

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

\_\_\_\_\_  
IN RE SLM CORPORATION SECURITIES :  
LITIGATION :  
\_\_\_\_\_ :

Case No. 08-Civ-1029 (WHP)

**NOTICE OF (1) PENDENCY AND PROPOSED SETTLEMENT OF CLASS ACTION; (2) HEARING ON PROPOSED SETTLEMENT; AND (3) MOTION FOR ATTORNEYS' FEES AND REIMBURSEMENT OF LITIGATION EXPENSES**

TO: ALL PERSONS OR ENTITIES WHO PURCHASED OR OTHERWISE ACQUIRED SLM CORPORATION ("SLM") COMMON STOCK BETWEEN JANUARY 18, 2007, THROUGH JANUARY 23, 2008, INCLUSIVE (THE "CLASS PERIOD"), AND WHO POSSESSED ANY OF THOSE SHARES OVER ONE OR MORE OF THE DATES OF DECEMBER 19, 2007, JANUARY 3, 2008, AND JANUARY 23, 2008 (THE "CLASS").

**IF YOU ARE A MEMBER OF THE CLASS, YOU COULD GET A PAYMENT FROM A CLASS ACTION SETTLEMENT.**

**A FEDERAL COURT AUTHORIZED THIS NOTICE.**

**THIS IS NOT A SOLICITATION FROM A LAWYER.**

- The settlement will provide a \$35,000,000 settlement fund for the benefit of the Class.
- The settlement resolves class litigation over whether SLM and certain of its executives misled investors regarding the loan underwriting standards, forbearance practices and loss allowances of SLM, its subsidiaries and/or affiliates with respect to certain student loans known as private education loans ("PELs") originated, acquired, serviced or collected by SLM, its subsidiaries and/or affiliates, thereby understating SLM's loan loss reserves and overstating SLM's profitability.
- Your legal rights are affected whether you act or don't act. Please read this notice carefully.
- These rights and options—and the deadlines to exercise them—are explained in this notice.
- The Court in charge of this case still has to decide whether to approve the settlement. Payments will be made if the Court approves the settlement and after appeals are resolved. Please be patient.

**YOUR LEGAL RIGHTS AND OPTIONS IN THIS SETTLEMENT**

<b>SUBMIT A CLAIM FORM BY AUGUST 31, 2012</b>	The only way to get a payment.
<b>EXCLUDE YOURSELF BY JUNE 29, 2012</b>	Get no payment. This is the only option that allows you to ever be part of any other lawsuit against the defendants about the legal claims in this case.
<b>OBJECT BY JUNE 29, 2012</b>	Write to the Court about why you do not like the settlement.
<b>GO TO A HEARING ON AUGUST 3, 2012</b>	Ask to speak in Court about the fairness of the settlement.
<b>DO NOTHING</b>	Get no payment. Give up rights.

**SUMMARY NOTICE**

**I. Statement of Plaintiff Recovery**

The parties have agreed to settle this lawsuit and have established a Settlement Fund of \$35,000,000 in cash, plus interest. Lead Plaintiff SLM Ventures' ("Lead Plaintiff") damages consultant estimates that there were approximately 498 million shares of SLM common stock traded during the Class Period which may have been damaged. Lead Plaintiff estimates that the average recovery per damaged share of SLM common stock under the settlement is \$0.07 per damaged share before deduction of Court-awarded attorneys' fees and expenses. A Class Member's actual recovery will be a portion of the Net Settlement Fund equal to his, her or its Recognized Claim divided by the total Recognized Claims of all Class Members who submit acceptable Proofs of Claim, multiplied by the Net Settlement Fund.

**II. Statement of Potential Outcome of Case**

The parties disagreed on both liability and damages and do not agree on the average amount of damages per share that would be recoverable if Lead Plaintiff were to have prevailed at trial. The Defendants deny that they are liable to the Lead Plaintiff or the Class and deny that Lead Plaintiff or the Class have suffered any damages.

### III. Statement of Attorneys' Fees and Costs Sought

Plaintiff's Lead Counsel is moving the Court to award attorneys' fees not to exceed one-quarter (25%) of the Gross Settlement Fund (defined below), and for reimbursement of expenses incurred in connection with the prosecution of this Action not to exceed \$1.25 million. The requested fees and expenses would amount to an average of \$0.02 per damaged share. Plaintiff's Lead Counsel have expended considerable time and effort in the prosecution of this litigation on a contingent fee basis, and have advanced the expenses of the litigation, in the expectation that if they were successful in obtaining a recovery for the Class they would be paid from such recovery. In this type of litigation it is customary for counsel to be awarded a percentage of the common fund recovery as their attorneys' fees and expenses.

### IV. Further Information

You may get further information about the Action and this notice by contacting Plaintiff's Lead Counsel: Jonathan K. Levine, Esq., Girard Gibbs LLP, 601 California Street, Suite 1400, San Francisco, California, Telephone: 415-981-4800.

### V. Reasons for the Settlement

The principal reason for the settlement is to provide a benefit to the Class now. This benefit must be compared to the risk that no recovery might be achieved after a contested trial and likely appeals, possibly years into the future. While Lead Plaintiff was prepared to go to trial and was confident in its ability to present a case, it recognized that a trial is a risky proposition and that Lead Plaintiff and the Class might not have prevailed on all their claims. The claims advanced by the Class involve numerous complex legal and financial issues, requiring extensive expert testimony, which would add considerably to the expense and duration of the litigation. Even after extensive fact and expert discovery, questions remain regarding the extent of Defendants' liability and the true measure of the Class's damages. In particular, because the decline in SLM's stock price might have been subject to industry-wide market factors that were driving down the stock prices of many companies, there existed a substantial risk that Lead Plaintiff may not have been able to prove at trial that its losses were actually due to Defendants' allegedly false and misleading statements.

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## BASIC INFORMATION

### 1. Why did I get this notice package?

You or someone in your family may have purchased or otherwise acquired SLM common stock between January 18, 2007, and January 23, 2008, inclusive, and possessed any of those shares over one or more of the dates of December 19, 2007, January 3, 2008, and January 23, 2008.

The Court directed that this notice be sent to you because you have a right to know about a proposed settlement of a class action lawsuit, and about all of your options, before the Court decides whether to approve the settlement. If the Court approves the settlement, and after any objections and appeals are resolved, an administrator appointed by the Court will make the payments that the settlement allows.

This package explains the lawsuit, the settlement, your legal rights, what benefits are available, who is eligible for them, and how to get them.

The Court in charge of the case is the United States District Court for the Southern District of New York, and the case is known as *In re SLM Corporation Securities Litigation*, Civil No. 08 Civ. 1029 (WHP). This case was assigned to United States District Judge William H. Pauley. The entity that has sued is called the Lead Plaintiff, and SLM and individual defendant Albert L. Lord are called the Settling Defendants.

### 2. What is this lawsuit about?

The lawsuit claims that Settling Defendants and others made materially false and misleading statements and omissions in the Settling Defendants' public statements, filings with the Securities and Exchange Commission ("SEC") and other public documents to the investing public regarding the loan underwriting standards, forbearance practices and loss allowances of SLM, its subsidiaries and/or affiliates with respect to certain student loans known as private education loans ("PELs") originated, acquired, serviced or collected by SLM, its subsidiaries and/or affiliates, thereby understating SLM's loan loss reserves and overstating SLM's profitability, and allegedly artificially inflating the price of SLM's common stock. The lawsuit further alleges that this conduct by SLM caused damages to persons who purchased or otherwise acquired SLM's common stock at such allegedly inflated prices. The lawsuit seeks money damages against the Settling Defendants for violations of the federal securities laws.

### 3. Why is this a class action?

In a class action, one or more people called class representatives (in this case, Lead Plaintiff), sue on behalf of people who have similar claims. All these people are a Class or Class Members. One court resolves the issues for all Class Members, except for those who exclude themselves from the Class.

### 4. Why is there a settlement?

The Court did not decide in favor of Lead Plaintiff or the Settling Defendants. Instead, these parties agreed to a settlement. Settlement avoids the risks, delay and cost of a trial, and the people affected will get compensation. The Lead Plaintiff and the attorneys think the settlement is best for all Class Members.

## WHO IS IN THE SETTLEMENT

To see if you will get money from this settlement, you first have to determine if you are a class member.

### 5. How do I know if I am part of the settlement?

The Court directed, for purposes of this settlement, that everyone who fits this description is a Class Member: all persons or entities who purchased or otherwise acquired SLM common stock shares between January 18, 2007, and January 23, 2008, inclusive and possessed any of those shares over one or more of the dates of December 19, 2007, January 3, 2008 and January 23, 2008.

### 6. Are there exceptions to being included?

You are not a Class Member if you are any one of the Settling Defendants in this action; a member of the immediate family (parents, spouses, siblings and children) of Mr. Lord; any person who was an officer, director or other individual or entity in which any Settling Defendant has a controlling interest; any person who was an officer, director, partner, or controlling person of SLM (including any officer, director, partner or controlling person of any of its subsidiaries or any other entity in which SLM had a majority or controlling interest) during the Class Period; or a legal representative, heir, successor in interest or assign of any such persons or entities.

Also excluded from the Class are any putative Class Members who exclude themselves by filing a request for exclusion in accordance with the requirements set forth in the notice.

If you sold SLM common stock during the Class Period (January 18, 2007, through and including January 23, 2008), that alone does not make you a Class Member. You are a Class Member only if you purchased or otherwise acquired shares during the Class Period and possessed any of those shares over one or more of the dates of December 19, 2007, January 3, 2008 and January 23, 2008.

**7. I'm still not sure if I am included?**

If you are still not sure whether you are included, you can ask for free help. You can call 800-331-5763 or visit [InreSLMSecuritiesLitigation.com](http://InreSLMSecuritiesLitigation.com) for more information. Or you can fill out and return the Proof of Claim form described in Question 10 to see if you qualify.

**THE SETTLEMENT BENEFITS — WHAT YOU GET**

**8. What does the settlement provide?**

The Settling Defendants and their insurers have agreed to create a \$35,000,000 fund. The fund, after deduction of Court awarded attorneys' fees and expenses and settlement administration costs, will be divided among all Class Members who send in valid claim forms.

**9. How much will my payment be?**

Your share of the fund will depend on the amount of valid claim forms that Class Members send in, how many SLM common stock shares you purchased or otherwise acquired and for what price, and whether and when you sold them. The proposed Plan of Allocation is described at the end of this notice.

**By following the instructions in the Plan of Allocation below, you can calculate what is called your Recognized Claim.** It is unlikely that you will get a payment for all of your Recognized Claim. After all Class Members have sent in their claim forms, the payment you get will be a part of the net settlement fund equal to your Recognized Claim divided by the total of everyone's Recognized Claims. See the instructions in the Plan of Allocation for more information on calculating your Recognized Claim.

**PLAN OF ALLOCATION OF NET SETTLEMENT FUND AMONG CLASS MEMBERS**

The \$35,000,000 Cash Settlement Amount and the interest earned thereon shall be the Gross Settlement Fund. The Gross Settlement Fund, less all taxes, approved costs, fees and expenses (the "Net Settlement Fund") shall be distributed to members of the Class who submit acceptable Proofs of Claim ("Authorized Claimants").

The Claims Administrator shall determine each Authorized Claimant's *pro rata* share of the Net Settlement Fund based upon each Authorized Claimant's "Recognized Claim," which is based on the Recognized Loss per Share Formula in the Plan of Allocation described below. The Recognized Loss formula is not intended to be an estimate of the amount of what a Class Member might have been able to recover after a trial; nor is it an estimate of the amount that will be paid to Authorized Claimants pursuant to the settlement. The Recognized Loss formula is the basis upon which the Net Settlement Fund will be proportionately allocated to the Authorized Claimants.

The following proposed Plan of Allocation reflects the proposition that the price of SLM common stock was artificially inflated from the beginning of the Class Period on January 18, 2007, until the end of the Class Period on January 23, 2008, and that certain disclosures during the Class Period partially reduced the alleged artificial inflation. The decreases in the price of SLM common stock occurring on December 19, 2007, and January 3, 2008, reflected elimination of part of the artificial inflation that the Settling Defendants' alleged misrepresentations may have caused. By the end of the Class Period, January 23, 2008, no further artificial inflation was alleged to be contained in the price of SLM common stock. Computation of the loss per share reflects price changes of SLM common stock, adjusting for price changes that were attributable to market and industry forces, or other company information unrelated to the alleged fraud, based on the allegations in the case and the evidence developed in support thereof.

"Recognized Loss per Share" will be calculated for purposes of the Settlement as follows:

**I. For SLM common stock purchased from January 18, 2007, through October 10, 2007, and:**

- (i) sold prior to December 19, 2007, the Recognized Loss is \$0.00 per share.
- (ii) sold after December 18, 2007, but before January 4, 2008, the Recognized Loss is the lesser of (a) \$1.06 per share and (b) the purchase price less the sales price.
- (iii) sold after January 3, 2008, but before January 23, 2008, the Recognized Loss is the lesser of (a) \$1.79 per share and (b) the purchase price less the sales price.
- (iv) retained after January 22, 2008, the Recognized Loss is the lesser of (a) \$1.88 per share and (b) the purchase price less \$19.70.

**II. For SLM common stock purchased from October 11, 2007, through December 18, 2007, and:**

- (i) sold prior to December 19, 2007, the Recognized Loss is \$0.00 per share.
- (ii) sold after December 18, 2007, but before January 4, 2008, the Recognized Loss is the lesser of (a) \$1.41 per share and (b) the purchase price less the sales price.
- (iii) sold after January 3, 2008, but before January 23, 2008, the Recognized Loss is the lesser of (a) \$2.38 per share and (b) the purchase price less the sales price.
- (iv) retained after January 22, 2008, the Recognized Loss is the lesser of (a) \$2.50 per share and (b) the purchase price less \$19.70.

**III. For SLM common stock purchased from December 19, 2007, through January 3, 2008, and:**

- (i) sold prior to January 4, 2008, the Recognized Loss is \$0.00 per share.
- (ii) sold after January 3, 2008, but before January 23, 2008, the Recognized Loss is (a) the lesser of \$0.97 per share and (b) the purchase price less the sales price.
- (iii) retained after January 22, 2008, the Recognized Loss is the lesser of (a) \$1.09 per share and (b) the purchase price less \$19.70.

**IV. For SLM common stock purchased from January 4, 2008, through January 22, 2008, and:**

- (i) sold prior to January 23, 2008, the Recognized Loss is \$0.00 per share.
- (ii) retained after January 22, 2008, the Recognized Loss is the lesser of (a) \$0.12 per share and (b) the purchase price less \$19.70.

The Recognized Loss per Share cannot be less than \$0.00 per share.

For Claimants who made multiple purchases, acquisitions or sales of SLM common stock during the Class Period, the earliest subsequent sale shall be matched first against the Claimant's closing position the day before the first day of the Class Period, and then matched chronologically thereafter against each purchase or acquisition made during the Class Period.

"Short" sales and/or "short" opening positions will not be recognized for any amount of loss on the "cover" or purchase transaction, and no Recognized Loss will be computed for any such covering purchase transaction. The date of covering a "short" sale is deemed to be the date of purchase of the common stock. "Short" sales will have no Recognized Loss under the Plan of Allocation; however, these transactions must be included on the Proof of Claim and Release form.

Shares of common stock acquired by means of a gift, inheritance, or operation of law (referenced here as "free receipts") shall only be considered if the shares in question were purchased during the Class Period by the donor, decedent, or transferor, and the donor, decedent, or transferor does not submit a Proof of Claim and Release form with respect to the shares. In such instances, the recipient must provide documentation of the original purchase in addition to proof of the transfer.

To the extent a Claimant had a gain from his, her or its overall transactions in SLM common stock during the Class Period, the value of the Recognized Claim will be zero. To the extent that a Claimant suffered an overall loss on his, her or its overall transactions in SLM common stock during the Class Period, but that loss was less than the Recognized Claim calculated pursuant to the above provisions, then the Recognized Claim shall be limited to the amount of the actual loss. A payment to any Claimant that would amount to less than \$10.00 in total will not be included in the calculation of the Net Settlement Fund, and no payment to these Claimants will be distributed.

For purposes of determining whether a Claimant had a gain from his, her or its overall transactions in SLM common stock during the Class Period or suffered a loss, the Claims Administrator shall: (i) total the amount paid for all SLM common stock purchased during the Class Period by the claimant (the "Total Purchase Amount"); (ii) match any sales of SLM common stock during the Class Period first against the Claimant's opening position in the stock (the proceeds of those sales will not be considered for purposes of calculating gains or losses); (iii) total the amount received for sales of the remaining shares of SLM common stock sold during the Class Period (the "Sales Proceeds"); (iv) ascribe a holding value of \$19.70, the price on January 24, 2008, times the number of shares of SLM common stock purchased during the Class Period and still held at the end of the Class Period ("Holding Value"). The difference between (i) the Total Purchase Amount and (ii) the sum of the Sales Proceeds and Holding Value, will be deemed a Claimant's gain or loss on his, her or its overall transactions in SLM common stock during the Class Period.

Each Authorized Claimant shall be allocated a *pro rata* share of the Net Settlement Fund based on his, her or its Recognized Claim as compared to the total Recognized Claims of all Authorized Claimants.

Class Members who do not submit acceptable Proofs of Claim will not share in the settlement proceeds. Class Members who do not either submit a request for exclusion or submit an acceptable Proof of Claim will nevertheless be bound by the settlement and the Order and Final Judgment of the Court dismissing this Action.

Payments will be distributed to Authorized Claimants after all claims have been processed and after the Court has finally approved the settlement. If any funds remain in the Net Settlement Fund by reason of uncashed checks or otherwise, then, after the Claims Administrator has made reasonable and diligent efforts to have Class Members who are entitled to participate in the distribution of the Net Settlement Fund cash their distribution checks, any balance remaining in the Net Settlement Fund one (1) year after the initial distribution of such funds shall be re-distributed to Class Members who have cashed their checks and who would receive at least \$10.00 from such re-distribution, after payment of any unpaid costs or fees incurred in administering the Net Settlement Fund for such re-distribution. If after six months after such re-distribution any funds shall remain in the Net Settlement Fund, then such balance shall be contributed to non-sectarian, not-for-profit, 501(c)(3) organization(s) designated by Plaintiff's Lead Counsel.

The Court has reserved jurisdiction to allow, disallow or adjust on equitable grounds the claim of any Class Member. The Court also reserves the right to modify the Plan of Allocation without further notice to Class Members. Payment pursuant to the Plan of Allocation approved by the Court shall be conclusive against all Authorized Claimants. No person shall have any claim against Lead Plaintiff, its counsel, the Claims Administrator, or any other agents designated by counsel based on distributions made substantially in accordance with the Agreement and the Settlement contained therein, the Plan of Allocation, or further orders of the Court.

## HOW YOU GET A PAYMENT — SUBMITTING A CLAIM FORM

### 10. How can I get a payment?

To qualify for payment, you must send in a Proof of Claim form. A Proof of Claim form is being circulated with this notice. You may also get a Proof of Claim form on the Internet at [InreSLMSecuritiesLitigation.com](http://InreSLMSecuritiesLitigation.com). Read the instructions carefully, fill out the form, include all the documents the form asks for, sign it, and mail it postmarked no later than **August 31, 2012**.

### 11. When would I get my payment?

The Court will hold a hearing on August 3, 2012, to decide whether to approve the settlement. If the Court approves the settlement after that, there may be appeals. It is always uncertain whether these appeals can be resolved, and resolving them can take time, perhaps more than a year. Please be patient.

### 12. What am I giving up to get a payment or stay in the Class?

Unless you exclude yourself, you are staying in the Class, and that means that, if the settlement is approved, you will release all “Settled Claims” (as defined below) against the “Released Parties” (as defined below), even if you do not submit a Proof of Claim.

“Settled Claims” means any and all claims, debts, demands, rights, actions, suits, disputes, contracts, or causes of action or liabilities whatsoever (including, but not limited to, any claims for damages, interest, attorneys’ fees, expert or consulting fees, and any other costs, expenses or liability whatsoever), whether based on federal, state, local, statutory, regulatory, foreign, or common law or any other law, rule or regulation, whether fixed or contingent, accrued or un-accrued, liquidated or un-liquidated, at law or in equity, whether under tort or contract, matured or un-matured, whether class, individual or derivative in nature, whether or not referred to in the Action, including both known claims and Unknown Claims (i) that have been asserted in this Action by the Class Members or their attorneys or any of them against any of the Released Parties, or (ii) that could have been asserted in any forum by the Class Members or their attorneys or any of them or their successors and assigns or any of them against any of the Released Parties which arise out of or are based upon or relate in any way to the allegations, transactions, facts, matters or occurrences, representations or omissions involved, set forth, or referred to in the Second Amended Class Action Complaint and relate to the purchase or sale of shares of the common stock of SLM during the Class Period, except for claims to enforce the Settlement.

“Released Parties” means any and all of the Settling Defendants, their past or present subsidiaries, parents, successors, predecessors, officers, directors, agents, partners, principals, shareholders, members, employees, Insurance Carriers, and attorneys, and any person, firm, trust, corporation, officer, director or other individual or entity in which any Settling Defendant has a controlling interest or which is related to or affiliated with any of the Settling Defendants, and the legal representatives, heirs, executors, successors in interest or assigns of any such entity.

If you remain a member of the Class, all of the Court’s orders will apply to you and legally bind you, even if you do not submit a Proof of Claim.

### EXCLUDING YOURSELF FROM THE SETTLEMENT

If you do not want a payment from this settlement, but you want to keep the right to sue or continue to sue SLM or any of the Released Parties on your own about any of the Settled Claims, then you must take steps to get out. This is called excluding yourself—or is sometimes referred to as “opting out” of the Class.

### 13. How do I get out of the settlement?

To exclude yourself from the settlement, you must send a letter by mail clearly indicating your name, address and telephone number, the date(s), price(s), and number(s) of shares of all purchases and sales of SLM common stock during the Class Period and stating that you “request to be excluded from the Class in the SLM Securities Litigation,” and you must sign the letter. You must mail your exclusion request postmarked no later than **June 29, 2012**, to:

IN RE SLM SECURITIES LITIGATION  
CLAIMS ADMINISTRATOR  
EXCLUSIONS  
c/o A.B. DATA, LTD.  
PO BOX 170500  
MILWAUKEE, WI 53217-8042

You cannot exclude yourself by phone or by e-mail. If exclude yourself from the Class, you will not get any settlement payment, and you cannot object to the settlement. You may be able to sue (or continue to sue) SLM in the future.

**14. If I don't exclude myself, can I sue SLM for the same thing later?**

No. Unless you exclude yourself, you give up any rights to sue SLM and the Released Parties for the claims that this settlement resolves. If you have a pending lawsuit, speak to your lawyer in that case immediately. You must exclude yourself from *this* Class to continue your own lawsuit. Remember, the exclusion deadline is **June 29, 2012**.

**15. If I exclude myself, can I get money from this settlement?**

No. If you exclude yourself, do not send in a claim form to ask for any money. But, you may sue, continue to sue, or be part of a different lawsuit against the Released Parties.

**THE LAWYERS REPRESENTING YOU**

**16. Do I have a lawyer in this case?**

The Court ordered that Girard Gibbs LLP, 601 California Street, Suite 1400, San Francisco, California, Telephone: 415-981-4800, will represent you and the other Class Members. The Girard Gibbs firm is called Plaintiff's Lead Counsel. If you want to be represented by your own lawyer, you may hire one at your own expense.

**17. How will the lawyers be paid?**

Plaintiff's Lead Counsel are moving the Court to award attorneys' fees from the Settlement Fund in an amount not greater than one-quarter (25%) of the Gross Settlement Fund and for reimbursement of their expenses not to exceed \$1.25 million, plus interest on such expenses at the same rate as earned by the Settlement Fund. Costs to administer the settlement will also be paid out of the Settlement Fund.

**OBJECTING TO THE SETTLEMENT**

You can tell the court that you don't agree with the settlement or some part of it.

**18. How do I tell the Court that I don't like the settlement?**

If you are a Class Member, you can object to the settlement if you don't like any part of it. You can give reasons why you think the Court should not approve it. The Court will consider your views. To object, you must send a signed letter saying that you object to the proposed settlement in the *In re SLM Corporation Securities Litigation*. You must include your name, address, telephone number, and your signature, identify the date(s), price(s), and number(s) of shares of all purchases and sales of SLM common stock you made during the Class Period, and state the reasons why you object to the propose settlement. Mail the objection to each of the following addresses postmarked no later than **June 29, 2012**:

<b>COURT</b>	<b>PLAINTIFF'S LEAD COUNSEL</b>	<b>DEFENDANTS' COUNSEL</b>
Honorable William H. Pauley, United States District Judge United States District Court for the Southern District of New York Daniel Patrick Moynihan United States Courthouse 500 Pearl Street New York, NY 10007	Jonathan K. Levine GIRARD GIBBS LLP 601 California Street, 14 <sup>th</sup> Floor San Francisco, CA 94108 Telephone: 415-981-4800 Facsimile: 415-981-4846	Christopher Harris LATHAM & WATKINS LLP 885 Third Avenue New York, NY 10022 Telephone: 212-906-1200 Facsimile: 212-751-4864  Peter A. Wald Abid R. Qureshi LATHAM & WATKINS LLP 505 Montgomery Street, Suite 2000 San Francisco, CA 94111 Telephone: 415-391-0600 Facsimile: 415-395-8095

Anyone making an objection may be subject to discovery by any party, including a deposition, on ten (10) calendar days' notice. If a person who makes an objection does not comply with all of the requirements set forth in this notice, his or her objection will be deemed to be waived.

**19. What's the difference between objecting and excluding?**

Objecting is simply telling the Court that you do not like something about the settlement. You can object only if you stay in the Class. Excluding yourself is telling the Court that you do not want to be part of the Class. If you exclude yourself, you cannot object because the case no longer affects you.

## THE COURT'S SETTLEMENT HEARING

The court will hold a hearing to decide whether to approve the settlement. You may come to the hearing and you may ask to speak, but you don't have to.

### 20. When and where will the Court decide whether to approve the settlement?

The Court will hold a Settlement Fairness Hearing at 10:30 a.m. on August 3, 2012, at the United States District Court for the Southern District of New York, 500 Pearl Street, New York, New York 10007-1312, Courtroom 11D. At this hearing, the Court will consider whether the settlement is fair, reasonable and adequate. If there are objections, the Court will consider them. The Court will listen to people who have asked to speak at the hearing. The Court may also decide how much to pay to Plaintiff's Lead Counsel. After the hearing, the Court will decide whether to approve the settlement. We do not know how long these decisions will take.

### 21. Do I have to come to the hearing?

No. Plaintiff's Lead Counsel will answer questions the Court may have. But, you are welcome to come at your own expense. If you send an objection, you do not have to come to Court to talk about it. As long as you mailed your written objection on time and have complied with all of the requirements set forth in this notice, the Court will consider it. You may also pay your own lawyer to attend, but it is not necessary for you to do so.

### 22. May I speak at the hearing?

You may ask the Court for permission to speak at the Fairness Hearing. To do so, you must include with your objection, described in the answer to Question 18 above, the statement, "I hereby give notice that I intend to appear at the Fairness Hearing in *In re SLM Corporation Securities Litigation*." Be sure to include your name, address and telephone number, identify the date(s), price(s), and number(s) of shares of all purchases and sales of SLM common stock you made during the Class Period, and sign the letter. If you intend to have any witnesses testify or to introduce any evidence at the Fairness Hearing, you must provide a list the witnesses and submit copies of the evidence along with your objection. Your Notice of Intention to Appear must be postmarked no later than **June 29, 2012**, and be sent to the Clerk of the Court, Plaintiff's Lead Counsel, and Defendants' Counsel, at the addresses shown in the answer to Question 18. You cannot speak at the hearing if you exclude yourself. You also cannot speak at the hearing if your objection has been waived because you did not comply with the requirements set forth in this notice.

## IF YOU DO NOTHING

### 23. What happens if I do nothing at all?

If you do nothing, you will get no money from this settlement. But, unless you exclude yourself, you will not be able to start a lawsuit, continue with a lawsuit, or be part of any other lawsuit against SLM and the Released Parties about the legal issues in this case, ever again.

## GETTING MORE INFORMATION

### 24. Are there more details about the settlement?

This notice summarizes the proposed settlement. More details are in a Stipulation and Agreement of Settlement dated March 23, 2012 (the "Stipulation"). You can get a copy of the Stipulation by visiting [InreSLMSecuritiesLitigation.com](http://InreSLMSecuritiesLitigation.com). Copies of the Stipulation may also be obtained from Plaintiff's Lead Counsel.

### 25. How do I get more information?

You can call the Claims Administrator at 800-331-5763 toll free with questions about submitting a Proof of Claim, or visit their website at [InreSLMSecuritiesLitigation.com](http://InreSLMSecuritiesLitigation.com), where you will find answers to common questions about the settlement, a claim form, plus other information to help you determine whether you are a Class Member and whether you are eligible for a payment. Any other questions should be directed to Plaintiff's Lead Counsel identified in the answer to Question 18 above.

## SPECIAL NOTICE TO SECURITIES BROKERS AND OTHER NOMINEES

If you purchased or otherwise acquired SLM common stock during the Class Period for the beneficial interest of a person or organization other than yourself, the Court has directed that, **WITHIN SEVEN (7) DAYS OF YOUR RECEIPT OF THIS NOTICE**, you either: (a) provide to the Claims Administrator the name and last known address of each person or organization for whom or which you purchased or otherwise acquired SLM common stock during such time period (preferably in an MS Excel data table setting forth (i) title/registration, (ii) street address, (iii) city/state/zip or electronically in MS Word or WordPerfect files or on computer-generated mailing labels); or (b) request additional copies of this Notice and the Proof of Claim, which will be provided to you free of charge, and within seven (7) days of receipt of such copies send them by First-Class Mail directly to the beneficial owners of those SLM securities.

If you choose to follow alternative procedure (b), the Court has directed that, upon such mailing, you must send a statement to the Claims Administrator confirming that the mailing was made as directed.

You are entitled to reimbursement from the Settlement Fund of your reasonable expenses actually incurred in connection with the foregoing, including reimbursement of postage expense and the cost of ascertaining the names and addresses of beneficial owners. Those expenses will be paid after request and submission of appropriate supporting documentation. All communications concerning the foregoing should be addressed to the Claims Administrator:

IN RE SLM SECURITIES LITIGATION  
CLAIMS ADMINISTRATOR  
ATTENTION: FULFILLMENT DEPARTMENT  
c/o A.B. DATA, LTD.  
3410 WEST HOPKINS STREET  
PO BOX 170500  
MILWAUKEE, WI 53217-8091  
PHONE: 866-561-6065; OUTSIDE U.S. AND CANADA: 1-414-961-4888  
FAX: 1-414-961-7499  
[fulfillment@abdata.com](mailto:fulfillment@abdata.com)  
[InreSLMSecuritiesLitigation.com](http://InreSLMSecuritiesLitigation.com)