

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D. C. 20549

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## FORM 8-K CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 14, 2002

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### SLM Corporation

(Exact name of registrant as specified in its charter)  
(Formerly known as SLM Holding Corporation)

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

**52-2013874**  
(I.R.S. Employer  
Identification No.)

**11600 Sallie Mae Drive, Reston, Virginia**  
(Address of principal executive offices)

**20193**  
(Zip Code)

Registrant's telephone number, including area code: **(703) 810-3000**

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#### Item 9. Regulation FD Disclosure

On August 14, 2002, the Company's Vice Chairman and Chief Executive Officer, Albert L. Lord, and Executive Vice President and Chief Financial Officer, John F. Remondi, submitted their statements under oath in response to the order of the Securities and Exchange Commission pursuant to Section 21 (a)(1) of the Securities Exchange Act of 1934.

In addition, the Company submitted to the SEC on August 14, 2002 its Quarterly Report on Form 10-Q for the period ended June 30, 2002 (the "Report"). Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, the Report was accompanied by the written statement of each of Vice Chairman and Chief Executive Officer, Albert L. Lord, and Executive Vice President and Chief Financial Officer, John F. Remondi.

A copy of each of these statements is attached hereto as an Exhibit (99.1 through 99.4).

#### Item 7. Financial Statements and Exhibits

The following exhibits are included herein:

- 99.1 Statement under Oath of Principal Executive Officer regarding Facts and Circumstances relating to Exchange Act filings
  - 99.2 Statement under Oath of Principal Financial Officer regarding Facts and Circumstances relating to Exchange Act filings
  - 99.3 Certification of Principal Executive Officer dated August 14, 2002 Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
  - 99.4 Certification of Principal Financial Officer dated August 14, 2002 Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
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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.

By: /s/ JOHN F. REMONDI

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John F. Remondi  
Executive Vice President  
& Chief Financial Officer  
(Principal Financial and  
Accounting Officer and Duly  
Authorized Officer

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**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description of Document</b>
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99.2	Statement under Oath of Principal Financial Officer regarding Facts and Circumstances relating to Exchange Act filings
99.3	Certification of Principal Executive Officer dated August 14, 2002 Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
99.4	Certification of Principal Financial Officer dated August 14, 2002 Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

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[Item 7. Financial Statements and Exhibits](#)

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**STATEMENT UNDER OATH OF PRINCIPAL EXECUTIVE OFFICER  
REGARDING FACTS AND CIRCUMSTANCES  
RELATING TO EXCHANGE ACT FILINGS**

I, Albert L. Lord, state and attest that:

- (1) To the best of my knowledge, based upon a review of the covered reports of SLM Corporation, and, except as corrected or supplemented in a subsequent covered report:
- no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
  - no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed.)
- (2) I have reviewed the contents of this statement with SLM Corporation's Audit Committee.
- (3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":
- SLM Corporation's most recent Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 28, 2002
  - all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of SLM Corporation filed with the Commission subsequent to the filing of the Form 10-K identified above; and
  - any amendments to any of the foregoing.

/s/ ALBERT L. LORD

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Albert L. Lord  
Vice Chairman &  
Chief Executive Officer  
August 14, 2002

Subscribed and sworn to  
before me this 14<sup>th</sup> day of  
August 2002.

/s/ LISA-MARIE BELLOVICH

\_\_\_\_\_  
Notary Public

[NOTARY SEAL]

My Commission Expires:  
March 31, 2005

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[Exhibit 99.1](#)

[STATEMENT UNDER OATH OF PRINCIPAL EXECUTIVE OFFICER REGARDING FACTS AND CIRCUMSTANCES RELATING TO EXCHANGE ACT FILINGS](#)

**STATEMENT UNDER OATH OF PRINCIPAL FINANCIAL OFFICER  
REGARDING FACTS AND CIRCUMSTANCES  
RELATING TO EXCHANGE ACT FILINGS**

I, John F. Remondi, state and attest that:

- (4) To the best of my knowledge, based upon a review of the covered reports of SLM Corporation, and, except as corrected or supplemented in a subsequent covered report:
- no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
  - no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed.)
- (5) I have reviewed the contents of this statement with SLM Corporation's Audit Committee.
- (6) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":
- SLM Corporation's most recent Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 28, 2002
  - all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of SLM Corporation filed with the Commission subsequent to the filing of the Form 10-K identified above; and
  - any amendments to any of the foregoing.

/s/ JOHN F. REMONDI

\_\_\_\_\_  
John F. Remondi  
Executive Vice President &  
Chief Financial Officer  
August 14, 2002

Subscribed and sworn to  
before me this 14<sup>th</sup> day of  
August 2002.

/s/ LISA-MARIE BELLOVICH

\_\_\_\_\_  
Notary Public

[NOTARY SEAL]

My Commission Expires:  
March 31, 2005

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[Exhibit 99.2](#)

[STATEMENT UNDER OATH OF PRINCIPAL FINANCIAL OFFICER REGARDING FACTS AND CIRCUMSTANCES RELATING TO EXCHANGE ACT FILINGS](#)

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of SLM Corporation (the Company) on Form 10-Q for the period ending June 30, 2002 as filed with the Securities and Exchange Commission on the date hereof (the Report), I, Albert L. Lord, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Albert L. Lord

Albert L. Lord  
Chief Executive Officer  
August 14, 2002

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[Exhibit 99.3](#)

[CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002](#)

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of SLM Corporation (the Company) on Form 10-Q for the period ending June 30, 2002 as filed with the Securities and Exchange Commission on the date hereof (the Report), I, John F. Remondi, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ John F. Remondi

John F. Remondi  
Chief Financial Officer  
August 14, 2002

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[Exhibit 99.4](#)

[CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002](#)