

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:  Fixed Rate Notes:   
 -----  
 Original Issue Date: January 10, 2002 Closing Date: January 10, 2002 CUSIP Number:   
 -----  
 Maturity Date: July 25, 2003 Option to Extend Maturity:  No  Yes  
 -----  
 If Yes, Final Maturity Date:  Yes

-----  
 Redeemable at the option of the Company:  No  Yes Redemption Price:   
 -----  
 Redemption Dates:   
 -----  
 Repayment at the option of the Holder:  No  Yes Repayment Price:   
 -----  
 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 b  
 -----  
 Commercial Paper Rate   
 -----  
 CMT Rate Spread : 8 basis points (.08%).

Edgar Filing: USA EDUCATION INC - Form 424B3

-----  
 Federal Funds Rate  
 -----  
 LIBOR Telerate Initial Interest Rate: 1.9125  
 -----  
 LIBOR Reuters  
 -----  
 Prime Rate Interest Rate Reset Period: Quart  
 -----  
 91-Day Treasury Bill Rate  
 -----

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.

OBLIGATIONS OF USA EDUCATION, INC. AND ANY SUBSIDIARY OF USA EDUCATION, INC. ARE NOT GUARANTEED BY THE FULL FAITH AND CREDIT OF THE UNITED STATES OF AMERICA. NEITHER USA EDUCATION, INC. NOR ANY SUBSIDIARY OF USA EDUCATION, INC. (OTHER THAN STUDENT LOAN MARKETING ASSOCIATION) IS A GOVERNMENT-SPONSORED ENTERPRISE OR AN INSTRUMENTALITY OF THE UNITED STATES OF AMERICA.