

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 1 and December Notes, beginning the following |
| Interest Determination Date: | 2 London and New York Business Days prior to the related Reset Date. | Interest Period: | From and including Payment Date in the case (Period) to beginning Interest Payment in the case (Period). |
| Lock-in Period Start Date: | Not Applicable. | Accrual Method: | Actual/360. |
| Maximum Interest Rate: | Not Applicable. | Minimum Interest Rate: | Not A |

Form: Book-entry.

Denominations: \$1,000 minimum and integral multiples of \$1,000 in excess th

Trustee: JP Morgan Chase Bank, formerly known as The Chase Manhattan

Issue Price: 100%.

Agent's Commission: 0.020%.

Net Proceeds: \$74,985,000.

Agent: J.P. Morgan Securities, Inc.

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