

Stock Option (Right to buy)	\$43.0000	01/13/2000	A	225000	(04)	01/13/2010	Common Stock	225000	\$43.0000	225000	D
Stock Option (Right to buy)	\$55.0000	11/15/2000	A	238691	(05)	08/13/2007	Common Stock	238691	\$55.0000	238691	D
Phantom Stock Units		12/31/2000	A	30.1984	(06)	(07)	Phantom Stock Units	30.1984		1997.574	D

Explanation of Responses:

- (01) Includes shares acquired under the Employee Stock Purchase Plan.
- (02) The phantom stock units were accrued under the Officers Deferred Compensation Plan on various dates during the calendar year at the prevailing market price.
- (03) Includes shares acquired under the Officer Deferred Compensation Plan. Units are settled in the Company's common stock.
- (04) These options become exercisable upon the Company's common stock having a closing price on the New York Stock Exchange of \$51.60, for five days, they also become exercisable on the fifth anniversary of the grant (January 13, 2005), but no sooner than one year from the grant date.
- (05) These options become exercisable twelve months from the grant date.
- (06) Conversion or Exercise Price of Derivative Security is 1 to 1.
- (07) Phantom Stock Units accrued under the Director Deferred Compensation Plan are to be settled in the Company's common stock.

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

/s/Mary F. Eure (POA) 02/14/2001

**Signature of Reporting Person Date

Note: File three copies of this form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

SEC 2270 (7-96)

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMD Number

cont. (07) k upon the reporting person's separation from service.

Lord, Albert L.

USA Education, Inc.

