

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: | <input checked="" type="checkbox"/> | Fixed Rate Notes: | <input type="checkbox"/> |
| Original Issue Date: | January 10, 2002 | Closing Date: | January 10, 2002 | CUSIP Number: | |
| Maturity Date: | July 25, 2003 | Option to Extend Maturity: | <input checked="" type="checkbox"/> No | Specified Maturity Date: | <input type="checkbox"/> Yes |
| | | If Yes, Final Maturity Date: | | | |

| | | | |
|--|--|-------------------|--|
| Redeemable at the option of the Company: | <input checked="" type="checkbox"/> No | Redemption Price: | |
| | <input type="checkbox"/> Yes | Redemption Dates: | |
| Repayment at the option of the Holder: : | <input checked="" type="checkbox"/> No | Repayment Price: | |
| | <input type="checkbox"/> Yes | 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%).

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 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.

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