

\$3,000,000,000
USA EDUCATION, INC.
Medium Term Notes, Series A
Due 9 Months or Longer From the Date of Issue

Principal Amount: \$40,000,000 Floating Rate Notes: Fixed Rate Notes:

Original Issue Date: January 24, 2002 Closing Date: January 24, 2002 CUSIP Number: 90390M AH5

Maturity Date: January 24, 2003 Option to Extend Maturity: No Specified Currency: U.S. Dollars
 Yes
If Yes, Final Maturity Date:

Redeemable at the option of the Company: No Redemption Price: Not Applicable.
 Yes Redemption Dates: Not Applicable.

Repayment at the option of the Holder: No Repayment Price: Not Applicable.
 Yes Repayment Dates: Not Applicable.

APPLICABLE TO FIXED RATE NOTES ONLY:

Interest Rate: Interest Payment Date(s):

Interest Accrual Method:

APPLICABLE TO FLOATING RATE NOTES ONLY:

Floating Rate Index:

CD Rate Index Maturity: Three Months.
 Commercial Paper Rate
 CMT Rate Spread: Minus 2 basis points (.02%).
 Federal Funds Rate
 LIBOR Telerate Initial Interest Rate: TBD.
 LIBOR Reuters
 Prime Rate Interest Rate Reset Period: Quarterly.
 91-Day Treasury Bill Rate

Reset Date(s): Each January 24th, April 24th, July 24th and October 24th during the term of the Notes, beginning April 24, 2002, subject to following business day convention.
Interest Payment Date(s): Each January 24th, April 24th, July 24th and October 24th during the term of the Notes, beginning April 24, 2002, subject to following business day convention.

Interest Determination Date: 2 London and New York Business Days prior to the related Reset Date.
Interest Period: From and including the previous Interest Payment Date (or Original Issue Date, in the case of the first Interest Accrual Period) to but excluding the current Interest Payment Date (or Maturity Date, in the case of the last Interest Accrual Period).

Lock-in Period Start Date: Not Applicable. Accrual Method: Actual/360.

Maximum Interest Rate: Not Applicable. Minimum Interest Rate: Not Applicable.

Form: Book-entry.

Denominations: \$1,000 minimum and integral multiples of \$1,000 in excess thereof.

Trustee: JPMorgan Chase Bank, formerly known as The Chase Manhattan Bank.

Issue Price: 100%.

Agent's Commission: 0.00.

Net Proceeds: \$40,000,000.

Agent: J.P. Morgan Securities, Inc. is acting as underwriter for this issuance.

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