

Stock Option (Right to buy)	\$39.0600	08/21 2000	A	29980	(01)	08/13 2007	Common Stock	29980	\$39.0600	29980	D
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Explanation of Responses:
(01) These options become exercisable twelve months from the grant date.

**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

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

**Signature of Reporting Person Date

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

Munitz, Barry A.

USA Education, Inc.

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