

Edgar Filing: USA EDUCATION INC - Form 424B3

USA EDUCATION INC
 Form 424B3
 January 23, 2002

AMENDED PRICING SUPPLEMENT NO. 8 DATED JANUARY 16, 2002
 (TO PROSPECTUS DATED OCTOBER 31, 2001
 AND PROSPECTUS SUPPLEMENT DATED DECEMBER 11, 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: \$40,000,000 Floating Rate Notes: Fixed Rate Notes:

 Original Issue Date: January 24, 2002 Closing Date: January 24, 2002 CUSIP Number: _____

 Maturity Date: January 24, 2003 Option to Extend Maturity: No Yes

Yes
 If Yes, Final Maturity Date: _____

 Redeemable at the option of the Company: No Yes Redemption Price: _____

Yes
 Redemption Dates: _____

 Repayment at the option of the Holder: No Yes Repayment Price: _____

Yes
 Repayment Dates: _____

 APPLICABLE TO FIXED RATE NOTES ONLY:

 Interest Rate: _____ Interest Payment Date(s): _____

 Interest Accrual Method: _____

 APPLICABLE TO FLOATING RATE NOTES ONLY:

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Floating Rate Index:

<input type="checkbox"/> CD Rate	Index Maturity: Three Months.
<input type="checkbox"/> Commercial Paper Rate	
<input type="checkbox"/> CMT Rate	Spread : Minus 2 basis points (.0002)
<input type="checkbox"/> Federal Funds Rate	
<input checked="" type="checkbox"/> LIBOR Telerate	Initial Interest Rate: 1.78%.
<input type="checkbox"/> LIBOR Reuters	
<input type="checkbox"/> Prime Rate	Interest Rate Reset Period: Quarterly
<input type="checkbox"/> 91-Day Treasury Bill Rate	

Reset Date(s): Each January 24th, April 24th, July 24th and October 24th during the term of the Notes, beginning April 24, 2002, subject to following business day convention.	Interest Payment Date(s): Each January 24th and October 24th during the term of the Notes, beginning following business day convention.
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Interest Determination Date: 2 London and New York Business Days prior to the related Reset Date.	Interest Period: From and including the Payment Date (or the date of the next Payment Date in the case of the Interest Payment Date) to but excluding the date of the next Payment Date (or the date of the next Interest Payment Date in the case of the Interest Payment Date).
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Lock-in Period Start Date: Not Applicable.	Accrual Method: Actual/360.
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Maximum Interest Rate: Not Applicable.	Minimum Interest Rate: Not Applicable.
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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: 0.00%.

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Net Proceeds: \$40,000,000.

Agent: J.P. Morgan Securities, Inc. is acting as underwriter for this issuance.

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