



Stock Option (Right to buy)	(01)	05/20/2009	Common Stock	270,000	\$43.3125	D
Stock Option (Right to buy)	(01)	05/26/2009	Common Stock	60,000	\$41.1875	D

Explanation of Responses:

(01) The options become exercisable in increments of one-third; One-third become exercisable one year from the date of grant, one-third upon the Company's common stock having a closing price on the New York Stock Exchange of \$57.15 and \$71.43, respectively, for five trading days, they also become exercisable on the eighth anniversary of the grant (May 20, 2007 and May 26, 2007, respectively) subject to terms regarding the reporting person's continued service with the Company.

\*\*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)

07/15/1999

\*\*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 1473 (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.

O'Toole, Lawrence W.

SLM Holding Corporation

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