

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

Form 10-K/A

Amendment No. 1

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2010 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 numbers 001-13251

SLM Corporation

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State of Other Jurisdiction of
Incorporation or Organization)

52-2013874

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

300 Continental Drive, Newark, Delaware

(Address of Principal Executive Offices)

19713

(Zip Code)

(302) 283-8000

(Registrant's Telephone Number, Including Area Code)

Securities registered pursuant to Section 12(b) of the Act

Common Stock, par value \$.20 per share.

Name of Exchange on which Listed:

New York Stock Exchange

6.97% Cumulative Redeemable Preferred Stock, Series A, par value \$.20 per share

Floating Rate Non-Cumulative Preferred Stock, Series B, par value \$.20 per share

Name of Exchange on which Listed:

New York Stock Exchange

Medium Term Notes, Series A, CPI-Linked Notes due 2017

Medium Term Notes, Series A, CPI-Linked Notes due 2018

6% Senior Notes due December 15, 2043

Name of Exchange on which Listed:

New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act:

None.

Indicate by check mark whether the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes No

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

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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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 is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The aggregate market value of voting stock held by non-affiliates of the registrant as of June 30, 2010 was \$5.0 billion (based on closing sale price of \$10.39 per share as reported for the New York Stock Exchange — Composite Transactions).

As of January 31, 2011, there were 526,909,601 shares of voting common stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Proxy Statement relating to the registrant's Annual Meeting of Shareholders scheduled to be held May 19, 2011 are incorporated by reference into Part III of this Report.

Explanatory Note

SLM Corporation is filing this Amendment No. 1 to its Annual Report on Form 10-K for the year ended December 31, 2010, filed with the Securities and Exchange Commission on February 28, 2011 (the "Original Filing"), solely to include Exhibit 12.1, which was inadvertently omitted from the original exhibit listing and filing.

This Amendment No. 1 on Form 10-K/A does not modify or update the disclosures set forth in the Original Filing, including the financial statements and notes to the financial statements set forth in the Original Filing.

PART IV.

Item 15. Exhibits, Financial Statement Schedules

(b) Exhibits

Exhibit Number	Exhibit Description	Incorporated by Reference	
		Form	Filing Date
3.1	Amended and Restated Certificate of Incorporation of the Company	S-8	5/22/09
3.2	By-Laws of the Company	8-K	8/6/08
10.1	SLM Holding Corporation Directors Stock Plan†	DEF14-A	4/10/98
10.2	SLM Holding Corporation Management Incentive Plan†	DEF14-A	4/10/98
10.3	Stock Option Agreement, SLM Corporation Incentive Plan, Incentive, Price-Vested with Replacement-2004†	10-Q	11/9/04
10.4	Stock Option Agreement, SLM Corporation Incentive Plan, Non-Qualified, Price-Vested Options-2004†	10-Q	11/9/04
10.5	SLM Corporation Incentive Plan, Amended and Restated May 19, 2005†	8-K	5/25/05
10.6	SLM Corporation Directors Stock Plan†	8-K	5/25/05
10.7	Stock Option Agreement SLM Corporation Incentive Plan Net-Settled, Price-Vested Options — 1 Year Minimum — 2006†	10-K	3/9/06
10.8	Retainer Agreement between Anthony P. Terracciano and the Company†	10-Q	5/9/08
10.9	Employment Agreement between Albert L. Lord and the Company†	10-Q	5/9/08
10.10	Note Purchase and Security Agreement by and among Phoenix Fundings I, Sallie Mae, Inc., The Bank of New York Trust Company, N.A., Deutsche Bank Trust Company Americas, UBS Real Estate Securities Inc., and UBS Securities LLC	10-Q	5/9/08
10.11	Note Purchase and Security Agreement by and among Rendezvous Funding I, Bank of America, N.A., JPMorgan Chase Bank, N.A., Bank of America Securities LLC, J.P. Morgan Securities Inc., Barclays Bank PLC, The Royal Bank of Scotland PLC, Deutsche Bank Securities Inc., Credit Suisse New York Branch, The Bank of New York Trust Company, N.A., Sallie Mae, Inc. and certain other parties thereto	10-Q	5/9/08
10.12	Note Purchase and Security Agreement by and among Bluemont Funding I, Bank of America, N.A., JPMorgan Chase Bank, N.A., Bank of America Securities LLC, J.P. Morgan Securities Inc., Barclays Bank PLC, The Royal Bank of Scotland PLC, Deutsche Bank Securities Inc., Credit Suisse New York Branch, The Bank of New York Trust Company, N.A., Sallie, Inc. and certain other parties thereto	10-Q	5/9/08
10.13	Schedule of Contracts Substantially Identical to Exhibit 10.34 of the Company's Quarterly Report on Form 10-Q, filed on May 9, 2008 in all Material Respects: between Town Center Funding I and Town Hall Funding I	10-Q	5/9/08
10.14	Employment Agreement between John F. Remondi and the Company as amended as described in Form 8-K filed on 2/1/11	10-Q	8/7/08
10.15	Sallie Mae Deferred Compensation Plan for Key Employees Restatement Effective January 1, 2009†	10-K	3/2/09
10.16	Sallie Mae Supplemental 401(k) Savings Plan†	10-K	3/2/09
10.17	Sallie Mae Supplemental Cash Account Retirement Plan†	10-K	3/2/09

Exhibit Number	Exhibit Description	Incorporated by Reference	
		Form	Filing Date
10.18	Amendment to the Note Purchase and Security Agreement by and among Phoenix Fundings I, Sallie Mae, Inc., The Bank of New York Trust Company, N.A., Deutsche Bank Trust Company Americas, UBS Real Estate Securities Inc., and UBS Securities LLC	10-K	3/2/09
10.19	Amendment to the Note Purchase and Security by and among Rendezvous Funding I, Bank of America, N.A., JPMorgan Chase Bank, N.A., Bank of America Securities LLC, J.P. Morgan Securities Inc., Barclays Bank PLC, The Royal Bank of Scotland PLC, Deutsche Bank Securities Inc., Credit Suisse New York Branch, The Bank of New York Trust Company, N.A., Sallie Mae, Inc. and certain other parties thereto	10-K	3/2/09
10.20	Amendment to the Note of Purchase and Security Agreement by and among Bluemont Funding I, Bank of America, N.A., JPMorgan Chase Bank, N.A., Bank of America Securities LLC, J.P. Morgan Securities Inc., Barclays Bank PLC, The Royal Bank of Scotland PLC, Deutsche Bank Securities Inc., Credit Suisse New York Branch, The Bank of New York Trust Company, N.A., Sallie Mae, Inc. and certain other parties thereto	10-K	3/2/09
10.21	Amendment to the Note Purchase Agreement by Town Hall Funding I, Sallie Mae, Inc., the Bank of New York Mellon Trust Company, National Association, JPMorgan Chase Bank, N.A., Bank of America, NA, Barclays Bank PLC, The Royal Bank of Scotland PLC, Deutsche Bank AG, New York Branch., Credit Suisse New York Branch, Royal Bank of Canada, Lloyds TSB Bank plc, Merrill Lynch Bank USA, DZ Bank AG Deutsche Zentral-Genossenschaftsbank, Frankfurt Am Main, New York Branch, Natixis Financial Products Inc., BNP Paribas, New York Branch, Bank of America, N.A., and certain other parties thereto.	10-K	3/2/09
10.22	SLM Corporation Incentive Stock Plan Stock Option Agreement, Net-Settled, Performance Vested Options, 2009†	10-K	3/2/09
10.23	SLM Corporation Incentive Plan Performance Stock Term Sheet, "Core Earnings" Net Income Target-Sustained Performance-2009†	10-K	3/2/09
10.24	SLM Corporation Directors Equity Plan†	S-8	5/22/09
10.25	SLM Corporation 2009-2012 Incentive Plan†	S-8	5/22/09
10.26	Confidential Agreement and Release of C.E. Andrews†	10-Q	8/5/09
10.27	Confidential Agreement and Release of Robert Autor†	10-Q	8/5/09
10.28	Amended and Restated Note Purchase and Security Agreement by and among Bluemont Funding I, Bank of America, N.A., JPMorgan Chase Bank, N.A., Banc of America Securities LLC, J.P. Morgan Securities Inc.; The Bank of New York Mellon Trust Company, National Association, Sallie Mae, Inc. and certain other parties thereto	10-Q	8/5/09
10.29	Schedule of Contracts Substantially Identical to Exhibit 10.3 of the Company's Quarterly Report on Form 10-Q, filed on August 5, 2009 in all Material Respects: Town Center Funding I LLC and Town Hall Funding I LLC	10-Q	8/5/09
10.30	SLM Corporation Directors Equity Plan, Non-Employee Director Restricted Stock Agreement 2009†	10-Q	11/5/09
10.31	SLM Corporation Directors Equity Plan, Non-Employee Director Stock Option Agreement 2009†	10-Q	11/5/09
10.32	Confidential Agreement and Release of Barry Feierstein†	10-K	2/26/10
10.33	Amendment to Retainer Agreement Anthony Terracciano and SLM Corporation†	10-K	2/26/10
10.34	Affiliate Collateral Pledge and Security Agreement by and among SLM Education Credit Finance Corporation, HICA Education Loan Corporation and the Federal Home Loan Bank of Des Moines	10-K	2/26/10

Exhibit Number	Exhibit Description	Incorporated by Reference	
		Form	Filing Date
10.35	Advances, Pledge and Security Agreement between HICA Education Loan Corporation and the Federal Home Loan Bank of Des Moines	10-K	2/26/10
10.36	Note Purchase and Security Agreement by and among Bluemont Funding 1, Bank of America, N.A., JPMorgan Chase Bank, N.A., Banc of America Securities LLC, J.P. Morgan Securities Inc., The Bank of New York Mellon Trust Company, National Association and Sallie Mae, Inc. and certain other parties thereto	10-K	2/26/10
10.37	Schedule of Contracts Substantially Identical to Exhibit 10.40 to the Company's Annual Report on Form 10-K, filed on February 26, 2010 in all Material Respects: between Town Center Funding 1 LLC and Town Hall Funding I LLC	10-K	2/26/10
10.38	SLM Corporation 2009-2012 Incentive Plan Stock Option Agreement†	10-Q	5/6/10
10.39	SLM Corporation 2009-2012 Incentive Plan Performance Stock Award Term Sheet†	10-Q	5/6/10
10.40	Employment Agreement between Joseph DePaulo and the Company†	10-Q	5/6/10
10.41	Offer to Exchange Certain Outstanding Stock Options for Replacement Options	SC-TO-I	5/14/10
10.42	Offer to Exchange Certain Outstanding Stock Options for Replacement Options — Final Amendments	SC-TO-I/A	6/10/10
10.43	Asset Purchase Agreement by and among The Student Loan Corporation; Citibank, N.A., Citibank (South Dakota) National Association, SLC Student Loan Receivables I, Inc., SLM Corporation, Bull Run 1 LLC, SLM Education Credit Finance Corporation and Sallie Mae, Inc.	10-Q	11/8/10
10.44	Amendment to Retainer Agreement between Anthony P. Terracciano and the Company, dated September 29, 2010†	10-K	2/28/11
10.45	SLM Corporation Executive Severance Plan for Senior Officers†	10-K	2/28/11
10.46	SLM Corporation Change in Control Severance Plan for Senior Officers†	10-K	2/28/11
10.47	Employment Agreement between Laurent C. Lutz and the Company†	10-K	2/28/11
10.48	Confidential Agreement and Release of John (Jack) Hewes†	10-K	2/28/11
10.49	Amendment to Stock Option and Restricted/Performance Stock Terms†	10-K	2/28/11
10.50	SLM Corporation 2009—2012 Incentive Plan Stock Option Agreement, Net Settled, Time Vested Options — 2011†	10-K	2/28/11
10.51	SLM Corporation 2009—2012 Incentive Plan Restricted Stock and Restricted Stock Unit Term Sheet Time Vested — 2011†	10-K	2/28/11
12.1	Computation of Ratio of Earnings to Fixed Charges and Preferred Stock Dividends*		
21.1	List of Subsidiaries	10-K	2/28/11
23	Consent of PricewaterhouseCoopers LLP	10-K	2/28/11
31.1	Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2003*		
31.2	Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2003*		
32.1	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2003*		
32.2	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2003*		
101.INS	XBRL Instance Document.		
101.SCH	XBRL Taxonomy Extension Schema Document.		
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document.		
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document.		
101.LAB	XBRL Taxonomy Extension Label Linkbase Document.		

† Management Contract or Compensatory Plan or Arrangement

* Filed herewith

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

Dated: May 12, 2011

SLM CORPORATION

By: /s/ Jonathan C. Clark
Jonathan C. Clark
Executive Vice President and Chief Financial Officer

SLM CORPORATION
COMPUTATION OF RATIO OF EARNINGS TO FIXED CHARGES AND PREFERRED STOCK DIVIDENDS
(Dollars in thousands)

	<u>2006</u>	<u>2007</u>	<u>2008</u>	<u>2009</u>	<u>2010</u>
Income (loss) from continuing operations before income taxes	\$ 1,901,944	\$ (553,888)	\$ (34,213)	\$ 807,878	\$ 1,090,299
Add: Fixed charges	<u>5,128,460</u>	<u>7,091,177</u>	<u>5,909,338</u>	<u>3,037,524</u>	<u>2,279,139</u>
Total earnings	<u>\$7,030,404</u>	<u>\$6,537,289</u>	<u>\$5,875,125</u>	<u>\$3,845,402</u>	<u>\$3,369,438</u>
Interest expense	\$ 5,122,855	\$ 7,085,772	\$ 5,905,418	\$ 3,035,639	\$ 2,274,771
Rental expense, net of income	<u>5,605</u>	<u>5,405</u>	<u>3,920</u>	<u>1,885</u>	<u>4,368</u>
Total fixed charges	5,128,460	7,091,177	5,909,338	3,037,524	2,279,139
Preferred stock dividends	<u>60,207</u>	<u>36,497</u>	<u>110,556</u>	<u>172,799</u>	<u>130,635</u>
Total fixed charges and preferred stock dividends	<u>\$5,188,667</u>	<u>\$7,127,674</u>	<u>\$6,019,894</u>	<u>\$3,210,323</u>	<u>\$2,409,774</u>
Ratio of earnings to fixed charges⁽¹⁾⁽²⁾	<u>1.37</u>	<u>—</u>	<u>—</u>	<u>1.27</u>	<u>1.48</u>
Ratio of earnings to fixed charges and preferred stock dividends⁽¹⁾⁽³⁾	<u>1.35</u>	<u>—</u>	<u>—</u>	<u>1.20</u>	<u>1.40</u>

- (1) For purposes of computing these ratios, earnings represent income (loss) from continuing operations before income tax expense plus fixed charges. Fixed charges represent interest expensed and capitalized plus one-third (the proportion deemed representative of the interest factor) of rents, net of income from subleases.
- (2) Due to pre-tax losses from continuing operations of \$554 million and \$34 million for the years ended December 31, 2007 and 2008, respectively, the ratio coverage was less than 1:1. We would have needed to generate \$554 million and \$34 million of additional earnings in the years ended December 31, 2007 and 2008, respectively, for the ratio coverage to equal 1:1.
- (3) Due to pre-tax losses from continuing operations of \$554 million and \$34 million for the years ended December 31, 2007 and 2008, respectively, the ratio coverage was less than 1:1. We would have needed to generate \$590 million and \$145 million of additional earnings in the years ended December 31, 2007 and 2008, respectively, for the ratio coverage to equal 1:1.

Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Albert L. Lord, certify that:

1. I have reviewed this annual report on Form 10-K/A of SLM Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ ALBERT L. LORD

Albert L. Lord
Vice Chairman and Chief Executive Officer (Principal
Executive Officer)
May 12, 2011

Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Jonathan C. Clark, certify that:

1. I have reviewed this annual report on Form 10-K/A of SLM Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ JONATHAN C. CLARK

Jonathan C. Clark
Executive Vice President and Chief Financial Officer
(Principal Financial and Accounting Officer)
May 12, 2011

**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 Annual Report of SLM Corporation (the "Company") on Form 10-K/A for the year ended December 31, 2010 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Albert L. Lord, Vice Chairman and 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 result of operations of the Company.

/s/ ALBERT L. LORD

Albert L. Lord
Vice Chairman and Chief Executive Officer (Principal
Executive Officer)
May 12, 2011

**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 Annual Report of SLM Corporation (the "Company") on Form 10-K/A for the year ended December 31, 2010 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Jonathan C. Clark, Executive Vice President and 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 result of operations of the Company.

/s/ JONATHAN C. CLARK

Jonathan C. Clark
Executive Vice President and Chief Financial Officer
(Principal Financial and Accounting Officer)
May 12, 2011