

Edgar Filing: USA EDUCATION INC - Form 424B3

USA EDUCATION INC  
 Form 424B3  
 January 09, 2002

PRICING SUPPLEMENT NO. 5 DATED JANUARY 7, 2002  
 (TO PROSPECTUS DATED OCTOBER 31, 2001  
 AND PROSPECTUS SUPPLEMENT DATED DECEMBER 11, 2001)

FILED UNDER RULE 424(b) (3)  
 FILE NO. 333-63164

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

Principal Amount:	\$25,000,000	Floating Rate Notes:	<input checked="" type="checkbox"/>	Fixed Rate Notes:	<input type="checkbox"/>
Original Issue Date:	January 10, 2002	Closing Date:	January 10, 2002	CUSIP Number:	
Maturity Date:	July 25, 2003	Option to Extend Maturity:	<input checked="" type="checkbox"/> No	Specified Maturity Date:	<input type="checkbox"/> Yes
		If Yes, Final Maturity Date:			

Redeemable at the option of the Company:	<input checked="" type="checkbox"/> No	Redemption Price:	
	<input type="checkbox"/> Yes	Redemption Dates:	
Repayment at the option of the Holder: :	<input checked="" type="checkbox"/> No	Repayment Price:	
	<input type="checkbox"/> Yes	Repayment Dates:	

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, ex Interest Period Maturity shall be

Commercial Paper Rate

CMT Rate Spread : 8 basis points (.08%).

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 Federal Funds Rate  
 -----  
 LIBOR Telerate Initial Interest Rate: 1.9125  
 -----  
 LIBOR Reuters  
 -----  
 Prime Rate Interest Rate Reset Period: Quart  
 -----  
 91-Day Treasury Bill Rate  
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Reset Date(s): Each January 25th, April 25th, July 25th and October 25th during the term of the Notes, beginning January 25, 2002, subject to following business day convention. Interest Payment Date(s): Each January 25th and October 25th during the term of the Notes, beginning January 25, 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 Issue Date, in arrears, excluding the Maturity Date (or Maturity Date if the last Interest Payment Date is the last Interest Payment Date).

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: 0.03072%.  
 Net Proceeds: \$24,992,320.  
 Agent: ABN AMRO Incorporated.

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