFELP Stafford and Other<sup>(1)</sup></b>	<b>FFELP Consolidation Loans</b>	<b>Total FFELP</b>	<b>Private Education Loans</b>	<b>Total</b>
On-balance sheet:					
In-school	\$ 18,961	\$	\$ 18,961	\$ 7,972	\$ 26,933
Grace and repayment	32,455	70,511	102,966	14,231	117,197
<b>Total on-balance sheet, gross</b>	<b>51,416</b>	<b>70,511</b>	<b>121,927</b>	<b>22,203</b>	<b>144,130</b>
On-balance sheet unamortized premium (discount)	1,151	1,280	2,431	(535)	1,896
On-balance sheet receivable for partially charged-off loans				222	222
On-balance sheet allowance for losses	(91)	(47)	(138)	(1,308)	(1,446)
<b>Total on-balance sheet, net</b>	<b>52,476</b>	<b>71,744</b>	<b>124,220</b>	<b>20,582</b>	<b>144,802</b>
Off-balance sheet:					
In-school	473		473	1,629	2,102
Grace and repayment	6,583	15,078	21,661	12,062	33,723
<b>Total off-balance sheet, gross</b>	<b>7,056</b>	<b>15,078</b>	<b>22,134</b>	<b>13,691</b>	<b>35,825</b>
Off-balance sheet unamortized premium (discount)	105	462	567	(361)	206
Off-balance sheet receivable for partially charged-off loans				92	92
Off-balance sheet allowance for losses	(18)	(9)	(27)	(505)	(532)
<b>Total off-balance sheet, net</b>	<b>7,143</b>	<b>15,531</b>	<b>22,674</b>	<b>12,917</b>	<b>35,591</b>
<b>Total Managed</b>	<b>\$ 59,619</b>	<b>\$ 87,275</b>	<b>\$ 146,894</b>	<b>\$ 33,499</b>	<b>\$ 180,393</b>
% of on-balance sheet FFELP	42%	58%	100%		
% of Managed FFELP	41%	59%	100%		
% of total	33%	48%	81%	19%	100%

(1) FFELP category is primarily Stafford loans, but also includes federally insured PLUS and HEAL loans.

***Student Loan Average Balances (net of unamortized premium/discount)***

The following tables summarize the components of our Managed student loan portfolio and show the changing composition of our portfolio.

	<b>Three Months Ended September 30, 2009</b>				
	<b>FFELP Stafford and Other<sup>(1)</sup></b>	<b>FFELP Consolidation Loans</b>	<b>Total FFELP</b>	<b>Private Education Loans</b>	<b>Total</b>
On-balance sheet	\$ 64,673	\$ 69,643	\$ 134,316	\$ 23,214	\$ 157,530
Off-balance sheet	6,052	15,066	21,118	12,811	33,929
<b>Total Managed</b>	<b>\$ 70,725</b>	<b>\$ 84,709</b>	<b>\$ 155,434</b>	<b>\$ 36,025</b>	<b>\$ 191,459</b>
<i>% of on-balance sheet FFELP</i>	<i>48%</i>	<i>52%</i>	<i>100%</i>		
<i>% of Managed FFELP</i>	<i>46%</i>	<i>54%</i>	<i>100%</i>		
<i>% of total</i>	<i>37%</i>	<i>44%</i>	<i>81%</i>	<i>19%</i>	<i>100%</i>

<sup>(1)</sup> FFELP category is primarily Stafford loans, but also includes federally insured PLUS and HEAL loans.

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	<b>Three Months Ended September 30, 2008</b>				
	<b>FFELP Stafford and Other<sup>(1)</sup></b>	<b>Consolidation Loans</b>	<b>Total FFELP</b>	<b>Private Education Loans</b>	<b>Total</b>
On-balance sheet	\$ 45,804	\$ 72,926	\$ 118,730	\$ 19,876	\$ 138,606
Off-balance sheet	7,848	15,794	23,642	13,222	36,864
<b>Total Managed</b>	<b>\$ 53,652</b>	<b>\$ 88,720</b>	<b>\$ 142,372</b>	<b>\$ 33,098</b>	<b>\$ 175,470</b>
% of on-balance sheet FFELP	39%	61%	100%		
% of Managed FFELP	38%	62%	100%		
% of total	31%	50%	81%	19%	100%

	<b>Nine Months Ended September 30, 2009</b>				
	<b>FFELP Stafford and Other<sup>(1)</sup></b>	<b>Consolidation Loans</b>	<b>Total FFELP</b>	<b>Private Education Loans</b>	<b>Total</b>
On-balance sheet	\$ 60,190	\$ 70,464	\$ 130,654	\$ 22,968	\$ 153,622
Off-balance sheet	6,567	15,247	21,814	12,983	34,797
<b>Total Managed</b>	<b>\$ 66,757</b>	<b>\$ 85,711</b>	<b>\$ 152,468</b>	<b>\$ 35,951</b>	<b>\$ 188,419</b>
% of on-balance sheet FFELP	46%	54%	100%		
% of Managed FFELP	44%	56%	100%		
% of total	35%	46%	81%	19%	100%

	<b>Nine Months Ended September 30, 2008</b>				
	<b>FFELP Stafford and Other<sup>(1)</sup></b>	<b>Consolidation Loans</b>	<b>Total FFELP</b>	<b>Private Education Loans</b>	<b>Total</b>
On-balance sheet	\$ 41,954	\$ 73,410	\$ 115,364	\$ 18,551	\$ 133,915
Off-balance sheet	8,612	16,084	24,696	13,368	38,064
<b>Total Managed</b>	<b>\$ 50,566</b>	<b>\$ 89,494</b>	<b>\$ 140,060</b>	<b>\$ 31,919</b>	<b>\$ 171,979</b>
% of on-balance sheet FFELP	36%	64%	100%		
% of Managed FFELP	36%	64%	100%		
% of total	29%	52%	81%	19%	100%

(1) FFELP category is primarily Stafford loans, but also includes federally insured PLUS and HEAL loans.

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**Table of Contents****Floor Income Managed Basis**

The following table analyzes the ability of the FFELP loans in our Managed portfolio to earn Floor Income after September 30, 2009 and 2008, based on interest rates as of those dates.

(Dollars in billions)	September 30, 2009			September 30, 2008		
	Fixed Borrower Rate	Variable Borrower Rate	Total	Fixed Borrower Rate	Variable Borrower Rate	Total
Student loans eligible to earn Floor Income:						
On-balance sheet student loans	\$ 118.1	\$ 15.2	\$ 133.3	\$ 102.1	\$ 16.1	\$ 118.2
Off-balance sheet student loans	14.5	5.8	20.3	15.2	7.6	22.8
Managed student loans eligible to earn Floor Income	132.6	21.0	153.6	117.3	23.7	141.0
Less: post-March 31, 2006 disbursed loans required to rebate Floor Income	(79.1)	(1.3)	(80.4)	(60.9)	(1.4)	(62.3)
Less: economically hedged Floor Income Contracts	(39.9)		(39.9)	(25.7)		(25.7)
Net Managed student loans eligible to earn Floor Income	\$ 13.6	\$ 19.7	\$ 33.3	\$ 30.7	\$ 22.3	\$ 53.0
Net Managed student loans earning Floor Income	\$ 13.6	\$ 3.3	\$ 16.9	\$ 0.2	\$ 3.4	\$ 3.6

We have sold Floor Income Contracts to hedge the potential Floor Income from specifically identified pools of FFELP Consolidation Loans that are eligible to earn Floor Income.

The following table presents a projection of the average Managed balance of FFELP Consolidation Loans for which Fixed Rate Floor Income has already been economically hedged through Floor Income Contracts for the period from April 1, 2009 to September 30, 2013. These loans are both on-balance sheet and off-balance sheet, and the related hedges do not qualify under ASC 815 accounting as effective hedges.

(Dollars in billions)	October 1, 2009 to December 31, 2009				
	2009	2010	2011	2012	2013
Average balance of FFELP Consolidation Loans whose Floor Income is economically hedged (Managed Basis)	\$ 40	\$ 37	\$ 25	\$ 16	\$ 5

## Private Education Loan Losses

### *On-Balance Sheet versus Managed Basis Presentation*

All Private Education Loans are initially acquired on-balance sheet. The securitization of Private Education Loans prior to 2009 has been accounted for off-balance sheet. For our Managed Basis presentation in the table below, when loans are securitized, we reduce the on-balance sheet allowance for loan losses for amounts previously provided and then increase the allowance for loan losses for these loans off-balance sheet, with the total of both on-balance sheet and off-balance sheet being the Managed Basis allowance for loan losses.

When Private Education Loans in our securitized trusts settling before September 30, 2005, became 180 days delinquent, we previously exercised our contingent call option to repurchase these loans at par value out of the trust and recorded a loss for the difference in the par value paid and the fair market value of the loan at the time of purchase. Revenue is recognized over the anticipated remaining life of the loan based upon the amount and timing of anticipated cash flows. Beginning in October 2008, the Company decided to no longer exercise its contingent call option. On a Managed Basis, the losses recorded under GAAP for loans repurchased at day 180 were reversed and the full amount is charged-off at day 212 of delinquency. We do not hold the contingent call option for any trusts settled after September 30, 2005.

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When measured as a percentage of ending loans in repayment, the off-balance sheet allowance for loan losses percentage is lower than the on-balance sheet percentage because of the different mix and aging of loans on-balance sheet and off-balance sheet.

**Private Education Loan Delinquencies and Forbearance**

The tables below present our Private Education Loan delinquency trends as of September 30, 2009 and 2008. Delinquencies have the potential to adversely impact earnings as they are an initial indication of the borrower's potential to possibly default and as a result command a higher loan loss reserve than loans in current status. Delinquent loans also require increased servicing and collection efforts, resulting in higher operating costs.

	<b>On-Balance Sheet Private Education Loan Delinquencies</b>			
	<b>September 30, 2009</b>		<b>September 30, 2008</b>	
	<b>Balance</b>	<b>%</b>	<b>Balance</b>	<b>%</b>
Loans in-school/grace/deferment <sup>(1)</sup>	\$ 10,899		\$ 11,263	
Loans in forbearance <sup>(2)</sup>	851		1,085	
Loans in repayment and percentage of each status:				
Loans current	10,458	85.3%	7,902	87.6%
Loans delinquent 31-60 days <sup>(3)</sup>	551	4.5	393	4.4
Loans delinquent 61-90 days <sup>(3)</sup>	353	2.9	249	2.8
Loans delinquent greater than 90 days <sup>(3)</sup>	892	7.3	472	5.2
<b>Total Private Education Loans in repayment</b>	<b>12,254</b>	<b>100%</b>	<b>9,016</b>	<b>100%</b>
Total Private Education Loans, gross	24,004		21,364	
Private Education Loan unamortized discount	(543)		(514)	
<b>Total Private Education Loans</b>	<b>23,461</b>		<b>20,850</b>	
Private Education Loan receivable for partially charged-off loans	435		184	
Private Education Loan allowance for losses	(1,401)		(1,197)	
<b>Private Education Loans, net</b>	<b>\$ 22,495</b>		<b>\$ 19,837</b>	
Percentage of Private Education Loans in repayment		51.1%		42.2%
Delinquencies as a percentage of Private Education Loans in repayment		14.7%		12.4%
Loans in forbearance as a percentage of loans in repayment and forbearance		6.5%		10.7%

(1) Loans for borrowers who may be attending school or engaging in other permitted educational activities and are not yet required to make payments on the loans, e.g., residency periods for medical students or a grace period for



bar exam preparation.

- (2) Loans for borrowers who have used their allowable deferment time or do not qualify for deferment, and need additional time to obtain employment or who have temporarily ceased making full payments due to hardship or other factors, consistent with the established loan program servicing policies and procedures.
- (3) The period of delinquency is based on the number of days scheduled payments are contractually past due.

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	<b>Off-Balance Sheet Private Education Loan Delinquencies</b>			
	<b>September 30, 2009</b>		<b>September 30, 2008</b>	
	<b>Balance</b>	<b>%</b>	<b>Balance</b>	<b>%</b>
Loans in-school/grace/deferment <sup>(1)</sup>	\$ 3,148		\$ 4,259	
Loans in forbearance <sup>(2)</sup>	474		1,159	
Loans in repayment and percentage of each status:				
Loans current	8,516	90.0%	7,733	93.9%
Loans delinquent 31-60 days <sup>(3)</sup>	312	3.3	217	2.6
Loans delinquent 61-90 days <sup>(3)</sup>	161	1.7	103	1.3
Loans delinquent greater than 90 days <sup>(3)</sup>	469	5.0	177	2.2
 Total Private Education Loans in repayment	 9,458	 100%	 8,230	 100%
Total Private Education Loans, gross	13,080		13,648	
Private Education Loan unamortized discount	(347)		(349)	
 Total Private Education Loans	 12,733		 13,299	
Private Education Loan receivable for partially charged-off loans	200		73	
Private Education Loan allowance for losses	(522)		(409)	
 Private Education Loans, net	 \$ 12,411		 \$ 12,963	
 Percentage of Private Education Loans in repayment		 72.3%		 60.3%
 Delinquencies as a percentage of Private Education Loans in repayment		 10.0%		 6.1%
 Loans in forbearance as a percentage of loans in repayment and forbearance		 4.8%		 12.4%

	<b>Managed Basis Private Education Loan Delinquencies</b>			
	<b>September 30, 2009</b>		<b>September 30, 2008</b>	
	<b>Balance</b>	<b>%</b>	<b>Balance</b>	<b>%</b>
Loans in-school/grace/deferment <sup>(1)</sup>	\$ 14,047		\$ 15,522	
Loans in forbearance <sup>(2)</sup>	1,325		2,244	
Loans in repayment and percentage of each status:				
Loans current	18,974	87.4%	15,635	90.6%
Loans delinquent 31-60 days <sup>(3)</sup>	863	4.0	610	3.6
Loans delinquent 61-90 days <sup>(3)</sup>	514	2.4	352	2.0
Loans delinquent greater than 90 days <sup>(3)</sup>	1,361	6.2	649	3.8

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Total Private Education Loans in repayment	21,712	100%	17,246	100%
Total Private Education Loans, gross	37,084		35,012	
Private Education Loan unamortized discount	(890)		(863)	
Total Private Education Loans	36,194		34,149	
Private Education Loan receivable for partially charged-off loans	635		257	
Private Education Loan allowance for losses	(1,923)		(1,606)	
Private Education Loans, net	\$ 34,906		\$ 32,800	
Percentage of Private Education Loans in repayment		58.6%		49.3%
Delinquencies as a percentage of Private Education Loans in repayment		12.6%		9.4%
Loans in forbearance as a percentage of loans in repayment and forbearance		5.8%		11.5%

- (1) Loans for borrowers who may be attending school or engaging in other permitted educational activities and are not yet required to make payments on the loans, e.g., residency periods for medical students or a grace period for bar exam preparation.
- (2) Loans for borrowers who have used their allowable deferment time or do not qualify for deferment, and need additional time to obtain employment or who have temporarily ceased making full payments due to hardship or other factors, consistent with the established loan program servicing policies and procedures.
- (3) The period of delinquency is based on the number of days scheduled payments are contractually past due.

**Table of Contents*****Allowance for Private Education Loan Losses***

The following table summarizes changes in the allowance for Private Education Loan losses for the three and nine months ended September 30, 2009 and 2008.

	<b>Activity in Allowance for Private Education Loan Losses</b>					
	<b>On-Balance Sheet</b>		<b>Off-Balance Sheet</b>		<b>Managed Basis</b>	
	<b>Three Months Ended</b>		<b>Three Months Ended</b>		<b>Three Months Ended</b>	
	<b>September 30,</b>	<b>September 30,</b>	<b>September 30,</b>	<b>September 30,</b>	<b>September 30,</b>	<b>September 30,</b>
	<b>2009</b>	<b>2008</b>	<b>2009</b>	<b>2008</b>	<b>2009</b>	<b>2008</b>
Allowance at beginning of period	\$ 1,396	\$ 1,129	\$ 544	\$ 377	\$ 1,940	\$ 1,506
Provision for Private Education Loan losses	287	136	126	66	413	202
Charge-offs	(293)	(76)	(150)	(36)	(443)	(112)
Reclassification of interest reserve <sup>(1)</sup>	11	8	2	2	13	10
Allowance at end of period	\$ 1,401	\$ 1,197	\$ 522	\$ 409	\$ 1,923	\$ 1,606
Charge-offs as a percentage of average loans in repayment (annualized)	9.6%	3.5%	6.2%	1.8%	8.1%	2.7%
Charge-offs as a percentage of average loans in repayment and forbearance (annualized)	8.9%	3.1%	5.9%	1.5%	7.6%	2.3%
Allowance as a percentage of the ending total loan balance	5.7%	5.6%	3.9%	3.0%	5.1%	4.6%
Allowance as a percentage of ending loans in repayment	11.4%	13.3%	5.5%	5.0%	8.9%	9.3%
Average coverage of charge-offs (annualized)	1.2	3.9	.9	2.9	1.1	3.6
Ending total loans <sup>(2)</sup>	\$ 24,439	\$ 21,548	\$ 13,280	\$ 13,721	\$ 37,719	\$ 35,269
Average loans in repayment	\$ 12,083	\$ 8,703	\$ 9,585	\$ 8,103	\$ 21,668	\$ 16,806
Ending loans in repayment	\$ 12,254	\$ 9,016	\$ 9,458	\$ 8,230	\$ 21,712	\$ 17,246

(1)

Represents the additional allowance related to the amount of uncollectible interest reserved within interest income that is transferred in the period to the allowance for loan losses when interest is capitalized to a loan's principal balance.

- (2) Ending total loans represents gross Private Education Loans, plus the receivable for partially charged-off loans.

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	Activity in Allowance for Private Education Loan Losses					
	On-Balance Sheet		Off-Balance Sheet		Managed Basis	
	Nine Months Ended		Nine Months Ended		Nine Months Ended	
	September 30,	September 30,	September 30,	September 30,	September 30,	September 30,
	2009	2008	2009	2008	2009	2008
Allowance at beginning of period	\$ 1,308	\$ 1,004	\$ 505	\$ 362	\$ 1,813	\$ 1,366
Provision for Private Education Loan losses	733	374	339	152	1,072	526
Charge-offs	(671)	(206)	(329)	(109)	(1,000)	(315)
Reclassification of interest reserve <sup>(1)</sup>	31	25	7	4	38	29
Allowance at end of period	\$ 1,401	\$ 1,197	\$ 522	\$ 409	\$ 1,923	\$ 1,606
Charge-offs as a percentage of average loans in repayment (annualized)	7.7%	3.5%	4.6%	1.9%	6.3%	2.7%
Charge-offs as a percentage of average loans in repayment and forbearance (annualized)	7.1%	3.0%	4.3%	1.6%	5.9%	2.3%
Allowance as a percentage of the ending total loan balance	5.7%	5.6%	3.9%	3.0%	5.1%	4.6%
Allowance as a percentage of ending loans in repayment	11.4%	13.3%	5.5%	5.0%	8.9%	9.3%
Average coverage of charge-offs (annualized)	1.6	4.4	1.2	2.8	1.4	3.8
Ending total loans <sup>(2)</sup>	\$ 24,439	\$ 21,548	\$ 13,280	\$ 13,721	\$ 37,719	\$ 35,269
Average loans in repayment	\$ 11,634	\$ 7,933	\$ 9,543	\$ 7,794	\$ 21,177	\$ 15,727
Ending loans in repayment	\$ 12,254	\$ 9,016	\$ 9,458	\$ 8,230	\$ 21,712	\$ 17,246

(1) Represents the additional allowance related to the amount of uncollectible interest reserved within interest income that is transferred in the period to the allowance for loan losses when interest is capitalized to a loan's principal balance.

(2) Ending total loans represents gross Private Education Loans, plus the receivable for partially charged-off loans.

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The following table provides the detail for our traditional and non-traditional Managed Private Education Loans at September 30, 2009 and 2008.

	September 30, 2009			September 30, 2008		
	Traditional	Non-Traditional	Total	Traditional	Non-Traditional	Total
Ending total loans <sup>(1)</sup>	\$ 32,891	\$ 4,828	\$ 37,719	\$ 30,177	\$ 5,092	\$ 35,269
Ending loans in repayment	18,922	2,790	21,712	14,605	2,641	17,246
Private Education Loan allowance for losses	1,005	918	1,923	681	925	1,606
Charge-offs as a percentage of average loans in repayment (annualized)	5.1%	28.5%	8.1%	1.4%	10.0%	2.7%
Allowance as a percentage of ending total loan balance	3.1%	19.0%	5.1%	2.3%	18.2%	4.6%
Allowance as a percentage of ending loans in repayment	5.3%	32.9%	8.9%	4.7%	35.0%	9.3%
Average coverage of charge-offs (annualized)	1.1	1.1	1.1	3.5	3.7	3.6
Delinquencies as a percentage of Private Education Loans in repayment	9.7%	32.2%	12.6%	6.3%	26.3%	9.4%
Delinquencies greater than 90 days as a percentage of Private Education Loans in repayment	4.6%	17.8%	6.3%	2.3%	11.9%	3.8%
Loans in forbearance as a percentage of loans in repayment and forbearance	5.4%	8.1%	5.8%	11.0%	14.4%	11.5%
Percentage of Private Education Loans with a cosigner	61%	27%	57%	59%	26%	54%
Average FICO at origination	725	623	713	723	622	710

<sup>(1)</sup> Ending total loans represents gross Private Education Loans, plus the receivable for partially charged-off loans.

Managed provision expense was \$202 million in the third quarter of 2008, \$362 million in the second quarter of 2009 and \$413 million in the third quarter of 2009. The increase in provision expense from the year-ago period relates primarily to an increase in charge-off expectations as a result of the continued weakening of the U.S. economy. Provision expense remained elevated in the third quarter of 2009 compared to the prior quarter due to the continued uncertainty of the U.S. economy. The Private Education Loan portfolio had experienced a significant increase in delinquencies through the first quarter of 2009; however, delinquencies declined in the second and third quarters of 2009. The Company believes charge-offs peaked in the third quarter of 2009 and will decline in future quarters. The increase in charge-off levels through the third quarter of 2009 was generally anticipated and was previously reflected in our Allowance for Loan Losses. As of September 30, 2009, the Managed Private Education Loan allowance coverage of annualized current-quarter charge-offs ratio was 1.1 compared to 3.6 as of September 20, 2008. The

decrease in the allowance coverage ratio to 1.1 was expected as the Company believes charge-offs peaked in the third quarter of 2009 and will decline in future quarters. The Allowance for Loan Losses as a percentage of ending Private Education Loans in repayment has remained relatively consistent at approximately 9 percent between September 30, 2008 and September 30, 2009, despite the very high levels of charge-offs over the last year. Managed delinquencies as a percentage of Private Education Loans in repayment decreased from 12.7 percent as of June 30, 2009 to 12.6 percent as of September 30, 2009. Managed Private Education Loans in forbearance as a percentage of loans in repayment and forbearance decreased from 6.5 percent as of June 30, 2009 to 5.8 percent at September 30, 2009. On a year-over-year basis, overall delinquencies as a percentage of loans in repayment increased from 9.4 percent to 12.6 percent, while forbearances decreased from 11.5 percent to 5.8 percent. As part of concluding that the Allowance for Loan Losses for Private Education Loan losses is appropriate as of September 30, 2009, the Company analyzed changes in the key ratios disclosed in the table above.

Borrowers use the proceeds of Private Education Loans to obtain higher education, which increases the likelihood of obtaining employment at higher income levels than would be available without the additional education. As a result, borrowers' repayment capability is expected to improve between the time the loan is



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made and the time they enter the post-education work force. Consistent with FFELP loans, we formerly allowed the loan repayment period on higher education Private Education Loans to begin six months after the borrower graduates (or grace period). This provides the borrower time after graduation to obtain a job to service the debt. For the Company's Smart Option Student Loan product, borrowers are required to begin making interest only payments within 60 days of disbursements. For borrowers that need more time or experience hardships, we offer periods of forbearance similar to that provided to borrowers in the FFELP.

Forbearance involves granting the borrower a temporary cessation of payments (or temporary acceptance of smaller than scheduled payments) for a specified period of time. Using forbearance in this manner effectively extends the original term of the loan. Forbearance does not grant any reduction in the total repayment obligation (principal or interest). While a loan is in forbearance status, interest continues to accrue and is capitalized to principal when the loan re-enters repayment status. Our forbearance policies include limits on the number of forbearance months granted consecutively and the total number of forbearance months granted over the life of the loan. In some instances, we require good-faith payments before granting the forbearance. Exceptions to forbearance policies are permitted when such exceptions are judged to increase the likelihood of ultimate collection of the loan. Forbearance as a collection tool is used most effectively when applied based on a borrower's unique situation, including assumptions based on historical information and judgments. We combine borrower information with a risk-based segmentation model to assist in our decision making as to who will be granted forbearance based on our expectation as to a borrower's ability and willingness to repay their obligation. This strategy is aimed at mitigating the overall risk of the portfolio, as well as encouraging cash resolution of delinquent loans.

Forbearance may be granted to borrowers who are exiting their grace period to provide additional time to obtain employment and income to support their obligations, or to current borrowers who are faced with a hardship and request forbearance time to provide temporary payment relief. In these circumstances, a borrower's loan is placed into a forbearance status in limited monthly increments and is reflected in the forbearance status at month-end during this time. At the end of their granted forbearance period, the borrower will enter repayment status as current and is expected to begin making their scheduled monthly payments on a go-forward basis.

Forbearance may also be granted to borrowers who are delinquent in their payments. In these circumstances, the forbearance cures the delinquency and the borrower is returned to a current repayment status. In more limited instances, delinquent borrowers will also be granted additional forbearance time. As we have obtained further experience about the effectiveness of forbearance, we have reduced the amount of time a loan will spend in forbearance, thereby increasing our ongoing contact with the borrower to encourage consistent repayment behavior once the loan is returned to a current repayment status. As a result, the balance of loans in a forbearance status as of month end has decreased over the course of 2008 and 2009. In addition, the monthly average amount of loans granted forbearance as a percentage of loans in repayment and forbearance declined to 5.5 percent for the third quarter of 2009 compared to the year-ago quarter of 6.1 percent. As of September 30, 2009, 3 percent of loans in current status were delinquent as of the end of the prior month, but were granted a forbearance that made them current during September. The majority of these borrowers would have previously received a forbearance which resulted in their loan being reflected in the forbearance status at month end, and eventually entering repayment status as current at the end of the forbearance period. These borrowers are now being placed in repayment status earlier than they previously would have been.

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The table below reflects the historical effectiveness of using forbearance. Our experience has shown that three years after being granted forbearance for the first time, over 70 percent of the loans are current, paid in full, or receiving an in-school grace or deferment, and 14 percent have defaulted. The default experience associated with loans which utilize forbearance is considered in our allowance for loan losses.

**Tracking by First Time in Forbearance Compared to All Loans Entering Repayment**

	Status distribution		Status distribution	
	36 months after being granted forbearance for the first time	36 months after entering repayment (all loans)	36 months after entering repayment for loans never entering forbearance	36 months after entering repayment for loans never entering forbearance
In-school/grace/deferment	8.2%	8.1%	3.0%	
Current	52.9	58.5	64.7	
Delinquent 31-60 days	3.2	2.0	.5	
Delinquent 61-90 days	1.9	1.1	.2	
Delinquent greater than 90 days	3.9	2.3	.3	
Forbearance	6.3	4.5		
Defaulted	13.8	7.2	5.1	
Paid	9.8	16.3	26.2	
Total	100%	100%	100%	

The tables below show the composition and status of the Managed Private Education Loan portfolio aged by number of months in active repayment status (months for which a scheduled monthly payment was due). As indicated in the tables, the percentage of loans in forbearance status decreases the longer the loans have been in active repayment status. At September 30, 2009, loans in forbearance status as a percentage of loans in repayment and forbearance are 7.6 percent for loans that have been in active repayment status for less than 25 months. The percentage drops to 2.6 percent for loans that have been in active repayment status for more than 48 months. Approximately 86 percent of our Managed Private Education Loans in forbearance status have been in active repayment status less than 25 months.

September 30, 2009	Monthly Scheduled Payments Due			Not Yet in Repayment	Total
	0 to 24	25 to 48	More than 48		
Loans in-school/grace/deferment	\$	\$	\$	\$ 14,047	\$ 14,047
Loans in forbearance	1,135	133	57		1,325
Loans in repayment current	11,594	4,685	2,695		18,974
Loans in repayment delinquent 31-60 days	696	114	53		863
Loans in repayment delinquent 61-90 days	422	63	29		514

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Loans in repayment delinquent greater than 90 days	1,124	162	75		1,361
Total	\$ 14,971	\$ 5,157	\$ 2,909	\$ 14,047	37,084
Unamortized discount					(890)
Receivable for partially charged-off loans					635
Allowance for loan losses					(1,923)
Total Managed Private Education Loans, net					\$ 34,906
Loans in forbearance as a percentage of loans in repayment and forbearance	7.6%	2.6%	2.0%	%	5.8%

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<b>September 30, 2008</b>	<b>Monthly Scheduled Payments Due</b>			<b>Not Yet in Repayment</b>	<b>Total</b>
	<b>0 to 24</b>	<b>25 to 48</b>	<b>More than 48</b>		
Loans in-school/grace/deferment	\$	\$	\$	\$ 15,522	\$ 15,522
Loans in forbearance	2,078	117	49		2,244
Loans in repayment current	10,421	3,308	1,906		15,635
Loans in repayment delinquent 31-60 days	499	71	40		610
Loans in repayment delinquent 61-90 days	302	33	17		352
Loans in repayment delinquent greater than 90 days	544	68	37		649
<b>Total</b>	<b>\$ 13,844</b>	<b>\$ 3,597</b>	<b>\$ 2,049</b>	<b>\$ 15,522</b>	<b>35,012</b>
Unamortized discount					(863)
Receivable for partially charged-off loans					257
Allowance for loan losses					(1,606)
<b>Total Managed Private Education Loans, net</b>					<b>\$ 32,800</b>
Loans in forbearance as a percentage of loans in repayment and forbearance	15.0%	3.3%	2.4%	%	11.5%

The table below stratifies the portfolio of Managed Private Education Loans in forbearance status as of the dates indicated by the cumulative number of months the borrower has used forbearance. As detailed in the table below, 4 percent of loans currently in forbearance have cumulative forbearance of more than 24 months.

<b>Cumulative number of months borrower has used forbearance</b>	<b>September 30, 2009</b>		<b>September 30, 2008</b>	
	<b>Forbearance Balance</b>	<b>% of Total</b>	<b>Forbearance Balance</b>	<b>% of Total</b>
Up to 12 months	\$ 928	70%	\$ 1,520	67%
13 to 24 months	344	26	598	27
More than 24 months	53	4	126	6
<b>Total</b>	<b>\$ 1,325</b>	<b>100%</b>	<b>\$ 2,244</b>	<b>100%</b>

The Company has also begun using loan modifications, in the form of interest rate reductions, as a collections tool to assist borrowers who may need temporary payment relief during this economic downturn. If the Company believes a loan modification may result in the borrower eventually being able to resume making full monthly payments, then the Company may temporarily reduce the borrower's interest rate for up to one year. The borrower continues to make

monthly payments during this period at a reduced interest rate. As of September 30, 2009, approximately \$100 million of Private Education Loans have been modified under this loan modification program, of which approximately 50 percent were non-traditional Private Education Loans.

**Table of Contents****FFELP Loan Losses*****FFELP Delinquencies and Forbearance***

The tables below present our FFELP loan delinquency trends as of September 30, 2009 and 2008. Delinquencies have the potential to adversely impact earnings as they are an initial indication of the borrower's potential to possibly default and as a result command a higher loan loss reserve than loans in current status. Delinquent loans also require increased servicing and collection efforts, resulting in higher operating costs.

	<b>On-Balance Sheet FFELP Loan Delinquencies</b>			
	<b>September 30, 2009</b>		<b>September 30, 2008</b>	
	<b>Balance</b>	<b>%</b>	<b>Balance</b>	<b>%</b>
Loans in-school/grace/deferment <sup>(1)</sup>	\$ 50,795		\$ 40,056	
Loans in forbearance <sup>(2)</sup>	13,459		12,035	
Loans in repayment and percentage of each status:				
Loans current	57,934	83.0%	56,874	84.8%
Loans delinquent 31-60 days <sup>(3)</sup>	4,225	6.0	3,707	5.5
Loans delinquent 61-90 days <sup>(3)</sup>	2,041	2.9	1,683	2.5
Loans delinquent greater than 90 days <sup>(3)</sup>	5,633	8.1	4,810	7.2
Total FFELP loans in repayment	69,833	100%	67,074	100%
Total FFELP loans, gross	134,087		119,165	
FFELP loan unamortized premium	2,419		2,449	
Total FFELP loans	136,506		121,614	
FFELP loan allowance for losses	(156)		(123)	
FFELP loans, net	\$ 136,350		\$ 121,491	
Percentage of FFELP loans in repayment		52.1%		56.3%
Delinquencies as a percentage of FFELP loans in repayment		17.0%		15.2%
FFELP loans in forbearance as a percentage of loans in repayment and forbearance		16.2%		15.2%

(1) Loans for borrowers who may be attending school or engaging in other permitted educational activities and are not yet required to make payments on the loans, e.g., residency periods for medical students or a grace period for bar exam preparation, as well as, loans for borrowers who have requested extension of grace period during employment transition or who have temporarily ceased making full payments due to hardship or other factors.

(2) Loans for borrowers who have used their allowable deferment time or do not qualify for deferment, and need additional time to obtain employment or who have temporarily ceased making full payments due to hardship or

other factors, consistent with the established loan program servicing policies and procedures.

- (3) The period of delinquency is based on the number of days scheduled payments are contractually past due.

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<b>Off-Balance Sheet FFELP Loan Delinquencies</b>				
	<b>September 30, 2009</b>		<b>September 30, 2008</b>	
	<b>Balance</b>	<b>%</b>	<b>Balance</b>	<b>%</b>
Loans in-school/grace/deferment <sup>(1)</sup>	\$ 3,705		\$ 4,479	
Loans in forbearance <sup>(2)</sup>	2,715		2,869	
Loans in repayment and percentage of each status:				
Loans current	11,584	83.1%	12,743	82.2%
Loans delinquent 31-60 days <sup>(3)</sup>	816	5.9	893	5.8
Loans delinquent 61-90 days <sup>(3)</sup>	393	2.8	422	2.7
Loans delinquent greater than 90 days <sup>(3)</sup>	1,148	8.2	1,446	9.3
<b>Total FFELP loans in repayment</b>	<b>13,941</b>	<b>100%</b>	<b>15,504</b>	<b>100%</b>
Total FFELP loans, gross	20,361		22,852	
FFELP loan unamortized premium	588		576	
Total FFELP loans	20,949		23,428	
FFELP loan allowance for losses	(25)		(29)	
FFELP loans, net	\$ 20,924		\$ 23,399	
Percentage of FFELP loans in repayment		68.5%		67.9%
Delinquencies as a percentage of FFELP loans in repayment		16.9%		17.8%
FFELP loans in forbearance as a percentage of loans in repayment and forbearance		16.3%		15.6%

<b>Managed Basis FFELP Loan Delinquencies</b>				
	<b>September 30, 2009</b>		<b>September 30, 2008</b>	
	<b>Balance</b>	<b>%</b>	<b>Balance</b>	<b>%</b>
Loans in-school/grace/deferment <sup>(1)</sup>	\$ 54,500		\$ 44,535	
Loans in forbearance <sup>(2)</sup>	16,174		14,904	
Loans in repayment and percentage of each status:				
Loans current	69,518	83.0%	69,617	84.3%
Loans delinquent 31-60 days <sup>(3)</sup>	5,041	6.0	4,600	5.6
Loans delinquent 61-90 days <sup>(3)</sup>	2,434	2.9	2,105	2.5
Loans delinquent greater than 90 days <sup>(3)</sup>	6,781	8.1	6,256	7.6
<b>Total FFELP loans in repayment</b>	<b>83,774</b>	<b>100%</b>	<b>82,578</b>	<b>100%</b>
Total FFELP loans, gross	154,448		142,017	



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FFELP loan unamortized premium	3,007	3,025
Total FFELP loans	157,455	145,042
FFELP loan allowance for losses	(181)	(152)
FFELP loans, net	\$ 157,274	\$ 144,890
Percentage of FFELP loans in repayment	54.2%	58.2%
Delinquencies as a percentage of FFELP loans in repayment	17.0%	15.7%
FFELP loans in forbearance as a percentage of loans in repayment and forbearance	16.2%	15.3%

- (1) Loans for borrowers who may be attending school or engaging in other permitted educational activities and are not yet required to make payments on the loans, e.g., residency periods for medical students or a grace period for bar exam preparation, as well as, loans for borrowers who have requested extension of grace period during employment transition or who have temporarily ceased making full payments due to hardship or other factors.
- (2) Loans for borrowers who have used their allowable deferment time or do not qualify for deferment, and need additional time to obtain employment or who have temporarily ceased making full payments due to hardship or other factors, consistent with the established loan program servicing policies and procedures.
- (3) The period of delinquency is based on the number of days scheduled payments are contractually past due.

**Table of Contents****Allowance for FFELP Loan Losses**

The provision for FFELP loan losses represents the periodic expense of maintaining an allowance sufficient to absorb incurred Risk Sharing losses in the portfolio of FFELP loans.

The following table summarizes changes in the allowance for FFELP loan losses for the three and nine months ended September 30, 2009 and 2008.

	Activity in Allowance for FFELP Loan Losses					
	On-Balance Sheet Three Months Ended September 30, 2009		Off-Balance Sheet Three Months Ended September 30, 2009		Managed Basis Three Months Ended September 30, 2009	
	2009	2008	2009	2008	2009	2008
Allowance at beginning of period	\$ 153	\$ 98	\$ 27	\$ 25	\$ 180	\$ 123
Provision for FFELP loan losses	21	40	1	10	22	50
Charge-offs	(17)	(16)	(3)	(5)	(20)	(21)
Increase (decrease) for student loan sales and other	(1)	1		(1)	(1)	
Allowance at end of period	\$ 156	\$ 123	\$ 25	\$ 29	\$ 181	\$ 152
Charge-offs as a percentage of average loans in repayment (annualized)	.1%	.1%	.1%	.1%	.1%	.1%
Charge-offs as a percentage of average loans in repayment and forbearance (annualized)	.1%	.1%	.1%	.1%	.1%	.1%
Allowance as a percentage of the ending total loan balance	.1%	.1%	.1%	.1%	.1%	.1%
Allowance as a percentage of ending loans in repayment	.2%	.2%	.2%	.2%	.2%	.2%
Average coverage of charge-offs (annualized)	2.3	1.9	2.0	1.3	2.3	1.8
Ending total loans, gross	\$ 134,087	\$ 119,165	\$ 20,361	\$ 22,852	\$ 154,448	\$ 142,017

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Average loans in repayment	\$ 69,680	\$ 66,859	\$ 14,032	\$ 15,687	\$ 83,712	\$ 82,546
Ending loans in repayment	\$ 69,833	\$ 67,074	\$ 13,941	\$ 15,504	\$ 83,774	\$ 82,578

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	Activity in Allowance for FFELP Loan Losses					
	On-Balance Sheet		Off-Balance Sheet		Managed Basis	
	Nine Months Ended		Nine Months Ended		Nine Months Ended	
	September 30,	September 30,	September 30,	September 30,	September 30,	September 30,
	2009	2008	2009	2008	2009	2008
Allowance at beginning of period	\$ 138	\$ 89	\$ 27	\$ 29	\$ 165	\$ 118
Provision for FFELP loan losses	81	76	10	18	91	94
Charge-offs	(61)	(43)	(11)	(17)	(72)	(60)
Student loan sales and securitization activity	(2)	1	(1)	(1)	(3)	
Allowance at end of period	\$ 156	\$ 123	\$ 25	\$ 29	\$ 181	\$ 152
Charge-offs as a percentage of average loans in repayment (annualized)	.1%	.1%	.1%	.1%	.1%	.1%
Charge-offs as a percentage of average loans in repayment and forbearance (annualized)	.1%	.1%	.1%	.1%	.1%	.1%
Allowance as a percentage of the ending total loan balance	.1%	.1%	.1%	.1%	.1%	.1%
Allowance as a percentage of ending loans in repayment	.2%	.2%	.2%	.2%	.2%	.2%
Average coverage of charge-offs (annualized)	1.9	2.2	1.6	1.2	1.9	1.9
Ending total loans, gross	\$ 134,087	\$ 119,165	\$ 20,361	\$ 22,852	\$ 154,448	\$ 142,017
Average loans in repayment	\$ 69,196	\$ 65,692	\$ 14,455	\$ 16,325	\$ 83,651	\$ 82,017
Ending loans in repayment	\$ 69,833	\$ 67,074	\$ 13,941	\$ 15,504	\$ 83,774	\$ 82,578

**Total Provisions for Loan Losses**

The following tables summarize the total provisions for loan losses on both an on-balance sheet basis and a Managed Basis for the three and nine months ended September 30, 2009 and 2008.

*Total on-balance sheet loan provisions*

	<b>Three Months Ended September 30, 2009</b>		<b>Nine Months Ended September 30, 2009</b>	
	<b>2009</b>	<b>2008</b>	<b>2009</b>	<b>2008</b>
Private Education Loans	\$ 287	\$ 136	\$ 733	\$ 374
FFELP Loans	21	40	81	76
Mortgage and consumer loans	13	11	36	17
Total on-balance sheet provisions for loan losses	\$ 321	\$ 187	\$ 850	\$ 467

**Table of Contents*****Total Managed Basis loan provisions***

	<b>Three Months Ended September 30, 2009</b>		<b>Nine Months Ended September 30, 2009</b>	
	<b>2009</b>	<b>2008</b>	<b>2009</b>	<b>2008</b>
Private Education Loans	\$ 413	\$ 202	\$ 1,072	\$ 526
FFELP Loans	22	50	91	94
Mortgage and consumer loans	13	11	36	17
Total Managed Basis provisions for loan losses	\$ 448	\$ 263	\$ 1,199	\$ 637

Provision expense for Private Education Loans was previously discussed above (see *Private Education Loan Losses Allowance for Private Education Loan Losses* ).

**Total Loan Charge-offs**

The following tables summarize the total loan charge-offs on both an on-balance sheet basis and a Managed Basis for the three and nine months ended September 30, 2009 and 2008.

***Total on-balance sheet loan charge-offs***

	<b>Three Months Ended September 30, 2009</b>		<b>Nine Months Ended September 30, 2009</b>	
	<b>2009</b>	<b>2008</b>	<b>2009</b>	<b>2008</b>
Private Education Loans	\$ 293	\$ 76	\$ 671	\$ 206
FFELP Loans	17	16	61	43
Mortgage and consumer loans	9	4	24	11
Total on-balance sheet loan net charge-offs	\$ 319	\$ 96	\$ 756	\$ 260

***Total Managed loan charge-offs***

	<b>Three Months Ended September 30, 2009</b>		<b>Nine Months Ended September 30, 2009</b>	
	<b>2009</b>	<b>2008</b>	<b>2009</b>	<b>2008</b>
Private Education Loans	\$ 443	\$ 112	\$ 1,000	\$ 315
FFELP Loans	20	21	72	60
Mortgage and consumer loans	9	4	24	11

Total Managed loan charge-offs	\$ 472	\$ 137	\$ 1,096	\$ 386
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***Receivable for Partially Charged-Off Private Education Loans***

The Company charges off the estimated loss of a defaulted loan balance. Actual recoveries are applied against the remaining loan balance that was not charged off. We refer to this remaining loan balance as the receivable for partially charged off loans. If actual periodic recoveries are less than expected, the difference is charged off and immediately included in provision expense.

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The following tables summarize the activity in the receivable for partially charged-off loans (see *Allowance for Private Education Loan Losses* above for a further discussion) for the three and nine months ended September 30, 2009 and 2008.

**Activity in Receivable for Partially Charged-Off Loans**

	<b>On-balance sheet</b>		<b>Off-balance sheet</b>		<b>Managed Basis</b>	
	<b>Three Months Ended</b>		<b>Three Months Ended</b>		<b>Three Months Ended</b>	
	<b>September 30,</b>	<b>September 30,</b>	<b>September 30,</b>	<b>September 30,</b>	<b>September 30,</b>	<b>September 30,</b>
	<b>2009</b>	<b>2008</b>	<b>2009</b>	<b>2008</b>	<b>2009</b>	<b>2008</b>

Receivable at beginning of period	\$ 338	\$ 159	\$ 149	\$ 58	\$ 487	\$ 217
Expected future recoveries of current period defaults	108	34	55	17	163	51
Recoveries	(11)	(9)	(4)	(2)	(15)	(11)
Receivable at end of period	\$ 435	\$ 184	\$ 200	\$ 73	\$ 635	\$ 257

**Activity in Receivable for Partially Charged-Off Loans**

	<b>On-balance sheet</b>		<b>Off-balance sheet</b>		<b>Managed Basis</b>	
	<b>Nine Months Ended</b>		<b>Nine Months Ended</b>		<b>Nine Months Ended</b>	
	<b>September 30,</b>	<b>September 30,</b>	<b>September 30,</b>	<b>September 30,</b>	<b>September 30,</b>	<b>September 30,</b>
	<b>2009</b>	<b>2008</b>	<b>2009</b>	<b>2008</b>	<b>2009</b>	<b>2008</b>

Receivable at beginning of period	\$ 222	\$ 118	\$ 92	\$ 28	\$ 314	\$ 146
Expected future recoveries of current period defaults	243	93	119	51	362	144
Recoveries	(30)	(27)	(11)	(6)	(41)	(33)
Receivable at end of period	\$ 435	\$ 184	\$ 200	\$ 73	\$ 635	\$ 257

**Student Loan Acquisitions**

The following tables summarize the components of our student loan acquisition activity for the three and nine months ended September 30, 2009 and 2008.

	<b>Three Months Ended</b>		
	<b>September 30, 2009</b>		
	<b>FFELP</b>	<b>Private</b>	<b>Total</b>
Internal lending brands and Lender Partners	\$ 6,778	\$ 1,077	\$ 7,855
Other commitment clients	80		80
Spot purchases	456		456



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Consolidations and clean-up calls of off-balance sheet securitized loans	1,201	130	1,331
Capitalized interest, premiums and discounts	647	158	805
Total on-balance sheet student loan acquisitions	9,162	1,365	10,527
Consolidations and clean-up calls of off-balance sheet securitized loans	(1,201)	(130)	(1,331)
Capitalized interest, premiums and discounts off-balance sheet securitized trusts	93	81	174
Total Managed student loan acquisitions	\$ 8,054	\$ 1,316	\$ 9,370

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	<b>Three Months Ended September 30, 2008</b>		
	<b>FFELP</b>	<b>Private</b>	<b>Total</b>
Internal lending brands and Lender Partners	\$ 6,187	\$ 2,151	\$ 8,338
Other commitment clients	193		193
Spot purchases	42		42
Consolidations from third parties		3	3
Consolidations and clean-up calls of off-balance sheet securitized loans	591	11	602
Capitalized interest, premiums and discounts	618	187	805
Total on-balance sheet student loan acquisitions	7,631	2,352	9,983
Consolidations and clean-up calls of off-balance sheet securitized loans	(591)	(11)	(602)
Capitalized interest, premiums and discounts off-balance sheet securitized trusts	128	123	251
Total Managed student loan acquisitions	\$ 7,168	\$ 2,464	\$ 9,632

	<b>Nine Months Ended September 30, 2009</b>		
	<b>FFELP</b>	<b>Private</b>	<b>Total</b>
Internal lending brands and Lender Partners	\$ 17,985	\$ 2,971	\$ 20,956
Other commitment clients	283		283
Spot purchases	1,441		1,441
Consolidations and clean-up calls of off-balance sheet securitized loans	3,155	797	3,952
Capitalized interest, premiums and discounts	1,853	591	2,444
Total on-balance sheet student loan acquisitions	24,717	4,359	29,076
Consolidations and clean-up calls of off-balance sheet securitized loans	(3,155)	(797)	(3,952)
Capitalized interest, premiums and discounts off-balance sheet securitized trusts	268	325	593
Total Managed student loan acquisitions	\$ 21,830	\$ 3,887	\$ 25,717

	<b>Nine Months Ended September 30, 2008</b>		
	<b>FFELP</b>	<b>Private</b>	<b>Total</b>
Internal lending brands and Lender Partners	\$ 15,209	\$ 5,567	\$ 20,776
Other commitment clients	637		637
Spot purchases	197		197
Consolidations from third parties	461	149	610
Consolidations and clean-up calls of off-balance sheet securitized loans	711	256	967

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Capitalized interest, premiums and discounts	1,748	570	2,318
Total on-balance sheet student loan acquisitions	18,963	6,542	25,505
Consolidations and clean-up calls of off-balance sheet securitized loans	(711)	(256)	(967)
Capitalized interest, premiums and discounts off-balance sheet securitized trusts	347	477	824
Total Managed student loan acquisitions	\$ 18,599	\$ 6,763	\$ 25,362

**Table of Contents****Total On-Balance Sheet Assets    Lending Business Segment**

The following table includes on-balance sheet asset information for our Lending business segment.

	<b>September 30, 2009</b>	<b>December 31, 2008</b>
FFELP Stafford and Other Student Loans, net	\$ 43,258	\$ 44,025
FFELP Stafford Loans Held-for-Sale	23,846	8,451
FFELP Consolidation Loans, net	69,246	71,744
Private Education Loans, net	22,495	20,582
Other loans, net	455	729
Investments <sup>(1)</sup>	12,422	8,445
Retained Interest in off-balance sheet securitized loans	1,838	2,200
Other <sup>(2)</sup>	10,520	9,947
<b>Total assets</b>	<b>\$ 184,080</b>	<b>\$ 166,123</b>

(1) Investments include cash and cash equivalents, short and long-term investments, restricted cash and investments, leveraged leases, and municipal bonds.

(2) Other assets include accrued interest receivable, goodwill and acquired intangible assets, and other non-interest earning assets.

**Loan Originations**

The Company originates loans under its own brand names, which we refer to as internal lending brands, and also through Lender Partners under forward contracts to purchase loans at contractual prices.

Our FFELP internal brand originations were up sharply in the third quarter of 2009, increasing 28 percent from the year-ago quarter. Our FFELP Lender Partner originations increased 10 percent over the same period. A number of these Lender Partners, including some of our largest originators, have converted to third-party servicing arrangements in which we service loans on their behalf.

Private Education Loan originations declined 58 percent from the year-ago period to \$893 million in the quarter ended September 30, 2009, as a result of a continued tightening of our underwriting criteria, an increase in guaranteed student loan limits and the Company's withdrawal from certain markets.

At September 30, 2009, the Company was committed to purchase \$1.3 billion of loans originated by our Lender Partners (\$0.8 billion of FFELP loans and \$0.5 billion of Private Education Loans). Approximately \$0.3 billion of these FFELP loans were originated prior to CCRAA. Approximately \$0.4 billion of these FFELP loans are eligible for ED's Purchase and Participation Programs (see LIQUIDITY AND CAPITAL RESOURCES - ED Funding Programs).

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The following tables summarize our loan originations by type of loan and source.

	<b>Three Months Ended September 30,</b>		<b>Nine Months Ended September 30,</b>	
	<b>2009</b>	<b>2008</b>	<b>2009</b>	<b>2008</b>
<b>Loan Originations</b>	<b>Internal lending brands</b>			
Stafford	\$ 5,134	\$ 4,002	\$ 13,068	\$ 8,511
PLUS	582	502	1,341	1,175
GradPLUS	443	319	878	626
Total FFELP	6,159	4,823	15,287	10,312
Private Education Loans	871	1,934	2,599	5,012
Total	\$ 7,030	\$ 6,757	\$ 17,886	\$ 15,324

	<b>Three Months Ended September 30,</b>		<b>Nine Months Ended September 30,</b>	
	<b>2009</b>	<b>2008</b>	<b>2009</b>	<b>2008</b>
<b>Loan Originations</b>	<b>Lender Partners</b>			
Stafford	\$ 703	\$ 655	\$ 1,826	\$ 3,275
PLUS	51	45	118	335
GradPLUS	27	11	54	59
Total FFELP	781	711	1,998	3,669
Private Education Loans	22	183	196	473
Total	\$ 803	\$ 894	\$ 2,194	\$ 4,142

**Table of Contents****Student Loan Activity**

The following tables summarize the activity in our on-balance sheet, off-balance sheet and Managed portfolios of FFELP loans and Private Education Loans and highlight the effects of Consolidation Loan activity on our FFELP loan portfolios.

	<b>On-Balance Sheet</b>				
	<b>Three Months Ended September 30, 2009</b>				
	<b>FFELP Stafford and Other<sup>(1)</sup></b>	<b>FFELP Consolidation Loans</b>	<b>Total FFELP</b>	<b>Total Private Education Loans</b>	<b>Total On- Balance Sheet Portfolio</b>
Beginning balance	\$ 62,204	\$ 70,102	\$ 132,306	\$ 21,851	\$ 154,157
Net consolidations:					
Incremental consolidations from third parties					
Consolidations to third parties	(384)	(191)	(575)	(2)	(577)
Net consolidations	(384)	(191)	(575)	(2)	(577)
Acquisitions	7,645	316	7,961	1,235	9,196
Net acquisitions	7,261	125	7,386	1,233	8,619
Internal consolidations <sup>(2)</sup>					
Securitization-related <sup>(3)</sup>					
Repayments/claims/resales/other	(2,360)	(981)	(3,341)	(589)	(3,930)
Ending balance	\$ 67,105	\$ 69,246	\$ 136,351	\$ 22,495	\$ 158,846

	<b>Off-Balance Sheet</b>				
	<b>Three Months Ended September 30, 2009</b>				
	<b>FFELP Stafford and Other<sup>(1)</sup></b>	<b>FFELP Consolidation Loans</b>	<b>Total FFELP</b>	<b>Total Private Education Loans</b>	<b>Total Off- Balance Sheet Portfolio</b>
Beginning balance	\$ 6,170	\$ 15,170	\$ 21,340	\$ 12,621	\$ 33,961
Net consolidations:					
Incremental consolidations from third parties					
Consolidations to third parties	(135)	(56)	(191)	(4)	(195)
Net consolidations	(135)	(56)	(191)	(4)	(195)
Acquisitions	30	63	93	81	174

Net acquisitions	(105)	7	(98)	77	(21)
Internal consolidations <sup>(2)</sup> Securitization-related <sup>(3)</sup> Repayments/claims/resales/other	(130)	(188)	(318)	(287)	(605)
Ending balance	\$ 5,935	\$ 14,989	\$ 20,924	\$ 12,411	\$ 33,335

**Managed Portfolio**  
**Three Months Ended September 30, 2009**

	<b>FFELP Stafford and Other<sup>(1)</sup></b>	<b>FFELP Consolidation Loans</b>	<b>Total FFELP</b>	<b>Total Private Education Loans</b>	<b>Total Managed Basis Portfolio</b>
Beginning balance	\$ 68,374	\$ 85,272	\$ 153,646	\$ 34,472	\$ 188,118
Net consolidations: Incremental consolidations from third parties					
Consolidations to third parties	(519)	(247)	(766)	(6)	(772)
Net consolidations	(519)	(247)	(766)	(6)	(772)
Acquisitions	7,675	379	8,054	1,316	9,370
Net acquisitions	7,156	132	7,288	1,310	8,598
Internal consolidations <sup>(2)</sup> Securitization-related <sup>(3)</sup> Repayments/claims/resales/other	(2,490)	(1,169)	(3,659)	(876)	(4,535)
Ending balance <sup>(4)</sup>	\$ 73,040	\$ 84,235	\$ 157,275	\$ 34,906	\$ 192,181
Total Managed Acquisitions <sup>(5)</sup>	\$ 7,675	\$ 379	\$ 8,054	\$ 1,316	\$ 9,370

(1) FFELP category is primarily Stafford loans and also includes PLUS and HEAL loans.

(2) Represents loans that we either own on-balance sheet or loans that we consolidated from our off-balance sheet securitization trusts.

(3) Represents loans within securitization trusts that we are required to consolidate under GAAP once the trusts' loan balances are below the clean-up call threshold.

(4) As of September 30, 2009, the ending balance includes \$29.7 billion of FFELP Stafford and Other Loans and \$2.6 billion of FFELP Consolidation Loans disbursed on or after October 1, 2007, which are impacted by CCRAA legislation.

(5) The Total Managed Acquisitions line includes incremental consolidations from third parties and acquisitions.



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**On-Balance Sheet**  
**Three Months Ended September 30, 2008**

	<b>FFELP Stafford and Other<sup>(1)</sup></b>	<b>FFELP Consolidation Loans</b>	<b>Total FFELP</b>	<b>Total Private Education Loans</b>	<b>Total On- Balance Sheet Portfolio</b>
Beginning balance	\$ 43,147	\$ 73,171	\$ 116,318	\$ 17,971	\$ 134,289
Net consolidations:					
Incremental consolidations from third parties				3	3
Consolidations to third parties	(178)	(148)	(326)	(9)	(335)
Net consolidations	(178)	(148)	(326)	(6)	(332)
Acquisitions	6,641	398	7,039	2,338	9,377
Net acquisitions	6,463	250	6,713	2,332	9,045
Internal consolidations <sup>(2)</sup>				3	3
Repayments/claims/resales/other	(685)	(855)	(1,540)	(469)	(2,009)
Ending balance	\$ 48,925	\$ 72,566	\$ 121,491	\$ 19,837	\$ 141,328

**Off-Balance Sheet**  
**Three Months Ended September 30, 2008**

	<b>FFELP Stafford and Other<sup>(1)</sup></b>	<b>FFELP Consolidation Loans</b>	<b>Total FFELP</b>	<b>Total Private Education Loans</b>	<b>Total Off- Balance Sheet Portfolio</b>
Beginning balance	\$ 8,475	\$ 16,042	\$ 24,517	\$ 13,098	\$ 37,615
Net consolidations:					
Incremental consolidations from third parties					
Consolidations to third parties	(108)	(34)	(142)	(8)	(150)
Net consolidations	(108)	(34)	(142)	(8)	(150)
Acquisitions	61	68	129	123	252
Net acquisitions	(47)	34	(13)	115	102
Internal consolidations <sup>(2)</sup>				(3)	(3)
Repayments/claims/resales/other	(745)	(360)	(1,105)	(247)	(1,352)
Ending balance	\$ 7,683	\$ 15,716	\$ 23,399	\$ 12,963	\$ 36,362

	<b>Managed Portfolio</b>				
	<b>Three Months Ended September 30, 2008</b>				
	<b>FFELP Stafford and Other<sup>(1)</sup></b>	<b>FFELP Consolidation Loans</b>	<b>Total FFELP</b>	<b>Total Private Education Loans</b>	<b>Total Managed Basis Portfolio</b>
Beginning balance	\$ 51,622	\$ 89,213	\$ 140,835	\$ 31,069	\$ 171,904
Net consolidations:					
Incremental consolidations from third parties				3	3
Consolidations to third parties	(286)	(182)	(468)	(17)	(485)
Net consolidations	(286)	(182)	(468)	(14)	(482)
Acquisitions	6,702	466	7,168	2,461	9,629
Net acquisitions	6,416	284	6,700	2,447	9,147
Internal consolidations <sup>(2)</sup>					
Repayments/claims/resales/other	(1,430)	(1,215)	(2,645)	(716)	(3,361)
Ending balance <sup>(3)</sup>	\$ 56,608	\$ 88,282	\$ 144,890	\$ 32,800	\$ 177,690
Total Managed Acquisitions <sup>(4)</sup>	\$ 6,702	\$ 466	\$ 7,168	\$ 2,464	\$ 9,632

(1) FFELP category is primarily Stafford loans and also includes PLUS and HEAL loans.

(2) Represents loans that we either own on-balance sheet or loans that we consolidated from our off-balance sheet securitization trusts.

(3) As of September 30, 2008, the ending balance includes \$10.6 billion of FFELP Stafford and Other Loans and \$2.6 billion of FFELP Consolidation Loans disbursed on or after October 1, 2007, which are impacted by CCRAA legislation.

(4) The Total Managed Acquisitions line includes incremental consolidations from third parties and acquisitions.

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**On-Balance Sheet**  
**Nine Months Ended September 30, 2009**

	<b>FFELP Stafford and Other<sup>(1)</sup></b>	<b>FFELP Consolidation Loans</b>	<b>Total FFELP</b>	<b>Total Private Education Loans</b>	<b>Total On- Balance Sheet Portfolio</b>
Beginning balance	\$ 52,476	\$ 71,744	\$ 124,220	\$ 20,582	\$ 144,802
Net consolidations:					
Incremental consolidations from third parties					
Consolidations to third parties	(790)	(385)	(1,175)	(5)	(1,180)
Net consolidations	(790)	(385)	(1,175)	(5)	(1,180)
Acquisitions	20,691	871	21,562	3,562	25,124
Net acquisitions	19,901	486	20,387	3,557	23,944
Internal consolidations <sup>(2)</sup>					
Securitization-related <sup>(3)</sup>	425		425		425
Repayments/claims/resales/other	(5,697)	(2,984)	(8,681)	(1,644)	(10,325)
Ending balance	\$ 67,105	\$ 69,246	\$ 136,351	\$ 22,495	\$ 158,846

**Off-Balance Sheet**  
**Nine Months Ended September 30, 2009**

	<b>FFELP Stafford and Other<sup>(1)</sup></b>	<b>FFELP Consolidation Loans</b>	<b>Total FFELP</b>	<b>Total Private Education Loans</b>	<b>Total Off- Balance Sheet Portfolio</b>
Beginning balance	\$ 7,143	\$ 15,531	\$ 22,674	\$ 12,917	\$ 35,591
Net consolidations:					
Incremental consolidations from third parties					
Consolidations to third parties	(317)	(99)	(416)	(12)	(428)
Net consolidations	(317)	(99)	(416)	(12)	(428)
Acquisitions	107	161	268	325	593
Net acquisitions	(210)	62	(148)	313	165
Internal consolidations <sup>(2)</sup>					
Securitization-related <sup>(3)</sup>	(425)		(425)		(425)
Repayments/claims/resales/other	(573)	(604)	(1,177)	(819)	(1,996)

Ending balance	\$ 5,935	\$ 14,989	\$ 20,924	\$ 12,411	\$ 33,335
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**Managed Portfolio  
Nine Months Ended September 30, 2009**

	<b>FFELP Stafford and Other<sup>(1)</sup></b>	<b>FFELP Consolidation Loans</b>	<b>Total FFELP</b>	<b>Total Private Education Loans</b>	<b>Total Managed Basis Portfolio</b>
Beginning balance	\$ 59,619	\$ 87,275	\$ 146,894	\$ 33,499	\$ 180,393
Net consolidations:					
Incremental consolidations from third parties					
Consolidations to third parties	(1,107)	(484)	(1,591)	(17)	(1,608)
Net consolidations	(1,107)	(484)	(1,591)	(17)	(1,608)
Acquisitions	20,798	1,032	21,830	3,887	25,717
Net acquisitions	19,691	548	20,239	3,870	24,109
Internal consolidations <sup>(2)</sup>					
Securitization-related <sup>(3)</sup>					
Repayments/claims/resales/other	(6,270)	(3,588)	(9,858)	(2,463)	(12,321)
Ending balance <sup>(4)</sup>	\$ 73,040	84,235	\$ 157,275	\$ 34,906	\$ 192,181
Total Managed Acquisitions <sup>(5)</sup>	\$ 20,798	\$ 1,032	\$ 21,830	\$ 3,887	\$ 25,717

(1) FFELP category is primarily Stafford loans and also includes PLUS and HEAL loans.

(2) Represents loans that we either own on-balance sheet or loans that we consolidated from our off-balance sheet securitization trusts.

(3) Represents loans within securitization trusts that we are required to consolidate under GAAP once the trusts' loan balances are below the clean-up call threshold.

(4) As of September 30, 2009, the ending balance includes \$29.7 billion of FFELP Stafford and Other Loans and \$2.6 billion of FFELP Consolidation Loans disbursed on or after October 1, 2007, which are impacted by CCRAA legislation.

(5) The Total Managed Acquisitions line includes incremental consolidations from third parties and acquisitions.

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**On-Balance Sheet**  
**Nine Months Ended September 30, 2008**

	<b>FFELP Stafford and Other<sup>(1)</sup></b>	<b>FFELP Consolidation Loans</b>	<b>Total FFELP</b>	<b>Total Private Education Loans</b>	<b>Total On- Balance Sheet Portfolio</b>
Beginning balance	\$ 35,726	\$ 73,609	\$ 109,335	\$ 14,818	\$ 124,153
Net consolidations:					
Incremental consolidations from third parties		461	461	149	610
Consolidations to third parties	(519)	(270)	(789)	(34)	(823)
Net consolidations	(519)	191	(328)	115	(213)
Acquisitions	16,702	1,088	17,790	6,137	23,927
Net acquisitions	16,183	1,279	17,462	6,252	23,714
Internal consolidations <sup>(2)</sup>	(409)	529	120	228	348
Off-balance sheet securitizations					
Repayments/claims/resales/other	(2,575)	(2,851)	(5,426)	(1,461)	(6,887)
Ending balance	\$ 48,925	\$ 72,566	\$ 121,491	\$ 19,837	\$ 141,328

**Off-Balance Sheet**  
**Nine Months Ended September 30, 2008**

	<b>FFELP Stafford and Other<sup>(1)</sup></b>	<b>FFELP Consolidation Loans</b>	<b>Total FFELP</b>	<b>Total Private Education Loans</b>	<b>Total Off- Balance Sheet Portfolio</b>
Beginning balance	\$ 9,472	\$ 16,441	\$ 25,913	\$ 13,510	\$ 39,423
Net consolidations:					
Incremental consolidations from third parties					
Consolidations to third parties	(190)	(57)	(247)	(51)	(298)
Net consolidations	(190)	(57)	(247)	(51)	(298)
Acquisitions	183	165	348	477	825
Net acquisitions	(7)	108	101	426	527
Internal consolidations <sup>(2)</sup>	(84)	(36)	(120)	(228)	(348)
Off-balance sheet securitizations					
Repayments/claims/resales/other	(1,698)	(797)	(2,495)	(745)	(3,240)

Ending balance	\$ 7,683	\$ 15,716	\$ 23,399	\$ 12,963	\$ 36,362
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**Managed Portfolio  
Nine Months Ended September 30, 2008**

	<b>FFELP Stafford and Other<sup>(1)</sup></b>	<b>FFELP Consolidation Loans</b>	<b>Total FFELP</b>	<b>Total Private Education Loans</b>	<b>Total Managed Basis Portfolio</b>
Beginning balance	\$ 45,198	\$ 90,050	\$ 135,248	\$ 28,328	\$ 163,576
Net consolidations:					
Incremental consolidations from third parties		461	461	149	610
Consolidations to third parties	(709)	(327)	(1,036)	(85)	(1,121)
Net consolidations	(709)	134	(575)	64	(511)
Acquisitions	16,885	1,253	18,138	6,614	24,752
Net acquisitions	16,176	1,387	17,563	6,678	24,241
Internal consolidations <sup>(2)</sup>	(493)	493			
Off-balance sheet securitizations					
Repayments/claims/resales/other	(4,273)	(3,648)	(7,921)	(2,206)	(10,127)
Ending balance <sup>(3)</sup>	\$ 56,608	\$ 88,282	\$ 144,890	\$ 32,800	\$ 177,690
Total Managed Acquisitions <sup>(4)</sup>	\$ 16,885	\$ 1,714	\$ 18,599	\$ 6,763	\$ 25,362

(1) FFELP category is primarily Stafford loans and also includes PLUS and HEAL loans.

(2) Represents loans that we either own on-balance sheet or loans that we consolidated from our off-balance sheet securitization trusts.

(3) As of September 30, 2008, the ending balance includes \$10.6 billion of FFELP Stafford and Other Loans and \$2.6 billion of FFELP Consolidation Loans disbursed on or after October 1, 2007, which are impacted by CCRAA legislation.

(4) The Total Managed Acquisitions line includes incremental consolidations from third parties and acquisitions.

**Table of Contents****Other Income    Lending Business Segment**

The following table summarizes the components of Core Earnings other income, net, for our Lending business segment for the three and nine months ended September 30, 2009 and 2008.

	<b>Three Months Ended September 30, 2009    2008</b>		<b>Nine Months Ended September 30, 2009    2008</b>	
Gains on debt repurchases	\$ 74	\$ 16	\$ 463	\$ 37
Late fees and forbearance fees	39	36	107	107
Gains on sales of loans	12		12	1
Other	4	3	9	16
Total other income, net	\$ 129	\$ 55	\$ 591	\$ 161

The change in other income over the prior periods presented is primarily the result of the gains on debt repurchased. The Company began repurchasing its outstanding debt in the second quarter of 2008. The Company repurchased \$1.4 billion and \$580 million face amount of its senior unsecured notes for the quarters ended September 30, 2009 and 2008, respectively, and repurchased \$2.7 billion and \$1.8 billion face amount of its senior unsecured notes for the nine months ended September 30, 2009 and 2008, respectively. Since the second quarter of 2008, the Company repurchased \$4.6 billion face amount of its senior unsecured notes in the aggregate, with maturity dates ranging from 2008 to 2014.

The \$12 million of gains on sales of loans in the third quarter 2009 related to the gain on sale of approximately \$840 million face amount of FFELP loans to the ED as part of the ED Purchase Program.

**Operating Expense    Lending Business Segment**

The following table summarizes the components of operating expenses for our Lending business segment for the three and nine months ended September 30, 2009 and 2008.

	<b>Three Months Ended September 30, 2009    2008</b>		<b>Nine Months Ended September 30, 2009    2008</b>	
Sales and originations	\$ 60	\$ 57	\$ 156	\$ 195
Servicing	71	59	202	181
Corporate overhead	23	26	77	84
Total operating expenses	\$ 154	\$ 142	\$ 435	\$ 460

Operating expenses for our Lending business segment include costs incurred to acquire student loans and to service our Managed student loan portfolio, as well as other general and administrative expenses. For the quarters ended September 30, 2009 and 2008, operating expenses for the Lending business segment totaled \$154 million and \$142 million, respectively. Operating expenses were 32 basis points of average Managed student loans in both the third quarters of 2009 and 2008.



**Table of Contents****ASSET PERFORMANCE GROUP ( APG ) BUSINESS SEGMENT**

The following table includes the Core Earnings results of operations for our APG business segment.

	<b>Three Months Ended September 30, 2009</b>			
	<b>Purchased Paper- Non- Mortgage</b>	<b>Purchased Paper- Mortgage/ Properties</b>	<b>Contingency &amp; Other</b>	<b>Total APG</b>
Contingency fee income	\$	\$	\$ 82	\$ 82
Collections revenue (loss)	21	(5)		16
Total income (loss)	21	(5)	82	98
Restructuring expenses		1		1
Operating expenses	33	6	41	80
Total expenses	33	7	41	81
Net interest expense	2	1	2	5
Income (loss) before income tax expense (benefit) and noncontrolling interest	(14)	(13)	39	12
Income tax expense (benefit)	(5)	(5)	15	5
Income (loss) before noncontrolling interest	(9)	(8)	24	7
Noncontrolling interest				
Core Earnings net income (loss)	\$ (9)	\$ (8)	\$ 24	\$ 7

	<b>Three Months Ended September 30, 2008</b>			
	<b>Purchased Paper- Non- Mortgage</b>	<b>Purchased Paper- Mortgage/ Properties</b>	<b>Contingency &amp; Other</b>	<b>Total APG</b>
Contingency fee income	\$ 2	\$	\$ 87	\$ 89
Collections revenue (loss)	(39)	(130)		(169)
Total income (loss)	(37)	(130)	87	(80)
Restructuring expenses	4			4
Operating expenses	52	9	45	106
Total expenses	56	9	45	110
Net interest expense	3	1	2	6

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Income (loss) before income tax expense (benefit) and noncontrolling interest	(96)	(140)	40	(196)
Income tax expense (benefit)	(36)	(51)	14	(73)
Income (loss) before noncontrolling interest	(60)	(89)	26	(123)
Noncontrolling interest	1			1
Core Earnings net income (loss)	\$ (61)	\$ (89)	\$ 26	\$ (124)

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	<b>Nine Months Ended September 30, 2009</b>			
	<b>Purchased Paper- Non- Mortgage</b>	<b>Purchased Paper- Mortgage/ Properties</b>	<b>Contingency &amp; Other</b>	<b>Total APG</b>
Contingency fee income	\$ 2	\$	\$ 228	\$ 230
Collections revenue (loss)	88	(72)		16
Total income (loss)	90	(72)	228	246
Restructuring expenses		3		3
Operating expenses	108	20	132	260
Total expenses	108	23	132	263
Net interest expense	7	3	5	15
Income (loss) before income tax expense (benefit) and noncontrolling interest	(25)	(98)	91	(32)
Income tax expense (benefit)	(9)	(36)	33	(12)
Income (loss) before noncontrolling interest	(16)	(62)	58	(20)
Noncontrolling interest	1			1
Core Earnings net income (loss)	\$ (17)	\$ (62)	\$ 58	\$ (21)

	<b>Nine Months Ended September 30, 2008</b>			
	<b>Purchased Paper- Non- Mortgage</b>	<b>Purchased Paper- Mortgage/ Properties</b>	<b>Contingency &amp; Other</b>	<b>Total APG</b>
Contingency fee income	\$ 9	\$	\$ 250	\$ 259
Collections revenue (loss)	70	(155)		(85)
Total income (loss)	79	(155)	250	174
Restructuring expenses	5		5	10
Operating expenses	156	28	138	322
Total expenses	161	28	143	332
Net interest expense	10	4	6	20
Income (loss) before income tax expense (benefit) and noncontrolling interest	(92)	(187)	101	(178)
Income tax expense (benefit)	(33)	(69)	37	(65)

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Income (loss) before noncontrolling interest	(59)	(118)	64	(113)
Noncontrolling interest	3			3
Core Earnings net income (loss)	\$ (62)	\$ (118)	\$ 64	\$ (116)

The Company has concluded that its APG purchased paper businesses are no longer a strategic fit. The Company sold its international Purchased Paper Non-Mortgage business in the first quarter of 2009. The Company continues to wind down the domestic side of its Purchased Paper Non-Mortgage and Purchased Paper Mortgage/Properties businesses. The Company will continue to consider opportunities to sell these businesses at acceptable prices in the future.

The Company's domestic Purchased Paper Non-Mortgage business has certain forward purchase obligations under which the Company was committed to buy purchased paper through April 2009. The Company has not bought any additional purchased paper in excess of these obligations. The Company recognized \$9 million and \$39 million of impairment in the third quarter of 2009 and 2008, respectively. The total impairment for the year ended December 31, 2008 was \$55 million.

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The Company's Purchased Paper Mortgage/Properties business has not purchased any new mortgage/property assets since March 2008 and will work-out and liquidate its portfolio as quickly and economically as possible. During 2009, real estate values continued to decline as a result of the weakening U.S. economy and expected future resolution time-frames were extended. As a result, the Company recorded impairment of \$12 million and \$147 million in the third quarter of 2009 and 2008, respectively. The total impairment for the year ended December 31, 2008 was \$262 million.

On October 22, 2009, GRP Loan, LLC and GRP Strategies, LLC, wholly-owned subsidiaries of the Company, entered into a definitive sale agreement to sell \$367 million in assets, which is substantially all of the mortgage loan and real estate assets of the Purchased Paper Mortgage/Properties business, for \$279 million. The transaction closed on October 26, 2009. In connection with this transaction, the Company will recognize an after-tax loss of approximately \$85 million to \$95 million in the fourth quarter of 2009.

**Purchased Paper Non-Mortgage**

	<b>Three Months Ended September 30, 2009</b>		<b>Nine Months Ended September 30, 2009</b>	
	<b>2009</b>	<b>2008</b>	<b>2009</b>	<b>2008</b>
Face value of purchases for the period	\$	\$ 1,496	\$ 390	\$ 4,375
Purchase price for the period		116	30	384
Purchase price as a percentage of face value purchased	%	7.8%	7.6%	8.8%
Gross Cash Collections ( GCC )	\$ 72	\$ 166	\$ 315	\$ 497
Collections revenue (loss)	21	(39)	88	70
Collections revenue (loss) as a percentage of GCC	34%	(23)%	29%	14%
Carrying value of purchased paper	\$ 373	\$ 544	\$ 373	\$ 544

**Purchased Paper Mortgage/Properties**

	<b>Three Months Ended September 30, 2009</b>		<b>Nine Months Ended September 30, 2009</b>	
	<b>2009</b>	<b>2008</b>	<b>2009</b>	<b>2008</b>
Face value of purchases for the period	\$	\$	\$	\$ 39
Collections revenue (loss), net of impairments	(5)	(130)	(72)	(155)
Collateral value of purchases				29
Purchase price for the period				19
Purchase price as a percentage of collateral fair value	%	%	%	66%
Carrying value of purchased paper	\$ 375	\$ 798	\$ 375	\$ 798
Carrying value of purchased paper as a percentage of collateral fair value	68%	69%	68%	69%

The carrying value of purchased paper (the basis we carry on our balance sheet) as a percentage of collateral fair value has decreased in the third quarter of 2009 as a result of the impairment recognized this quarter.



**Table of Contents****Contingency Inventory**

The following table presents the outstanding inventory of receivables that are currently being serviced through our APG business segment.

	<b>September 30, 2009</b>	<b>December 31, 2008</b>	<b>September 30, 2008</b>
Contingency:			
Student loans	\$ 9,191	\$ 8,498	\$ 9,482
Other	1,472	1,752	1,714
Total	\$ 10,663	\$ 10,250	\$ 11,196

**Operating Expenses APG Business Segment**

For the quarters ended September 30, 2009 and September 30, 2008, operating expenses for the APG business segment totaled \$80 million and \$106 million, respectively. The decrease in operating expenses from the year-ago quarter was primarily due to the Company's continued cost reduction efforts and the reduction in the size of the purchased paper portfolios.

**Total On-Balance Sheet Assets APG Business Segment**

At September 30, 2009 and December 31, 2008, the APG business segment had total assets of \$1.4 billion and \$2.1 billion, respectively.

**CORPORATE AND OTHER BUSINESS SEGMENT**

The following table includes Core Earnings results of operations for our Corporate and Other business segment.

	<b>Three Months Ended September 30, 2009 2008</b>		<b>% Increase (Decrease) 2009 vs. 2008</b>	<b>Nine Months Ended September 30, 2009 2008</b>		<b>% Increase (Decrease) 2009 vs. 2008</b>
Net interest income after provisions for loan losses	\$ 2	\$ 2	%	\$ 3	\$ 3	%
Guarantor servicing fees	48	37	30	107	95	13
Loan servicing fees	17	6	183	35	17	106
Upromise	28	28		79	80	(1)
Other	11	17	(35)	38	50	(24)
Total other income	104	88	18	259	242	7
Restructuring expenses	1	7	(86)	3	22	(86)

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Operating expenses	75	68	10	211	213	(1)
Total expenses	76	75	1	214	235	(9)
Income (loss) before income tax expense	30	15	100	48	10	380
Income tax expense (benefit)	11	6	83	18	3	500
Core Earnings net income (loss)	\$ 19	\$ 9	111%	\$ 30	\$ 7	329%

Loan servicing fees increased in the third quarter 2009 over the year-ago quarters primarily due to additional loan conversion fees that were earned by the Company when third-party servicing clients sold their FFELP loans to ED under the ED Purchase Program in the third quarter of 2009.



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United Student Aid Funds, Inc. ( USA Funds ), the nation's largest guarantee agency, accounted for 85 percent and 81 percent, respectively, of guarantor servicing fees and 3 percent and 12 percent, respectively, of revenues associated with other products and services for the quarters ended September 30, 2009 and 2008.

**Operating Expenses Corporate and Other Business Segment**

The following table summarizes the components of operating expenses for our Corporate and Other business segment for the three and nine months ended September 30, 2009 and 2008.

	<b>Three Months Ended September 30,</b>		<b>Nine Months Ended September 30,</b>	
	<b>2009</b>	<b>2008</b>	<b>2009</b>	<b>2008</b>
Operating expenses	\$ 30	\$ 26	\$ 79	\$ 69
Upromise	22	22	66	70
General and administrative expenses	23	20	66	74
Total operating expenses	\$ 75	\$ 68	\$ 211	\$ 213

Operating expenses for our Corporate and Other business segment include direct costs incurred to service loans for unrelated third parties, perform guarantor servicing on behalf of guarantor agencies, operate our Upromise subsidiary, as well as information technology expenses related to these functions. Operating expenses also include unallocated corporate overhead expenses for centralized headquarters functions. For the quarters ended September 30, 2009 and 2008, operating expenses for the Corporate and Other business segment totaled \$75 million and \$68 million, respectively. The increase in operating expenses for the third quarter of 2009 versus the year-ago quarter was primarily due to higher expenses incurred to reconfigure the Company's servicing system to meet the requirements of the ED Servicing Contract awarded to the Company on June 17, 2009 to service FFELP loans that will be sold to ED.

**Total On-Balance Sheet Assets Corporate and Other Business Segment**

At September 30, 2009 and December 31, 2008, the Corporate and Other business segment had total assets of \$946 million and \$685 million, respectively.

**LIQUIDITY AND CAPITAL RESOURCES**

The following LIQUIDITY AND CAPITAL RESOURCES discussion concentrates on our Lending business segment. Our APG contingency collections and Corporate and Other business segments are not capital intensive businesses and, as such, a minimal amount of debt capital is allocated to these segments.

Historically, we funded new loan originations with a combination of term unsecured debt and student loan asset-backed securities. Following the Proposed Merger announcement in April 2007, we temporarily suspended issuance of unsecured debt and began funding loan originations primarily through the issuance of student loan asset-backed securities and short-term secured student loan financing facilities. In June 2008, the Company accessed the corporate bond market with a \$2.5 billion issue of 10-year senior unsecured notes. In August 2008, we began funding new FFELP Stafford and PLUS student loan originations for AY 2008-2009 pursuant to ED's Loan Participation Program. During the fourth quarter of 2008, the Company began retaining its Private Education Loan

originations in its banking subsidiary, Sallie Mae Bank, and funding these assets with term bank deposits. In May 2009, we began using the ED Conduit Program to fund FFELP Stafford and PLUS loans. We discuss these liquidity sources below.

In the near term, we expect to continue to use ED's Purchase and Participation Programs to fund future FFELP Stafford and PLUS loan originations and to use deposits at Sallie Mae Bank and potentially term asset-backed securities to fund Private Education Loan originations. We plan to use term asset-backed securities, asset-backed financing facilities, cash flows provided by earnings and repayment of principal on our unencumbered student loan assets, as well as other sources, to refinance maturing debt and provide cash for operations and other needs.

**Table of Contents****ED Funding Programs**

In August 2008, ED implemented the Loan Purchase Commitment Program ( Purchase Program ) and the Loan Purchase Participation Program ( Participation Program ) pursuant to ECASLA. Under the Purchase Program, ED purchases eligible FFELP loans at a price equal to the sum of (i) par value, (ii) accrued interest, (iii) the one-percent origination fee paid to ED, and (iv) a fixed amount of \$75 per loan. Under the Participation Program, ED provides short-term liquidity to FFELP lenders by purchasing participation interests in pools of FFELP loans. FFELP lenders are charged a rate of the preceding quarter commercial paper rate plus 0.50 percent on the principal amount of participation interests outstanding. Under the terms of the Participation Program, on September 30, 2010, AY 2009-2010 loans funded under the Participation Program must be either repurchased by the Company or sold to ED pursuant to the Participation Program, which has identical economics to the Purchase Program. Given the state of the credit markets, we currently expect to sell all of the loans we fund under the Participation Program to ED. Loans eligible for the Participation or Purchase Programs were originally limited to FFELP Stafford or PLUS, first disbursed on or after May 1, 2008 but no later than July 1, 2009, with no ongoing borrower benefits other than permitted rate reductions of 0.25 percent for automatic payment processing. On October 7, 2008, legislation was enacted extending ED s authority to finance and purchase FFELP Stafford and PLUS loans made for AY s 2009-2010, and allowing for the extension of ED s Purchase and Participation Programs from September 30, 2009 to September 30, 2010. On November 8, 2008, ED formally announced new purchase and participation programs which cover eligible loans originated for the AY 2009-2010. On January 15, 2009, ED announced that the terms of the programs for AY 2009-2010 will replicate in all material respects the terms of the programs for AY 2008-2009. The Company applied for these AY 2009-2010 funding programs in June 2009 and its participation was approved on July 31, 2009.

On August 14, 2008, the Company received its initial advance under the Participation Program. As of September 30, 2009, the Company had \$22.9 billion of advances outstanding under the Participation Program. Through October 15, 2009, the Company has sold to ED approximately \$18.5 billion face amount of loans as part of the Purchase Program (approximately \$840 million face amount was sold in the third quarter of 2009). Outstanding debt of \$18.5 billion has been paid down related to the Participation Program in connection with these loan sales. The remaining loans are part of the AY 2009-2010 funding program and, given current market conditions, we expect to sell these loans in the third quarter of 2010.

Also pursuant to ECASLA, on January 15, 2009, ED published summary terms under which it will purchase eligible FFELP Stafford and PLUS loans from a conduit vehicle established to provide funding for eligible student lenders (the ED Conduit Program ). Loans eligible for the ED Conduit Program must be first disbursed on or after October 1, 2003, but not later than July 1, 2009, and fully disbursed before September 30, 2009, and meet certain other requirements including with respect to borrower benefits. The ED Conduit Program was launched on May 11, 2009 and will accept eligible loans through July 1, 2010. The ED Conduit Program has a term of five years and will expire on January 19, 2014. Funding for the ED Conduit Program is provided by the capital markets at a cost based on market rates, with the Company being advanced 97 percent of the student loan face amount. The Student Loan Short-Term Notes ( SLST Notes ), issued by the ED Conduit, are supported by a combination of i) Funding Notes backed by FFELP student loans, ii) the Liquidity Agreement with the Federal Financing Bank ( FFB ), and iii) the Put Agreement provided by ED. If the conduit does not have sufficient funds to pay all SLST Notes, then those SLST Notes will be repaid with funds from the FFB. The FFB will hold the notes for a short period of time and, if at the end of that time, the SLST Notes still cannot be paid off, the underlying FFELP loans that serve as collateral to the ED Conduit will be sold to ED through the Put Agreement at a price of 97 percent of the face amount of the loans. As of September 30, 2009, approximately \$14.1 billion face amount of our Stafford and PLUS loans were funded through the ED Conduit Program with a weighted average issuance cost of approximately 0.87 percent. As of September 30, 2009, there are approximately \$1.1 billion face amount of additional FFELP Stafford and PLUS loans (excluding loans currently in the Participation Program) that can be funded through the ED Conduit Program.

**Additional Funding Sources for General Corporate Purposes**

In addition to funding FFELP loans through ED s Participation and Purchase Programs and the ED Conduit Program, the Company employs other financing sources for general corporate purposes, which includes originating Private Education Loans, repurchases and repayments of unsecured debt obligations.

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Secured borrowings, including securitizations, asset-backed commercial paper ( ABCP ) borrowings and indentured trusts, comprised 82 percent of our Managed debt outstanding at September 30, 2009 versus 78 percent at September 30, 2008.

***Sallie Mae Bank***

During the fourth quarter of 2008, Sallie Mae Bank, our Utah industrial bank subsidiary, began expanding its deposit base to fund new Private Education Loan originations. Sallie Mae Bank raises deposits primarily through intermediaries in the retail brokered CD market. Given the disruptions in the capital markets during the first half of 2009, Sallie Mae Bank raised deposits in excess of loan growth for that period to prefund expected asset growth in the second half of 2009. As a result, in the third quarter of 2009, Sallie Mae Bank did not raise additional deposits. As of September 30, 2009, total term bank deposits were \$5.9 billion. As of September 30, 2009, \$4.2 billion of Private Education Loans were held at Sallie Mae Bank. We ultimately expect to raise additional long-term financing, through Private Education Loan securitizations or other financings, to fund these loans. In the near term, we expect Sallie Mae Bank to continue to fund newly originated Private Education Loans through long-term bank deposits.

***ABS Transactions***

On January 6, 2009, we closed a \$1.5 billion 12.5 year asset-backed securities ( ABS ) based facility. This facility is used to provide up to \$1.5 billion term financing for Private Education Loans. The fully-utilized cost of financing obtained under this facility is expected to be LIBOR plus 5.75 percent. In connection with this facility, we completed one Private Education Loan term ABS transaction totaling \$1.5 billion in the first quarter of 2009. The net funding received under the asset-backed securities based facility for this issuance was \$1.1 billion.

In April 2009, we completed three FFELP long-term ABS transactions totaling \$5.1 billion. The FFELP transactions were composed primarily of FFELP consolidation loans which were not eligible for the ED Conduit Program or the Term Asset-Backed Securities Loan Facility ( TALF ) discussed below. Although we have demonstrated our access to the ABS market in 2009 and we expect ABS financing to remain a primary source of funding over the long term, we expect our transaction volumes to be more limited and pricing less favorable than prior to the credit market dislocation that began in the summer of 2007, with significantly reduced opportunities to place subordinated tranches of ABS with investors. At present, while the markets have demonstrated some signs of recovery, we are unable to predict when market conditions will allow for more regular, reliable and cost-effective access to the term ABS market. In May 2009, we completed a \$2.6 billion Private Education Loan term ABS issue. In July 2009, we completed a \$1.1 billion Private Education Loan term ABS issue. In August 2009, we completed a \$1.7 billion Private Education Loan term ABS issue. These transactions were private placements and TALF-eligible. See *Term Asset-Backed Securities Loan Facility ( TALF )* below for additional details.

***Asset-Backed Financing Facilities***

During the first quarter of 2008, the Company entered into three new asset-backed financing facilities (the 2008 Asset-Backed Financing Facilities ): (i) a \$26.0 billion FFELP student loan ABCP conduit facility (the 2008 FFELP ABCP Facility ); (ii) a \$5.9 billion Private Education Loan ABCP conduit facility (the 2008 Private Education Loan ABCP Facility ) (collectively, the 2008 ABCP Facilities ); and (iii) a \$2.0 billion secured FFELP loan facility (the 2008 Asset-Backed Loan Facility ). The initial term of the 2008 Asset-Backed Financing Facilities was 364 days. The underlying cost of borrowing under the 2008 ABCP Facilities was approximately LIBOR plus 0.68 percent for the FFELP loan facilities and LIBOR plus 1.55 percent for the Private Education Loan facility, excluding upfront and unused commitment fees. All-in pricing on the 2008 ABCP Facilities varies based on usage. For the full year 2008, the combined, all-in cost of borrowings related to the 2008 Asset-Backed Financing Facilities, including amortized upfront fees and unused commitment fees, was three-month LIBOR plus 2.47 percent. The primary use of the 2008

Asset-Backed Financing Facilities was to refinance comparable ABCP facilities incurred in connection with the Proposed Merger, with the expectation that outstanding balances under the 2008 Asset-Backed Financing Facilities would be reduced through securitization of the underlying student loan collateral in the term ABS market.

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On February 2, 2009, the Company extended the maturity date of the 2008 ABCP Facilities from February 28, 2009 to April 28, 2009 for a \$61 million upfront fee. The other terms of the facilities remained materially unchanged.

On February 27, 2009, the Company extended the maturity date of the 2008 Asset-Backed Loan Facility from February 28, 2009 to April 28, 2009 for a \$4 million upfront fee. The other terms of this facility remained materially unchanged.

On April 24, 2009, the Company extended the maturity of \$21.8 billion of the 2008 FFELP ABCP Facility for one year to April 23, 2010. The Company also extended its 2008 Asset-Backed Loan Facility in the amount of \$1.5 billion. The extended 2008 Asset-Backed Loan Facility matured on June 26, 2009 and was paid in full. A total of \$86 million in fees were paid related to these extensions. The 2008 Private Education Loan ABCP Facility was paid off and terminated on April 24, 2009. The stated borrowing rate of the 2008 FFELP ABCP Facility is the applicable funding rate plus 130 basis points excluding upfront fees. The applicable funding rate generally will be either a LIBOR or commercial paper rate. The terms of the 2008 FFELP ABCP Facility call for an increase in the applicable funding spread to 300 basis points if the outstanding borrowing amount is not reduced to \$15.2 billion and \$10.9 billion as of June 30, 2009 and September 30, 2009, respectively. The outstanding borrowings were reduced to \$12.5 billion and \$9.4 billion on June 30, 2009 and September 30, 2009, respectively. If the Company does not negotiate an extension or pay off all outstanding amounts of the 2008 FFELP ABCP Facility at maturity, the facility will extend by 90 days with the interest rate generally increasing from LIBOR plus 250 basis points to 550 basis points over the 90 day period. The other terms of the facilities remained materially unchanged.

The maximum amount the Company may borrow under the 2008 FFELP ABCP Facility is limited based on certain factors, including market conditions and the fair value of student loans in the facility. As of September 30, 2009, the maximum borrowing amount was approximately \$10.5 billion. Funding under the 2008 FFELP ABCP Facility is subject to usual and customary conditions. The 2008 FFELP ABCP Facility is subject to termination under certain circumstances, including the Company's failure to comply with the principal financial covenants in its unsecured revolving credit facilities.

Borrowings under the 2008 FFELP ABCP Facility are nonrecourse to the Company. As of September 30, 2009, the Company had \$9.4 billion outstanding in connection with the 2008 FFELP ABCP Facility. The book basis of the assets securing this facility as of September 30, 2009 was \$10.9 billion.

***Term Asset-Backed Securities Loan Facility ( TALF )***

On February 6, 2009, the Federal Reserve Bank of New York published proposed terms for a program designed to facilitate renewed issuance of consumer and small business ABS at lower interest rate spreads. TALF was initiated on March 17, 2009 and currently provides investors who purchase eligible ABS with funding of up to five years. Eligible ABS include AAA rated student loan ABS backed by FFELP and private student loans first disbursed since May 1, 2007. As of September 30, 2009, we had approximately \$10.6 billion book basis of student loans (including \$7.3 billion book basis of Private Education Loans and \$3.3 billion book basis of Consolidation Loans) eligible to serve as collateral for ABS funded under TALF; this amount does not include loans eligible for ECASLA financing programs. While TALF has improved our access to and reduced our cost of ABS funding relative to 2009 pre-TALF levels, we are unable to predict, at this time, the full impact TALF will ultimately have on our funding activities. For student loan collateral, TALF is scheduled to expire on March 31, 2010.

On May 5, 2009, we priced a \$2.6 billion Private Education Loan securitization which closed on May 12, 2009. The issue bears a coupon of 1-month LIBOR plus 6.0 percent and is callable at the issuer's option at 93 percent of the outstanding balance of the ABS between November 15, 2011 and April 16, 2012. If the issue is called on November 15, 2011, we expect the effective cost of the financing will be approximately 1-month LIBOR plus

3.7 percent. This transaction was TALF-eligible.

On July 2, 2009, we priced a \$1.1 billion Private Education Loan securitization which closed on July 14, 2009. The issue bears a coupon of Prime plus 1.25 percent and is callable at the issuer's option at 94 percent of the outstanding balance of the ABS between January 16, 2012 and June 15, 2012. If the issue is called on



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January 16, 2012, we expect the effective cost of the financing will be approximately Prime minus 0.71 percent. This transaction was TALF-eligible.

On August 5, 2009, we priced a \$1.7 billion Private Education Loan securitization which closed on August 13, 2009. The issue bears a coupon of Prime plus 0.25 percent and is callable at the issuer's option at 94 percent of the outstanding balance of the ABS between August 15, 2013 and July 15, 2014. If the issue is called on August 15, 2013, we expect the effective cost of the financing will be approximately Prime minus 0.55 percent. This transaction was TALF-eligible.

### ***Auction Rate Securities***

At September 30, 2009, we had \$3.3 billion of taxable and \$1.2 billion of tax-exempt auction rate securities outstanding in securitizations and indentured trusts, respectively, on a Managed Basis. Since February 2008, problems in the auction rate securities market as a whole led to failures of the auctions pursuant to which certain of our auction rate securities' interest rates are set. As a result, all of the Company's auction rate securities as of September 30, 2009 bore interest at the maximum rate allowable under their terms. The maximum allowable interest rate on our \$3.3 billion of taxable auction rate securities is generally LIBOR plus 1.50 percent. The maximum allowable interest rate on many of the Company's \$1.2 billion of tax-exempt auction rate securities is a formula driven rate, which produced various maximum rates up to 2.25 percent during the third quarter of 2009.

### ***Reset Rate Notes***

Certain tranches of our term ABS are reset rate notes. Reset rate notes are subject to periodic remarketing, at which time the interest rates on the reset rate notes are reset. The Company also has the option to repurchase the reset rate note prior to a failed remarketing and hold it as an investment until such time it can be remarketed. In the event a reset rate note cannot be remarketed on its remarketing date, and is not repurchased, the interest rate generally steps up to and remains at LIBOR plus 0.75 percent, until such time as the bonds are successfully remarketed or repurchased. The Company's repurchase of a reset rate note requires additional funding, the availability and pricing of which may be less favorable to the Company than it was at the time the reset rate note was originally issued. Unlike the repurchase of a reset rate note, the occurrence of a failed remarketing does not require additional funding. As a result of the ongoing dislocation in the capital markets, at September 30, 2009, \$1.8 billion of our reset rate notes bore interest at, or were swapped to LIBOR plus 0.75 percent due to a failed remarketing. Until capital markets conditions improve, it is possible additional reset rate notes will experience failed remarketings. On October 26, 2009, the Company successfully remarketed a \$590 million reset rate note at LIBOR plus 0.40 percent to maturity. This note had a short average life; other notes which were due to reset in October 2009 with longer average lives failed remarketing. As of September 30, 2009, on a Managed Basis, the Company had \$2.4 billion and \$2.5 billion of reset rate notes due to be remarketed in 2009 and 2010, respectively, and an additional \$8.5 billion to be remarketed thereafter.

### **Primary Sources of Liquidity and Available Capacity**

We expect to fund our ongoing liquidity needs, including the origination of new loans and the repayment of \$0.5 billion of senior unsecured notes maturing in the remainder of 2009, through our current cash and investment portfolio, cash flow provided by earnings and repayment of principal on unencumbered student loan assets and distributions from our securitization trusts, the liquidity facilities made available by ED, TALF, the 2008 Asset-Backed Financing Facilities, the issuance of term ABS, term bank deposits, and, to a lesser extent, if possible, unsecured debt and other sources.

To supplement our funding sources, we maintained an additional \$3.5 billion in unsecured revolving credit facilities as of September 30, 2009; \$1.9 billion of our unsecured revolving facilities matures in October 2010 and \$1.6 billion

matures in October 2011. These figures do not include a \$215 million commitment from Aurora Bank, FSB, formerly known as Lehman Brothers Bank, FSB, a subsidiary of Lehman Brothers Holdings Inc. (see Counterparty Exposure, below). On April 24, 2009, in conjunction with the extension of the 2008 ABCP Facilities, a \$1.4 billion revolving credit facility maturing in October 2009 was retired and the \$1.9 billion revolving credit facility maturing in October 2011 was reduced to \$1.6 billion. The principal financial covenants

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in the unsecured revolving credit facilities require the Company to maintain consolidated tangible net worth of at least \$1.38 billion at all times. Consolidated tangible net worth as calculated for purposes of this covenant was \$3.1 billion as of September 30, 2009. The covenants also require the Company to meet either a minimum interest coverage ratio or a minimum net adjusted revenue test based on the four preceding quarters adjusted Core Earnings financial performance. The Company was compliant with both of the minimum interest coverage ratio and the minimum net adjusted revenue tests as of the quarter ended September 30, 2009. In the past, we have not relied upon our unsecured revolving credit facilities as a primary source of liquidity. Even though we have never borrowed under these facilities, they are available to be drawn upon for general corporate purposes.

During the quarter, the Company's new financing transactions generated excess liquidity, some of which was used to repurchase \$1.4 billion of the Company's short-term senior unsecured notes, generating pre-tax gains of \$74 million.

The following table details our primary sources of primary and stand-by liquidity and the available capacity at September 30, 2009 and December 31, 2008.

	<b>September 30, 2009</b>	<b>December 31, 2008</b>
	<b>Available Capacity</b>	<b>Available Capacity</b>
Sources of primary liquidity available for new FFELP Stafford and PLUS loan originations:		
ED Purchase and Participation Programs <sup>(1)</sup>	<i>Unlimited<sup>(1)</sup></i>	<i>Unlimited<sup>(1)</sup></i>
Sources of primary liquidity for general corporate purposes:		
Unrestricted cash and liquid investments:		
Cash and cash equivalents	\$ 5,187	\$ 4,070
Commercial paper and asset-backed commercial paper	850	801
Other <sup>(2)</sup>	151	133
Total unrestricted cash and liquid investments <sup>(3)(4)(5)</sup>	6,188	5,004
Unused commercial paper and bank lines of credit <sup>(6)</sup>	3,485	5,192
2008 FFELP ABCP Facilities	1,057	807
2008 Private Education Loan ABCP Facility		332
Total sources of primary liquidity for general corporate purposes	10,730	11,335
Sources of stand-by liquidity:		
Unencumbered FFELP loans, net <sup>(7)</sup>	2,660	5,366
Total sources of primary and stand-by liquidity for general corporate purposes <sup>(8)</sup>	\$ 13,390	\$ 16,701

(1) The ED Purchase and Participation Programs provide unlimited funding for eligible FFELP Stafford and PLUS loans made by the Company for the academic years 2008-2009 and 2009-2010. See ED Funding Programs discussed earlier in this section.

(2)

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At September 30, 2009 and December 31, 2008, includes \$42 million and \$97 million, respectively, due from The Reserve Primary Fund (see Counterparty Exposure below).

- (3) At both September 30, 2009 and December 31, 2008, excludes \$26 million of investments pledged as collateral related to certain derivative positions and \$808 million and \$82 million, respectively, of other non-liquid investments, classified as cash and investments on our balance sheet in accordance with GAAP.
- (4) At September 30, 2009 and December 31, 2008, includes \$608 million and \$1.6 billion, respectively, of cash collateral pledged by derivative counterparties and held by the Company in unrestricted cash.
- (5) At September 30, 2009 and December 31, 2008, includes \$2.8 billion and \$1.1 billion, respectively, of cash and liquid investments at Sallie Mae Bank, which Sallie Mae Bank is not authorized to dividend to the Company without FDIC approval. This cash will be used primarily to originate or acquire student loans.
- (6) At September 30, 2009 and December 31, 2008, excludes commitments of \$215 million and \$308 million, respectively, from Aurora Bank, FSB, formerly known as Lehman Brothers Bank, FSB, a subsidiary of Lehman Brothers Holdings Inc., which declared bankruptcy on September 15, 2008.
- (7) The balance at September 30, 2009 and December 31, 2008 included approximately \$0.7 billion and \$0.2 billion, respectively, of unencumbered FFELP loans qualified to be financed by ED's Participation Program. Additionally, at September 30, 2009, \$0.4 billion of loans qualified to be financed in the ED Conduit Program.
- (8) General corporate purposes primarily include originating Private Education Loans and repaying unsecured debt as it matures.

In addition to the assets listed in the table above, we hold on-balance sheet a number of other unencumbered assets, consisting primarily of Private Education Loans, Retained Interests and other assets. At

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September 30, 2009, we had a total of \$32.2 billion of unencumbered assets, including goodwill and acquired intangibles. Total student loans, net, comprised \$16.0 billion of this unencumbered asset total. Private Education Student Loans, net, comprised \$13.3 billion of this unencumbered asset total.

**Counterparty Exposure**

Counterparty exposure related to financial instruments arises from the risk that a lending, investment or derivative counterparty will not be able to meet its obligations to the Company.

Aurora Bank, FSB, formerly known as Lehman Brothers Bank, FSB, a subsidiary of Lehman Brothers Holdings Inc., is a party to the Company's unsecured revolving credit facilities under which they provide the Company with commitments totaling \$215 million as of September 30, 2009. Lehman Brothers Holdings Inc. declared bankruptcy on September 15, 2008. The Company is operating under the assumption that the lending commitments of Aurora Bank, FSB, will not be honored if drawn upon.

To provide liquidity for future cash needs, SLM invests in high quality money market investments. At September 30, 2009, the Company had investments of \$42 million with The Reserve Primary Fund (The Fund). In September 2008, the Company requested redemption of all monies invested in The Fund prior to The Fund's announcement that it suspended distributions as a result of The Fund's exposure to Lehman Brothers Holdings Inc.'s bankruptcy filing and The Fund's net asset value being below one dollar per share. The Company was originally informed by The Fund that the Company would receive its entire investment amount. Subsequently, the SEC granted The Fund an indefinite extension to pay distributions as The Fund is being liquidated. The Company has received, to date, a total of \$450 million of an initial investment of \$500 million from The Fund. The Company anticipates further delay of remaining distributions and a potential loss on its investments, even though the Company is legally entitled to receive 100 percent of its remaining investment amount. In the fourth quarter of 2008, we recorded an impairment of \$8 million related to our investment in the Fund.

Protection against counterparty risk in derivative transactions is generally provided by International Swaps and Derivatives Association, Inc. (ISDA) Credit Support Annexes (CSAs). CSAs require a counterparty to post collateral if a potential default would expose the other party to a loss. The Company is a party to derivative contracts for its corporate purposes and also within its securitization trusts. The Company has CSAs and collateral requirements with all of its corporate derivative counterparties requiring collateral to be exchanged based on the net fair value of derivatives with each counterparty above a threshold. Additionally, credit downgrades below a preset level can eliminate this threshold. The Company's securitization trusts require collateral in all cases if the counterparty's credit rating is withdrawn or downgraded below a certain level. If the counterparty does not post the required collateral or is downgraded further, the counterparty must find a suitable replacement counterparty or provide the trust with a letter of credit or a guaranty from an entity that has the required credit ratings. Failure to post the collateral or find a replacement counterparty could result in a termination event under the derivative contract. The Company considers counterparties' credit risk when determining the fair value of derivative positions on its exposure net of collateral. Securitizations involving foreign currency notes issued after November 2005 also require the counterparty to post collateral to the trust based on the fair value of the derivative regardless of credit rating. The trusts are not required to post collateral to the counterparties. If we were unable to collect from a counterparty related to SLM Corporation and on-balance sheet trust derivatives, we would have a loss equal to the amount the derivative is recorded on our balance sheet. If we were unable to collect from a counterparty related to an off-balance sheet trust derivative, the value of our Residual Interest on our balance sheet would be reduced through earnings.

The Company has liquidity exposure related to collateral movements between SLM Corporation and its derivative counterparties. The collateral movements can increase or decrease our primary liquidity depending on the nature of the collateral (whether cash or securities), the Company's and counterparties' credit ratings and on movements in the

value of the derivatives, which are primarily impacted by changes in interest rate and foreign exchange rates. These movements may require the Company to return cash collateral posted or may require the Company to access primary liquidity to post collateral to counterparties. As of September 30, 2009, the Company held \$608 million cash collateral in unrestricted cash accounts. If the Company's credit

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ratings are downgraded from current levels, it may be required to segregate such collateral in restricted accounts.

The table below highlights exposure related to our derivative counterparties at September 30, 2009.

	<b>SLM Corporation Contracts</b>	<b>On-Balance Sheet Securitized Contracts</b>	<b>Off-Balance Sheet Securitized Contracts</b>
Exposure, net of collateral	\$ 360	\$ 1,247	\$ 633
Percent of exposure to counterparties with credit ratings below S&P AA- or Moody's Aa3	59%	42%	29%
Percent of exposure to counterparties with credit ratings below S&P A- or Moody's A3	0%	0%	0%

**Managed Borrowings**

The following tables present the ending balances of our Managed borrowings at September 30, 2009 and 2008, and the average balances and average interest rates of our Managed borrowings for the three and nine months ended September 30, 2009 and 2008. The average interest rates include derivatives that are economically hedging the underlying debt but do not qualify for hedge accounting treatment under ASC 815. (See BUSINESS SEGMENTS Pre-tax Differences between Core Earnings and GAAP by Business Segment Derivative Accounting *Reclassification of Realized Gains (Losses) on Derivative and Hedging Activities.* )

**Ending Balances**

	As of September 30,					
	2009 Ending Balance			2008 Ending Balance		
	Short Term	Long Term	Total Managed Basis	Short Term	Long Term	Total Managed Basis
Unsecured borrowings	\$ 4,330	\$ 24,869	\$ 29,199	\$ 7,262	\$ 31,796	\$ 39,058
Unsecured term bank deposits	762	5,129	5,891	744		744
Indentured trusts (on-balance sheet)	66	1,629	1,695	44	2,207	2,251
ED Participation Program facility (on-balance sheet) <sup>(1)</sup>	22,864		22,864	3,555		3,555
ED Conduit Program facility (on-balance sheet)	14,190		14,190			
ABCP borrowings (on-balance sheet) <sup>(2)</sup>	9,434		9,434	24,684		24,684
Securitized (on-balance sheet)		88,961	88,961		81,554	81,554
		34,534	34,534		38,333	38,333

Securitizations (off-balance sheet)						
Other	1,732		1,732	1,979		1,979
Total	\$ 53,378	\$ 155,122	\$ 208,500	\$ 38,268	\$ 153,890	\$ 192,158

- (1) The Company has the option of paying off this amount with cash or by putting the loans to ED as previously discussed.
- (2) Includes \$1.9 billion outstanding in the 2008 Asset-Backed Loan Facility at September 30, 2008. There was no balance outstanding at September 30, 2009.



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	Three Months Ended September 30,				Nine Months Ended September 30,			
	2009		2008		2009		2008	
	Average Balance	Average Rate	Average Balance	Average Rate	Average Balance	Average Rate	Average Balance	Average Rate
Unsecured borrowings	\$ 30,524	1.79%	\$ 38,744	3.71%	\$ 33,021	2.03%	\$ 40,466	3.75%
Unsecured term bank deposits	5,971	3.48	703	3.83	4,419	3.61	616	4.13
Indentured trusts (on-balance sheet)	1,743	.90	2,337	3.18	1,861	1.17	2,430	3.98
ED Participation Program facility (on-balance sheet)	19,886	.93	960	3.38	15,698	1.56	322	3.38
ED Conduit Program facility (on-balance sheet)	12,219	.87			5,037	.85		
ABCP Borrowings (on-balance sheet) <sup>(1)</sup>	11,639	2.68	23,611	5.65	18,935	2.98	24,954	5.39
Securitizations (on-balance sheet)	88,301	1.22	79,223	3.18	84,657	1.48	74,385	3.29
Securitizations (off-balance sheet)	34,813	.48	38,889	2.91	35,843	.89	40,253	3.30
Other	1,477	.25	2,518	2.12	1,240	.38	2,363	2.50
<b>Total</b>	<b>\$ 206,573</b>	<b>1.27%</b>	<b>\$ 186,985</b>	<b>3.54%</b>	<b>\$ 200,711</b>	<b>1.63%</b>	<b>\$ 185,789</b>	<b>3.68%</b>

<sup>(1)</sup> Includes the 2008 Asset-Backed Loan Facility.

**Unsecured On-Balance Sheet Financing Activities**

The following table presents the senior unsecured credit ratings assigned by major rating agencies as of November 3, 2009.

	Moody's	S&P	Fitch
Short-term unsecured debt	Not Prime <sup>(1)</sup>	A-3 <sup>(1)</sup>	F3
Long-term senior unsecured debt	Ba1 <sup>(1)</sup>	BBB <sup>-(1)</sup>	BBB-

<sup>(1)</sup> Under review for potential downgrade.

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The table below presents our unsecured on-balance sheet funding by funding source for the three and nine months ended September 30, 2009 and 2008.

	Debt Issued For the Three Months Ended September 30,		Debt Issued For the Nine Months Ended September 30,		Outstanding at September 30,	
	2009	2008	2009	2008	2009	2008
Retail notes	\$	\$	\$	\$	\$ 3,633	\$ 4,101
Foreign currency denominated notes <sup>(1)</sup>					9,900	12,139
Extendible notes						2,249
Global notes (Institutional)				2,437	15,080	19,972
Medium-term notes (Institutional)					586	597
Total unsecured corporate borrowings				2,437	29,199	39,058
Unsecured term bank deposits		495	4,531	1,198	5,891	744
Total	\$	\$ 495	\$ 4,531	\$ 3,635	\$ 35,090	\$ 39,802

<sup>(1)</sup> All foreign currency denominated notes are hedged using derivatives that exchange the foreign denomination for U.S. dollars.

**Table of Contents****Securitization Activities****Securitization Program**

The following table summarizes our securitization activity for the three and nine months ended September 30, 2009 and 2008. Those securitizations listed as sales are off-balance sheet transactions and those listed as financings remain on-balance sheet.

	Three Months Ended September 30,							
	2009				2008			
	No. of Transactions	Loan Amount Securitized	Pre-Tax Gain	Gain %	No. of Transactions	Loan Amount Securitized	Pre-Tax Gain	Gain %
Securitizations sales:								
FFELP Stafford/PLUS loans		\$	\$	%		\$	\$	%
FFELP Consolidation Loans								
Private Education Loans								
Total securitizations sales			\$	%			\$	%
Securitizations financings:								
FFELP Stafford/PLUS loans <sup>(1)</sup>					3	6,721		
FFELP Consolidation Loans <sup>(1)</sup>								
Private Education Loans <sup>(1)</sup>	2	3,766						
Total securitizations financings	2	3,766			3	6,721		
Total securitizations	2	\$ 3,766			3	\$ 6,721		

	Nine Months Ended September 30,							
	2009				2008			
	No. of Transactions	Loan Amount Securitized	Pre-Tax Gain	Gain %	No. of Transactions	Loan Amount Securitized	Pre-Tax Gain	Gain %
Securitizations sales:								
FFELP Stafford/PLUS loans		\$	\$	%		\$	\$	%
FFELP Consolidation Loans								
Private Education Loans								

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Total securitizations sales		\$	%	\$	%
Securitizations financings:					
FFELP Stafford/PLUS loans <sup>(1)</sup>			9	18,546	
FFELP Consolidation Loans <sup>(1)</sup>	2	4,524			
Private Education Loans <sup>(1)</sup>	4	10,184			
Total securitizations financings	6	14,708	9	18,546	
Total securitizations	6	\$ 14,708	9	\$ 18,546	

<sup>(1)</sup> In certain securitizations there are terms within the deal structure that result in such securitizations not qualifying for sale treatment and accordingly, they are accounted for on-balance sheet as variable interest entities ( VIEs ). Terms that prevent sale treatment include: (1) allowing the Company to hold certain rights that can affect the remarketing of certain bonds, (2) allowing the trust to enter into interest rate cap agreements after initial settlement of the securitization, which do not relate to the reissuance of third-party beneficial interests or (3) allowing the Company to hold an unconditional call option related to a certain percentage of the securitized assets.

**Table of Contents****Retained Interest in Securitized Receivables**

The following tables summarize the fair value of the Company's Residual Interests, included in the Company's Retained Interest (and the assumptions used to value such Residual Interests), along with the underlying off-balance sheet student loans that relate to those securitizations in transactions that were treated as sales as of September 30, 2009, December 31, 2008 and September 30, 2008.

	FFELP Stafford and PLUS	As of September 30, 2009		Total
		Consolidation	Private	
		Loan Trusts <sup>(1)</sup>	Education Loan Trusts	
Fair value of Residual Interests	\$ 254	\$ 858	\$ 726	\$ 1,838
Underlying securitized loan balance	5,810	14,551	13,079	33,440
Weighted average life	3.2 yrs.	9.1 yrs.	6.3 yrs.	
Prepayment speed (annual rate) <sup>(2)</sup>				
Interim status	0%	N/A	0%	
Repayment status	0-14%	2-4%	2-15%	
Life of loan repayment status	9%	3%	6%	
Expected remaining credit losses (% of outstanding student loan principal) <sup>(3)(4)</sup>	.10%	.25%	5.57%	
Residual cash flows discount rate	10.6%	12.1%	32.0%	

	FFELP Stafford and PLUS	As of December 31, 2008		Total
		Consolidation	Private	
		Loan Trusts <sup>(1)</sup>	Education Loan Trusts	
Fair value of Residual Interests	\$ 250	\$ 918	\$ 1,032	\$ 2,200
Underlying securitized loan balance	7,057	15,077	13,690	35,824
Weighted average life	3.0 yrs.	8.1 yrs.	6.4 yrs.	
Prepayment speed (annual rate) <sup>(2)</sup>				
Interim status	0%	N/A	0%	
Repayment status	2-19%	1-6%	2-15%	
Life of loan repayment status	12%	4%	6%	
Expected remaining credit losses (% of outstanding student loan principal) <sup>(3)(4)</sup>	.11%	.23%	5.22%	
Residual cash flows discount rate	13.1%	11.9%	26.3%	

	FFELP	As of September 30, 2008	
		Consolidation	Private

	<b>Stafford and PLUS</b>	<b>Loan Trusts<sup>(1)</sup></b>	<b>Education Loan Trusts</b>	<b>Total</b>
Fair value of Residual Interests	\$ 309	\$ 612	\$ 1,402	\$ 2,323
Underlying securitized loan balance	7,600	15,252	13,648	36,500
Weighted average life	3.0 yrs.	8.2 yrs.	6.6 yrs.	
Prepayment speed (annual rate) <sup>(2)</sup>				
Interim status	0%	N/A	0%	
Repayment status	2-19%	1-6%	2-15%	
Life of loan repayment status	12%	4%	6%	
Expected remaining credit losses (% of outstanding student loan principal) <sup>(3)</sup>	.11%	.23%	5.59%	
Residual cash flows discount rate	12.7%	11.3%	18.3%	

- (1) Includes \$641 million, \$762 million, and \$333 million related to the fair value of the Embedded Floor Income as of September 30, 2009, December 31, 2008, and September 30, 2008, respectively. Changes in the fair value of the Embedded Floor Income are primarily due to changes in the interest rates and the paydown of the underlying loans.
- (2) The Company uses CPR curves for Residual Interest valuations that are based on seasoning (the number of months since entering repayment). Under this methodology, a different CPR is applied to each year of a loan's seasoning. Repayment status CPR used is based on the number of months since first entering repayment (seasoning). Life of loan CPR is related to repayment status only and does not include the impact of the loan while in interim status. The CPR assumption used for all periods includes the impact of projected defaults.
- (3) Remaining expected credit losses as of the respective balance sheet date.
- (4) For Private Education Loan trusts, estimated defaults from settlement to maturity are 11.6 percent and 9.1 percent at September 30, 2009 and December 31, 2008, respectively. These estimated defaults do not include recoveries related to defaults but do include prior purchases of loans at par by the Company when loans reached 180 days delinquent (prior to default) under a contingent call option. Although these loan purchases do not result in a realized loss to the trust, the Company has included them here. Not including these purchases in the disclosure would result in estimated defaults of 8.7 percent and 6.1 percent at September 30, 2009 and December 31, 2008, respectively.

**Table of Contents*****Off-Balance Sheet Net Assets***

The following table summarizes our off-balance sheet net assets at September 30, 2009 and December 31, 2008 on a basis equivalent to our GAAP on-balance sheet trusts, which presents the assets and liabilities in the off-balance sheet trusts as if they were being accounted for on-balance sheet rather than off-balance sheet. This presentation, therefore, includes a theoretical calculation of the premiums on student loans, the allowance for loan losses, and the discounts and deferred financing costs on the debt. However, this presentation does not include any impact of accounting under ASC 815 or ASC 830 for trust derivatives or foreign currency denominated debt. This presentation is not, nor is it intended to be, a liquidation basis of accounting. (See also LENDING BUSINESS SEGMENT Summary of our Managed Student Loan Portfolio *Ending Managed Student Loan Balances, net* and LIQUIDITY AND CAPITAL RESOURCES Managed Borrowings *Ending Balances* earlier in this section.)

	<b>September 30, 2009</b>	<b>December 31, 2008</b>
<b>Off-Balance Sheet Assets:</b>		
Total student loans, net	\$ 33,321	\$ 35,591
Restricted cash and investments	1,154	1,557
Accrued interest receivable	673	937
Total off-balance sheet assets	35,148	38,085
<b>Off-Balance Sheet Liabilities:</b>		
Debt, par value	34,514	37,228
Debt, unamortized discount and deferred issuance costs	(51)	(69)
Total debt	34,463	37,159
Accrued interest payable	33	166
Total off-balance sheet liabilities	34,496	37,325
<b>Off-Balance Sheet Net Assets</b>	<b>\$ 652</b>	<b>\$ 760</b>

***Servicing and Securitization Revenue***

Servicing and securitization revenue, the ongoing revenue from securitized loan pools accounted for off-balance sheet as Qualifying Special Purpose Entities ( QSPEs ), includes the interest earned on the Residual Interest asset and the revenue we receive for servicing the loans in the securitization trusts. Interest income recognized on the Residual Interest is based on our anticipated yield determined by estimating future cash flows each quarter.

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The following table summarizes the components of servicing and securitization revenue for the three and nine months ended September 30, 2009 and 2008.

	<b>Three Months Ended</b>		<b>Nine Months Ended</b>	
	<b>September 30, 2009</b>	<b>September 30, 2008</b>	<b>September 30, 2009</b>	<b>September 30, 2008</b>
Servicing revenue	\$ 55	\$ 61	\$ 171	\$ 188
Securitization revenue, before net Embedded Floor Income, impairment and unrealized fair value adjustment	80	80	239	242
Servicing and securitization revenue, before net Embedded Floor Income, impairment and unrealized fair value adjustment	135	141	410	430
Embedded Floor Income	62	23	220	159
Less: Floor Income previously recognized in gain calculation	(55)	(18)	(156)	(54)
Net Embedded Floor Income	7	5	64	105
Servicing and securitization revenue, before impairment and unrealized fair value adjustment	142	146	474	535
Unrealized fair value adjustment	13	(81)	(338)	(361)
Gain on consolidation of off-balance sheet trusts			11	
Retained Interest impairment				
Total servicing and securitization revenue	\$ 155	\$ 65	\$ 147	\$ 174
Average off-balance sheet student loans	\$ 33,929	\$ 36,864	\$ 34,797	\$ 38,063
Average balance of Retained Interest	\$ 1,819	\$ 2,426	\$ 1,943	\$ 2,703
Servicing and securitization revenue as a percentage of the average balance of off-balance sheet student loans (annualized)	1.81%	.70%	.57%	.61%

Servicing and securitization revenue is primarily driven by the average balance of off-balance sheet student loans, the amount of and the difference in the timing of Embedded Floor Income recognition on off-balance sheet student loans and the unrealized fair value adjustments.

The Company recorded net unrealized mark-to-market gains/(losses) of \$13 million and \$(81) million in the third quarter of 2009 and 2008, respectively, related to the Residual Interest.



As of September 30, 2009, the Company changed the following significant assumptions compared to those used as of June 30, 2009, to determine the fair value of the Residual Interests:

Prepayment speed assumptions on FFELP Stafford and Consolidation Loans were decreased. This change reflects the significant decrease in prepayment activity experienced since 2008. This decrease in prepayment activity, which the Company expects will continue into the foreseeable future, was primarily due to a reduction in third-party consolidation activity as a result of the CCRAA and the current U.S. economic and credit environment.

The discount rate assumption related to FFELP Residual Interests decreased by 75 basis points. The Company assessed the appropriateness of the current risk premium, which is added to the risk free rate, for the purpose of arriving at a discount rate in light of the current economic and credit uncertainty that exists in the market as of September 30, 2009. The Company reduced the risk premium to reflect

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improved conditions in the credit markets. This discount rate is applied to the projected cash flows to arrive at a fair value representative of the current economic conditions.

**Interest Rate Risk Management*****Asset and Liability Funding Gap***

The tables below present our assets and liabilities (funding) arranged by underlying indices as of September 30, 2009. In the following GAAP presentation, the funding gap only includes derivatives that qualify as effective ASC 815 hedges (those derivatives which are reflected in net interest margin, as opposed to those reflected in the gains/(losses) on derivatives and hedging activities, net line on the consolidated statements of income). The difference between the asset and the funding is the funding gap for the specified index. This represents our exposure to interest rate risk in the form of basis risk and repricing risk, which is the risk that the different indices may reset at different frequencies or may not move in the same direction or at the same magnitude.

Management analyzes interest rate risk on a Managed Basis, which consists of both on-balance sheet and off-balance sheet assets and liabilities and includes all derivatives that are economically hedging our debt whether they qualify as effective hedges under ASC 815 or not. Accordingly, we are also presenting the asset and liability funding gap on a Managed Basis in the table that follows the GAAP presentation.

***GAAP Basis***

<b>Index (Dollars in billions)</b>	<b>Frequency of Variable Resets</b>	<b>Assets</b>	<b>Funding<sup>(1)</sup></b>	<b>Funding Gap</b>
3-month Commercial paper <sup>(2)</sup>	daily	\$ 127.4	\$ 22.9	\$ 104.5
3-month Treasury bill	weekly	6.6	.1	6.5
Prime	annual	.5		.5
Prime	quarterly	1.3		1.3
Prime	monthly	17.0		17.0
Prime	daily		2.8	(2.8)
PLUS Index	annual	.5		.5
3-month LIBOR	daily			
3-month LIBOR	quarterly	.1	105.6	(105.5)
1-month LIBOR	monthly	4.8	2.6	2.2
CMT/CPI Index	monthly/quarterly		2.7	(2.7)
Non Discrete reset <sup>(3)</sup>	monthly		25.8	(25.8)
Non Discrete reset <sup>(4)</sup>	daily/weekly	12.6	2.2	10.4
Fixed Rate <sup>(5)</sup>		15.6	21.7	(6.1)
Total		\$ 186.4	\$ 186.4	\$

(1) Funding includes all derivatives that qualify as hedges under ASC 815.

(2) Funding includes \$22.9 billion of ED Participation Program facility which resets based on the prior quarter student loan commercial paper index.

- (3) Funding consists of auction rate securities, the 2008 ABCP Facilities and the ED Conduit Program facility.
- (4) Assets include restricted and non-restricted cash equivalents and other overnight type instruments.
- (5) Assets include receivables and other assets (including Retained Interests, goodwill and acquired intangibles).  
Funding includes other liabilities and stockholders' equity (excluding series B Preferred Stock).

The Funding Gaps in the above table are primarily interest rate mismatches in short-term indices between our assets and liabilities. We address this issue typically through the use of basis swaps that typically convert quarterly three-month LIBOR to other indices that are more correlated to our asset indices. These

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basis swaps do not qualify as effective hedges under ASC 815 and as a result the effect on the funding index is not included in our interest margin and is therefore excluded from the GAAP presentation.

*Managed Basis*

<b>Index (Dollars in billions)</b>	<b>Frequency of Variable Resets</b>	<b>Assets</b>	<b>Funding<sup>(1)</sup></b>	<b>Funding Gap</b>
3-month Commercial paper <sup>(2)</sup>	daily	\$ 146.0	\$ 22.9	\$ 123.1
3-month Treasury bill	weekly	8.9	5.9	3.0
Prime	annual	.9		.9
Prime	quarterly	6.1	1.5	4.6
Prime	monthly	24.3	13.1	11.2
Prime	daily		2.8	(2.8)
PLUS Index	annual	.6	.1	.5
3-month LIBOR <sup>(3)</sup>	daily		89.4	(89.4)
3-month LIBOR	quarterly		22.3	(22.3)
1-month LIBOR	monthly	4.8	10.5	(5.7)
1-month LIBOR	daily		2.0	(2.0)
Non Discrete reset <sup>(4)</sup>	monthly		26.8	(26.8)
Non Discrete reset <sup>(5)</sup>	daily/weekly	13.8	1.7	12.1
Fixed Rate <sup>(6)</sup>		11.7	18.1	(6.4)
Total		\$ 217.1	\$ 217.1	\$

(1) Funding includes all derivatives that management considers economic hedges of interest rate risk and reflects how we internally manage our interest rate exposure.

(2) Funding includes \$22.9 billion of ED Participation Program facility which resets based on the prior quarter student loan commercial paper index.

(3) Funding includes \$1.4 billion of auction rate securities.

(4) Funding consists of auction rate securities, the 2008 ABCP Facilities and the ED Conduit Program facility.

(5) Assets include restricted and non-restricted cash equivalents and other overnight type instruments.

(6) Assets include receivables and other assets (including Retained Interests, goodwill and acquired intangibles). Funding includes other liabilities and stockholders' equity (excluding series B Preferred Stock).

We use interest rate swaps and other derivatives to achieve our risk management objectives. To the extent possible, we fund our assets with debt (in combination with derivatives) that has the same underlying index (index type and index reset frequency). When it is more economical, we also fund our assets with debt that has a different index and/or reset frequency than the asset, but only in instances where we believe there is a high degree of correlation between the interest rate movement of the two indices. For example, we use daily reset three-month LIBOR to fund a large portion of our daily reset three-month commercial paper indexed assets. In addition, we use quarterly reset three-month

LIBOR to fund a portion of our quarterly reset Prime rate indexed Private Education Loans. We also use our monthly Non Discrete reset and 1-month LIBOR funding to fund various asset types. In using different index types and different index reset frequencies to fund our assets, we are exposed to interest rate risk in the form of basis risk and repricing risk, which is the risk that the different indices that may reset at different frequencies will not move in the same direction or at the same magnitude. While we believe that this risk is low as all of these indices are short-term with rate movements that are highly correlated over a long period of time, market disruptions can lead to a temporary divergence between indices as was experienced beginning in the second half of 2007 through the second quarter of 2009 with the commercial paper and LIBOR indices. As of September 30, 2009, on a Managed Basis, we have approximately \$108.9 billion of FFELP loans indexed to three-month commercial paper ( 3M CP ) that are funded with debt indexed to LIBOR. See LENDING BUSINESS SEGMENT in MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS for further discussion of this CP/LIBOR relationship.

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When compared with the GAAP presentation, the Managed Basis presentation includes all of our off-balance sheet assets and funding, and also includes basis swaps that primarily convert quarterly three-month LIBOR to other indices that are more correlated to our asset indices.

*Weighted Average Life*

The following table reflects the weighted average life of our Managed earning assets and liabilities at September 30, 2009.

(Averages in years)	On-Balance Sheet	Managed
<b>Earning assets</b>		
Student loans	7.8	7.8
Other loans	6.4	6.4
Cash and investments	.1	.1
Total earning assets	7.2	7.3
<b>Borrowings</b>		
Short-term borrowings	.4	.4
Long-term borrowings	7.1	7.0
Total borrowings	5.0	5.3

Long-term debt issuances likely to be called by us or putable by the investor have been categorized according to their call or put dates rather than their maturity dates.

**COMMON STOCK**

The following table summarizes the Company's common share repurchases and issuances for the three and nine months ended September 30, 2009 and 2008.

(Shares in millions)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2009	2008	2009	2008
Common shares repurchased:				
Benefit plans <sup>(1)</sup>	.1	.5	.2	1.0
Total shares repurchased	.1	.5	.2	1.0
Average purchase price per share	\$ 17.81	\$ 28.20	\$ 22.91	\$ 24.60
Common shares issued	7.0	.4	7.4	1.9

Authority remaining at end of period for repurchases	38.8	38.8	38.8	38.8
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<sup>(1)</sup> Includes shares withheld from stock option exercises and vesting of restricted stock for employees tax withholding obligations and shares tendered by employees to satisfy option exercise costs.

The closing price of the Company's common stock on September 30, 2009 was \$8.72.

During the third quarter of 2009, the Company converted approximately \$137 million of its Series C Preferred Stock to common stock. As part of this conversion, the Company delivered to the holders of the preferred stock: (1) approximately 7 million shares (the number of common shares they would most likely receive if the preferred stock they held mandatorily converted to common shares in the fourth quarter of 2010) plus (2) a discounted amount of the preferred stock dividends the holders of the preferred stock would have received if they held the preferred stock through the mandatory conversion date. The accounting treatment for this conversion resulted in a loss recorded in preferred stock dividends for the period of approximately \$20 million.

**Table of Contents****Item 3. Quantitative and Qualitative Disclosures about Market Risk****Interest Rate Sensitivity Analysis**

The Company's interest rate risk management seeks to limit the impact of short-term movements in interest rates on our results of operations and financial position. The following tables summarize the effect on earnings for the three and nine months ended September 30, 2009 and 2008 and the effect on fair values at September 30, 2009 and December 31, 2008, based upon a sensitivity analysis performed by management assuming a hypothetical increase in market interest rates of 100 basis points and 300 basis points while funding spreads remain constant. Additionally, as it relates to the effect on earnings, a sensitivity analysis was performed assuming the funding index increases 25 basis points while holding the asset index constant, if the funding index is different than the asset index. Both of these analyses do not consider any potential mark-to-market losses that may occur related to our Residual Interests that may result from asset and funding basis divergence or a higher discount rate that would be used to compute the present value of the cash flows if long-term interest rates increased. See Note 6, "Student Loan Securitization," to the consolidated financial statements, which details the potential decrease to the fair value of the Residual Interest that could occur under the referenced interest rate environment.

	<b>Three Months Ended September 30, 2009</b>					
	<b>Interest Rates:</b>				<b>Asset and Funding Index</b>	
	<b>Change from Increase of 100 Basis Points</b>		<b>Change from Increase of 300 Basis Points</b>		<b>Mismatches<sup>(1)</sup> Increase of 25 Basis Points</b>	
<b>(Dollars in millions, except per share amounts)</b>	<b>\$</b>	<b>%</b>	<b>\$</b>	<b>%</b>	<b>\$</b>	<b>%</b>
<b>Effect on Earnings</b>						
Increase/(decrease) in pre-tax net income before unrealized gains (losses) on derivative and hedging activities	\$ 8	3%	\$ 37	16%	\$ (82)	(36)%
Unrealized gains (losses) on derivative and hedging activities	232	4,065	337	5,898	104	1,819
Increase in net income before taxes	\$ 240	103%	\$ 374	160%	\$ 22	9%
Increase in diluted earnings per common share	\$ .509	204%	\$ .794	318%	\$ .046	19%

**Three Months Ended September 30, 2008**

	<b>Interest Rates:</b>				<b>Asset and Funding Index</b>	
	<b>Change from Increase of 100 Basis Points</b>		<b>Change from Increase of 300 Basis Points</b>		<b>Mismatches<sup>(1)</sup> Increase of 25 Basis Points</b>	
	<b>\$</b>	<b>%</b>	<b>\$</b>	<b>%</b>	<b>\$</b>	<b>%</b>



<b>(Dollars in millions, except per share amounts)</b>	<b>\$</b>	<b>%</b>	<b>\$</b>	<b>%</b>	<b>\$</b>	<b>%</b>
<b>Effect on Earnings</b>						
Increase/(decrease) in pre-tax net income before unrealized gains (losses) on derivative and hedging activities	\$ 1	2%	\$ 5	7%	\$ (76)	(106)%
Unrealized gains (losses) on derivative and hedging activities	203	107	382	201	92	48
Increase in net income before taxes	\$ 204	78%	\$ 387	148%	\$ 16	6%
Increase in diluted earnings per common share	\$ .438	110%	\$ .830	207%	\$ .033	8%

<sup>(1)</sup> If an asset is not funded with the same index/frequency reset of the asset then it is assumed the funding index increases 25 basis points while holding the asset index constant.

**Table of Contents****Nine Months Ended September 30, 2009**

(Dollars in millions, except per share amounts)	Interest Rates:				Asset and Funding Index Mismatches <sup>(1)</sup>	
	Change from Increase of 100 Basis Points		Change from Increase of 300 Basis Points		Increase of 25 Basis Points	
	\$	%	\$	%	\$	%
<b>Effect on Earnings</b>						
Increase/(decrease) in pre-tax net income before unrealized gains (losses) on derivative and hedging activities	\$ (89)	(18)%	\$ (84)	(17)%	\$ (241)	(48)%
Unrealized gains (losses) on derivative and hedging activities	232	47	337	69	104	21
Increase in net income before taxes	\$ 143	1,210%	\$ 253	2,139%	\$ (137)	(1,157)%
Increase in diluted earnings per common share	\$ .305	180%	\$ .540	318%	\$ (.292)	(172)%

**Nine Months Ended September 30, 2008**

(Dollars in millions, except per share amounts)	Interest Rates:				Asset and Funding Index Mismatches <sup>(1)</sup>	
	Change from Increase of 100 Basis Points		Change from Increase of 300 Basis Points		Increase of 25 Basis Points	
	\$	%	\$	%	\$	%
<b>Effect on Earnings</b>						
Increase/(decrease) in pre-tax net income before unrealized gains (losses) on derivative and hedging activities	\$ (2)	(2)%	\$ 10	9%	\$ (218)	(183)%
Unrealized gains (losses) on derivative and hedging activities	203	162	382	305	92	73
Increase in net income before taxes	\$ 201	3,125%	\$ 392	6,097%	\$ (126)	(1,956)%
Increase in diluted earnings per common share	\$ .431	254%	\$ .841	495%	\$ (.270)	(159)%

<sup>(1)</sup> If an asset is not funded with the same index/frequency reset of the asset then it is assumed the funding index increases 25 basis points while holding the asset index constant.



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(Dollars in millions)	Fair Value	At September 30, 2009			
		Interest Rates:			
		Change from Increase of 100 Basis Points		Change from Increase of 300 Basis Points	
		\$	%	\$	%
<b>Effect on Fair Values</b>					
Assets					
Total FFELP student loans	\$ 133,756	\$ (516)	%	\$ (1,063)	(1)%
Private Education Loans	19,872				
Other earning assets	13,090	(4)		(11)	
Other assets	14,361	(778)	(5)	(1,549)	(11)
Total assets	\$ 181,079	\$ (1,298)	(1)%	\$ (2,623)	(1)%
Liabilities					
Interest bearing liabilities	\$ 164,606	\$ (794)	%	\$ (2,014)	(1)%
Other liabilities	3,401	(196)	(6)	63	2
Total liabilities	\$ 168,007	\$ (990)	(1)%	\$ (1,951)	(1)%

(Dollars in millions)	Fair Value	At December 31, 2008			
		Interest Rates:			
		Change from Increase of 100 Basis Points		Change from Increase of 300 Basis Points	
		\$	%	\$	%
<b>Effect on Fair Values</b>					
Assets					
Total FFELP student loans	\$ 107,319	\$ (758)	(1)%	\$ (1,602)	(1)%
Private Education Loans	14,141				
Other earning assets	9,265	(9)		(25)	
Other assets	14,590	(848)	(6)	(2,108)	(14)
Total assets	\$ 145,315	\$ (1,615)	(1)%	\$ (3,735)	(3)%
Liabilities					
Interest bearing liabilities	\$ 135,070	\$ (837)	(1)%	\$ (2,500)	(2)%
Other liabilities	3,604	(293)	(8)	(273)	(8)

Total liabilities	\$ 138,674	\$ (1,130)	(1)%	\$ (2,773)	(2)%
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A primary objective in our funding is to minimize our sensitivity to changing interest rates by generally funding our floating rate student loan portfolio with floating rate debt. However, as discussed under **LENDING BUSINESS SEGMENT** Summary of our Managed Student Loan Portfolio *Floor Income Managed Basis*, we can have a fixed versus floating mismatch in funding if the student loan earns at the fixed borrower rate and the funding remains floating. In addition, we can have a mismatch in the index (including the frequency of reset) of floating rate debt versus floating rate assets.

During the three and nine months ended September 30, 2009 and 2008, certain FFELP loans were earning Floor Income and we locked in a portion of that Floor Income through the use of Floor Income Contracts. The result of these hedging transactions was to convert a portion of the fixed rate nature of student

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loans to variable rate, and to fix the relative spread between the student loan asset rate and the variable rate liability.

In the above table, under the scenario where interest rates increase 100 and 300 basis points, the change in pre-tax net income before the unrealized gains (losses) on derivative and hedging activities is primarily due to the impact of (i) our unhedged on-balance sheet loans being in a fixed rate mode due to the Embedded Floor Income, while being funded with variable debt in low interest rate environments; and (ii) a portion of our variable assets being funded with fixed debt. Item (i) will generally cause income to decrease when interest rates increase from a low interest rate environment, whereas, item (ii) will generally offset this decrease. In the 100 and 300 basis point scenario for the three months ended September 30, 2009 and 2008, the increase in income resulted from item (ii) above that more than offset the impact of the low interest rate environment on item (i). The decrease in income for the nine months ended September 30, 2009, resulted from item (i) and its impact on Variable Rate Floor Income in the first half of the year. These loans reset to current market rates effective July 1, 2009.

Under the scenario in the tables above, called Asset and Funding Index Mismatches, the main driver of the decrease in pre-tax income before unrealized gains (losses) on derivative and hedging activities is the result of LIBOR-based debt funding commercial paper-indexed assets. See LIQUIDITY AND CAPITAL RESOURCES Interest Rate Risk Management *Asset and Liability Funding Gap* for a further discussion. Increasing the spread between indices will also impact the unrealized gains (losses) on derivatives and hedging activities as it relates to basis swaps. Basis swaps used to convert LIBOR-based debt to indices that we believe are economic hedges of the indices of the assets being funded resulted in an unrealized loss of \$(114) million for the three and nine months ended September 30, 2009, and an unrealized loss of \$(98) million for the three and nine months ended September 30, 2008. Offsetting this unrealized loss, are basis swaps that economically hedge our off-balance sheet Private Education Loan securitization trusts. Unrealized gains for these basis swaps totaled \$218 million for the three and nine months ended September 30, 2009, and \$190 million for the three and nine months ended September 30, 2008. The net impact of both of these items was an unrealized gain for all periods presented.

In addition to interest rate risk addressed in the preceding tables, the Company is also exposed to risks related to foreign currency exchange rates. Foreign currency exchange risk is primarily the result of foreign currency denominated debt issued by the Company. As it relates to the Company's corporate unsecured and securitization debt programs used to fund the Company's business, the Company's policy is to use cross currency interest rate swaps to swap all foreign currency denominated debt payments (fixed and floating) to U.S. dollar LIBOR using a fixed exchange rate. In the tables above, there would be an immaterial impact on earnings if exchange rates were to decrease or increase, due to the terms of the hedging instrument and hedged items matching. The balance sheet interest bearing liabilities would be affected by a change in exchange rates; however, the change would be materially offset by the cross currency interest rate swaps in other assets or other liabilities. In the current economic environment, volatility in the spread between spot and forward foreign exchange rates has resulted in material mark-to-market impacts to current-period earnings which have not been factored into the above analysis. The earnings impact is noncash, and at maturity of the instruments, the cumulative mark-to-market impact will be zero.

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**RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS**

See Note 1, Significant Accounting Policies *Recently Issued Accounting Pronouncements*, to the consolidated financial statements.

**Item 4. Controls and Procedures**

**Disclosure Controls and Procedures**

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the Exchange Act )) as of September 30, 2009. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer, concluded that, as of September 30, 2009, our disclosure controls and procedures were effective to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is (a) recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and (b) accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

**Changes in Internal Control over Financial Reporting**

No change in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) occurred during the fiscal quarter ended September 30, 2009 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

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**PART II. OTHER INFORMATION**

**Item 1. Legal Proceedings**

On April 20, 2009, the Company received a letter on behalf of a shareholder, SEIU Pension Plans Master Trust, demanding, among other things, that the Company's Board of Directors take action to recover Company funds it alleges were unjustly paid to certain current and former employees and executive officers of the Company from 2005 to the present, file civil lawsuits against former and current executives, revise the executive compensation structure, and offer shareholders an annual nonbinding say on pay. Twenty-nine financial services companies received similar letters that same week. This letter was referred to the Board of Directors.

On August 3, 2009, the Company received the final audit report of ED's Office of the Inspector General (OIG) related to the Company's billing practices for Special Allowance Payments. Among other things, the OIG recommended that ED instruct the Company to return approximately \$22 million in alleged special allowance overpayments. The Company continues to believe that its practices were consistent with longstanding ED guidance and all applicable rules and regulations and intends to continue disputing these findings. The OIG has audited other industry participants with regard to Special Allowance Payments for loans funded by tax exempt obligations and in certain cases the Secretary of ED has disagreed with the OIG's recommendations.

We are also subject to various claims, lawsuits and other actions that arise in the normal course of business. Most of these matters are claims by borrowers disputing the manner in which their loans have been processed or the accuracy of our reports to credit bureaus. In addition, the collections subsidiaries in our APG segment are routinely named in individual plaintiff or class action lawsuits in which the plaintiffs allege that we have violated a federal or state law in the process of collecting their accounts. Management believes that these claims, lawsuits and other actions will not have a material adverse effect on our business, financial condition or results of operations. Finally, from time to time, we receive information and document requests from state attorneys general and Congressional committees concerning certain of our business practices. Our practice has been and continues to be to cooperate with the state attorneys general and Congressional committees and to be responsive to any such requests.

**Item 1A. Risk Factors**

There have been no material changes from the risk factors previously disclosed in our Annual Report on Form 10-K for the year ended December 31, 2008.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

The following table summarizes the Company's common share repurchases during the third quarter of 2009 in connection with the exercise of stock options and vesting of restricted stock to satisfy minimum statutory tax withholding obligations and shares tendered by employees to satisfy option exercise costs. See Note 9, "Stockholders Equity," to the consolidated financial statements.

<b>Total Number of</b>	<b>Maximum Number of Shares That May Yet Be</b>
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<b>(Common shares in millions)</b>	<b>Total Number  of Shares Purchased</b>	<b>Average Price  Paid per Share</b>	<b>Shares Purchased as Part of Publicly Announced Plans or Programs</b>	<b>Purchased Under  the Plans or Programs</b>
<b>Period:</b>				
July 1 July 31, 2009		\$		38.8
August 1 August 31, 2009				38.8
September 1 September 30, 2009				38.8
Total third quarter of 2009		\$		

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**Item 3. Defaults upon Senior Securities**

Nothing to report.

**Item 4. Submission of Matters to a Vote of Security Holders**

Nothing to report.

**Item 5. Other Information**

Nothing to report.

**Item 6. Exhibits**

The following exhibits are furnished or filed, as applicable:

- 10.5 SLM Corporation Directors Equity Plan, Non-Employee Director Restricted Stock Agreement 2009
- 10.6 SLM Corporation Directors Equity Plan, Non-Employee Director Stock Option Agreement 2009
- 31.1 Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 31.2 Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 32.1 Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- 32.2 Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- 101 The following materials from SLM Corporation's Quarterly Report on Form 10-Q for the quarter ended September 30, 2009, formatted in XBRL ( Extensible Business Reporting Language ): (i) the Consolidated Balance Sheets; (ii) the Consolidated Statements of Income; (iii) the Consolidated Statements of Changes in Stockholders' Equity; (iv) the Consolidated Statements of Cash Flows; and (v) Notes to the Consolidated Financial Statements, tagged as blocks of text.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SLM CORPORATION

(Registrant)

By: /s/ John F. Remondi  
John F. Remondi  
*Vice Chairman and Chief Financial Officer*  
*(Principal Financial and Accounting Officer)*

Date: November 4, 2009

Table of Contents**GLOSSARY**

Listed below are definitions of key terms that are used throughout this document. See also APPENDIX A, FEDERAL FAMILY EDUCATION LOAN PROGRAM, included in SLM Corporation's (the Company's) 2008 Annual Report on Form 10-K, filed with the Securities and Exchange Commission (SEC) on March 2, 2009, for a further discussion of the FFELP.

**Consolidation Loan Rebate Fee** All holders of FFELP Consolidation Loans are required to pay to the U.S. Department of Education (ED) an annual 105 basis point Consolidation Loan Rebate Fee on all outstanding principal and accrued interest balances of FFELP Consolidation Loans purchased or originated after October 1, 1993, except for loans for which consolidation applications were received between October 1, 1998 and January 31, 1999, where the Consolidation Loan Rebate Fee is 62 basis points.

**Constant Prepayment Rate (CPR)** A variable in life-of-loan estimates that measures the rate at which loans in the portfolio prepay before their stated maturity. The CPR is directly correlated to the average life of the portfolio. CPR equals the percentage of loans that prepay annually as a percentage of the beginning of period balance.

**Core Earnings** The Company prepares financial statements in accordance with generally accepted accounting principles in the United States of America (GAAP). In addition to evaluating the Company's GAAP-based financial information, management evaluates the Company's business segments on a basis that, as allowed under the Financial Accounting Standards Board's (FASB) Accounting Standards Codification (ASC) 280, Segment Reporting, differs from GAAP. The Company refers to management's basis of evaluating its segment results as Core Earnings presentations for each business segment and refers to these performance measures in its presentations with credit rating agencies and lenders. While Core Earnings results are not a substitute for reported results under GAAP, the Company relies on Core Earnings performance measures in operating each business segment because it believes these measures provide additional information regarding the operational and performance indicators that are most closely assessed by management.

Core Earnings performance measures are the primary financial performance measures used by management to evaluate performance and to allocate resources. Accordingly, financial information is reported to management on a Core Earnings basis by reportable segment, as these are the measures used regularly by the Company's chief operating decision makers. Core Earnings performance measures are used in developing the Company's financial plans, tracking results, and establishing corporate performance targets and incentive compensation. Management believes this information provides additional insight into the financial performance of the Company's core business activities. Core Earnings performance measures are not defined terms within GAAP and may not be comparable to similarly titled measures reported by other companies. Core Earnings net income reflects only current period adjustments to GAAP net income. Accordingly, the Company's Core Earnings presentation does not represent another comprehensive basis of accounting.

See Note 16, Segment Reporting, to the consolidated financial statements and MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS BUSINESS SEGMENTS Limitations of Core Earnings and Pre-tax Differences between Core Earnings and GAAP by Business Segment for further discussion of the differences between Core Earnings and GAAP, as well as reconciliations between Core Earnings and GAAP.

In prior filings with the SEC of SLM Corporation's Annual Report on Form 10-K and quarterly reports on Form 10-Q, Core Earnings has been labeled as Core net income or Managed net income in certain instances.

**Direct Loans** Educational loans provided by the FDLP (see definition, below) to students and parent borrowers directly through ED (see definition below) rather than through a bank or other lender.

**Economic Floor Income** Economic Floor Income equals Gross Floor Income earned on Managed loans, minus the payments on Floor Income Contracts, plus the amortization of net premiums on both Fixed Rate and Variable Rate Floor Income Contracts (see definitions for capitalized terms, below).

**ED** The U.S. Department of Education.

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**Embedded Floor Income** Embedded Floor Income is Floor Income (see definition below) that is earned on off-balance sheet student loans that are in securitization trusts sponsored by the Company. At the time of the securitization, the value of Embedded Fixed Rate Floor Income is included in the initial valuation of the Residual Interest (see definition below) and the gain or loss on sale of the student loans. Embedded Floor Income is also included in the quarterly fair value adjustments of the Residual Interest.

**Exceptional Performer ( EP )** The EP designation is determined by ED in recognition of a servicer meeting certain performance standards set by ED in servicing FFELP Loans. Upon receiving the EP designation, the EP servicer receives reimbursement on default claims higher than the legislated Risk Sharing (see definition below) levels on federally guaranteed student loans for all loans serviced for a period of at least 270 days before the date of default. The EP servicer is entitled to receive this benefit as long as it remains in compliance with the required servicing standards, which are assessed on an annual and quarterly basis through compliance audits and other criteria. The annual assessment is in part based upon subjective factors which alone may form the basis for an ED determination to withdraw the designation. If the designation is withdrawn, Risk Sharing may be applied retroactively to the date of the occurrence that resulted in noncompliance. The College Cost Reduction Act of 2007 ( CCRAA ) eliminated the EP designation effective October 1, 2007. See also Appendix A, FEDERAL FAMILY EDUCATION LOAN PROGRAM, included in the Company's 2008 Annual Report on Form 10-K, filed with the SEC on March 2, 2009.

**FDLP** The William D. Ford Federal Direct Loan Program.

**FFELP** The Federal Family Education Loan Program, formerly the Guaranteed Student Loan Program.

**FFELP Consolidation Loans** Under the FFELP, borrowers with multiple eligible student loans may consolidate them into a single student loan with one lender at a fixed rate for the life of the loan. The new loan is considered a FFELP Consolidation Loan. Typically a borrower may consolidate his student loans only once unless the borrower has another eligible loan to consolidate with the existing FFELP Consolidation Loan. The borrower rate on a FFELP Consolidation Loan is fixed for the term of the loan and is set by the weighted average interest rate of the loans being consolidated, rounded up to the nearest 1/8th of a percent, not to exceed 8.25 percent. In low interest rate environments, FFELP Consolidation Loans provide an attractive refinancing opportunity to certain borrowers because they allow borrowers to consolidate variable rate loans into a long-term fixed rate loan. Holders of FFELP Consolidation Loans are eligible to earn interest under the Special Allowance Payment ( SAP ) formula (see definition below). In April 2008, the Company suspended its participation in the FFELP Consolidation Loan program.

**FFELP Stafford and Other Student Loans** Education loans to students or parents of students that are guaranteed or reinsured under FFELP. The loans are primarily Stafford loans but also include PLUS and HEAL loans.

**Fixed Rate Floor Income** Fixed Rate Floor Income is Floor Income (see definition below) associated with student loans with borrower rates that are fixed to term (primarily FFELP Consolidation Loans and Stafford Loans originated on or after July 1, 2006).

**Floor Income** FFELP loans generally earn interest at the higher of either the borrower rate, which is fixed over a period of time, or a floating rate based on the SAP formula (see definition below). The Company generally finances its student loan portfolio with floating rate debt whose interest is matched closely to the floating nature of the applicable SAP formula. If interest rates decline to a level at which the borrower rate exceeds the SAP formula rate, the Company continues to earn interest on the loan at the fixed borrower rate while the floating rate interest on our debt continues to decline. In these interest rate environments, the Company refers to the additional spread it earns between the fixed borrower rate and the SAP formula rate as Floor Income. Depending on the type of student loan and when it was originated, the borrower rate is either fixed to term or is reset to a market rate each July 1. As a result, for loans where the borrower rate is fixed to term, the Company may earn Floor Income for an extended period of time, and for

those loans where the borrower interest rate is reset annually on July 1, the Company may earn Floor Income to the next reset date.

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In accordance with legislation enacted in 2006, lenders are required to rebate Floor Income to ED for all FFELP loans disbursed on or after April 1, 2006.

The following example shows the mechanics of Floor Income for a typical fixed rate FFELP Consolidation Loan (with a commercial paper-based SAP spread of 2.64 percent):

Fixed Borrower Rate	7.25%
SAP Spread over Commercial Paper Rate	(2.64)%
Floor Strike Rate <sup>(1)</sup>	4.61%

- <sup>(1)</sup> The interest rate at which the underlying index (Treasury bill or commercial paper) plus the fixed SAP spread equals the fixed borrower rate. Floor Income is earned anytime the interest rate of the underlying index declines below this rate.

Based on this example, if the quarterly average commercial paper rate is over 4.61 percent, the holder of the student loan will earn at a floating rate based on the SAP formula, which in this example is a fixed spread to commercial paper of 2.64 percent. On the other hand, if the quarterly average commercial paper rate is below 4.61 percent, the SAP formula will produce a rate below the fixed borrower rate of 7.25 percent and the loan holder earns at the borrower rate of 7.25 percent.

***Graphic Depiction of Floor Income:***

**Floor Income Contracts** The Company enters into contracts with counterparties under which, in exchange for an upfront fee representing the present value of the Floor Income that the Company expects to earn on a notional amount of underlying student loans being economically hedged, the Company will pay the counterparties the Floor Income earned on that notional amount over the life of the Floor Income Contract. Specifically, the Company agrees to pay the counterparty the difference, if positive, between the fixed borrower rate less the SAP (see definition below) spread and the average of the applicable interest rate index on that notional amount, regardless of the actual balance of underlying student loans, over the life of the contract. The contracts generally do not extend over the life of the underlying student loans. This contract effectively locks in the amount of Floor Income the Company will earn over the period of the contract. Floor Income Contracts are not considered effective hedges under ASC 815, Derivatives and Hedging, and each quarter the Company must record the change in fair value of these contracts through income.

**Gross Floor Income** Floor Income earned before payments on Floor Income Contracts.

**Guarantors** State agencies or non-profit companies that guarantee (or insure) FFELP loans made by eligible lenders under The Higher Education Act of 1965 ( HEA ), as amended.

**Lender Partners** Lender Partners are lenders who originate loans under forward purchase commitments under which the Company owns the loans from inception or, in most cases, acquires the loans soon after origination.



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**Managed Basis** The Company generally analyzes the performance of its student loan portfolio on a Managed Basis. The Company views both on-balance sheet student loans and off-balance sheet student loans owned by the securitization trusts as a single portfolio, and the related on-balance sheet financings are combined with off-balance sheet debt. When the term Managed is capitalized in this document, it is referring to Managed Basis.

**Private Education Loans** Education loans to students or parents of students that are not guaranteed under the FFELP. Private Education Loans include loans for higher education (undergraduate and graduate degrees) and for alternative education, such as career training, private kindergarten through secondary education schools and tutorial schools. Higher education loans have repayment terms similar to FFELP loans, whereby repayments begin after the borrower leaves school. The Company's higher education Private Education Loans are not dischargeable in bankruptcy, except in certain limited circumstances. Repayment for alternative education generally begins immediately.

In the context of the Company's Private Education Loan business, the Company uses the term non-traditional loans to describe education loans made to certain borrowers that have or are expected to have a high default rate as a result of a number of factors, including having a lower tier credit rating, low program completion and graduation rates or, where the borrower is expected to graduate, a low expected income relative to the borrower's cost of attendance.

**Proposed Merger** On April 16, 2007, the Company announced that a buyer group ( Buyer Group ) led by J.C. Flowers & Co. ( J.C. Flowers ), Bank of America, N.A. and JPMorgan Chase, N.A. (the Merger ) signed a definitive agreement ( Merger Agreement ) to acquire the Company for approximately \$25.3 billion or \$60.00 per share of common stock. (See also Merger Agreement filed with the SEC on the Company's Current Report on Form 8-K, dated April 18, 2007.) On January 25, 2008, the Company, Mustang Holding Company Inc. ( Mustang Holding ), Mustang Merger Sub, Inc. ( Mustang Sub ), J.C. Flowers, Bank of America, N.A. and JPMorgan Chase Bank, N.A. entered into a Settlement, Termination and Release Agreement (the Agreement ). Under the Agreement, a lawsuit filed by the Company related to the Merger, as well as all counterclaims, was dismissed.

**Repayment Borrower Benefits** Financial incentives offered to borrowers based on pre-determined qualifying factors, which are generally tied directly to making on-time monthly payments. The impact of Repayment Borrower Benefits is dependent on the estimate of the number of borrowers who will eventually qualify for these benefits and the amount of the financial benefit offered to the borrower. The Company occasionally changes Repayment Borrower Benefits programs in both amount and qualification factors. These programmatic changes must be reflected in the estimate of the Repayment Borrower Benefits discount when made.

**Residual Interest** When the Company securitizes student loans, it retains the right to receive cash flows from the student loans sold to trusts that it sponsors in excess of amounts needed to pay servicing, derivative costs (if any), other fees, and the principal and interest on the bonds backed by the student loans. The Residual Interest, which may also include reserve and other cash accounts, is the present value of these future expected cash flows, which includes the present value of any Embedded Fixed Rate Floor Income described above. The Company values the Residual Interest at the time of sale of the student loans to the trust and as of the end of each subsequent quarter.

**Retained Interest** The Retained Interest includes the Residual Interest (defined above) and servicing rights (as the Company retains the servicing responsibilities) for our securitization transactions accounted for as sales.

**Risk Sharing** When a FFELP loan first disbursed on and after July 1, 2006 defaults, the federal government guarantees 97 percent of the principal balance plus accrued interest (98 percent on loans disbursed before July 1, 2006) and the holder of the loan is at risk for the remaining amount not guaranteed as a Risk Sharing loss on the loan. FFELP loans originated after October 1, 1993 are subject to Risk Sharing on loan default claim payments unless the default results from the borrower's death, disability or bankruptcy. FFELP loans serviced by a servicer that has

Exceptional Performer designation from ED were subject to one-percent

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Risk Sharing for claims filed on or after July 1, 2006 and before October 1, 2007. The CCRAA reduces default insurance to 95 percent of the unpaid principal and accrued interest for loans first disbursed on or after October 1, 2012.

**Special Allowance Payment ( SAP )** FFELP loans disbursed prior to April 1, 2006 (with the exception of certain PLUS and SLS loans discussed below) generally earn interest at the greater of the borrower rate or a floating rate determined by reference to the average of the applicable floating rates (91-day Treasury bill rate or commercial paper) in a calendar quarter, plus a fixed spread that is dependent upon when the loan was originated and the loan's repayment status. If the resulting floating rate exceeds the borrower rate, ED pays the difference directly to the Company. This payment is referred to as the Special Allowance Payment or SAP and the formula used to determine the floating rate is the SAP formula. The Company refers to the fixed spread to the underlying index as the SAP spread. For loans disbursed after April 1, 2006, FFELP loans effectively only earn at the SAP rate, as the excess interest earned when the borrower rate exceeds the SAP rate (Floor Income) must be refunded to ED.

Variable rate PLUS Loans and SLS Loans earn SAP only if the variable rate, which is reset annually, exceeds the applicable maximum borrower rate. For PLUS loans disbursed on or after January 1, 2000, this limitation on SAP was repealed effective April 1, 2006.

A schedule of SAP rates is set forth on pages A-7 and A-8 of the Company's 2008 Annual Report on Form 10-K.

**Variable Rate Floor Income** Variable Rate Floor Income is Floor Income that is earned only through the next reset date. For FFELP Stafford loans whose borrower interest rate resets annually on July 1, the Company may earn Floor Income or Embedded Floor Income based on a calculation of the difference between the borrower rate and the then current interest rate (see definitions for capitalized terms, above).