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

Form 10-Q

(Mark One)

☑	**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934** **For the quarterly period ended June 30, 2008 or**
o	**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934** **For the transition period from to**

Commission File Number: 001-13251

SLM Corporation

(Exact name of registrant as specified in its charter)

Delaware *(State or other jurisdiction of incorporation or organization)*	**52-2013874** *(I.R.S. Employer Identification No.)*
12061 Bluemont Way, Reston, Virginia *(Address of principal executive offices)*	**20190** *(Zip Code)*

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

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 o

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 o	Non-accelerated filer o (Do not check if a smaller reporting company)	Smaller reporting company o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes o No ☑

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date:

Class	Outstanding at July 31, 2008
Voting common stock, $.20 par value	467,297,700 shares

GLOSSARY

Listed below are definitions of key terms that are used throughout this document. See also "Appendix A — FEDERAL FAMILY EDUCATION LOAN PROGRAM," included in SLM Corporation's ("the Company's") 2007 Annual Report on Form 10-K, filed with the Securities and Exchange Commission ("SEC") on February 29, 2008, for a further discussion of FFELP and CCRAA.

2008 Asset-Backed Financing Facilities — New financing facilities closed in the first quarter of 2008 comprised of: (i) a $26.0 billion FFELP student loan asset-backed commercial paper ("ABCP") conduit facility; (ii) a $5.9 billion Private Education Loan ABCP conduit facility (collectively, the "2008 ABCP Facilities"); and (iii) a $2.0 billion secured FFELP loan facility (the "2008 Asset-Backed Loan Facility"). The 2008 Asset-Backed Financing Facilities replaced the $30.0 billion Interim ABCP Facility (defined below) and $6.0 billion ABCP facility in the first quarter of 2008.

CCRAA — The College Cost Reduction and Access Act of 2007.

Consolidation Loan Rebate Fee — All holders of FFELP Consolidation Loans are required to pay to the U.S. Department of Education ("ED") an annual 105 basis point Consolidation Loan Rebate Fee on all outstanding principal and accrued interest balances of FFELP Consolidation Loans purchased or originated after October 1, 1993, except for loans for which consolidation applications were received between October 1, 1998 and January 31, 1999, where the Consolidation Loan Rebate Fee is 62 basis points.

Constant Prepayment Rate ("CPR") — A variable in life-of-loan estimates that measures the rate at which loans in the portfolio prepay before their stated maturity. The CPR is directly correlated to the average life of the portfolio. CPR equals the percentage of loans that prepay annually as a percentage of the beginning of period balance.

"Core Earnings" — In accordance with the rules and regulations of the SEC, the Company prepares financial statements in accordance with generally accepted accounting principles in the United States of America ("GAAP"). In addition to evaluating the Company's GAAP-based financial information, management evaluates the Company's business segments on a basis that, as allowed under the Financial Accounting Standards Board's ("FASB") Statement of Financial Accounting Standards ("SFAS") No. 131, "Disclosures about Segments of an Enterprise and Related Information," differs from GAAP. The Company refers to management's basis of evaluating its segment results as "Core Earnings" presentations for each business segment and refers to these performance measures in its presentations with credit rating agencies and lenders. While "Core Earnings" results are not a substitute for reported results under GAAP, the Company relies on "Core Earnings" performance measures in operating each business segment because it believes these measures provide additional information regarding the operational and performance indicators that are most closely assessed by management.

"Core Earnings" performance measures are the primary financial performance measures used by management to evaluate performance and to allocate resources. Accordingly, financial information is reported to management on a "Core Earnings" basis by reportable segment, as these are the measures used regularly by the Company's chief operating decision makers. "Core Earnings" performance measures are used in developing the Company's financial plans, tracking results, and establishing corporate performance targets and incentive compensation. Management believes this information provides additional insight into the financial performance of the Company's core business activities. "Core Earnings" performance measures are not defined terms within GAAP and may not be comparable to similarly titled measures reported by other companies. "Core Earnings" net income reflects only current period adjustments to GAAP net income. Accordingly, the Company's "Core Earnings" presentation does not represent another comprehensive basis of accounting.

See Note 13, "Segment Reporting," to the consolidated financial statements and "MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS — BUSINESS SEGMENTS — Limitations of 'Core Earnings' " and "— Pre-tax Differences between 'Core Earnings' and GAAP by Business Segment" for further discussion of the differences between "Core Earnings" and GAAP, as well as reconciliations between "Core Earnings" and GAAP.

In prior filings with the SEC of SLM Corporation's Annual Report on Form 10-K and quarterly reports on Form 10-Q, "Core Earnings" has been labeled as " 'Core' net income" or "Managed net income" in certain instances.

Direct Loans — Student loans originated directly by ED under the William D. Ford Federal Direct Student Loan Program ("FDLP").

ED — The U.S. Department of Education.

Embedded Fixed-Rate/Variable Rate Floor Income — Embedded Floor Income is Floor Income (see definition below) that is earned on off-balance sheet student loans that are in securitization trusts sponsored by the Company. At the time of the securitization, the value of Embedded Fixed-Rate Floor Income is included in the initial valuation of the Residual Interest (see definition below) and the gain or loss on sale of the student loans. Embedded Floor Income is also included in the quarterly fair value adjustments of the Residual Interest.

FFELP — The Federal Family Education Loan Program, formerly the Guaranteed Student Loan Program.

FFELP Consolidation Loans — Under the FFELP, borrowers with multiple eligible student loans may consolidate them into a single student loan with one lender at a fixed-rate for the life of the loan. The new loan is considered a FFELP Consolidation Loan. Typically a borrower may consolidate his student loans only once unless the borrower has another eligible loan to consolidate with the existing FFELP Consolidation Loan. The borrower rate on a FFELP Consolidation Loan is fixed for the term of the loan and is set by the weighted average interest rate of the loans being consolidated, rounded up to the nearest 1/8th of a percent, not to exceed 8.25 percent. In low interest rate environments, FFELP Consolidation Loans provide an attractive refinancing opportunity to certain borrowers because they allow borrowers to consolidate variable rate loans into a long-term fixed-rate loan. Holders of FFELP Consolidation Loans are eligible to earn interest under the Special Allowance Payment ("SAP") formula (see definition below). In April 2008, the Company suspended its participation in the FFELP Consolidation Loan program.

FFELP Stafford and Other Student Loans — Education loans to students or parents of students that are guaranteed or reinsured under FFELP. The loans are primarily Stafford loans but also include PLUS and HEAL loans.

Fixed-Rate Floor Income — The Company refers to Floor Income (see definition below) associated with student loans with borrower rates that are fixed to term (primarily FFELP Consolidation Loans and Stafford Loans originated on or after July 1, 2006) as Fixed-Rate Floor Income.

Floor Income — FFELP loans generally earn interest at the higher of either the borrower rate, which is fixed over a period of time, or a floating rate based on the SAP formula (see definition below). The Company generally finances its student loan portfolio with floating rate debt whose interest is matched closely to the floating nature of the applicable SAP formula. If interest rates decline to a level at which the borrower rate exceeds the SAP formula rate, the Company continues to earn interest on the loan at the fixed borrower rate while the floating rate interest on our debt continues to decline. In these interest rate environments, the Company refers to the additional spread it earns between the fixed borrower rate and the SAP formula rate as Floor Income. Depending on the type of student loan and when it was originated, the borrower rate is either fixed to term or is reset to a market rate each July 1. As a result, for loans where the borrower rate is fixed to term, the Company may earn Floor Income for an extended period of time, and for those loans where the borrower interest rate is reset annually on July 1, the Company may earn Floor Income to the next reset date. In accordance with legislation enacted in 2006, lenders are required to rebate Floor Income to ED for all FFELP loans disbursed on or after April 1, 2006.

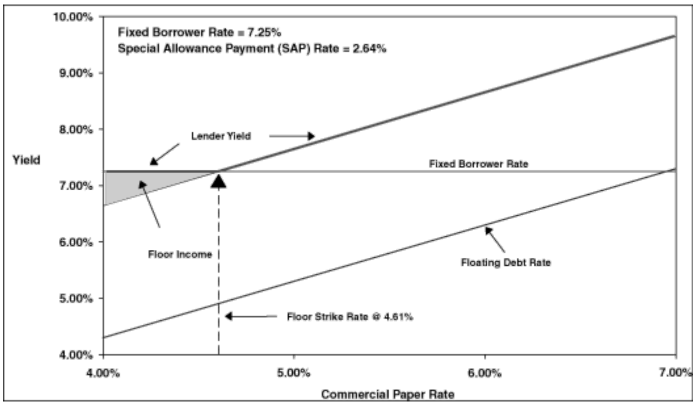
The following example shows the mechanics of Floor Income for a typical fixed-rate FFELP Consolidation Loan (with a commercial paper-based SAP spread of 2.64 percent):

Fixed Borrower Rate	7.25%
SAP Spread over Commercial Paper Rate	(2.64)%
Floor Strike Rate(1)	4.61%

(1) The interest rate at which the underlying index (Treasury bill or commercial paper) plus the fixed SAP spread equals the fixed borrower rate. Floor Income is earned anytime the interest rate of the underlying index declines below this rate.

Based on this example, if the quarterly average commercial paper rate is over 4.61 percent, the holder of the student loan will earn at a floating rate based on the SAP formula, which in this example is a fixed spread to commercial paper of 2.64 percent. On the other hand, if the quarterly average commercial paper rate is below 4.61 percent, the SAP formula will produce a rate below the fixed borrower rate of 7.25 percent and the loan holder earns at the borrower rate of 7.25 percent.

Graphic Depiction of Floor Income:



Floor Income Contracts — The Company enters into contracts with counterparties under which, in exchange for an upfront fee representing the present value of the Floor Income that the Company expects to earn on a notional amount of underlying student loans being economically hedged, the Company will pay the counterparties the Floor Income earned on that notional amount over the life of the Floor Income Contract. Specifically, the Company agrees to pay the counterparty the difference, if positive, between the fixed borrower rate less the SAP (see definition below) spread and the average of the applicable interest rate index on that notional amount, regardless of the actual balance of underlying student loans, over the life of the contract. The contracts generally do not extend over the life of the underlying student loans. This contract effectively locks in the amount of Floor Income the Company will earn over the period of the contract. Floor Income Contracts are not considered effective hedges under SFAS No. 133, “Accounting for Derivative Instruments and Hedging Activities,” and each quarter the Company must record the change in fair value of these contracts through income.

Front-End Borrower Benefits — Financial incentives offered to borrowers at origination. Front-End Borrower Benefits primarily represent the Company’s payment on behalf of borrowers for required FFELP fees, including the federal origination fee and federal default fee. The Company accounts for these Front-End Borrower Benefits as loan premiums amortized over the estimated life of the loans as an adjustment to the loan’s yield.

Gross Floor Income — Floor Income earned before payments on Floor Income Contracts.

Guarantors — State agencies or non-profit companies that guarantee (or insure) FFELP loans made by eligible lenders under The Higher Education Act of 1965 ("HEA"), as amended.

Interim ABCP Facility — An aggregate of $30 billion asset-backed commercial paper conduit facilities that the Company entered into on April 30, 2007 in connection with the Merger (defined below under "Merger Agreement").

Lender Partners — Lender Partners are lenders who originate loans under forward purchase commitments under which the Company owns the loans from inception or, in most cases, acquires the loans soon after origination.

Managed Basis — The Company generally analyzes the performance of its student loan portfolio on a Managed Basis. The Company views both on-balance sheet student loans and off-balance sheet student loans owned by the securitization trusts as a single portfolio, and the related on-balance sheet financings are combined with off-balance sheet debt. When the term Managed is capitalized in this document, it is referring to Managed Basis.

Merger Agreement — On April 16, 2007, the Company announced that a buyer group ("Buyer Group") led by J.C. Flowers & Co. ("J.C. Flowers"), Bank of America, N.A. and JPMorgan Chase, N.A. (the "Merger") signed a definitive agreement ("Merger Agreement") to acquire the Company for approximately $25.3 billion or $60.00 per share of common stock. (See also "Merger Agreement" filed with the SEC on the Company's Current Report on Form 8-K, dated April 18, 2007.) On January 25, 2008, the Company, Mustang Holding Company Inc. ("Mustang Holding"), Mustang Merger Sub, Inc. ("Mustang Sub"), J.C. Flowers, Bank of America, N.A. and JPMorgan Chase Bank, N.A. entered into a Settlement, Termination and Release Agreement (the "Agreement"). Under the Agreement, a lawsuit filed by the Company related to the Merger, as well as all counterclaims, was dismissed.

Private Education Consolidation Loans — Borrowers with multiple Private Education Loans (defined below) may consolidate them into a single loan with the Company (Private Consolidation Loans®). The interest rate on the new loan is variable rate with the spread set at the lower of the average weighted spread of the underlying loans or a new spread as a result of favorable underwriting criteria.

Private Education Loans — Education loans to students or parents of students that are not guaranteed under the FFELP. Private Education Loans include loans for higher education (undergraduate and graduate degrees) and for alternative education, such as career training, private kindergarten through secondary education schools and tutorial schools. Higher education loans have repayment terms similar to FFELP loans, whereby repayments begin after the borrower leaves school. The Company's higher education Private Education Loans are not dischargeable in bankruptcy, except in certain limited circumstances. Repayment for alternative education generally begins immediately.

In the context of the Company's Private Education Loan business, the Company uses the term "non-traditional loans" to describe education loans made to certain borrowers that have or are expected to have a high default rate as a result of a number of factors, including having a lower tier credit rating, low program completion and graduation rates or, where the borrower is expected to graduate, a low expected income relative to the borrower's cost of attendance.

Preferred Channel Originations — Preferred Channel Originations are comprised of: 1) loans that are originated by internally marketed Sallie Mae brands, and 2) student loans that are originated by Lender Partners (defined above).

Repayment Borrower Benefits — Financial incentives offered to borrowers based on pre-determined qualifying factors, which are generally tied directly to making on-time monthly payments. The impact of Repayment Borrower Benefits is dependent on the estimate of the number of borrowers who will eventually qualify for these benefits and the amount of the financial benefit offered to the borrower. The Company occasionally changes Repayment Borrower Benefits programs in both amount and qualification factors. These programmatic changes must be reflected in the estimate of the Repayment Borrower Benefits discount when made.

Residual Interest — When the Company securitizes student loans, it retains the right to receive cash flows from the student loans sold to trusts that it sponsors in excess of amounts needed to pay servicing, derivative costs (if any), other fees, and the principal and interest on the bonds backed by the student loans. The Residual Interest, which may also include reserve and other cash accounts, is the present value of these future expected cash flows, which includes the present value of any Embedded Fixed-Rate Floor Income described above. The Company values the Residual Interest at the time of sale of the student loans to the trust and as of the end of each subsequent quarter.

Retained Interest — The Retained Interest includes the Residual Interest (defined above) and servicing rights (as the Company retains the servicing responsibilities) for our securitization transactions accounted for as sales.

Risk Sharing — When a FFELP loan first disbursed on and after July 1, 2006 defaults, the federal government guarantees 97 percent of the principal balance plus accrued interest (98 percent on loans disbursed before July 1, 2006) and the holder of the loan is at risk for the remaining amount not guaranteed as a Risk Sharing loss on the loan. FFELP loans originated after October 1, 1993 are subject to Risk Sharing on loan default claim payments unless the default results from the borrower's death, disability or bankruptcy. FFELP loans serviced by a servicer that has Exceptional Performer designation from ED were subject to one-percent Risk Sharing for claims filed on or after July 1, 2006 and before October 1, 2007. The CCRAA reduces default insurance to 95 percent of the unpaid principal and accrued interest for loans first disbursed on or after October 1, 2012.

Special Allowance Payment ("SAP") — FFELP loans disbursed prior to April 1, 2006 (with the exception of certain PLUS and SLS loans discussed below) generally earn interest at the greater of the borrower rate or a floating rate determined by reference to the average of the applicable floating rates (91-day Treasury bill rate or commercial paper) in a calendar quarter, plus a fixed spread that is dependent upon when the loan was originated and the loan's repayment status. If the resulting floating rate exceeds the borrower rate, ED pays the difference directly to the Company. This payment is referred to as the Special Allowance Payment or SAP and the formula used to determine the floating rate is the SAP formula. The Company refers to the fixed spread to the underlying index as the SAP spread. For loans disbursed after April 1, 2006, FFELP loans effectively only earn at the SAP rate, as the excess interest earned when the borrower rate exceeds the SAP rate (Floor Income) must be refunded to ED.

Variable rate PLUS Loans and SLS Loans earn SAP only if the variable rate, which is reset annually, exceeds the applicable maximum borrower rate. For PLUS loans disbursed on or after January 1, 2000, this limitation on SAP was repealed effective April 1, 2006.

A schedule of SAP rates is set forth on page A-5 of the Company's 2007 Annual Report on Form 10-K.

Title IV Programs and Title IV Loans — Student loan programs created under Title IV of the HEA and student loans originated under those programs, respectively.

Variable Rate Floor Income — For FFELP Stafford loans whose borrower interest rate resets annually on July 1, the Company may earn Floor Income or Embedded Floor Income (see definitions above) based on a calculation of the difference between the borrower rate and the then current interest rate. The Company refers to this as Variable Rate Floor Income because Floor Income is earned only through the next reset date.

Wholesale Consolidation Loans — During 2006, the Company implemented a loan acquisition strategy under which it began purchasing a significant amount of FFELP Consolidation Loans, primarily via the spot market, which augmented its in-house FFELP Consolidation Loan origination process. Wholesale Consolidation Loans are considered incremental volume to the Company's core acquisition channels, which are focused on the retail marketplace with an emphasis on the Company's brand strategy. In 2008, the Company ceased acquiring Wholesale Consolidation Loans.

SLM CORPORATION

FORM 10-Q
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June 30, 2008

PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

SLM CORPORATION
CONSOLIDATED BALANCE SHEETS
(Dollars and shares in thousands, except per share amounts)

	June 30, 2008 (Unaudited)	December 31, 2007
Assets		
FFELP Stafford and Other Student Loans (net of allowance for losses of $56,882 and $47,518, respectively)	$ 43,146,711	$ 35,726,062
FFELP Consolidation Loans (net of allowance for losses of $40,811 and $41,211, respectively)	73,171,342	73,609,187
Private Education Loans (net of allowance for losses of $970,150 and $885,931, respectively)	17,970,556	14,817,725
Other loans (net of allowance for losses of $46,794 and $43,558, respectively)	902,684	1,173,666
Investments		
Available-for-sale	2,707,676	2,871,340
Other	82,005	93,040
Total investments	2,789,681	2,964,380
Cash and cash equivalents	5,123,201	7,582,031
Restricted cash and investments	3,701,454	4,600,106
Retained Interest in off-balance sheet securitized loans	2,544,517	3,044,038
Goodwill and acquired intangible assets, net	1,304,941	1,300,689
Other assets	12,907,154	10,747,107
Total assets	$ 163,562,241	$ 155,564,991
Liabilities		
Short-term borrowings	$ 37,191,756	$ 35,947,407
Long-term borrowings	117,920,836	111,098,144
Other liabilities	2,905,165	3,284,545
Total liabilities	158,017,757	150,330,096
Commitments and contingencies		
Minority interest in subsidiaries	9,480	11,360
Stockholders' equity		
Preferred stock, par value $.20 per share, 20,000 shares authorized		
Series A: 3,300 and 3,300 shares, respectively, issued at stated value of $50 per share	165,000	165,000
Series B: 4,000 and 4,000 shares, respectively, issued at stated value of $100 per share	400,000	400,000
Series C: 7.25% mandatory convertible preferred stock; 1,150 and 1,000 shares, respectively, issued at liquidation preference of $1,000 per share	1,150,000	1,000,000
Common stock, par value $.20 per share, 1,125,000 shares authorized: 534,010 and 532,493 shares issued, respectively	106,802	106,499
Additional paid-in capital	4,637,731	4,590,174
Accumulated other comprehensive income (net of tax of $35,250 and $124,468, respectively)	61,994	236,364
Retained earnings	855,527	557,204
Stockholders' equity before treasury stock	7,377,054	7,055,241
Common stock held in treasury: 66,445 and 65,951 shares, respectively	1,842,050	1,831,706
Total stockholders' equity	5,535,004	5,223,535
Total liabilities and stockholders' equity	$ 163,562,241	$ 155,564,991

See accompanying notes to consolidated financial statements.

SLM CORPORATION
CONSOLIDATED STATEMENTS OF INCOME
(Dollars and shares in thousands, except per share amounts)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2008 (Unaudited)	2007 (Unaudited)	2008 (Unaudited)	2007 (Unaudited)
Interest income:				
FFELP Stafford and Other Student Loans	$ 497,598	$ 511,300	$ 962,074	$ 962,062
FFELP Consolidation Loans	769,664	1,087,254	1,606,320	2,102,100
Private Education Loans	409,323	329,351	852,845	667,772
Other loans	21,355	26,453	44,699	54,426
Cash and investments	70,521	141,524	194,337	255,428
Total interest income	1,768,461	2,095,882	3,660,275	4,041,788
Total interest expense	1,365,918	1,697,229	2,981,363	3,229,319
Net interest income	402,543	398,653	678,912	812,469
Less: provisions for loan losses	143,015	148,200	280,326	298,530
Net interest income after provisions for loan losses	259,528	250,453	398,586	513,939
Other income:				
Gains on student loan securitizations	—	—	—	367,300
Servicing and securitization revenue	1,630	132,987	109,272	384,925
Losses on sales of loans and securities, net	(43,583)	(10,921)	(78,249)	(41,888)
Gains (losses) on derivative and hedging activities, net	362,043	821,566	89,247	464,597
Contingency fee revenue	83,790	80,237	169,096	167,559
Collections revenue	26,365	77,092	83,604	142,654
Guarantor servicing fees	23,663	30,273	58,316	69,514
Other	108,728	89,004	202,261	185,437
Total other income	562,636	1,220,238	633,547	1,740,098
Expenses:				
Salaries and benefits	167,788	191,632	347,517	377,982
Other operating expenses	185,900	207,168	361,819	376,992
Restructuring expenses	46,740	—	67,418	—
Total expenses	400,428	398,800	776,754	754,974
Income before income taxes and minority interest in net earnings of subsidiaries	421,736	1,071,891	255,379	1,499,063
Income tax expense	153,074	104,724	90,586	414,738
Income before minority interest in net earnings of subsidiaries	268,662	967,167	164,793	1,084,325
Minority interest in net earnings of subsidiaries	2,926	696	2,861	1,701
Net income	265,736	966,471	161,932	1,082,624
Preferred stock dividends	27,391	9,156	56,416	18,249
Net income attributable to common stock	$ 238,345	$ 957,315	$ 105,516	$ 1,064,375
Basic earnings per common share	$ .51	$ 2.32	$ .23	$ 2.59
Average common shares outstanding	466,649	411,870	466,615	411,457
Diluted earnings per common share	$ .50	$ 1.03	$ .23	$ 1.82
Average common and common equivalent shares outstanding	517,954	452,406	467,316	454,139
Dividends per common share	$ —	$ —	$ —	$ .25

See accompanying notes to consolidated financial statements.

SLM CORPORATION

CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
(Dollars in thousands, except share and per share amounts)
(Unaudited)

	Preferred Stock Shares	Common Stock Shares Issued	Common Stock Shares Treasury	Common Stock Shares Outstanding	Preferred Stock	Common Stock	Additional Paid-In Capital	Accumulated Other Comprehensive Income (Loss)	Retained Earnings	Treasury Stock	Total Stockholders' Equity
Balance at March 31, 2007	7,300,000	434,586,663	(22,649,966)	411,936,697	$ 565,000	$ 86,918	$ 2,638,334	$ 300,884	$ 1,833,359	$ (1,047,713)	$ 4,376,782
Comprehensive income:											
Net income									966,471		966,471
Other comprehensive income, net of tax:											
Change in unrealized gains (losses) on investments, net of tax								(41,912)			(41,912)
Change in unrealized gains (losses) on derivatives, net of tax								6,416			6,416
Comprehensive income											930,975
Cash dividends:											
Preferred stock, series A ($.87 per share)									(2,875)		(2,875)
Preferred stock, series B ($1.55 per share)									(6,120)		(6,120)
Issuance of common shares		1,508,640	241	1,508,881		301	46,774			10	47,085
Preferred stock issuance costs and related amortization							161		(161)		—
Tax benefit related to employee stock option and purchase plans							6,826				6,826
Stock-based compensation cost							29,459				29,459
Repurchase of common shares:											
Benefit plans			(827,319)	(827,319)						(34,071)	(34,071)
Balance at June 30, 2007	7,300,000	436,095,303	(23,477,044)	412,618,259	$ 565,000	$ 87,219	$ 2,721,554	$ 265,388	$ 2,790,674	$ (1,081,774)	$ 5,348,061
Balance at March 31, 2008	8,450,000	533,678,028	(66,301,201)	467,376,827	$ 1,715,000	$ 106,736	$ 4,610,278	$ (2,394)	$ 617,184	$ (1,838,637)	$ 5,208,167
Comprehensive income:											
Net income									265,736		265,736
Other comprehensive income, net of tax:											
Change in unrealized gains (losses) on investments, net of tax								(8,984)			(8,984)
Change in unrealized gains (losses) on derivatives, net of tax								73,844			73,844
Defined benefit pension plans adjustment								(472)			(472)
Comprehensive income											330,124
Cash dividends:											
Preferred stock, series A ($.87 per share)									(2,875)		(2,875)
Preferred stock, series B ($.88 per share)									(3,511)		(3,511)
Preferred stock, series C ($18.13 per share)									(20,844)		(20,844)
Restricted stock dividend									(2)		(2)
Issuance of common shares		332,150	3,142	335,292		66	6,761			70	6,897
Preferred stock issuance costs and related amortization							161		(161)		—
Tax benefit related to employee stock option and purchase plans							(3,866)				(3,866)
Stock-based compensation cost							24,397				24,397
Repurchase of common shares:											
Benefit plans			(146,726)	(146,726)						(3,483)	(3,483)
Balance at June 30, 2008	8,450,000	534,010,178	(66,444,785)	467,565,393	$ 1,715,000	$ 106,802	$ 4,637,731	$ 61,994	$ 855,527	$ (1,842,050)	$ 5,535,004

See accompanying notes to consolidated financial statements.

SLM CORPORATION

CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
(Dollars in thousands, except share and per share amounts)
(Unaudited)

	Preferred Stock Shares	Common Stock Shares Issued	Common Stock Shares Treasury	Common Stock Shares Outstanding	Preferred Stock	Common Stock	Additional Paid-In Capital	Accumulated Other Comprehensive Income (Loss)	Retained Earnings	Treasury Stock	Total Stockholders' Equity
Balance at December 31, 2006	7,300,000	433,112,982	(22,496,170)	410,616,812	$ 565,000	$ 86,623	$ 2,565,211	$ 349,111	$ 1,834,718	$ (1,040,621)	$ 4,360,042
Comprehensive income:											
Net income									1,082,624		1,082,624
Other comprehensive income, net of tax:											
Change in unrealized gains (losses) on investments, net of tax								(90,100)			(90,100)
Change in unrealized gains (losses) on derivatives, net of tax								6,899			6,899
Defined benefit pension plans adjustment								(522)			(522)
Comprehensive income											998,901
Cash dividends:											
Common stock ($.25 per share)									(102,658)		(102,658)
Preferred stock, series A ($1.74 per share)									(5,750)		(5,750)
Preferred stock, series B ($3.07 per share)									(12,178)		(12,178)
Issuance of common shares		2,982,321	35,364	3,017,685		596	94,194			1,584	96,374
Preferred stock issuance costs and related amortization							321		(321)		—
Tax benefit related to employee stock option and purchase plans							15,474				15,474
Stock-based compensation cost							46,354				46,354
Cumulative effect of accounting change									(5,761)		(5,761)
Repurchase of common shares:											
Benefit plans			(1,016,238)	(1,016,238)						(42,737)	(42,737)
Balance at June 30, 2007	7,300,000	436,095,303	(23,477,044)	412,618,259	$ 565,000	$ 87,219	$ 2,721,554	$ 265,388	$ 2,790,674	$ (1,081,774)	$ 5,348,061
Balance at December 31, 2007	8,300,000	532,493,081	(65,951,394)	466,541,687	$ 1,565,000	$ 106,499	$ 4,590,174	$ 236,364	$ 557,204	$ (1,831,706)	$ 5,223,535
Comprehensive income:											
Net income									161,932		161,932
Other comprehensive income, net of tax:											
Change in unrealized gains (losses) on investments, net of tax								(21,513)			(21,513)
Change in unrealized gains (losses) on derivatives, net of tax								42,270			42,270
Defined benefit pension plans adjustment								(472)			(472)
Comprehensive income											182,217
Cash dividends:											
Preferred stock, series A ($1.74 per share)									(5,750)		(5,750)
Preferred stock, series B ($2.31 per share)									(8,897)		(8,897)
Preferred stock, series C ($33.23 per share)									(41,446)		(41,446)
Restricted stock dividend									(1,848)		(1,848)
Issuance of common shares		1,517,097	3,142	1,520,239		303	18,704			70	19,077
Issuance of preferred shares, preferred stock issuance costs and related amortization	150,000				150,000		(4,332)		(323)		145,345
Tax benefit related to employee stock option and purchase plans							(10,016)				(10,016)
Stock-based compensation cost							43,201				43,201
Cumulative effect of accounting change related to adoption of SFAS No. 159								(194,655)	194,655		—
Repurchase of common shares:											
Benefit plans			(496,533)	(496,533)						(10,414)	(10,414)
Balance at June 30, 2008	8,450,000	534,010,178	(66,444,785)	467,565,393	$ 1,715,000	$ 106,802	$ 4,637,731	$ 61,994	$ 855,527	$ (1,842,050)	$ 5,535,004

See accompanying notes to consolidated financial statements.

SLM CORPORATION

CONSOLIDATED STATEMENTS OF CASH FLOWS
(Dollars in thousands)

	Six Months Ended June 30, 2008 (Unaudited)	Six Months Ended June 30, 2007 (Unaudited)
Operating activities		
Net income	$ 161,932	$ 1,082,624
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Gains on student loan securitizations	—	(367,300)
Losses on sales of loans and securities, net	78,249	41,888
Stock-based compensation cost	48,080	52,840
Unrealized (gains)/losses on derivative and hedging activities, excluding equity forwards	(64,418)	(125,946)
Unrealized (gains)/losses on derivative and hedging activities — equity forwards	—	(383,969)
Provisions for loan losses	280,326	298,530
Minority interest, net	(1,517)	(190)
Mortgage loans originated	(35,455)	(441,376)
Proceeds from sales of mortgage loans	36,400	469,125
Decrease (increase) in purchased paper — mortgage loans	109,720	(400,230)
Decrease in restricted cash-other	1,050	27,059
Decrease (increase) in accrued interest receivable	52,020	(677,935)
(Decrease) increase in accrued interest payable	(166,484)	203,375
Adjustment for non-cash loss/(income) related to Retained Interest	279,900	(10,255)
(Increase) decrease in other assets, goodwill and acquired intangible assets, net	(56,657)	167,801
(Decrease) in other liabilities	(346,220)	(245,656)
Total adjustments	214,994	(1,392,239)
Net cash provided by (used in) operating activities	376,926	(309,615)
Investing activities		
Student loans acquired	(15,340,698)	(20,428,723)
Loans purchased from securitized trusts (primarily loan consolidations)	(555,024)	(3,107,240)
Reduction of student loans:		
Installment payments	5,268,996	5,791,060
Proceeds from securitization of student loans treated as sales	—	1,976,599
Proceeds from sales of student loans	27,239	777,154
Other loans originated	(931,752)	(1,677,791)
Other loans repaid	1,183,672	1,767,690
Other investing activities, net	(58,287)	(133,358)
Purchases of available-for-sale securities	(72,071,580)	(23,921,722)
Proceeds from sales of available-for-sale securities	—	73,197
Proceeds from maturities of available-for-sale securities	72,279,652	24,683,374
Purchases of held-to-maturity and other securities	(400)	(540)
Proceeds from maturities of held-to-maturity securities and other securities	12,502	10,683
Decrease (increase) in restricted cash — on-balance sheet trusts	874,029	(1,071,161)
Return of investment from Retained Interest	217,391	144,923
Purchase of subsidiaries, net of cash acquired	(37,868)	—
Net cash used in investing activities	(9,132,128)	(15,115,855)
Financing activities		
Short-term borrowings issued	5,995,653	3,019,225
Short-term borrowings repaid	(7,501,607)	(2,760,750)
Long-term borrowings issued	2,437,226	1,567,602
Long-term borrowings repaid	(2,619,666)	(2,453,293)
Borrowings collateralized by loans in trust issued	11,590,919	16,367,492
Borrowings collateralized by loans in trust repaid	(3,535,266)	(2,380,478)
Asset-backed financing facilities — net activity	(161,576)	2,341,693
Other financing activities, net	(3,248)	16,557
Excess tax benefit from the exercise of stock-based awards	282	8,832
Common stock issued	4,403	73,220
Net settlements on equity forward contracts	—	(152,306)
Common stock repurchased	—	(42,737)
Common dividends paid	—	(102,658)
Preferred stock issued	145,345	—
Preferred dividends paid	(56,093)	(17,928)
Net cash provided by financing activities	6,296,372	15,484,471
Net (decrease) increase in cash and cash equivalents	(2,458,830)	59,001
Cash and cash equivalents at beginning of period	7,582,031	2,621,222
Cash and cash equivalents at end of period	$ 5,123,201	$ 2,680,223
Cash disbursements made for:		
Interest	$ 3,127,241	$ 3,082,619
Income taxes	$ 564,269	$ 528,768

See accompanying notes to consolidated financial statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Information at June 30, 2008 and for the three and six months ended
June 30, 2008 and 2007 is unaudited)
(Dollars in thousands, except per share amounts, unless otherwise noted)

1. Significant Accounting Policies

Basis of Presentation

The accompanying unaudited, consolidated financial statements of SLM Corporation (the "Company") have been prepared in accordance with generally accepted accounting principles in the United States of America ("GAAP") for interim financial information. Accordingly, they do not include all of the information and footnotes required by GAAP for complete consolidated financial statements. In the opinion of management, all adjustments considered necessary for a fair statement of the results for the interim periods have been included. The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Actual results could differ from those estimates. Operating results for the three and six months ended June 30, 2008 are not necessarily indicative of the results for the year ending December 31, 2008. The consolidated balance sheet at December 31, 2007, as presented, was derived from the audited financial statements included in the Company's Annual Report on Form 10-K for the period ended December 31, 2007. These unaudited financial statements should be read in conjunction with the audited financial statements and related notes included in the Company's 2007 Annual Report on Form 10-K.

Reclassifications

Certain reclassifications have been made to the balances as of and for the three and six months ended June 30, 2007 to be consistent with classifications adopted for 2008.

Restructuring Activities

The Company is currently restructuring its business in response to the impact of the College Cost Reduction and Access Act of 2007 ("CCRAA") and current challenges in the capital markets. One-time, involuntary benefit arrangements, disposal costs (including contract termination costs and other exit costs), as well as certain other costs that are incremental and incurred as a direct result of the Company's restructuring plans, are accounted for in accordance with the Financial Accounting Standards Board's ("FASB's") Statement of Financial Accounting Standards ("SFAS") No. 146, "Accounting for Costs Associated with Exit or Disposal Activities," and are classified as restructuring expenses in the accompanying consolidated statements of income.

In conjunction with its restructuring plans, the Company has entered into one-time benefit arrangements with employees, primarily senior executives, who have been involuntarily terminated. The Company recognizes a liability when all of the following conditions have been met and the benefit arrangement has been communicated to the employees:

- Management, having the authority to approve the action, commits to a plan of termination;
- The plan of termination identifies the number of employees to be terminated, their job classifications or functions and their locations and the expected completion date;
- The plan of termination establishes the terms of the benefit arrangement, including the benefits that employees will receive upon termination, in sufficient detail to enable employees to determine the type and amount of benefits they will receive if they are involuntarily terminated; and
- Actions required to complete the plan of termination indicate that it is unlikely that significant changes to the plan of termination will be made or that the plan of termination will be withdrawn.

1. Significant Accounting Policies (Continued)

Severance costs under such one-time termination benefit arrangements may include all or some combination of severance pay, medical and dental benefits, outplacement services, and certain other costs.

Contract termination costs are expensed at the earlier of (1) the contract termination date or (2) the cease use date under the contract. Other exit costs are expensed as incurred and classified as restructuring expenses if (1) the cost is incremental to and incurred as a direct result of planned restructuring activities, and (2) the cost is not associated with or incurred to generate revenues subsequent to the Company's consummation of the related restructuring activities.

In addition to one-time involuntary benefit arrangements, the Company sponsors the SLM Corporation Employee Severance Plan, which provides severance benefits in the event of termination of the Company's and its subsidiaries' full-time employees (with the exception of certain specified levels of management and employees of the Company's Asset Performance Group ("APG") subsidiaries) and part-time employees who work at least 24 hours per week. The Company also sponsors the DMO Employee Severance Plan, which provides severance benefits to certain specified levels of full-time management and full-time employees in the Company's APG subsidiaries. The Employee Severance Plan and the DMO Employee Severance Plan (collectively, the "Severance Plan") establishes specified benefits based on base salary, job level immediately preceding termination and years of service upon termination of employment due to Involuntary Termination or a Job Abolishment, as defined in the Severance Plan. The benefits payable under the Severance Plan relate to past service and they accumulate and vest. Accordingly, the Company recognizes severance costs to be paid pursuant to the Severance Plan in accordance with SFAS No. 112, "Employer's Accounting for Post Employment Benefits," when payment of such benefits is probable and reasonably estimable. Such benefits including severance pay calculated based on the Severance Plan, medical and dental benefits, outplacement services and continuation pay, have been incurred during the first half of 2008 and the fourth quarter of 2007 as a direct result of the Company's restructuring initiatives. Accordingly, such costs are classified as restructuring expenses in the accompanying consolidated statements of income.

Recently Issued Accounting Pronouncements

Fair Value Measurements

In September 2006, the FASB issued SFAS No. 157, "Fair Value Measurements." This statement is effective for financial statements issued for fiscal years beginning after November 15, 2007. This statement defines fair value, establishes a framework for measuring fair value within GAAP, and expands disclosures about fair value measurements. This statement applies to other accounting pronouncements that require or permit fair value measurements. Accordingly, this statement does not change which types of instruments are carried at fair value, but rather establishes the framework for measuring fair value. The adoption of SFAS No. 157 on January 1, 2008 did not have a material impact on the Company's financial statements.

On February 12, 2008, the FASB issued FASB Staff Position ("FSP") SFAS No. 157-2, "Effective Date of SFAS No. 157," which defers the effective date of SFAS No. 157 for nonfinancial assets and liabilities, except for items that are recognized or disclosed at fair value in the financial statements on a recurring basis. This FSP will delay the implementation of SFAS No. 157 for the Company's accounting of goodwill, acquired intangibles, and other nonfinancial assets and liabilities that are measured at the lower of cost or market until January 1, 2009.

1. Significant Accounting Policies (Continued)

The Fair Value Option for Financial Assets and Financial Liabilities — Including an Amendment of FASB Statement No. 115

In February 2007, the FASB issued SFAS No. 159, “The Fair Value Option for Financial Assets and Financial Liabilities — Including an Amendment of FASB Statement No. 115.” This statement permits entities to choose to measure many financial instruments and certain other items at fair value (on an instrument by instrument basis). Most recognized financial assets and liabilities are eligible items for the measurement option established by the statement. There are a few exceptions, including an investment in a subsidiary or an interest in a variable interest entity that is required to be consolidated, certain obligations related to post-employment benefits, assets or liabilities recognized under leases, various deposits, and financial instruments classified as shareholder’s equity. A business entity shall report unrealized gains and losses on items for which the fair value option has been elected in earnings at each reporting date. The Company adopted SFAS No. 159 on January 1, 2008, and elected the fair value option on all of its Residual Interests effective January 1, 2008. The Company chose this election in order to simplify the accounting for Residual Interests by including all Residual Interests under one accounting model. Prior to this election, Residual Interests were accounted for either under SFAS No. 115 with changes in fair value recorded through other comprehensive income or under SFAS No. 155, “Accounting for Certain Hybrid Financial Instruments,” with changes in fair value recorded through income. At transition, the Company recorded a pre-tax gain to retained earnings as a cumulative-effect adjustment totaling $301 million ($195 million net of tax). This amount was in accumulated other comprehensive income as of December 31, 2007, and as a result equity was not impacted at transition on January 1, 2008. Changes in fair value of Residual Interests on and after January 1, 2008 are recorded through the income statement. The Company has not elected the fair value option for any other financial instruments at this time.

Business Combinations

In December 2007, the FASB issued SFAS No. 141(R), “Business Combinations.” SFAS No. 141(R) requires the acquiring entity in a business combination to recognize the entire acquisition-date fair value of assets acquired and liabilities assumed in both full and partial acquisitions; changes the recognition of assets acquired and liabilities assumed related to contingencies; changes the recognition and measurement of contingent consideration; requires expensing of most transaction and restructuring costs; and requires additional disclosures to enable the users of the financial statements to evaluate and understand the nature and financial effect of the business combination. SFAS No. 141(R) applies to all transactions or other events in which the Company obtains control of one or more businesses. SFAS No. 141(R) applies prospectively to business combinations for which the acquisition date is on or after the beginning of the reporting period beginning on or after December 15, 2008, which for the Company is January 1, 2009. Early adoption is not permitted.

Noncontrolling Interests in Consolidated Financial Statements — an Amendment of Accounting Research Bulletin No. 51

In December 2007, the FASB issued SFAS No. 160, “Noncontrolling Interests in Consolidated Financial Statements — an Amendment of Accounting Research Bulletin No. 51.” SFAS No. 160 requires reporting entities to present noncontrolling (minority) interests as equity (as opposed to its current presentation as a liability or mezzanine equity) and provides guidance on the accounting for transactions between an entity and noncontrolling interests. SFAS No. 160 applies prospectively for reporting periods beginning on or after

1. Significant Accounting Policies (Continued)

December 15, 2008, which for the Company is January 1, 2009, except for the presentation and disclosure requirements which will be applied retrospectively for all periods presented. Adoption of this standard will not be material to the Company.

Disclosures about Derivative Investments and Hedging Activities — an Amendment of FASB Statement No. 133

In March 2008, the FASB issued SFAS No. 161, "Disclosures about Derivative Investments and Hedging Activities — an Amendment of FASB Statement No. 133." SFAS No. 161 requires enhanced disclosures about an entity's derivative and hedging activities, including (1) how and why an entity uses derivative instruments, (2) how derivative instruments and related hedged items are accounted for under SFAS No. 133, "Accounting for Derivative Instruments and Hedging Activities," and its related interpretations, and (3) how derivative instruments and related hedged items affect an entity's financial position, financial performance, and cash flows. To meet those objectives, SFAS No. 161 requires qualitative disclosures about objectives and strategies for using derivatives, quantitative disclosures about fair value amounts of and gains and losses on derivative instruments, and disclosures about credit-risk-related contingent features in derivative agreements. SFAS No. 161 is effective for financial statements issued for fiscal years and interim periods beginning after November 15, 2008, which for the Company is January 1, 2009.

Qualifying Special Purpose Entities ("QSPEs") and Changes in the FIN No. 46 Consolidation Model

In recent meetings, the FASB tentatively decided to amend SFAS No. 140, "Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities — a replacement of FASB Statement No. 125," which would impact the accounting for QSPEs and result in certain changes to the FASB's Financial Interpretation ("FIN") No. 46R, "Consolidation of Variable Interest Entities — an interpretation of ARB No. 51." An exposure draft of the proposed amendment to SFAS No. 140 is expected in the third quarter of 2008. Based on the FASB's preliminary discussions and tentative decisions, and assuming no changes to the Company's current business model, it is likely that these changes may lead to the consolidation of certain QSPEs and variable interest entities ("VIEs"). However, the impact to the Company's accounting for its QSPEs and VIEs cannot be determined until the FASB issues the final amendments to SFAS No. 140 and FIN No. 46R.

Accounting for Convertible Debt Instruments That May Be Settled in Cash upon Conversion (Including Partial Cash Settlement)

In May 2008, the FASB issued an FSP on Accounting Principles Board Opinion ("APB") No. 14-1, "Accounting for Convertible Debt Instruments That May Be Settled in Cash upon Conversion (Including Partial Cash Settlement)." FSP APB 14-1 requires the issuer of certain convertible debt instruments that may be settled in cash (or other assets) on conversion to separately account for the liability (debt) and equity (conversion option) components of the instrument in a manner that reflects the issuer's nonconvertible debt borrowing rate. FSP APB 14-1, which is applied retrospectively, is effective for the Company beginning January 1, 2009. The Company is evaluating the impact of this FSP on its accounting for its contingently convertible note issued in May 2003 and subsequently called in July 2007.

(Dollars in thousands, except per share amounts, unless otherwise noted)

1. Significant Accounting Policies (Continued)

Accounting for Hedging Activities — An Amendment of FASB Statement No. 133

In June 2008, the FASB issued an exposure draft to amend the accounting for hedging activities in SFAS No. 133. This proposed Statement is intended to simplify accounting for hedging activities, improve the financial reporting of hedging activities, resolve major practice issues related to hedge accounting that have arisen under SFAS No. 133, and address differences resulting from recognition and measurement anomalies between the accounting for derivative instruments and the accounting for hedged items or transactions. While the amendment as currently written may simplify the Company's accounting model for hedging activities under SFAS No. 133 by relieving a portion of the burdensome nature of hedge effectiveness testing and relaxing the threshold to qualify as a hedge from highly effective to reasonably effective, the Company does not expect it to significantly impact its results of operations. The full impact of the amendment cannot be evaluated until the final statement is issued later this year. It is expected the amendment will be effective January 1, 2010.

2. Allowance for Loan Losses

The Company's provisions for loan losses represent the periodic expense of maintaining an allowance sufficient to absorb incurred losses, net of recoveries, in the loan portfolios. The evaluation of the provisions for loan losses is inherently subjective as it requires material estimates that may be susceptible to significant changes. The Company believes that the allowance for loan losses is appropriate to cover probable losses incurred in the loan portfolios.

The following tables summarize the total loan provisions for the three and six months ended June 30, 2008 and 2007.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2008	2007	2008	2007
Private Education Loans	$ 119,838	$ 138,779	$ 238,449	$ 280,406
FFELP Stafford and Other Student Loans	19,295	6,192	35,398	11,760
Mortgage and consumer loans	3,882	3,229	6,479	6,364
Total provisions for loan losses	$ 143,015	$ 148,200	$ 280,326	$ 298,530

(Dollars in thousands, except per share amounts, unless otherwise noted)

2. Allowance for Loan Losses (Continued)

Allowance for Private Education Loan Losses

The following table summarizes changes in the allowance for loan losses for Private Education Loans for the three and six months ended June 30, 2008 and 2007.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2008	2007	2008	2007
Balance at beginning of period	$ 938,409	$ 369,072	$ 885,931	$ 308,346
Provision for Private Education Loan losses	119,838	138,779	238,449	280,406
Charge-offs	(104,593)	(87,773)	(188,752)	(169,684)
Recoveries	8,402	7,826	18,334	14,616
Net charge-offs	(96,191)	(79,947)	(170,418)	(155,068)
Reclassification of interest reserve(1)	8,094	—	16,188	—
Balance before securitization of Private Education Loans	970,150	427,904	970,150	433,684
Reduction for securitization of Private Education Loans	—	—	—	(5,780)
Balance at end of period	$ 970,150	$ 427,904	$ 970,150	$ 427,904
Net charge-offs as a percentage of average loans in repayment (annualized)	4.84%	6.19%	4.54%	6.04%
Net charge-offs as a percentage of average loans in repayment and forbearance (annualized)	4.20%	5.63%	3.91%	5.56%
Allowance as a percentage of the ending total loan balance	4.99%	3.74%	4.99%	3.74%
Allowance as a percentage of ending loans in repayment	11.27%	7.79%	11.27%	7.79%
Allowance coverage of net charge-offs (annualized)	2.51	1.33	2.83	1.37
Ending total loans, gross	$ 19,448,703	$ 11,828,998	$ 19,448,703	$ 11,828,998
Average loans in repayment	$ 7,991,624	$ 5,181,847	$ 7,543,605	$ 5,173,892
Ending loans in repayment	$ 8,608,651	$ 5,496,478	$ 8,608,651	$ 5,496,478

(1) Represents the amount of uncollectible interest, initially reserved within interest income, that is transferred in the period to the allowance for loan losses when interest is capitalized to a loan's principal balance. Prior to 2008, the interest reserve was reversed in interest income and then included in the provision within the allowance for loan losses. This amount was $5 million and $8 million, for the three and six months ended June 30, 2007, respectively. This change in presentation results in no impact to net income.

Due to the seasoning of the Private Education Loan portfolio, shifts in its mix, certain economic factors and other operational factors, the Company has expected and has seen charge-off rates increase from the levels experienced prior to 2007. In the fourth quarter of 2007, the Company recorded provision expense of $503 million related to the Private Education Loan portfolio. This significant increase in provision expense compared to prior and current quarters primarily relates to the non-traditional portion of the Company's Private Education Loan portfolio which the Company had been expanding over the past few years. The

2. Allowance for Loan Losses (Continued)

Company has recently terminated these non-traditional loan programs because the performance of these loans turned out to be materially different from its original expectations and from the rest of the Company's Private Education Loan programs. The non-traditional portfolio is particularly impacted by the weakening U.S. economy and an underlying borrower's ability to repay a non-traditional loan. As a result, the Company recorded the additional provision in the fourth quarter of 2007, and this is the primary reason that the allowance as a percentage of the ending total loan balance and as a percentage of ending loans in repayment is significantly higher at June 30, 2008 versus June 30, 2007.

Private Education Loan Delinquencies

The table below presents the Company's Private Education Loan delinquency trends as of June 30, 2008, December 31, 2007, and June 30, 2007. Delinquencies have the potential to adversely impact earnings if the loan charges off and results in increased servicing and collection costs.

	Private Education Loan Delinquencies					
	June 30, 2008		December 31, 2007		June 30, 2007	
(Dollars in millions)	Balance	%	Balance	%	Balance	%
Loans in-school/grace/deferment(1)	$ 9,662		$ 8,151		$ 5,789	
Loans in forbearance(2)	1,178		974		544	
Loans in repayment and percentage of each status:						
Loans current	7,720	89.7%	6,236	88.5%	4,873	88.7%
Loans delinquent 31-60 days(3)	326	3.8	306	4.3	243	4.4
Loans delinquent 61-90 days(3)	210	2.4	176	2.5	131	2.4
Loans delinquent greater than 90 days(3)	353	4.1	329	4.7	249	4.5
Total Private Education Loans in repayment	8,609	100%	7,047	100%	5,496	100%
Total Private Education Loans, gross	19,449		16,172		11,829	
Private Education Loan unamortized discount	(508)		(468)		(387)	
Total Private Education Loans	18,941		15,704		11,442	
Private Education Loan allowance for losses	(970)		(886)		(428)	
Private Education Loans, net	$ 17,971		$ 14,818		$ 11,014	
Percentage of Private Education Loans in repayment		44.3%		43.6%		46.5%
Delinquencies as a percentage of Private Education Loans in repayment		10.3%		11.5%		11.3%
Loans in forbearance as a percentage of loans in repayment and forbearance		12.0%		12.1%		9.0%

(1) Loans for borrowers who may be attending school or engaging in other permitted educational activities and are not yet required to make payments on their loans, e.g., residency periods for medical students or a grace period for bar exam preparation.

(2) Loans for borrowers who have requested extension of grace period generally during employment transition or who have temporarily ceased making full payments due to hardship or other factors consistent with the established loan program servicing procedures and policies.

(3) The period of delinquency is based on the number of days scheduled payments are contractually past due.

(Dollars in thousands, except per share amounts, unless otherwise noted)

2. Allowance for Loan Losses (Continued)

Allowance for FFELP Loan Losses

The following table summarizes changes in the allowance for loan losses for the FFELP loan portfolio for the three and six months ended June 30, 2008 and 2007.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2008	2007	2008	2007
Balance at beginning of period	$ 93,997	$ 22,279	$ 88,729	$ 20,315
Provisions for student loan losses	19,295	6,192	35,398	11,760
Net charge-offs	(15,876)	(4,720)	(26,711)	(8,621)
Increase for student loan sales and securitization activity	277	332	277	629
Balance at end of period	$ 97,693	$ 24,083	$ 97,693	$ 24,083

The Company maintains an allowance for Risk Sharing loan losses on its FFELP loan portfolio. The level of Risk Sharing has varied over the past few years with legislative changes. As of June 30, 2008, 44 percent of the on-balance sheet FFELP loan portfolio was subject to three-percent Risk Sharing, 55 percent was subject to two-percent Risk Sharing and the remaining one percent was not subject to any Risk Sharing. At June 30, 2007, the Company's FFELP loans were serviced under the Exceptional Performer designation from ED which limited the portfolio to only one-percent Risk Sharing. The Exceptional Performer designation was eliminated by the CCRAA effective October 1, 2007.

2. Allowance for Loan Losses (Continued)

FFELP Loan Delinquencies

The table below shows the Company's FFELP loan delinquency trends as of June 30, 2008, December 31, 2007 and June 30, 2007. Delinquencies have the potential to adversely impact earnings if the account charges off and results in increased servicing and collection costs.

	FFELP Loan Delinquencies					
	June 30, 2008		December 31, 2007		June 30, 2007	
(Dollars in millions)	Balance	%	Balance	%	Balance	%
Loans in-school/grace/deferment(1)	$ 35,136		$ 31,200		$ 28,396	
Loans in forbearance(2)	12,245		10,675		9,366	
Loans in repayment and percentage of each status:						
Loans current	57,046	85.5%	55,128	84.4%	50,790	84.9%
Loans delinquent 31-60 days(3)	3,573	5.4	3,650	5.6	3,000	5.0
Loans delinquent 61-90 days(3)	1,662	2.5	1,841	2.8	1,707	2.8
Loans delinquent greater than 90 days(3)	4,406	6.6	4,671	7.2	4,353	7.3
Total FFELP loans in repayment	66,687	100%	65,290	100%	59,850	100%
Total FFELP loans, gross	114,068		107,165		97,612	
FFELP loan unamortized premium	2,348		2,259		2,024	
Total FFELP loans	116,416		109,424		99,636	
FFELP loan allowance for losses	(98)		(89)		(24)	
FFELP loans, net	$ 116,318		$ 109,335		$ 99,612	
Percentage of FFELP loans in repayment		58.5%		60.9%		61.3%
Delinquencies as a percentage of FFELP loans in repayment		14.5%		15.6%		15.1%
FFELP loans in forbearance as a percentage of loans in repayment and forbearance		15.5%		14.1%		13.5%

(1) Loans for borrowers who may be attending school or engaging in other permitted educational activities and are not yet required to make payments on the loans, e.g., residency periods for medical students or a grace period for bar exam preparation.

(2) Loans for borrowers who have requested extension of grace period generally during employment transition or who have temporarily ceased making full payments due to hardship or other factors, consistent with the established loan program servicing policies and procedures.

(3) The period of delinquency is based on the number of days scheduled payments are contractually past due.

3. Goodwill and Acquired Intangible Assets

Intangible assets include the following:

(Dollars in millions)	Average Amortization Period	As of June 30, 2008 Gross	Accumulated Amortization	Net
Intangible assets subject to amortization:				
Customer, services, and lending relationships	12 years	$ 371	$ (183)	$ 188
Software and technology	7 years	95	(84)	11
Non-compete agreements	2 years	11	(10)	1
Total		477	(277)	200
Intangible assets not subject to amortization:				
Trade names and trademarks	Indefinite	119	—	119
Total acquired intangible assets		$ 596	$ (277)	$ 319

(Dollars in millions)	Average Amortization Period	As of December 31, 2007 Gross	Accumulated Amortization	Net
Intangible assets subject to amortization:				
Customer, services, and lending relationships	13 years	$ 366	$ (160)	$ 206
Software and technology	7 years	95	(77)	18
Non-compete agreements	2 years	12	(10)	2
Total		473	(247)	226
Intangible assets not subject to amortization:				
Trade names and trademarks	Indefinite	110	—	110
Total acquired intangible assets		$ 583	$ (247)	$ 336

The Company recorded amortization of acquired intangibles totaling $15 million and $16 million for the three months ended June 30, 2008 and 2007, respectively, and $31 million and $31 million for the six months ended June 30, 2008 and 2007, respectively. In the first quarter of 2007, the Company recognized intangible impairments of $9 million in connection with certain tax exempt bonds previously acquired through the purchase of certain subsidiaries. The Company will continue to amortize its intangible assets with definite useful lives over their remaining estimated useful lives.

A summary of changes in the Company's goodwill by reportable segment (see Note 13, "Segment Reporting") is as follows:

(Dollars in millions)	December 31, 2007	Adjustments	June 30, 2008
Lending	$ 388	$ —	$ 388
APG	377	19	396
Corporate and Other	200	2	202
Total	$ 965	$ 21	$ 986

3. Goodwill and Acquired Intangible Assets (Continued)

On January 3, 2008, the Company acquired an additional 12 percent interest in AFS Holdings, LLC ("AFS") for a purchase price of approximately $38 million, increasing the Company's total purchase price to approximately $324 million including cash consideration and certain acquisition costs for its 100 percent controlling interest. The acquisition was accounted for under the purchase method of accounting as defined in SFAS No. 141, "Business Combinations." The Company's purchase price allocation associated with the January 2008 acquisition resulted in goodwill of approximately $19 million, which increased the aggregate goodwill associated with the Company's acquisition of AFS to $226 million. The remaining fair value of AFS's assets and liabilities at each respective acquisition date was primarily allocated to purchased loan portfolios and other identifiable intangible assets.

4. Student Loan Securitization

Securitization Activity

The Company securitizes its student loan assets and for transactions qualifying as sales, retains a Residual Interest and servicing rights (as the Company retains the servicing responsibilities), all of which are referred to as the Company's Retained Interest in off-balance sheet securitized loans. The Residual Interest is the right to receive cash flows from the student loans and reserve accounts in excess of the amounts needed to pay servicing, derivative costs (if any), other fees, and the principal and interest on the bonds backed by the student loans. The investors in the securitization trusts have no recourse to the Company's other assets should there be a failure of the trusts to pay principal or interest to investors when due.

The following table summarizes the Company's securitization activity for the three and six months ended June 30, 2008 and 2007. Those securitizations listed as sales are off-balance sheet transactions and those listed as financings remain on-balance sheet.

4. Student Loan Securitization (Continued)

	Three Months Ended June 30,							
	2008				2007			
(Dollars in millions)	No. of Transactions	Loan Amount Securitized	Pre-Tax Gain	Gain %	No. of Transactions	Loan Amount Securitized	Pre-Tax Gain	Gain %
Securitizations sales:								
FFELP Stafford/PLUS loans	—	$ —	$ —	—%	—	$ —	$ —	—%
FFELP Consolidation Loans	—	—	—	—	—	—	—	—
Private Education Loans	—	—	—	—	—	—	—	—
Total securitizations sales	—	—	$ —	—%		—	$ —	—%
Securitization financings:								
FFELP Stafford/PLUS Loans(1)	3	7,125			—	—		
FFELP Consolidation Loans(1)	—	—			1	4,985		
Total securitizations financings	3	7,125			1	4,985		
Total securitizations	3	$ 7,125			1	$ 4,985		

	Six Months Ended June 30,							
	2008				2007			
(Dollars in millions)	No. of Transactions	Loan Amount Securitized	Pre-Tax Gain	Gain %	No. of Transactions	Loan Amount Securitized	Pre-Tax Gain	Gain %
Securitizations sales:								
FFELP Stafford/PLUS loans	—	$ —	$ —	—%	—	$ —	$ —	—%
FFELP Consolidation Loans	—	—	—	—	—	—	—	—
Private Education Loans	—	—	—	—	1	2,000	367	18.4
Total securitizations sales	—	—	$ —	—%	1	2,000	$ 367	18.4%
Securitization financings:								
FFELP Stafford/PLUS Loans(1)	6	11,825			2	7,004		
FFELP Consolidation Loans(1)	—	—			2	8,987		
Total securitizations financings	6	11,825			4	15,991		
Total securitizations	6	$ 11,825			5	$ 17,991		

(1) In certain securitizations there are terms within the deal structure that result in such securitizations not qualifying for sale treatment and accordingly, they are accounted for on-balance sheet as VIEs. Terms that prevent sale treatment include: (1) allowing the Company to hold certain rights that can affect the remarketing of certain bonds, (2) allowing the trust to enter into interest rate cap agreements after the initial settlement of the securitization, which do not relate to the reissuance of third party beneficial interests or (3) allowing the Company to hold an unconditional call option related to a certain percentage of the securitized assets.

(Dollars in thousands, except per share amounts, unless otherwise noted)

4. Student Loan Securitization (Continued)

Key economic assumptions used in estimating the fair value of Residual Interests at the date of securitization resulting from the student loan securitization sale transactions completed during the three and six months ended June 30, 2008 and 2007 were as follows:

	Three Months Ended June 30,					
	2008			2007		
Prepayment Speed (annual rate)	FFELP Stafford and PLUS(1)	FFELP Consolidation Loans(1)	Private Education Loans(1)	FFELP Stafford and PLUS(1)	FFELP Consolidation Loans(1)	Private Education Loans(1)
Interim status	—	—	—	—	—	—
Repayment status	—	—	—	—	—	—
Life of loan repayment status	—	—	—	—	—	—
Weighted average life	—	—	—	—	—	—
Expected credit losses (% of principal securitized)	—	—	—	—	—	—
Residual cash flows discounted at (weighted average)	—	—	—	—	—	—

(1) No securitizations qualified for sale treatment in the period.

	Six Months Ended June 30,					
	2008			2007		
Prepayment Speed (annual rate)	FFELP Stafford and PLUS(1)	FFELP Consolidation Loans(1)	Private Education Loans(1)	FFELP Stafford and PLUS(1)	FFELP Consolidation Loans(1)	Private Education Loans
Interim status	—	—	—	—	—	0%
Repayment status	—	—	—	—	—	4-7%
Life of loan repayment status	—	—	—	—	—	6%
Weighted average life	—	—	—	—	—	9.4 yrs.
Expected credit losses (% of principal securitized)	—	—	—	—	—	4.69%
Residual cash flows discounted at (weighted average)	—	—	—	—	—	12.5%

(1) No securitizations qualified for sale treatment in the period.

Retained Interest in Securitized Receivables

The following tables summarize the fair value of the Company's Residual Interests included in the Company's Retained Interest (and the assumptions used to value such Residual Interests), along with the underlying off-balance sheet student loans that relate to those securitizations in transactions that were treated as sales as of June 30, 2008 and December 31, 2007.

4. Student Loan Securitization (Continued)

	As of June 30, 2008			
(Dollars in millions)	FFELP Stafford and PLUS	Consolidation Loan Trusts(1)	Private Education Loan Trusts	Total
Fair value of Residual Interests(2)	$ 410	$ 619	$ 1,516	$ 2,545
Underlying securitized loan balance(3)	8,383	15,586	13,773	37,742
Weighted average life	2.8 yrs.	7.3 yrs.	6.6 yrs.	
Prepayment speed (annual rate)(4)				
Interim status	0%	N/A	0%	
Repayment status	0-30%	3-8%	1-30%	
Life of loan — repayment status	17	6%	9%	
Expected credit losses (% of outstanding student loan principal)	.10%	.20%	5.36%	
Residual cash flows discount rate	12.0%	10.0%	16.4%	

	As of December 31, 2007			
(Dollars in millions)	FFELP Stafford and PLUS	Consolidation Loan Trusts(1)	Private Education Loan Trusts	Total
Fair value of Residual Interests(2)	$ 390	$ 730	$ 1,924	$ 3,044
Underlying securitized loan balance(3)	9,338	15,968	14,199	39,505
Weighted average life	2.7 yrs.	7.4 yrs.	7.0 yrs.	
Prepayment speed (annual rate)(4)				
Interim status	0%	N/A	0%	
Repayment status	0-37%	3-8%	1-30%	
Life of loan — repayment status	21%	6%	9%	
Expected credit losses (% of outstanding student loan principal)	.11%	.21%	5.28%	
Residual cash flows discount rate	12.0%	9.8%	12.9%	

(1) Includes $295 million and $283 million related to the fair value of the Embedded Floor Income as of June 30, 2008 and December 31, 2007, respectively. Changes in the fair value of the Embedded Floor Income are primarily due to changes in the interest rates and the paydown of the underlying loans.

(2) At December 31, 2007, the Company had unrealized gains (pre-tax) in accumulated other comprehensive income of $301 million that related to the Retained Interests. There were no such gains at June 30, 2008.

(3) In addition to student loans in off-balance sheet trusts, the Company had $75.2 billion and $65.5 billion of securitized student loans outstanding (face amount) as of June 30, 2008 and December 31, 2007, respectively, in on-balance sheet securitization trusts.

(4) The Company uses CPR curves for Residual Interest valuations that are based on seasoning (the number of months since entering repayment). Under this methodology, a different CPR is applied to each year of a loan's seasoning. Repayment status CPR used is based on the number of months since first entering repayment (seasoning). Life of loan CPR is related to repayment status only and does not include the impact of the loan while in interim status. The CPR assumption used for all periods includes the impact of projected defaults.

As previously discussed, the Company adopted SFAS No. 159 on January 1, 2008, and has elected the fair value option on all of the Residual Interests effective January 1, 2008. The Company chose this election in order to record all Residual Interests under one accounting model. Prior to this election, Residual Interests were accounted for either under SFAS No. 115 with changes in fair value recorded through other

4. Student Loan Securitization (Continued)

comprehensive income, except if impaired in which case changes in fair value were recorded through income, or under SFAS No. 155 with all changes in fair value recorded through income. Changes in the fair value of Residual Interests from January 1, 2008 forward are recorded in the servicing and securitization revenue line item of the consolidated income statement.

The Company recorded a net unrealized mark-to-market loss related to the Residual Interests of $280 million during the six months ended June 30, 2008. The mark-to-market loss was primarily related to the increase in the discount rate assumption related to the Private Education Loan Residual Interest. This discount rate is applied to the projected cash flows to arrive at a fair value representative of the current economic conditions. The Company increased the risk premium by 350 basis points (from December 31, 2007) to take into account the current level of cash flow uncertainty and lack of liquidity that exists with the Private Education Loan Residual Interests in light of the current economic and credit uncertainty that exists in the market. The increase in the discount rate accounted for $244 million of the net unrealized mark-to-market loss for the six months ended June 30, 2008.

The 2008 mark-to-market loss was also related to increases in the cost of funds assumptions related to the underlying auction rate securities bonds within the FFELP ($1.7 billion face amount of bonds) and Private Education Loan ($0.6 billion face amount of bonds) trusts, which resulted in a $98 million decrease in fair value.

The Company recorded impairments to the Retained Interests of $46 million for the six months ended June 30, 2007. The impairment charges were primarily the result of FFELP loans prepaying faster than projected through loan consolidations. In addition, the Company recorded an unrealized mark-to-market loss under SFAS No. 155 of $57 million for the six months ended June 30, 2007.

The table below shows the Company's off-balance sheet Private Education Loan delinquency trends as of June 30, 2008, December 31, 2007 and June 30, 2007.

	June 30, 2008		December 31, 2007		June 30, 2007	
(Dollars in millions)	Balance	%	Balance	%	Balance	%
Loans in-school/grace/deferment[1]	$ 4,159		$ 4,963		$ 6,136	
Loans in forbearance[2]	1,339		1,417		1,093	
Loans in repayment and percentage of each status:						
Loans current	7,871	95.1%	7,403	94.7%	7,002	95.3%
Loans delinquent 31-60 days[3]	178	2.2	202	2.6	196	2.7
Loans delinquent 61-90 days[3]	102	1.2	84	1.1	66	.9
Loans delinquent greater than 90 days[3]	124	1.5	130	1.6	80	1.1
Total off-balance sheet Private Education Loans in repayment	8,275	100%	7,819	100%	7,344	100%
Total off-balance sheet Private Education Loans, gross	$ 13,773		$ 14,199		$ 14,573	

(1) Loans for borrowers who may be attending school or engaging in other permitted educational activities and are not yet required to make payments on their loans, e.g., residency periods for medical students or a grace period for bar exam preparation.

(2) Loans for borrowers who have requested extension of grace period generally during employment transition or who have temporarily ceased making full payments due to hardship or other factors consistent with the established loan program servicing procedures and programs.

(3) The period of delinquency is based on the number of days scheduled payments are contractually past due.

5. Derivative Financial Instruments

Summary of Derivative Financial Statement Impact

The following tables summarize the fair values and notional amounts of all derivative instruments at June 30, 2008 and December 31, 2007 and their impact on other comprehensive income and earnings for the three and six months ended June 30, 2008 and 2007. At June 30, 2008 and December 31, 2007, available-for-sale securities with fair values of $208 million and $196 million (none of which was in restricted cash and investments on the balance sheet), respectively, and $69 million and $890 million, respectively, of cash were pledged as collateral against these derivative instruments. In addition, $2.2 billion ($0.1 billion of which is in restricted cash and investments on the balance sheet) and $1.3 billion (none of which was in restricted cash and investments on the balance sheet) of cash was held as collateral at June 30, 2008 and December 31, 2007, respectively, for derivative counterparties where the Company has exposure.

	Cash Flow		Fair Value		Trading		Total	
(Dollars in millions)	June 30, 2008	December 31, 2007	June 30, 2008	December 31, 2007	June 30, 2008	December 31, 2007	June 30, 2008	December 31, 2007
Fair Values(1)								
Interest rate swaps	$ 32	$ (34)	$ 142	$ 102	$ (51)	$ 252	$ 123	$ 320
Floor/Cap contracts	—	—	—	—	(639)	(442)	(639)	(442)
Futures	—	—	—	—	(2)	—	(2)	—
Cross currency interest rate swaps	—	—	5,137	3,640	(1)	3	5,136	3,643
Total	$ 32	$ (34)	$ 5,279	$ 3,742	$ (693)	$ (187)	$ 4,618	$ 3,521
(Dollars in billions)								
Notional Values								
Interest rate swaps	$ 5.5	$ 3.1	$ 15.6	$ 14.7	$ 185.0	$ 199.5	$ 206.1	$ 217.3
Floor/Cap contracts	—	—	—	—	38.2	38.9	38.2	38.9
Futures	—	—	—	—	.3	.6	.3	.6
Cross currency interest rate swaps	—	—	23.8	23.8	.1	.1	23.9	23.9
Other(2)	—	—	—	—	.7	.7	.7	.7
Total	$ 5.5	$ 3.1	$ 39.4	$ 38.5	$ 224.3	$ 239.8	$ 269.2	$ 281.4

(1) Fair values reported are exclusive of collateral held and/or pledged.

(2) "Other" includes embedded derivatives bifurcated from newly issued on-balance sheet securitization debt, as a result of adopting SFAS No. 155, "Accounting for Certain Hybrid Financial Instruments."

5. Derivative Financial Instruments (Continued)

	Three Months Ended June 30,							
	Cash Flow		Fair Value		Trading		Total	
(Dollars in millions)	2008	2007	2008	2007	2008	2007	2008	2007
Change in fair value to cash flow hedges	$ 74	$ 6	$ —	$ —	$ —	$ —	$ 74	$ 6
Amortization of effective hedges(1)	—	—	—	—	—	—	—	—
Change in accumulated other comprehensive income, net	$ 74	$ 6	$ —	$ —	$ —	$ —	$ 74	$ 6
Earnings Summary								
Amortization of closed futures contracts' gains/losses in interest expense(2)	$ —	$ —	$ —	$ —	$ —	$ —	$ —	$ —
Gains (losses) on derivative and hedging activities — Realized(3)	—	—	—	—	(67)	(20)	(67)	(20)
Gains (losses) on derivative and hedging activities — Unrealized(4)	—	—	37	1	392	841	429	842
Total earnings impact	$ —	$ —	$ 37	$ 1	$ 325	$ 821	$ 362	$ 822

	Six Months Ended June 30,							
	Cash Flow		Fair Value		Trading		Total	
(Dollars in millions)	2008	2007	2008	2007	2008	2007	2008	2007
Change in fair value to cash flow hedges	$ 42	$ 6	$ —	$ —	$ —	$ —	$ 42	$ 6
Amortization of effective hedges(1)	—	1	—	—	—	—	—	1
Change in accumulated other comprehensive income, net	$ 42	$ 7	$ —	$ —	$ —	$ —	$ 42	$ 7
Earnings Summary								
Amortization of closed futures contracts' gains/losses in interest expense(2)	$ —	$ (2)	$ —	$ —	$ —	$ —	$ —	$ (2)
Gains (losses) on derivative and hedging activities — Realized(3)	—	—	—	—	25	(45)	25	(45)
Gains (losses) on derivative and hedging activities — Unrealized(4)	—	—	99	16	(35)	494	64	510
Total earnings impact	$ —	$ (2)	$ 99	$ 16	$ (10)	$ 449	$ 89	$ 463

(1) The Company expects to amortize $.1 million of after-tax net losses from accumulated other comprehensive income to earnings during the next 12 months related to closed futures contracts that were hedging the forecasted issuance of debt instruments outstanding as of June 30, 2008.

(2) For futures contracts that qualify as SFAS No. 133 hedges where the hedged transaction occurs.

(3) Includes net settlement income/expense related to trading derivatives and realized gains and losses related to derivative dispositions.

(4) The change in the fair value of cash flow and fair value hedges represents amounts related to ineffectiveness.

6. Other Assets

The following table provides the detail of the Company's other assets at June 30, 2008 and December 31, 2007.

	June 30, 2008		December 31, 2007	
	Ending Balance	% of Balance	Ending Balance	% of Balance
Derivatives at fair value	$ 4,993,182	39%	$ 3,744,611	35%
Accrued interest receivable	3,128,571	24	3,180,590	30
APG related receivables and Real Estate Owned	1,640,401	13	1,758,871	16
Accounts receivable — collateral posted	—	—	867,427	8
Federal, state and international net income tax asset	1,196,056	9	—	—
Benefit-related investments	471,871	4	467,379	4
Fixed assets, net	304,405	2	315,260	3
Accounts receivable — general	727,465	6	305,118	2
Other	445,203	3	107,851	2
Total	$ 12,907,154	100%	$ 10,747,107	100%

The "Derivatives at fair value" line in the above table represents the fair value of the Company's derivatives in a gain position by counterparty. At June 30, 2008 and December 31, 2007, these balances primarily included cross-currency interest rate swaps designated as fair value hedges that were offset by an increase in interest-bearing liabilities related to the hedged foreign currency-denominated debt. As of June 30, 2008 and December 31, 2007, the cumulative mark-to-market adjustment to the hedged debt was $(5.0) billion and $(3.6) billion, respectively.

7. Stockholders' Equity

The following table summarizes the Company's common share repurchases and issuances for the three and six months ended June 30, 2008 and 2007. Equity forward activity for the three and six months ended June 30, 2007 is also reported.

(Shares in millions)	Three Months Ended June 30, 2008	Three Months Ended June 30, 2007	Six Months Ended June 30, 2008	Six Months Ended June 30, 2007
Common shares repurchased:				
Benefit plans(1)	.2	.8	.5	1.0
Total shares repurchased	.2	.8	.5	1.0
Average purchase price per share	$ 23.74	$ 41.18	$ 20.98	$ 42.05
Common shares issued	.3	1.5	1.5	3.0
Equity forward contracts:				
Outstanding at beginning of period	—	48.2	—	48.2
New contracts	—	—	—	—
Exercises	—	—	—	—
Outstanding at end of period	—	48.2	—	48.2
Authority remaining at end of period for repurchases	38.8	15.7	38.8	15.7

(1) Includes shares withheld from stock option exercises and vesting of performance stock for employees' tax withholding obligations and shares tendered by employees to satisfy option exercise costs.

(Dollars in thousands, except per share amounts, unless otherwise noted)

7. Stockholders' Equity (Continued)

The closing price of the Company's common stock on June 30, 2008 was $19.35.

Accumulated Other Comprehensive Income

Accumulated other comprehensive income includes the after-tax change in unrealized gains and losses on available-for-sale investments (which includes the Retained Interest in off-balance sheet securitized loans as of December 31, 2007 and June 30, 2007), unrealized gains and losses on derivatives, and the defined benefit pension plans adjustment. The following table presents the cumulative balances of the components of other comprehensive income as of June 30, 2008, December 31, 2007 and June 30, 2007.

	June 30, 2008	December 31, 2007	June 30, 2007
Net unrealized gains (losses) on investments(1)	$ 22,604	$ 238,772	$ 250,263
Net unrealized gains (losses) on derivatives(2)	19,696	(22,574)	(671)
Defined benefit pension plans:			
Net prior service cost	—	—	(23)
Net gain	19,694	20,166	15,819
Total defined benefit pension plans(3)	19,694	20,166	15,796
Total accumulated other comprehensive income	$ 61,994	$ 236,364	$ 265,388

(1) Net of tax expense of $12,707, $125,473 and $130,348 as of June 30, 2008, December 31, 2007 and June 30, 2007, respectively.

(2) Net of tax expense of $11,118 as of June 30, 2008, and tax benefit of $12,682 and $382 as of December 31, 2007 and June 30, 2007, respectively.

(3) Net of tax expense of $11,425, $11,677 and $9,309 as of June 30, 2008, December 31, 2007 and June 30, 2007, respectively.

8. Earnings per Common Share

Basic earnings per common share ("EPS") are calculated using the weighted average number of shares of common stock outstanding during each period. A reconciliation of the numerators and denominators of the basic and diluted EPS calculations follows for the three and six months ended June 30, 2008 and 2007.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2008	2007	2008	2007
Numerator:				
Net income attributable to common stock	$ 238,345	$ 957,315	$ 105,516	$ 1,064,375
Adjusted for dividends of convertible preferred stock series C[1]	20,844	—	—	—
Adjusted for debt expense of convertible debentures ("Co-Cos"), net of taxes[2]	—	17,679	—	35,189
Adjusted for non-taxable unrealized gains on equity forwards[3]	—	(507,072)	—	(272,191)
Net income attributable to common stock, adjusted	$ 259,189	$ 467,922	$ 105,516	$ 827,373
Denominator *(shares in thousands)*:				
Weighted average shares used to compute basic EPS	466,649	411,870	466,615	411,457
Effect of dilutive securities:				
Dilutive effect of convertible preferred stock series C	50,568	—	—	—
Dilutive effect of Co-Cos	—	30,312	—	30,312
Dilutive effect of stock options, nonvested deferred compensation, nonvested restricted stock, restricted stock units, Employee Stock Purchase Plan ("ESPP") and equity forwards[3][4]	737	10,224	701	12,370
Dilutive potential common shares[5]	51,305	40,536	701	42,682
Weighted average shares used to compute diluted EPS	517,954	452,406	467,316	454,139
Net earnings per share:				
Basic earnings per common share	$ .51	$ 2.32	$ .23	$ 2.59
Dilutive effect of convertible preferred stock series C[1]	(.01)	—	—	—
Dilutive effect of Co-Cos[2]	—	(.03)	—	(.05)
Dilutive effect of equity forwards[3]	—	(1.21)	—	(.66)
Dilutive effect of stock options, nonvested deferred compensation, nonvested restricted stock, restricted stock units, and ESPP[4]	—	(.05)	—	(.06)
Diluted earnings per common share	$ .50	$ 1.03	$ .23	$ 1.82

(1) The Company's 7.25 percent mandatory convertible preferred stock series C was issued on December 31, 2007. The mandatory convertible preferred stock will automatically convert on December 15, 2010, into between 48 million shares and 59 million shares of common stock, depending upon the Company's stock price at that time. These instruments were anti-dilutive for the six months ended June 30, 2008.

(2) Emerging Issues Task Force ("EITF") Issue No. 04-8, "The Effect of Contingently Convertible Debt on Diluted Earnings per Share," requires the shares underlying Co-Cos to be included in diluted EPS computations regardless of whether the market price trigger or the conversion price has been met, using the "if-converted" method. On June 25, 2007, holders of these securities were notified that the Co-Cos would be called at par on July 25, 2007, as allowed by the terms of the indenture governing the Co-Cos.

(3) SFAS No. 128, "Earnings per Share," and the additional guidance provided by EITF Topic No. D-72, "Effect of Contracts That May Be Settled in Stock or Cash on the Computation of Diluted Earnings per Share," require both the denominator and the numerator to be adjusted in calculating the potential impact of the Company's equity forward contracts on diluted EPS. Under this guidance, when certain conditions are satisfied, the impact can be dilutive when: (1) the average share price during the period is lower than the respective strike prices on the Company's equity forward contracts, and (2) the Company recorded an unrealized gain or loss on derivative and hedging activities related to its equity forward contracts.

(4) Includes the potential dilutive effect of additional common shares that are issuable upon exercise of outstanding stock options, nonvested restricted stock, restricted stock units, and the outstanding commitment to issue shares under the ESPP, determined by the treasury stock method, and equity forward contracts determined by the reverse treasury stock method. The Company settled all of its outstanding equity forward contracts in January 2008.

(5) For the three and six months ended June 30, 2008, stock options covering approximately 40 million and 41 million shares, respectively, were outstanding but not included in the computation of diluted earnings per share because they were anti-dilutive. For the three and six months ended June 30, 2007, stock options and equity forward contracts covering approximately 21 million and 26 million shares, respectively, were outstanding but not included in the computation of diluted earnings per share because they were anti-dilutive.

(Dollars in thousands, except per share amounts, unless otherwise noted)

9. Other Income

The following table summarizes the components of "Other income" in the consolidated statements of income for the three and six months ended June 30, 2008 and 2007.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2008	2007	2008	2007
Late fees and forbearance fees	$ 34,030	$ 32,405	$ 71,185	$ 67,627
Asset servicing and other transaction fees	26,067	25,785	51,935	50,775
Loan servicing fees	5,616	5,776	12,268	13,551
Gains on sales of mortgages and other loan fees	806	3,843	1,914	7,311
Other	42,209	21,195	64,959	46,173
Total	$ 108,728	$ 89,004	$ 202,261	$ 185,437

During the second quarter of 2008, the Company repurchased a portion of its unsecured debt with short-term maturities, which resulted in a gain that is reflected in "Other" in the above table.

Late Fees and Forbearance Fees

The Company recognizes late fees and forbearance fees on student loans when earned according to the contractual provisions of the promissory notes. Fees are recognized only to the extent they are deemed collectible.

Asset Servicing and Other Transaction Fees

The Company's Upromise subsidiary operates a number of programs that encourage consumers to save for the cost of college education. Upromise has established an affinity marketing program which is designed to increase consumer purchases of merchant goods and services and to promote saving for college by consumers who are members of this program. Merchant partners generally pay Upromise transaction fees based on member purchase volume, either online or in stores depending on the contractual arrangement with the merchant partner. A percentage of the consumer members' purchases is set aside in an account maintained by Upromise on the members' behalf. The Company recognizes transaction fee revenue in accordance with Staff Accounting Bulletin ("SAB") No. 104, "Revenue Recognition," as marketing services focused on increasing member purchase volume are rendered based on contractually determined rates and member purchase volumes.

Upromise, through its wholly-owned subsidiaries, Upromise Investments, Inc. ("UII"), a registered broker-dealer, and Upromise Investment Advisors, LLC ("UIA"), provides transfer and servicing agent services and program management associated with various 529 college-savings plans. The fees associated with the provision of these services are recognized in accordance with SAB No. 104 based on contractually determined rates and the net assets of the investments within the 529 college-savings plans (transfer and servicing agent/program management fees), and the number of accounts for which Upromise provides record-keeping and account servicing functions (an additional form of transfer and servicing agent fees).

(Dollars in thousands, except per share amounts, unless otherwise noted)

10. Restructuring Activities

During the fourth quarter of 2007, the Company initiated a restructuring program to reduce costs and improve operating efficiencies in response to the impacts of the CCRAA and current challenges in the capital markets. As part of this review the Company has refocused its lending activities, exited certain customer relationships and product lines, and is on target to reduce its operating expenses by 20 percent by the year ended December 31, 2009, as compared to the year ended December 31, 2007, before adjusting for growth and other investments. In addition, the Company has concluded that its APG operating segment purchased paper businesses no longer produce a mutual strategic fit. As a result, the Company is currently exploring alternatives for its purchased paper businesses, including a potential sale, wind-down and other options. The outcome of these different alternatives is uncertain at this time.

The following table summarizes the restructuring expenses incurred to date.

	Three Months Ended			Cumulative Expense
	December 31, 2007	March 31, 2008	June 30, 2008	as of June 30, 2008
Severance costs	$ 22,505	$ 14,869	$ 34,214	$ 71,588
Lease and other contract termination costs	—	—	8,634	8,634
Exit and other costs	—	5,809	3,892	9,701
Total(1)(2)	$ 22,505	$ 20,678	$ 46,740	$ 89,923

(1) Aggregate restructuring expenses incurred across the Company's reportable segments during the three months ended June 30, 2008, March 31, 2008 and December 31, 2007 totaled $31 million, $15 million and $19 million, respectively, in the Company's Lending reportable segment, $5 million, $1 million and $2 million, respectively, in the Company's APG reportable segment and $11 million, $5 million and $1 million, respectively, in the Company's Corporate and Other reportable segment.

(2) As of June 30, 2008, the Company estimates an additional $24 million of restructuring expenses associated with its current cost reduction efforts will be incurred in future periods primarily related to position eliminations and resulting employee terminations in its Lending business segment.

As of June 30, 2008, severance costs were incurred in conjunction with aggregate completed and planned position eliminations of approximately 2,500 positions across all of the Company's reportable segments with position eliminations ranging from senior executives to service center personnel.

The following table summarizes the restructuring liability balance, which is included in other liabilities in the accompanying consolidated balance sheet at June 30, 2008, and related activity during the six months ended June 30, 2008.

	Severance Costs	Lease and Other Contract Termination Costs	Exit and Other Costs	Total
Balance at December 31, 2007	$ 18,329	$ —	$ —	$ 18,329
Net accruals	49,083	8,634	9,701	67,418
Cash paid	(37,367)	(4,979)	(7,318)	(49,664)
Balance at June 30, 2008	$ 30,045	$ 3,655	$ 2,383	$ 36,083

11. Fair Value Measurements

The Company uses estimates of fair value as defined by SFAS No. 157 in applying various accounting standards for its financial statements. Under GAAP, fair value measurements are used in one of four ways:

- In the consolidated balance sheet with changes in fair value recorded in the consolidated statement of income;
- In the consolidated balance sheet with changes in fair value recorded in the other comprehensive income section of stockholders' equity;
- In the notes to the financial statements as required by SFAS No. 107, "Disclosures about Fair Value of Financial Instruments"; and
- In the consolidated balance sheet for instruments carried at lower of cost or market with impairment charges recorded in the consolidated statement of income.

Fair value under SFAS No. 157 is defined as the price to sell an asset or transfer a liability in an orderly transaction between willing and able market participants. In general, the Company's policy in estimating fair values is to first look at observable market prices for identical assets and liabilities in active markets, where available. When these are not available, other inputs are used to model fair value such as prices of similar instruments, yield curves, volatilities, prepayment speeds, default rates and credit spreads (including the Company's for its liabilities), relying first on observable data from active markets. Additional adjustments may be made for factors including liquidity, bid/offer spreads, etc., depending on current market conditions. Transaction costs are not included in the determination of fair value. When possible, the Company seeks to validate the model's output to market transactions. Depending on the availability of observable inputs and prices, different valuation models could produce materially different fair value estimates. The values presented may not represent future fair values and may not be realizable.

Under SFAS No. 157, the Company categorizes its fair value estimates based on a hierarchal framework associated with three levels of price transparency utilized in measuring financial instruments at fair value. Classification is based on the lowest level of input that is significant to the fair value of the instrument. The three levels are as follows:

- Level 1 — Quoted prices (unadjusted) in active markets for identical assets or liabilities that the reporting entity has the ability to access at the measurement date. The types of financial instruments included in level 1 are highly liquid instruments with quoted prices.
- Level 2 — Inputs other than quoted prices for identical instruments in active markets are used to model fair value. Significant inputs are directly observable for substantially the full term of the asset or liability being valued. Instruments included in the level 2 category include investment securities, short term liquidity investments and a majority of the Company's over-the-counter derivative contracts.
- Level 3 — Pricing inputs significant to the valuation are unobservable. Inputs are developed based on the best information available; however, significant judgment is required by management in developing the inputs. Instruments included in level 3 include residual interests in off-balance sheet securitized loans and derivatives indexed to interest rate indices that do not have active markets.

Investments (Including "Restricted")

Investments accounted for under SFAS No. 115 and classified as trading or available-for-sale, are carried at fair value in the financial statements. Investments in U.S. Treasury securities and securities issued by

11. Fair Value Measurements (Continued)

U.S. government agencies that are traded in active markets were valued using observable market prices. Other investments for which observable prices from active markets are not available (such as U.S. Treasury-backed securities) were valued through standard bond pricing models using observable market yield curves adjusted for credit and liquidity spreads. The fair value of investments in Commercial Paper, Asset Backed Commercial Paper, or Demand Deposits that have a remaining term of less than 90 days when purchased are estimated at cost. Adjustments for liquidity and credit spreads are made as appropriate.

Derivative Financial Instruments

All derivatives are accounted for at fair value in the financial statements. The fair values of a majority of derivative financial instruments, including swaps and floors, were determined by standard derivative pricing and option models using the stated terms of the contracts and observable yield curves, forward foreign currency exchange rates and volatilities from active markets. In some cases, management utilized internally developed amortization streams to model the fair value for swaps whose notional matched securitized asset balances. Complex structured derivatives or derivatives that trade in less liquid markets require significant adjustments and judgment in determining fair value that cannot be corroborated with market transactions. All of the Company's corporate and some of the Company's trust related derivatives are covered under an International Swap Dealer Association ("ISDA") agreement requiring collateral to be exchanged based on the fair value of the derivatives. For a more detailed discussion of the collateral agreements, see Note 10, "Derivative Financial Instruments," within the Company's 2007 Annual Report on Form 10-K. In all cases, the Company's derivatives require collateral movement (or reassignment of the contract) if either the counterparty or the Company experiences a credit rating decrease below a specified level. The fair value of the Company's derivatives take into account the impact of these collateral agreements in assessing counterparty nonperformance risk. It is the Company's policy to compare its derivative fair values to those received by its counterparties in order to validate the model's outputs. The carrying value of borrowings designated as the hedged item in a SFAS No. 133 fair value hedge are adjusted for changes in fair value due to benchmark interest rates and foreign-currency exchange rates. These valuations are determined through standard bond pricing models and option models (when applicable) using the stated terms of the borrowings, and observable yield curves, foreign currency exchange rates, and volatilities.

Residual Interests

The Residual Interests are carried at fair value in the financial statements. The fair value is calculated using discounted cash flow models and option models. Observable inputs from active markets are used where available, including yield curves and volatilities. Significant unobservable inputs such as prepayment speeds, default rates, certain bonds' costs of funds and discount rates, are used in determining the fair value and require significant judgment. These unobservable inputs are internally determined based upon analysis of historical data and expected industry trends. On a quarterly basis the Company back tests its prepayment speed, default rates and costs of funds assumptions by comparing those assumptions to actuals experienced. Material changes in these significant unobservable inputs can directly affect income by impacting the amount of unrealized gain or loss recorded in servicing and securitization revenue as a result of the adoption of SFAS No. 159. An analysis of the impact of changes to significant inputs is addressed further in Note 9, "Student Loan Securitization," within the Company's 2007 Annual Report on Form 10-K. In addition, market transactions are not available to validate the models' results (see Note 4, "Student Loan Securitization," for further discussion regarding these assumptions).

11. Fair Value Measurements (Continued)

The following table summarizes the valuation of the Company's financial instruments that are marked-to-market on a recurring basis in the financial statements as of June 30, 2008.

	Fair Value Measurements on a Recurring Basis as of June 30, 2008			
(Dollars in millions)	Level 1	Level 2	Level 3	Total
Assets				
Available for sale investments	$ —	$ 2,708	$ —	$ 2,708
Retained Interest in off-balance sheet securitized loans	—	—	2,545	2,545
Derivative instruments(1)	—	4,993	—	4,993
Total Assets	$ —	$ 7,701	$ 2,545	$ 10,246
Liabilities(2)				
Derivative instruments(1)	$ —	$ (252)	$ (121)	$ (373)
Total Liabilities	$ —	$ (252)	$ (121)	$ (373)

(1) Fair value of derivative instruments is comprised of market value less accrued interest and excludes collateral.

(2) Borrowings which are the hedged item in a fair value hedge relationship and which are adjusted for changes in value due to benchmark interest rates only, are not carried at full fair value and are not reflected in this table.

The following table summarizes the change in balance sheet carrying value associated with Level 3 financial instruments carried at fair value on a recurring basis during the three and six months ended June 30, 2008.

	Three Months Ended June 30, 2008			Six Months Ended June 30, 2008		
(Dollars in millions)	Residual Interests	Derivative Instruments	Total	Residual Interests	Derivative Instruments	Total
Balance, beginning of period	$ 2,874	$ (52)	$ 2,822	$ 3,044	$ (71)	$ 2,973
Total gains/(losses) (realized and unrealized):						
Included in earnings	(43)(1)	(72)(2)	(115)	17(1)	(62)(2)	(45)
Included in other comprehensive income	—	—	—	—	—	—
Purchases, issuances and settlements	(286)	3	(283)	(516)	12	(504)
Transfers in and/or out of Level 3	—	—	—	—	—	—
Balance, end of period	$ 2,545	$ (121)	$ 2,424	$ 2,545	$ (121)	$ 2,424
Change in unrealized gains/(losses) relating to instruments still held at the reporting date	$ (192)(1)	$ (68)(2)	$ (260)	$ (280)(1)	$ (49)(2)	$ (329)

(1) Recorded in servicing and securitization revenue.

(2) Recorded in gains (losses) on derivative and hedging activities, net.

12. Contingencies

In the ordinary course of business, the Company and its subsidiaries are routinely defendants in or parties to pending and threatened legal actions and proceedings including actions brought on behalf of various classes of claimants. These actions and proceedings may be based on alleged violations of consumer protection, securities, employment and other laws. In certain of these actions and proceedings, claims for substantial monetary damage are asserted against the Company and it subsidiaries.

In the ordinary course of business, the Company and its subsidiaries are subject to regulatory examinations, information gathering requests, inquiries and investigations. In connection with formal and informal inquiries in these cases, the Company and its subsidiaries receive numerous requests, subpoenas and orders for documents, testimony and information in connection with various aspects of the Company's regulated activities.

In view of the inherent difficulty of predicting the outcome of such litigation and regulatory matters, the Company cannot predict what the eventual outcome of the pending matters will be, what the timing or the ultimate resolution of these matters will be, or what the eventual loss, fines or penalties related to each pending matter may be.

In accordance with SFAS No. 5, "Accounting for Contingencies," the Company is required to establish reserves for litigation and regulatory matters when those matters present loss contingencies that are both probable and estimable. When loss contingencies are not both probable and estimable, the Company does not establish reserves.

Based on current knowledge, reserves have not been established for any pending litigation or regulatory matters. Based on current knowledge, management does not believe that loss contingencies, if any, arising from pending litigation or regulatory matters will have a material adverse effect on the consolidated financial position or liquidity of the Company.

13. Segment Reporting

The Company has two primary operating segments as defined in SFAS No. 131, "Disclosures about Segments of an Enterprise and Related Information" — the Lending operating segment and the APG, formerly known as DMO, operating segment. The Lending and APG operating segments meet the quantitative thresholds for reportable segments identified in SFAS No. 131. Accordingly, the results of operations of the Company's Lending and APG segments are presented below. The Company has smaller operating segments including the Guarantor Servicing, Loan Servicing, and Upromise operating segments, as well as certain other products and services provided to colleges and universities which do not meet the quantitative thresholds identified in SFAS No. 131. Therefore, the results of operations for these operating segments and the revenues and expenses associated with these other products and services are combined with corporate overhead and other corporate activities within the Corporate and Other reportable segment.

The management reporting process measures the performance of the Company's operating segments based on the management structure of the Company as well as the methodology used by management to evaluate performance and allocate resources. Management, including the Company's chief operating decision makers, evaluates the performance of the Company's operating segments based on their profitability. As discussed further below, management measures the profitability of the Company's operating segments based on "Core Earnings" net income. Accordingly, information regarding the Company's reportable segments is provided based on a "Core Earnings" basis. The Company's "Core Earnings" performance measures are not defined terms within GAAP and may not be comparable to similarly titled measures reported by other

13. Segment Reporting (Continued)

companies. "Core Earnings" net income reflects only current period adjustments to GAAP net income as described below. Unlike financial accounting, there is no comprehensive, authoritative guidance for management reporting. The management reporting process measures the performance of the operating segments based on the management structure of the Company and is not necessarily comparable with similar information for any other financial institution. The Company's operating segments are defined by the products and services they offer or the types of customers they serve, and they reflect the manner in which financial information is currently evaluated by management. Intersegment revenues and expenses are netted within the appropriate financial statement line items consistent with the income statement presentation provided to management. Changes in management structure or allocation methodologies and procedures may result in changes in reported segment financial information.

The Company's principal operations are located in the United States, and its results of operations and long-lived assets in geographic regions outside of the United States are not significant. In the Lending segment, no individual customer accounted for more than 10 percent of its total revenue during the three months ended June 30, 2008 and 2007. USA Funds is the Company's largest customer in both the APG and Corporate and Other segments. During the six months ended June 30, 2008 and 2007, USA Funds accounted for 28 percent and 33 percent, respectively, of the aggregate revenues generated by the Company's APG and Corporate and Other segments. No other customers accounted for more than 10 percent of total revenues in those segments for the years mentioned.

Lending

In the Company's Lending operating segment, the Company originates and acquires both FFELP loans and Private Education Loans. As of June 30, 2008, the Company managed $171.9 billion of student loans, of which $140.8 billion or 82 percent are federally insured, and serves over 10 million customers. In addition to education lending, the Company also originates mortgage and consumer loans with the intent of selling the majority of such loans. In the six months ended June 30, 2008, the Company originated $132 million in mortgage and consumer loans and its mortgage and consumer loan portfolio totaled $546 million at June 30, 2008.

Private Education Loans consist of two general types: (1) those that are designed to bridge the gap between the cost of higher education and the amount financed through either capped federally insured loans or the borrowers' resources, and (2) those that are used to meet the needs of students in alternative learning programs such as career training, distance learning and lifelong learning programs. Most higher education Private Education Loans are made in conjunction with a FFELP loan and as such are marketed through the same channel as FFELP loans by the same sales force. Unlike FFELP loans, Private Education Loans are subject to the full credit risk of the borrower. The Company manages this additional risk through industry-tested loan underwriting standards and a combination of higher interest rates and loan origination fees that compensate the Company for the higher risk.

APG

The Company's APG operating segment provides a wide range of accounts receivable and collections services including student loan default aversion services, defaulted student loan portfolio management services, contingency collections services for student loans and other asset classes, and accounts receivable management and collection for purchased portfolios of receivables that are delinquent or have been charged off by their original creditors, and sub-performing and non-performing mortgage loans. The Company's APG

13. Segment Reporting (Continued)

operating segment serves the student loan marketplace through a broad array of default management services on a contingency fee or other pay-for-performance basis to 14 FFELP guarantors and for campus-based programs.

In addition to collecting on its own purchased receivables and mortgage loans, the APG operating segment provides receivable management and collection services for federal agencies, credit card clients and other holders of consumer debt.

The Company has also concluded that its APG operating segment purchased paper businesses no longer produce a mutual strategic fit. As a result, the Company is currently exploring alternatives for its purchased paper businesses, including a potential sale, wind-down and other options.

Corporate and Other

The Company's Corporate and Other segment includes the aggregate activity of its smaller operating segments primarily its Guarantor Servicing, Loan Servicing, and Upromise operating segments. Corporate and Other also includes several smaller products and services, as well as corporate overhead.

In the Guarantor Servicing operating segment, the Company provides a full complement of administrative services to FFELP guarantors including guarantee issuance, account maintenance, and guarantee fulfillment. In the Loan Servicing operating segment, the Company provides a full complement of activities required to service student loans on behalf of lenders who are unrelated to the Company. Such servicing activities generally commence once a loan has been fully disbursed and include sending out payment coupons to borrowers, processing borrower payments, originating and disbursing FFELP Consolidation Loans on behalf of the lender, and other administrative activities required by ED.

Upromise markets and administers an affinity marketing program and also provides administration services for 529 college-savings plans. The Company's other products and services include comprehensive financing and loan delivery solutions that it provides to college financial aid offices and students to streamline the financial aid process. Corporate overhead includes all of the typical headquarter functions such as executive management, accounting and finance, human resources and marketing.

Measure of Profitability

The tables below include the condensed operating results for each of the Company's reportable segments. Management, including the chief operating decision makers, evaluates the Company on certain performance measures that the Company refers to as "Core Earnings" performance measures for each operating segment. While "Core Earnings" results are not a substitute for reported results under GAAP, the Company relies on "Core Earnings" performance measures to manage each operating segment because it believes these measures provide additional information regarding the operational and performance indicators that are most closely assessed by management.

"Core Earnings" performance measures are the primary financial performance measures used by management to develop the Company's financial plans, track results, and establish corporate performance targets and incentive compensation. Management believes this information provides additional insight into the financial performance of the core business activities of its operating segments. Accordingly, the tables presented below reflect "Core Earnings" operating measures reviewed and utilized by management to manage

13. Segment Reporting (Continued)

the business. Reconciliation of the "Core Earnings" segment totals to the Company's consolidated operating results in accordance with GAAP is also included in the tables below.

Segment Results and Reconciliations to GAAP

	Three Months Ended June 30, 2008					
(Dollars in millions)	Lending	APG	Corporate and Other	Total "Core Earnings"	Adjustments(2)	Total GAAP
Interest income:						
FFELP Stafford and Other Student Loans	$ 524	$ —	$ —	$ 524	$ (26)	$ 498
FFELP Consolidation Loans	908	—	—	908	(138)	770
Private Education Loans	665	—	—	665	(256)	409
Other loans	21	—	—	21	—	21
Cash and investments	81	—	5	86	(15)	71
Total interest income	2,199	—	5	2,204	(435)	1,769
Total interest expense	1,605	7	5	1,617	(251)	1,366
Net interest income (loss)	594	(7)	—	587	(184)	403
Less: provisions for loan losses	192	—	—	192	(49)	143
Net interest income (loss) after provisions for loan losses	402	(7)	—	395	(135)	260
Contingency fee revenue	—	84	—	84	—	84
Collections revenue	—	27	—	27	(1)	26
Guarantor servicing fees	—	—	24	24	—	24
Other income	62	—	45	107	322	429
Total other income	62	111	69	242	321	563
Restructuring expenses	31	5	11	47	—	47
Operating expenses	155	110	73	338	16	354
Total expenses	186	115	84	385	16	401
Income (loss) before income taxes and minority interest in net earnings of subsidiaries	278	(11)	(15)	252	170	422
Income tax expense (benefit)(1)	103	(4)	(6)	93	60	153
Minority interest in net earnings of subsidiaries	—	3	—	3	—	3
Net income (loss)	$ 175	$ (10)	$ (9)	$ 156	$ 110	$ 266

(1) Income taxes are based on a percentage of net income before tax for each individual reportable segment.

(2) "Core Earnings" adjustments to GAAP:

	Three Months Ended June 30, 2008				
(Dollars in millions)	Net Impact of Securitization Accounting	Net Impact of Derivative Accounting	Net Impact of Floor Income	Net Impact of Acquired Intangibles	Total
Net interest income (loss)	$ (254)	$ 89	$ (19)	$ —	$ (184)
Less: provisions for loan losses	(49)	—	—	—	(49)
Net interest income (loss) after provisions for loan losses	(205)	89	(19)	—	(135)
Contingency fee revenue	—	—	—	—	—
Collections revenue	(1)	—	—	—	(1)
Guarantor servicing fees	—	—	—	—	—
Other income	(40)	362	—	—	322
Total other income (loss)	(41)	362	—	—	321
Restructuring expenses	—	—	—	—	—
Operating expenses	1	—	—	15	16
Total expenses	1	—	—	15	16
Total pre-tax "Core Earnings" adjustments to GAAP	$ (247)	$ 451	$ (19)	$ (15)	170
Income tax benefit					60
Minority interest in net earnings of subsidiaries					—
Total "Core Earnings" adjustments to GAAP					$ 110

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Information at June 30, 2008 and for the three and six months ended June 30, 2008 and 2007 is unaudited)
(Dollars in thousands, except per share amounts, unless otherwise noted)

13. Segment Reporting (Continued)

	Three Months Ended June 30, 2007					
(Dollars in millions)	**Lending**	**APG**	**Corporate and Other**	**Total "Core Earnings"**	**Adjustments(2)**	**Total GAAP**
Interest income:						
FFELP Stafford and Other Student Loans	$ 719	$ —	$ —	$ 719	$ (208)	$ 511
FFELP Consolidation Loans	1,391	—	—	1,391	(304)	1,087
Private Education Loans	692	—	—	692	(363)	329
Other loans	27	—	—	27	—	27
Cash and investments	182	—	7	189	(47)	142
Total interest income	3,011	—	7	3,018	(922)	2,096
Total interest expense	2,371	7	5	2,383	(686)	1,697
Net interest income (loss)	640	(7)	2	635	(236)	399
Less: provisions for loan losses	247	—	—	247	(99)	148
Net interest income (loss) after provisions for loan losses	393	(7)	2	388	(137)	251
Contingency fee revenue	—	80	—	80	—	80
Collections revenue	—	77	—	77	—	77
Guarantor servicing fees	—	—	30	30	—	30
Other income	59	—	49	108	925	1,033
Total other income	59	157	79	295	925	1,220
Restructuring expenses	—	—	—	—	—	—
Operating expenses	182	96	104	382	17	399
Total expenses	182	96	104	382	17	399
Income (loss) before income taxes and minority interest in net earnings of subsidiaries	270	54	(23)	301	771	1,072
Income tax expense (benefit)(1)	100	20	(9)	111	(6)	105
Minority interest in net earnings of subsidiaries	—	1	—	1	—	1
Net income (loss)	$ 170	$ 33	$ (14)	$ 189	$ 777	$ 966

(1) Income taxes are based on a percentage of net income before tax for each individual reportable segment.

(2) "Core Earnings" adjustments to GAAP:

	Three Months Ended June 30, 2007				
(Dollars in millions)	**Net Impact of Securitization Accounting**	**Net Impact of Derivative Accounting**	**Net Impact of Floor Income**	**Net Impact of Acquired Intangibles**	**Total**
Net interest income (loss)	$ (217)	$ 20	$ (39)	$ —	$ (236)
Less: provisions for loan losses	(99)	—	—	—	(99)
Net interest income (loss) after provisions for loan losses	(118)	20	(39)	—	(137)
Contingency fee revenue	—	—	—	—	—
Collections revenue	—	—	—	—	—
Collections revenue	—	—	—	—	—
Other income (loss)	103	822	—	—	925
Total other income (loss)	103	822	—	—	925
Operating expenses	—	—	—	17	17
Total pre-tax "Core Earnings" adjustments to GAAP	$ (15)	$ 842	$ (39)	$ (17)	771
Income tax benefit					(6)
Minority interest in net earnings of subsidiaries					—
Total "Core Earnings" adjustments to GAAP					$ 777

13. Segment Reporting (Continued)

	Six Months Ended June 30, 2008					
(Dollars in millions)	**Lending**	**APG**	**Corporate and Other**	**Total "Core Earnings"**	**Adjustments(2)**	**Total GAAP**
Interest income:						
FFELP Stafford and Other Student Loans	$ 1,018	$ —	$ —	$ 1,018	$ (56)	$ 962
FFELP Consolidation Loans	1,896	—	—	1,896	(290)	1,606
Private Education Loans	1,415	—	—	1,415	(562)	853
Other loans	45	—	—	45	—	45
Cash and investments	222	—	11	233	(39)	194
Total interest income	4,596	—	11	4,607	(947)	3,660
Total interest expense	3,429	14	10	3,453	(472)	2,981
Net interest income (loss)	1,167	(14)	1	1,154	(475)	679
Less: provisions for loan losses	374	—	—	374	(94)	280
Net interest income (loss) after provisions for loan losses	793	(14)	1	780	(381)	399
Contingency fee revenue	—	169	—	169	—	169
Collections revenue	—	84	—	84	—	84
Guarantor servicing fees	—	—	58	58	—	58
Other income	106	—	97	203	119	322
Total other income	106	253	155	514	119	633
Restructuring expenses	46	6	15	67	—	67
Operating expenses	318	216	144	678	32	710
Total expenses	364	222	159	745	32	777
Income (loss) before income taxes and minority interest in net earnings of subsidiaries	535	17	(3)	549	(294)	255
Income tax expense (benefit)(1)	197	6	(1)	202	(112)	90
Minority interest in net earnings of subsidiaries	—	3	—	3	—	3
Net income (loss)	$ 338	$ 8	$ (2)	$ 344	$ (182)	$ 162

(1) Income taxes are based on a percentage of net income before tax for each individual reportable segment.

(2) "Core Earnings" adjustments to GAAP:

	Six Months Ended June 30, 2008				
(Dollars in millions)	**Net Impact of Securitization Accounting**	**Net Impact of Derivative Accounting**	**Net Impact of Floor Income**	**Net Impact of Acquired Intangibles**	**Total**
Net interest income (loss)	$ (449)	$ (2)	$ (24)	$ —	$ (475)
Less: provisions for loan losses	(94)	—	—	—	(94)
Net interest income (loss) after provisions for loan losses	(355)	(2)	(24)	—	(381)
Contingency fee income	—	—	—	—	—
Collections revenue	—	—	—	—	—
Guarantor servicing fees	—	—	—	—	—
Other income (loss)	30	89	—	—	119
Total other income (loss)	30	89	—	—	119
Operating expenses	1	—	—	31	32
Total pre-tax "Core Earnings" adjustments to GAAP	$ (326)	$ 87	$ (24)	$ (31)	(294)
Income tax benefit					(112)
Minority interest in net earnings of subsidiaries					—
Total "Core Earnings" adjustments to GAAP					$ (182)

13. Segment Reporting (Continued)

(Dollars in millions)	Six Months Ended June 30, 2007 Lending	APG	Corporate and Other	Total "Core Earnings"	Adjustments(2)	Total GAAP
Interest income:						
FFELP Stafford and Other Student Loans	$ 1,414	$ —	$ —	$ 1,414	$ (452)	$ 962
FFELP Consolidation Loans	2,722	—	—	2,722	(620)	2,102
Private Education Loans	1,350	—	—	1,350	(682)	668
Other loans	54	—	—	54	—	54
Cash and investments	345	—	9	354	(98)	256
Total interest income	5,885	—	9	5,894	(1,852)	4,042
Total interest expense	4,592	13	11	4,616	(1,387)	3,229
Net interest income (loss)	1,293	(13)	(2)	1,278	(465)	813
Less: provisions for loan losses	444	—	1	445	(146)	299
Net interest income (loss) after provisions for loan losses	849	(13)	(3)	833	(319)	514
Contingency fee revenue	—	166	—	166	—	166
Collections revenue	—	143	—	143	—	143
Guarantor servicing fees	—	—	70	70	—	70
Other income	104	—	100	204	1,157	1,361
Total other income	104	309	170	583	1,157	1,740
Total operating expenses	353	190	172	715	40	755
Income (loss) before income taxes and minority interest in net earnings of subsidiaries	600	106	(5)	701	798	1,499
Income tax expense (benefit)(1)	222	39	(2)	259	156	415
Minority interest in net earnings of subsidiaries	—	2	—	2	—	2
Net income (loss)	$ 378	$ 65	$ (3)	$ 440	$ 642	$ 1,082

(1) Income taxes are based on a percentage of net income before tax for each individual reportable segment.

(2) "Core Earnings" adjustments to GAAP:

(Dollars in millions)	Six Months Ended June 30, 2007 Net Impact of Securitization Accounting	Net Impact of Derivative Accounting	Net Impact of Floor Income	Net Impact of Acquired Intangibles	Total
Net interest income (loss)	$ (432)	$ 45	$ (78)	$ —	$ (465)
Less: provisions for loan losses	(146)	—	—	—	(146)
Net interest income (loss) after provisions for loan losses	(286)	45	(78)	—	(319)
Contingency fee revenue	—	—	—	—	—
Collections revenue	—	—	—	—	—
Guarantor servicing fees	—	—	—	—	—
Other income (loss)	692	465	—	—	1,157
Total other income (loss)	692	465	—	—	1,157
Operating expenses	—	—	—	40	40
Total pre-tax "Core Earnings" adjustments to GAAP	$ 406	$ 510	$ (78)	$ (40)	798
Income tax benefit					156
Minority interest in net earnings of subsidiaries					—
Total "Core Earnings" adjustments to GAAP					$ 642

13. Segment Reporting (Continued)

Summary of "Core Earnings" Adjustments to GAAP

The adjustments required to reconcile from the Company's "Core Earnings" results to its GAAP results of operations relate to differing treatments for securitization transactions, derivatives, Floor Income, and certain other items that management does not consider in evaluating the Company's operating results. The following table reflects aggregate adjustments associated with these areas for the three and six months ended June 30, 2008 and 2007.

(Dollars in millions)	Three Months Ended June 30, 2008	Three Months Ended June 30, 2007	Six Months Ended June 30, 2008	Six Months Ended June 30, 2007
"Core Earnings" adjustments to GAAP:				
Net impact of securitization accounting(1)	$ (247)	$ (15)	$ (326)	$ 406
Net impact of derivative accounting(2)	451	842	87	510
Net impact of Floor Income(3)	(19)	(39)	(24)	(78)
Net impact of acquired intangibles(4)	(15)	(17)	(31)	(40)
Net tax effect(5)	(60)	6	112	(156)
Total "Core Earnings" adjustments to GAAP	$ 110	$ 777	$ (182)	$ 642

(1) **Securitization:** Under GAAP, certain securitization transactions in the Company's Lending operating segment are accounted for as sales of assets. Under the Company's "Core Earnings" presentation for the Lending operating segment, the Company presents all securitization transactions on a "Core Earnings" basis as long-term non-recourse financings. The upfront "gains" on sale from securitization transactions as well as ongoing "servicing and securitization revenue" presented in accordance with GAAP are excluded from "Core Earnings" net income and replaced by the interest income, provisions for loan losses, and interest expense as they are earned or incurred on the securitization loans. The Company also excludes transactions with its off-balance sheet trusts from "Core Earnings" net income as they are considered intercompany transactions on a "Core Earnings" basis.

(2) **Derivative accounting:** "Core Earnings" net income excludes periodic unrealized gains and losses arising primarily in the Company's Lending operating segment, and to a lesser degree in the Company's Corporate and Other reportable segment, that are caused primarily by the one-sided mark-to-market derivative valuations prescribed by SFAS No. 133, "Accounting for Derivative Instruments and Hedging Activities," on derivatives that do not qualify for "hedge treatment" under GAAP. Under the Company's "Core Earnings" presentation, the Company recognizes the economic effect of these hedges, which generally results in any cash paid or received being recognized ratably as an expense or revenue over the hedged item's life. "Core Earnings" net income also excludes the gain or loss on equity forward contracts that under SFAS No. 133, are required to be accounted for as derivatives and are marked-to-market through GAAP net income.

(3) **Floor Income:** The timing and amount (if any) of Floor Income earned in the Company's Lending operating segment is uncertain and in excess of expected spreads. Therefore, the Company excludes such income from "Core Earnings" net income when it is not economically hedged. The Company employs derivatives, primarily Floor Income Contracts and futures, to economically hedge Floor Income. As discussed above in "Derivative Accounting," these derivatives do not qualify as effective accounting hedges and therefore, under GAAP, are marked-to-market through the "gains (losses) on derivative and hedging activities, net" line on the income statement with no offsetting gain or loss recorded for the economically hedged items. For "Core Earnings" net income, the Company reverses the fair value adjustments on the Floor Income Contracts and futures economically hedging Floor Income and includes the amortization of net premiums received (net of Eurodollar futures contracts' realized gains or losses) in income.

(4) **Acquired Intangibles:** The Company excludes goodwill and intangible impairment and amortization of acquired intangibles.

(5) **Net Tax Effect:** Such tax effect is based upon the Company's "Core Earnings" effective tax rate for the year. The net tax effect for the three and six months ended June 30, 2007 includes the impact of the exclusion of the permanent income tax impact of the equity forward contracts.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

MANAGEMENT'S DISCUSSION AND ANALYSIS OF
FINANCIAL CONDITION AND RESULTS OF OPERATIONS
Three and six months ended June 30, 2008 and 2007
(Dollars in millions, except per share amounts, unless otherwise noted)

FORWARD-LOOKING AND CAUTIONARY STATEMENTS

This quarterly report contains forward-looking statements and information based on management's current expectations as of the date of this document. Statements that are not historical facts, including statements about our beliefs or expectations and statements that assume or are dependent upon future events, are forward-looking statements. Forward-looking statements are subject to risks, uncertainties, assumptions and other factors that may cause actual results to be materially different from those reflected in such forward-looking statements. These factors include, among others, the occurrence of any event, change or other circumstances that could give rise to our ability to cost-effectively refinance the 2008 Asset-Backed Financing Facilities, including any potential foreclosure on the student loans under those facilities following their termination; increased financing costs; limited liquidity; any adverse outcomes in any significant litigation to which we are a party; our derivative counterparties terminating their positions with the Company if permitted by their contracts and the Company substantially incurring additional costs to replace any terminated positions; changes in the terms of student loans and the educational credit marketplace (including changes resulting from new laws and regulations and from the implementation of applicable laws and regulations) which, among other things, may reduce the volume, average term and yields on student loans under the FFELP, may result in loans being originated or refinanced under non-FFELP programs, or may affect the terms upon which banks and others agree to sell FFELP loans to the Company. The Company could also be affected by: changes in the demand for educational financing or in financing preferences of lenders, educational institutions, students and their families; incorrect estimates or assumptions by management in connection with the preparation of our consolidated financial statements; changes in the composition of our Managed loan portfolios; changes in the general interest rate environment and in the securitization markets for education loans, which may increase the costs or limit the availability of financings necessary to initiate, purchase or carry education loans; changes in projections of losses from loan defaults; changes in general economic conditions; changes in prepayment rates and credit spreads; and changes in the demand for debt management services and new laws or changes in existing laws that govern debt management services. All forward-looking statements contained in this quarterly report are qualified by these cautionary statements and are made only as of the date this document is filed. The Company does not undertake any obligation to update or revise these forward-looking statements to conform the statement to actual results or changes in the Company's expectations.

RECENT DEVELOPMENTS

The impacts of the CCRAA and the current challenges in the capital markets require us to rationalize our business operations and reduce our costs. We are undertaking a review of our business units with a goal of achieving appropriate risk-adjusted returns and providing cost-effective services. As part of this review, we have refocused our lending activities, exited certain customer relationships and product lines, and are on target to reduce our operating expenses by 20 percent by the year ended December 31, 2009, as compared to the year ended December 31, 2007, before adjusting for growth and other investments. In addition, we have concluded that our APG operating segment purchased paper businesses no longer produce a mutual strategic fit. As a result, the Company is currently exploring alternatives for its purchased paper businesses, including a potential sale, wind-down and other options. The outcome of these different alternatives is uncertain at this time.

Legislative and Regulatory Developments

On May 7, 2008, the President signed into law The Ensuring Continued Access to Student Loans Act of 2008 (the "Act"), which will expand the federal government's support of financing the cost of higher education. The Act's provisions include an increase in statutory limits on annual borrowing for FFELP loans, an enhanced benefit for parents who borrow PLUS loans and temporary authority of ED to purchase FFELP loans. ED and the U.S. Treasury Department are reviewing the Act to determine the most appropriate action to provide liquidity to holders and lenders of FFELP loans, as the Act does not provide for specific terms as to how ED will implement this temporary authority.

On July 1, 2008, pursuant to the Act, ED announced terms under which it will offer to purchase FFELP student loans and loan participations from FFELP lenders (see "LIQUIDITY AND CAPITAL RESOURCES — ED's Loan Purchase Commitment and Loan Participation Programs"). Additional details of the programs are available in the *Federal Register* dated July 1, 2008. These programs have not been finalized by ED. We have announced our intent to participate in these programs but such participation is contingent on both the time frame for finalizing the programs' terms and conditions and the content of the final terms and conditions.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

A discussion of the Company's critical accounting policies, which include premiums, discounts and Borrower Benefits, related to our loan portfolio, securitization accounting and Retained Interests, provisions for loan losses, derivative accounting and the effects of Consolidation Loan activity on estimates, can be found in the Company's Annual Report on Form 10-K for the year ended December 31, 2007.

In addition, on January 1, 2008, the Company adopted the Financial Accounting Standards Board's ("FASB") Statement of Financial Accounting Standards ("SFAS") No. 157, "Fair Value Measurements." This statement defines fair value, establishes a framework for measuring fair value within generally accepted accounting principles in the United States of America ("GAAP"), and expands disclosures about fair value measurements. Accordingly, this statement does not change which types of instruments are carried at fair value, but rather establishes the framework for measuring fair value.

On February 12, 2008, the FASB issued FASB Staff Position ("FSP") SFAS No. 157-2, "Effective Date of SFAS No. 157," which defers the effective date of SFAS No. 157 for nonfinancial assets and liabilities, except for items that are recognized or disclosed at fair value in the financial statements on a recurring basis. This FSP will delay the implementation of SFAS No. 157 for the Company's accounting of goodwill, acquired intangibles, and other nonfinancial assets and liabilities that are measured at the lower of cost or market until January 1, 2009.

As such, SFAS No. 157 currently applies to our investment portfolio accounted for under SFAS No. 115, "Accounting for Certain Investments in Debt and Equity Securities;" our derivative portfolio and designated hedged assets or liabilities accounted for under SFAS No. 133, "Accounting for Derivative Instruments and Hedging Activities;" and our Residual Interest in off-balance sheet securitization trusts accounted for under SFAS No. 159, "The Fair Value Option for Financial Assets and Financial Liabilities — Including an Amendment of FASB Statement No. 115." In general, changes in the fair value of these items will affect the consolidated statement of income and capital. Liquidity is impacted to the extent that changes in capital and net income affect compliance with principal financial covenants in our unsecured revolving credit facilities. Noncompliance with these covenants also impacts our ability to use our 2008 ABCP Facilities (see "LIQUIDITY AND CAPITAL RESOURCES"). Additionally, liquidity is impacted to the extent that changes in fair value results in the movement of collateral between the Company and its counterparties. Collateral agreements are bilateral and are based on the derivative fair values used to determine the net exposure between the Company and individual counterparties. For a general description of valuation techniques and models used for the above items, see Note 11 to the consolidated financial statements, "Fair Value Measurements." For a discussion of the sensitivity of fair value estimates, see "Item 3. Quantitative and Qualitative Disclosures about Market Risk."

As it relates to Residual Interests, additional discussion of significant unobservable inputs, how they are determined, how they impact realized and unrealized gains and the nature of material changes in Residual Interest fair values can be found in Note 9, "Student Loan Securitization," within the Company's 2007 Annual Report on Form 10-K.

SELECTED FINANCIAL DATA

Condensed Statements of Income

	Three Months Ended June 30,		Increase (Decrease)		Six Months Ended June 30,		Increase (Decrease)	
	2008	2007	$	%	2008	2007	$	%
Net interest income	$ 403	$ 399	$ 4	1%	$ 679	$ 813	$ (134)	(16)%
Less: provisions for loan losses	143	148	(5)	(3)	280	299	(19)	(6)
Net interest income after provisions for loan losses	260	251	9	4	399	514	(115)	(22)
Gains on student loan securitizations	—	—	—	—	—	367	(367)	(100)
Servicing and securitization revenue	2	133	(131)	(98)	109	385	(276)	(72)
Losses on loans and securities, net	(44)	(11)	(33)	(300)	(78)	(42)	(36)	(86)
Gains (losses) on derivative and hedging activities, net	362	822	(460)	(56)	89	465	(376)	(81)
Contingency fee revenue	84	80	4	5	169	166	3	2
Collections revenue	26	77	(51)	(66)	84	143	(59)	(41)
Guarantor servicing fees	24	30	(6)	(20)	58	70	(12)	(17)
Other income	109	89	20	22	202	186	16	9
Restructuring expenses	47	—	47	100	67	—	67	100
Operating expenses	354	399	(45)	(11)	710	755	(45)	(6)
Pre-tax income	422	1,072	(650)	(61)	255	1,499	(1,244)	(83)
Income taxes	153	105	48	46	90	415	(325)	(78)
Minority interest in net earnings of subsidiaries	3	1	2	200	3	2	1	50
Net income	266	966	(700)	(72)	162	1,082	(920)	(85)
Preferred stock dividends	27	9	18	200	56	18	38	211
Net income attributable to common stock	$ 239	$ 957	$ (718)	(75)%	$ 106	$ 1,064	$ (958)	(90)%
Basic earnings per common share	$ .51	$ 2.32	$ (1.81)	(78)%	$ .23	$ 2.59	$ (2.36)	(91)%
Diluted earnings per common share	$ .50	$ 1.03	$ (.53)	(51)%	$ .23	$ 1.82	$ (1.59)	(87)%
Dividends per common share	$ —	$ —	$ —	—%	$ —	$ .25	$ (.25)	(100)%

Condensed Balance Sheets

	June 30, 2008	December 31, 2007	Increase (Decrease) $	Increase (Decrease) %
Assets				
FFELP Stafford and Other Student Loans, net	$ 43,147	$ 35,726	$ 7,421	21%
FFELP Consolidation Loans, net	73,171	73,609	(438)	(1)
Private Education Loans, net	17,971	14,818	3,153	21
Other loans, net	903	1,174	(271)	(23)
Cash and investments	7,913	10,546	(2,633)	(25)
Restricted cash and investments	3,701	4,600	(899)	(20)
Retained Interest in off-balance sheet securitized loans	2,545	3,044	(499)	(16)
Goodwill and acquired intangible assets, net	1,304	1,301	3	—
Other assets	12,907	10,747	2,160	20
Total assets	$ 163,562	$ 155,565	$ 7,997	5%
Liabilities and Stockholders' Equity				
Short-term borrowings	$ 37,192	$ 35,947	$ 1,245	3%
Long-term borrowings	117,921	111,098	6,823	6
Other liabilities	2,905	3,285	(380)	(12)
Total liabilities	158,018	150,330	7,688	5
Minority interest in subsidiaries	9	11	(2)	(18)
Stockholders' equity before treasury stock	7,377	7,055	322	5
Common stock held in treasury	1,842	1,831	11	1
Total stockholders' equity	5,535	5,224	311	6
Total liabilities and stockholders' equity	$ 163,562	$ 155,565	$ 7,997	5%

RESULTS OF OPERATIONS

Three Months Ended June 30, 2008 Compared to Three Months Ended June 30, 2007

For the three months ended June 30, 2008, our net income was $266 million or $.50 diluted earnings per share, compared to net income of $966 million, or $1.03 diluted earnings per share, for the three months ended June 30, 2007. The effective tax rate for those periods was 36 percent and 10 percent, respectively. The movement in the effective tax rate was primarily driven by the permanent tax impact of excluding non-taxable gains and losses on the equity forward contracts which were marked to market through earnings under SFAS No. 133. The Company settled all of its outstanding equity forward contracts in January 2008. Pre-tax income decreased by $650 million versus the year-ago quarter primarily due to a decrease in net gains on derivative and hedging activities from $822 million in the year-ago quarter to $362 million in the second quarter of 2008.

There were no gains on student loan securitizations in either the second quarter of 2008 or the year-ago quarter because the Company did not complete any off-balance sheet securitizations in those periods. The Company adopted SFAS No. 159, "The Fair Value Option for Financial Assets and Financial Liabilities — Including an Amendment of FASB Statement No. 115," on January 1, 2008, and elected the fair value option on all of the Residual Interests effective January 1, 2008. The Company made this election in order to simplify the accounting for Residual Interests by having all Residual Interests under one accounting model. Prior to this election, Residual Interests were accounted for either under SFAS No. 115, "Accounting for Certain Investments in Debt and Equity Securities," with changes in fair value recorded through other comprehensive income or under SFAS No. 155, "Accounting for Certain Hybrid Financial Instruments," with changes in fair value recorded through income. The Company reclassified the related accumulated other comprehensive income of $195 million into retained earnings. Equity was not impacted at transition on January 1, 2008. Changes in fair value of Residual Interests on and after January 1, 2008 are recorded through the income statement. The Company has not elected the fair value option for any other financial instruments at this time. Servicing and securitization revenue decreased by $131 million from $133 million in the second quarter of 2007 to $2 million in the second quarter of 2008. This decrease was primarily due to a current-quarter $192 million unrealized mark-to-market loss recorded under SFAS No. 159 compared to a year-ago quarter $57 million unrealized mark-to-market loss, which included impairment and an unrealized mark-to-market loss recorded under SFAS No. 155. The increase in the unrealized loss recorded under SFAS No. 159 was primarily a result of an increase to the discount rate assumption related to the Private Education Loan Residual Interest in the second quarter of 2008, discussed above.

Net interest income after provisions for loan losses increased by $9 million in the second quarter from the year-ago quarter. This increase was due to a $4 million increase in net interest income, offset by a $5 million decrease in provisions for loan losses. The increase in net interest income was primarily due to an increase in the student loan spread (see "LENDING BUSINESS SEGMENT — Net Interest Income — *Net Interest Margin — On-Balance Sheet*") and a $25 billion increase in the average balance of on-balance sheet student loans, partially offset by an increase in the 2008 Asset-Backed Financing Facilities Fees.

In the second quarter of 2008, fee and other income and collections revenue totaled $243 million, a $33 million decrease from $276 million in the year-ago quarter. This decrease was primarily the result of a $51 million impairment related to declines in the fair value of mortgage loans and real estate held by the Company's mortgage purchased paper subsidiary (see "APG BUSINESS SEGMENT").

The Company is currently restructuring its business in response to the impact of CCRAA and current challenges in the capital markets. As part of the Company's cost reduction efforts, restructuring expenses of $47 million were recognized in the current quarter. Cumulative restructuring expenses from the fourth quarter of 2007 through the second quarter of 2008 totaled $90 million. The majority of these restructuring expenses were severance costs related to the aggregate of completed and planned position eliminations totaling approximately 2,500 positions (representing approximately 23 percent of the overall employee population) across all areas of the Company. The Company estimates an additional $24 million of restructuring expenses associated with its current cost reduction efforts will be incurred in future periods primarily related to position eliminations and resulting employee terminations in its Lending business segment. There were no such expenses recognized in the year-ago quarter.

Operating expenses, excluding $6 million of reorganization-related asset impairments recognized in the second quarter of 2008, were $348 million in the second quarter of 2008 compared to $399 million in the second quarter of 2007. This $51 million decrease in operating expenses was primarily due to a $37 million decrease in Merger-related expenses and to the Company's current cost reduction efforts discussed above.

Six Months Ended June 30, 2008 Compared to Six Months Ended June 30, 2007

For the six months ended June 30, 2008, our net income was $162 million or $.23 diluted earnings per share, compared to net income of $1.1 billion, or $1.82 diluted earnings per share, for the six months ended June 30, 2007. The effective tax rate for those periods was 35 percent and 28 percent, respectively. The movement in the effective tax rate was primarily driven by the permanent tax impact of excluding non-taxable gains and losses on the equity forward contracts which were marked to market through earnings under SFAS No. 133. The Company settled all of its outstanding equity forward contracts in January 2008. Pre-tax income decreased by $1.2 billion versus the year-ago period primarily due to a decrease in net gains on derivative and hedging activities from $465 million in the six months ended June 30, 2007 to $89 million in the six months ended June 30, 2008, and by a decrease in gains on student loan securitizations.

There were no gains on student loan securitizations in the six months ended June 30, 2008 compared to gains of $367 million in the year-ago period. The Company did not complete any off-balance sheet securitizations in the first half of 2008 as compared to one Private Education Loan securitization in the first half of 2007. Servicing and securitization revenue decreased by $276 million from $385 million in the six months ended 2007 to $109 million in the current period. This decrease was primarily due to a $280 million unrealized mark-to-market loss recorded under SFAS No. 159 in the six months ended June 30, 2008 compared to a $11 million unrealized mark-to-market gain in the six months ended June 30, 2007, which included both impairment and an unrealized mark-to-market gain recorded under SFAS No. 155. The increase in the unrealized loss recorded under SFAS No. 159 was primarily a result of an increase to the discount rate assumption related to the Private Education Loan Residual Interest in the second quarter of 2008.

Net interest income after provisions for loan losses decreased by $115 million in the six months ended June 30, 2008 from the year-ago period. This decrease was due to a $134 million decrease in net interest income, offset by an $18 million decrease in provisions for loan losses. The decrease in net interest income was primarily due to a decrease in the student loan spread (see "LENDING BUSINESS SEGMENT — Net Interest Income — *Net Interest Margin — On-Balance Sheet*") and an increase in the 2008 Asset-Backed Facilities Financing Fees.

In the first half of 2008, fee and other income and collections revenue totaled $513 million, a $52 million decrease from $565 million in the year-ago period. This decrease was primarily the result of a $51 million impairment related to declines in the fair value of mortgage loans and real estate held by the Company's mortgage purchased paper subsidiary (see "APG BUSINESS SEGMENT").

Restructuring expenses of $67 million were recognized in the six months ended June 30, 2008, as previously discussed, with no such expenses recognized in the year-ago period.

Operating expenses, excluding $6 million of reorganization-related asset impairments recognized in the second quarter of 2008, were $703 million in the first half of 2008 compared to $755 million in the year-ago period. This $52 million decrease in operating expenses was primarily due to a $37 million decrease in Merger-related expenses and the Company's current cost reduction efforts discussed above.

Other Income

The following table summarizes the components of "Other income" in the consolidated statements of income for the quarters ended June 30, 2008 and 2007 and for the six months ended June 30, 2008 and 2007.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2008	2007	2008	2007
Late fees and forbearance fees	$ 34	$ 32	$ 71	$ 67
Asset servicing and other transaction fees	26	26	52	51
Loan servicing fees	6	6	12	14
Gains on sales of mortgages and other loan fees	1	4	2	7
Other	42	21	65	46
Total	$ 109	$ 89	$ 202	$ 185

The increase in other income for the three and six months ended June 30, 2008 compared to the prior periods reported above was primarily due to gains recognized during the second quarter of 2008 on the Company's repurchase of a portion of its unsecured debt with short-term maturities.

BUSINESS SEGMENTS

The results of operations of the Company's Lending and APG operating segments are presented below. These defined business segments operate in distinct business environments and are considered reportable segments under SFAS No. 131, "Disclosures about Segments of an Enterprise and Related Information," based on quantitative thresholds applied to the Company's consolidated financial statements. In addition, we provide other complementary products and services, including guarantor and student loan servicing, through smaller operating segments that do not meet such thresholds and are aggregated in the Corporate and Other reportable segment for financial reporting purposes.

The management reporting process measures the performance of the Company's operating segments based on the management structure of the Company as well as the methodology used by management to evaluate performance and allocate resources. In accordance with the Rules and Regulations of the Securities and Exchange Commission ("SEC"), we prepare financial statements in accordance with GAAP. In addition to evaluating the Company's GAAP-based financial information, management, including the Company's chief operation decision maker, evaluates the performance of the Company's operating segments based on their profitability on a basis that, as allowed under SFAS No. 131, differs from GAAP. We refer to management's basis of evaluating our segment results as "Core Earnings" presentations for each business segment and we refer to these performance measures in our presentations with credit rating agencies and lenders. Accordingly, information regarding the Company's reportable segments is provided herein based on "Core Earnings," which are discussed in detail below.

Our "Core Earnings" are not defined terms within GAAP and may not be comparable to similarly titled measures reported by other companies. "Core Earnings" net income reflects only current period adjustments to GAAP net income as described below. Unlike financial accounting, there is no comprehensive, authoritative guidance for management reporting and as a result, our management reporting is not necessarily comparable with similar information for any other financial institution. The Company's operating segments are defined by the products and services they offer or the types of customers they serve, and they reflect the manner in which financial information is currently evaluated by management. Intersegment revenues and expenses are netted within the appropriate financial statement line items consistent with the income statement presentation provided to management. Changes in management structure or allocation methodologies and procedures may result in changes in reported segment financial information.

"Core Earnings" are the primary financial performance measures used by management to develop the Company's financial plans, track results, and establish corporate performance targets. While "Core Earnings" are not a substitute for reported results under GAAP, the Company relies on "Core Earnings" in operating its business because "Core Earnings" permit management to make meaningful period-to-period comparisons of the operational and performance indicators that are most closely assessed by management. Management believes this information provides additional insight into the financial performance of the core business activities of our operating segments. Accordingly, the tables presented below reflect "Core Earnings" which is reviewed and utilized by management to manage the business for each of the Company's reportable segments. A further discussion regarding "Core Earnings" is included under "Limitations of 'Core Earnings' " and "Pre-tax Differences between 'Core Earnings' and GAAP by Business Segment."

The "LENDING BUSINESS SEGMENT" section includes all discussion of income and related expenses associated with the net interest margin, the student loan spread and its components, the provisions for loan losses, and other fees earned on our Managed portfolio of student loans. The "APG BUSINESS SEGMENT" section reflects the fees earned and expenses incurred in providing accounts receivable management and collection services. Our "CORPORATE AND OTHER BUSINESS SEGMENT" section includes our remaining fee businesses and other corporate expenses that do not pertain directly to the primary operating segments identified above.

	Three Months Ended June 30, 2008		
	Lending	APG	Corporate and Other
Interest income:			
FFELP Stafford and Other Student Loans	$ 524	$ —	$ —
FFELP Consolidation Loans	908	—	—
Private Education Loans	665	—	—
Other loans	21	—	—
Cash and investments	81	—	5
Total interest income	2,199	—	5
Total interest expense	1,605	7	5
Net interest income (loss)	594	(7)	—
Less: provisions for loan losses	192	—	—
Net interest income (loss) after provisions for loan losses	402	(7)	—
Contingency fee revenue	—	84	—
Collections revenue	—	27	—
Guarantor servicing fees	—	—	24
Other income	62	—	45
Total other income	62	111	69
Restructuring expenses	31	5	11
Operating expenses	155	110	73
Total operating expenses	186	115	84
Income (loss) before income taxes and minority interest in net earnings of subsidiaries	278	(11)	(15)
Income tax expense (benefit)(1)	103	(4)	(6)
Minority interest in net earnings of subsidiaries	—	3	—
"Core Earnings" net income (loss)	$ 175	$ (10)	$ (9)

(1) Income taxes are based on a percentage of net income before tax for each individual reportable segment.

	Three Months Ended June 30, 2007		
	Lending	APG	Corporate and Other
Interest income:			
FFELP Stafford and Other Student Loans	$ 719	$ —	$ —
FFELP Consolidation Loans	1,391	—	—
Private Education Loans	692	—	—
Other loans	27	—	—
Cash and investments	182	—	7
Total interest income	3,011	—	7
Total interest expense	2,371	7	5
Net interest income (loss)	640	(7)	2
Less: provisions for loan losses	247	—	—
Net interest income (loss) after provisions for loan losses	393	(7)	2
Contingency fee revenue	—	80	—
Collections revenue	—	77	—
Guarantor servicing fees	—	—	30
Other income	59	—	49
Total other income	59	157	79
Restructuring expenses	—	—	—
Operating expenses	182	96	104
Total operating expenses	182	96	104
Income (loss) before income taxes and minority interest in net earnings of subsidiaries	270	54	(23)
Income tax expense (benefit)(1)	100	20	(9)
Minority interest in net earnings of subsidiaries	—	1	—
“Core Earnings” net income (loss)	$ 170	$ 33	$ (14)

(1) Income taxes are based on a percentage of net income before tax for each individual reportable segment.

	Six Months Ended June 30, 2008		
	Lending	APG	Corporate and Other
Interest income:			
FFELP Stafford and Other Student Loans	$ 1,018	$ —	$ —
FFELP Consolidation Loans	1,896	—	—
Private Education Loans	1,415	—	—
Other loans	45	—	—
Cash and investments	222	—	11
Total interest income	4,596	—	11
Total interest expense	3,429	14	10
Net interest income (loss)	1,167	(14)	1
Less: provisions for loan losses	374	—	—
Net interest income (loss) after provisions for loan losses	793	(14)	1
Contingency fee revenue	—	169	—
Collections revenue	—	84	—
Guarantor servicing fees	—	—	58
Other income	106	—	97
Total other income	106	253	155
Restructuring expenses	46	6	15
Operating expenses	318	216	144
Total operating expenses	364	222	159
Income (loss) before income taxes and minority interest in net earnings of subsidiaries	535	17	(3)
Income tax expense (benefit)(1)	197	6	(1)
Minority interest in net earnings of subsidiaries	—	3	—
"Core Earnings" net income (loss)	$ 338	$ 8	$ (2)

(1) Income taxes are based on a percentage of net income before tax for each individual reportable segment.

	Six Months Ended June 30, 2007		
	Lending	APG	Corporate and Other
Interest income:			
FFELP Stafford and Other Student Loans	$ 1,414	$ —	$ —
FFELP Consolidation Loans	2,722	—	—
Private Education Loans	1,350	—	—
Other loans	54	—	—
Cash and investments	345	—	9
Total interest income	5,885	—	9
Total interest expense	4,592	13	11
Net interest income (loss)	1,293	(13)	(2)
Less: provisions for loan losses	444	—	1
Net interest income (loss) after provisions for loan losses	849	(13)	(3)
Contingency fee revenue	—	166	—
Collections revenue	—	143	—
Guarantor servicing fees	—	—	70
Other income	104	—	100
Total other income	104	309	170
Restructuring expenses	—	—	—
Operating expenses	353	190	172
Total operating expenses	353	190	172
Income (loss) before income taxes and minority interest in net earnings of subsidiaries	600	106	(5)
Income tax expense (benefit)(1)	222	39	(2)
Minority interest in net earnings of subsidiaries	—	2	—
"Core Earnings" net income (loss)	$ 378	$ 65	$ (3)

(1) Income taxes are based on a percentage of net income before tax for each individual reportable segment.

Limitations of "Core Earnings"

While GAAP provides a uniform, comprehensive basis of accounting, for the reasons described above, management believes that "Core Earnings" are an important additional tool for providing a more complete understanding of the Company's results of operations. Nevertheless, "Core Earnings" are subject to certain general and specific limitations that investors should carefully consider. For example, as stated above, unlike financial accounting, there is no comprehensive, authoritative guidance for management reporting. Our "Core Earnings" are not defined terms within GAAP and may not be comparable to similarly titled measures reported by other companies. Unlike GAAP, "Core Earnings" reflect only current period adjustments to GAAP. Accordingly, the Company's "Core Earnings" presentation does not represent a comprehensive basis of accounting. Investors, therefore, may not compare our Company's performance with that of other financial services companies based upon "Core Earnings." "Core Earnings" results are only meant to supplement GAAP results by providing additional information regarding the operational and performance indicators that are most closely used by management, the Company's board of directors, rating agencies and lenders to assess performance.

Other limitations arise from the specific adjustments that management makes to GAAP results to derive "Core Earnings" results. For example, in reversing the unrealized gains and losses that result from

SFAS No. 133, "Accounting for Derivative Instruments and Hedging Activities," on derivatives that do not qualify for "hedge treatment," as well as on derivatives that do qualify but are in part ineffective because they are not perfect hedges, we focus on the long-term economic effectiveness of those instruments relative to the underlying hedged item and isolate the effects of interest rate volatility, changing credit spreads and changes in our stock price on the fair value of such instruments during the period. Under GAAP, the effects of these factors on the fair value of the derivative instruments (but not on the underlying hedged item) tend to show more volatility in the short term. While our presentation of our results on a "Core Earnings" basis provides important information regarding the performance of our Managed portfolio, a limitation of this presentation is that we are presenting the ongoing spread income on loans that have been sold to a trust managed by us. While we believe that our "Core Earnings" presentation presents the economic substance of our Managed loan portfolio, it understates earnings volatility from securitization gains. Our "Core Earnings" results exclude certain Floor Income, which is real cash income, from our reported results and therefore may understate earnings in certain periods. Management's financial planning and valuation of operating results, however, does not take into account Floor Income because of its inherent uncertainty, except when it is economically hedged through Floor Income Contracts.

As previously discussed, on January 1, 2008, the Company adopted SFAS No. 157, "Fair Value Measurements," and SFAS No. 159, "The Fair Value Option for Financial Assets and Financial Liabilities — Including an Amendment of FASB Statement No. 115." The fair value adjustments of the items impacted by SFAS No. 157 and SFAS No. 159 under GAAP are not included in "Core Earnings" net income and therefore the adoption of SFAS No. 157 and SFAS No. 159 did not impact the "Core Earnings" presentation for the three or six months ended June 30, 2008.

Pre-tax differences between "Core Earnings" and GAAP by Business Segment

Our "Core Earnings" are the primary financial performance measures used by management to evaluate performance and to allocate resources. Accordingly, financial information is reported to management on a "Core Earnings" basis by reportable segment, as these are the measures used regularly by our chief operating decision makers. Our "Core Earnings" are used in developing our financial plans and tracking results, and also in establishing corporate performance targets. Management believes this information provides additional insight into the financial performance of the Company's core business activities. "Core Earnings" net income reflects only current period adjustments to GAAP net income, as described in the more detailed discussion of the differences between "Core Earnings" and GAAP that follows, which includes further detail on each specific adjustment required to reconcile our "Core Earnings" segment presentation to our GAAP earnings.

	Three Months Ended June 30,					
	2008			2007		
	Lending	APG	Corporate and Other	Lending	APG	Corporate and Other
"Core Earnings" adjustments to GAAP:						
Net impact of securitization accounting	$ (247)	$ —	$ —	$ (15)	$ —	$ —
Net impact of derivative accounting	451	—	—	46	—	796
Net impact of Floor Income	(19)	—	—	(39)	—	—
Amortization of acquired intangibles	(5)	(6)	(4)	(5)	(5)	(7)
Total "Core Earnings" adjustments to GAAP	$ 180	$ (6)	$ (4)	$ (13)	$ (5)	$ 789

	Six Months Ended June 30,					
	2008			2007		
	Lending	APG	Corporate and Other	Lending	APG	Corporate and Other
"Core Earnings" adjustments to GAAP:						
Net impact of securitization accounting	$ (326)	$ —	$ —	$ 406	$ —	$ —
Net impact of derivative accounting	87	—	—	126	—	384
Net impact of Floor Income	(24)	—	—	(78)	—	—
Amortization of acquired intangibles	(10)	(11)	(10)	(18)	(9)	(13)
Total "Core Earnings" adjustments to GAAP	$ (273)	$ (11)	$ (10)	$ 436	$ (9)	$ 371

(1) **Securitization:** Under GAAP, certain securitization transactions in our Lending operating segment are accounted for as sales of assets. Under "Core Earnings" for the Lending operating segment, we present all securitization transactions on a "Core Earnings" basis as long-term non-recourse financings. The upfront "gains" on sale from securitization transactions, as well as ongoing "servicing and securitization revenue" presented in accordance with GAAP, are excluded from "Core Earnings" and are replaced by interest income, provisions for loan losses, and interest expense as earned or incurred on the securitization loans. We also exclude transactions with our off-balance sheet trusts from "Core Earnings" as they are considered intercompany transactions on a "Core Earnings" basis.

The following table summarizes the securitization adjustments in our Lending operating segment for the three and six months ended June 30, 2008 and 2007.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2008	2007	2008	2007
"Core Earnings" securitization adjustments:				
Net interest income on securitized loans, before provisions for loan losses and before intercompany transactions	$ (256)	$ (217)	$ (449)	$ (432)
Provisions for loan losses	49	99	93	146
Net interest income on securitized loans, after provisions for loan losses, before intercompany transactions	(207)	(118)	(356)	(286)
Intercompany transactions with off-balance sheet trusts	(42)	(30)	(79)	(60)
Net interest income on securitized loans, after provisions for loan losses	(249)	(148)	(435)	(346)
Gains on student loan securitizations	—	—	—	367
Servicing and securitization revenue	2	133	109	385
Total "Core Earnings" securitization adjustments(1)	$ (247)	$ (15)	$ (326)	$ 406

(1) Negative amounts are subtracted from "Core Earnings" net income to arrive at GAAP net income and positive amounts are added to "Core Earnings" net income to arrive at GAAP net income.

"Intercompany transactions with off-balance sheet trusts" in the above table relate primarily to losses incurred through the repurchase of delinquent loans from our off-balance sheet securitization trusts. When Private Education Loans in our securitization trusts settling before September 30, 2005, become 180 days delinquent, we typically exercise our contingent call option to repurchase these loans at par value out of the trust and record a loss for the difference in the par value paid and the fair market value of the loan at the time of purchase. We do not hold the contingent call option for any trusts settled after September 30, 2005.

2) **Derivative Accounting:** "Core Earnings" exclude periodic unrealized gains and losses that are caused primarily by the one-sided mark-to-market derivative valuations prescribed by SFAS No. 133 on derivatives that do not qualify for "hedge treatment" under GAAP. These unrealized gains and losses occur in

our Lending operating segment, and occurred in our Corporate and Other reportable segment related to equity forward contracts prior to 2008. In our “Core Earnings” presentation, we recognize the economic effect of these hedges, which generally results in any cash paid or received being recognized ratably as an expense or revenue over the hedged item’s life. “Core Earnings” also exclude the gain or loss on equity forward contracts that under SFAS No. 133, are required to be accounted for as derivatives and are marked-to-market through earnings.

SFAS No. 133 requires that changes in the fair value of derivative instruments be recognized currently in earnings unless specific hedge accounting criteria, as specified by SFAS No. 133, are met. We believe that our derivatives are effective economic hedges, and as such, are a critical element of our interest rate risk management strategy. However, some of our derivatives, primarily Floor Income Contracts, certain basis swaps and equity forward contracts (discussed in detail below), do not qualify for “hedge treatment” as defined by SFAS No. 133, and the stand-alone derivative must be marked-to-market in the income statement with no consideration for the corresponding change in fair value of the hedged item. The gains and losses described in “Gains (losses) on derivative and hedging activities, net” are primarily caused by interest rate and foreign currency exchange rate volatility, changing credit spreads and changes in our stock price during the period as well as the volume and term of derivatives not receiving hedge treatment.

Our Floor Income Contracts are written options that must meet more stringent requirements than other hedging relationships to achieve hedge effectiveness under SFAS No. 133. Specifically, our Floor Income Contracts do not qualify for hedge accounting treatment because the paydown of principal of the student loans underlying the Floor Income embedded in those student loans does not exactly match the change in the notional amount of our written Floor Income Contracts. Under SFAS No. 133, the upfront payment is deemed a liability and changes in fair value are recorded through income throughout the life of the contract. The change in the value of Floor Income Contracts is primarily caused by changing interest rates that cause the amount of Floor Income earned on the underlying student loans and paid to the counterparties to vary. This is economically offset by the change in value of the student loan portfolio, including our Retained Interests, earning Floor Income but that offsetting change in value is not recognized under SFAS No. 133. We believe the Floor Income Contracts are economic hedges because they effectively fix the amount of Floor Income earned over the contract period, thus eliminating the timing and uncertainty that changes in interest rates can have on Floor Income for that period. Prior to SFAS No. 133, we accounted for Floor Income Contracts as hedges and amortized the upfront cash compensation ratably over the lives of the contracts.

Basis swaps are used to convert floating rate debt from one floating interest rate index to another to better match the interest rate characteristics of the assets financed by that debt. We primarily use basis swaps to change the index of our floating rate debt to better match the cash flows of our student loan assets that are primarily indexed to a commercial paper, Prime or Treasury bill index. In addition, we use basis swaps to convert debt indexed to the Consumer Price Index to 3 month LIBOR debt. SFAS No. 133 requires that when using basis swaps, the change in the cash flows of the hedge effectively offset both the change in the cash flows of the asset and the change in the cash flows of the liability. Our basis swaps hedge variable interest rate risk, however they generally do not meet this effectiveness test because most of our FFELP loans can earn at either a variable or a fixed interest rate depending on market interest rates. We also have basis swaps that do not meet the SFAS No. 133 effectiveness test that economically hedge off-balance sheet instruments. As a result, under GAAP these swaps are recorded at fair value with changes in fair value reflected currently in the income statement.

Under SFAS No. 150, “Accounting for Certain Financial Instruments with Characteristics of both Liabilities and Equity,” equity forward contracts that allow a net settlement option either in cash or the Company’s stock are required to be accounted for as derivatives in accordance with SFAS No. 133. As a result, we account for our equity forward contracts as derivatives in accordance with SFAS No. 133 and mark them to market through earnings. They do not qualify as effective SFAS No. 133 hedges, as a requirement to achieve hedge accounting is the hedged item must impact net income and the settlement of these contracts through the purchase of our own stock does not impact net income. The Company settled all of its equity forward contracts in January 2008.

The table below quantifies the adjustments for derivative accounting under SFAS No. 133 on our net income for the three and six months ended June 30, 2008 and 2007 when compared with the accounting principles employed in all years prior to the SFAS No. 133 implementation.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2008	2007	2008	2007
"Core Earnings" derivative adjustments:				
Gains (losses) on derivative and hedging activities, net, included in other income(1)	$ 362	$ 822	$ 89	$ 465
Less: Realized losses on derivative and hedging activities, net(1)	85	20	(6)	45
Unrealized gains (losses) on derivative and hedging activities, net(1)	447	842	83	510
Other pre-SFAS No. 133 accounting adjustments	4	—	4	—
Total net impact of SFAS No. 133 derivative accounting(2)	$ 451	$ 842	$ 87	$ 510

(1) See *"Reclassification of Realized Gains (Losses) on Derivative and Hedging Activities"* below for a detailed breakdown of the components of both the realized and unrealized losses on derivative and hedging activities.

(2) Negative amounts are subtracted from "Core Earnings" net income to arrive at GAAP net income and positive amounts are added to "Core Earnings" net income to arrive at GAAP net income.

Reclassification of Realized Gains (Losses) on Derivative and Hedging Activities

SFAS No. 133 requires net settlement income/expense on derivatives and realized gains/losses related to derivative dispositions (collectively referred to as "realized gains (losses) on derivative and hedging activities") that do not qualify as hedges under SFAS No. 133 to be recorded in a separate income statement line item below net interest income. The table below summarizes the realized losses on derivative and hedging activities, and the associated reclassification on a "Core Earnings" basis for the three and six months ended June 30, 2008 and 2007.

	Three Months Ended June 30,		Six Months Ended June 30,	
	June 30, 2008	June 30, 2007	June 30, 2008	June 30, 2007
Reclassification of realized gains (losses) on derivative and hedging activities:				
Net settlement expense on Floor Income Contracts reclassified to net interest income	$ (175)	$ (9)	$ (315)	$ (16)
Net settlement income (expense) on interest rate swaps reclassified to net interest income	86	(11)	317	(29)
Net realized gains (losses) on terminated derivative contracts reclassified to other income	4	—	4	—
Total reclassifications of realized (gains) losses on derivative and hedging activities	(85)	(20)	6	(45)
Add: Unrealized gains (losses) on derivative and hedging activities, net(1)	447	842	83	510
Gains (losses) on derivative and hedging activities, net	$ 362	$ 822	$ 89	$ 465

(1) "Unrealized gains (losses) on derivative and hedging activities, net" is comprised of the following unrealized mark-to-market gains (losses):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2008	2007	2008	2007
Floor Income Contracts	$ 569	$ 81	$ 274	$ 86
Equity forward contracts	—	796	—	384
Basis swaps	(157)	(38)	(289)	22
Other	35	3	98	18
Total unrealized gains (losses) on derivative and hedging activities, net	$ 447	$ 842	$ 83	$ 510

Unrealized gains and losses on Floor Income Contracts are primarily caused by changes in interest rates. In general, an increase in interest rates results in an unrealized gain and vice versa. Unrealized gains and losses on equity forward contracts fluctuate with changes in the Company's stock price. Unrealized gains and losses on basis swaps result from changes in the spread between indices, primarily as it relates to Consumer Price Index ("CPI") swaps economically hedging debt issuances indexed to CPI and on changes in the forward interest rate curves that impact basis swaps hedging repricing risk between quarterly reset debt and daily reset assets.

3) **Floor Income:** The timing and amount (if any) of Floor Income earned in our Lending operating segment is uncertain and in excess of expected spreads. Therefore, we exclude such income from "Core Earnings" when it is not economically hedged. We employ derivatives, primarily Floor Income Contracts and futures, to economically hedge Floor Income. As discussed above in "Derivative Accounting," these derivatives do not qualify as effective accounting hedges, and therefore, under GAAP, they are marked-to-market through

the "gains (losses) on derivative and hedging activities, net" line in the consolidated statement of income with no offsetting gain or loss recorded for the economically hedged items. For "Core Earnings," we reverse the fair value adjustments on the Floor Income Contracts and futures economically hedging Floor Income and include the amortization of net premiums received in income.

The following table summarizes the Floor Income adjustments in our Lending operating segment for the three and six months ended June 30, 2008 and 2007.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2008	2007	2008	2007
"Core Earnings" Floor Income adjustments:				
Floor Income earned on Managed loans, net of payments on Floor Income Contracts	$ 25	$ —	$ 58	$ —
Amortization of net premiums on Floor Income Contracts and futures in net interest income	(44)	(39)	(82)	(78)
Total "Core Earnings" Floor Income adjustments(1)	$ (19)	$ (39)	$ (24)	$ (78)

(1) Negative amounts are subtracted from "Core Earnings" net income to arrive at GAAP net income and positive amounts are added to "Core Earnings" net income to arrive at GAAP net income.

4) **Acquired Intangibles:** Our "Core Earnings" exclude goodwill and intangible impairment and the amortization of acquired intangibles. These amounts totaled $15 million and $17 million, respectively, for the three months ended June 30, 2008 and 2007, and $31 million and $40 million, respectively, for the six months ended June 30, 2008 and 2007. We did not recognize any impairment in the current or year-ago periods.

LENDING BUSINESS SEGMENT

In our Lending business segment, we originate and acquire FFELP loans and Private Education Loans. Typically, a Private Education Loan is made in conjunction with a FFELP Stafford loan and as a result is marketed through the same marketing channels as FFELP Stafford loans. While FFELP loans and Private Education Loans have different overall risk profiles due to the federal guarantee of the FFELP loans, they share many of the same characteristics such as similar repayment terms, the same marketing channel and sales force, and are originated and serviced on the same servicing platform. Finally, where possible, the borrower receives a single bill for both the FFELP loans and Private Education Loans.

As a result of the legislatives changes in the CCRAA and with the impact of the credit environment, the student loan market place is undergoing significant change. As a result of these changes, over 160 lenders announced their withdrawal from the federal student loan marketplace. In addition, substantially all other lenders have altered their student loan offerings including the elimination of certain borrower benefits and the elimination of premiums paid on secondary market loan purchases. Many FFELP lenders, excluding the Company, have made other significant changes which will dramatically reduce the loan volume they will originate this academic year. These conditions have also led a number of schools to switch to the FDLP.

In fiscal year 2007, 53 percent of our FFELP loan originations consisted of loans made under our owned internal brands. The remainder were comprised of loans originated by lender partners. As a result of CCRAA, it is no longer economical to purchase loans at historical premiums from our lender partners. Therefore, some partners decided to continue to sell loans to us at lower premiums, some became third-party serviced clients, and most decided to exit the business. Given current market conditions, we expect that the loan volume impacted by lender decisions to exit the business will be either (1) originated through our internal brands, (2) absorbed by other lenders, or (3) transferred to the FDLP.

The current funding and credit spread environment has made FFELP lending uneconomical. As a result, Congress passed the Ensuring Continued Access to Student Loans Act of 2008 (the "Act") to give lenders the [an incentive] to continue lending this academic year. In connection with the Act, ED has announced two programs to encourage lenders to make FFELP loans this academic year (see “LIQUIDITY AND CAPITAL RESOURCES — ED’s Loan Purchase Commitment and Loan Participation Programs”). ED has indicated that these proposals will be finalized and implemented in the near term.

The following table summarizes the “Core Earnings” results of operations for our Lending business segment.

	Three Months Ended June 30,		Increase (Decrease) 2008 vs. 2007	Six Months Ended June 30,		Increase (Decrease) 2008 vs. 2007
	2008	2007		2008	2007	
“Core Earnings” interest income:						
FFELP Stafford and Other Student Loans	$ 524	$ 719	(27)%	$ 1,018	$ 1,414	(28)%
FFELP Consolidation Loans	908	1,391	(35)	1,896	2,722	(30)
Private Education Loans	665	692	(4)	1,415	1,350	5
Other loans	21	27	(22)	45	54	(17)
Cash and investments	81	182	(55)	222	345	(36)
Total “Core Earnings” interest income	2,199	3,011	(27)	4,596	5,885	(22)
Total “Core Earnings” interest expense	1,605	2,371	(32)	3,429	4,592	(25)
Net “Core Earnings” interest income	594	640	(7)	1,167	1,293	(10)
Less: provisions for loan losses	192	247	(22)	374	444	(16)
Net “Core Earnings” interest income after provisions for loan losses	402	393	2	793	849	(7)
Other income	62	59	5	106	104	2
Restructuring expenses	31	—	100	46	—	100
Operating expenses	155	182	(15)	318	353	(10)
Total expenses	186	182	2	364	353	3
Income before income taxes and minority interest in net earnings of subsidiaries	278	270	3	535	600	(11)
Income tax expense	103	100	3	197	222	(11)
“Core Earnings” net income	$ 175	$ 170	3%	$ 338	$ 378	(11)%

Net Interest Income

Changes in net interest income are primarily due to fluctuations in the student loan and other asset spread discussed below, the growth of our student loan portfolio, and changes in the level of cash and investments we hold on our balance sheet for liquidity purposes.

Average Balance Sheets — On-Balance Sheet

The following table reflects the rates earned on interest-earning assets and paid on interest-bearing liabilities for the three and six months ended June 30, 2008 and 2007. This table reflects the net interest margin for all on-balance sheet assets. It is included in the Lending business segment discussion because this segment includes substantially all interest-earning assets and interest-bearing liabilities.

	Three Months Ended June 30,				Six Months Ended June 30,			
	2008 Balance	Rate	2007 Balance	Rate	2008 Balance	Rate	2007 Balance	Rate
Average Assets								
FFELP Stafford and Other Student Loans	$ 41,666	4.80%	$ 30,794	6.66%	$ 40,008	4.84%	$ 28,851	6.72%
FFELP Consolidation Loans	73,509	4.21	67,154	6.49	73,654	4.39	65,218	6.50
Private Education Loans	18,573	8.86	10,917	12.10	17,882	9.59	11,134	12.09
Other loans	1,018	8.43	1,259	8.43	1,106	8.13	1,312	8.37
Cash and investments	9,076	3.13	9,930	5.72	10,670	3.66	8,949	5.76
Total interest-earning assets	143,842	4.94%	120,054	7.00%	143,320	5.14%	115,464	7.06%
Non-interest-earning assets	10,391		9,804		9,969		9,451	
Total assets	$ 154,233		$ 129,858		$ 153,289		$ 124,915	
Average Liabilities and Stockholders' Equity								
Short-term borrowings	$ 35,494	4.85%	$ 5,215	6.75%	$ 35,735	4.81%	$ 4,223	6.42%
Long-term borrowings	109,351	3.45	115,388	5.59	108,508	3.94	111,689	5.59
Total interest-bearing liabilities	144,845	3.79%	120,603	5.64%	144,243	4.16%	115,912	5.62%
Non-interest-bearing liabilities	3,895		4,105		3,679		4,294	
Stockholders' equity	5,493		5,150		5,367		4,709	
Total liabilities and stockholders' equity	$ 154,233		$ 129,858		$ 153,289		$ 124,915	
Net interest margin		1.13%		1.33%		.95%		1.42%

Rate/Volume Analysis — On-Balance Sheet

The following rate/volume analysis illustrates the relative contribution of changes in interest rates and asset volumes.

	Increase (Decrease)	Increase (Decrease) Attributable to Change in	
		Rate	Volume
Three Months Ended June 30, 2008 vs. Three Months Ended June 30, 2007			
Interest income	$ (327)	$ (817)	$ 490
Interest expense	(331)	(751)	420
Net interest income	$ 4	$ (66)	$ 70
Six Months Ended June 30, 2008 vs. Six Months Ended June 30, 2007			
Interest income	$ (382)	$ (1,485)	$ 1,103
Interest expense	(248)	(1,175)	927
Net interest income	$ (134)	$ (310)	$ 176

Net Interest Margin — On-Balance Sheet

The following table reflects the net interest margin of on-balance sheet interest-earning assets, before provisions for loan losses. (Certain percentages do not add or subtract down as they are based on average balances.)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2008	2007	2008	2007
Student loan spread(1)(2)	1.52%	1.47%	1.25%	1.55%
Other asset spread(1)(3)	.28	(.01)	.14	.08
Net interest margin, before the impact of 2008 Asset-Backed Financing Facilities fees(1)	1.44	1.33	1.16	1.42
Less: 2008 Asset-Backed Financing Facilities fees	(.31)	—	(.21)	—
Net interest margin	1.13%	1.33%	.95%	1.42%

(1) Before certain commitment and liquidity fees associated with the 2008 Asset-Backed Financing Facilities, which are referred to as the "2008 Asset-Backed Financing Facilities fees" (see "LIQUIDITY AND CAPITAL RESOURCES" for a further discussion).

(2) Composition of student loan spread:

Student loan yield, before Floor Income	5.54%	8.05%	5.83%	8.10%
Gross Floor Income	.40	.02	.38	.02
Consolidation Loan Rebate Fees	(.57)	(.64)	(.58)	(.65)
Repayment Borrower Benefits	(.12)	(.13)	(.12)	(.13)
Premium and discount amortization	(.21)	(.20)	(.28)	(.18)
Student loan net yield	5.04	7.10	5.23	7.16
Student loan cost of funds	(3.52)	(5.63)	(3.98)	(5.61)
Student loan spread, before 2008 Asset-Backed Financing Facilities fees	1.52%	1.47%	1.25%	1.55%

(3) Comprised of investments, cash and other loans.

Student Loan Spread — On-Balance Sheet

An important performance measure closely monitored by management is the student loan spread. The student loan spread is the difference between the income earned on student loan assets and the interest paid on the debt funding those assets. The student loan spread is impacted by changes in its various components, as reflected in footnote (2) to the "*Net Interest Margin — On-Balance Sheet*" table above. Gross Floor Income is impacted by interest rates and the percentage of the FFELP loan portfolio eligible to earn Floor Income. The spread impact from Consolidation Loan Rebate Fees fluctuates as a function of the percentage of FFELP Consolidation Loans on our balance sheet. Repayment Borrower Benefits are generally impacted by the terms of the Repayment Borrower Benefits being offered as well as the payment behavior of the underlying loans. Premium and discount amortization is generally impacted by the prices previously paid for loans and amounts capitalized related to such purchases or originations. Premium and discount amortization is also impacted by prepayment behavior of the underlying loans.

The student loan spread, before 2008 Asset-Backed Financing Facilities fees, for the second quarter of 2008 increased 5 basis points from the second quarter of 2007, primarily due to the increase in Floor Income and reduction in Consolidation Loans as a percentage of the portfolio, offset by an increase in our cost of funds. The cost of funds for on-balance sheet student loans excludes the impact of basis swaps that economically hedge the re-pricing and basis mismatch between our funding and student loan asset indices, but do not receive hedge accounting treatment under SFAS No. 133. We extensively use basis swaps to manage our basis risk associated with our interest rate sensitive assets and liabilities. These swaps generally do not qualify as accounting hedges, and as a result, are required to be accounted for in the "gains (losses) on derivatives and hedging activities, net" line on the income statement, as opposed to being accounted for in interest expense. As a result, these basis swaps are not considered in the calculation of the cost of funds in the table above and therefore, in times of volatile movements of interest rates like those experienced in the second quarter of 2008, the student loan spread can significantly change. See *"Core Earnings' Net Interest Margin*" in the following table, which reflects these basis swaps in interest expense and demonstrates the economic hedge effectiveness of these basis swaps.

Other Asset Spread — On-Balance Sheet

The other asset spread is generated from cash and investments (both restricted and unrestricted) primarily in our liquidity portfolio, and other loans. The Company invests its liquidity portfolio primarily in high quality short-term securities with maturities of one week or less in order to manage credit risk and maintain available cash balances. The other asset spread for the second quarter of 2008 increased 29 basis points from the year-ago quarter. Changes in the other asset spread primarily relate to differences in the index basis and reset frequency between the asset indices and funding indices. A portion of this risk is hedged with derivatives that do not receive hedge accounting treatment under SFAS No. 133 and will impact the other asset spread in a similar fashion as the impact to the on-balance sheet student loan spread as discussed above. In volatile interest rate environments, these spreads may move significantly from period to period and differ from the "Core Earnings" basis other asset spread discussed below.

Net Interest Margin — On-Balance Sheet

The net interest margin, before 2008 Asset-Backed Financing Facilities fees, for the second quarter of 2008 increased 11 basis points from the year-ago quarter. The increase in the student loan portfolio as a percentage of the overall interest-earning asset portfolio resulted in an increase to net interest margin of 3 basis points due to the student loan portfolio earning a higher spread than the other asset portfolio. An additional 8 basis point increase relates primarily to the previous discussions of changes in the on-balance sheet student loan and other asset spreads.

The increase in the 2008 Asset-Backed Financing Facilities Fees was due to the facility closing on February 29, 2008 which resulted in only one month of fees in the first quarter of 2008.

"Core Earnings" Net Interest Margin

The following table analyzes the earnings from our portfolio of Managed interest-earning assets on a "Core Earnings" basis (see "BUSINESS SEGMENTS — Pre-tax Differences between 'Core Earnings' and GAAP by Business Segment"). The *" 'Core Earnings' Net Interest Margin"* presentation and certain components used in the calculation differ from the "*Net Interest Margin — On-Balance Sheet"* presentation. The "Core Earnings" presentation, when compared to our on-balance sheet presentation, is different in that it:

- includes the net interest margin related to our off-balance sheet student loan securitization trusts. This includes any related fees or costs such as the Consolidation Loan Rebate Fees, premium/discount amortization and Borrower Benefits yield adjustments;
- includes the reclassification of certain derivative net settlement amounts that do not qualify as SFAS No. 133 hedges. Under GAAP, payments made and received on derivative contracts that do not qualify as hedges under SFAS No. 133 are recorded as part of the "gain (loss) on derivative and hedging activities, net" line item on the income statement and are therefore not recognized in the on-balance sheet student loan spread. Under this presentation, these gains and losses are reclassified to the income statement line item of the economically hedged item. For our "Core Earnings" net interest margin, this would primarily include: (a) reclassifying the net settlement amounts related to our written Floor Income Contracts to student loan interest income and (b) reclassifying the net settlement amounts related to certain of our basis swaps to debt interest expense;
- excludes unhedged Floor Income earned on the Managed student loan portfolio; and

• includes the amortization of upfront payments on Floor Income Contracts in student loan income that we believe are economically hedging the Floor Income.

The following table reflects the "Core Earnings" net interest margin, before provisions for loan losses. (Certain percentages do not add or subtract down as they are based on average balances.)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2008	2007	2008	2007
"Core Earnings" basis student loan spread(1):				
FFELP loan spread	.87%	.98%	.73%	1.03%
Private Education Loan spread(2)	5.08	5.22	5.23	5.25
Total "Core Earnings" basis student loan spread(3)	1.65	1.68	1.56	1.72
"Core Earnings" basis other asset spread(1)(4)	(.25)	(.05)	(.21)	.06
"Core Earnings" net interest margin, before 2008 Asset-Backed Financing Facilities fees(1)	1.52	1.52	1.42	1.58
Less: 2008 Asset-Backed Financing Facilities fees	(.24)	—	(.16)	—
"Core Earnings" net interest margin	1.28%	1.52%	1.26%	1.58%

(1) Before certain commitment and liquidity fees associated with the 2008 Asset-Backed Financing Facilities, which are referred to as the "2008 Asset-Backed Financing Facilities fees" (see "LIQUIDITY AND CAPITAL RESOURCES" for a further discussion).

(2) Core Earnings" basis Private Education Loan Spread, before 2008 Asset-Backed Financing Facilities fees and after provisions for loan losses 3.02% 1.49% 3.15% 1.81%

(3) Composition of "Core Earnings" basis student loan spread:

	2008	2007	2008	2007
"Core Earnings" basis student loan spread yield	5.75%	8.27%	6.06%	8.29%
Consolidation Loan Rebate Fees	(.54)	(.57)	(.55)	(.58)
Borrower Benefits	(.12)	(.12)	(.12)	(.12)
Premium and discount amortization	(.18)	(.19)	(.27)	(.18)
"Core Earnings" basis student loan net yield	4.91	7.39	5.12	7.41
"Core Earnings" basis student loan cost of funds	(3.26)	(5.71)	(3.56)	(5.69)
"Core Earnings" basis student loan spread, before 2008 Asset-Backed Financing Facilities fees	1.65%	1.68%	1.56%	1.72%

(4) Comprised of investments, cash and other loans.

"Core Earnings" Basis Student Loan Spread

An important performance measure closely monitored by management is the student loan spread. The student loan spread is the difference between the income earned on student loan assets and the interest paid on the debt funding those assets. The "Core Earnings" basis student loan spread before the 2008 Asset-Backed Financing Facilities fees for the second quarter of 2008 decreased 3 basis points from the year-ago quarter, primarily due to an increase in the Company's cost of funds from an increase in the credit spread on the Company's debt during the last year due to the current credit environment. This was offset somewhat by the mix of the overall student loan portfolio between FFELP loans and Private Education Loans as the Private Education Loan portfolio earns a higher spread than the FFELP loan portfolio. Private Education Loans make up a greater portion of the portfolio in the current period versus the year-ago period.

The "Core Earnings" basis FFELP loan spread for the three and six months ended June 30, 2008 declined from the year-ago periods primarily as a result of the increase in the cost of funds previously discussed, as well as, the mix of the FFELP portfolio shifting towards loans originated subsequent to October 1, 2007, which have lower legislated yields as a result of the CCRAA. The "Core Earnings" basis Private Education Loan spread before provision declined primarily as a result of the increase in the cost of funds discussed previously. The changes in the "Core Earnings" basis Private Education Loan spread after provision for all periods presented was primarily due to the timing and amount of provision associated with our allowance for Private Education Loan Losses as discussed below (see "Private Education Loan Losses — *Activity in the Allowance for Private Education Loan Losses*").

"Core Earnings" Basis Other Asset Spread

The "Core Earnings" basis other asset spread is comprised of cash and investments (both restricted and unrestricted) primarily in our liquidity portfolio, and other loans. The Company invests its liquidity portfolio primarily in short-term securities with maturities of one week or less in order to manage credit risk and maintain available cash balances. The "Core Earnings" basis other asset spread for the second quarter of 2008 decreased 20 basis points from the year-ago quarter. Changes in this spread primarily relate to differences between the index basis and reset frequency of the asset indices and funding indices. The significant decrease from the year-ago quarter is mostly due to the other assets' indices resetting more frequently than the debt funding those assets. In volatile interest rate environments, the asset and debt reset frequencies will lag each other. The decrease in spread is also a result of the increase in our cost of funds as previously discussed.

"Core Earnings" Basis Net Interest Margin

The "Core Earnings" net interest margin, before 2008 Asset-Backed Financing Facilities fees, for the second quarter of 2008 did not change from the year-ago quarter. The increase in the Managed student loan portfolio as a percentage of the overall Managed interest-earning asset portfolio resulted in an increase to "Core Earnings" net interest margin of 4 basis points due to the Managed student loan portfolio earning a higher spread than the Managed other interest-earning asset portfolio. The offsetting 4 basis point decrease relates primarily to the previous discussions of changes in the "Core Earnings" basis student loan and other asset spreads.

The increase in the 2008 Asset-Backed Financing Facilities Fees was due to the facility closing on February 29, 2008, which resulted in only one month of fees in the first quarter of 2008.

Summary of our Managed Student Loan Portfolio

The following tables summarize the components of our Managed student loan portfolio and show the changing composition of our portfolio.

Ending Balances, net

	June 30, 2008				
	FFELP Stafford and Other(1)	FFELP Consolidation Loans	Total FFELP	Private Education Loans	Total
On-balance sheet:					
In-school	$ 15,484	$ —	$ 15,484	$ 7,177	$ 22,661
Grace and repayment	26,669	71,915	98,584	12,272	110,856
Total on-balance sheet, gross	42,153	71,915	114,068	19,449	133,517
On-balance sheet unamortized premium/(discount)	1,051	1,297	2,348	(508)	1,840
On-balance sheet allowance for losses	(57)	(41)	(98)	(970)	(1,068)
Total on-balance sheet, net	43,147	73,171	116,318	17,971	134,289
Off-balance sheet:					
In-school	643	—	643	2,073	2,716
Grace and repayment	7,740	15,586	23,326	11,700	35,026
Total off-balance sheet, gross	8,383	15,586	23,969	13,773	37,742
Off-balance sheet unamortized premium/(discount)	109	464	573	(356)	217
Off-balance sheet allowance for losses	(17)	(8)	(25)	(319)	(344)
Total off-balance sheet, net	8,475	16,042	24,517	13,098	37,615
Total Managed	$ 51,622	$ 89,213	$ 140,835	$ 31,069	$ 171,904
% of on-balance sheet FFELP	37%	63%	100%		
% of Managed FFELP	37%	63%	100%		
% of total	30%	52%	82%	18%	100%

(1) FFELP category is primarily Stafford loans, but also includes federally insured PLUS and HEAL loans.

	December 31, 2007				
	FFELP Stafford and Other(1)	FFELP Consolidation Loans	Total FFELP	Private Education Loans	Total
On-balance sheet:					
In-school	$ 14,390	$ —	$ 14,390	$ 6,735	$ 21,125
Grace and repayment	20,469	72,306	92,775	9,437	102,212
Total on-balance sheet, gross	34,859	72,306	107,165	16,172	123,337
On-balance sheet unamortized premium/(discount)	915	1,344	2,259	(468)	1,791
On-balance sheet allowance for losses	(48)	(41)	(89)	(886)	(975)
Total on-balance sheet, net	35,726	73,609	109,335	14,818	124,153
Off-balance sheet:					
In-school	1,004	—	1,004	3,117	4,121
Grace and repayment	8,334	15,968	24,302	11,082	35,384
Total off-balance sheet, gross	9,338	15,968	25,306	14,199	39,505
Off-balance sheet unamortized premium/(discount)	154	482	636	(355)	281
Off-balance sheet allowance for losses	(20)	(9)	(29)	(334)	(363)
Total off-balance sheet, net	9,472	16,441	25,913	13,510	39,423
Total Managed	$ 45,198	$ 90,050	$ 135,248	$ 28,328	$ 163,576
% of on-balance sheet FFELP	33%	67%	100%		
% of Managed FFELP	33%	67%	100%		
% of total	28%	55%	83%	17%	100%

(1) FFELP category is primarily Stafford loans, but also includes federally insured PLUS and HEAL loans.

Student Loan Average Balances (net of unamortized premium/discount):

	Three Months Ended June 30, 2008				
	FFELP Stafford and Other(1)	FFELP Consolidation Loans	Total FFELP	Private Education Loans	Total
On-balance sheet	$ 41,666	$ 73,509	$ 115,175	$ 18,573	$ 133,748
Off-balance sheet	8,736	16,122	24,858	13,317	38,175
Total Managed	$ 50,402	$ 89,631	$ 140,033	$ 31,890	$ 171,923
% of on-balance sheet FFELP	36%	64%	100%		
% of Managed FFELP	36%	64%	100%		
% of total	29%	52%	81%	19%	100%

(1) FFELP category is primarily Stafford loans, but also includes federally insured PLUS and HEAL loans.

	Three Months Ended June 30, 2007				
	FFELP Stafford and Other(1)	FFELP Consolidation Loans	Total FFELP	Private Education Loans	Total
On-balance sheet	$ 30,794	$ 67,154	$ 97,948	$ 10,917	$ 108,865
Off-balance sheet	11,852	17,356	29,208	14,224	43,432
Total Managed	$ 42,646	$ 84,510	$ 127,156	$ 25,141	$ 152,297
% of on-balance sheet FFELP	31%	69%	100%		
% of Managed FFELP	34%	66%	100%		
% of total	28%	55%	83%	17%	100%

(1) FFELP category is primarily Stafford loans, but also includes federally insured PLUS and HEAL loans.

	Six Months Ended June 30, 2008				
	FFELP Stafford and Other(1)	FFELP Consolidation Loans	Total FFELP	Private Education Loans	Total
On-balance sheet	$ 40,008	$ 73,654	$ 113,662	$ 17,882	$ 131,544
Off-balance sheet	8,998	16,231	25,229	13,441	38,670
Total Managed	$ 49,006	$ 89,885	$ 138,891	$ 31,323	$ 170,214
% of on-balance sheet FFELP	35%	65%	100%		
% of Managed FFELP	35%	65%	100%		
% of total	29%	53%	82%	18%	100%

(1) FFELP category is primarily Stafford loans, but also includes federally insured PLUS and HEAL loans.

	Six Months Ended June 30, 2007				
	FFELP Stafford and Other(1)	FFELP Consolidation Loans	Total FFELP	Private Education Loans	Total
On-balance sheet	$ 28,851	$ 65,218	$ 94,069	$ 11,134	$ 105,203
Off-balance sheet	12,880	17,687	30,567	13,477	44,044
Total Managed	$ 41,731	$ 82,905	$ 124,636	$ 24,611	$ 149,247
% of on-balance sheet FFELP	31%	69%	100%		
% of Managed FFELP	33%	67%	100%		
% of total	28%	56%	84%	16%	100%

(1) FFELP category is primarily Stafford loans, but also includes federally insured PLUS and HEAL loans.

Floor Income — Managed Basis

The following table analyzes the ability of the FFELP loans in our Managed portfolio to earn Floor Income after June 30, 2008 and 2007, based on interest rates as of those dates.

(Dollars in billions)	June 30, 2008 Fixed Borrower Rate	June 30, 2008 Variable Borrower Rate	June 30, 2008 Total	June 30, 2007 Fixed Borrower Rate	June 30, 2007 Variable Borrower Rate	June 30, 2007 Total
Student loans eligible to earn Floor Income:						
On-balance sheet student loans	$ 97.1	$ 16.0	$ 113.1	$ 78.0	$ 19.3	$ 97.3
Off-balance sheet student loans	15.5	8.3	23.8	16.5	11.1	27.6
Managed student loans eligible to earn Floor Income	112.6	24.3	136.9	94.5	30.4	124.9
Less: post-June 30, 2006 disbursed loans required to rebate Floor Income	(55.5)	(1.4)	(56.9)	(34.7)	(1.6)	(36.3)
Less: economically hedged Floor Income Contracts	(25.8)	—	(25.8)	(14.6)	—	(14.6)
Net Managed student loans eligible to earn Floor Income	$ 31.3	$ 22.9	$ 54.2	$ 45.2	$ 28.8	$ 74.0
Net Managed student loans earning Floor Income as of June 30	$ 0.5	$ 0.1	$ 0.6	$ 4.0	$ 3.2	$ 7.2

We have sold Floor Income Contracts to hedge the potential Floor Income from specifically identified pools of FFELP Consolidation Loans that are eligible to earn Floor Income.

The following table presents a projection of the average Managed balance of FFELP Consolidation Loans whose Fixed-Rate Floor Income has already been economically hedged through Floor Income Contracts for the period July 1, 2008 to June 30, 2013. These loans are both on- and off-balance sheet and the related hedges do not qualify under SFAS No. 133 accounting as effective hedges.

(Dollars in billions)	July 1, 2008 to December 31, 2008	2009	2010	2011	2012	2013
Average balance of FFELP Consolidation Loans whose Floor Income is economically hedged (Managed Basis)	$ 26	$ 21	$ 19	$ 16	$ 16	$ 4

Private Education Loan Losses

On-Balance Sheet versus Managed Basis Presentation

All Private Education Loans are initially acquired on-balance sheet. When we securitize Private Education Loans, we no longer legally own the loans and they are accounted for off-balance sheet. For our Managed Basis presentation in the table below, when loans are securitized, we reduce the on-balance sheet allowance for loan losses for amounts previously provided and then increase the allowance for loan losses for these loans off-balance sheet, with the total of both on-balance sheet and off-balance sheet being the Managed Basis allowance for loan losses.

When Private Education Loans in our securitized trusts settling before September 30, 2005, become 180 days delinquent, we typically exercise our contingent call option to repurchase these loans at par value out of the trust and record a loss for the difference in the par value paid and the fair market value of the loan at the time of purchase. We account for these loans in accordance with the American Institute of Certified Public Accountants' ("AICPA") Statement of Position ("SOP") 03-3, "Accounting for Certain Loans or Debt Securities Acquired in a Transfer." Revenue is recognized over the anticipated remaining life of the loan based upon the amount and timing of anticipated cash flows. On a Managed Basis, the losses recorded under GAAP for loans repurchased at day 180 are reversed and the full amount is charged-off at day 212. We do not hold the contingent call option for any trusts settled after September 30, 2005.

When measured as a percentage of ending loans in repayment, the off-balance sheet allowance for loan losses is lower than the on-balance sheet percentage because of the different mix of loans on-balance sheet and off-balance sheet.

Private Education Loan Delinquencies and Forbearance

The tables below present our Private Education Loan delinquency trends as of June 30, 2008 and 2007. Delinquencies have the potential to adversely impact earnings as they are an initial indication of the borrower's potential to possibly default and as a result command a higher loan loss reserve than loans in current status. Delinquent loans also require increased servicing and collection efforts, resulting in higher operating costs.

	On-Balance Sheet Private Education Loan Delinquencies			
	June 30, 2008		June 30, 2007	
	Balance	%	Balance	%
Loans in-school/grace/deferment(1)	$ 9,662		$ 5,789	
Loans in forbearance(2)	1,178		544	
Loans in repayment and percentage of each status:				
Loans current	7,720	89.7%	4,873	88.7%
Loans delinquent 31-60 days(3)	326	3.8	243	4.4
Loans delinquent 61-90 days(3)	210	2.4	131	2.4
Loans delinquent greater than 90 days(3)	353	4.1	249	4.5
Total Private Education Loans in repayment	8,609	100%	5,496	100%
Total Private Education Loans, gross	19,449		11,829	
Private Education Loan unamortized discount	(508)		(387)	
Total Private Education Loans	18,941		11,442	
Private Education Loan allowance for losses	(970)		(428)	
Private Education Loans, net	$ 17,971		$ 11,014	
Percentage of Private Education Loans in repayment		44.3%		46.5%
Delinquencies as a percentage of Private Education Loans in repayment		10.3%		11.3%
Loans in forbearance as a percentage of loans in repayment and forbearance		12.0%		9.0%

(1) Loans for borrowers who may be attending school or engaging in other permitted educational activities and are not yet required to make payments on the loans, e.g., residency periods for medical students or a grace period for bar exam preparation.

(2) Loans for borrowers who have requested extension of grace period generally during employment transition or who have temporarily ceased making full payments due to hardship or other factors, consistent with the established loan program servicing policies and procedures.

(3) The period of delinquency is based on the number of days scheduled payments are contractually past due.

	Off-Balance Sheet Private Education Loan Delinquencies			
	June 30, 2008		June 30, 2007	
	Balance	%	Balance	%
Loans in-school/grace/deferment(1)	$ 4,159		$ 6,136	
Loans in forbearance(2)	1,339		1,093	
Loans in repayment and percentage of each status:				
Loans current	7,871	95.1%	7,002	95.3%
Loans delinquent 31-60 days(3)	178	2.2	196	2.7
Loans delinquent 61-90 days(3)	102	1.2	66	.9
Loans delinquent greater than 90 days(3)	124	1.5	80	1.1
Total Private Education Loans in repayment	8,275	100%	7,344	100%
Total Private Education Loans, gross	13,773		14,573	
Private Education Loan unamortized discount	(356)		(342)	
Total Private Education Loans	13,417		14,231	
Private Education Loan allowance for losses	(319)		(183)	
Private Education Loans, net	$ 13,098		$ 14,048	
Percentage of Private Education Loans in repayment		60.1%		50.4%
Delinquencies as a percentage of Private Education Loans in repayment		4.9%		4.7%
Loans in forbearance as a percentage of loans in repayment and forbearance		13.9%		13.0%

	Managed Basis Private Education Loan Delinquencies			
	June 30, 2008		June 30, 2007	
	Balance	%	Balance	%
Loans in-school/grace/deferment(1)	$ 13,821		$ 11,925	
Loans in forbearance(2)	2,517		1,637	
Loans in repayment and percentage of each status:				
Loans current	15,591	92.3%	11,875	92.5%
Loans delinquent 31-60 days(3)	504	3.0	439	3.4
Loans delinquent 61-90 days(3)	312	1.9	197	1.5
Loans delinquent greater than 90 days(3)	477	2.8	329	2.6
Total Private Education Loans in repayment	16,884	100%	12,840	100%
Total Private Education Loans, gross	33,222		26,402	
Private Education Loan unamortized discount	(864)		(729)	
Total Private Education Loans	32,358		25,673	
Private Education Loan allowance for losses	(1,289)		(611)	
Private Education Loans, net	$ 31,069		$ 25,062	
Percentage of Private Education Loans in repayment		50.8%		48.6%
Delinquencies as a percentage of Private Education Loans in repayment		7.7%		7.5%
Loans in forbearance as a percentage of loans in repayment and forbearance		13.0%		11.3%

(1) Loans for borrowers who may be attending school or engaging in other permitted educational activities and are not yet required to make payments on the loans, e.g., residency periods for medical students or a grace period for bar exam preparation.

(2) Loans for borrowers who have requested extension of grace period generally during employment transition or who have temporarily ceased making full payments due to hardship or other factors, consistent with the established loan program servicing policies and procedures.

(3) The period of delinquency is based on the number of days scheduled payments are contractually past due.

Activity in the Allowance for Private Education Loan Losses

The provision for student loan losses represents the periodic expense of maintaining an allowance sufficient to absorb incurred losses, net of recoveries, in the portfolio of Private Education Loans.

The following table summarizes changes in the allowance for Private Education Loan losses for the three and six months ended June 30, 2008 and 2007.

	Activity in Allowance for Private Education Loan Losses					
	On-Balance Sheet Three Months Ended		Off-Balance Sheet Three Months Ended		Managed Basis Three Months Ended	
	June 30, 2008	June 30, 2007	June 30, 2008	June 30, 2007	June 30, 2008	June 30, 2007
Allowance at beginning of period	$ 939	$ 369	$ 332	$ 116	$ 1,271	$ 485
Provision for Private Education Loan losses	120	139	43	95	163	234
Charge-offs	(105)	(88)	(60)	(28)	(165)	(116)
Recoveries	8	8	3	—	11	8
Net charge-offs	(97)	(80)	(57)	(28)	(154)	(108)
Reclassification of interest reserve(1)	8	—	1	—	9	—
Allowance at end of period	$ 970	$ 428	$ 319	$ 183	$ 1,289	$ 611
Net charge-offs as a percentage of average loans in repayment (annualized)	4.84%	6.19%	2.98%	1.53%	3.92%	3.50%
Net charge-offs as a percentage of average loans in repayment and forbearance (annualized)	4.20%	5.63%	2.52%	1.32%	3.36%	3.08%
Allowance as a percentage of the ending total loan balance	4.99%	3.74%	2.31%	1.29%	3.88%	2.38%
Allowance as a percentage of ending loans in repayment	11.27%	7.79%	3.85%	2.50%	7.63%	4.76%
Average coverage of net charge-offs (annualized)	2.51	1.33	1.37	1.69	2.08	1.42
Ending total loans, gross	$ 19,449	$ 11,829	$ 13,773	$ 14,573	$ 33,222	$ 26,402
Average loans in repayment	$ 7,992	$ 5,182	$ 7,811	$ 7,091	$ 15,803	$ 12,273
Ending loans in repayment	$ 8,609	$ 5,496	$ 8,275	$ 7,344	$ 16,884	$ 12,840

(1) Represents the amount of uncollectible interest, initially reserved within interest income that is transferred in the period to the allowance for loan losses when interest is capitalized to a loan's principal balance. Prior to 2008, the interest reserve was reversed in interest income and then included in the provision within the allowance for loan losses. This amount was $6 million for the three months ended June 30, 2007 on a Managed Basis. This change in presentation results in no impact to net income.

	Activity in Allowance for Private Education Loan Losses					
	On-Balance Sheet Six Months Ended		Off-Balance Sheet Six Months Ended		Managed Basis Six Months Ended	
	June 30, 2008	June 30, 2007	June 30, 2008	June 30, 2007	June 30, 2008	June 30, 2007
Allowance at beginning of period	$ 886	$ 308	$ 334	$ 86	$ 1,220	$ 394
Provision for Private Education Loan losses	238	281	85	141	323	422
Charge-offs	(188)	(170)	(107)	(50)	(295)	(220)
Recoveries	18	15	4	—	22	15
Net charge-offs	(170)	(155)	(103)	(50)	(273)	(205)
Reclassification of interest reserve(1)	16	—	3	—	19	—
Balance before securitization of Private Education Loans	970	434	319	177	1,289	611
Reduction for securitization of Private Education Loans	—	(6)	—	6	—	—
Allowance at end of period	$ 970	$ 428	$ 319	$ 183	$ 1,289	$ 611
Net charge-offs as a percentage of average loans in repayment (annualized)	4.54%	6.04%	2.71%	1.42%	3.62%	3.37%
Net charge-offs as a percentage of average loans in repayment and forbearance (annualized)	3.91%	5.56%	2.26%	1.25%	3.07%	3.03%
Allowance as a percentage of the ending total loan balance	4.99%	3.74%	2.31%	1.29%	3.88%	2.38%
Allowance as a percentage of ending loans in repayment	11.27%	7.79%	3.85%	2.50%	7.63%	4.76%
Average coverage of net charge-offs (annualized)	2.83	1.37	1.54	1.83	2.34	1.48
Ending total loans, gross	$ 19,449	$ 11,829	$ 13,773	$ 14,573	$ 33,222	$ 26,402
Average loans in repayment	$ 7,544	$ 5,174	$ 7,638	$ 7,067	$ 15,182	$ 12,241
Ending loans in repayment	$ 8,609	$ 5,496	$ 8,275	$ 7,344	$ 16,884	$ 12,840

(1) Represents the amount of uncollectible interest, initially reserved within interest income that is transferred in the period to the allowance for loan losses when interest is capitalized to a loan's principal balance. Prior to 2008, the interest reserve was reversed in interest income and then included in the provision within the allowance for loan losses. This amount was $9 million for the six months ended June 30, 2007 on a Managed Basis. This change in presentation results in no impact to net income.

The following table provides the detail for our traditional and non-traditional Managed Private Education Loans at June 30, 2008 and December 31, 2007.

	June 30, 2008			December 31, 2007		
	Traditional	Non-Traditional	Total	Traditional	Non-Traditional	Total
Ending total loans, gross	$ 28,349	$ 4,873	$ 33,222	$ 25,791	$ 4,580	$ 30,371
Ending loans in repayment	14,433	2,451	16,884	12,711	2,155	14,866
Private Education Loan allowance for losses	471	818	1,289	438	782	1,220
Net charge-offs as a percentage of average loans in repayment(1)	2.0%	15.0%	3.9%	1.5%	11.9%	3.1%
Allowance as a percentage of total ending loan balance	1.7%	16.8%	3.9%	1.7%	17.1%	4.0%
Allowance as a percentage of ending loans in repayment	3.3%	33.4%	7.6%	3.5%	36.3%	8.2%
Average coverage of net charge-offs(1)	1.7	2.3	2.1	2.6	3.3	3.0
Delinquencies as a percentage of Private Education Loans in repayment	4.9%	24.0%	7.7%	5.2%	26.3%	8.3%
Delinquencies greater than 90 days as a percentage of Private Education Loans in repayment	1.6%	9.8%	2.8%	1.7%	11.1%	3.1%
Loans in forbearance as a percentage of loans in repayment and forbearance	12.0%	18.5%	13.0%	12.8%	19.4%	13.9%

(1) Annualized for the three months ended June 30, 2008; full year actuals for the year ended December 31, 2007.

Due to the seasoning of the Managed Private Education Loan portfolio, shifts in its mix, certain economic factors and other operational factors, the Company has expected and has seen charge-off rates increase from the levels experienced prior to 2007. Although charge-off rates have increased, the overall increase for the six months ended June 30, 2008 was less than originally expected. In the fourth quarter of 2007, the Company recorded provision expense of $667 million related to the Managed Private Education Loan portfolio. This significant increase in provision expense compared to prior and current quarters primarily relates to the non-traditional portion of the Company's Private Education Loan portfolio which the Company had been expanding over the past few years. The Company has recently terminated these non-traditional loan programs because the performance of these loans turned out to be materially different from its original expectations and from the rest of the Company's Private Education Loan programs. The non-traditional portfolio is particularly impacted by the weakening U.S. economy and an underlying borrower's ability to repay a non-traditional loan. As a result, the Company recorded the additional provision in the fourth quarter of 2007, and this is the primary reason that the allowance as a percentage of the ending total loan balance and as a percentage of ending loans in repayment is significantly higher at June 30, 2008 versus June 30, 2007.

Managed provision expense increased slightly from $160 million in the first quarter of 2008 to $163 million in the second quarter of 2008. This is a result of the performance of the portfolio remaining relatively unchanged between quarters. Managed delinquencies as a percentage of Private Education Loans in repayment increased slightly from 7.4 percent as of March 31, 2008 to 7.7 percent as of June 30, 2008. However, Managed Private Education Loans delinquent greater than 90 days decreased from 3.1 percent at March 31, 2008 to 2.8 percent at June 30, 2008 and Managed Private Education Loans in forbearance as a percentage of loans in repayment and forbearance decreased from 16.4 percent as of March 31, 2008 to 13.0 percent at June 30, 2008.

Forbearance continues to be a positive collection tool for Private Education Loans as we believe it provides borrowers with sufficient time to obtain employment and income to support their obligations. As reflected in the table below, our experience has consistently shown that three years after being in forbearance status for the first time, over 75 percent of the loans are current, paid in full, or receiving an in-school grace or deferment, and approximately eight percent have charged off. Loans in forbearance are reserved commensurate with the default expectation of this specific loan status.

	Tracking by First Time in Forbearance Compared to All Loans Enter	
	Status distribution 36 months after ending month in forbearance for the first time	Status distribution 36 months after entering repayment (all loans)
In-school/grace/deferment	8.5%	7.8%
Current	60.5	61.8
Delinquent 31-60 days	3.0	1.9
Delinquent 61-90 days	1.5	.9
Delinquent greater than 90 days	2.6	1.6
Forbearance	8.1	5.3
Charged-off	8.0	5.6
Paid	7.8	15.1
Total	100%	100%

Borrowers use the proceeds of Private Education Loans to obtain higher education, which increases the likelihood of obtaining employment at higher income levels than would be available without the additional education. As a result, borrowers' repayment capability improves between the time the loan is made and the time they enter the post-education work force. We generally allow the loan repayment period on traditional higher education Private Education Loans to begin six months after the borrower leaves school (consistent with our FFELP loans). This provides the borrower time after graduation to obtain a job to service the debt. For borrowers that need more time or experience hardships, we permit additional delays in payment or partial payments (both referred to as forbearances) when we believe additional time will improve the borrower's ability to repay the loan. Forbearance is also granted to borrowers who may experience temporary hardship after entering repayment, when we believe that it will increase the likelihood of ultimate collection of the loan. Such forbearance is granted within established policies that include limits on the number of forbearance months granted consecutively and limits on the total number of forbearance months granted over the life of the loan. In some instances of forbearance, we require good-faith payments or continuing partial payments. Exceptions to forbearance policies are permitted in limited circumstances and only when such exceptions are judged to increase the likelihood of ultimate collection of the loan.

Forbearance does not grant any reduction in the total repayment obligation (principal or interest) but does allow for the temporary cessation of borrower payments (on a prospective and/or retroactive basis) or a reduction in monthly payments for an agreed period of time. The forbearance period extends the original term of the loan. While a loan is in forbearance, interest continues to accrue and is capitalized as principal upon the loan re-entering repayment status. Loans exiting forbearance into repayment status are considered current regardless of their previous delinquency status. Forbearance is used most heavily immediately after the loan enters repayment. A significant portion of our borrower population enters repayment status late in the fourth quarter (six months after the typical graduation timeframe) and, as a result, forbearance levels are generally at higher levels in the first quarter.

As indicated in the tables below that show the composition and status of the Managed Private Education Loan portfolio by number of months aged from the first date of repayment, the percentage of loans in forbearance decreases the longer the loans have been in repayment. At June 30, 2008, loans in forbearance as a percentage of loans in repayment and forbearance are 16.1 percent for loans that have been in repayment one to twenty-four months. The percentage drops to 5.4 percent for loans that have been in repayment more than 48 months. Approximately 73 percent of our Managed Private Education Loans in forbearance have been in repayment less than 24 months. These borrowers are essentially extending their grace period as they transition to the workforce.

The tables below show the composition and status of the Private Education Loan portfolio by number of months aged from the first date of repayment:

June 30, 2008	Months Since Entering Repayment 1 to 24 Months	25 to 48 Months	More than 48 Months	After June 30, 2008(1)	Total
Loans in-school/grace/deferment	$ —	$ —	$ —	$ 13,821	$ 13,821
Loans in forbearance	1,848	498	171	—	2,517
Loans in repayment — current	8,966	3,871	2,754	—	15,591
Loans in repayment — delinquent 31-60 days	265	160	79	—	504
Loans in repayment — delinquent 61-90 days	162	100	50	—	312
Loans in repayment — delinquent greater than 90 days	228	163	86	—	477
Total	$ 11,469	$ 4,792	$ 3,140	$ 13,821	33,222
Unamortized discount					(864)
Allowance for loan losses					(1,289)
Total Managed Private Education Loans, net					$ 31,069
Loans in forbearance as a percentage of loans in repayment and forbearance	16.1%	10.4%	5.4%	—%	13.0%

(1) Includes all loans in-school/grace/deferment.

June 30, 2007	Months Since Entering Repayment 1 to 24 Months	25 to 48 Months	More than 48 Months	After June 30, 2007(1)	Total
Loans in-school/grace/deferment	$ —	$ —	$ —	$ 11,925	$ 11,925
Loans in forbearance	1,229	305	103	—	1,637
Loans in repayment — current	7,002	2,813	2,060	—	11,875
Loans in repayment — delinquent 31-60 days	256	114	69	—	439
Loans in repayment — delinquent 61-90 days	121	49	27	—	197
Loans in repayment — delinquent greater than 90 days	166	105	58	—	329
Total	$ 8,774	$ 3,386	$ 2,317	$ 11,925	26,402
Unamortized discount					(729)
Allowance for loan losses					(611)
Total Managed Private Education Loans, net					$ 25,062
Loans in forbearance as a percentage of loans in repayment and forbearance	14.0%	9.0%	4.4%	—%	11.3%

(1) Includes all loans in-school/grace/deferment.

The table below stratifies the portfolio of Managed Private Education Loans in forbearance by the cumulative number of months the borrower has used forbearance as of the dates indicated. As detailed in the table below, 6 percent of loans currently in forbearance have cumulative forbearance of more than 24 months.

Cumulative number of months borrower has used forbearance	June 30, 2008 Forbearance Balance	% of Total	June 30, 2007 Forbearance Balance	% of Total
Up to 12 months	$ 1,643	65%	$ 1,176	72%
13 to 24 months	736	29	395	24
More than 24 months	138	6	66	4
Total	$ 2,517	100%	$ 1,637	100%

FFELP Loan Losses

Delinquencies and Forbearance

The tables below present our FFELP loan delinquency trends as of June 30, 2008 and 2007. Delinquencies have the potential to adversely impact earnings as they are an initial indication of the borrower's potential to possibly default and as a result command a higher loan loss reserve than loans in current status. Delinquent loans also require increased servicing and collection efforts, resulting in higher operating costs.

	On-Balance Sheet FFELP Loan Delinquencies			
	June 30, 2008		June 30, 2007	
	Balance	%	Balance	%
Loans in-school/grace/deferment(1)	$ 35,136		$ 28,396	
Loans in forbearance(2)	12,245		9,366	
Loans in repayment and percentage of each status:				
Loans current	57,046	85.5%	50,790	84.9%
Loans delinquent 31-60 days(3)	3,573	5.4	3,000	5.0
Loans delinquent 61-90 days(3)	1,662	2.5	1,707	2.8
Loans delinquent greater than 90 days(3)	4,406	6.6	4,353	7.3
Total FFELP loans in repayment	66,687	100%	59,850	100%
Total FFELP loans, gross	114,068		97,612	
FFELP loan unamortized premium	2,348		2,024	
Total FFELP loans	116,416		99,636	
FFELP loan allowance for losses	(98)		(24)	
FFELP loans, net	$ 116,318		$ 99,612	
Percentage of FFELP loans in repayment		58.5%		61.3%
Delinquencies as a percentage of FFELP loans in repayment		14.5%		15.1%
FFELP loans in forbearance as a percentage of loans in repayment and forbearance		15.5%		13.5%

(1) Loans for borrowers who may be attending school or engaging in other permitted educational activities and are not yet required to make payments on the loans, e.g., residency periods for medical students or a grace period for bar exam preparation.

(2) Loans for borrowers who have requested extension of grace period generally during employment transition or who have temporarily ceased making full payments due to hardship or other factors, consistent with the established loan program servicing policies and procedures.

(3) The period of delinquency is based on the number of days scheduled payments are contractually past due.

	Off-Balance Sheet FFELP Loan Delinquencies			
	June 30, 2008		June 30, 2007	
	Balance	%	Balance	%
Loans in-school/grace/deferment(1)	$ 4,520		$ 6,041	
Loans in forbearance(2)	3,084		3,165	
Loans in repayment and percentage of each status:				
Loans current	13,413	82.0%	14,554	78.0%
Loans delinquent 31-60 days(3)	958	5.8	1,067	5.7
Loans delinquent 61-90 days(3)	473	2.9	709	3.8
Loans delinquent greater than 90 days(3)	1,521	9.3	2,322	12.5
Total FFELP loans in repayment	16,365	100%	18,652	100%
Total FFELP loans, gross	23,969		27,858	
FFELP loan unamortized premium	573		682	
Total FFELP loans	24,542		28,540	
FFELP loan allowance for losses	(25)		(11)	
FFELP loans, net	$ 24,517		$ 28,529	
Percentage of FFELP loans in repayment		68.3%		67.0%
Delinquencies as a percentage of FFELP loans in repayment		18.0%		22.0%
FFELP loans in forbearance as a percentage of loans in repayment and forbearance		15.9%		14.5%

(1) Loans for borrowers who may be attending school or engaging in other permitted educational activities and are not yet required to make payments on the loans, e.g., residency periods for medical students or a grace period for bar exam preparation.

(2) Loans for borrowers who have requested extension of grace period generally during employment transition or who have temporarily ceased making full payments due to hardship or other factors, consistent with the established loan program servicing policies and procedures.

(3) The period of delinquency is based on the number of days scheduled payments are contractually past due.

	Managed Basis FFELP Loan Delinquencies			
	June 30, 2008		June 30, 2007	
	Balance	%	Balance	%
Loans in-school/grace/deferment(1)	$ 39,656		$ 34,437	
Loans in forbearance(2)	15,329		12,531	
Loans in repayment and percentage of each status:				
Loans current	70,459	84.8%	65,344	83.2%
Loans delinquent 31-60 days(3)	4,531	5.5	4,067	5.2
Loans delinquent 61-90 days(3)	2,135	2.6	2,416	3.1
Loans delinquent greater than 90 days(3)	5,927	7.1	6,675	8.5
Total FFELP loans in repayment	83,052	100%	78,502	100%
Total FFELP loans, gross	138,037		125,470	
FFELP loan unamortized premium	2,921		2,706	
Total FFELP loans	140,958		128,176	
FFELP loan allowance for losses	(123)		(35)	
FFELP loans, net	$ 140,835		$ 128,141	
Percentage of FFELP loans in repayment		60.2%		62.6%
Delinquencies as a percentage of FFELP loans in repayment		15.2%		16.8%
FFELP loans in forbearance as a percentage of loans in repayment and forbearance		15.6%		13.8%

(1) Loans for borrowers who may be attending school or engaging in other permitted educational activities and are not yet required to make payments on the loans, e.g., residency periods for medical students or a grace period for bar exam preparation.

(2) Loans for borrowers who have requested extension of grace period generally during employment transition or who have temporarily ceased making full payments due to hardship or other factors, consistent with the established loan program servicing policies and procedures.

(3) The period of delinquency is based on the number of days scheduled payments are contractually past due.

Total Provisions for Loan Losses

The following tables summarize the total provisions for loan losses on both an on-balance sheet basis and a Managed Basis for the three and six months ended June 30, 2008 and 2007.

Total on-balance sheet loan provisions

	Three Months Ended June 30,		Six Months Ended June 30,	
	2008	2007	2008	2007
Private Education Loans	$ 120	$ 139	$ 238	$ 281
FFELP Loans	19	6	35	12
Mortgage and consumer loans	4	3	7	5
Total on-balance sheet provisions for loan losses	$ 143	$ 148	$ 280	$ 298

Total Managed Basis loan provisions

	Three Months Ended June 30,		Six Months Ended June 30,	
	2008	2007	2008	2007
Private Education Loans	$ 163	$ 234	$ 323	$ 422
FFELP Loans	25	10	44	18
Mortgage and consumer loans	4	3	7	5
Total Managed Basis provisions for loan losses	$ 192	$ 247	$ 374	$ 445

Provision expense for Private Education Loans was previously discussed above (see "Private Education Loan Losses — *Activity in the Allowance for Private Education Loan Losses*").

Upon the passage of the CCRAA on September 27, 2007, the Exceptional Performer program (under which qualified lenders received reimbursement on default claims higher than the Risk Sharing) was repealed, which resulted in an increase in our Risk Sharing percentage. Therefore, the Company's FFELP loan provision has increased over the year-ago periods.

Total Loan Net Charge-offs

The following tables summarize the total loan net charge-offs on both an on-balance sheet basis and a Managed Basis for the three and six months ended June 30, 2008 and 2007.

Total on-balance sheet loan net charge-offs

	Three Months Ended June 30,		Six Months Ended June 30,	
	2008	2007	2008	2007
Private Education Loans	$ 97	$ 80	$ 170	$ 155
FFELP Loans	16	5	27	9
Mortgage and consumer loans	2	3	7	5
Total on-balance sheet loan net charge-offs	$ 115	$ 88	$ 204	$ 169

Total Managed loan net charge-offs

	Three Months Ended June 30,		Six Months Ended June 30,	
	2008	2007	2008	2007
Private Education Loans	$ 154	$ 108	$ 273	$ 205
FFELP Loans	23	9	39	17
Mortgage and consumer loans	2	3	7	5
Total Managed loan net charge-offs	$ 179	$ 120	$ 319	$ 227

The increase in net charge-offs on FFELP Stafford and Other Student Loans for the quarter ended June 30, 2008 versus June 30, 2007, was primarily the result of legislative changes occurring in 2007, which lowered the federal guaranty on claims filed to either 97 percent or 98 percent (depending on date of disbursement). See "Private Education Loan Losses — *Activity in the Allowance for Private Education Loan Losses*" for a discussion of net charge-offs related to our Private Education Loans.

Student Loan Premiums as a Percentage of Principal

The following table presents student loan premiums paid as a percentage of the principal balance of student loans acquired for the three and six months ended June 30, 2008 and 2007.

	Three Months Ended June 30,				Six Months Ended June 30,			
	2008		2007		2008		2007	
	Volume	Rate	Volume	Rate	Volume	Rate	Volume	Rate
Student loan premiums paid:								
Internal lending brands	$ 2,621	1.46%	$ 2,298	1.47%	$ 8,267	1.65%	$ 6,896	1.43%
Lender partners	1,857	3.24	3,382	2.96	4,171	3.12	5,759	2.93
Total	4,478	2.20	5,680	2.36	12,438	2.15	12,655	2.11
Other purchases(1)	392	2.10	1,316	4.99	599	1.58	5,190	5.34
Subtotal base purchases	4,870	2.19	6,996	2.85	13,037	2.12	17,845	3.05
Consolidation originations	66	(.04)	485	3.09	607	1.99	1,187	2.61
Total	$ 4,936	2.16%	$ 7,481	2.87%	$ 13,644	2.11%	$ 19,032	3.02%

(1) Primarily includes spot purchases (including Wholesale Consolidation Loans for the three and six months ended June 30, 2007), other commitment clients, and subsidiary acquisitions.

Premiums paid as a percentage of principal balance for both internal lending brands and lender partner volume are impacted by Front-End Borrower Benefits where we pay the origination fee and/or federal guaranty fee on behalf of borrowers. Historically, this offered benefit had the impact of increasing the effective premium rate on the loan volume over time as this benefit was offered to a larger segment of our loan originations. In April 2008, the Company suspended participation in the federal consolidation loan program and discontinued subsidizing on behalf of borrowers the federally mandated Stafford loan origination fee for loans guaranteed after May 2, 2008. As a result, we expect and have seen our premiums begin to decline on this volume starting in the quarter ended June 30, 2008. Declines in lender partner premiums will lag those of internal lending brands since acquisitions of lender partner volume in the quarter generally relate to loans originated in prior periods where the Front-End Borrower Benefits were still being offered.

Included in “Consolidation originations” is the 0.5 percent FFELP Consolidation Loan origination fee paid on the total balance of new FFELP Consolidation Loans made prior to October 1, 2007 (and 1.0 percent for FFELP Consolidation Loans made after October 1, 2007), including internally consolidated loans from our existing portfolio. The “consolidation originations” premium paid percentage is calculated on only consolidation volume that is incremental to our portfolio. This percentage is largely driven by the mix of internal consolidations. As previously discussed, the Company suspended participation in the federal consolidation loan program in April 2008.

Student Loan Acquisitions

The following tables summarize the components of our student loan acquisition activity for the three and six months ended June 30, 2008 and 2007.

	Three Months Ended June 30, 2008		
	FFELP	Private	Total
Internal lending brands and Lender Partners	$ 3,361	$ 1,117	$ 4,478
Other commitment clients	259	—	259
Spot purchases	133	—	133
Consolidations from third parties	11	55	66
Consolidations and clean-up calls of off-balance sheet securitized loans	12	76	88
Capitalized interest, premiums and discounts	588	219	807
Total on-balance sheet student loan acquisitions	4,364	1,467	5,831
Consolidations and clean-up calls of off-balance sheet securitized loans	(12)	(76)	(88)
Capitalized interest, premiums and discounts — off-balance sheet securitized trusts	121	197	318
Total Managed student loan acquisitions	$ 4,473	$ 1,588	$ 6,061

	Three Months Ended June 30, 2007		
	FFELP	Private	Total
Internal lending brands and Lender Partners	$ 4,338	$ 1,342	$ 5,680
Wholesale Consolidations	911	—	911
Other commitment clients	145	1	146
Spot purchases	259	—	259
Consolidations from third parties	430	55	485
Consolidations and clean-up calls of off-balance sheet securitized loans	1,562	138	1,700
Capitalized interest, premiums and discounts	525	92	617
Total on-balance sheet student loan acquisitions	8,170	1,628	9,798
Consolidations and clean-up calls of off-balance sheet securitized loans	(1,562)	(138)	(1,700)
Capitalized interest, premiums and discounts — off-balance sheet securitized trusts	128	173	301
Total Managed student loan acquisitions	$ 6,736	$ 1,663	$ 8,399

	Six Months Ended June 30, 2008		
	FFELP	Private	Total
Internal lending brands and Lender Partners	$ 9,022	$ 3,416	$ 12,438
Other commitment clients	444	—	444
Spot purchases	155	—	155
Consolidations from third parties	461	146	607
Consolidations and clean-up calls of off-balance sheet securitized loans	120	245	365
Capitalized interest, premiums and discounts	1,130	383	1,513
Total on-balance sheet student loan acquisitions	11,332	4,190	15,522
Consolidations and clean-up calls of off-balance sheet securitized loans	(120)	(245)	(365)
Capitalized interest, premiums and discounts — off-balance sheet securitized trusts	219	354	573
Total Managed student loan acquisitions	$ 11,431	$ 4,299	$ 15,730

	Six Months Ended June 30, 2007 FFELP	Private	Total
Internal lending brands and Lender Partners	$ 9,113	$ 3,542	$ 12,655
Wholesale Consolidations	3,987	—	3,987
Other commitment clients	194	4	198
Spot purchases	1,005	—	1,005
Consolidations from third parties	1,079	108	1,187
Consolidations and clean-up calls of off-balance sheet securitized loans	2,745	301	3,046
Capitalized interest, premiums and discounts	1,156	151	1,307
Total on-balance sheet student loan acquisitions	19,279	4,106	23,385
Consolidations and clean-up calls of off-balance sheet securitized loans	(2,745)	(301)	(3,046)
Capitalized interest, premiums and discounts — off-balance sheet securitized trusts	281	298	579
Total Managed student loan acquisitions	$ 16,815	$ 4,103	$ 20,918

As shown in the above tables, off-balance sheet FFELP Stafford loans that consolidate with us become an on-balance sheet interest earning asset. This activity results in impairments of our Retained Interests in securitizations, but this is offset by an increase in on-balance sheet interest earning assets for which we do not record an offsetting gain.

Lending Assets

The following table includes on-balance sheet asset information for our Lending business segment.

	June 30, 2008	December 31, 2007
FFELP Stafford and Other Student Loans, net	$ 43,147	$ 35,726
FFELP Consolidation Loans, net	73,171	73,609
Private Education Loans, net	17,971	14,818
Other loans, net	903	1,174
Investments(1)	11,362	14,870
Retained Interest in off-balance sheet securitized loans	2,545	3,044
Other(2)	11,240	8,953
Total assets	$ 160,339	$ 152,194

(1) Investments include cash and cash equivalents, short and long-term investments, restricted cash and investments, leveraged leases, and municipal bonds.

(2) Other assets include accrued interest receivable, goodwill and acquired intangible assets, and other non-interest earning assets.

Loan Originations

The Company originates loans under its own brand names, which we refer to as internal brands and also through lender partners under forward contracts to purchase loans at contractual prices. In the past, we referred to these combined channels as preferred channel originations. As discussed at the beginning of this “LENDING BUSINESS SEGMENT,” legislative changes and credit market conditions have resulted in other FFELP lenders reducing their participation in the FFELP program.

As a result of the impacts described above, our FFELP internal brand originations in the quarter were up sharply, increasing 44 percent to $1.9 billion. Our lender partner originations offset this increase, declining 56 percent from the year-ago quarter. Some of these customers, such as JPMorgan Chase, were converted to third-party serviced contracts in which we service loans on behalf of these parties.

Consistent with our announcement in the first quarter that we were tightening our private credit lending standards and ceasing non-traditional lending, Private Education Loan originations declined 24 percent to $891 million in the quarter.

At June 30, 2008, there were $4.2 billion of originated loans ($3.5 billion of FFELP loans and $0.7 billion of Private Education Loans) in the pipeline that the Company is committed to purchase from our lender partners. As it relates to FFELP loans, approximately $2.7 billion relates to volume originated prior to CCRAA and $0.2 billion of the $3.5 billion FFELP loans are eligible for participation in ED's Purchase and Participation Programs (see "LIQUIDITY AND CAPITAL RESOURCES — ED'S Loan Purchase Commitment and Loan Participation Programs").

The following tables further break down our loan originations by type of loan and source.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2008	2007	2008	2007
Loan Originations — Internal lending brands				
Stafford	$ 1,650	$ 1,096	$ 4,509	$ 3,182
PLUS	127	144	673	679
GradPLUS	113	77	307	175
Total FFELP	1,890	1,317	5,489	4,036
Private Education Loans	854	1,126	3,078	3,208
Total	$ 2,744	$ 2,443	$ 8,567	$ 7,244

	Three Months Ended June 30,		Six Months Ended June 30,	
	2008	2007	2008	2007
Loan Originations — Lending partners				
Stafford	$ 463	$ 1,029	$ 2,570	$ 3,543
PLUS	16	60	288	445
GradPLUS	4	12	46	42
Total FFELP	483	1,101	2,904	4,030
Private Education Loans	37	49	291	330
Total	$ 520	$ 1,150	$ 3,195	$ 4,360

Student Loan Activity

The following tables summarize the activity in our on-balance sheet, off-balance sheet and Managed portfolios of FFELP loans and Private Education Loans and highlight the effects of Consolidation Loan activity on our FFELP loan portfolios.

	On-Balance Sheet Three Months Ended June 30, 2008				
	FFELP Stafford and Other(1)	FFELP Consolidation Loans	Total FFELP	Total Private Education Loans	Total On-Balance Sheet Portfolio
Beginning balance	$ 40,168	$ 73,868	$ 114,036	$ 16,977	$ 131,013
Net consolidations:					
Incremental consolidations from third parties	—	11	11	55	66
Consolidations to third parties	(100)	(51)	(151)	(9)	(160)
Net consolidations	(100)	(40)	(140)	46	(94)
Acquisitions	4,003	338	4,341	1,336	5,677
Net acquisitions	3,903	298	4,201	1,382	5,583
Internal consolidations(2)	(32)	36	4	67	71
Off-balance sheet securitizations	—	—	—	—	—
Repayments/claims/resales/other	(892)	(1,031)	(1,923)	(455)	(2,378)
Ending balance	$ 43,147	$ 73,171	$ 116,318	$ 17,971	$ 134,289

	Off-Balance Sheet Three Months Ended June 30, 2008				
	FFELP Stafford and Other(1)	FFELP Consolidation Loans	Total FFELP	Total Private Education Loans	Total Off-Balance Sheet Portfolio
Beginning balance	$ 9,011	$ 16,237	$ 25,248	$ 13,214	$ 38,462
Net consolidations:					
Incremental consolidations from third parties	—	—	—	—	—
Consolidations to third parties	(30)	(9)	(39)	(12)	(51)
Net consolidations	(30)	(9)	(39)	(12)	(51)
Acquisitions	73	48	121	197	318
Net acquisitions	43	39	82	185	267
Internal consolidations(2)	(2)	(2)	(4)	(67)	(71)
Off-balance sheet securitizations	—	—	—	—	—
Repayments/claims/resales/other	(577)	(232)	(809)	(234)	(1,043)
Ending balance	$ 8,475	$ 16,042	$ 24,517	$ 13,098	$ 37,615

	Managed Portfolio Three Months Ended June 30, 2008				
	FFELP Stafford and Other(1)	FFELP Consolidation Loans	Total FFELP	Total Private Education Loans	Total Managed Basis Portfolio
Beginning balance	$ 49,179	$ 90,105	$ 139,284	$ 30,191	$ 169,475
Net consolidations:					
Incremental consolidations from third parties	—	11	11	55	66
Consolidations to third parties	(130)	(60)	(190)	(21)	(211)
Net consolidations	(130)	(49)	(179)	34	(145)
Acquisitions	4,076	386	4,462	1,533	5,995
Net acquisitions	3,946	337	4,283	1,567	5,850
Internal consolidations(2)	(34)	34	—	—	—
Off-balance sheet securitizations	—	—	—	—	—
Repayments/claims/resales/other	(1,469)	(1,263)	(2,732)	(689)	(3,421)
Ending balance(3)	$ 51,622	$ 89,213	$ 140,835	$ 31,069	$ 171,904
Total Managed Acquisitions(4)	$ 4,076	$ 397	$ 4,473	$ 1,588	$ 6,061

(1) FFELP category is primarily Stafford loans and also includes PLUS and HEAL loans.

(2) Represents loans that we either own on-balance sheet or loans that we consolidated from our off-balance sheet securitization trusts.

(3) As of June 30, 2008, the ending balance includes $5.5 billion of FFELP Stafford and Other Loans and $2.7 billion of FFELP Consolidation Loans disbursed on or after October 1, 2007, which are impacted by CCRAA legislation.

(4) The Total Managed Acquisitions line includes incremental consolidations from third parties and acquisitions.

	On-Balance Sheet Three Months Ended June 30, 2007				
	FFELP Stafford and Other(1)	FFELP Consolidation Loans	Total FFELP	Total Private Education Loans	Total On-Balance Sheet Portfolio
Beginning balance	$ 28,562	$ 66,170	$ 94,732	$ 9,849	$ 104,581
Net consolidations:					
Incremental consolidations from third parties	—	430	430	55	485
Consolidations to third parties	(673)	(212)	(885)	(8)	(893)
Net consolidations	(673)	218	(455)	47	(408)
Acquisitions	4,976	1,202	6,178	1,435	7,613
Net acquisitions	4,303	1,420	5,723	1,482	7,205
Internal consolidations(2)	(1,166)	1,755	589	120	709
Off-balance sheet securitizations	—	—	—	—	—
Repayments/claims/resales/other	(196)	(1,236)	(1,432)	(437)	(1,869)
Ending balance	$ 31,503	$ 68,109	$ 99,612	$ 11,014	$ 110,626

	Off-Balance Sheet Three Months Ended June 30, 2007				
	FFELP Stafford and Other(1)	FFELP Consolidation Loans	Total FFELP	Total Private Education Loans	Total Off-Balance Sheet Portfolio
Beginning balance	$ 13,270	$ 17,758	$ 31,028	$ 14,352	$ 45,380
Net consolidations:					
Incremental consolidations from third parties	—	—	—	—	—
Consolidations to third parties	(247)	(56)	(303)	(17)	(320)
Net consolidations	(247)	(56)	(303)	(17)	(320)
Acquisitions	79	49	128	173	301
Net acquisitions	(168)	(7)	(175)	156	(19)
Internal consolidations(2)	(405)	(184)	(589)	(120)	(709)
Off-balance sheet securitizations	—	—	—	—	—
Repayments/claims/resales/other	(1,335)	(400)	(1,735)	(340)	(2,075)
Ending balance	$ 11,362	$ 17,167	$ 28,529	$ 14,048	$ 42,577

	Managed Portfolio Three Months Ended June 30, 2007				
	FFELP Stafford and Other(1)	FFELP Consolidation Loans	Total FFELP	Total Private Education Loans	Total Managed Basis Portfolio
Beginning balance	$ 41,832	$ 83,928	$ 125,760	$ 24,201	$ 149,961
Net consolidations:					
Incremental consolidations from third parties	—	430	430	55	485
Consolidations to third parties	(920)	(268)	(1,188)	(25)	(1,213)
Net consolidations	(920)	162	(758)	30	(728)
Acquisitions	5,055	1,251	6,306	1,608	7,914
Net acquisitions	4,135	1,413	5,548	1,638	7,186
Internal consolidations(2)	(1,571)	1,571	—	—	—
Off-balance sheet securitizations	—	—	—	—	—
Repayments/claims/resales/other	(1,531)	(1,636)	(3,167)	(777)	(3,944)
Ending balance	$ 42,865	$ 85,276	$ 128,141	$ 25,062	$ 153,203
Total Managed Acquisitions(3)	$ 5,055	$ 1,681	$ 6,736	$ 1,663	$ 8,399

(1) FFELP category is primarily Stafford loans and also includes PLUS and HEAL loans.

(2) Represents loans that we either own on-balance sheet or loans that we consolidated from our off-balance sheet securitization trusts.

(3) The Total Managed Acquisitions line includes incremental consolidations from third parties and acquisitions.

	On-Balance Sheet Six Months Ended June 30, 2008				
	FFELP Stafford and Other(1)	FFELP Consolidation Loans	Total FFELP	Total Private Education Loans	Total On-Balance Sheet Portfolio
Beginning balance	$ 35,726	$ 73,609	$ 109,335	$ 14,818	$ 124,153
Net consolidations:					
Incremental consolidations from third parties	—	461	461	146	607
Consolidations to third parties	(341)	(122)	(463)	(25)	(488)
Net consolidations	(341)	339	(2)	121	119
Acquisitions	10,061	690	10,751	3,799	14,550
Net acquisitions	9,720	1,029	10,749	3,920	14,669
Internal consolidations(2)	(409)	529	120	225	345
Off-balance sheet securitizations	—	—	—	—	—
Repayments/claims/resales/other	(1,890)	(1,996)	(3,886)	(992)	(4,878)
Ending balance	$ 43,147	$ 73,171	$ 116,318	$ 17,971	$ 134,289

	Off-Balance Sheet Six Months Ended June 30, 2008				
	FFELP Stafford and Other(1)	FFELP Consolidation Loans	Total FFELP	Total Private Education Loans	Total Off-Balance Sheet Portfolio
Beginning balance	$ 9,472	$ 16,441	$ 25,913	$ 13,510	$ 39,423
Net consolidations:					
Incremental consolidations from third parties	—	—	—	—	—
Consolidations to third parties	(82)	(23)	(105)	(43)	(148)
Net consolidations	(82)	(23)	(105)	(43)	(148)
Acquisitions	122	97	219	354	573
Net acquisitions	40	74	114	311	425
Internal consolidations(2)	(84)	(36)	(120)	(225)	(345)
Off-balance sheet securitizations	—	—	—	—	—
Repayments/claims/resales/other	(953)	(437)	(1,390)	(498)	(1,888)
Ending balance	$ 8,475	$ 16,042	$ 24,517	$ 13,098	$ 37,615

	Managed Portfolio Six Months Ended June 30, 2008				
	FFELP Stafford and Other(1)	FFELP Consolidation Loans	Total FFELP	Total Private Education Loans	Total Managed Basis Portfolio
Beginning balance	$ 45,198	$ 90,050	$ 135,248	$ 28,328	$ 163,576
Net consolidations:					
Incremental consolidations from third parties	—	461	461	146	607
Consolidations to third parties	(423)	(145)	(568)	(68)	(636)
Net consolidations	(423)	316	(107)	78	(29)
Acquisitions	10,183	787	10,970	4,153	15,123
Net acquisitions	9,760	1,103	10,863	4,231	15,094
Internal consolidations(2)	(493)	493	—	—	—
Off-balance sheet securitizations	—	—	—	—	—
Repayments/claims/resales/other	(2,843)	(2,433)	(5,276)	(1,490)	(6,766)
Ending balance(3)	$ 51,622	$ 89,213	$ 140,835	$ 31,069	$ 171,904
Total Managed Acquisitions(4)	$ 10,183	$ 1,248	$ 11,431	$ 4,299	$ 15,730

(1) FFELP category is primarily Stafford loans and also includes PLUS and HEAL loans.

(2) Represents loans that we either own on-balance sheet or loans that we consolidated from our off-balance sheet securitization trusts.

(3) As of June 30, 2008, the ending balance includes $5.5 billion of FFELP Stafford and Other Loans and $2.7 billion of FFELP Consolidation Loans disbursed on or after October 1, 2007, which are impacted by CCRAA legislation.

(4) The Total Managed Acquisitions line includes incremental consolidations from third parties and acquisitions.

	On-Balance Sheet Six Months Ended June 30, 2007				
	FFELP Stafford and Other(1)	FFELP Consolidation Loans	Total FFELP	Total Private Education Loans	Total On-Balance Sheet Portfolio
Beginning balance	$ 24,841	$ 61,324	$ 86,165	$ 9,755	$ 95,920
Net consolidations:					
Incremental consolidations from third parties	—	1,079	1,079	108	1,187
Consolidations to third parties	(1,280)	(445)	(1,725)	(17)	(1,742)
Net consolidations	(1,280)	634	(646)	91	(555)
Acquisitions	10,759	4,696	15,455	3,697	19,152
Net acquisitions	9,479	5,330	14,809	3,788	18,597
Internal consolidations(2)	(2,141)	3,510	1,369	269	1,638
Off-balance sheet securitizations	—	—	—	(1,871)	(1,871)
Repayments/claims/resales/other	(676)	(2,055)	(2,731)	(927)	(3,658)
Ending balance	$ 31,503	$ 68,109	$ 99,612	$ 11,014	$ 110,626

	Off-Balance Sheet Six Months Ended June 30, 2007				
	FFELP Stafford and Other(1)	FFELP Consolidation Loans	Total FFELP	Total Private Education Loans	Total Off-Balance Sheet Portfolio
Beginning balance	$ 15,028	$ 18,311	$ 33,339	$ 12,833	$ 46,172
Net consolidations:					
Incremental consolidations from third parties	—	—	—	—	—
Consolidations to third parties	(620)	(127)	(747)	(36)	(783)
Net consolidations	(620)	(127)	(747)	(36)	(783)
Acquisitions	174	107	281	298	579
Net acquisitions	(446)	(20)	(466)	262	(204)
Internal consolidations(2)	(871)	(498)	(1,369)	(269)	(1,638)
Off-balance sheet securitizations	—	—	—	1,871	1,871
Repayments/claims/resales/other	(2,349)	(626)	(2,975)	(649)	(3,624)
Ending balance	$ 11,362	$ 17,167	$ 28,529	$ 14,048	$ 42,577

	Managed Portfolio Six Months Ended June 30, 2007				
	FFELP Stafford and Other(1)	FFELP Consolidation Loans	Total FFELP	Total Private Education Loans	Total Managed Basis Portfolio
Beginning balance	$ 39,869	$ 79,635	$ 119,504	$ 22,588	$ 142,092
Net consolidations:					
Incremental consolidations from third parties	—	1,079	1,079	108	1,187
Consolidations to third parties	(1,900)	(572)	(2,472)	(53)	(2,525)
Net consolidations	(1,900)	507	(1,393)	55	(1,338)
Acquisitions	10,933	4,803	15,736	3,995	19,731
Net acquisitions	9,033	5,310	14,343	4,050	18,393
Internal consolidations(2)	(3,012)	3,012	—	—	—
Off-balance sheet securitizations	—	—	—	—	—
Repayments/claims/resales/other	(3,025)	(2,681)	(5,706)	(1,576)	(7,282)
Ending balance	$ 42,865	$ 85,276	$ 128,141	$ 25,062	$ 153,203
Total Managed Acquisitions(3)	$ 10,933	$ 5,882	$ 16,815	$ 4,103	$ 20,918

(1) FFELP category is primarily Stafford loans and also includes PLUS and HEAL loans.

(2) Represents loans that we either own on-balance sheet or loans that we consolidated from our off-balance sheet securitization trusts.

(3) The Total Managed Acquisitions line includes incremental consolidations from third parties and acquisitions.

Other Income — Lending Business Segment

The following table summarizes the components of other income, net, for our Lending business segment for the three and six months ended June 30, 2008 and 2007.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2008	2007	2008	2007
Late fees and forbearance fees	$ 34	$ 32	$ 71	$ 67
Gains on sales of mortgages and other loan fees	1	4	2	7
Gains on sales of student loans	—	19	1	19
Other	27	4	32	11
Total other income, net	$ 62	$ 59	$ 106	$ 104

The Company periodically sells student loans. The timing and amount of loan sales impacts the amount of recognized gains on sales of student loans.

The increase in "Core Earnings" other income for the three and six months ended June 30, 2008 compared to the prior periods reported above was primarily due to gains recognized on the Company's repurchase of a portion of its unsecured debt with short-term maturities during the second quarter of 2008.

Operating Expense — Lending Business Segment

The following table summarizes the components of operating expenses for our Lending business segment for the three and six months ended June 30, 2008 and 2007.

	Three Months Ended June 30,		Three Months Ended June 30,	
	2008	2007	2008	2007
Sales and originations	$ 64	$ 93	$ 138	$ 180
Servicing	58	56	122	111
Corporate overhead	33	33	58	62
Total operating expenses	$ 155	$ 182	$ 318	$ 353

Operating expenses for our Lending business segment include costs incurred to service our Managed student loan portfolio and acquire student loans, as well as other general and administrative expenses. For the three months ended June 30, 2008 and 2007, operating expenses for the Lending business segment, excluding $4 million in other reorganization-related asset impairments recognized in the second quarter of 2008, totaled $151 million and $171 million, respectively, and for the six months ended June 30, 2008 and 2007 totaled $314 million and $353 million, respectively. The decrease in operating expenses in the second quarter of 2008 versus the second quarter of 2007 was primarily due to lower sales and originations expenses related to the impact of cost reduction initiatives, and to the suspension of certain student loan programs. In addition, the decrease in operating expenses in the second quarter of 2008 versus the year-ago period was due to lower consumer and mortgage loan expenses.

APG BUSINESS SEGMENT

The following table includes the "Core Earnings" results of operations for our APG business segment.

	Quarter Ended June 30, 2008			
	Purchased Paper Non-Mortgage	Purchased Paper-Mortgage	Contingency & Other	Total APG
Contingency fee income	$ 3	$ —	$ 81	$ 84
Collections revenue (loss)	57	(30)	—	27
Total income (loss)	60	(30)	81	111
Restructuring expenses	1	—	4	5
Operating expenses	51	10	49	110
Total expenses	52	10	53	115
Net interest expense	4	1	2	7
Income (loss) before income taxes and minority interest in net earnings of subsidiaries	4	(41)	26	(11)
Income tax expense (benefit)	1	(15)	10	(4)
Income (loss) before minority interest in net earnings of subsidiaries	3	(26)	16	(7)
Minority interest in net earnings of subsidiaries	3	—	—	3
"Core Earnings" net income (loss)	$ —	$ (26)	$ 16	$ (10)

	Quarter Ended June 30, 2007			
	Purchased Paper Non-Mortgage	Purchased Paper-Mortgage	Contingency & Other	Total APG
Contingency fee income	$ 2	$ —	$ 78	$ 80
Collections revenue	59	18	—	77
Total income	61	18	78	157
Restructuring expenses	—	—	—	—
Operating expenses	40	6	50	96
Total expenses	40	6	50	96
Net interest expense	4	1	2	7
Income before income taxes and minority interest in net earnings of subsidiaries	17	11	26	54
Income tax expense	6	4	10	20
Income before minority interest in net earnings of subsidiaries	11	7	16	34
Minority interest in net earnings of subsidiaries	1	—	—	1
"Core Earnings" net income	$ 10	$ 7	$ 16	$ 33

	Six Months Ended June 30, 2008			
	Purchased Paper Non-Mortgage	Purchased Paper-Mortgage	Contingency & Other	Total APG
Contingency fee income	$ 6	$ —	$ 163	$ 169
Collections revenue (loss)	109	(25)	—	84
Total income (loss)	115	(25)	163	253
Restructuring expenses	1	—	5	6
Operating expenses	104	19	93	216
Total expenses	105	19	98	222
Net interest expense	7	3	4	14
Income (loss) before income taxes and minority interest in net earnings of subsidiaries	3	(47)	61	17
Income tax expense (benefit)	1	(17)	22	6
Income (loss) before minority interest in net earnings of subsidiaries	2	(30)	39	11
Minority interest in net earnings of subsidiaries	3	—	—	3
"Core Earnings" net income (loss)	$ (1)	$ (30)	$ 39	$ 8

	Six Months Ended June 30, 2007			
	Purchased Paper Non-Mortgage	Purchased Paper - Mortgage	Contingency & Other	Total APG
Contingency fee income	$ 4	$ —	$ 162	$ 166
Collections revenue	115	28	—	143
Total income	119	28	162	309
Restructuring expenses	—	—	—	—
Operating expenses	79	12	99	190
Total expenses	79	12	99	190
Net interest expense	7	2	4	13
Income before income taxes and minority interest in net earnings of subsidiaries	33	14	59	106
Income tax expense	12	5	22	39
Income before minority interest in net earnings of subsidiaries	21	9	37	67
Minority interest in net earnings of subsidiaries	2	—	—	2
"Core Earnings" net income	$ 19	$ 9	$ 37	$ 65

The decrease in collections revenue for the second quarter of 2008 versus the year-ago quarter was primarily due to impairments recognized during the current quarter related to purchased paper portfolios. Due to the weakening economy, real estate values declined and assumed collection periods lengthened. This resulted in impairments related to the mortgage purchased paper portfolios of $51 million and $2 million in the quarters ended June 30, 2008 and 2007, respectively. The economic environment has also resulted in lengthening the assumed lifetime collection period related to the Company's non-mortgage, purchased paper portfolios, resulting in impairments of $7 million and $3 million for the quarters ended June 30, 2008 and 2007, respectively.

As previously discussed in "RECENT DEVELOPMENTS," the Company is pursuing alternatives for its purchased paper businesses, including a potential sale, wind-down or other options.

Revenues from United Student Aid Funds, Inc. ("USA Funds") represented 42 percent and 25 percent, respectively, of total APG revenue for the three months ended June 30, 2008 and 2007.

At June 30, 2008 and December 31, 2007, the APG business segment had total assets of $2.5 billion and $2.6 billion, respectively.

Purchased Paper — Non-Mortgage

	Three Months Ended June 30,		Six Months Ended June 30,	
	2008	2007	2008	2007
Face value of purchases for the period	$ 1,349	$ 1,064	$ 2,878	$ 2,140
Purchase price for the period	125	121	268	223
Purchase price as a percentage of face value purchased	9.3%	11.4%	9.3%	10.4%
Gross Cash Collections ("GCC")	$ 172	$ 124	$ 331	$ 239
Collections revenue	57	59	109	115
Collections revenue as a percentage of GCC	33%	48%	33%	48%
Carrying value of purchases	$ 633	$ 376	$ 633	$ 376

The face value of purchases in any quarter is a function of several factors, including the amount of receivables available for purchase in the marketplace, average age of each portfolio, the asset class of the receivables, and competition in the marketplace. As a result, the percentage of face value purchased will vary from quarter to quarter. The decrease in collections revenue as a percentage of GCC in the quarter ended June 30, 2008 compared to the year-ago quarter is primarily due to a significant increase in new portfolio purchases in the second half of 2007. Typically, revenue recognition based on a portfolio's effective interest rate is a lower percentage of cash collections in the early stages of servicing a portfolio.

Purchased Paper — Mortgage/Properties

	Three Months Ended June 30,		Six Months Ended June 30,	
	2008	2007	2008	2007
Face value of purchases for the period	$ —	$ 485	$ 39	$ 725
Collections revenue	(30)	18	(25)	28
Collateral value of purchases	—	442	29	690
Purchase price for the period	—	329	19	524
Purchase price as a percentage of collateral fair value	—%	74%	66%	76%
Carrying value of purchases	$ 1,013	$ 930	$ 1,013	$ 930
Carrying value of purchases as a percentage of collateral fair value	77%	77%	77%	77%

The purchase price for sub-performing and non-performing mortgage loans is generally determined as a percentage of the underlying collateral's fair value, but we also consider a number of factors in pricing mortgage loan portfolios to attain a targeted yield. Therefore, the purchase price as a percentage of collateral fair value can fluctuate depending on the mix of sub-performing versus non-performing mortgages in the portfolio, the projected timeline to resolution of loans in the portfolio and the level of private mortgage insurance associated with particular assets. The carrying value of purchases (the basis we carry on our balance sheet) as a percentage of collateral fair value has remained consistent throughout the last year. As the collateral fair value has declined over the past year, the carrying value on our balance sheet has declined proportionately through impairments recognized. The decline in actual purchases in the second quarter of

2008, compared to the year-ago quarter, is due to the Company's decision to be more selective, due to the current liquidity and credit environment that exists.

Contingency Inventory

The following table presents the outstanding inventory of receivables that are currently being serviced through our APG business segment.

	June 30, 2008	December 31, 2007
Contingency:		
Student loans	$ 8,730	$ 8,195
Other	1,692	1,509
Total	$ 10,422	$ 9,704

Operating Expenses — APG Business Segment

For the quarters ended June 30, 2008 and 2007, operating expenses for the APG business segment, excluding $1 million in other reorganization-related asset impairments recognized in the second quarter of 2008, totaled $109 million and $96 million, respectively. The increase in operating expense from the year-ago quarter is primarily due to higher collection costs associated with collections revenues.

CORPORATE AND OTHER BUSINESS SEGMENT

The following table includes "Core Earnings" results of operations for our Corporate and Other business segment.

	Three Months Ended June 30,		% Increase (Decrease)	Six Months Ended June 30,		% Increase (Decrease)
	2008	2007	2008 vs. 2007	2008	2007	2008 vs. 2007
Net interest income (loss) after provisions for loan losses	$ —	$ 2	(100)%	$ 1	$ (3)	133%
Guarantor servicing fees	24	30	(20)	58	70	(17)
Loan servicing fees	5	5	—	11	12	(8)
Upromise	26	26	—	52	51	2
Other	14	18	(22)	34	37	(8)
Total fee and other income	69	79	(13)	155	170	(9)
Restructuring expenses	11	—	100	15	—	100
Operating expenses	73	104	(30)	144	172	(16)
Total expenses	84	104	(19)	159	172	(8)
Income (loss) before income taxes	(15)	(23)	35	(3)	(5)	(40)
Income tax expense (benefit)	(6)	(9)	33	(1)	(2)	(50)
"Core Earnings" net income (loss)	$ (9)	$ (14)	36%	$ (2)	$ (3)	(33)%

The decrease in guarantor servicing fees for the second quarter of 2008 versus the year-ago quarter was primarily due to a decrease in the account maintenance fees earned in the current quarter due to legislative changes effective October 1, 2007 as a result of CCRAA.

USA Funds, the nation's largest guarantee agency, accounted for 86 percent of guarantor servicing fees for both of the quarters ended June 30, 2008 and 2007, and 12 percent and 17 percent, respectively, of revenues associated with other products and services for the quarters ended June 30, 2008 and 2007.

At June 30, 2008 and December 31, 2007, the Corporate and Other business segment had total assets of $733 million and $780 million, respectively.

Operating Expenses — Corporate and Other Business Segment

The following table summarizes the components of operating expenses for our Corporate and Other business segment for the three and six months ended June 30, 2008 and 2007.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2008	2007	2008	2007
Operating expenses	$ 20	$ 28	$ 43	$ 57
Upromise	24	21	47	42
General and administrative expenses	29	55	54	73
Total operating expenses	$ 73	$ 104	$ 144	$ 172

Operating expenses for our Corporate and Other business segment include direct costs incurred to service loans for unrelated third parties, to perform guarantor servicing on behalf of guarantor agencies, to operate our Upromise subsidiary, as well as information technology expenses related to these functions. Operating expenses also include unallocated corporate overhead expenses for centralized headquarters functions. Operating expenses for the current quarter also include other reorganization-related asset impairments of $1 million. The $31 million decrease in operating expenses versus the year-ago quarter was primarily due to a decrease in Merger-related expenses.

LIQUIDITY AND CAPITAL RESOURCES

Except in the case of business acquisitions and our APG purchased paper business, which are discussed separately, our APG contingency collections and Corporate and Other business segments are not capital intensive businesses and as such, a minimal amount of debt and equity capital is allocated to these segments. Therefore, the following “LIQUIDITY AND CAPITAL RESOURCES” discussion is concentrated on our Lending business segment.

Historically, the Company funded its new loan originations with a combination of unsecured debt and student loan asset-backed securities. Since the Merger announcement in April 2007, the Company has funded its loan originations primarily through the issuance of student loan asset-backed securities and secured student loan financing facilities, as further described below. On June 12, 2008, SLM Corporation sold $2.5 billion of 8.45 percent, 10-year senior unsecured notes (the “8.45% Notes”) priced to yield 8.75 percent, which was immediately swapped to LIBOR plus approximately 400 basis points. Terms of the 8.45% Notes require the Company to redeem the notes at a price of 101 percent of par if, in connection with a change in control of the Company, the Company’s corporate credit ratings are downgraded to below investment grade or withdrawn. This unsecured note issue, the Company’s first since the Merger announcement, provided us with additional liquidity and further diversified our funding sources. We anticipate issuing unsecured corporate debt more regularly in the future.

We historically have been a regular issuer of term asset-backed securities (“ABS”) in the domestic and international capital markets. We securitized $25.4 billion in student loans in nine transactions in 2007, compared to $32.1 billion in thirteen transactions in 2006.

More recently, adverse conditions in the securitization markets have reduced our access to and increased the cost of borrowing in the market for student loan asset-backed securities. We completed three FFELP term ABS transactions totaling $7.1 billion and six term ABS transactions totaling $11.8 billion, in the three and six months ended June 30, 2008, respectively. Although we expect ABS financing to remain our primary source of funding, we have seen, and continue to expect to see, our transaction volumes to be more limited and pricing less favorable than prior to the credit market dislocation that began in the summer of 2007, with significantly reduced opportunities to place subordinated tranches of ABS with investors. All-in costs of our new issue FFELP term ABS averaged LIBOR plus 1.40 percent in the second quarter of 2008. The Company's most recent FFELP term ABS issue was priced on July 31, 2008 at a weighted average cost of LIBOR plus 127 basis points. Our ability to securitize Private Education Loans is more limited than FFELP loans currently. The last Private Education Loan securitization we completed was in the first quarter of 2007.

During the first quarter of 2008, the Company closed three new asset-backed financing facilities (the "2008 Asset-Backed Financing Facilities"): (i) a $26.0 billion FFELP student loan ABCP conduit facility; (ii) a $5.9 billion Private Education Loan ABCP conduit facility (collectively, the "2008 ABCP Facilities"); and (iii) a $2.0 billion secured FFELP loan facility (the "2008 Asset-Backed Loan Facility"). The initial term of the new 2008 Asset-Backed Financing Facilities is 364 days. The underlying cost of borrowing under the 2008 ABCP Facilities currently is LIBOR plus 0.68 percent for the FFELP loan facilities and LIBOR plus 1.55 percent for the Private Education Loan facility, excluding up-front and unused commitment fees. These rates could change depending upon ABS market conditions, in general, and credit syndication market conditions, in particular. All-in pricing on the new 2008 ABCP Facilities will also vary based on usage. The Company currently estimates that the combined, fully utilized all-in cost of borrowings related to the 2008 Asset-Backed Financing Facilities including amortized up-front fees and unused commitment fees, is likely to be approximately LIBOR plus 2.15 percent. The 2008 ABCP Facilities will provide funding for certain of the Company's FFELP and Private Education Loans until such time as these loans are refinanced in the term ABS markets. Funding under the new 2008 ABCP Facilities is subject to usual and customary conditions. The maximum amount the Company may borrow under the 2008 ABCP Facilities is limited based on certain factors, including market conditions, and was approximately $29.7 billion as of June 30, 2008. The 2008 ABCP Facilities are subject to termination under certain circumstances, including the Company's failure to comply with the principal financial covenants in its unsecured revolving credit facilities. Borrowings under the 2008 Asset-Backed Financing Facilities are nonrecourse to the Company. The 2008 Asset-Backed Financing Facilities will need to be refinanced in February 2009. The Company's current intention is to be in a position that, by February 2009, we will not need to refinance the full amount that was originally borrowed under the facilities.

Secured borrowings, including securitizations, asset-backed commercial paper ("ABCP") borrowings and indentured trusts, comprised 76 percent of our Managed debt outstanding at June 30, 2008, versus 71 percent at June 30, 2007.

The Company has not recently relied, and does not intend to rely, on the auction rate securities market as a source of funding. At June 30, 2008, we had $3.3 billion of taxable and $1.7 billion of tax-exempt auction rate securities outstanding on a Managed Basis. In February 2008, an imbalance of supply and demand in the auction rate securities market as a whole led to failures of the auctions pursuant to which certain of our auction rate securities' interest rates are set. This imbalance continued through the second quarter and, as a result, all of the Company's auction rate securities as of June 30, 2008 bear interest at the maximum rate allowable under their terms. The maximum allowable interest rate on our $3.3 billion of taxable auction rate securities is generally LIBOR plus 1.50 percent. In the fourth quarter of 2007, the maximum allowable interest rate on many of our $1.7 billion of tax-exempt auction rate securities was amended to LIBOR plus 2.00 percent through May 31, 2008. After May 31, 2008, the maximum allowable rate on these securities reverted to a formula driven rate, which as of June 30, 2008, produced various maximum rates of up to 4.25 percent.

In the past, we employed reset rate note structures in conjunction with the issuance of certain tranches of our term asset-backed securities. Reset rate notes are subject to periodic remarketing, at which time the interest rates on the reset rate notes are reset. To date, we have successfully remarketed all of our reset rate notes. In the event a reset rate note cannot be remarketed on its remarketing date, the interest rate generally steps up to and remains LIBOR plus 0.75 percent, until such time as the bonds are successfully remarketed. The Company also has the option to repurchase the reset rate note prior to a failed remarketing and hold it as an investment until such time it can be remarketed. The Company's repurchase of a reset rate note requires additional funding, the availability and pricing of which may be less favorable to the Company than it was at the time the reset rate note was originally issued. As of June 30, 2008, on a Managed Basis, the Company had $2.0 billion, $2.1 billion and $2.5 billion of reset rate notes due to be remarketed in the remainder of 2008, 2009 and 2010, and an additional $8.5 billion to be remarketed thereafter.

ED's Loan Purchase Commitment and Loan Participation Programs

On July 1, 2008, pursuant to the "Ensuring Continued Access to Student Loans Act of 2008," ED announced terms under which it will offer to purchase FFELP student loans and loan participations from FFELP lenders. Under ED's Loan Purchase Commitment Program ("Purchase Program"), ED will purchase loans at a price equal to the sum of (i) par value, (ii) accrued interest, (iii) the one percent origination fee paid to ED, and (iv) a fixed amount of $75 per loan. Lenders will have until September 30, 2009, to sell loans to ED. Under ED's Loan Participation Purchase Program ("Participation Program"), ED will provide interim short-term liquidity to FFELP lenders by purchasing participation interests in pools of FFELP loans. FFELP lenders will be charged at a rate of commercial paper plus 0.50% on the principal amount of participation interests outstanding. Loans funded under the Participation Program must be either refinanced by the lender or sold to ED pursuant to the Purchase Program prior to its expiration on September 30, 2009. To be eligible for purchase or participation under ED's programs, loans must be FFELP Stafford or PLUS loans made for the academic year 2008-2009, first disbursed between May 1, 2008 and July 1, 2009, and have no ongoing borrower benefits, other than permitted rate reductions of 0.25 percent for automatic payment processing.

We expect to utilize the Participation Program to fund a significant portion of our Stafford and PLUS loan originations for the academic year 2008-2009. FFELP loans funded by the Company under the Participation Program will be either refinanced in the capital markets or sold pursuant to the Purchase Program prior to the September 30, 2009 expiration of the Participation Program. Access to ED's Participation Program will increase our liquidity and reduce our borrowing needs under the 2008 ABCP Facilities. ED has publicly stated that the Purchase and Participation Programs are intended to be short- term liquidity solutions for FFELP lenders, and were made available to assure students' access to FFELP loans originated for academic year 2008-2009 until such time as a longer-term solution can be developed. ED has not yet publicly proposed a long-term liquidity solution, nor indicated when it will do so. As a result, we are currently unable to predict how such a longer-term solution will impact the Company's funding needs or financing costs in the future.

Primary Sources of Liquidity and Available Capacity

During the remainder of 2008, we expect to fund our liquidity needs through our cash and investment portfolio, the liquidity facilities provided by ED, the 2008 Asset-Backed Financing Facilities, the issuance of term ABS and, to a lesser extent, if possible, unsecured debt and other sources. To supplement our funding sources, we maintain an additional $6.5 billion in unsecured revolving credit facilities, of which $1.0 billion matures in October 2008. We have not in the past relied upon, and do not expect to rely on, our $6.5 billion unsecured revolving credit facilities as a primary source of liquidity. Although we have never borrowed under these facilities, they are available to be drawn upon for general corporate purposes.

The following table details our primary sources of liquidity and the available capacity at June 30, 2008 and December 31, 2007.

	June 30, 2008 Available Capacity	December 31, 2007 Available Capacity
Sources of primary liquidity:		
Unrestricted cash and liquid investments:		
Cash and cash equivalents	$ 5,123	$ 7,582
U.S. Treasury-backed securities	625	643
Commercial paper and asset-backed commercial paper	1,550	1,349
Certificates of deposit	250	600
Other	75	83
Total unrestricted cash and liquid investments(1)(2)	7,623	10,257
Unused commercial paper and bank lines of credit	6,500	6,500
2008 ABCP Facilities(3)	5,425	—
ABCP borrowing capacity	—	5,933
Interim ABCP Facility borrowing capacity	—	4,040
Total sources of primary liquidity	19,548	26,730
Sources of stand-by liquidity:		
Unencumbered FFELP loans(4)	14,070	18,731
Total sources of primary and stand-by liquidity	$ 33,618	$ 45,461

(1) Excludes $208 million and $196 million of investments pledged as collateral related to certain derivative positions and $82 million and $93 million of other non-liquid investments classified at June 30, 2008 and December 31, 2007, respectively, as cash and investments on our balance sheet in accordance with GAAP.

(2) Includes $2.1 billion and $1.3 billion at June 30, 2008 and December 31, 2007, respectively, of cash collateral pledged by derivative counterparties and held by the Company in unrestricted cash.

(3) Represents the difference between the maximum amount the Company may borrow under the 2008 ABCP Facilities and the amount outstanding as of June 30, 2008, or $29.7 billion less $24.3 billion outstanding as of that date.

(4) At June 30, 2008, approximately $200 million qualified to be financed by ED’s Participation Program and to be subsequently sold to ED under ED’s Purchase Program.

We believe our unencumbered FFELP loan portfolio provides a potential source of stand-by liquidity because of the well-developed market for securitizations. In addition to the assets listed in the table above, we hold on-balance sheet a number of other unencumbered assets, consisting primarily of Private Education Loans, Retained Interests and other assets. At June 30, 2008, we had a total of $47.9 billion of unencumbered assets, including goodwill and acquired intangibles.

In addition to managing liquidity, we also seek to minimize interest rate risk. We do so by aligning the interest rate and reset characteristics of our Managed assets and liabilities, generally on a pooled basis, to the extent practicable. In this process we use derivative financial instruments extensively to reduce our interest rate and foreign currency exposure. This interest rate risk management helps us to stabilize our student loan spread in various and changing interest rate environments. (See also “Interest Rate Risk Management” below.)

Managed Borrowings

The following tables present the ending balances of our Managed borrowings at June 30, 2008 and 2007, and average balances and average interest rates of our Managed borrowings for the three and six months ended June 30, 2008 and 2007. The average interest rates include derivatives that are economically hedging the underlying debt, but do not qualify for hedge accounting treatment under SFAS No. 133. (See "BUSINESS SEGMENTS — Pre-tax differences Between 'Core Earnings' and GAAP by Business Segment — Derivative Accounting — *Reclassification of Realized Gains (Losses) on Derivative and Hedging Activities."*)

Ending Balances

	As of March 30,					
	2008			2007		
	Ending Balance			Ending Balance		
	Short Term	Long Term	Total Managed Basis	Short Term	Long Term	Total Managed Basis
Unsecured borrowings	$ 8,174	$ 34,167	$ 42,341	$ 7,823	$ 40,235	$ 48,058
Indentured trusts (on-balance sheet)	73	2,310	2,383	50	2,714	2,764
ABCP borrowings (on-balance sheet)(1)	26,273	—	26,273	1,516	5,779	7,295
Securitizations (on-balance sheet)	—	76,309	76,309	—	64,326	64,326
Securitizations (off-balance sheet)	—	39,741	39,741	—	45,975	45,975
Other(2)	2,668	—	2,668	382	—	382
Total	$ 37,188	$ 152,527	$ 189,715	$ 9,771	$ 159,029	$ 168,800

(1) Includes the 2008 Asset-Backed Loan Facility.

(2) Includes the short-term liability for cash collateral held by the Company for exposure to derivative counterparties.

Average Balances

	Three Months Ended June 30,				Six Months Ended June 30,			
	2008		2007		2008		2007	
	Average Balance	Average Rate	Average Balance	Average Rate	Average Balance	Average Rate	Average Balance	Average Rate
Unsecured borrowings	$ 40,312	3.45%	$ 47,422	5.64%	$ 41,874	3.78%	$ 47,828	5.64%
Indentured trusts (on-balance sheet)	2,424	3.88	2,819	4.80	2,478	4.37	2,863	4.74
ABCP borrowings (on-balance sheet)(1)	25,385	5.45	5,331	6.70	25,633	5.26	5,057	6.20
Securitizations (on-balance sheet)	74,127	3.12	64,517	5.65	71,938	3.36	59,698	5.66
Securitizations (off-balance sheet)	40,416	3.14	47,141	5.78	40,942	3.49	47,671	5.78
Other	2,597	2.15	514	5.33	2,320	2.67	466	5.31
Total	$ 185,261	3.51%	$ 167,744	5.70%	$ 185,185	3.75%	$ 163,583	5.69%

(1) Includes the 2008 Asset-Backed Loan Facility.

Unsecured On-Balance Sheet Financing Activities

The following table presents the senior unsecured credit ratings assigned by major rating agencies as of August 5, 2008.

	Moody's	S&P	Fitch
Short-term unsecured debt	P-2(1)	A-3	F3
Long-term senior unsecured debt	Baa2(1)	BBB-	BBB

(1) Negative outlook.

The table below presents our unsecured on-balance sheet term funding by funding source for the three and six months ended June 30, 2008 and 2007.

	Debt Issued For the Three Months Ended June 30,		Debt Issued For the Six Months Ended June 30,		Outstanding at June 30,	
	2008	2007	2008	2007	2008	2007
Convertible debentures	$ —	$ —	$ —	$ —	$ —	$ 2,000
Retail notes	—	—	—	59	4,135	4,192
Foreign currency denominated notes(1)	—	—	—	161	12,797	12,800
Extendible notes	—	—	—	—	2,445	5,748
Global notes (Institutional)	2,437	—	2,437	1,348	21,747	22,479
Medium-term notes (Institutional)	—	—	—	—	597	596
Total(2)	$ 2,437	$ —	$ 2,437	$ 1,568	$ 41,721	$ 47,815

(1) All foreign currency denominated notes are hedged using derivatives that exchange the foreign denomination for U.S. dollars.

(2) Excludes brokered deposits balances of $617 million and $243 million at June 30, 2008 and 2007, respectively.

Securitization Activities

Securitization Program

The following table summarizes our securitization activity for the three and six months ended June 30, 2008 and 2007. Those securitizations listed as sales are off-balance sheet transactions and those listed as financings remain on-balance sheet.

	Three Months Ended June 30,							
	2008				2007			
(Dollars in millions)	No. of Transactions	Loan Amount Securitized	Pre-Tax Gain	Gain %	No. of Transactions	Loan Amount Securitized	Pre-Tax Gain	Gain %
Securitizations — sales:								
FFELP Stafford/PLUS loans	—	$ —	$ —	—%	—	$ —	$ —	—%
FFELP Consolidation Loans	—	—	—	—	—	—	—	—
Private Education Loans	—	—	—	—	—	—	—	—
Total securitizations — sales	—	—	$ —	—%	—	—	$ —	—%
Securitizations — financings:								
FFELP Stafford/PLUS Loans[1]	3	7,125			—	—		
FFELP Consolidation Loans[1]	—	—			1	4,985		
	—							
Total securitizations — financings	3	7,125			1	4,985		
	—							
Total securitizations	3	$ 7,125			1	$ 4,985		

	Six Months Ended June 30,							
	2008				2007			
(Dollars in millions)	No. of Transactions	Loan Amount Securitized	Pre-Tax Gain	Gain%	No. of Transactions	Loan Amount Securitized	Pre-Tax Gain	Gain%
Securitizations — sales:								
FFELP Stafford/PLUS loans	—	$ —	$ —	—%	—	$ —	$ —	—%
FFELP Consolidation Loans	—	—	—	—	—	—	—	—
Private Education Loans	—	—	—	—	1	2,000	367	18.4
Total securitizations — sales	—	—	$ —	—%	1	2,000	$ 367	18.4%
Securitizations — financings:								
FFELP Stafford/PLUS Loans[1]	6	11,825			2	7,004		
FFELP Consolidation Loans[1]	—	—			2	8,987		
Total securitizations — financings	6	11,825			4	15,991		
Total securitizations	6	$ 11,825			5	$ 17,991		

(1) In certain securitizations there are terms within the deal structure that result in such securitizations not qualifying for sale treatment and accordingly, they are accounted for on-balance sheet as variable interest entities ("VIEs"). Terms that prevent sale treatment include: (1) allowing us to hold certain rights that can affect the remarketing of certain bonds, (2) allowing the trust to enter into interest rate cap agreements after the initial settlement of the securitization, which do not relate to the reissuance of third party beneficial interests or (3) allowing us to hold an unconditional call option related to a certain percentage of the securitized assets.

Retained Interest in Securitized Receivables

The following tables summarize the fair value of the Company's Residual Interests included in the Company's Retained Interest (and the assumptions used to value such Residual Interests), along with the underlying off-balance sheet student loans that relate to those securitizations in transactions that were treated as sales as of June 30, 2008 and December 31, 2007

	As of June 30, 2008			
(Dollars in millions)	FFELP Stafford and PLUS	Consolidation Loan Trusts(1)	Private Education Loan Trusts	Total
Fair value of Residual Interests(2)	$ 410	$ 619	$ 1,516	$ 2,545
Underlying securitized loan balance(3)	8,383	15,586	13,773	37,742
Weighted average life	2.8 yrs	7.3 yrs.	6.6 yrs	
Prepayment speed (annual rate)(4)				
Interim status	0%	N/A	0%	
Repayment status	0-30%	3-8%	1-30%	
Life of loan — repayment status	17%	6%	9%	
Expected remaining credit losses (% of outstanding student loan principal)	.10%	.20%	5.36%	
Residual cash flows discount rate	12.0%	10.0%	16.4%	

	As of December 31, 2007			
(Dollars in millions)	FFELP Stafford and PLUS	Consolidation Loan Trusts(1)	Private Education Loan Trusts	Total
Fair value of Residual Interests(2)	$ 390	$ 730	$ 1,924	$ 3,044
Underlying securitized loan balance(3)	9,338	15,968	14,199	39,505
Weighted average life	2.7 yrs.	7.4 yrs.	7.0 yrs	
Prepayment speed (annual rate)(4)				
Interim status	0%	N/A	0%	
Repayment status	0-37%	3-8%	1-30%	
Life of loan — repayment status	21%	6%	9%	
Expected remaining credit losses (% of outstanding student loan principal)	.11%	.21%	5.28%	
Residual cash flows discount rate	12.0%	9.8%	12.9%	

(1) Includes $295 million and $283 million related to the fair value of the Embedded Floor Income as of June 30, 2008 and December 31, 2007, respectively. Changes in the fair value of the Embedded Floor Income are primarily due to changes in the interest rates and the paydown of the underlying loans.

(2) At December 31, 2007, we had unrealized gains (pre-tax) in accumulated other comprehensive income of $301 million that related to the Retained Interests. As noted in Note 1, "Significant Accounting Policies," to the consolidated financial statements, the unrealized gain in accumulated other comprehensive income as of December 31, 2007 was reclassified to retained earnings upon the adoption of SFAS No. 159. There were no such gains at June 30, 2008.

(3) In addition to student loans in off-balance sheet trusts, the Company had $75.2 billion and $65.5 billion of securitized student loans outstanding (face amount) as of June 30, 2008 and December 31, 2007, respectively, in on-balance sheet securitization trusts.

(4) The Company uses CPR curves for Residual Interest valuations that are based on seasoning (the number of months since entering repayment). Under this methodology, a different CPR is applied to each year of a loan's seasoning. Repayment status CPR used is based on the number of months since first entering repayment (seasoning). Life of loan CPR is related to repayment status only and does not include the impact of the loan while in interim status. The CPR assumption used for all periods includes the impact of projected defaults.

Off-Balance Sheet Net Assets

The following table summarizes our off-balance sheet net assets at June 30, 2008 and December 31, 2007 on a basis equivalent to our GAAP on-balance sheet trusts, which presents the assets and liabilities in the off-balance sheet trusts as if they were being accounted for on-balance sheet rather than off-balance sheet. This presentation, therefore, includes a theoretical calculation of the premiums on student loans, the allowance for loan losses, and the discounts and deferred financing costs on the debt. This presentation is not, nor is it intended to be, a liquidation basis of accounting. (See also "LENDING BUSINESS SEGMENT — Summary of our Managed Student Loan Portfolio — *Ending Balances, net"* and "LIQUIDITY AND CAPITAL RESOURCES — Managed Borrowings — *Ending Balances,"* earlier in this section.)

	June 30, 2008	December 31, 2007
Off-Balance Sheet Assets:		
Total student loans, net	$ 37,615	$ 39,423
Restricted cash and investments	2,076	2,706
Accrued interest receivable	1,211	1,413
Total off-balance sheet assets	40,902	43,542
Off-Balance Sheet Liabilities:		
Debt, par value	39,834	42,192
Debt, unamortized discount and deferred issuance costs	(93)	(104)
Total debt	39,741	42,088
Accrued interest payable	177	305
Total off-balance sheet liabilities	39,918	42,393
Off-Balance Sheet Net Assets	$ 984	$ 1,149

Servicing and Securitization Revenue

Servicing and securitization revenue, the ongoing revenue from securitized loan pools accounted for off-balance sheet as Qualifying Special Purpose Entities ("QSPEs"), includes the interest earned on the Residual Interest asset and the revenue we receive for servicing the loans in the securitization trusts. Interest income recognized on the Residual Interest is based on our anticipated yield determined by estimating future cash flows each quarter.

The following table summarizes the components of servicing and securitization revenue for the three and six months ended June 30, 2008 and 2007.

	Three Months Ended		Six Months Ended	
	June 30, 2008	June 30, 2007	June 30, 2008	June 30, 2007
Servicing revenue	$ 63	$ 74	$ 127	$ 151
Securitization revenue, before net Embedded Floor Income, impairment and unrealized fair value adjustment	76	115	161	221
Servicing and securitization revenue, before net Embedded Floor Income, impairment and unrealized fair value adjustment	139	189	288	372
Embedded Floor Income	74	2	136	4
Less: Floor Income previously recognized in gain calculation	(19)	(1)	(35)	(2)
Net Embedded Floor Income	55	1	101	2
Servicing and securitization revenue, before impairment and unrealized fair value adjustment	194	190	389	374
Unrealized fair value adjustment(1)	(192)	(22)	(280)	57
Retained Interest impairment	—	(35)	—	(46)
Total servicing and securitization revenue	$ 2	$ 133	$ 109	$ 385
Average off-balance sheet student loans	$ 38,175	$ 43,432	$ 38,669	$ 44,044
Average balance of Retained Interest	$ 2,716	$ 3,552	$ 2,844	$ 3,498
Servicing and securitization revenue as a percentage of the average balance of off-balance sheet student loans (annualized)	.02%	1.23%	.57%	1.76%

(1) The Company adopted SFAS No. 155 on January 1, 2007 and SFAS No. 159 on January 1, 2008. SFAS No. 155 required the Company to identify and bifurcate embedded derivatives from the Residual Interest. However, SFAS No. 155 does allow the Company to elect to carry the entire Residual Interest at fair value through earnings rather than bifurcate such embedded derivatives. For the off-balance sheet securitization that settled in 2007, the Company elected to carry the Residual Interest at fair value through earnings. Effective with the Company's adoption of SFAS No. 159, the Company elected the fair value option on all its Residual Interests and now records all changes in fair value through earnings. Prior to the adoption of SFAS No. 159, changes in fair value on all pre-2007 Residual Interests were recorded in other comprehensive income, pursuant to SFAS No. 115, unless impaired.

Servicing and securitization revenue is primarily driven by the average balance of off-balance sheet student loans, the amount of and the difference in the timing of Embedded Floor Income recognition on off-balance sheet student loans, Residual Interest impairments, and the fair value adjustment related to those Residual Interests where the Company has elected to carry such Residual Interests at fair value through earnings under SFAS No. 155 and SFAS No. 159, as discussed in the above table.

As previously discussed, the Company adopted SFAS No. 159 on January 1, 2008, and has elected the fair value option on all of the Residual Interests effective January 1, 2008. The Company chose this election in order to record all Residual Interests under one accounting model. Prior to this election, Residual Interests were accounted for either under SFAS No. 115 with changes in fair value recorded through other comprehensive income, except if impaired in which case changes in fair value were recorded through income, or under SFAS No. 155 with all changes in fair value recorded through income. Changes in the fair value of Residual Interests from January 1, 2008 forward are recorded through the income statement.

The Company recorded a net unrealized mark-to-market loss related to the Residual Interests of $280 million during the six months ended June 30, 2008. The mark-to-market loss was primarily related to the increase in the discount rate assumption related to the Private Education Loan Residual Interest. This discount rate is applied to the projected cash flows to arrive at a fair value representative of the current economic conditions. The Company increased the risk premium by 350 basis points (from December 31, 2007) to better take into account the current level of cash flow uncertainty and lack of liquidity that exists with the Private Education Loan Residual Interests in light of the current economic and credit uncertainty that exists in the market. The increase in the discount rate resulted in a $244 million mark-to-market loss of the six months ended June 30, 2008.

The 2008 mark-to-market loss was also related to increases in both the cost of funds assumptions related to the underlying auction rate securities bonds within the FFELP ($1.7 billion face amount of bonds) and Private Education Loan ($0.6 billion face amount of bonds) trusts, which resulted in a $98 million decrease in fair value.

The Company recorded impairments to the Retained Interests of $46 million for the six months ended June 30, 2007. The impairment charges were the result of FFELP loans prepaying faster than projected through loan consolidations. In addition, the Company recorded an unrealized mark-to-market loss under SFAS No. 155 of $57 million for the six months ended June 30, 2007.

Interest Rate Risk Management

Asset and Liability Funding Gap

The tables below present our assets and liabilities (funding) arranged by underlying indices as of June 30, 2008. In the following GAAP presentation, the funding gap only includes derivatives that qualify as effective SFAS No. 133 hedges (those derivatives which are reflected in net interest margin, as opposed to those reflected in the “gains/(losses) on derivatives and hedging activities, net” line on the income statement). The difference between the asset and the funding is the funding gap for the specified index. This represents our exposure to interest rate risk in the form of basis risk and repricing risk, which is the risk that the different indices may reset at different frequencies or may not move in the same direction or at the same magnitude.

Management analyzes interest rate risk on a Managed basis, which consists of both on-balance sheet and off-balance sheet assets and liabilities and includes all derivatives that are economically hedging our debt whether they qualify as effective hedges under SFAS No. 133 or not. Accordingly, we are also presenting the asset and liability funding gap on a Managed basis in the table that follows the GAAP presentation.

GAAP Basis

Index (Dollars in billions)	Frequency of Variable Resets	Assets	Funding(1)	Funding Gap
3-month Commercial paper	daily	$ 105.8	$ —	$ 105.8
3-month Treasury bill	weekly	7.4	.2	7.2
Prime	annual	.6	—	.6
Prime	quarterly	1.5	—	1.5
Prime	monthly	16.9	—	16.9
PLUS Index	annual	1.5	—	1.5
3-month LIBOR	daily	—	—	—
3-month LIBOR	quarterly	1.0	109.3	(108.3)
1-month LIBOR(2)	monthly	—	2.0	(2.0)
CMT/CPI index	monthly/quarterly	—	3.5	(3.5)
Non Discrete reset(3)	monthly	—	27.1	(27.1)
Non Discrete reset(4)	daily/weekly	10.5	3.1	7.4
Fixed-Rate(5)		18.4	18.4	—
Total		$ 163.6	$ 163.6	$ —

(1) Funding includes all derivatives that qualify as hedges under SFAS No. 133.

(2) Funding includes the 2008 Asset-Backed Loan Facility.

(3) Funding consists of auction rate securities and the 2008 ABCP Facility.

(4) Assets include restricted and non-restricted cash equivalents and other overnight type instruments.

(5) Assets include receivables and other assets (including Retained Interests, goodwill and acquired intangibles). Funding includes other liabilities and stockholders’ equity (excluding series B Preferred Stock).

The “Funding Gaps” in the above table are primarily interest rate mismatches in short-term indices between our assets and liabilities. We address this issue typically through the use of basis swaps that typically convert quarterly 3-month LIBOR to other indices that are more correlated to our asset indices. These basis swaps do not qualify as effective hedges under SFAS No. 133 and as a result the effect on the funding index is not included in our interest margin and is therefore excluded from the GAAP presentation.

Managed Basis

Index (Dollars in billions)	**Frequency of Variable Resets**	**Assets**	**Funding(1)**	**Funding Gap**
3-month Commercial paper	daily	$ 126.4	$ 12.7	$ 113.7
3-month Treasury bill	weekly	10.5	9.2	1.3
Prime	annual	1.0	.3	.7
Prime	quarterly	6.8	4.0	2.8
Prime	monthly	24.3	14.2	10.1
PLUS Index	annual	2.4	2.5	(.1)
3-month LIBOR(2)	daily	—	96.6	(96.6)
3-month LIBOR	quarterly	.9	14.0	(13.1)
1-month LIBOR(3)	monthly	—	2.0	(2.0)
Non Discrete reset(4)	monthly	—	26.8	(26.8)
Non Discrete reset(5)	daily/weekly	12.7	2.6	10.1
Fixed-Rate(6)		13.1	13.2	(.1)
Total		$ 198.1	$ 198.1	$ —

(1) Funding includes all derivatives that management considers economic hedges of interest rate risk and reflects how we internally manage our interest rate exposure.

(2) Funding includes $2.5 billion of auction rate securities.

(3) Funding includes the 2008 Asset-Backed Loan Facility.

(4) Funding consists of auction rate securities and the 2008 ABCP Facility.

(5) Assets include restricted and non-restricted cash equivalents and other overnight type instruments.

(6) Assets include receivables and other assets (including Retained Interests, goodwill and acquired intangibles). Funding includes other liabilities and stockholders’ equity (excluding series B Preferred Stock).

To the extent possible, we generally fund our assets with debt (in combination with derivatives) that has the same underlying index (index type and index reset frequency). When it is more economical, we also fund our assets with debt that has a different index and/or reset frequency than the asset, but only in instances where we believe there is a high degree of correlation between the interest rate movement of the two indices. For example, we use daily reset 3-month LIBOR to fund a large portion of our daily reset 3-month commercial paper indexed assets. In addition, we use quarterly reset 3-month LIBOR to fund a portion of our quarterly reset Prime rate indexed Private Education Loans. We also use our monthly Non Discrete reset and 1-month LIBOR funding to fund various asset types. In using different index types and different index reset frequencies to fund our assets, we are exposed to interest rate risk in the form of basis risk and repricing risk, which is the risk that the different indices that may reset at different frequencies will not move in the same direction or at the same magnitude. While we believe that this risk is low as all of these indices are short-term with rate movements that are highly correlated over a long period of time, market disruptions can lead to a temporary divergence between indices as was experienced beginning in the second half of 2007 to the present with the commercial paper and LIBOR indices. We use interest rate swaps and other derivatives to achieve our risk management objectives.

When compared with the GAAP presentation, the Managed basis presentation includes all of our off-balance sheet assets and funding, and also includes basis swaps that primarily convert quarterly 3-month LIBOR to other indices that are more correlated to our asset indices.

Weighted Average Life

The following table reflects the weighted average life of our Managed earning assets and liabilities at June 30, 2008.

(Averages in Years)	On-Balance Sheet	Managed
Earning assets		
Student loans	8.0	8.1
Other loans	5.5	5.5
Cash and investments	.2	.2
Total earning assets	7.4	7.5
Borrowings		
Short-term borrowings	.6	.6
Long-term borrowings	6.5	6.4
Total borrowings	5.0	5.2

Long-term debt issuances likely to be called by us or putable by the investor have been categorized according to their call or put dates rather than their maturity dates.

COMMON STOCK

The following table summarizes the Company's common share repurchases and issuances for the three and six months ended June 30, 2008 and 2007. Equity forward activity for the three and six months ended June 30, 2007 is also reported.

	Three Months Ended June 30,		Six Months Ended June 30,	
(Shares in millions)	2008	2007	2008	2007
Common shares repurchased:				
Benefit plans(1)	.2	.8	.5	1.0
Total shares repurchased	.2	.8	.5	1.0
Average purchase price per share	$ 23.74	$ 41.18	$ 20.98	$ 42.05
Common shares issued	.3	1.5	1.5	3.0
Equity forward contracts:				
Outstanding at beginning of period	—	48.2	—	48.2
New contracts	—	—	—	—
Exercises	—	—	—	—
Outstanding at end of period	—	48.2	—	48.2
Authority remaining at end of period for repurchases	38.8	15.7	38.8	15.7

(1) Includes shares withheld from stock option exercises and vesting of performance stock for employees' tax withholding obligations and shares tendered by employees to satisfy option exercise costs.

The closing price of the Company's common stock on June 30, 2008 was $19.35.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

Interest Rate Sensitivity Analysis

The effect of short-term movements in interest rates on our results of operations and financial position has been limited through our interest rate risk management. The following tables summarize the effect on earnings for the three and six months ended June 30, 2008 and 2007 and the effect on fair values at June 30, 2008 and December 31, 2007, based upon a sensitivity analysis performed by management assuming a hypothetical increase in market interest rates of 100 basis points and 300 basis points while funding spreads remain constant. Additionally, as it relates to the effect on earnings, a sensitivity analysis was performed assuming the LIBOR index increased 25 basis points while other indices remained constant. Both of these analyses do not consider any potential impairment to our Residual Interests that may result from a higher discount rate that would be used to compute the present value of the cash flows if long-term interest rates increased. See Note 9, "Student Loan Securitization," within the Company's 2007 Annual Report on Form 10-K, which details the potential decrease to the fair value of the Residual Interest that could occur under the referenced interest rate environment.

	Three Months Ended June 30, 2008					
	Interest Rates:				LIBOR Index to Other Indices	
	Change from Increase of 100 Basis Points		Change from Increase of 300 Basis Points		Increase of 25 Basis Points	
(Dollars in millions, except per share amounts)	$	%	$	%	$	%
Effect on Earnings						
Increase/(decrease) in pre-tax net income before unrealized gains (losses) on derivative and hedging activities	$ 3	46%	$ 11	158%	$ (65)	(933)%
Unrealized gains (losses) on derivative and hedging activities	234	54	459	107	77	18
Increase in net income before taxes	$ 237	56%	$ 470	112%	$ 12	3%
Increase in diluted earnings per common share	$ .457	91%	$ .908	182%	$ .023	5%

	Three Months Ended June 30, 2007					
	Interest Rates:				LIBOR Index to Other Indices	
	Change from Increase of 100 Basis Points		Change from Increase of 300 Basis Points		Increase of 25 Basis Points	
(Dollars in millions, except per share amounts)	$	%	$	%	$	%
Effect on Earnings						
Increase/(decrease) in pre-tax net income before unrealized gains (losses) on derivative and hedging activities	$ —	—%	$ (5)	(2)%	$ (46)	(660)%
Unrealized gains (losses) on derivative and hedging activities	74	9	75	9	64	15
Increase in net income before taxes	$ 74	7%	$ 70	7%	$ 18	4%
Increase in diluted earnings per common share	$ .110	11%	$ .118	11%	$ .040	8%

(Dollars in millions, except per share amounts)	Six Months Ended June 30, 2008					
	Interest Rates:				LIBOR Index to Other Indices	
	Change from Increase of 100 Basis Points		Change from Increase of 300 Basis Points		Increase of 25 Basis Points	
	$	%	$	%	$	%
Effect on Earnings						
Increase/(decrease) in pre-tax net income before unrealized gains (losses) on derivative and hedging activities	$ (2)	(1)%	$ 7	3%	$ (126)	(66)%
Unrealized gains (losses) on derivative and hedging activities	234	363	459	713	77	120
Increase in net income before taxes	$ 232	91%	$ 466	182%	$ (49)	(19)%
Increase in diluted earnings per common share	$ .495	215%	$ .996	433%	$ (.105)	(46)%

(Dollars in millions, except per share amounts)	Six Months Ended June 30, 2007					
	Interest Rates:				LIBOR Index to Other Indices	
	Change from Increase of 100 Basis Points		Change from Increase of 300 Basis Points		Increase of 25 Basis Points	
	$	%	$	%	$	%
Effect on Earnings						
Increase/(decrease) in pre-tax net income before unrealized gains (losses) on derivative and hedging activities	$ 2	—%	$ (1)	—%	$ (87)	(46)%
Unrealized gains (losses) on derivative and hedging activities	74	14	75	15	64	99
Increase in net income before taxes	$ 76	5%	$ 74	5%	$ (23)	(9)%
Increase in diluted earnings per common share	$ .120	7%	$ .142	8%	$ (.051)	(22)%

(Dollars in millions)	At June 30, 2008				
		Interest Rates:			
		Change from Increase of 100 Basis Points		Change from Increase of 300 Basis Points	
	Fair Value	$	%	$	%
Effect on Fair Values					
Assets					
Total FFELP loans	$ 112,762	$ (302)	—%	$ (620)	(1)%
Private Education Loans	17,189	—	—	—	—
Other earning assets	12,481	(15)	—	(42)	—
Other assets	16,757	(672)	(4)	(1,327)	(8)
Total assets	$ 159,189	$ (989)	(1)%	$ (1,989)	(1)%
Liabilities					
Interest bearing liabilities	$ 145,379	$ (1,209)	(1)%	$ (2,940)	(2)%
Other liabilities	2,905	316	11	1,088	37
Total liabilities	$ 148,284	$ (893)	(1)%	$ (1,852)	(1)%

	At December 31, 2007				
		Interest Rates:			
		Change from Increase of 100 Basis Points		Change from Increase of 300 Basis Points	
(Dollars in millions)	Fair Value	$	%	$	%
Effect on Fair Values					
Assets					
Total FFELP loans	$ 111,552	$ (303)	—%	$ (603)	(1)%
Private Education Loans	17,289	—	—	—	—
Other earning assets	16,321	(20)	—	(59)	—
Other assets	15,092	(887)	(6)	(1,566)	(10)
Total assets	$ 160,254	$ (1,210)	(1)%	$ (2,228)	(1)%
Liabilities					
Interest bearing liabilities	$ 141,055	$ (1,424)	(1)%	$ (3,330)	(2)%
Other liabilities	3,285	392	12	1,471	45
Total liabilities	$ 144,340	$ (1,032)	(1)%	$ (1,859)	(1)%

A primary objective in our funding is to minimize our sensitivity to changing interest rates by generally funding our floating rate student loan portfolio with floating rate debt. However, as discussed under "LENDING BUSINESS SEGMENT — Summary of our Managed Student Loan Portfolio — *Floor Income — Managed Basis*," we can have a fixed versus floating mismatch in funding if the student loan earns at the fixed borrower rate and the funding remains floating. In addition, we can have a mismatch in the index of floating rate debt versus floating rate assets.

During the three and six months ended June 30, 2008 and 2007, certain FFELP loans were earning Floor Income and we locked in a portion of that Floor Income through the use of futures and Floor Income Contracts. The result of these hedging transactions was to convert a portion of the fixed-rate nature of student loans to variable rate, and to fix the relative spread between the student loan asset rate and the variable rate liability.

In the above table, under the scenario where interest rates increase 100 and 300 basis points, the change in pre-tax net income before the unrealized gains (losses) on derivative and hedging activities is primarily due to the impact of (i) our off-balance sheet hedged FFELP Consolidation Loan securitizations and the related Embedded Floor Income recognized as part of the gain on sale, which results in a decrease in payments on the written Floor contracts that more than offset impairment losses on the Embedded Floor Income in the Residual Interest; (ii) in low interest rate environments our unhedged on-balance sheet loans being in a fixed-rate mode due to the Embedded Floor Income while being funded with variable debt; (iii) a portion of our fixed-rate assets being funded with variable debt and (iv) a portion of our variable assets being funded with fixed debt. Items (i) and (iv) will generally cause income to increase when interest rates increase from a low interest rate environment, whereas, items (ii) and (iii) will generally offset this increase. In the 100 and 300 basis point scenario for the three months ended June 30, 2008, items (i) and (iv) had a greater impact than item (ii) resulting in a net gain. For the three months ended June 30, 2007, the increase due to item (i) was offset by item (iii) resulting in a zero impact for the 100 basis point scenario and a loss in the 300 basis point scenario. In the six months ended June 30, 2008, item (ii)'s impact in the first quarter resulted in a year-to-date loss in the 100 basis point scenario and a year-to-date net gain in the 300 basis point scenario. In the prior year period, item (ii) had a greater impact on the 100 basis point scenario than in the 300 basis point scenario due to more Floor Income Contracts being "out of the money."

Under the scenario in the tables above, where the LIBOR index increases 25 basis points while other indices remain constant, the main driver of the decrease in pre-tax income before unrealized gains (losses) on derivative and hedging activities is the result of LIBOR-based debt funding commercial paper-indexed assets. See "Interest Rate Risk Management — *Asset and Liability Funding Gap*" for a further discussion.

In addition to interest rate risk addressed in the preceding tables, the Company is also exposed to risks related to foreign currency exchange rates. Foreign currency exchange risk is primarily the result of foreign denominated debt issued by the Company. As it relates to the Company's corporate unsecured and securitization debt programs used to fund the Company's business, the Company's policy is to use cross currency interest rate swaps to swap all foreign denominated debt payments (fixed and floating) to U.S. dollar LIBOR using a fixed exchange rate. In the tables above, there would be an immaterial impact on earnings if exchange rates were to decrease or increase, due to the terms of the hedging instrument and hedged items matching. The balance sheet interest bearing liabilities would be affected by a change in exchange rates, however, the change would be materially offset by the cross currency interest rate swaps in other assets or other liabilities. In addition, the Company has foreign exchange risk as a result of international operations, however, the exposure is minimal at this time.

RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS

See Note 1 to the consolidated financial statements, "Significant Accounting Policies — *Recently Issued Accounting Pronouncements*."

Item 4. Controls and Procedures

Disclosure Controls and Procedures

Our management, with the participation of our Chief Executive Officer and Principal Accounting Officer, evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) as of June 30, 2008. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer, concluded that, as of June 30, 2008, our disclosure controls and procedures were effective to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is (a) recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and (b) accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

Changes in Internal Control over Financial Reporting

No change in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934, as amended) occurred during the fiscal quarter ended June 30, 2008 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

The FDIC and Utah Department of Financial Institutions have informed Sallie Mae Bank that they are contemplating an administrative action against the bank with respect to compliance management. The Company does not anticipate that any such action will restrict the bank's on-going operations or growth or that any such action will result in a monetary penalty.

Significant Updates to Previously Reported Legal Proceedings

On June 16, 2008, the court granted summary judgment on all counts against all Defendants in *Chae, et al. v. SLM Corporation, et al.*, (U.S. District Court for the Central District of California), which challenged the Company's billing practices as they relate to use of the simple daily interest method for calculating interest, charging of late fees while charging simple daily interest, and setting the first payment date at 60 days for consolidation and PLUS loans. On June 16, 2008, the court also denied as moot, plaintiffs' motion for class certification, United States of America's motion for summary judgment, and plaintiffs' partial motion for summary judgment, and the court canceled the jury trial previously scheduled for July 22, 2008. The court entered judgment in the case on June 25, 2008. On July 16, 2008, Plaintiffs filed a notice of appeal with the Ninth Circuit Court of Appeals.

On June 24, 2008, plaintiff voluntarily dismissed *Boston v. SLM Corporation et al.*,(U.S. District Court for the Southern District of New York), a putative class action complaint for alleged violations of the Employee Retirement Income Security Act regarding 401(k) plan interest in the Company's common stock. Plaintiff voluntarily dismissed the case because the plaintiff never participated in Sallie Mae's 401(k) plans. *Slaymon v. SLM Corporation et al.*, (U.S. District Court for the Southern District of New York), a complaint alleging similar violations, remains outstanding.

We are also subject to various claims, lawsuits and other actions that arise in the normal course of business. Most of these matters are claims by borrowers disputing the manner in which their loans have been processed or the accuracy of our reports to credit bureaus. In addition, the collections subsidiaries in our APG segment are routinely named in individual plaintiff or class action lawsuits in which the plaintiffs allege that we have violated a federal or state law in the process of collecting their accounts. Management believes that these claims, lawsuits and other actions will not have a material adverse effect on our business, financial condition or results of operations. Finally, from time to time, we receive information and document requests from state attorneys general and Congressional committees concerning certain of our business practices. Our practice has been and continues to be to cooperate with the state attorneys general and Congressional committees and to be responsive to any such requests.

Item 1A. Risk Factors

We may face limited availability of financing, variation in our funding costs and uncertainty in our securitization financing.

In general, the amount, type and cost of our funding, including securitization, other secured financings and unsecured financing from the capital markets and borrowings from financial institutions, have a direct impact on our operating expenses and financial results and can limit our ability to grow our assets.

A number of factors could make such securitization, other secured financings and unsecured financing more difficult, more expensive or unavailable on any terms both domestically and internationally (where funding transactions may be on terms more or less favorable than in the United States), including, but not limited to, financial results and losses, changes within our organization, specific events that have an adverse impact on our reputation, changes in the activities of our business partners, disruptions in the capital markets, specific events that have an adverse impact on the financial services industry, counterparty availability, changes affecting our assets, our corporate and regulatory structure, interest rate fluctuations, ratings agencies' actions, general economic conditions and the legal, regulatory, accounting and tax environments governing our funding transactions. In addition, our ability to raise funds is strongly affected by the general state of the U.S. and world economies, and may become increasingly difficult due to economic and other factors. Finally, we compete for funding with other industry participants, some of which are publicly traded. Competition from these institutions may increase our cost of funds.

We are dependent on term asset-backed securities market for the long-term financing of student loans. We expect securitizations to provide approximately 90 percent or more of our funding needs in 2008. If the term asset-backed securities market were to experience a prolonged disruption, if our asset quality were to deteriorate or if our debt ratings were to be downgraded, we may be unable to securitize our student loans or to do so on favorable pricing and terms. If we were unable to continue to securitize our student loans at current pricing levels or on favorable terms, we would need to use alternative funding sources to fund new student loan originations and meet our other liquidity needs. If we were unable to find cost-effective and stable funding alternatives, our funding capabilities and liquidity would be negatively impacted and our cost of funds could increase, adversely affecting our results of operations and ability to originate student loans. In addition, the occurrence of certain events such as consolidations and reconsolidations may cause certain of our securitization transactions to amortize earlier than scheduled, which could accelerate the need for additional funding to the extent that we effected the refinancing.

We are also dependent on the 2008 Asset-Backed Financing Facilities to provide funding for our student loans. The 2008 Asset-Backed Financing Facilities are 364-day facilities and will need to be refinanced in February 2009, although our current intention is to be in a position so that by February 2009, we will not need to refinance the full amount originally borrowed under the facilities. There can be no assurance we will be able to cost-effectively refinance these facilities, or that a foreclosure on the student loans securing these facilities might occur if we were not able to refinance the facility at all.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

The following table summarizes the Company's common share repurchases during the second quarter of 2008 in connection with the exercise of stock options and vesting of restricted stock to satisfy minimum statutory tax withholding obligations and shares tendered by employees to satisfy option exercise costs (which combined totaled .2 million shares for the second quarter of 2008). See Note 7, "Stockholders' Equity," to the consolidated financial statements.

(Common shares in millions)	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares That May Yet Be Purchased Under the Plans or Programs
Period:				
April 1 — April 30, 2008	—	$ —	—	38.8
May 1 — May 31, 2008	.1	23.59	—	38.8
June 1 — June 30, 2008	.1	24.45	—	38.8
Total second quarter of 2008	.2	$ 23.74	—	

Item 3. Defaults upon Senior Securities

Nothing to report.

Item 4. Submission of Matters to a Vote of Security Holders

At the Company's annual meeting of shareholders held on May 8, 2008, the following proposals were approved by the margins indicated:

1. To elect the following named persons to serve as Directors of the Company for one-year terms or until their successors are elected and qualified:

	Number of Shares		
	Votes For	Votes Against	Abstain
Ann Torre Bates	374,931,847	20,273,469	11,156,840
W. M. Diefenderfer III	377,638,768	17,571,622	11,151,766
Diane Suitt Gilleland	284,765,086	110,279,472	11,317,598
Earl A. Goode	285,924,172	109,219,575	11,218,409
Ronald F. Hunt	376,688,259	18,473,653	11,200,244
Albert L. Lord	378,813,456	16,418,392	11,130,308
Michael E. Martin	385,025,207	10,109,172	11,227,777
Barry A Munitz	288,022,579	107,100,955	11,238,622
Howard H. Newman	384,126,766	11,007,618	11,227,772
A. Alexander Porter, Jr.	378,992,532	16,196,384	11,173,240
Frank C. Puleo	385,008,949	10,153,846	11,199,361
Wolfgang Schoellkopf	288,734,313	106,410,044	11,217,799
Steven L. Shapiro	286,452,206	108,674,390	11,235,560
Anthony P. Terracciano	385,147,480	10,016,854	11,197,822
Barry L. Williams	380,459,304	14,778,737	11,124,115

2. To amend the SLM Corporation Certificate of Incorporation:

Number of Shares		
Votes For	Votes Against	Abstain
380,994,729	10,515,932	11,540,761

3. To ratify PricewaterhouseCoopers LLP as the independent registered public accounting firm for the fiscal year ending December 31, 2008:

Number of Shares		
Votes For	Votes Against	Abstain
386,894,731	4,979,775	11,176,916

Item 5. Other Information

In the fourth quarter of 2007, the Company initiated a restructuring program to reduce costs and improve operating efficiencies. Incurred and estimated restructuring expenses are disclosed in Note 10, "Restructuring Activities," to the consolidated financial statements and are incorporated by reference herein.

Item 6. Exhibits

The following exhibits are furnished or filed, as applicable:

10.1 Material contract executed during the reporting period
31.1 Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2 Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1 Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2 Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

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.

SLM CORPORATION
(Registrant)

By: /s/ John F. Remondi

John F. Remondi
Vice Chairman and Chief Financial Officer
(Principal Financial and Accounting Officer)

Date: August 6, 2008

EMPLOYMENT AGREEMENT

THIS EMPLOYMENT AGREEMENT (the “Agreement”) is entered into by and between John F. Remondi, a resident of the Commonwealth of Massachusetts (“Executive”), and SLM Corporation, a corporation organized and existing under the laws of the State of Delaware (the “Company”).

WHEREAS, the Board of Directors of the Company (“Board”) wishes to retain Executive as Vice Chairman and Chief Financial Officer of the Company, and Executive wishes to accept such employment with the Company, in each case, on the terms set forth herein;

NOW, THEREFORE, in consideration of the mutual covenants and obligations contained herein, and intending to be legally bound, the parties, subject to the terms and conditions set forth herein, agree as follows:

1. Employment and Term. Executive hereby agrees to be employed as Vice Chairman and Chief Financial Officer of the Company, and the Company hereby agrees to retain Executive as Vice Chairman and Chief Financial Officer. Executive’s employment under this Agreement may be maintained through Sallie Mae, Inc. (“Sallie Mae”) or another wholly owned subsidiary of the Company used to employ the Company executives, and in such case any reference in this Agreement to employment or termination of employment with the Company shall be deemed to include employment or termination of employment with Sallie Mae or such other subsidiary. The term of Executive’s employment as Vice Chairman and Chief Financial Officer under this Agreement shall be the period commencing on January 8, 2008 (the “Commencement Date”) and ending on the earlier of January 8, 2011 and the effective date of any termination pursuant to the provisions of Section 11 (the “Term”).

2. Duties. During the Term, Executive will have the title of Vice Chairman and Chief Financial Officer of the Company. Executive agrees to assume such duties and responsibilities as may be reasonably assigned to Executive from time to time by the Board or the Company’s Chief Executive Officer, which duties shall include, but not be limited to, primary management responsibility for accounting and financial reporting, corporate finance, relationships with regulators and rating agencies, investor relations, and financial planning. During the Term, Executive shall report directly to the Company’s Chief Executive Officer. As requested by the Chief Executive Officer, Executive shall assume such additional positions with respect to subsidiaries of the Company as necessary or appropriate in furtherance of his responsibilities.

3. Other Business Activities. During the Term, Executive agrees to devote such time, attention, skill and efforts to the business and affairs of the Company as may be required by the Chief Executive Officer or the Board and/or necessary to discharge the duties and responsibilities assigned to Executive hereunder. Executive shall serve the Company faithfully and to the best of his ability. In furtherance of the foregoing, and not by way of limitation, for so long as he remains Vice Chairman and Chief Financial Officer of the Company, Executive shall not directly or indirectly engage in any other business activities or pursuits, except for (a) those arising from positions held as of the Commencement Date as a director or otherwise with charitable or business organizations, and (b) with prior notice to the Chief Executive Officer,

activities in connection with (i) service as a volunteer, officer or director or in a similar capacity of any charitable or civic organization, and (ii) serving as a director, executor, trustee or in another similar fiduciary capacity for a non-commercial entity; provided, however, that any such activities do not conflict with or materially interfere with Executive's performance of his responsibilities and obligations pursuant to this Agreement.

4. Base Salary. During the Term, the Company shall pay Executive a salary at the annual rate of $1,000,000 (the "Base Salary"). The Base Salary shall be inclusive of all applicable income, Social Security and other taxes and charges which are required by law or requested to be withheld by Executive and which shall be withheld and paid in accordance with the Company's normal payroll practice for its similarly situated executives as in effect from time to time.

5. Annual Incentive Compensation. Executive shall participate in the Company's annual incentive compensation program(s) for executive officers as provided in the SLM Corporation Incentive Plan (or any successor plan) as such may be amended from time to time and (the "Incentive Plan"), subject to the limitations and conditions set forth therein or in any successor plan. During the Term, the maximum bonus opportunity available for Executive under the Incentive Plan shall not be less than three (3) times his Base Salary.

6. Initial Stock Option Award. As a material inducement for Executive to accept employment with the Company, on the Commencement Date, Executive was granted a stock option award covering two million (2,000,000) shares of the Company's common stock (the "Initial Stock Option"). A portion of the Initial Stock Option covering one million (1,000,000) shares of the Company's common stock was granted under the Incentive Plan (the "Initial Plan Grant"). The portion of the Initial Stock Option not represented by the Initial Plan Grant was granted as an "employment inducement award" (within the meaning of Section 303A.08 of the New York Stock Exchange Listed Company Manual).

6.1 Exercise Price; Net Exercise of Option. The Initial Stock Option has a per share exercise price equal to $17.30, which price was the per share closing price of the Company's common stock on the Commencement Date. The exercise price shall be paid by the Company withholding from the shares of common stock that otherwise would be issuable to the optionholder upon the exercise of the Stock Option (or portion thereof) the whole number of shares (rounded up) having a fair market value (as determined pursuant to the Plan) on the date of exercise sufficient to satisfy the exercise price. If the withheld shares are more than sufficient to satisfy the exercise price the Company shall make such arrangement as it determines appropriate to credit such amount for the optionholder's benefit.

6.2 Vesting and Exercisability. The extent to which the Initial Stock Option vests and becomes exercisable shall be determined under this Section 6.2 and Section 8.2. Subject to Executive's continued employment with the Company as an executive officer through the applicable vesting date, the Initial Stock Option shall become vested and exercisable in its entirety upon the earlier of (a) the Company's stock price closing at a price for five (5) consecutive trading days that is equal or greater than $20.76 per share, (b) January 8, 2013, and (c) the Executive's death or Disability (as defined herein); provided, however, that in no event shall the Initial Stock Option become vested and exercisable before January 8, 2009.

7. Additional Stock Option Award. On the first anniversary of the Commencement Date, so long as Executive is then employed as an executive officer of the Company, Executive shall be granted a stock option award covering one million (1,000,000) shares of the Company's common stock (the "Additional Stock Option", and together with the Initial Stock Option, the "Stock Options").

7.1 Exercise Price; Net Exercise of Option. The Additional Stock Option shall have a per share exercise price equal to the per share closing price of the Company's common stock on the first anniversary of the Commencement Date. The exercise price shall be paid by the Company withholding from the shares of common stock that otherwise would be issuable to the optionholder upon the exercise of the Stock Option (or portion thereof) the whole number of shares (rounded up) having a fair market value (as determined pursuant to the Plan) on the date of exercise sufficient to satisfy the exercise price. If the withheld shares are more than sufficient to satisfy the exercise price the Company shall make such arrangement as it determines appropriate to credit such amount for the optionholder's benefit.

7.2 Vesting and Exercisability. The extent to which the Additional Stock Option vests and becomes exercisable shall be determined under this Section 7.2 and Section 8.2. Subject to Executive's continued employment with the Company as an executive officer through the applicable vesting date, the Additional Stock Option shall become vested and exercisable in its entirety upon the earlier of (a) the Company's stock price closing at a price for five (5) consecutive trading days that is equal or greater than $24.22 per share, (b) January 8, 2014, and (c) the Executive's death or Disability (as defined herein); provided, however, that in no event shall the Additional Stock Option become vested and exercisable before January 8, 2010.

8. Additional Terms Applicable to the Stock Options.

8.1 Expiration. The Stock Options shall be forfeited and shall immediately expire and terminate if not vested on or before the date Executive's employment with the Company as an executive officer terminates. In addition, to the extent that the Stock Options have not been forfeited or exercised, the Stock Options shall expire on the earlier of (a) the tenth anniversary of the date of their grant, (b) the first anniversary of Executive's termination of employment on account of death or Disability (as defined herein); (c) the date Executive's employment is terminated for Cause (as defined herein) or (d) three months following the date Executive's employment is terminated for any reason other than death, Disability or Cause.

8.2 Change of Control. Notwithstanding anything to the contrary in Section 6.2, Section 7.2 and Section 8.1, vesting, exercise, and expiration of the Stock Options in the context of an actual or proposed Change of Control shall be governed by the terms of the Change in Control Severance Plan.

8.3 Anti-Dilution Adjustments. The number of shares subject to the Stock Options, the exercise price of the Stock Options and the stock price vesting criteria set forth in

Sections 6.2 and 7.2 shall be proportionately adjusted by the Compensation Committee if the class of securities which are subject to the Stock Options is (i) exchanged for or converted into cash, property or a different number or kind of shares or securities as a result of a reorganization, merger, consolidation, recapitalization, restructuring or reclassification, or (ii) if the number of securities of the class of securities then subject to the Stock Options are increased or decreased or if cash, property or shares or securities are distributed in respect of such subject securities as a result of a dividend (other than a regular, quarterly cash dividend) or other distribution, stock split, reverse stock split, spin-off or the like.

8.4 Tax Withholding. Upon exercise of all or a portion of the Stock Options, (i) Executive shall pay in cash or make other arrangements satisfactory to the Compensation Committee for the satisfaction of any withholding tax obligations that arise by reason of exercise of the Stock Options, in whole or in part, and (ii) the Company shall not be required to issue shares of common stock until such obligations are satisfied.

8.5 Stockholder Rights; Securities Laws Compliance. Executive shall not be deemed a stockholder of the Company with respect to any of the shares subject to the Stock Options, except to the extent that such shares shall have been transferred to Executive upon exercise of the award. The Company shall not be required to issue or transfer any certificates for shares of common stock upon exercise of the Stock Options until all applicable requirements of law have been complied with and such shares shall have been duly listed on any securities exchange on which the common stock may then be listed. The Company may impose such restrictions, conditions or limitations as it determines appropriate as to the timing and manner of any exercise of the Stock Options and/or any resales by Executive or other subsequent transfers by Executive of any shares of the Company's common stock issued as a result of the exercise of the Stock Options, including without limitation (a) restrictions under an insider trading policy, (b) restrictions that may be necessary in the absence of an effective registration statement under the Securities Act of 1933, as amended, covering the Stock Options and/or the common stock underlying the Stock Options and (c) restrictions as to the use of a specified brokerage firm or other agent for exercising the Stock Options and/or for such resales or other transfers. The sale of the shares underlying the Stock Options must also comply with other applicable laws and regulations governing the sale of such shares.

8.6 Other Terms and Conditions. The Stock Options shall be subject to the terms and conditions set forth in this Agreement. To the extent not addressed or provided otherwise in this Agreement, the Initial Plan Grant shall also be subject to the terms and conditions of the Incentive Plan (including the administrative terms) and the portion of the Stock Options not represented by the Initial Plan Grant shall likewise for purposes of administration and interpretation be treated as if granted under and subject to the terms and conditions of the Incentive Plan.

9. Other Benefits.

(a) Retirement Plans. During the Term, to the extent permissible under the terms of the applicable plans, Executive shall be entitled to participate in all tax-qualified and non-tax-qualified pension plans maintained or contributed to by the Company or for the benefit of its executives, including without limitation, the Sallie Mae 401(k) Savings Plan and the Sallie

Mae Supplemental 401(k) Savings Plan (collectively, the "the Company 401(k) Plans"), in accordance with the terms of such the Company 401(k) Plans as they may be amended from time to time in the discretion of the Company.

(b) Medical Insurance. During the Term, Executive shall be entitled to participate in any medical and dental insurance plans generally available to the senior management of the Company, in accordance with the terms of such plans as they may be amended from time to time in the discretion of the Company.

(c) Other Benefit Plans. Executive shall be entitled to receive or participate in such further retirement, savings, deferred compensation, matching gift program, life insurance, health or welfare benefit plans offered to the Company's senior management generally, in accordance with the terms of such plans as they may be amended from time to time in the discretion of the Company.

(d) Expenses. The Company agrees to reimburse Executive for all reasonable, ordinary and necessary business expenses incurred by Executive in performing his duties pursuant to this Agreement, in accordance with the Company's reimbursement policies generally applicable to management personnel. In no event shall any such reimbursement be paid later than the end of the calendar year following the year in which the expense was incurred.

(e) Temporary Housing, Travel Allowance. For up to a two-year period following the Commencement Date, Executive will be provided with housing in Reston, Virginia and an allowance of up to $200,000, on an after-tax basis, for two years for use of corporate aircraft in commuting between headquarters location and the Executive's principal residence.

10. No Other Compensation. Except as set forth in Sections 4-9 above, Executive shall have no right to any other remuneration from the Company in respect of his services as Vice Chairman and Chief Financial Officer of the Company during the Term.

11. Nondisclosure of Confidential Information.

(a) Executive and the Company acknowledge that Executive will, in the course of his employment, come into possession of confidential, proprietary business and technical information, and trade secrets of the Company and its Affiliates, as defined in Section 11(b) (the "Proprietary Information"). Proprietary Information includes, but is not limited to, the following:

- Business procedures. All information concerning or relating to the way the Company and its Affiliates conduct their business, which is not generally known to the public or within the industry or trade in which the Company or its Affiliates compete (such as the Company contracts, internal business procedures, controls, plans, licensing techniques and practices, supplier, subcontractor and prime contractor names and contacts and other vendor information, computer system passwords and other computer security controls, financial information, distributor information, and employee data) and the physical embodiments of such information (such as check lists, samples, service and operational manuals, contracts, proposals, printouts, correspondence, forms, listings, ledgers, financial statements, financial reports, financial and operational analyses, financial and operational studies, management reports of every kind, databases, employment or personnel records, and any other written or machine-readable expression of such information as are filed in any tangible media).

- Marketing Plans and Customer Lists. All information not generally known to the public or within the industry or trade in which the Company or its Affiliates compete pertaining to the Company's and its Affiliates' marketing plans and strategies; forecasts and projections; marketing practices, procedures and policies; goals and objectives; quoting practices, procedures and policies; and customer data including the customer list, contracts, representatives, requirements and needs, specifications, data provided by or about prospective customers, and the physical embodiments of such information.
- Business Ventures: All information not generally known to the public or within the industry or trade in which the Company or its Affiliates operate concerning new product development, negotiations for new business ventures, future business plans, and similar information and the physical embodiments of such information.
- Software. All information relating to the Company's and its Affiliates' software or hardware in operation or various stages of research and development, which are not generally known to the public or within the industry or trade in which the Company or its Affiliates compete and the physical embodiments of such information.
- Litigation. Information which is not a public record and is not generally known to the public or within the industry or trade in which the Company or its Affiliates compete regarding litigation and potential litigation matters and the physical embodiments of such information.
- Policy Information. Information not of a public nature regarding the policies and positions that have been or will be advocated by the Company and its Affiliates with government officials, the views of government officials toward such policies and positions, and the status of any communications that the Company or its Affiliates may have with any government officials.
- Information Not Generally Known. Any information which (a) is not generally known to the public or within the industry or trade in which the Company or its Affiliates compete, (b) gives the Company or its Affiliates a significant advantage over its or their competitors, or (c) has significant economic value or potentially significant economic value to the Company or its Affiliates, including the physical embodiments of such information.

(b) Executive acknowledges that the Proprietary Information is a valuable and unique asset of the Company and its Affiliates. Executive agrees that he will not, at any time during his employment or after the termination of his employment with the Company, without the prior written consent of the Company or its Affiliates, as applicable, either directly or indirectly divulge any Proprietary Information for his own benefit or for any purpose other than the exclusive benefit of the Company and/or its Affiliates.

12. Agreement Not to Compete.

(a) Executive agrees that he shall not compete with the Company or its Affiliates during the Term and for a period of two years thereafter (the “Restricted Period”).

(b) For the purposes of this Section 12, “compete” shall mean directly or indirectly through one or more intermediaries (i) working or serving as a director, officer, employee, consultant, agent, representative, or in any other capacity, with or without compensation, on behalf of one or more entities engaged in the Company’s Business (as defined below) in the United States, or any other country where the Company (including any Affiliate) either engages in the Company’s Business at the time of Executive’s termination or where the Company, at the time of Executive’s termination, has developed a business plan or taken affirmative steps to engage in the Company’s Business; (ii) soliciting any employees, customers, or business partners of the Company, inducing any customer or business partner of the Company to breach a contract with the Company or any principal for whom the Company acts as agent to terminate such agency relationship; and/or (iii) making statements about the Company or its management reasonably determined by the Board to be disparaging. For purposes of this provision, the term “the Company’s Business” shall mean any business activity or line of business similar to the type of business conducted by the Company, Sallie Mae, and/or their Affiliates at the time of Executive’s termination of employment or which the Company, Sallie Mae and/or their Affiliates at the time of Executive’s termination of employment or within one year prior thereto have planned to enter into or conduct. Executive expressly agrees that the markets served by the Company, Sallie Mae and their Affiliates extend nationally and are not dependent on the geographic location of the executive personnel or the businesses by which they are employed and that the restrictions set forth in this Section 12 are reasonable and are no greater than are required for the protection of the Company, Sallie Mae, and its Affiliates. For purposes of this Agreement, the term “Affiliate” shall be deemed to refer to the Company, and any entity (whether or not existing on the date hereof) controlling, controlled by or under common control with the Company.

(c) In the event the Board reasonably determines that Executive has violated any provision of this Section 12, without limitation of the Company’s other rights and remedies as specified in Section 24, Executive shall (i) forfeit the Stock Options granted under this Agreement, regardless of whether then vested, unvested, exercisable or unexercisable, and (ii) repay to the Company any gross profits realized from the exercise of the Stock Options since the earlier of one year prior to the date of such violation and the termination of Executive’s employment with the Company (whichever date occurred the longest period of time before the date of any such option exercise).

13. Termination of Employment. Executive shall be employed by the Company under this Agreement on an at-will basis meaning that Executive’s employment by the Company may be terminated by Executive or the Company at any time during the Term, with or without cause, and with or without notice. Upon termination of his employment with the Company,

Executive shall be entitled to exercise the Stock Options to the extent set forth in this Agreement, vested or exercisabilty under the terms and conditions of such awards as may be granted to the Executive, and to such compensation and benefits as described in this Section 13.

13.1 Disability and Death.

(a) Disability. If Executive is unable to engage in any substantial gainful activity by reason of any medically determinable physical or mental impairment which can be expected to result in death or can be expected to last for a continuous period of not less than 12 months, or is, by reason of any medically determinable physical or mental impairment which can be expected to result in death or can be expected to last for a continuous period of not less than 12 months, receiving income replacement benefits for a period of not less than 3 months under the Company's disability plan available generally to all employees (any such situation, "Disability"), the Company may terminate Executive's employment hereunder. The determination of whether the Executive has a Disability under this Agreement shall be made by the Compensation Committee, which shall consider the information presented by Executive's personal physician and by any other advisors, including any other physician, which the Compensation Committee determines appropriate. The determination of the Compensation Committee shall be final and binding, unless it is determined to have been arbitrary and capricious. If the employment of Executive terminates during the Term due to the Disability of Executive, the Company shall provide to Executive (i) whatever benefits are available to him under any disability benefit plan(s) in which Executive participates as an employee of the Company at the time of such termination to the extent Executive satisfies the requirements of such plan(s), and (ii) the payments set forth in Section 13.1(c).

(b) Death. If Executive dies during the Term, the Company shall pay to Executive's executors, legal representatives or administrators the payments set forth in Section 13.1(c). Except as specifically set forth in this Section 13.1 or under applicable laws, the Company shall have no liability or obligation hereunder to Executive's executors, legal representatives, administrators, heirs or assigns or any other person claiming under or through him by reason of Executive's death, except that Executive's executors, legal representatives or administrators will be entitled to receive any death benefit payable to them as beneficiaries under any insurance policy or other benefits plans in which Executive participates as an employee of the Company at the time of such termination to the extent Executive satisfies the requirements of such plan(s) and to exercise any rights afforded them under any benefit plan then in effect.

(c) Payment Upon Disability or Death. Upon termination of the employment of Executive due to death or Disability during the Term, the Company shall pay an amount equal to all accrued but unpaid Base Salary through the date of termination of employment, plus a portion of the Target Annual Incentive Compensation (as defined in Section 13.2(c)) pro-rated for the year through the date of termination.

13.2 Termination By Company Without Cause.

(a) Termination By Company Without Cause. The Chief Executive Officer or the Board of Directors may terminate Executive's employment hereunder at any time for any reason other than Cause upon written notice to Executive ("Termination Without Cause").

(b) In the event of a Termination Without Cause, the Company shall pay to Executive within forty-five (45) days after termination (i) an amount equal to all accrued but unpaid Base Salary through the date of termination of employment, plus a severance payment equal to a portion of the Target Annual Incentive Compensation pro-rated for the year through the date of termination and (ii) the Multiplier times the Compensation Amount (as such terms are defined in Section 13.2(c)); provided, however, that (1) if the Termination Without Cause occurs before January 8, 2009, the amount payable under clause (ii) of this Section 13.2(b) shall be no less than $1,500,000, and (2) for purposes of this Section 13.2(b), in no event shall the Multiplier exceed three (3). Further, upon and following Executive's Termination Without Cause, Executive and Executive's eligible dependents or survivors shall be entitled to medical and dental insurance benefits as provided in Section 9(b) for a number of months equal to the Multiplier times twelve (12).

(c) The Multiplier is defined as the number obtained by dividing by two the number of full years following the Commencement Date that Executive remains continuously employed by the Company. The Target Annual Incentive Compensation shall be a cash payment equal to the value of the Executive's target bonus under the Incentive Plan which shall be no less than $1.5 million. The Compensation Amount is defined as the sum of (i) the average annual Base Salary paid to Executive during the Term and (ii) the average annual incentive compensation earned by Executive under Section 5 of this Agreement during the Term.

13.3 Termination By Executive For Good Reason.

(a) Termination By Executive For Good Reason. Executive may terminate his employment hereunder at any time For Good Reason. For purposes of this Agreement, a "Termination For Good Reason" shall mean, Executive's resignation from employment within sixty (60) days after the occurrence of one of the following events without Executive's express written consent, provided, however, that Executive must provide written notice to the Company within thirty (30) days after the occurrence of the event allegedly constituting Good Reason, and the Company shall have thirty (30) days after such notice is given to cure: (i) a material reduction in the position or responsibilities of Executive, provided that a Change in Control (including the fact that the Company's stock is not publicly held or is held or controlled by a single stockholder as a result of a Change in Control) shall not of itself be deemed a material reduction in the position or responsibilities of Executive; (ii) a material reduction in Executive's Base Salary or a material reduction in Executive's compensation arrangements or benefits (provided that variability in the value of stock-based compensation or in the compensation provided under the Incentive Plan shall not be deemed to cause a material reduction in compensation); (iii) a material breach by the Company of any material provision of this Agreement; or (iv) a relocation of the Company's executive offices to a distance of more than seventy-five (75) miles from its location as of the date of this Agreement, unless such relocation results in the Company's executive offices being closer to Executive's then primary residence or does not substantially increase the average commuting time of Executive.

(b) In the event of a Termination By Executive For Good Reason, the Company shall pay to Executive within forty-five (45) days after termination (i) an amount equal to all accrued but unpaid Base Salary through the date of termination of employment, plus a portion of the Target Annual Incentive Compensation pro-rated for the year through the date of termination and

(ii) the Multiplier times the Compensation Amount (as such terms are defined in Section 13.2(c)). Further, upon and following Termination By Executive For Good Reason, Executive and Executive's eligible dependents or survivors shall be entitled to medical and dental insurance benefits as provided in Section 9(b) for a number of months equal to the Multiplier times twelve (12).

13.4 Termination by Executive for Promotional Reasons. If after January 8, 2009, and each anniversary date during the term of this agreement, the Board of Directors selects a chief executive officer other than the Executive, Executive may terminate his employment hereunder and in just an event, Executive shall receive the termination payments described in Section 13.3 (b) above; provided however that in no event shall the Multiplier exceed one (1).

13.4 Termination For Cause; Termination By Executive Without Good Reason.

(a) Termination for Cause. The Chief Executive Officer or the Board of Directors may terminate the employment of Executive for Cause at any time during the Term. For purposes of this Agreement, "Cause" shall mean a determination by the Chief Executive Officer or the Board that there has been a willful and continuing failure of Executive to perform substantially his obligations under this Agreement (other than as a result of Executive's death or Disability) and, if in the judgment of the Chief Executive Officer or the Board such willful and continuing failure may be cured by Executive, that such failure has not been cured by Executive within thirty (30) days after written notice of such was given to Executive by the Chief Executive Officer or the Board, or that Executive has committed an act of Misconduct. For purposes of this Agreement, "Misconduct" shall mean: (i) embezzlement, fraud, commission of a felony, breach of fiduciary duty or deliberate disregard of material the Company rules; (ii) personal dishonesty of Executive materially injurious to the Company; (iii) an unauthorized disclosure of any Proprietary Information; or (iv) competing with the Company while employed by the Company or during the Term, in contravention of Section 12.

(b) Termination By Executive Without Good Reason. Executive may terminate his employment hereunder at any time other than by reason of a Termination For Good Reason (a termination "Without Good Reason").

(c) In the event that Executive employment with the Company terminates as a result of a termination by the Company for Cause or by Executive Without Good Reason, Executive shall receive all accrued but unpaid Base Salary, and benefits as of the effective date of termination. In the event Executive's employment with the Company is terminated by Company for Cause, Executive shall forfeit and not be entitled to exercise any Stock Option granted to Executive pursuant to this Agreement.

13.5 Board of Directors Service. If at the time of any termination of employment Executive serves on the Board of Directors, as a condition to the payment of any termination benefits under this Agreement Executive shall offer to tender his resignation from the Board of Directors upon expiration of the Term, or upon any earlier termination of his employment, which resignation may or may not be accepted.

14. Other Agreements. Executive represents and warrants to the Company that:

(a) There are no restrictions, agreements or understandings whatsoever to which Executive is a party or by which he is bound that would prevent or make unlawful Executive's execution of this Agreement or Executive's employment hereunder, or which are or would be inconsistent or in conflict with this Agreement or Executive's employment hereunder, or which would prevent, limit or impair in any way the performance by Executive of his obligations hereunder.

(b) Executive shall disclose the existence and terms of the restrictive covenants set forth in this Agreement to any employer by whom Executive may be employed during the Term (which employment is not hereby authorized) or during the Restricted Period as defined in the Agreement Not to Compete by and between Executive and the Company set forth in Section 13 hereof.

15. Survival of Provisions. The provisions of this Agreement, including without limitation those set forth in Sections 9, 11, 12, 14, 15, 16, 17, 24 and 25 hereof, shall survive the termination of Executive's employment hereunder and the payment of all amounts payable and delivery of all post-termination compensation and benefits pursuant to this Agreement incident to any such termination of employment.

16. Successors and Assigns. This Agreement shall inure to the benefit of and be binding upon the Company and its successors or permitted assigns and Executive and his executors, administrators or heirs. The Company shall require any successor or successors expressly to assume the obligations of the Company under this Agreement. For purposes of this Agreement, the term "successor" shall include the ultimate parent corporation of any corporation involved in a merger, consolidation, or reorganization with or including the Company that results in the stockholders of the Company immediately before such merger, consolidation or reorganization owning, directly or indirectly, immediately following such merger, consolidation or reorganization, securities of another corporation, regardless of whether any such merger, consolidation or reorganization is deemed to constitute a Change of Control for purposes of this Agreement. Executive may not assign any obligations or responsibilities under this Agreement or any interest herein, by operation of law or otherwise, without the prior written consent of the Company. At any time during the Term, the Company may provide, without the prior written consent of Executive, that Executive shall be employed pursuant to this Agreement by any of its Affiliates instead of or in addition to Sallie Mae or the Company, and in such case all references herein to the "Company" shall be deemed to include any such entity, provided that such action shall not relieve the Company of its obligation to make or cause an Affiliate to make or provide for any payment to or on behalf of Executive pursuant to this Agreement. The Board may assign any or all of its responsibilities hereunder to any committee of the Board, in which case references to Board shall be deemed to refer to such committee.

17. Notices. All notices required to be given to any of the parties of this Agreement shall be in writing and shall be deemed to have been sufficiently given, subject to the further provisions of this Section 17, for all purposes when presented personally to such party, or sent by facsimile transmission, any national overnight delivery service, or certified or registered mail, to such party at its address set forth below:

(a) If to Executive:

John F. Remondi

(b) If to the Company:

SLM Corporation
Sallie Mae, Inc.
12061 Bluemont Way
Reston, VA 20190
Attention: General Counsel
Fax No. (703) 984-7695

Such notice shall be deemed to be received when delivered if delivered personally, upon electronic or other confirmation of receipt if delivered by facsimile transmission, the next business day after the date sent if sent by a national overnight delivery service, or three (3) business days after the date mailed if mailed by certified or registered mail. Any notice of any Change of such address shall also be given in the manner set forth above. Whenever the giving of notice is required, the giving of such notice may be waived in writing by the party entitled to receive such notice.

18. Entire Agreement. This Agreement, the terms and conditions of the Incentive Plan as referenced in this Agreement, and any other documents, instruments or other writings delivered or to be delivered in connection with this Agreement as specified herein constitute the entire agreement among the parties with respect to the subject matter of this Agreement and supersede all prior and contemporaneous agreements, understandings, and negotiations, whether written or oral, with respect to the terms of Executive's employment by the Company.

19. Amendments; Waiver. This Agreement may be amended or modified only by a written instrument signed by all parties hereto. The waiver of the breach of any term or provision of this Agreement shall not operate as or be construed to be a waiver of any other or subsequent breach of this Agreement.

20. Governing Law. This Agreement shall be governed and construed as to its validity, interpretation and effect by the laws of the Commonwealth of Virginia.

21. Severability. Any provision of this Agreement that is prohibited or unenforceable in any jurisdiction shall, as to such jurisdiction, be ineffective to the extent of such prohibition or unenforceability without invalidating the remaining provisions of this Agreement or such

provisions, and any such prohibition or unenforceability in any jurisdiction shall not invalidate or render unenforceable such provision in any other jurisdiction.

22. Section Headings. The section headings in this Agreement are for convenience only; they form no part of this Agreement and shall not affect its interpretation.

23. Counterparts. This Agreement may be executed in any number of counterparts, and each such counterpart shall be deemed to be an original instrument, but all such counterparts together shall constitute one and the same instrument.

24. Specific Enforcement; Extension of Period. Executive acknowledges that the restrictions contained in Sections 11 and 12 hereof are reasonable and necessary to protect the legitimate interests of the Company and its Affiliates and that the Company would not have entered into this Agreement in the absence of such restrictions. Executive also acknowledges that any breach by him of Sections 11 or 12 hereof will cause continuing and irreparable injury to the Company for which monetary damages would not be an adequate remedy. Executive shall not, in any action or proceeding by the Company to enforce Sections 11 or 12 of this Agreement, assert the claim or defense that an adequate remedy at law exists. In the event of such breach by Executive, the Company shall have the right to enforce the provisions of Sections 11 and 12 of this Agreement by seeking injunctive or other relief in any court, and this Agreement shall not in any way limit remedies at law or in equity otherwise available to the Company. In the event that the provisions of Sections 11 or 12 hereof should ever be adjudicated to exceed the time, geographic, or other limitations permitted by applicable law in any applicable jurisdiction, then such provisions shall be deemed reformed in such jurisdiction to the maximum time, geographic, or other limitations permitted by applicable law.

25. Arbitration. Any dispute or claim, other than those referred to in Section 24, arising out of or relating to this Agreement or otherwise relating to the employment relationship between Executive and the Company (including but not limited to any claims under Title VII of the Civil Rights Act of 1964, as amended; the Americans with Disabilities Act; the Age Discrimination in Employment Act; the Family Medical Leave Act; and the Employee Income Retirement Security Act) shall be submitted to Arbitration, in Fairfax County, Virginia, and except as otherwise provided in this Agreement shall be conducted in accordance with the rules of, but not under the auspices of, the American Arbitration Association. The arbitration shall be conducted before an arbitration tribunal comprised of three individuals, one selected by the Company, one selected by Executive, and the third selected by the first two. The parties and the arbitrators selected by them shall use their best efforts to reach agreement on the identity of the tribunal within ten (10) business days of either party to this Agreement submitting to the other party a written demand for arbitration. The proceedings before the tribunal shall take place within twenty (20) business days of the selection thereof. Executive and the Company agree that such arbitration will be confidential and no details, descriptions, settlements or other facts concerning such arbitration shall be disclosed or released to any third party without the specific written consent of the other party, unless required by law or court order or in connection with enforcement of any decision in such arbitration. Any damages awarded in such arbitration shall be limited to the contract measure of damages, and shall not include punitive damages. The parties shall equally divide the costs of the arbitrators, and each party shall bear his or its attorneys' fees and other costs, except that the arbitrators may specifically direct one party to

bear the entire cost of the arbitration, including all attorneys' fees, if the arbitrators determine that such party acted in bad faith.

IN WITNESS WHEREOF, the parties have caused this Agreement to be executed the day and year first written above.

SLM Corporation

By: /s/ Michael E. Sheehan	/s/ John F. Remondi
Title: SVP & General Counsel	John F. Remondi

Exhibit 31.1

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

I, Albert L. Lord, certify that:

1. I have reviewed this quarterly report on Form 10-Q 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 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)
August 6, 2008

Exhibit 31.2

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

I, John F. Remondi, certify that:

1. I have reviewed this quarterly report on Form 10-Q 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 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/ John F. Remondi
John F. Remondi
Vice Chairman and Chief Financial Officer
(Principal Financial and Accounting Officer)
August 6, 2008

Exhibit 32.1

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-Q for the quarter ended June 30, 2008 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 result of operations of the Company.

/s/ Albert L. Lord

Albert L. Lord
Vice Chairman and Chief Executive Officer
(Principal Executive Officer)
August 6, 2008

Exhibit 32.2

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-Q for the quarter ended June 30, 2008 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 result of operations of the Company.

/s/ John F. Remondi

John F. Remondi
Vice Chairman and Chief Financial Officer
(Principal Financial and Accounting Officer)
August 6, 2008