



Explanation of Responses:

(01) Since the reporting person's last filing, share equivalents are now reported as Phantom Stock Units. Includes shares acquired under the Officer Deferred Compensation Plan. Units are 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)

02/11/2000

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\*\*Signature of Reporting Person

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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

Fitzpatrick, Thomas J.

SLM Holding Corporation

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