

**COMPLIANCE COMMITTEE
OF SALLIE MAE BANK
CHARTER**

PURPOSE

The Compliance Committee (the “Committee”) has been appointed by the Board of Directors (the “Board”) of Sallie Mae Bank (the “Bank”), a Utah industrial bank. The Board delegates to the Committee the authority and responsibilities described herein to assist the Board in fulfilling its oversight responsibilities relating to maintaining and enhancing a strong and sustainable compliance culture and compliance management system, approving sound policies and objectives and effectively supervising all of the Bank’s compliance related activities, and ensuring the Bank has a qualified Chief Compliance Officer with sufficient authority and resources to administer an effective compliance management system.

The exercise and performance by the Committee of its duties and responsibilities shall not diminish the responsibility of the entire Board to provide oversight of the Bank’s compliance management system and to ensure compliance with applicable provisions of any orders, memoranda of understanding, written agreements, other agreements, supervisory letters or similar actions of any banking or consumer regulator (“Orders”).

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct compliance assessments or reviews. That is the responsibility of management, and particularly the Chief Compliance Officer and the Compliance function. Nor is it the duty of the Committee to conduct investigations or to otherwise assure compliance with laws and regulations that apply to the Bank.

COMMITTEE MEMBERSHIP

The Committee shall consist of at least three members of the Board, all of whom shall meet the independence, experience and expertise requirements of the Board’s Governance Guidelines and the Federal Deposit Insurance Corporation Improvement Act of 1991.

The Chair and members of the Committee shall be appointed by the Board and shall serve until the applicable member’s successor is duly elected and qualified or until such member’s earlier resignation or removal by the Board. The Committee may form and delegate any or all of its authority to subcommittees, as appropriate, except when authority is required by law, regulation or other applicable requirement to be exercised by the Committee as a whole.

MEETINGS

The Committee shall meet as often as it determines, but not less frequently than four times per year. The Chair or at least two other members of the Committee shall have the authority to call a meeting.

A majority of the members of the Committee shall constitute a quorum for the transaction of business.

All determinations of the Committee shall be made by a majority of its members present at a duly convened meeting. In lieu of a meeting, the Committee may act by unanimous written consent. The Committee may request any person (including any other director, officer or employee of the Bank or a Bank affiliate) to attend a meeting of the Committee or to meet with any members of, or advisor to, the Committee. The Committee shall periodically meet in executive sessions without members of the Bank's management present.

The Chair shall preside at all meetings of the Committee. The agendas for the meetings shall be set under the direction of the Chair. In the event the Chair is unable to attend a duly convened meeting, the Chair shall select a member of the Committee to serve as Acting Chair of the meeting.

The Bank's Secretary or an Assistant Secretary (or the designee of the Secretary) will keep minutes of all of the Committee's meetings and shall retain such minutes with the Bank's corporate records. The minutes shall be circulated in draft form to all Committee members and shall be considered for approval by the Committee at a subsequent meeting. The Chair shall report the Committee's actions, recommendations or findings to the Board promptly following a Committee meeting.

COMMITTEE AUTHORITY AND RESPONSIBILITIES

In carrying out the Purpose set forth above, the Committee shall have the following authority and responsibilities:

General Compliance Oversight Responsibilities

- (1) To oversee, through management reports to the Committee, the continuing maintenance and enhancement of a strong and sustainable compliance culture, including initiatives to instill a culture in which:
 - There is strong emphasis on strict compliance with the spirit and letter of laws and regulations, as well as applicable policies and procedures;
 - Responsibility for awareness and implementation of effective oversight and monitoring of compliance risk is understood and managed;
 - Regular and appropriate compliance training of all staff is provided;

- Regular and appropriate communication regarding compliance standards is provided;
 - Accountability is expected and accepted; and
 - Compliance programs that reflect best practices are developed and re-evaluated on a regular basis and implemented in the ordinary course of business.
- (2) To review and, as applicable, approve the following areas:
 - Reports of the Chief Compliance Officer;
 - Compliance program audit reports; and
 - Compliance program policies.
 - (3) To report its discussions to the Board at each regularly scheduled Board meeting.
 - (4) To allocate resources that are commensurate with the level of complexity of the Bank's operations to establish and implement an adequate compliance management system, as described in the FDIC's Compliance Examination Manual, Section II-2.1 to 2.4, that shall include specific procedures to ensure the Bank's compliance with all applicable state and federal consumer protection laws and implementing rules and regulations, regulatory guidance, and statements of policy ("Consumer Protection Laws").
 - (5) To oversee the adequacy of all processing systems, including systems provided by any third parties, to maintain compliance with all Consumer Protection Laws.
 - (6) To review the budget, plan, changes in plan, activities, organization and qualifications of personnel in the Compliance function as necessary or advisable in the Committee's judgment. The Committee will consider the adequacy of resources, qualifications and experience of senior management of the Compliance function, its training programs, budget and succession planning for key roles in the function.
 - (7) To review and monitor the effectiveness of the Compliance function and the Bank's compliance management system, including testing and monitoring functions, and obtain assurances from senior management that the Compliance function, including testing and monitoring functions, is appropriately resourced, has appropriate standing within the Bank and is free from management or other restrictions.
 - (8) To oversee and ensure proper and timely follow-up and resolution to audit and examination findings indicating the need for corrective action(s).
 - (9) To review, oversee the development of, approve, and receive regular reports regarding the achievement of goals under, the Bank's Community Reinvestment Act plan.
 - (10) To review, oversee the development of, approve, and receive regular reports regarding compliance with, the Bank Secrecy Act and Anti-Money Laundering Policy of the Bank.

- (11) To oversee the development and implementation of an internal monitoring system of employees' performance to ensure that compliance policies, procedures and regulatory requirements are adequately followed and employees are held accountable for following adopted policies, procedures and regulatory requirements.
- (12) To recommend to the Board such action as the Committee deems advisable to fully utilize the Bank's financial and material resources to achieve all compliance goals.
- (13) To perform any other duties or responsibilities expressly delegated to the Committee by the Board from time to time, and to consider and undertake such tasks or matters as the Board may request from time to time.

Compliance with Orders

- (14) To review and approve progress reports to the Bank's regulators concerning compliance with any Orders, in accordance with the provisions of such Orders. Such reports shall generally include, at a minimum, corrective action due dates, names of individuals assigned responsibility for the corrective action and any follow-through testing and reporting to ensure corrective action is completed and effective.
- (15) To allocate resources that are sufficient to ensure the Bank's timely compliance with any Orders.
- (16) To receive regular reports from management and monitor management's development of a plan, and progress in implementing such plan, to ensure that the Bank ceases all unfair and deceptive acts or practices, that the Bank ensures all third-party service providers cease all unfair and deceptive acts or practices, and that the Bank complies with the guidance set forth in Unfair or Deceptive Acts or Practices by State-Chartered Banks (FIL-26-2004, issued March 11, 2004).
- (17) To receive regular reports from management and monitor management's development of a plan, and progress in implementing such plan, to enhance the Bank's policies, procedures, and practices with respect to the Servicemembers Civil Relief Act.
- (18) To oversee the development and implementation of an effective third-party oversight program based on the principles set forth in Third-Party Risk: Guidance for Managing Third-Party Risk (FIL 44-2008, issued June 6, 2008). The Committee shall, on at least a quarterly basis, submit a written report to the Board and senior management addressing whether third parties are in compliance with the Bank's agreements with third parties. The written report shall include potential violations, deficiencies, consumer complaints and inquiries or other concerns.
- (19) To oversee the development and submission to banking or consumer regulators of restitution plans required pursuant to any Orders, and to oversee the implementation of any such plan in accordance with the applicable Order.

- (20) To receive regular reports from management and monitor management's compliance with the credit reporting provisions of any Orders.

Chief Compliance Officer and Management Compliance Committee

- (21) To approve the appointment or replacement of the Chief Compliance Officer, and ensure that the Bank maintains a qualified Chief Compliance Officer who possesses the requisite knowledge and experience to administer an effective compliance management system.

The Committee shall review and approve the annual key objectives and performance review of the Chief Compliance Officer.

- (22) To ensure that the duties and responsibilities of the Chief Compliance Officer are clearly defined and provide the Chief Compliance Officer access to both the Committee and the Board.
- (23) To ensure that the Chief Compliance Officer has and retains sufficient authority and independence to implement policies related to Consumer Protection Laws and to institute corrective action as needed. This authority shall include the ability to oversee activities of all third parties and across all departmental lines within the Bank, to have access to all areas of the Bank's operations, and to effectuate corrective action upon discovering deficiencies.
- (24) To allocate resources for the Chief Compliance Officer and all individuals with compliance oversight responsibilities to receive ongoing training, sufficient time and adequate resources to effectively oversee, coordinate and implement the Bank's compliance management system.
- (25) To require the Chief Compliance Officer to provide to the Committee written reports at least four times per year, including, but not limited to, reports related to the enactment and/or promulgation of new Consumer Protection Laws and changes to existing Consumer Protection Laws, training performed, monitoring and compliance audits performed, corrective actions taken and compliance with any Orders.
- (26) To receive assurances from the Chief Compliance Officer, as the Committee deems appropriate, that all disclosures provided over the telephone, online or through direct mail, including materials prepared by third parties, are reviewed and approved by the Bank prior to their use, and clearly and conspicuously disclose the Bank's procedures and comply with all Consumer Protection Laws.
- (27) To review and approve the powers and obligations included within the charter of the Bank's Management Compliance Committee, and to receive reports from and oversee

the activities of the Bank's Management Compliance Committee.

RESOURCES AND REPORTING

The Committee shall have authority to retain such outside counsel, experts and other advisors as the Committee may deem appropriate in its sole discretion to perform its duties and responsibilities. The Committee shall have sole authority to approve related fees and retention terms.

In performing their duties and responsibilities, Committee members are entitled to rely in good faith on information, opinions, reports or statements prepared or presented by persons and organizations from which the Committee receives information.

The Chairperson shall annually conduct a self-evaluation of the Committee's performance and effectiveness and report the results to the Board. The Committee shall have access to all information necessary or appropriate to carry out its responsibilities herein. The Committee shall review at least annually the adequacy of this Charter and recommend any proposed changes to the Board for approval.

DELEGATION OF AUTHORITY

To the extent permitted by applicable law, rules or regulations, as appropriate, the Committee may form and delegate all or a portion of its authority to subcommittees comprised of one or more members of the Committee or members of the Bank's management. Each subcommittee shall have the full power and authority of the Committee as to matters delegated to it.