

SLM CORP  
Form 8-K  
February 15, 2008



**Item 1.01 Entry into a Material Definitive Agreement**

On February 14, 2008, we reached agreement with Bank of America and JPMorgan Chase to extend the date upon which outstanding advances under the \$30 billion asset-backed commercial paper conduit facilities entered into in connection with our terminated merger with a buyer group led by J.C. Flowers & Co., Bank of America and JPMorgan Chase (collectively, the Interim ABCP Facility ) step up to a penalty rate. Under our agreement with Bank of America and JPMorgan Chase, the step-up date was extended from February 15, 2008 to a date that is the later to occur of (i) March 1, 2008 or (ii) if the Company's new asset-backed commercial paper facilities, also being arranged by Bank of America and JPMorgan Chase, are closed prior to March 1, 2008, the date that is the earlier of (x) 15 Business Days after the date the initial advance is made under those new facilities and (y) 15 Business Days prior to April 24, 2008. The Company expects the initial closing on the new ABCP facilities to occur before the end of February 2008 and to ultimately obtain \$35 billion of committed funding under the facilities. In the event amounts outstanding under the Interim ABCP Facility are not repaid by the Company in full prior to its termination date, the Interim ABCP Facility will terminate on April 24, 2008, which is 90 days following the previously announced termination of the merger agreement on January 25, 2008.

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**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**

By: /s/ MICHAEL E. SHEEHAN

Name: Michael E. Sheehan

Title: Senior Vice President

Dated: February 15, 2008