

**THE STUDENT LOAN CORPORATION**  
**COMPENSATION COMMITTEE CHARTER**  
**as of April 12, 2004**

***Mission***

The Compensation Committee (the “Committee”) is responsible for reviewing and recommending to the Board the compensation structure for senior management, in accordance with guidelines established by the Committee from time to time. The Committee will produce an annual report on executive compensation for inclusion in the Corporation’s proxy statement. Further, the Committee approves broad-based and special compensation plans across the Corporation.

Additionally, the Committee will regularly review the Corporation’s management resources, succession planning and development activities, as well as the performance of senior management.

***Membership***

The Committee shall consist of at least three members of the Board of Directors each of whom shall (a) meet the independence requirements of the New York Stock Exchange corporate governance rules and all other applicable laws, rules and regulations governing independence, as determined by the Board; (b) qualify as “non-employee directors” as defined under Section 16 of the Securities Exchange Act; and (c) qualify as “outside directors” under Section 162(m) of the Internal Revenue Code.

The members of the Compensation Committee and the Compensation Committee Chair shall be appointed by the Board at the recommendation of the Chairman of the Board, and may be removed by the Board.

**Duties and Responsibilities**

The Committee shall have the following duties and responsibilities:

- Annually review and approve, for the Chief Executive Officer and senior management of the Corporation, base salary, incentive compensation and long-term incentive compensation, such as stock options.
  
- Annually review and approve corporate goals and objectives relevant to Chief Executive Officer and senior management compensation, evaluate performance in light of these goals and objectives, and recommend to the Board the Chief Executive Officer’s and senior managers’ compensation

based on this evaluation. In determining the compensation of the Chief Executive Officer and senior managers, the Committee will consider the Corporation's performance, the value of similar incentive awards to officers at comparable companies and the compensation packages given to senior managers in past years.

- In consultation with and based upon the advice of outside counsel, monitor the disclosure and prepare an annual report on executive compensation for inclusion in the Corporation's proxy statement.
- Review executive officer compensation for compliance with Section 16 of the Securities Exchange Act and Section 162(m) of the Internal Revenue Code, as each may be amended from time to time, and any other applicable laws, rules and regulations.
- In consultation with the Chief Executive Officer and Chairman of the Board, conduct a talent and performance review of key senior management members in order to identify opportunities, performance gaps and next steps as part of the Committee's executive succession planning and development process. The purpose of this review is to ensure that future leaders of the Corporation are identified and developed as appropriate. The Committee shall report at least once a year to the Board on the Committee's executive succession planning process.
- In consultation with the Board and the Chief Executive Officer, as part of its executive succession planning process, review and evaluate potential successors to the Chief Executive Officer. The Committee will provide an annual report to the Board on CEO succession.
- Annually review employee compensation strategies, benefits and equity programs.
- Review and approve senior management agreements, severance arrangements and change in control agreements and provisions when, and if appropriate, as well as any special supplemental benefits.
- Annually review the Corporation's progress in meeting diversity goals with respect to the employee population.

- Periodically assess the adequacy of its charter and recommend changes to the Board as needed.
- Regularly report to the Board on the Committee's activities and report annually on assessment of the Committee performance and suggestions for improvement, at the Committee and Board level.
- Obtain advice and assistance, as needed, from internal or external legal, accounting, search firms or other advisors, including the retention, termination and negotiation of terms and conditions of the assignment.
- Review and evaluate candidates for independent directors of the Board, as requested by the Chairman of the Board from time to time.
- Perform any other duties or responsibilities expressly delegated to the Committee by the Board from time to time.