

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 10-K/A

(AMENDMENT NO. 1)

(Mark One)

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

FOR THE FISCAL YEAR ENDED DECEMBER 31, 1999 OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES
EXCHANGE ACT OF 1934

FOR THE TRANSITION PERIOD FROM _____ TO _____

COMMISSION FILE NUMBERS 001-13251

SLM HOLDING CORPORATION

(Exact Name of Registrant as Specified in Its Charter)

DELAWARE

(State of Other Jurisdiction of
Incorporation or Organization)

52-2013874

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

11600 SALLIE MAE DRIVE, RESTON, VIRGINIA
(Address of Principal Executive Offices)

20193
(Zip Code)

(703) 810 3000

(Registrant's Telephone Number, Including Area Code)

This Amendment No. 1 is filed to include Exhibit 23 to the registrant's Annual Report on Form 10-K for the year ended December 31, 1999.

PART IV

ITEM 14. EXHIBITS, FINANCIAL STATEMENTS SCHEDULES AND REPORTS ON FORM 8-K.

3. Exhibits

The exhibits listed in the Exhibit Index on page 3 to this Amendment No. 1 are filed or incorporated by reference herein.

(c) Exhibits.

- *2 Agreement and Plan of Reorganization by and among the Student Loan Marketing Association, SLM Holding Corporation, and Sallie Mae Merger Company.
- **3.1 Amended and Restated Certificate of Incorporation of the Registrant.
- **3.2 By-Laws of the Registrant.
- **4 Warrant Certificate No. W-2, dated as of August 7, 1997.
- *10.1 Board of Director's Restricted Stock Plan.
- *10.2 Board of Director's Stock Option Plan.
- *10.3 Deferred Compensation Plan for Directors.
- *10.4 Incentive Performance Plan.
- *10.5 Stock Compensation Plan.
- *10.6 1993-1998 Stock Option Plan.
- *10.7 Supplemental Pension Plan.
- *10.8 Supplemental Employees' Thrift & Savings Plan (Sallie Mae 401(K) Supplemental Savings Plan).
- ***10.9 Directors Stock Plan.
- ***10.10 Management Incentive Plan.
- *21 Subsidiaries of the Registrant.
- +23 Consent of Arthur Andersen LLP.
- ****27 Financial Data Schedule.

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- * Incorporated by reference to the correspondingly numbered exhibits to the Registrant's Registration Statement on Form S-4, as amended (File No. 333-21217).
 - ** Incorporated by reference to the correspondingly numbered exhibits to the Registrant's Registration on Form S-1 (File No. 333-38391).
 - *** Incorporated by reference to the Registrant's Definitive Proxy Statement on Schedule 14A, as filed with the Securities and Exchange Commission on April 10, 1998 (File No. 001-13751).
 - **** Filed with the Securities and Exchange Commission on March 30, 2000 with the registrant's Annual Report on Form 10-K for the year ended December 31, 1999.
 - + Filed with the Securities and Exchange Commission with this Form 10-K/A.

SIGNATURES

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

Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: June 13, 2000

SLM HOLDING CORPORATION

BY: /s/ JOHN F. REMONDI

Name: John F. Remondi
Title: Senior Vice President, Finance
(Principal Financial and
Accounting Officer)

EXHIBIT INDEX

EXHIBIT NO.	DESCRIPTION
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****	Filed with the Securities and Exchange Commission on March 30, 2000 with the registrant's Annual Report on Form 10-K for the year ended December 31, 1999.
+	Filed with the Securities and Exchange Commission with this Form 10-K/A.

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the incorporation by reference in SLM Holding Corporation's previously filed Registration Statement No. 333-33577, Registration Statement No.333-33575, Registration Statement No. 333-44425, Registration Statement No. 333-38391, Registration Statement No. 333-53631, and Registration Statement No. 333-83941 of our report dated January 13, 2000 included in this Form 10-K. It should be noted that we have not audited any financial statements of the company subsequent to December 31, 1999, or performed any audit procedures subsequent to the date of our report.

/s/ ARTHUR ANDERSEN LLP

Vienna, VA
March 30, 2000