

Edgar Filing: USA EDUCATION INC - Form 424B3

USA EDUCATION INC  
 Form 424B3  
 November 30, 2001

PRICING SUPPLEMENT NO. 2 DATED NOVEMBER 28, 2001  
 (TO PROSPECTUS DATED OCTOBER 31, 2001  
 AND PROSPECTUS SUPPLEMENT DATED OCTOBER 31, 2001)

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

Principal Amount:	\$75,000,000	Floating Rate Notes:	/X/	F
Original Issue Date:	December 3, 2001	Closing Date:	December 3, 2001	C
Maturity Date:	December 16, 2002	Option to Extend Maturity:	/X/ No / / Yes	S
		If Yes, Final Maturity Date:		

Redeemable at the option of the Company:	/X/ No	Redemption Price:	No
	/ / Yes	Redemption Dates:	No
Repayment at the option of the Holder:::	/X/ No	Repayment Price:	No
	/ / Yes	Repayment Dates:	No

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: Plus 5 basis points.
/ / Federal Funds Rate	
/X/ LIBOR Telerate	Initial Interest Rate: 2.13

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	/ / LIBOR Reuters		
	/ / Prime Rate	Interest Rate Reset Period:	Qua
	/ / 91-Day Treasury Bill Rate		
Reset Date(s):	Each March 16th, June 16th, September 16th and December 16th during the term of the Notes, beginning March 16, 2002, subject to following business day convention.	Interest Payment Date(s):	Each March 1 and December 16th during the term of the Notes, beginning March 16, 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 date of the Interest Payment Date to the date of the next Interest Payment Date (in the case of a quarterly interest period) to the date of the next Interest Payment Date (in the case of a semi-annual interest 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: JP Morgan Chase Bank, formerly known as The Chase Manhattan Bank.

Issue Price: 100%.

Agent's Commission: 0.020%.

Net Proceeds: \$74,985,000.

Agent: J.P. Morgan Securities, Inc.

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