

Explanation of Responses:

****Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).**

/s/Mary F. Eure (POA)

04/25/2000

Note: File three copies of this form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

**Signature of Reporting Person

Date

SEC 1474 (7-96)

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMD Number

Waterfield, Jr., Randolph H.

SLM Holding Corporation

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