

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	05/17/2002

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
USA Education, Inc.		12/08/2005	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	SLM Corporation
Street Address:	12061 Bluemont Way
City:	Reston
State/Country:	VIRGINIA
Postal Code:	20190
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 1**

Property Type	Number	Word Mark
Registration Number:	2351699	IMAGINE THE POSSIBILITIES

**CORRESPONDENCE DATA**

Fax Number: (703)984-6500  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 703-810-3000  
 Email: eric.d.reicin@slma.com  
 Correspondent Name: Eric D. Reicin  
 Address Line 1: 12061 Bluemont Way  
 Address Line 4: Reston, VIRGINIA 20190

NAME OF SUBMITTER:	Eric D. Reicin
Signature:	/eric.d.reicin/
Date:	12/08/2005

CH \$40.00 2351699

**Total Attachments: 5**

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# Delaware

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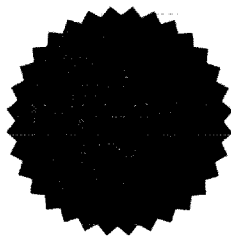
*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"USA MERGER CORPORATION", A DELAWARE CORPORATION,  
WITH AND INTO "USA EDUCATION, INC." UNDER THE NAME OF "SLM CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SECOND DAY OF FEBRUARY, A.D. 2002, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE SEVENTEENTH DAY OF MAY, A.D. 2002, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

2693555 8100M

020117401

AUTHENTICATION: 1626900

DATE: 02-22-02

TRADEMARK

REEL: 003207 FRAME: 0099

**CERTIFICATE OF OWNERSHIP AND MERGER**

**MERGING**

**USA MERGER CORPORATION**

**WITH AND INTO**

**USA EDUCATION, INC.**

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Pursuant to Section 253 of the  
General Corporation Law of the State of Delaware

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USA Education, Inc., a Delaware corporation (the "Corporation"), does hereby certify to the following facts relating to the merger (the "Merger") of USA Merger Corporation, a Delaware corporation (the "Subsidiary"), with and into the Corporation, with the Corporation remaining as the surviving corporation under the name of SLM Corporation:

**FIRST:** The Corporation is incorporated pursuant to the General Corporation Law of the State of Delaware (the "DGCL"). The Subsidiary is incorporated pursuant to the DGCL.

**SECOND:** The Corporation owns all of the outstanding shares of each class of capital stock of the Subsidiary.

**THIRD:** The Board of Directors of the Corporation, by the following resolutions duly adopted on October 25, 2001, determined to merge the Subsidiary with and into the Corporation pursuant to Section 253 of the DGCL:

**WHEREAS,** USA Education, Inc., a Delaware corporation (the "Corporation"), owns all of the outstanding shares of the capital stock of USA Merger Corporation, a Delaware corporation ("Subsidiary"); and

WHEREAS, the Board of Directors of the Corporation (the "Board") has deemed it advisable that the Subsidiary be merged with and into the Corporation pursuant to Section 253 of the General Corporation Law of the State of Delaware;

NOW THEREFORE BE IT RESOLVED, that the Subsidiary be merged with and into the Corporation (the "Merger") at such time as the proper officers of the Corporation deem advisable; and

FURTHER RESOLVED, that by virtue of the Merger and without any action on the part of the holder thereof, each then outstanding share of common stock of the Corporation shall remain unchanged and continue to remain outstanding as one share of common stock of the Corporation, held by the person who was the holder of such share of common stock of the Corporation immediately prior to the Merger; and

FURTHER RESOLVED, that by virtue of the Merger and without any action on the part of the holder thereof, each then outstanding share of common stock of the Subsidiary shall be cancelled and no consideration shall be issued in respect thereof; and

FURTHER RESOLVED, that the certificate of incorporation of the Corporation as in effect immediately prior to the effective time of the Merger shall be the certificate of incorporation of the surviving corporation, except that Article FIRST thereof shall be amended to read in its entirety as follows:

FIRST: The name of the corporation is SLM Corporation (hereinafter the "Corporation").

FURTHER RESOLVED, that the proper officers of the Corporation be and they hereby are authorized and directed to make, execute and acknowledge, in the name and under the corporate seal of the Corporation, a certificate of ownership and merger for the purpose of effecting the Merger and to file the same in the office of the Secretary of State of the State of Delaware, and to do all other acts and things that may be necessary to carry out and effectuate the purpose and intent of the resolutions relating to the Merger.

**FOURTH:** The Corporation shall be the surviving corporation of the Merger.

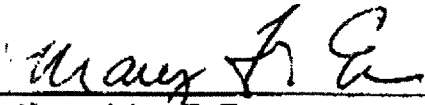
**FIFTH:** The certificate of incorporation of the Corporation as in effect immediately prior to the effective time of the Merger shall be the certificate of incorporation of the surviving corporation, except that Article I thereof shall be amended to read in its entirety as follows:

**FIRST:** The name of the corporation is SLM Corporation (hereinafter the "Corporation").

**SIXTH:** This Certificate of Ownership and Merger shall be effective at 9:00 a.m. Eastern Standard Time on May 17, 2002.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be executed by its duly authorized officer this 18<sup>th</sup> day of February, 2002.

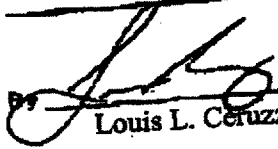
USA EDUCATION, INC.:

By:   
Name: Mary F. Eure  
Title: Secretary

CONSENT TO USE OF NAME

SLM LLC, a corporation  
organized under the laws of the State of Delaware, hereby consents to the  
(organization) (qualifications) of SLM Corporation in the State  
of Delaware

IN WITNESS WHEREOF, the said SLM LLC  
has caused this consent to be executed by its President  
this 20<sup>th</sup> day of February 2007.

SLM LLC  
By   
Louis L. Ceruzzi, President ;

\*Any authorized officer or the Chairman or Vice-Chairman of the Board of Directors may execute this consent.

TRADEMARK